CÔNG TY CỔ PHẦN CHỨNG KHOÁN PHÚ HƯNG ***PHU HUNG SECURITIES CORPORATION*** ---	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập - Tự do - Hạnh phúc** ***THE SOCIALIST REPUBLIC OF VIETNAM*** ***Independence - Freedom - Happiness*** ---
Số/*No.*: 381/2026/PHS-PL	*Thành phố Hồ Chí Minh, ngày 21 tháng 10 năm 2026* *Ho Chi Minh City, October 21, 2026*

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi/ *To:*

- **Ủy ban Chứng khoán Nhà nước/ *State Securities Commission of Vietnam;***
- **Sở Giao dịch Chứng khoán Việt Nam/ *Vietnam Exchange*;**
- **Sở Giao dịch Chứng khoán Hà Nội/ *Hanoi Stock Exchange*;**
- **Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh/ *Ho Chi Minh Stock Exchange.***

1. Tên tổ chức: **CÔNG TY CỔ PHẦN CHỨNG KHOÁN PHÚ HƯNG ("PHS")**
   Name of organization: ***PHU HUNG SECURITIES CORPORATION ("PHS")***

   - Mã chứng khoán/Mã thành viên/*Stock code/Broker code*: PHS/022
   - Địa chỉ/*Address*: Tầng 21, Phú Mỹ Hưng Tower, 08 Hoàng Văn Thái, Phường Tân Mỹ, Thành phố Hồ Chí Minh/*21st Floor, Phu My Hung Tower, 08 Hoang Van Thai, Tan My Ward, Ho Chi Minh City*
   - Điện thoại liên hệ/*Tel.*: (+84 28) 5413 5479 Fax: (+84 28) 5413 5472
   - E-mail: cbtt_phs@phs.vn

2. Nội dung thông tin công bố/ *Contents of disclosure*:

   Căn cứ quy định tại Thông tư 96/2020/TT-BTC hướng dẫn công bố thông tin trên thị trường chứng khoán, PHS trân trọng công bố về việc sửa đổi, bổ sung Điều lệ của Công ty Cổ phần Chứng khoán Phú Hưng ngày 21/10/2026, có hiệu lực ngày 21/10/2026 được chấp thuận sửa đổi theo Nghị quyết Đại hội đồng cổ đông thường niên số 01/2026/NQ-ĐHĐCĐ ngày 16/04/2026 (chi tiết tham khảo tài liệu đính kèm).
   According to Circular 96/2020/TT-BTC on guidance for information disclosure in the stock market, PHS sincerely discloses on the revised of Charter of Phu Hung Securities Corporation dated October 21, 2026, effective from dated October 21, 2026 approved for amendment according to the Resolution of the Annual General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ dated April 16, 2026 (further information, please find the attachment).

3. Thông tin này đã được công bố trên trang thông tin điện tử của PHS vào ngày 21/10/2026 tại đường dẫn: https://www.phs.vn, phần Về PHS, mục Quan hệ cổ đông.

   This information was published on PHS's website on October 21, 2026 in the link at https://www.phs.vn, tab About PHS, and Investor relation.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.
We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Tài liệu đính kèm:
Attached Document:

- Điều lệ của Công ty Cổ phần Chứng khoán Phú Hưng ngày 21/10/2026.
  Charter of Phu Hung Securities Corporation dated October 21, 2026.

ĐẠI DIỆN TỔ CHỨC
ORGANIZATION REPRESENTATIVE
(Ký, ghi rõ họ tên, chức vụ, đóng dấu)
(Signature, full name, position, and seal)

CÔNG TY CỔ PHẦN CHỨNG KHOÁN PHÚ HƯNG
P. TÂN MỸ - T.P HỒ CHÍ MINH

Ông/ *Mr.* CHEN CHIA KEN
Tổng Giám đốc
General Director

PHU HUNG SECURITIES CORPORATION

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CHARTER

PHU HUNG SECURITIES CORPORATION

Ho Chi Minh City, October 21, 2026

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LEGAL BASIS

- The Law on Enterprises No. 59/2020/QH14 passed by the Socialist Republic of Vietnam National Assembly on 17 June 2020 (**"Law on Enterprise**);

- The Law on Securities No. 54/2019/QH14 passed by the Socialist Republic of Vietnam National Assembly on 26 November 2019 (**"Law on Securities"**);

- Decree No. 155/2020/ND-CP of the Government dated 31 December 2020 detailing and guiding the implementation of a number of articles of the Law on Securities;

- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of articles on public Company governance as prescribed in the Government's Decree No. 155/2020/ND-CP dated 31 December 2020, on detailing and guiding the implementation of a number of articles of the Law on Securities;

- Circular No. 121/2020/TT-BTC dated 31 December 2020 of the Minister of Finance stipulating securities Company operations.

CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

Article 1: Definitions

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

   a. "Company" means Phu Hung Securities Corporation.

   b. "Charter capital" means the total aggregate par value of issued shares that shareholders fully paid and regulated in Article 6 of this Charter.

   c. "Voting capital" means the share capital that endows the holder the right to vote on the issues within the jurisdiction of the General Meeting of Shareholders.

   d. "Article" means an article of this Charter.

   e. "Law" means all the legal documents stipulated in Article 4, the Law on Promulgation of Legal Documents passed by the Socialist Republic of Vietnam National Assembly on 22 June 2015 and its amendment(s) (if any).

   f. "Date of establishment" means the date on which the Company is first granted the License of Establishment and Operation.

   g. "Manager Team" means the General Director, Deputy General Director, Chief Accountant and any other managers in the Company approved by the Board of Directors.

   h. "Executive of a Company" means the owner of a Company, including Chairman or member of the Board of Directors, Director (General Director), or holder of another managerial position approved by the Board of Directors.

   i. "Related person" means any individual or organization stipulated in Article 23.4 Law on Securities and Article 46.4 Law on Enterprises.

j. "Major shareholder" means a shareholder who owns 05% or more of the voting shares of the Company.

k. "Duration of operation" means the operation duration of the Company stated in Article 2 of this Charter and extension of operation duration (if any) as approved by the General Meeting of Shareholders with a resolution.

l. "Legal documents of an individual" include the ID card (old or new format), passport and other legal personal identification documents.

m. "Legal documents of an enterprise" include the Establishment Decision, Certificate of Enterprise Registration and equivalent documents.

n. "Vietnam" means the Socialist Republic of Vietnam.

o. "SSC" means the State Securities Committee.

p. "Stock Exchange" means the Stock Exchange of Vietnam and subsidiary companies.

q. "VSDC" means Viet Nam Securities Depository And Clearing Corporation.

r. "Voting at the Meeting" means a shareholder:

- Directly vote at the General Meeting of Shareholders;
- Authorize another individual/organization to vote at the meeting;
- Voting through online meetings, electronic voting, or other electronic forms;
- Send the votes to the meeting by post, fax, email or by other means.

s. "Electronic voting" or "E-voting" means the Shareholder, the Shareholder's authorized representative vote under electric form via E-voting system of VSDC.

t. Beneficial owner of an enterprise having juridical person status (hereinafter referred to as "beneficial owner") means an individual who has actual ownership of charter capital of or has controlling interest in that enterprise, except a direct representative of owner in a wholly state-owned enterprise or a representative for the State's portion of capital at a joint-stock company or a multi-member limited liability company in accordance with regulations of law on management and use of state capital in enterprises."

2. In this Charter, any references to one or more other provisions or documents shall include amendments to or documents replacing such provisions or documents.

3. Headings (chapters and articles of this Charter) are for convenience purpose only and shall not affect the contents of this Charter.

4. Any word or term defined in the Law on Enterprise or the Law on Securities shall have the same meaning in this Charter (if such word or term is not contrary to the subject or context).

CHAPTER II. NAME, HEAD OFFICE, BRANCHES, BUSINESS LOCATION,

OPERATIONAL DURATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2: Name, head office, branches, business location and operational duration of the Company

1. Name of the Company:

   a. Vietnamese name: Công ty Cổ phần Chứng khoán Phú Hưng

   b. English name: Phu Hung Securities Corporation

   c. Name for transaction: Chứng khoán Phú Hưng

   d. Abbreviation: PHS

2. Legal Form: The Company is a shareholding Company of which legal status is in accordance with all applicable laws of Vietnam.

3. Registered Head Office of the Company:

   a. Head Office address: 21st Floor, Phu My Hung Tower, 08 Hoang Van Thai, Tan My Ward, Ho Chi Minh City

   b. Telephone: (+84 28) 5413 5479

   c. Fax: (+84 28) 5413 5472

   d. Website: www.phs.vn

4. The legal representative of the Company means individuals representing the Company to exercise the rights and perform the obligations arising out of transactions of the Company, and representing the Company to act as plaintiff, defendant or person with related interests and obligations in arbitration proceedings or courts and to exercise other rights and perform other obligations in accordance with law.

   The legal representatives of the Company include:

   a. The first legal representative: Mr. Albert Kwang-Chin Ting

      The title: Chairman of the Board of Directors.

      The first legal representative has rights under this Charter and provisions of prevailing laws. The first legal representative is entitled to represent the Company in all transactions and is entitled to sign on all documents on behalf of the Company and other documents under power of Chairman of Board of Directors.

      The first legal representative has obligations arising from transactions of the Company, representing the Company to act as plaintiff, defendant, person with related interests and obligations in arbitration proceedings, courts and other obligations under obligations of Chairman of Board of Directors in accordance with the Charter and laws.

   b. The second legal representative: General Director.

The second legal representative has rights under this Charter and provisions of prevailing laws. The second legal representative is entitled to represent the Company in all transactions and is entitled to sign on all documents on behalf of the Company and other documents under power of General Director, not including the following rights:

i. Sign on the Charter of the Company.

ii. Sign on the shareholder certificate books or share certificates corresponding to the number of shares and the class of owned shares.

iii. Sign on documents on behalf of bank account owner of the Company (except when the bank account owner approves by means of writing).

The second legal representative has obligations arising from transactions of the Company, representing the Company to act as plaintiff, defendant, person with related interests and obligations in arbitration proceedings, courts and other obligations under obligations of General Director in accordance with the Charter and laws.

c. The legal representative is registered to be responsible for providing documents and working with SSC and competent State Agencies being General Director. Chairman of Board of Director reserves to have rights of providing documents and working with SSC and competent State Agencies in case General Director is absent from Vietnam.

d. The binding relationship between the legal representatives:

The legal representatives of the Company are responsible for maintaining the close relationship and cooperation together in operating and managing all assignments, transactions and projects of the Company.

e. Structure of transfer rights and obligations between the legal representatives in case the legal representative resigns, is dismissed, escaped from residence, detained, imprisoned, lost or limited capacity to act or deprived of the right to practice:

i. In case the first legal representative is Chairman of Board of Director falling in the above cases, General Director will perform rights and obligations of Chairman of Board of Director.

ii. In case the second legal representative is General Director falling in the above cases, Chairman of Board of Director will perform rights and obligations of General Director.

5. The Company may establish or close its branches, transaction and representative offices in the locality in which the Company conducts its business in order to carry out its objectives in accordance with the resolutions of the Board of Directors and as permitted by law.

6. Unless it is terminated before the expiry as specified in Articles 66 hereto, the operation duration of the Company shall be indefinite commencing from the Date of establishment.

CHAPTER III. OBJECTIVES AND SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 3: The Company's operation objectives

The Company's operation objectives are to constantly look for business development opportunities to maximize the profits of the Company's shareholders; improve working conditions and increase income of the employees; perform all of its obligations to the state budget; and build up a prosperous and sustainable Company.

Article 4: Scope of business and operation

1. Business line, sector of the Company are:

   a. Securities brokerage;

   b. Dealing;

   c. Securities investment consultancy, financial consultancy and other financial services;

   d. Securities underwriting;

   e. Derivative securities trading including derivative securities dealing, brokerage and investment consultancy;

   f. Supply of derivative securities clearing, settlement services.

2. The Company shall be permitted to make plans and carry out all business activities in accordance with its License of Establishment and Operation, this Charter and the applicable laws. The Company shall also be permitted to apply appropriate measures to achieve its objectives.

3. In addition to the securities trading professionals specified in Clause 1 of this Article, the Company may provide the services of securities depository, financial consultancy, management of securities trading accounts in trust for investors and other financial services in accordance with regulations of the Ministry of Finance. The Company may conduct its business activities in other fields as permitted by law and approved by the General Meeting of Shareholders.

Article 5: The offering of covered warrants

1. Subject to applicable laws and approval of SSC, the Company shall offer covered warrants and carry out relevant business activities in respect of it.

2. Covered warrants is securities guaranteed by assets issued by the Company, allowing owners to purchase (purchasing covered warrants) or sell (selling covered warrants) the underlying securities to the Company at a priced determined before, at or before a defined time, or allowing owners to receive the difference between the undertaking price and the price of underlying securities at the time of execution.

3. A holder of a warrant is a creditor of the debt partially covered by the Company (except for untraded warrants). Besides, a holder of a warrant has other rights and obligations under the laws, the prospectus for offering warrant, including but not limited to the right to receive cash payment or underlying securities, transfer, give, bequeath, mortgage, or pledge, etc.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6: Charter capital, shares and founding shareholders

1. Charter capital of the Company is VND 2,500,098,190,000 (In words Two trillion five hundred billion ninety-eight million one hundred ninety thousand Vietnamese dong).

   The Company's Charter capital shall be divided into 250,009,819 (In words: Two hundred fifty million nine thousand eight hundred nineteen) shares, each having a par value of VND 10,000 (In words: ten thousand Vietnamese Dong).

2. The Company may increase its Charter capital upon approval of the General Meeting of Shareholders and in accordance with the laws.

3. The Company's shares as at the date of approval of this Charter comprise ordinary shares only. The rights and obligations of the ordinary shareholders are stipulated in Article 20 and Article 21 hereto.

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

5. Existing shareholders shall be given priority to be offered with ordinary shares for sale in the ratio corresponding to their ownership percentage of ordinary shares in the Company, except where otherwise stipulated by the General Meeting of Shareholders. The Company must provide a notice of the offer for sale of shares which specifies the number of shares to be offered for sale and an appropriate period for subscription (at least twenty business days) so that shareholders may subscribe for purchase. The shares for which shareholders may not subscribe to purchase shall be decided by the Board of Directors of the Company. The Board of Directors may allocate such shares to entities in accordance with the conditions and the manner which the Board of Directors thinks appropriate, but shall not be permitted to sell such shares on conditions more favourable than those conditions offered to the existing shareholders, except where otherwise agreed by the General Meeting of Shareholder or where shares are sold via the Stock Exchanges.

6. The Company shall be permitted to purchase the shares it has issued (including redeemable preference shares) in the manner stipulated in this Charter and the applicable laws. Ordinary shares redeemed by the Company shall be treasury shares which may be offered for sale by the Board of Directors in a manner complying with this Charter and, the Law on Securities and relevant guidelines.

7. The Company may issue other classes of securities after the General Meeting of Shareholders provides unanimous approval in writing in accordance with the laws on securities and the securities market.

Article 7: Share certificates

1. Shareholders of the Company shall be granted with share certificates corresponding to the number of shares and the class of shares owned by them, except where stipulated in clause 7 of this Article. Share certificate could be issued under the form of book entry or electronic data.

2. Share certificates must bear the seal of the Company and signature of the legal representative of the Company in accordance with the Law on Enterprise. A share certificate must specify

the number and class of shares held by the shareholder, the full name of the shareholder (in the case of a named share certificate) and other information in accordance with the Law on Enterprise. Each named share certificate shall represent only one class of shares.

3. A shareholder shall be issued with a share certificate within 30 days from the date of lodging a complete application for share assignment in accordance with the regulations of the Company or within a period of two months (or a longer period in accordance with the terms of the issue) from the date of full payment for the purchasing shares as stipulated in the Shares Issuing Plan of the Company. A shareholder shall not be obliged to pay the cost of printing the share certificate or any other costs to the Company.

   a) Where only a number of named shares in a named share certificate are transferred, the old share certificate shall be rescinded and a new share certificate recording the remaining shares shall be issued gratis.

   b)

4. Where a named share certificate is damaged, erased, lost, stolen or destroyed, the shareholder may be granted with a new share certificate provided that he/she presents proof of his/her ownership of such shares and has paid all relevant costs to the Company.

5. Holders of bearer share certificates shall be responsible for managing their share certificates and the Company shall not be liable in case where such share certificates are stolen or used for fraudulent purposes.

6. The Company shall be permitted to issue named shares which do not take the form of certificates. The Board of Directors may issue documents allowing named shares (whether or not such shares take the form of certificates) to be assigned and a document on the assignment of such shares shall not necessarily be required. The Board of Directors may issue regulations on share certificates and transfer of shares in accordance with the Law on Enterprise, the laws on securities and the securities market and this Charter.

Article 8: Other securities certificates

Bond certificates or other securities certificates of the Company (excluding offer letters, temporary certificates and similar documents) shall be issued with the seal and specimen signature of the legal representative of the Company, except otherwise stipulated by the terms and conditions of the issue.

Article 9: Assignment of shares

1. All shares may be assigned freely except where this Charter and the Law on Enterprise, Law on Securities stipulate otherwise. Shares listed on the Stock Exchange shall be assigned in accordance with the laws on securities and the securities market.

2. Shares which have not yet been fully paid for shall neither be assigned nor be entitled to related benefits like the right to receive dividends, shares issued in order to increase the share capital from the owner's equity and the right to buy offered new shares.

3. Any foreign institution which satisfies the conditions prescribed in clause 2 Article 77 of the Law on Securities and related people who hold up to 100% of the Charter capital of the Company. Except for those who fail to satisfy the above-mentioned stipulations, foreign institution and related people are only allowed to hold up to 49% of the Charter capital of the Company.

4. Foreign investor being an individual or a related person is only permitted to own up to 49% Charter capital of Company.

5. Transactions change the right of owned share or contributed capital that comprises more than 10% of the Charter capital; transactions lead to the reduction or increase of the ownership percentage to 10%, 25%, 50%, 75% of the Charter capital of the Company must be approved by the SSC, except for cases where share of the Company being listed, registered for trading at Stock Exchanges, and being assigned under court's ruling.

Article 10: Forfeiture of shares (for the registration to establish a Company)

1. Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request such shareholder to pay the unpaid amount together with any interest calculated thereon, plus costs arising from such failure to pay in full to the Company in accordance with regulations.

2. The above mentioned notice must specify the new time-limit for payment (at least seven days from the date on which the notice is sent) and place for payment, and state that on failure to make payment as required then the number of shares which have not yet been fully paid for shall be forfeited.

3. If the requirements stated in the above-mentioned notice are not satisfied, the Board of Directors shall have the right to forfeit the relevant number of shares before all amounts payable including interest and relevant costs are paid for in full. The Board of Directors may accept the return of the forfeited shares in accordance with clauses 4, 5 and 6 of this Article and in other cases as stipulated in this Charter.

4. Any forfeited shares shall be the assets of the Company. The Board of Directors may directly sell or authorize to sell or re-distribute such shares to, or resolve them in favour of, the individuals who owned such forfeited shares or to other entities, on the conditions and in the manner that the Board of Directors considers appropriate.

5. The shareholders holding forfeited shares shall be required to waive their capacity as shareholders with respect to such shares, but shall still be required to pay all relevant amounts plus proportional interest (not exceeding 18% per year) at the time of forfeiture as decided by the Board of Directors from the date of forfeiture up to the date of payment. The Board of Directors shall have full power to make a decision on enforcement of paying the amounts payable as at the time of forfeiture, or may make a decision on remission of part or all of such amounts.

6. A forfeiture notice shall be sent to the holders of the shares which are to be forfeited prior to the time of forfeiture. The forfeiture shall remain valid even if there is a mistake or carelessness during the course of sending the notice.

CHAPTER V. SECURITIES BUSINESS

Article 11: Securities trading principles

1. To comply with the Law on Securities and the securities market and other laws;

2. To comply with professional ethics;

3. To be honest and impartial in carrying out business activities;

4. To complete all obligations to clients in the best manner;

5. To ensure the human resources, capital and other material facilities necessary to carry out the securities trading activities and to issue in writing appropriate rules for conducting business operations;

6. Only to give appropriate advice to clients on the basis of best efforts to collect information about the clients;

7. To be required to provide clients with information necessary to make their investment decisions;

8. To be careful not to create conflicts of interests with clients. Where conflicts are unavoidable, the Company must notify the clients in advance and/or take necessary measures to ensure the equal treatment to the clients;

9. To separate on working offices, human resources, data system, reports between departments/ divisions to guarantee not having any conflicts of interest between the Company and its customers, customers together. The Company has to announce in advance to customers about future conflicts of interest (if any) which may arise between the Company, professionals and customers.

10. To assign securities professionals appropriated with business operation profession. The securities professionals who practice securities dealing cannot practice the securities brokerage at the same time.

11. Price anticipation or trading recommendation involved in a specific securities on public communication means have to specify the analysis and information citation source.

12. To issue and apply internal professional rules in compliance with the Law on Securities and relevant laws.

Article 12: Rights and obligations of the Company

1. Rights of the Company:

   a. To sign written contracts with clients in respect of securities transactions, securities registration and depository, securities underwriting, securities investment consultancy and financial consultancy;

   b. To collect fees at the rates and charges stipulated by the Ministry of Finance;

   c. To give priority to employing local labour, to protect the rights and interests of employees in accordance with the labour code and to respect the right to organize trade unions in accordance with the law;

   d. Other rights as stipulated in the Charter and the law.

2. Obligations of the Company:

   a. To set up internal control audit, risk management, and supervision and prevention of conflicts of interest within the Company and in transactions with related persons.

b. To separate securities of each investor, and to separate securities and money of the investors from its own.

c. To sign written contracts with clients when providing services; to provide complete and factual information to clients.

d. To give priority to the orders of clients over the orders of the Company.

e. To collect and analyse information of the clients' financial status, investment objectives risk apprise; to ensure that investment recommendations and advice given by the Company to clients is appropriate for such clients.

f. To comply with the regulations on disposable capital of the Ministry of Finance.

g. To purchase professional indemnity insurance for the securities trading activities of the Company or to set up an investor protection fund in order to pay compensation to investors in case of technical breakdowns or mistakes by the Company's staff.

h. To file all documents and accounts reflecting in detail and accurately all transactions of clients and of the Company.

i. To conduct the sale of, or to permit the client to sell securities which are not owned by such client and to lend securities to a clients for sale in accordance with regulations of the Ministry of Finance.

j. To comply with the regulations of the Ministry of Finance on securities trading activities.

k. To implement the regimes on accounting, auditing, statistics and financial obligations in accordance with the law.

l. To comply with regulations on information disclosure procedure and reporting mechanism of the Ministry of Finance;

m. To comply with the provisions on corporate governance in accordance with Article 41 of the Law on Securities.

n. To make contributions to the settlement assistance fund in accordance with the Regulations on securities registration, depository, clearance and payment.

o. To provide credits to clients to purchase securities in accordance with the regulations of the Ministry of Finance.

p. To clarify the duties among the General Meeting of Shareholders, the Board of Directors, Chairman of Board of Directors, Inspection Committee so that its corporate governance is in compliance with the law.

q. To set up the correspondence system with its shareholders in order to provide them with sufficient information and to provide them with fair treatment, and to ensure their legal rights and benefits.

r. Collect, update and retain information on beneficial owners of the enterprise; provide

such information for competent authorities to serve determination of beneficial owners of the enterprise when requested

s. Not to do the following behaviours:

i. Guarantee on income, profits for shareholders (except for shareholders with fixed dividend preference shares);

ii. To illegally hold all benefits, income deriving from shares of its shareholders;

iii. To directly or indirectly provide fund or guarantee to its shareholders; to provide loan by any ways to its major shareholders; member of the Inspection Committee; member of Board of Directors; member of Management Team; Chief Accountant; other management positions appointed by the Board of Directors and their related persons;

iv. To generate income for shareholders by buying shares through inappropriate transaction which is not in accordance with the law;

v. To violate its shareholders' rights including owning right, choosing right, and fair trading right, right to be provided with information, other legal rights and benefits.

t. Register of shareholders:

i. The Company must establish and maintain a register of shareholders from the date of issuance of the license on establishment and operating.

ii. Register of shareholders must have primary contents under Law on Enterprise.

iii. The register of shareholders may be in the form of a written document and an electronic file.

iv. The register of shareholders shall be retained at the Head Office of the Company.

v. The Chairman of the Board of Directors is responsible for confirming the registration of share made by shareholders timely and thoroughly; archiving and ascertaining the accuracy of the register of shareholders; preventing shareholder or a third party from damage caused by breaching of these mentioned responsibilities.

Article 13: Restrictions

1. Restrictions applicable to the Company:

a. Not to undertake or guarantee its clients on income or profits deriving from their investments, and not to guarantee that clients of loss free investments except for fixed income investments;

b. Not to disclose information about clients without client's prior approval or pursuant to a request by competent authority;

c. Not to take any acts which could result in misunderstanding by clients and investors on prices of securities.

d. Not to make agreement or offer specific interest rate or profits/losses sharing to customers to entice customers to participate in the transaction;

e. Not to directly or indirectly set up other trading locations to sign contracts, to receive orders, execute securities transactions or settle securities transactions with customers except for the transaction locations which are registered with the SSC;

f. Not to receive orders, conduct payment transactions for those who are not the account holder without written authorization from such account holder;

g. Not to use client's name or account to register and trade securities;

h. Not to take on account for securities, cash or securities custody of the customer in the form of the name of the Company;

i. Contract of opening securities trading account shall not have any provisions to indemnify legal obligations of the Company; limit scope of Company's compensation or transfer risk from Company to the customer; force customer to implement the compensation obligation in an unfair way and detrimental agreements unfair to customers.

2. Restrictions applicable to securities practitioners of the Company:

a. Not to work with any Company with an ownership relationship with the Securities Company where such individual is currently working;

b. Not to work concurrently for another securities Company or fund management Company;

c. Not to act concurrently as Director or General Director of a listed Company or a public Company;

d. Only can open his/ her securities trading account at his/her Company;

e. When process the above transaction activities on customers account, the securities practitioner is the representative of the Company and act on behalf of the Company. Not allowed to use money or securities in client accounts without Company written authority under such client's power of attorney.

3. Regulations for the Board of Directors, Head of the Inspection Committee, member of the Management Team of the Company:

a. Members of the Board of Directors of the Company cannot concurrently be member of the Board of Directors, General Director of other securities Company;

b. Head of the Inspection Committee cannot concurrently be a member of the Inspection Committee or a manager of other securities companies;

c. General Director, Deputy General Director are not allowed to work for other securities companies, fund management companies, or any company. General Director is not

allowed to be a member of the Board of Directors, members' council of other securities Company.

Article 14: Provisions on internal control

1. Rules on internal control must be made in writing and published within the Company.

2. All employees of the Company must comply with the provisions on internal control.

3. The Company shall check and complete the internal control on periodical basis.

4. The department of internal control shall be responsible to ensure the compliance of internal control system and shall make a periodical report to the Board of Directors or to the General Director of the Company in order to complete the measures for internal control.

Article 15: Provisions on information confidentiality

1. The Company shall be responsible to maintain confidentiality of information relating to ownership of securities and money of its clients; the Company must reject the an inspection or freezing of assets of a client, to grant a lien over such assets, to set aside a number of such assets, or to hand over the assets of the client unless it is agreed by such client.

2. The provisions in clause 1 of this article shall not apply in the following circumstances:

   a. an auditor conducting audit activities of the financial statements of the Company;

   b. a client of the Company wishes to get the information in relation to their own securities and money;

   c. at the request of a competent authority as regulated by laws.

Article 16: Principles of profession ethics

1. The principles of professional ethics issued in writing by the Securities Business Association must be publicly published in the Company. The Company must formulate internal rules of the Company and provide more specific details of the contents of such principles of professional ethics.

2. All employees of the Company must strictly comply with such principles.

3. The internal control department shall be responsible to supervise compliance of the principles of professional ethics by leaders and employees of the Company.

Article 17: Method of increasing or reducing the Charter capital

1. An increase or decrease of the Charter capital of the Company must be implemented in accordance with law.

2. The Company may increase its Charter capital by a decision of the General Meeting of Shareholders and in compliance with the regulations of the State Securities Commission when:

a. The Company wishes to extend its business operation; or

b. The current capital for securities business of the Company is reduced and the Company fails to raise funds from external sources.

3. The Charter capital of the Company shall be increased in the following cases:

a. Issuing new shares to raise additional capital in accordance with law;

b. Converting issued bonds into shares;

c. Paying dividends by shares;

d. The carrying forward of retained earnings in order to supplement to the Charter capital;

e. Converting debt into contributed capital upon an agreement between the Company and the creditor.

4. Reducing Charter capital of the Company shall be decided by the General Meeting of Shareholders, provided that such reduction shall not violate the conditions on legal capital in accordance with current regulations.

Article 18: Offer of shares

1. The Company shall be permitted to make a public offer of shares upon satisfaction of the conditions for a public offering as stipulated in the Law on Securities;

2. The Company shall be required to register with the State Securities Commission in order to carry out the share public offering;

3. Methods and procedures for a public offer of shares shall be carried out in accordance with the regulations on public offers of securities stated in the Law on Securities.

CHAPTER VI. STRUCTURE OF ORGANIZATION, GOVERNACE AND CONTROL

Article 19: Structure of organization, governance and control

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

1. General Meeting of Shareholders;

2. Board of Directors;

3. Management Team;

4. Inspection Committee;

5. Internal Audit under the control of Board of Directors.

CHAPTER VII. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 20: Rights of shareholders

1. Shareholders are the owners of the Company and shall have the rights and obligations corresponding to the number and classes of shares owned by them. Shareholders shall only be liable for debts and other property obligations of the Company within their capital contribution to the Company.

2. Ordinary shareholders shall have the following rights:

   a. To attend and give the opinion at the General Meeting of Shareholders and to exercise the right to vote directly or via an authorized representative or by other means stipulated in Article 24. Shareholders can authorize a member of the Board of Directors to be his/her representative at the General Meeting of Shareholders.

   b. To receive dividends as decided by the General Meeting of Shareholder;

   c. To freely assign, in accordance with this Charter and current law, their fully paid up shares, except for cases stipulated in Article 120 Clause 3, Article 127 Clause 1 of the Law on Enterprises and other relevant regulations

   d. To have the right of first refusal for new shares issued by the Company in proportion to the number of ordinary shares each shareholder holds in the Company;

   e. To peruse, look up, make an extract or copy, inspect information relating to the shareholders included in the list of shareholders who are qualified to vote the General Meeting of Shareholders, and to request amendment of incorrect information of themselves;

   f. To peruse, look up, make an extract or copy of the Company's Charter, Minutes of meeting and Resolution of the General Meeting of Shareholders;

   g. To receive the remainder of the assets of the Company in proportion to the shares contributed the capital of the Company after the Company have settled the debt (comprising the obligation towards the government, tax and fee) and the payment for shareholders owning other type of share, upon its dissolution or bankruptcy.

   h. To request the Company to redeem shares as stipulated in Article 132 of the Law on Enterprises;

   i. Other rights stipulated in the Charter and the laws.

3. A shareholder or a group of shareholders holding more than 10% of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Inspection Committee in accordance with Article 33.2 and Article 52.2 respectively.

   A shareholder or a group of shareholders holding more than 10% to less than 20% of the total number of shares with voting rights can nominate one (01) candidate; from 20% to less than 30% shall be entitled to nominate up to two (02) candidates; from 30% to less than 40% shall be entitled to appoint up to three (03) candidates; from 40% to less than 50% shall be entitled to appoint up to four (04) candidates; from 50% to less than 60% shall be entitled to appoint up to five (05) candidates; from 60% to less than 70% shall be entitled to appoint up to six (06) candidates; from 70% to less than 80% shall be entitled to appoint up to seven (07) candidates and from 80% to less than 90% shall be entitled to appoint up to eight (08) candidates.

4. A shareholder or a group of shareholders holding more than 05% of the total ordinary shares shall have the following rights:

a. To request for the convening of a General Meeting of Shareholders when:

i. The Board of Directors severely violates the right of shareholders, the liability of manager or making decision over its extent of authority;

ii. The term of the Board of Directors exceeds six (06) months meanwhile new Board of Directors has not yet been re-elected.

The request must be made in writing and must contain the full name, address, nationality, legal document code in respect of a shareholder being an individual; name, enterprise identification number or organization legal document code, head office address in respect of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; and grounds and reasons for the request to convene a meeting of the General Meeting of Shareholders. The request must be attached with documents and evidence of the breaches of the Board of Directors and the seriousness of such breaches, or on the decision that falls outside its authority. The shareholder or group of shareholders shall assume legal responsibility for the accuracy and truthfulness of the documentary evidences submitted to competent authorities when demanding the GMS be convened.

b. To peruse, look up and excerpt minutes of the meeting and the resolutions of the Board of Directors, the interim financial statements and annual reports of the Inspection Committee and request the Inspection Committee to examine each specific issue related to the management and operation control of the Company when deemed necessary (except for documents related to commercial and business confidentiality of the Company).

c. To request the Inspection Committee to inspect each particular issue relating to the management and administration of the operation of the Company when necessary. This request must be in writing, must contain the full name, permanent address, nationality, number of people's identity card, passport or other lawful personal identification of a shareholder being an individual; or the name, permanent address, nationality, number of the decision on establishment or number of business registration, license of establishment and operation of a shareholder being an organization; the number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership of the total number of shares of the Company; and issues to be inspected and purpose of the Inspection Committee;

d. To be treated evenly. Every share of the same type will provide a shareholder with the same rights, responsibilities and benefits. In case the Company has preference shares, the rights and responsibilities for the preference shares shall be approved by the General Meeting of Shareholders and fully published towards the shareholders;

e. To be entitled to access periodic and extraordinary General Meeting of Shareholders information published by the Company pursuant to the law;

f. To have their rights and lawful benefits protected; request to suspend, abandon resolution, decision of the General Meeting of Shareholders, the Board of Directors pursuant to the Law on Enterprises;

g. Other rights stipulated in the Charter.

5. Rights to file lawsuits against the Board of Directors, General Director of a shareholder or a group of shareholder holding at least 01% of the total ordinary shares:

a. A shareholder or group of shareholders that holds at least 01% of the total ordinary shares may, in their own names or in the Company's name, file lawsuit against a member of the Board of Members or the Director/General Director if the member or Director/General Director to claim the interest or damages:

i. Fails to fulfill the executive's duties prescribed in Article 165 of the Law on Enterprises;

ii. Fails to comply with or fully and punctually perform their rights and obligations as prescribed by law, the Company's Charter, resolution or decision of the Board of Directors;

iii. Abuses his/her power and position or uses the enterprise's information, secrets, business opportunities and assets for personal gain or serve any other organization's or individual's interests;

iv. Other cases prescribed by law and the Company's Charter.

b. Lawsuits shall be filed in accordance with civil proceedings laws. Proceedings costs in case the lawsuit is filed on behalf of the Company shall be recorded as the Company's expense unless the lawsuit is rejected.

c. The shareholder or group of shareholders mentioned in this Article is entitled to access and extract necessary information under decision of the court or arbitral tribunal before or during the proceedings.

Article 21: Obligations of Shareholders

1. To comply with the Charter and internal statues on management the Company; to observe resolutions of the General Meeting of Shareholders and the Board of Directors;

2. To pay in full and in time for their registered shares; be liable for the debts and other property obligations of the Company to the extent of the amount of capital contributed to the Company. Not to withdraw the ordinary share capital contributed from the Company in any form, except where shares are redeemed by the Company or other persons under law. Where a shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such shareholder and any person with related interests in the Company must be jointly liable for debts and other property obligations of the Company to the extent of the value of shares withdrawn and any loss occurring.

3. To provide the correct address to the Company for their shares subscription;

4. Beneficial owner of an enterprise provides personal information as requested by the competent State agency (if necessary);

5. To perform other obligations in accordance with current law;

6. To be personally liable when he or she performs one of the following acts in any form in the name of the Company:

   a. Breach the law;

   b. Conduct business and transactions for his/her personal benefit or for the benefit of other institutions or individuals;

   c. Pay undue debts prior to a time when the Company has to deal with a potential or possible financial risk.

6. Protect the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information provided by the Company to any other organization or individual.

Article 22: General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest competent authority of the Company. The Annual General Meeting of Shareholders must hold once a year within a time-limit of four (04) months from the end of a fiscal year. In case that the meeting cannot be hold on the above mentioned time, Company shall report to the State Securities Committee and organize a General Meeting of Shareholders within the next two (02) months. An Extraordinary General Meeting of Shareholders may be hold as provided in Charter and Law on Enterprise. The meeting location is where the meeting chairman attends the meeting and shall be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and shall choose an appropriate place. The annual General Meeting of Shareholders shall make decisions on issues in accordance with law and the Charter, and in particular shall approve the audited annual financial statements and the financial budget for the next fiscal year.

   The members of the Board of Directors and member of the Inspection Committee have to attend the Annual General Meeting of Shareholders to answer the questions of shareholders participating in the meeting (if any); in force majeure situations, members of the Board of Directors and member of the Inspection Committee have to report to the Board of Directors and the Inspection Committee in writing.

   In case the audited annual financial statements of the Company consist of important exceptions, adverse opinions or rejections, the Company have to invite representative of audit organization approved to audit Company's financial statements to the Annual General Meeting of Shareholders, and the above-mentioned representative is obliged to attend the Annual General Meeting of Shareholders to explain relevant contents.

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

   a. The meeting is necessary for the interests of the Company;

   b. When the number of members of the Board of Directors, independent members of the Board of Directors, member of the Inspection Committee is less than the number

required by law or the number of members of Board of Directors decreased by more than one-third (1/3) the number of members specified in this Charter;

c. A shareholder or a group of shareholders as stipulated in Article 20.4 of this Charter may request to convene a General Meeting of Shareholders in writing. The written request must clearly states full name, address, nationality, legal documents code for individual shareholders; name, enterprise identification number or legal documents code of organizations, head office address for organization shareholders; number of shares and time of share registration of each shareholder, total shares of all shareholders group and the ownership percentage in the total shares of the Company, the reason and purpose of the meeting and the evidence for such reason and purpose. The written request must be signed by the relevant shareholders (the written request may be made in multiple copies in order to facilitate the signatures of all relevant shareholders);

d. Other cases as stipulated by law and the Charter.

4. Convening an extraordinary General Meeting of Shareholders :

a. The Board of Directors must convene a General Meeting of Shareholders within a time limit of thirty (30) days from the date when the remaining members of the Board of Directors, independent members of the Board of Directors is smaller than the number stated at Article 33.1, member of the Inspection Committee are as stipulated in Article 52.4 or from the date of receipt of the request stated in point c Article 22.3.

b. If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in point a Article 22.4, then within the following thirty (30) days the Inspection Committee 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 Inspection Committee fails to convene a meeting of the General Meeting of Shareholders in accordance with point b Article 22.4, then within the following thirty (30) days the requesting shareholder or group of shareholders stipulated in point c Article 22.3 shall have the right to replace the Board of Directors and the Inspection Committee in convening the General Meeting of Shareholders in accordance with clause 4 Article 140 of the Law on Enterprises.

In such case, the shareholder or the group of shareholders that convenes the General Meeting of Shareholders may request the business registration authority to supervise the process, procedures to convene, conduct the meeting if necessary.

d. All expenses for convening and conducting a General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs, including travel and accommodation costs, incurred by the shareholders when they attend the General Meeting of Shareholders.

Article 23: Rights and duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and duties:

a. Approve the Company's development orientation;

b. Decide on the types of shares and the total number of shares of each type to be offered; decide on the annual dividend rate for each type of share;

c. Elect, dismiss, and remove members of the Board of Directors, members of the Inspection Committee;

d. Decide on investments in/purchasing or selling assets valued at 35% or more of the total asset value recorded in the company's most recent financial report;

e. Decide on amendments and supplements to the Company's Charter;

f. Approve annual financial statements;

g. Decide on repurchasing more than 10% of the total number of issued shares of each type;

h. Review and address violations by members of the Board of Directors, members of the Inspection Committee causing damage to the Company and its shareholders;

i. Decide on the reorganization or dissolution of the Company;

j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Inspection Committee;

k. Approve Statues on Corporate Governance, the Statues on Board of Directors' operating and the Statues on Inspection Committee's operating;

l. Approve the list of approved audit companies; decide on the approved audit company to conduct the Company's operational audits, and dismiss the approved auditor when deemed necessary;

m. Other rights and duties as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following matters:

a. Annual audited financial statements;

b. Reports of the Inspection Committee on business activities of the Company, results of the activities of the Board of Directors, General Directors;

c. Reports of the Inspection Committee on the result of self-evaluation;

d. Reports of the Board of Directors and results of activities of the Board of Directors and each members of the Board;

e. Annual business plans of the Company;

f. The dividend rate for each type of share;

g. Approval of the list of approved audit companies; decisions on the approved audit company to conduct the Company's operations audit when deemed necessary;

h. Appointment, dismissal and replacement of members of the Board of Directors and members of the Inspection Committee;

i. Total remuneration of the members of the Board of Directors, the members of the Inspection Committee and reports on remuneration of the Board of Directors, Inspection Committee;

j. Amendments and additions to the Company's Charter;

k. Classes of shares and number of new shares to be issued for each class of shares and the assignment of shares by founding members within the first three years of the date of establishment;

l. Division, separation, merger, consolidation or conversion of the Company;

m. Re-organization and dissolution (liquidation) of the Company and appointment of a liquidator;

n. To consider and deal with breaches by the Board of Management or the Inspection Committee which cause damage to the company and its shareholders;

o. Decisions on the investment in/purchasing or selling of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement;

p. Redemption by the Company of 10% or more of any one class of issued shares;

q. The Company entering into contracts and transactions with parties stipulated in clause 1, Article 167 of the Enterprise Law, with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statement;

r. Approve transactions stipulated in Article 293 clause 4 Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing and guiding some articles of the Law on Securities;

s. Approve the Statues on Corporate Governance, the Statues on Board of Directors' operating and the Statues on Inspection Committee's operating;

t. The number of members of the Board of Directors, Inspection Committee;

u. Other matters as prescribed by law and this Charter.

3. A shareholder shall not be permitted to vote in the following cases:

a. Contracts stipulated in Point i clause 2 Article 23 of the Charter to which such shareholder or a related person of such shareholder is a party;

b. Remove, diminish obligations of those shareholders to Company; to take initiative or cancel a lawsuit to that shareholder.

c. Redeem shares of such shareholder or affiliated person of such shareholders, unless the share redeem is performed equivalent to the share ownership ratio of all shareholders or the redeem is performed via matching orders on Stock Exchanges or performed via tender offer in accordance with laws.

4. All resolutions and issues included in the agenda must be conferred and voted at the General Meeting of Shareholders.

Article 24: Authorizing to join the General Meeting of Shareholders

1. Shareholders have the right to attend the General Meeting of Shareholders follow one of these following formations:

a. Directly attend and vote at the General Meeting of Shareholders;

b. Authorize another person to attend and vote at the General Meeting of Shareholders;

c. Attend and vote through online conference, E-voting and other means of E-voting;

d. Send the Voting paper to the General meeting of Shareholders via letter, fax, email or other means.

2. In case there are more than one authorized representatives, the number of shares and votes of each representative should be specifically determined.

3. The authorization for a representative to attend the General Meeting of Shareholders shall be made in writing based on the form of the Company or pursuant to the civil regulations, thus clearly provides (i) name of authorizing shareholder (ii) name of authorized individual/organization (iii) number of authorized shares (iv) authorization contents (v) scope of authorization (vi) duration of authorization (vii) signature of authorized partied and authorizing parties.
Regulations for the signature on the power of attorney are as follows:

a. In case individual shareholder is the authorizer, there shall be signature of that shareholder and the individual, legal representative of organization authorized to attend the meeting;

b. In case organization shareholder is the authorizer, the power of attorney shall include the signature of the authorized representative, legal representative of organization shareholder and individual, legal representative of organization authorized to attend the meeting;

c. Other cases require the signature of legal representative of the shareholder and the authorized person.

4. The person authorized to attend the General Meeting of Shareholders shall provide a power of attorney before the registration date. In case of re-authorization, the attendee shall provide the original power of attorney of the shareholder/authorized representative of organization shareholder (if have yet to register with the Company).

5. The voting paper of the authorized attendee in the scope of authorization remains effective in the following cases:

a. The authorizer is dead, has limited legal capacity or lost the capacity for civil acts;

b. The authorizer cancels the authorization;

c. The authorizer has rescinded the authority of the particular person carrying out the authorization.

This clause shall not apply in a case where the Company receives a notice of one of the above cases prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 25: Change of rights

1. The change or cancellation of any of the special right related to preferred shares shall come into effect when such change or cancellation is approved by shareholders holding at least 65% of

ordinary shares attending the General Meeting of Shareholders.

In case voting is carried out in writing, the Resolution of the General Meeting of Shareholders about the negative change in rights and responsibilities of shareholders of preference shares can only be passed if the shareholders of the same preference shares who attend the meeting hold at least 75% voting rights of the above-mentioned preference shares approve the Resolution.

2. The organization of such a meeting shall be valid only when at least two (2) shareholders (or their authorized representatives) are present and each of them holds at least one-third (1/3) of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be reconvened within a period of thirty (30) days thereafter and the holders of shares of such class (not depending on the number of holders and the number of shares) who are present personally or via their authorized representatives shall be considered as the sufficient number of attendees. At each separate meeting mentioned above, the holders of the shares of such class who are present personally or via their authorized representatives may request for a secret ballot and each holder or representative attending the secret ballot shall have one vote corresponding to each of his owned shares of such class.

3. The proceeding for conducting such separate meetings shall be implemented in accordance with Article 27 and Article 28 of this Charter.

4. Except where otherwise stipulated by the provisions on issue of shares, special rights attached to various classes of shares with preference rights in respect of some or all issues on distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 26: Convening the General Meeting of Shareholders, agenda and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Article 22.3 or Article 22.4.

2. The convener of the General Meeting of Shareholders shall carry out the following duties:

   a. To prepare a list of shareholders qualified to attend and vote at the General Meeting of Shareholders. This list shall be made no earlier than ten (10) days prior to the date on sending invitation for the General Meeting of Shareholders. The Company must make announcement about creating a list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the final registration date.

   b. To prepare the agenda and the content of General Meeting of Shareholders;

   c. To prepare documents for General Meeting of Shareholders;

   d. To make the draft of Resolution for General Meeting of Shareholders in accordance with the contents of Meeting;

   e. To determine time and venue of General Meeting of Shareholders;

   f. To inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Other assignments related to the Meeting.

3. The notice of the General Meeting of Shareholders may be sent to all shareholders and at the same time shall be announced on the information network of Stock Exchange/Securities Trading Centre, on the website of the Company. The notice of the General Meeting of Shareholders must be sent at least twenty one (21) days prior to the date of the meeting (such period calculated from the date the notice is validly sent or delivered, postage prepaid or dropped in a post-box). The agenda of the General Meeting of Shareholders and all documents relating to the issues to be voted at the meeting shall be sent to shareholders or/and announced on the website of the Company. In case that no such document is attached with the notice of General Meeting of Shareholders, the notice must state clearly the website address to enable shareholders to access, including:

a. Agenda, documents using in the Meeting;

b. List and curriculum vitae of candidates in case of voting to choose member(s) of the Board of Directors, member(s) of Inspection Committee;

c. Voting paper;

d. Draft of Resolution for each item of the Agenda.

4. Proposal of shareholders or group of shareholders about the agenda of the General Meeting of Shareholders:

a. A shareholder or a group of shareholders referred to in Article 20.3 of this Charter shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (03) business days prior to the time of opening of the General Meeting of Shareholders. The proposal must contain full names of the shareholders, residential address, nationality, ID card or passport number, or any of other legitimate document applicable to individual shareholders; name, enterprise identification number or number of establishment decision, official address of head office applicable to shareholders being organization; the number and class of shares held by them, and the items proposed to be included in the agenda.

b. If The convener of the General Meeting of Shareholders rejects any proposal mentioned in point a of this Article, then the convener must response in writing and clearly state the reason no later than two (02) working days before the inaugural day of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders shall have the right to reject this proposal in the following cases:

i. The proposal is not sent on time, has insufficient details, or contains irrelevant matters;

ii. At the time of the proposal, the shareholder or group of shareholders does not hold from 05% of the ordinary in accordance with Article 20.3 of this Charter;

iii. The items proposed do not fall within the authority of the General Meeting of Shareholders for discussion and approval;

iv. Other circumstances under regulation of this Charter in accordance with current law.

c. The convener of the General Meeting of Shareholders must approve and add the proposal stated in point a of this Article to the estimated agenda and content of the meeting, except for the cases in point b of the Article; the proposal is officially added to the agenda and the content of the meeting if approved by the General Meeting of Shareholders.

5. In a case where all shareholders representing 100% of the voting shares attend the General Meeting of Shareholders in person or via their authorized representatives, the resolutions which are unanimously approved by the General Meeting of Shareholders shall be deemed as effective even if the General Meeting of Shareholders is not conducted in accordance with the proceeding, or the items voted on are not included in the agenda.

Article 27: Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents for more than fifty (50) per cent of the voting shares.

2. Where the number of attendees required is not satisfied within thirty (30) minutes from the time set to open the meeting, the meeting may be convened for a second time within thirty (30) days from the date of intended opening of the first General Meeting of Shareholders. Such General Meeting of Shareholders which is convened for a second time shall be conducted only when the numbers of attending shareholders or their authorized representatives represent at least thirty three (33) per cent of the voting shares.

3. Where the meeting of the General Meeting of Shareholders convened for a second time cannot take place because the number of attendees required is not satisfied within thirty (30) minutes from the time set to open the meeting, it may be convened for a third time within twenty (20) days from the date of intended opening of the second General Meeting of Shareholders. In such a case, the General Meeting of Shareholders shall be conducted irrespective of the number of attending shareholders or their authorized representatives, and shall be deemed valid and shall have the right to make decisions on such issues as may have been approved at the first General Meeting of Shareholders.

Article 28: Procedures for conducting and voting at the General Meeting of shareholders

1. On the date when the General Meeting of Shareholders is held, the Company must carry out the procedures to register its shareholders and such registration shall continue until all shareholders entitled to attend the meeting who are present at the meeting have been fully registered according to this procedure:

   a. When a shareholder is registered, the Company shall provide such shareholder or his/her authorized representative with voting rights a voting card which states the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder. The voting is conducted on the basis that those votes in favour of the resolution shall be collected first, then those against the resolution shall be collected, and finally the total number of those votes in favour of, against the resolution and abstentions shall be counted respectively for a final decision. The results of vote counting shall be announced by the meeting chairman immediately prior to the closing of the meeting. The General Meeting of Shareholders shall elect those persons in charge of vote counting or vote supervision on the proposal of the meeting chairman. The number of members of a scrutiny committee shall be decided by General Meeting of Shareholders under the proposal of

the meeting chairman.

b. Shareholders or authorized person who come to the General Meeting of Shareholders late shall be entitled to be immediately registered and shall have the right to immediately attend and vote at the General Meeting of Shareholders. The meeting chairman shall not delay the meeting so that late attendees may register, and the effectiveness of any voting which has been conducted prior to attendance of late shareholders shall not be affected.

2. The election of meeting chairman, secretary and security team:

a. The Chairman of the Board of Directors shall be chairman of the General Meeting of Shareholders or authorize another member of the Board of Directors to be the meeting chairman. In a case Chairman of the Board of Directors is chairman of the General Meeting of Shareholders but he/she is absent or losses of ability to work temporarily, the remaining members of the Board shall elect one of them to be the meeting chairman under the majority basis. When none of such persons is able to preside over the meeting, the Head of the Inspection Committee shall organize a meeting to elect a new meeting chairman among the attendees and the person with the highest vote shall be appointed as the meeting chairman;

b. Except for the case in point a of this clause, the person who signs to convene the General Meeting of Shareholders shall monitor the Meeting to elect a meeting chairman and appoint the person will the highest vote as the meeting chairman;

c. The meeting chairman shall appoint one or more than one person as the meeting secretary;

d. The General Meeting of Shareholders shall appoint one or more than one person to be members of the voting committee according to the proposal of the meeting chairman.

3. Agenda and content of the Meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clarifies the time for each item in the agenda.

4. Any decision of the meeting chairman on the order and proceeding or on events arising outside the agenda of the General Meeting of Shareholders shall be the final decision.

5. The Chairman of the General Meeting of Shareholders may adjourn a meeting, even if the number attendees as required is satisfied, to such other time and at such other location as may be decided by the meeting chairman without obtaining opinions of the General Meeting of Shareholders if the meeting chairman considers that (a) the location of the General Meeting of Shareholders does not provide convenient seating for all attendees, (b) there is an attendee who disrupts or is likely to disrupt order at the meeting, or (c) such an adjournment is necessary for the items of the General Meeting of Shareholders to be validly carried out. In addition, the Chairman of the General Meeting of Shareholders may adjourn a meeting upon unanimous agreement or at request by the General Meeting of Shareholders at which sufficient attendees as required are present. The maximum time for any adjournment of a meeting shall be three (03) days as from the date of the proposed opening of the meeting. The General Meeting of Shareholders which is reconvened shall only review those items which should have been validly resolved at the adjourned meeting.

6. Where the chairman adjourns or postpones a General Meeting of Shareholders contrary to the provisions in clause 5 of this Article, the General Meeting of Shareholders shall elect another

person from the attendees to replace the meeting chairman in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting shall not be affected.

7. The chairman General Meeting of Shareholders may conduct such activities as he/she thinks fit in order to direct the General Meeting of Shareholders in a valid and orderly manner, in accordance with the approved Agenda and so that it reflects the wishes of the majority of attendees.

8. The convenor the General Meeting of Shareholders may require shareholders or their authorized representatives attending the General Meeting of Shareholders to be checked or subject to other lawful and justified security measures. Where a shareholder or his/her authorized representative does not comply with the rules on checking or the security measures as mentioned above, the Board of Directors, after careful consideration, may reject or expel such shareholder or authorized representative from the General Meeting of Shareholders.

9. The convenor of the General Meeting of Shareholder, after careful consideration, may take such measures as it finds appropriate in order to:

   a. Arrange the seat(s) at the official location of the General Meeting of Shareholders;

   b. Ensure safety for the attendees who are present at that location;

   c. Create favourable conditions for shareholders to attend (or continue to attend) the General Meeting of Shareholders.

   The convenor shall have full power to change the above measures and take all of such measures as it is considered to be necessary. The measures taken may include the issue of entry permits or use of other forms of selection.

10. In a case where the General Meeting of Shareholders takes the above measures, the Board of Directors, when determining the location of the meeting, may:

    a. Announce that the General Meeting of Shareholders shall be conducted at the location as stated in the notice of the meeting where the meeting chairman shall be present ("the Official Location of the Meeting");

    b. Make arrangements so that shareholders or their authorized representatives who fail to attend the meeting in accordance with this Article or those who wish to attend the meeting but at a location different from the Official Location of the Meeting may still attend the General Meeting of Shareholders.

    In a notice on holding the General Meeting of Shareholders, it is not required for the detailed measures taken in accordance with this Article to be stated.

11. In this Charter (unless the context requires otherwise), each shareholder shall be deemed as attending the Meeting at the Official Location of the Meeting.

12. In the case the Company utilizes modern technology to conduct the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote using electronic voting or other electronic forms in accordance with Article 144 of the Enterprise Law and clause 3 of Article 273 of Decree No. 155/ND-CP dated December 31, 2020, by the Government detailing the implementation of some articles of the Securities Law.

Article 29: Passing resolution of the General Meeting of Shareholders

1. The following issues shall be passed by means of voting at the General Meeting of Shareholders:

   a. Development plans;

   b. The passing of the annual financial statement;

   c. Restructure and dissolution of the Company.

2. Except for cases stated in clause 4, clause 5 and clause 6 of this Article, the resolution of the General Meeting of Shareholders about the issues will be passed if more than 50% of the total votes of the shareholders are votes of approval.

3. Resolution of the General Meeting of Shareholders about the following issues will be passed if more than 65% of the total votes of shareholders are votes of approval:

   a. Change in the business line, sector and field;

   b. Adjustment and update on the Company's Charter;

   c. Types of stock and the number of stock offering;

   d. The merging, restructuring and disbandment of a Company;

   e. The project of investing, selling assets with the value worth of more than 35% recorded in the newest financial statement.

4. The voting to elect Members of the Board of Directors and member of the Inspection Committee must be implemented by the method of cumulative voting, whereby each shareholder shall have as his total number of votes the total number of shares he/she owns multiplied by the number of members to be elected to the Board of Directors or the Inspection Committee, and each shareholder shall have the right to accumulate all his votes for one or more candidates. The ones elected to be members of the Board of Directors or member of the Inspection Committee are determined upon the largest number of votes to the smallest number of votes, starting with the leading candidate until the number of members meets the requirement in the Company's Charter. In case two (02) or more candidates for the final position in the Board of Directors or the Inspection Committee have the same number of votes, the voting session shall start over among the above-mentioned candidates or the candidates will be chosen according to the criteria in the voting policy or the Company's Charter.

5. In case the resolution is passed by means of writing, then the resolution of the General Meeting of Shareholders will be passed if approved by the number of shareholders owning more than 50% of the total votes.

6. The resolution of the General Meeting of Shareholders that negatively change the rights and obligations of the shareholders who own preference shares will only be passed if approved by the same type of preference shareholders who attend the meeting and own 75% or more of the total preference shares or approved by the same type of preference shareholders who own 75% and more of the total preference shares in case the passing of resolutions is conduct in writing.

7. Resolution of the General Meeting of Shareholders take effect from the date of its adoption or the effective date is specified in the resolution. In case a resolution passed by the General Meeting of Shareholders is abandoned according to Article 151 of the Law on Enterprises by the members of the Board of Directors, member of the Inspection Committee, General Director, shareholders, groups of shareholder under Article 20.3, then the resolution remains enforceable until the Court or Arbitrator has other decisions, except for any injunctive relief to be applied in accordance with the decision of competent agency.

8. Any resolution of the General Meeting of Shareholders which is passed by 100% of the total voting shares shall be lawful and effective even when the sequence and procedures for passing such resolution are not implemented correctly in accordance with regulations.

9. Resolutions of the General Meeting of Shareholders must be published on the website of the Company within fifteen (15) calendar days from the date of approval thereof.

10. All resolutions of the General Meeting of Shareholders can be passed by the following methods:

    a. Voting at the meeting;

    b. Collecting opinions by means of writing (except for the method mentioned in Article 29.1).

Article 30: Procedure, order of the General Meeting of Shareholders to pass the resolution

A. Voting at the meeting.

Processing in accordance with the procedure, order stipulated in Article 26, 27, 28 of this Charter.

B. Collecting written opinions.

1. The Board of Directors shall have the right to collect written opinions of shareholders in order to pass a resolution of the General Meeting of Shareholders at any time if considered necessary in the interests of the Company.

2. Collecting written opinions via traditional way:

    a. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders and other documents explaining the draft resolution. The written opinion form together with the draft resolution and documents explaining it must be sent by a means, which is guaranteed to reach the permanent address of each shareholder. The Board of Directors must guarantee to send, announce documents to all shareholders within a reasonable time for consideration and vote, and must send them at least ten (10) days prior to the expiry of collection of the written opinion forms. Request and method of sending the written opinion forms and the attachment shall be performed under the Article 26.3 of this Charter.

    b. The written opinion form must contain the following basic particulars:

        i. Name, Head Office address, enterprise identification number;

ii. Purpose of collecting written opinions;

iii. Full name, address, nationality, legal document code (individual shareholder, individual representative of organization shareholder); name, enterprise identification number or legal document code, head office address (organization shareholder); number of shares of each class and number of votes of the shareholder;

iv. Issue on which it is necessary to obtain opinions in order to pass a resolution;

v. Voting options comprising agreement, non-agreement, or abstention for every single item of the discussion;

vi. Time limit within which the completed written opinion form must be returned to the Company;

vii. Full name and signature of the Chairman of the Board and of the legal representative of the Company.

c. Any completed written opinion form must bear the signature of a shareholder being an individual, or of the authorized representative of shareholders being an organization or individual, of the legal representative of a shareholder being an organization.

d. Written opinion forms could be returned to the Company via postal mail: The written opinion forms which are returned to the Company must be in a sealed envelope and no one is permitted to open the envelope prior to counting of votes. Any completed written form which is returned to the Company after the expiry of the time-limit stipulated in the written opinion form, or any form which has been opened, shall be invalid. Any of the written opinion forms not being returned to the Company shall be considered that theirs (its) owners refuse(s) to attend the vote.

e. The Board of Directors shall conduct counting of votes and shall prepare minutes of vote counting in the presence of the Inspection Committee or of any shareholder who is a non-executive officer of the Company. The minutes of vote counting shall contain the following basic particulars:

i. Name, head office address, enterprise identification number;

ii. Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution;

iii. Number of shareholders with total numbers of votes who have participated in the voting, classifying the votes into valid and invalid, method of sending the written opinion forms, and including an appendix being a list of the shareholders who participated in the voting;

iv. Total number of votes for, against and abstentions on each matter voted upon;

v. Resolutions which have been passed;

vi. Full name and signature of the Chairman of the Board, of the legal representative of the Company, of the scrutineer(s) and of the person who supervised the vote counting.

The Members of the Board, the scrutineer(s) and the person who supervised the vote counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting, and shall be jointly liable for any loss arising from a resolution which is passed due to an untruthful or inaccurate vote counting.

f. Minutes of vote counting must be announced on the Company website within twenty-four (24) hours or sent to the shareholders within a time limit of fifteen (15) days as from the date the vote counting ended.

g. Written opinion forms which were returned, the minutes of vote counting, the full text of the resolution which was passed and related documents sent with all of the written opinion forms must be archived at the Head Office of the Company.

h. A resolution which is passed by way of collecting written opinions of shareholders must be approved by shareholders representing more than 50% of the total shares with voting rights and shall have the same validity as a resolution passed by the General Meeting of Shareholders.

Article 31: Minutes of the General Meeting of Shareholders

1. Minutes of the General Meeting of Shareholders shall either be recorded or stored by other electronic methods. The minutes shall be written in Vietnamese, and can also be written in other languages and shall consist of the following contents:

a. Name, head office address, enterprise identification number;

b. Time and location of the General Meeting of Shareholders;

c. Agenda and content of the meeting;

d. Full name of the meeting chairman and secretary;

e. Summary of the meeting and opinions at the General Meeting of Shareholders on each issue in the content of the meeting agenda;

f. The number of shareholder and total votes of shareholders participating, appendix of list of shareholder registration, shareholder representatives with the equivalent number of shares and votes;

g. Total votes for each issue, clearly stating voting methods, number of appropriate and inappropriate votes, approval and disapproval votes and non-commenting vote; equivalent percentage on total number of votes of shareholders participating;

h. Approved issues and the percentage of equivalent passed votes;

i. Full name and signature of the meeting chairman and secretary.

In case the meeting chairman and secretary refuse to sign in the minutes, then this minutes shall be effective if all other members of the Board of Directors participating sign and provide all contents mentioned in this clause. The minutes of the meeting clearly states that the meeting chairman and secretary refuse to sign.

2. The minutes of the General Meeting of Shareholders shall be finished and passed before the end of the meeting. The meeting chairman and secretary shall bear all responsibilities related to the honesty and accuracy of the content of minutes.

3. The minutes of the General Meeting of Shareholders shall be considered a bona fide record of the whole proceeding of the General Meeting of Shareholders unless an opinion against the contents of the minutes is made in accordance with the stipulated procedures within a time-limit of ten (10) days from the date the minutes were sent.

4. The minutes must be prepared in Vietnamese and English, and have the same legal effect. In case the content of the Vietnamese minutes is different from the English one, the content in the Vietnamese version shall be applicable.

5. The meeting minutes of General Meeting of Shareholders, list of shareholders attending the meeting with the signatures of the shareholders, the power of attorney on authorization of attending the meeting and the relevant documents must be archived at the head office of the Company.

Article 32: Request for cancellation of resolutions of the General Meeting of Shareholders

Members of Board of Directors, member of the Inspection Committee, General Director, shareholder(s) prescribed in Article 20.3 of this Charter shall have the right to require a court or an arbitrator to consider and cancel a resolution of the General Meeting of Shareholders within ninety (90) days from the date of receipt of minutes of the General Meeting of Shareholders or minutes of the results of counting of votes being published on the website of the Company, in the following cases:

1. The order and procedures for convening a meeting or collecting written opinions of shareholders to pass the resolution of the General Meeting of Shareholders do not comply with Law on Enterprises and this Charter, except for the circumstance prescribed in Article 29.6 of this Charter;

2. The content of the resolution breach the laws or this Charter.

Where the resolution of the General Meeting of Shareholders is cancelled by decision of the court or arbitrator, the convener of the meeting the General Meeting of Shareholders subject to such cancellation may consider and re-organize the General Meeting of Shareholders within thirty (30) days in accordance with the order, procedures stipulated in the Enterprise Law and this Charter.

CHAPTER VIII. BOARD OF DIRECTORS

Article 33: Composition and term of office of members of the Board of Directors

1. The Board of Directors shall have five (05) members. The term of office of the Board of Directors shall not be more than three (03) years. The term of a member of the Board shall not exceed three (03) years and may be re-elected for an unlimited number of terms.

   The total number of members of the Board who are non-operational must be at least one-third of the total number of the members of the Board. Minimum number of non-operational members of the Board is determined by the method of rounding down.

   The total number of independent members of the Board: 01 person working no more than two (02) consecutive terms.

The total number of members of the Board of Directors who are residents in Vietnam must be at least: 01 person.

2. A shareholder or a group of shareholders holding from 10% of the total ordinary shares have the right to nominate candidates to the Board of Directors as stated at Article 20.3. The specific number of the candidates is shown in Article 20.3. The nominating process is as follows:

   a. Shareholders forming into groups for the purpose of nominating must inform shareholders who attend the meeting about the group meeting before the opening of the General Meeting of Shareholders.

   b. In case the number of nominated candidates is smaller than the number of candidates that they are entitled to nominate pursuant to the resolution of the General Meeting of Shareholders, the rest of the candidates shall be nominated by the Board of Directors, the Inspection Committee and other shareholders.

3. In case the candidates are identified, the information of candidates for the member of the Board of Directors must be illustrated in documents for the meeting and disclosed on the Company's website at least ten (10) days before convening the General Meeting of Shareholders for the shareholders to study before the voting. The candidates for members of Board of Directors must have commitment in writing about the honesty, accuracy and justification of the information which they informed and must commit to honestly perform the duty of member of Board of Directors if they are elected. Information disclosure of the candidates comprises should at least comprise the following contents:

   a. Full name, date of birth;

   b. Education;

   c. Qualification;

   d. Work Experience;

   e. Name of the Company on which the candidate(s) is (are) member of the Board of Directors or an executive officer;

   f. Assessment on contribution to other Company where the candidate is member of Board of Directors (if any);

   g. The interest related to the Company (if any);

   h. Name of shareholder(s) nominating such candidate;

   i. Other information (if any).

4. Employee(s) of an audit Company that have been auditing the Company within three (03) years must not be nominated to the Board of Directors.

5. Where the number of candidates is still insufficient after candidates have been nominated by the Board of Directors, the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with rules stipulated by the Company. The rules for nomination or the manner used by the incumbent Board of Directors to nominate candidates

to the Board of Directors must be clearly announced and must obtain an approval from the General Meeting of Shareholders before the nomination is held.

6. The term of office of member elected to replace a member who lost the membership, being discharged or removed, is to the end of the term of office of the other members.

7. A member of the Board shall lose his/her membership capability in the following cases:

   a. Such member is no longer qualified to be a member of the Board under Article 36 of this Charter;

   b. Such member sends a written application for resignation to the Head Office of the Company;

   c. Such member is absent from meetings of the Board of Directors for a consecutive period of six (6) months , except for event of force majeure;

   d. Under the resolution of the General Meeting of Shareholders.

   e. Such member has psychiatric disorder and other member of the Board of Directors has the evidence to prove his/her lack of capability;

   f. Such member had provided incorrect personal information for the Company when he/she was a candidate for member of the Board of Directors;

   g. Other circumstances under the regulation of laws and this Charter.

8. The Board of Directors may appoint a new member to the Board in order to fill the vacancy arising, and the new member must obtain an approval at the next meeting of the General Meeting of Shareholders. Upon such approval, the appointment of the new member shall be deemed effective on the date of appointment by the Board of Directors. The term of the new member of the Board is calculated from the effective date of such appointment to the end of the term of office of the Board of Directors. In case a new member is not approved by the General Meeting of Shareholders, all decisions made by the Board of Directors before the meeting of the General Meeting of Shareholders with participation in voting by such alternative member of the Board remain deemed valid.

9. The appointment of members of the Board must be announced in accordance with the laws on securities and securities market.

10. Members of the Board need not necessarily be shareholders of the Company.

11. In the event that all members of the Board of Directors conclude their terms simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected to replace and take over their duties.

Article 34: Powers and duties of the Board of Directors

1. The Board of Directors is the managing body of the Company, with full power to act on behalf of the Company to determine the rights and obligations of the Company which are not under the authority of the General Meeting of Shareholders. For avoidance of doubt, any matters not specifically reserved for the exclusive decision making power of the General Meeting of Shareholders shall be reserved for the Board of Directors. The Board of Directors shall take legal

responsibility towards shareholders about the operation of the Company to comply with the laws, this Charter and internal regulations of the Company, equal treatment for all shareholders and respect for the interests of persons who have interests related to the Company.

2. The Board of Directors might authorize the Chairman of the Board of Directors to exercise its partial authority and function within the time the General Meeting of Shareholders not be convened. The scope of authorization must be clearly defined. The Chairman of the Board of Directors shall not be authorized to handle matters concerning the crucial interest the Company.

3. The rights and obligations of the Board of Directors shall be as stipulated by laws, the Charter, the internal rules of the Company. Specifically, the Board of Directors shall have the following powers and duties:

a. To make decisions on strategies, medium term development plans, business plans and the annual budget;

b. To determine the operational objectives on the basis of the strategic objectives approved by the General Meeting of Shareholders;

c. To appoint, dismiss and remove Chairman; appoint and discharge, sign and terminate labour contract with managers of the Company upon request of the General Director; and to make decisions on their salaries and other benefits;

d. To appoint, dismiss or remove, the General Director, managerial positions or the representative of the Company where the Board of Directors believes that such action is taken in the best interests of the Company. Such removal shall not be contrary to the contractual rights (if any) of the person subject to such removal;

e. To make decisions on the organization structure of the Company, the establishment/dissolution of subsidiary, of branch, of representative office; and the purchase of contribution or shares of other enterprises;

f. To deal with complaints made by the Company against managers and to make decisions on selection of a representative of the Company to deal with legal procedural issues against such managers;

g. To inspect and monitor the General Director and other managers in managing business operations of the Company;

h. To propose classes of shares which may be issued and the total number of shares of each class to be issued;

i. To make decision of all matters in relation to bond issuance, bonds convertible into shares and securities rights which allow its owner to be entitled to purchase shares at a pre-determined price;

j. To determine prices at which bonds, shares will be offered for sale in case of being authorized by General Meeting of Shareholders;

k. To propose annual dividend rates and to fix temporary dividend rates; to organize payment of dividends;

l. To propose the restructuring or dissolution, request for liquidation of the Company;

m. To pass on programs, documents content for the General Meeting of Shareholders, to convene a General Meeting of Shareholders or collect opinions and comments in order that the General Meeting of Shareholders can pass a resolution;

n. To develop and propose the promulgation the Statue on Corporate Governance, Statues on Board of Directors' operating to the General Meeting of Shareholders for approval and make sure these regulations are published on the website of the Company;

o. To develop and promulgate the Regulations on information disclosure, Regulations on E-voting, Regulations on holding online conference;

p. To submit the annual audited financial statement, the report on activities of the Board of Directors, report on Corporate Governance to General Meeting of Shareholders. The report on activities of the Board of Directors has to be in compliance with the stipulations in Decree 155/2020/ND-CP;

q. To report to General Meeting of Shareholders on the appointment of General Director by the Board of Directors;

r. Appoint the Corporate manager;

s. Monitor to organize and provide training courses on corporate governance and essential skills for members of the Board of Directors, General Director and other managers of the Company.

4. The following issues must be approved by the Board of Directors:

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. The Board of Directors may from time to time make decisions on the performance, amendment or rescission of major contracts of the Company (including contracts for purchase, sale, merger and takeover of companies and joint venture contracts) to the extent of Article 153.2 of the Law on Enterprise, except for the cases stipulated in Article 167.3 of the Law on Enterprise which must be approved by the General Meeting of Shareholders;

d. Appointment and removal of any person authorized by the Company to act as a commercial representative or lawyer of the Company;

e. Borrowings and provision of mortgages, warranties, guarantees and payment of compensation by the Company;

f. Investments exceeding 10% of the total asset value recorded in the Company's most recent financial statement;

g. Decide on re-purchase no more than 10% of total sold shares; decide on purchase strategy, dividing treasury stock in accordance with provision of law;

h. Approve Purchase; Selling; Loan; Credit Contract and other transactions and contracts that value from 35% of the total assets stated in the latest financial report of the Company; except for contracts, transactions under the power of the General Meeting of Shareholders stipulated in Article 138 clause 2 point d, Article 167 clause 1 and clause 3 of the Law on Enterprises;

i. Purchase or sale of shares of other companies established in Vietnam or overseas;

j. Valuation of non-monetary assets contributed to the Company relating to the issuance of shares or bonds by the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

k. Purchase or recovery by the Company of no more than ten (10) per cent of shares of each class being offered within twelve (12) months;

l. Business issues or transactions which the Board of Directors decides to be subject to its approval within the scope of its powers and responsibilities;

m. Decision on buying or recovery price of shares of the Company;

n. Initially approve the appointment, dismissal of positions in the Company according to the current regulation and the Charter.

5. The Board of Directors must report to the General Meeting of Shareholders its activities, notably on its supervision over the General Director and other managers in a fiscal year. If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not to have been approved by the Board of Directors.

6. In case the approved resolution of the Board of Directors against the law and the Charter, shareholders who consecutively own the Company's shares at least one (01) year have right to request the Board of Directors to suspend the execution of such resolution.

7. The Board of Directors shall exercise its right and obligation in accordance with the law, the Charter, and the decision of General Meeting of Shareholders.

8. Except where the law and the Charter stipulate otherwise, the Board of Directors may authorize its inferior staff or a manager to process its work on behalf of the Company. Content of the authorization must be made clear and specific.

9. Members of the Board (excluding authorized representatives as alternates) may be entitled to remuneration for their works in their capacity as members of the Board. The total remuneration amount for the Board of Directors shall be determined by the General Meeting of Shareholders. The amount shall be distributed to members of the Board as agreed by the Board or equally if no such agreement is reached.

10. Any member of the Board who holds an executive position (including positions as Chairman or Vice Chairman) or who works on a sub-committee of the Board of Directors or who performs other works which is, in the opinion of the Board, beyond the scope of the normal duties of a member of the Board may be paid extra remuneration in the forms of lump sum payment each time, or salary, commission, profit percentage or otherwise as decided by the Board of Directors.

11. Members of the Board of Directors shall be entitled to reimbursement for all expenses for

travel, accommodation, meals and other reasonable expenses they have to pay when performing their tasks as a member of the Board, including all expenses relating from their travel for a participation of meetings of the Board of Directors or its sub-committees, or of the General Meeting of Shareholders.

12. Duties of members of the Board of Directors:

a. To perform the tasks as assigned and powers as conferred in accordance with the provisions of the Law on Enterprise, the Law on Securities, the relevant laws, the Charter and decisions of the General Meeting of Shareholders;

b. To perform the tasks as assigned and powers as conferred in an honest and diligent manner to ensure maximum legal interests of the Company and its shareholders;

c. To be loyal to the interests of the Company and its shareholders; not to use information, know-how, business opportunities of the Company, not to abuse their positions and the Company's assets for personal benefits or for the benefit interests of other organizations and individuals;

d. To fully attend meetings of the Board of Directors and have clear opinions on issues discussed at meetings;

e. To report to the Board of Directors at the latest meeting about the transactions between the Company, subsidiary Company, Company controlled by public Company which takes over more than 50% Charter capital and the members of the Board of Directors and related people; transactions between companies in which a member of the Board of Directors is the founding member or enterprise manager within three (03) years prior to the transaction time. Such notice is displayed at the Head Office and branches of the Company;

f. To report promptly, fully to the Board of Directors about the salaries received from subsidiary Company, associated Company and other organizations;

g. To publish information about stock exchange of the Company pursuant to the law;

h. Members of the Board of Directors may not receive any increase of salary, any bonus when the Company fails to fully pay its debts when due;

i. Members of the independent Board of Directors shall create a report on the activities of the Board of the Directors;

j. Conduct responsibilities of the Corporate manager pursuant to Article 165 of the Law on Enterprises;

k. Other duties as prescribed by law and this Charter.

Article 35: Chairman of the Board of Directors

1. The Board of Directors must elect among its members a Chairman.

The Board of Directors may elect among remaining members to appoint a Vice Chairman to assist Chairman.

2. In case the Chairman of the Board of Directors is not present or not able to perform his tasks, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no member is authorized or the Chairman is dead, missing, detained, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, making a getaway; has limited legal capacity or is incapacitated, has difficulty controlling his/her behaviour, is prohibited by the court from holding certain positions or doing certain works, one of the Board of Directors shall convene a meeting with the remaining members to elect one of them as the interim Chairman under the majority rule until a new decision is issued by the Board of Directors.

3. The Chairman of the Board must ensure that the Board of Directors sends annual financial statements, reports on the operation of the Company, audit reports and the Inspection Committee reports of the Board of Directors to shareholders at the General Meeting of Shareholders.

4. Where both the Chairman and Vice Chairman of the Board of Directors resign or are removed, the Board of Directors must elect persons to replace them within a period of ten (10) days.

5. The Chairman of the Board has the following powers and duties:

   a. To prepare working plans and programs of the Board;

   b. To prepare, or organize the preparation of agenda, content and documents for meetings of the Board; convene and preside over meetings of the Board;

   c. To organize for resolutions of the Board to be passed;

   d. To monitor the implementation of resolutions of the Board;

   e. To chair meetings of the General Meetings of Shareholders, to sign on behalf of the General Meeting of Shareholders in resolutions as approved by the General Meeting of Shareholders;

   f. To lead and ensure the effective operation of the Board;

   g. To develop, implement and review procedures that govern the operation of the Board;

   h. To schedule meetings of the Board of Directors and departments under the Board of Directors;

   i. To prepare agendas for meetings of the Board of Directors;

   j. To meet regularly with the General Manager and act as liaison between the Board of Directors and the Management Team;

   k. To ensure sufficient, prompt, accurate and specific information to be communicated between members of the Board and the Chairman of the Board;

   l. To ensure effective communication and liaison with shareholders;

   m. To organize the periodical evaluation of the work of the Board, departments under the Board of Directors and each member of the Board;

n. To create favourable conditions for non-executive, independent members of the Board to work effectively, and to establish constructive relationships between executive and non-executive members of the Board;

o. To exercise other duties and perform other responsibilities as required by the General Meeting of Shareholders and the Board of Directors according to actual needs and circumstances;

p. To sign the decision on appointment of position which is under the power of Board of Directors in accordance with laws and Charter.

q. To sign on the Charter of the Company.

r. To sign on the shareholder certificate books or share certificates corresponding to the number of shares and the class of owned shares.

s. To sign on documents on behalf of bank account owner of the Company.

Article 36: Criteria and conditions to be members of the Board of Directors

1. To have full capacity for civil acts and not to be prohibited from establishment and management of enterprises pursuant to Article 17 Clause 2 of the Law on Enterprises.

2. To be individual shareholders owning at least 05% of the total number of ordinary shares, or to be persons having expertise and experience in business management or experience in the fields of securities, finance and banking.

3. Not to be the General Director, members of the Board, members of the members' councils of other securities companies; not to be concurrently members of the Board of Directors in more than five (05) other companies (in respect of listed companies).

4. Not to have been members of the Board of Directors or the legal representative of a Company which goes bankrupt or is prohibited from operation due to serious violations of the laws.

5. Not to nominate to the Board of Directors any employee of an independent auditor this makes audits over the Company in the past three (03) years.

6. Members of the Board are required to have the following qualities and capabilities:

   a. To be trusted by shareholders (evidenced by affirmative voting of shareholders), other members of the Board, managers and employees of the Company;

   b. To be capable of balancing interests of all related parties and to make proper decisions;

   c. To have professional experience and necessary education to run efficiently the Company;

   d. To have experience in international business, knowledge of local issues, and understanding of the market, products and competitors;

   e. To be able to turn knowledge and experience into practical solutions.

At the beginning of the term, all members of the Board must meet all conditions required by law, administrative regulations, the Charter and internal regulations of the Company. During

the term, if there is any change, members must notify to the Chairman of the Board of the same. Criteria and conditions specified in this Article shall also apply to members of the Board to be additionally or alternatively elected.

Article 37: Alternate members of the Board of Directors

1. A member of the Board (other than a person authorized to replace such member) may appoint another member of the Board, or a person who is approved by the Board of Directors and willing to perform such duty, as his/her alternate, and shall have the right to discharge such person.

2. The alternate member of the Board shall be entitled to receive notices of any meeting of the Board of Directors and of any sub-committee of the Board of Directors to which his/her designator is a member; shall be entitled to attend and vote at meetings where the member of the Board appointing him/her is absent; and shall be authorized to perform all functions of his/her designator as a member of the Board in the case of absence of the designator. Such alternate member shall not be entitled to receive any remuneration from the Company for his/her work as an alternate member of the Board. However, the Company shall not be obliged to send notices of the above-mentioned meetings to alternate members of the Board who are not present in Vietnam.

3. The alternate member shall be required to waive his/her membership of the Board of Directors where the membership of his/her designator is terminated. If the term of office of a member of the Board expires but such member is re-appointed or deemed to have been re-appointed at the same General Meeting of Shareholders where such member ceases his/her membership due to expired term, then any appointment of an alternate member made by such member immediately prior to expiry of his/her term of office shall continue to be effective after such member is re-appointed.

4. Appointment or discharge of the alternate member must be made in writing, signed and sent by the member of the Board making such appointment or discharge, to the Company or otherwise as agreed by the Board of Directors.
5. In addition to the other provisions in this Charter, the alternate member shall be deemed as a member of the Board in all respects and must be personally liable for his/her acts and errors but not be deemed to be a representative implementing the authorization of the member of the Board who has appointed him/her.

Article 38: Removal, discharge and addition of members of the Board of Directors

1. Cases of discharge and removal of members of the Board:

   a. Members of the Board no longer meet the criteria and conditions stipulated in Article 36 of this Charter;

   b. Members of the Board do not participate in any activities of the Board of Directors within six (06) consecutive months, except in cases of force majeure;

   c. A resignation letter is lodged;

   d. There is evidence proving that the member of the Board loses his/her capacity for civil acts;

   e. In accordance with decisions of the General Meeting of Shareholders;

2. In the case of members of the Board to be added: if a member loses his/her membership in accordance with the laws and the Charter of the Company, is demoted or removed or cannot continue to act as member of the Board for any reason, the election of the new member of the Board as alternative must be made at the nearest General Meeting of Shareholders. When the number of members of the Board is reduced by more than one-third (1/3) of that as stipulated in the Charter of the Company, the Board of Directors must convene a meeting of the General Meeting of Shareholders for a period not exceeding sixty (60) days to elect additional members to the Board of Directors.

Article 39: Independent members of the Board of Directors

1. Independent members of the Board of Directors are members of Board of Directors who satisfied criteria and conditions as prescribed under Statues on corporate governance for listed Company in Stock Exchanges.

2. Independent members of the Board of Directors shall notify to Board of Directors in case such members are not qualified for conditions of Clause 1 of this Article and automatically no longer be the independent member of the Board of Directors from the unqualified date. In case any independent member of the Board of Directors no longer qualifies for the provided conditions, the Board of Directors must notify to the next General Meeting of Shareholder or convene the General Meeting of Shareholder to elect additionally or replace those independent members within six (06) months from the receiving date of written notice of the independent members.

3. Independent members have the same duties and powers as those of other members of the Board of Directors, with additional powers as follows:

   a. To propose to the Board of Directors to convene an extraordinary General Meeting of Shareholders or propose to the Inspection Committee to convene an extraordinary General Meeting of Shareholders in the event the Board of Directors rejects such proposal;

   b. To hire audit or consulting organizations to carry out their duties;

   c. To provide independent opinions on issues related to the bonus plan, remunerations paid to members of the Board of Directors and managers of the Company;

   d. To provide independent opinions on related major transactions and report the same to management agencies when necessary.

Article 40: Meetings of the Board of Directors and minutes of meeting

1. In case where the Board of Directors is to elect the Chairman, then the initial meeting of the term of the Board of Directors in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (07) working days from the date of completion of the election of the Board for that term. This meeting shall be convened by the member who gains the highest number of votes. If more than one member gains the same highest number of votes, such elected members shall elect a person amongst them to convene the meeting of the Board of Directors by a majority vote.

2. Regular meetings: The Chairman of the Board shall convene a regular meeting of the Board of Directors, prepare the agenda of the meeting and determine the time and location of the

meeting within a period of at least three (03) days before the proposed date of the meeting. The Chairman may convene regular meetings at any time where considered necessary, but there must be at least one meeting every quarter.

3. Extraordinary meetings: The Chairman must convene a meeting of the Board of Directors, which shall not be delayed without a legitimate reason, where any of the following make a written request specifying the objective and issues which need to be discussed:

   a. The General Director or at least five (05) managers;

   b. At least two (02) members of the Board;

   c. The Chairman of the Board of Director;

   d. The Inspection Committee or Independent member of the Board of Directors.

   The request stated in clause 3 of this Article shall be written, in which clearly states the purpose, issues that need discussing and resolution under the power of the Board of Directors.

4. A meeting of the Board of Directors as stipulated in clause 3 of this Article must be conducted within a time-limit of seven (07) working days after the request for such meeting is made. If the Chairman of the Board does not agree to convene such a meeting upon the request, then the Chairman shall be liable for losses caused to the Company; any person who makes the request for the meeting as referred to in clause 3 of this Article may himself/herself convene a meeting of the Board of Directors.

5. Where an independent auditor makes a request, the Chairman of the Board must convene a meeting of the Board of Directors in order to discuss the audit report and the standing of the Company.

6. Venue of the meeting: Meetings of the Board of Directors shall take place at the registered address of the Company or at another address in Vietnam or abroad as decided by the Chairman of the Board and agreed by the Board of Directors.

7. Notice and agenda of a meeting of the Board of Directors: The notice of a meeting of the Board of Directors must be sent to members of the Board and the members of Inspection Committee at least three (03) calendar days prior to the date on which the meeting is to be held; members of the Board may refuse in writing the notice of meeting and such refusal could be changed or cancelled in writing of such member. The notice of the meeting of the Board of Directors could be made in writing and in Vietnamese or English; it must provide sufficient information on the agenda, the time and location of the meeting; and it must be accompanied with necessary documents on the issues to be discussed and voted on at the meeting of the Board of Directors and include voting slips for members of the Board who will be unable to attend the meeting.

   A notice of meeting may be sent by post, fax, and electronic mail or by other means, but must ensure arrival at the address of each member of the Board and member of the Inspection Committee as registered with the Company.

   In case of the extraordinary meeting of Board of Directors at Article 40.3, a notice of the meeting could be sent within 24 hours before the meeting time via fax, e-mail or others electronics means, but the notice must be assured to be delivered to the registered address of each member of Board of Directors and Inspection Committee.

8. Minimum number of attending members:

A meeting of the Board of Directors shall be conducted and resolutions shall be passed if at least three-quarters of the members of the Board are present in person or via their representatives (authorized person) if such representation or authorization is accepted by other members of the Board. In case insufficient number of members attends the meeting in accordance with the regulations, the meeting must be convened for a second time within seven (07) days of the intended date of the first meeting. The adjourned meeting shall be conducted if there is more than one half (1/2) of the members of the Board attending the meeting.

9. Voting:

a. Except for the provisions in clause 9(b) of this Article, each member of the Board or his/her authorized person being present in person at a meeting of the Board shall have one vote. Members not directly attending the meeting shall have right to vote by sending a written vote. Written vote shall be enclosed in a sealed envelope and delivered to the chairman of the Board of Directors at least 01 hour prior to opening of the meeting. Written votes shall only be opened in the presence of all the persons attending the meeting;

b. A member of the Board may not be permitted to vote on contracts, transactions or proposals in which such member or his/her related person has an interest contrary to or possibly contrary to the interests of the Company. A member of the Board shall not be included in the minimum number of attendees required to be present in order to hold a meeting of the Board regarding resolutions on which such member does not have the right to vote;

c. When an issue arises at a meeting of the Board pursuant to point d of this Article regarding the level of interest of a member of the Board or relating to the voting right of a member, which is not resolved by such member of the Board voluntarily waiving his/her voting right, such issue shall be referred to the chairman of the meeting whose decision in relation to other members of the Board shall be final, except where the nature or scope of the interest of the relevant members of the Board has not been properly announced;

d. Any member of the Board who benefits from one of the contracts stipulated at Clause 4, Article 49 of this Charter shall be considered to have a significant interest in such contract;

e. The member of the Inspection Committee reserves the right to attend the Board of Directors' Meeting and the right to discuss, but is not allow to vote.

10. Disclosure of interest:

Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction which has been signed or is intended to be signed with the Company, and where such member is aware that he/she has an interest, shall be required to disclose the nature and content of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time; or such member may disclose the interest at the first meeting of the Board held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

11. Voting by the majority:

The Board of Directors shall pass resolutions and make decisions in compliance with the assent of the majority of attending Board members (more than fifty (50) per cent). In case the number of assent votes is equal to the number of dissent votes, the vote of Chairman shall be decisive.

12. Telephone or collecting written opinions or other forms of meeting:

A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board where all or a number of members are at different places, provided that each attending member is able to:

a. Listen to other members of the Board expressing their opinions in the meeting;

b. Express his/her opinions at the same time as other attending members if he/she wishes to do so.

Members may communicate directly via the telephone or by other means of communication or by a combination of such means.
From time to time, the meeting of the Board of Directors may be held by collecting written opinions.

Members of the Board who attend the meeting via telephone conference or sending opinions in written within deadline which is set by the Board of Directors shall be deemed present at the meeting of Board of Directors pursuant to the Charter. The location of the meeting to be held in accordance with this provision shall be the location where the largest number of members of the Board gathers, or if there is no such group of the largest number of members of the Board then the meeting shall be held at the location where the chairman of the meeting is present.

Resolutions which are passed at a meeting duly held and conducted by telephone or collecting written opinions shall take effect immediately after the end of the meeting or receiving opinions of the members of Board within the deadline, but must be confirmed by the signatures of all attending members of the Board in minutes of such meeting.

13. Written resolutions:

Resolution in the form of collecting written opinions is adopted on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution is valid and valuable as the resolution adopted at the meeting. Resolution can be signed by Chairman of the Board of Directors.

14. Minutes of the meetings of Board of Directors:

The Minutes of the meetings of Board of Directors must be in writing and may be in sound recording, or recorded and archived in other electrical form at the Company's Head Office. The Chairman of the Board of Directors shall be responsible to deliver minutes of Board meetings to Board members, and such minutes shall be deemed a bona fide record at such meeting unless an opinion against the content of the minutes is provided within a time-limit of ten (10) days from the date of delivery of such minutes. The minutes of the Board of Directors must be prepared in Vietnamese and English, and must bear full names and the signatures of all the attending Board members; the person writing the minutes and the

chairman. The person writing the minutes and the chairman of a meeting are jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors. Where the Board resolution was passed in accordance with the law, but there is a member refuses to sign on the minutes of the meeting then his/her signature certifying that he/she attends at the meeting shall be considered his/her signature in the minutes of the meeting.

15. Sub-committees of the Board of Directors:

The Board of Directors may establish sub-committees and authorize them to act pursuant to the authority of the Board. Membership of a sub-committee may consist of one or more members of the Board of Directors and one or more non-board members pursuant to a decision of the Board. During the course of performance of authorized powers, the sub-committees must comply with the rules stipulated by the Board. Such rules may regulate or permit the admission of additional persons being non-board members to the sub-committees and may permit such persons to vote in their capacity as members of the sub-committees, but (a) the number of non-board members must be less than half the total number of members of the sub-committee, and (b) resolutions of the sub-committee shall only take effect when the majority of members attending and voting at a meeting of the sub-committee are members of the Board.

16. Legal effect of actions:

Actions taken to implement resolutions of the Board of Directors, of sub-committees under the Board of Directors, or of a person with membership on a sub-committee under the Board of Directors shall be deemed to be legally effective even when there may have been an error in the election and appointment of a member to the sub-committee or to the Board of Directors.

17. The execution of decision of Board of Directors, or Sub-committees of the Board of Directors, or member of Sub-committees of the Board must comply with the prevailing laws and the regulations of the Company's Charter.

Article 41: Internal Audit Department and Risk Management Department of the Board of Directors

1. Internal Audit department performs their functions on the principles of independence, honesty, objectivity and confidentiality. The functions and specific tasks of the Internal Audit department are as follows:

   a. To make an independent assessment of the suitability and compliance with regulations and the laws, the Charter, the resolutions of the General Meeting of Shareholders and the Board of Directors;

   b. To inspect, review and assess the adequacy, efficiency and effectiveness of the internal control system under the Management Team in order to improve this system;

   c. To assess the compliance of business operations with internal policies and procedures;

   d. To advise on drafting internal policies and procedures;

   e. To assess on compliance with the laws, to control measures to ensure the safety of property;

   f. To assess internal controls via financial information and business operations;

g. To assess the process of determination, assessment and management of business risks;

h. To assess the effectiveness of activities;

i. To assess compliance with contractual commitments;

j. To control information technology system;

k. To investigate Company's internal violations;

l. To perform Internal Control of the Company;

2. Functions and principles of operation of the Risk Management Department:

a. To regulate on policies, risk management strategy; risk assessment standards; overall risk exposure of the Company and each department in the Company;

b. To assess independently on the suitability and compliance with policies and risks procedures established in the Company;

c. To inspect, review and assess the adequacy, efficiency and effectiveness of the risk management system under the Management Team in order to improve this system;

3. Requirements applicable to the personnel of the Internal Audit Department:

a. Not ever been sanctioned fines or more for violations in the field of securities, banking or insurance within the latest five (05) years from their appointment;

b. Head of Internal Audit Department must have expertise in law, accounting and auditing; having enough experience, reputation, authority to effectively perform their assigned tasks;

c. Not being related to head of departments, professionals, General Director, Deputy General Director, Branch Managers of the Company;

d. Having certificate on fundamental issues on securities and securities markets and certificate on securities and securities markets or securities practicing certificate;

e. Not concurrently hold any other jobs in the Company.

CHAPTER IX. MANAGEMENT TEAM, GENERAL DIRECTOR, MANAGERS AND SECRETARY OF THE COMPANY

Article 42: Organization structure

The Company shall create a management system which is held responsible to the Board of Directors and under the leadership of the Board of Directors. The Company shall have a General Director, a (or a number of) deputy General Director(s) and a chief accountant appointed by the Board of Directors. The appointment and dismissal of these positions must be done via a duly approved resolution of the Board of Directors.

Article 43: Composition, duties and powers of the Management Team

1. Composition of the Management Team of the Company include: General Director and Deputy General Directors.

2. Members of the Management Team are appointed or hired by the Board of Directors. The term of members of the Management Team is three (03) years. Number of members of the Management Team simultaneously being a member of the Board of Directors must be less than 2/3 of the total number of seats in the Board of Directors.

3. The Management Team shall establish and maintain a system of risk management, including procedures, apparatus and personnel to ensure the prevention of the risks that may affect the interests of the Company and its customers; establish and maintain a system of internal control, including organizational structure, independent and specialized personnel, procedures, internal regulations apply to all locations, units, departments and operation of the Company to ensure compliance with the law.

4. Management Team must regulate regulations for the Board of Directors' approval; working regulations must at least include the following basic contents:

   a. Responsibilities and specific tasks of members of the Management Team;

   b. Sequences and procedures for organizing and participating in meetings;

   c. Responsibilities of report of the Management Team to the Board of Directors, the Inspection Committee.

5. During the implementation of their duties, the members of the Management Team shall have the following obligations and rights:

   a. Obligations of members of the Management Team:

      i. Implementing the powers and duties assigned in accordance with the provisions of Law on Enterprise, Law on Securities, related laws, the Charter, Decision of the General Meeting of Shareholders and the Board of Directors;

      ii. Implementing the powers and duties assigned honestly and carefully to ensure utmost legal interests of the Company and its shareholders;

      iii. Being loyal to the interests of the Company and its shareholders; not using information, business knowhow, business opportunities of the Company, to abuse their position and assets of the Company for personal benefit or for the benefit of other organizations and individuals;

      iv. Reporting timely, completely and exactly to the Company on the business that the members of the Management Team and their related persons owned or have shares, shares of voting right. This announcement shall be listed at the Head Office and branches of the Company;

      v. Disclosing interest and related persons in accordance with law;

      vi. Members of the Management Team shall not be entitled to pay-rise, bonus when the Company does not full payment of due debts;

      vii. Other duties as prescribed by law and this Charter.

b. Rights of members of the Management Team:

Members of the Management Team are entitled to remuneration, salary, bonuses in accordance with business results and effectiveness. Salary of members of the Management Team shall be decided by the Board of Directors.

Article 44: Managers (other managers)

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company shall be entitled to employ a number of and types of managers needed or in compliance with the management structure and practice of the Company as proposed by the Board of Directors from time to time. Managers must be diligent as required in order for the Company to achieve the stated objectives of its operation and organization.

2. Salary, remuneration, benefits and other terms stated in the labour contract signed with the General Director shall be decided by the Board of Directors. Labour contracts signed with managers shall be decided by the Board of Directors after consulting with the General Director.

3. Apart from the specific work in the labour contract and/or according to the resolution of the Board of Directors, managers conduct the responsibilities stipulated in Article 165 of the Law on Enterprises.

Article 45: Appointment, removal, duties and powers of the General Director

1. Appointment: The Board of Directors shall appoint a member of the Board or shall hire another person to be the General Director and shall enter into a contract stipulating the salary, remuneration, benefits and other terms relating to the employment.

2. Term of office:

The term of office of a General Director shall be three (3) years except otherwise stipulated by the Board, and he/she may be re-appointed. The appointment may cease its affect void pursuant to terms in the labour contract. General Director may not be a person prohibited by law from holding such position such as a minor, a person lacking capacity for civil acts, a person sentenced to imprisonment or serving a prison sentence, an officer of the armed forces, a State official or a person against whom a verdict states that he/she has caused the Company he/she managed go bankrupt.

3. Powers and duties of General Director:

a. To implement resolutions of the Board of Directors and of the General Meeting of Shareholders, and the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;

b. To make decisions on all issues which do not require a resolution of the Board of Directors including the signing of financial and commercial contracts on behalf of the Company, and on the organization and management of day-to-day business and production activities of the Company in accordance with best management practices;

c. To recommend Board of Directors on the organization structure, regulation on internal management of the Company;

d. To appoint, remove and discharge managerial positions in the Company, except for those under the scope of authority of the Board of Directors;

e. To recruit employees;

f. To make recommendations on the number and category of managers the Company needs to employ in order for the Board of Directors to appoint or dismiss when necessary for the purpose of effectively implementing activities and effectively apply the managerial structure proposed by the Board; and to provide advice to the Board so that it may decide the salary, remuneration, benefits and other terms for managers in their labour contracts;

g. To consult with the Board in order to make decision on the number of employees, on their salary, allowances, benefits, appointment and dismissal and other terms relating to their labour contracts;

h. Before 31st December each year, the General Director must submit a detailed business plan for the next fiscal year to the Board of Directors for its approval on the basis of satisfying the appropriate requirements of the budget;

i. To implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

j. To propose measures to improve the operation and management of the Company;

k. To prepare long term, annual and monthly estimates of the Company (hereinafter referred to as an estimate) for the long term, annual and monthly management activities of the Company in accordance with the business plan. The annual estimated budget (including the forecast balance sheet, report on business and production activities and cash flow report) for each fiscal year must be submitted to the Board of Directors for its approval and must comprise information as stipulated in the regulations of the Company;

l. To carry out other activities in accordance with the Charter, the regulations of the Company, the resolutions of the Board of Directors, the labour contract of the General Director, and the law;

m. To sign the decision on appointment, dismissal of positions according to the initial approval of the Board of Directors;

n. Approve, issue regulations, procedures, guidelines that do not belong to the approval and issuance scope of the General Meeting of Shareholders or the Board of Directors.

o. The General Director has the right to authorize other individual to approve, issue the above-mentioned documents, the authorization shall be created in writing;

p. Reporting to the Board of Directors and shareholders:

The General Director shall be held responsible before the Board of Directors and the General Meeting of Shareholders for implementation of his/her assigned duties and powers, and must report on such implementation to such authorities upon their request.

q. Conduct the responsibilities of the Corporate manager pursuant to Article 165 of the Law on Enterprises;

r. Other rights and responsibilities pursuant to law, Company's Charter and resolutions, decisions of the Board of Directors.

4. Removal:

The Board of Directors may remove the General Director under the following circumstances:

a. When two-thirds or more of the members of the Board vote to agree on such removal (not counting the vote of such General Director) and may appoint a new General Director for replacement. The removed General Director shall have the right to object to such removal at the next General Meeting of Shareholders.

b. The General Director no longer meets the requirement of position of the General Director under the law.

c. Submit a letter of resignation and being accepted.

Article 46: Secretary of the Company and person in charge of corporate governance

1. Secretary of the Company:

The Board of Directors shall appoint one (or more) person(s) as secretary of the Company if necessary. The rights and responsibilities of the secretary of the Company shall comprise:

a. Organizing meetings of the Board of Directors, the General Meeting of Shareholders; write minutes of the meetings;

b. Support members of the Board of Directors in implementing given rights and obligations;

c. Support the Board of Directors in applying and operating the corporate governance;

d. Support the Company in building relationship with shareholders and protecting the rights, lawful benefits of shareholders; the performance of responsibilities of providing information, publicizing information and administrative procedure;

e. Other rights and obligations pursuant to the Company's Charter;

f. Secretary of the Company is responsible for information confidentiality in accordance with the law and Charter of the Company.

2. Person in charge of corporate governance:

a. Board of Directors assigns at least one (01) person to be in charge of corporate governance to support efficiently corporate governance activity of the Company. The

person in charge of corporate governance can hold the position of Secretary pursuant to Article 46.1.

b. Person in charge of corporate governance must qualify these following criteria:

i. Having legal knowledge;

ii. Not working, at the same time, for the independent auditor Company auditing the financial statements of the Company;

iii. Other criteria under the regulation of laws, this Charter and Board of Directors' decision.

c. The Board of Directors can discharge the person in charge of corporate governance if necessary but not against the prevailing laws on labour. The Board could appoint assistant for person in charge of corporate governance as per time.

d. Person in charge of corporate governance's rights and responsibility:

i. To advise the Board of Directors on organization of General Meeting of Shareholders in accordance with regulations and the assignment between the Company and Shareholders;

ii. To prepare the meeting of Board of Directors, Inspection Committee and General Meeting of Shareholders as per request of the Board of Directors or Inspection Committee;

iii. To advise on the procedure of meetings;
iv. To attend the meetings;

v. To advise on the procedure of making resolution of the Board of Directors in accordance with regulations of laws;

vi. To provide the financial information, the copies of meeting minutes of the Board and other information for the Board's member(s) and member of the Inspection Committee;

vii. To observe and report to the Board of Directors on disclosing information activities of the Company;

viii. To guarantee the confidentiality of information in accordance with the laws and this Charter;

ix. To be the contact point between related parties;

x. Other rights and responsibilities under the regulations of laws and this Charter.

Article 47: Internal Control Department and Risk Management Department under the Management Team

1. Internal control is responsible for control the compliance with the following contents:

a. To inspect, monitor the compliance with legal regulations, the Charter, decision of the General Meeting of Shareholders, decision of the Board, regulations, business procedures, risk management procedures of the Company, of the relevant departments and of persons practicing securities in the Company;

b. To monitor the implementation of internal regulations, the potential conflict of interest internally, especially for the business activities of the Company and the transactions of employees of the Company; to monitor the performance of the responsibility of the employees in the Company, performance of the responsibility of partner with regard to authorized activities.

c. To check the contents and monitor the implementation of the rules of professional ethics;

d. To monitor the calculation and compliance with regulations on financial security;

e. Separation of customer assets;

f. Preservation and storage of customer assets;

g. Control the compliance with provisions of law on the prevention of money laundering;

h. Other contents assigned by General Director.

2. Requirements for personnel of Internal Control Department:

a. Head of internal control must have expertise on law, accounting and auditing; having enough experience, reputation, authority to effectively execute their assigned tasks;

b. Not being a person related to the heads of professional departments, persons performing professional works, General Director, Deputy General Director, Branch's Director in securities Company;

c. Having certificate on fundamental issues on securities and securities markets and certificate on securities and securities markets or securities practicing certificate;

d. Not concurrently hold other position in the Company;

3. Duties of the risk management system:

a. Determination of policy implementation and the level of risk acceptance of the Company;

b. Determination of the risks of the Company;

c. Measurement of risks;

d. Monitoring, prevention, detection and treatment of risks.

CHAPTER X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF INSPECTION COMMITTEE COMMITEE, GENERAL DIRECTOR AND MANAGERS

Article 48: Prudence duty of members of the Board of Directors, members of Board of Committee, the General Director and managers

Member of the Board of Directors, members of Inspection Committee, the General Director and the authorized managers shall be responsible to perform his/her duties, including duties in the capacity of a member of a sub-committee of the Board in a truthful manner, a manner which he/she believes to be in the best interests of the Company, and with the degree of prudence which a prudent person usually possesses in order to perform a similar position in similar circumstances.

Article 49: Integrity duty and avoidance of conflict of interests

1. Members of the Board of Directors, members of Inspection Committee, the General Director and managers shall declare their relevant interests under Article 159 of Law on Enterprise and other relevant laws.

2. Members of the Board of Directors, members of Inspection Committee, the General Director and managers shall not be permitted to use business opportunities profitable to the Company for personal purposes; and shall not be permitted to use information obtained by virtue of their position for their personal benefit or for the benefit of other individuals or institutions.

3. Members of the Board of Directors, member of the Inspection Committee, the General Director and other managers are obliged to notify the Board of Directors, the Inspection Committee of the transaction between them or their related people and the Company, subsidiary Company, other companies controlled by the Company with more than 50% of Charter capital under law. Within 24 hours, the Company must disclose the resolutions of the General Meeting of Shareholders or the Board of Directors that approve the mentioned transaction on its website and reports to SSC.

4. Members of the Board of Directors are prohibited from voting on transaction in which they or their related persons involved, including transactions in which their benefit is undefined. Those transactions must be included in the Company's Annual Report.

5. Members of the Board of Directors, members of Inspection Committee, the General Director and managers are prohibited from using undisclosed information of the Company or disclosing to others to conduct any relevant transaction.

6. Members of the Board of Directors and the General Director must, if performing any form of work within the scope of business operations of the Company on behalf of himself or herself or on behalf of others, report the nature and content of that work to the Board of Directors, Inspection Committee. They shall only be permitted to perform this work if the majority of the remaining members of the Board of Directors approve; if the work is performed without reporting or without the approval from the Board of Directors all income arising from such activity shall belong to the Company.

7. Members of the Board of Directors, members of Inspection Committee, the General Director and managers shall be obliged to notify the Board of Directors of any interests which may conflict with the interests of the Company and which they may be entitled to via other legal entity or transactions or persons. The above-mentioned persons shall only be permitted to use such opportunities when the members of the Board of Directors who do not have related

interests have decided not to investigate such issue.

8. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not be permitted to provide loans, guarantees to members of the Board of Directors, member of the Inspection Committee, the General Director, to managers and affiliated persons of members above, or to legal entities in which the above-mentioned persons have a financial interest, unless the Company and affiliated organization of such member(s) both belong to an group or are operated as a group of companies which comprises parent Company and subsidiary companies, economic group and other different regulations of the specialized law..

9. A contract or transaction between the Company and one or more members of the Board of Directors, member of the Inspection Committee, the General Director, a manager and individual, organization related to the above-mentioned people shall not be void due in the following circumstances:

   a. With respect to a contract valued at 20% or less of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction and the relationship and interests of the manager or member of the Board were reported to the Board or to the relevant sub-committee; and at the same time, the Board or such sub-committee honestly permitted the contract or transaction to be executed on the basis of the majority of votes of members of the Board without any related interest; or

   b. With respect to a contract valued from 20% or more of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction and the relationship and interests of the manager or member of the Board were reported to the shareholders without any related interests and with the right to vote on such issue, and such shareholders voted in favour of such contract or transaction;

   c. An independent consultancy organization finds such contract or transaction fair and reasonable in all respects involving the shareholders of the Company at the time when such contract or transaction is permitted to be executed, or is passed or approved by the Board, a sub-committee under the Board, or the shareholders.

10. Members of the Board of Directors, members of Inspection Committee, the General Director, and any manager or his/her related person shall not be permitted to purchase, sell or transact shares of the Company or its subsidiary in any form at the time they obtain certain information that the price of such shares will be affected, and when other shareholders are unaware of such information.

11. The Company needs to apply necessary measures to prevent shareholder or related person from conducting transaction which causes the loss of capital, assets or other resources of the Company. The Company is prohibited from releasing loan or guarantying loan for shareholder or related person.

Article 50: Approving contracts, transaction between the Company and related person

1. The General Meeting of Shareholders or Board of Directors shall approve contracts and transactions between the Company and the following related persons:

a. Shareholders and authorized representatives of shareholders that are organizations holding more than 10% of the Company's total ordinary shares and their related persons;

b. Members of the Board of Directors, the General Director and their related persons;

c. Enterprises that must be declared by members of the Board of Directors, member of the Inspection Committee, General Director and other executives as prescribed in Clause 2 Article 164 of Law on Enterprise.

2. The Board of Directors shall approve the contracts and transactions that are mentioned in Clause 1 of this Article and are worth less than 35% of the Company's total assets according to the latest financial statement. In this case, the person that signs the contract or conducts the transaction on behalf of the Company shall send a notification to the members of the Board of Directors and member of the Inspection Committee of the related persons together with the draft contract or transaction summary. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the day on which the notification is received unless a different deadline is specified in the Company's Charter. Members of the Board of Directors that are related to the parties to the contract or transaction must not vote.

3. The GMS shall approve the following contracts and transactions:

a. Contracts and transactions other than those specified in Clause 2 of this Article;

b. Contracts and transactions that involve borrowing, lending, selling assets that are worth more than 10% of the Company's total assets according to the latest financial statement between the Company and shareholders that hold from 50% or more of the total voting shares or their related persons.

4. If a contract or transaction specified in Clause 3 of this Article is approved, the person who concludes the contract or conducts the transaction on behalf of the Company shall send a notification to the Board of Directors and member of the Inspection Committee of the entities related to such contract or transaction together with the draft contract or summary of the transaction. The Board of Directors shall submit the draft contract or explain the contract or transaction at the GMS or carry out a questionnaire survey. In this case, shareholders that are related to the parties to the contract or transaction must not vote. The contract or transaction shall be approved in accordance with Article 29.3. of the Charter.

5. A contract or transaction shall be invalidated under a court decision and handled as prescribed by law when it is concluded or carried out against regulations of this Article. The person who concludes the contract or carries out the transaction, the related shareholders, members of the Board of Directors, Director or General Director shall pay compensation for any damage caused and return the benefits generated by such contract or transaction to the Company.

6. The Company shall disclose related contracts and transactions in accordance with relevant laws.

Article 51: Liability for loss and compensation

1. Liability for loss: Any member of the Board of Directors, members of Inspection Committee, the General Director or any manager who breaches the obligation to act honestly or who fails to fulfil his/her obligations carefully, diligently and professionally shall be liable for any loss caused by such breach.

2. Compensation: The Company shall pay compensation to a person who has been, is or is likely to become a party involved in a claim, suit or legal proceeding which has been, is or is likely to be conducted, whether or not it is a civil or administrative case, (but excluding a lawsuit conducted by the Company or initiated by the Company within its powers) where such person was or is a member of the Board of Directors, a manager, an employee or a representative authorized by the Company (or its subsidiary), or such person was or is doing things at the request of the Company (or its subsidiary) in the capacity as a member of the Board of Directors, a manager, an employee or as an authorized representative of another Company, partner, joint venture, trust or legal entity. Costs to be paid as compensation shall comprise all costs arising (including costs to hire a lawyer), costs of the judgment, penalties, amounts payable and actually arising or amounts deemed reasonable during the resolution of the case within the framework permitted by law, provided that such person has acted honestly, carefully, diligently and professionally in a manner which such person believed was in the interests or not contrary to the best interests of the Company, and on the basis of compliance with law and on condition that there is no discovery or confirmation that such person breached his/her obligations. The Company shall be entitled to purchase insurance for the above-mentioned persons in order to avoid having to pay such compensation itself.

CHAPTER XI. INSPECTION COMMITTEE

Article 52: member of the Inspection Committee

1. The Inspection Committee shall have three (03) members. The term of a member of the Inspection Committee shall not exceed three (03) years and shall be re-elected without term limit.

   At least one member of the Inspection Committee must be an accounting-financial expert. Such member must not be staff in the accounting-finance department of the Company and must not be a member or staff of the independent auditor which is auditing the financial statements of the Company or have audited the Company's financial statements of three (03) consecutive years ago.

   More than half of the member of the Inspection Committee must reside permanently in Vietnam.

2. A shareholder or a group of shareholders holding from 10% of the total ordinary shares have the right to nominate candidates to the Inspection Committee as stated at Article 20.3. The specific number of the candidates is shown in Article 20.3. The nominating process is as follows:

   a. Shareholders forming into groups for the purpose of nominating must inform shareholders who attend the meeting about the group meeting before the opening of the General Meeting of Shareholders.

   b. In case the number of nominated candidates is smaller than the number of candidates that they are entitled to nominate pursuant to the resolution of the General Meeting of Shareholders, the rest of the candidates shall be nominated by the Board of Directors, the Inspection Committee and other shareholders.

3. In case the term of office of member of the Inspection Committee expires and new member of the Inspection Committee have not been elected, the expired member of the Inspection

Committee shall retain its rights and obligations until member of the Inspection Committee of the new term of office are elected and take over the duties.

4. In case the number of members of Inspection Committee reduced more than 1/3 (one third) under the Company Charter or fail to meet the minimum number of members under law, for a period not exceeded sixty (60) days from the date of insufficient quantity as prescribed, a General Meeting of Shareholders shall be convened to elect additional members.

Article 53: The Inspection Committee

1. The Inspection Committee has the powers and responsibilities stipulated in Article 170 of the Law on Enterprises, which shall be mainly the following powers and responsibilities:

   a. To suggest, propose to the General Meeting of Shareholders to pass the list of accounting organizations approved to audit the Company's Financial statement; to decide whether or not the accounting organizations are approved to audit the Company's activities, to remove the approved auditor if necessary;

   b. To take legal responsibility with the shareholders about their inspecting activities;

   c. To inspect the financial state of the Company, the compliance with laws in the activities of the members of the Board of Directors, Director (General Director), other managers;

   d. To ensure to co-operate with the Board of Directors, Director (General Director) and shareholders;

   e. Upon discovery of a member of the Board of Directors or Director (General Director) or other managers of the enterprise who is in breach of law, to give immediate written notice to the Board of Directors within forty eight (48) hours, request the person in breach to cease the breach and take measures to remedy any consequences.

   f. To build up the Statues on Inspection Committee's operating and submit to the General Meeting of Shareholders for approval;

   g. To make a report at the General Meeting of Shareholders pursuant to Article 129 Decree No. 155/2020/ND-CP dated 31 December 2020 of the Governance detailing and guiding some articles of the Law on Securities;

   h. To have the right to access the Company's files and documents stored at the head office, branches and other places; to have the right to arrive at the work place of the manager and employees of the Company during working hours;

   i. To have the right to request the Board of Directors, members of the Board, Director (General Director) and other managers to fully, precisely and promptly provide the information and documents about the Company's managing, monitoring activities and business activities;

   j. Other rights and responsibilities pursuant to the law.

2. The head of the Inspection Committee:

a. The member of the Inspection Committee must appoint (01) member as the head of the Inspection Committee in majority basis. The head of the Inspection committee must be auditor or specialized accountant and must be working at the Company.

b. The head of the Inspection Committee shall have the following rights and responsibilities:

i. To convene meetings of the Inspection Committee and to act as the head of the Inspection Committee;

ii. To request the Board of Directors, General Director and other executive officers of the Company to provide relevant information in order to report to member of the Inspection Committee;

iii. To prepare and sign reports of the Inspection Committee after consulting the Board of Directors, and to submit the same to the General Meeting of Shareholders.

3. The meeting of the Inspection Committee:

a. The Inspection Committee should hold a meeting at least two (02) times a year, the number of members participating should be at least 2/3 of the member of the Inspection Committee. Minutes of the meeting should be created clearly and in detail. The person who makes the minutes of the meeting of the Inspection Committee should sign their name in the minutes. The minutes of the meeting should be stored to determine the responsibility of each member of the Inspection Committee.

b. The Inspection Committee has the right to request the members of the Board of Directors, General Director and representative of the approved accounting organization to attend the meeting and answer the questions that need clarifying.

c. Notice and agenda of the meeting:

i. The meeting of Inspection Committee will be hold after 03 (three) calendar days from the date of sending the notice to the member of the Inspection Committee. Notices of the meeting could be made in Vietnamese or English, which clearly state: agenda, meeting time, location and must be attached with necessary documents on issues will be discussed and voted at the meeting of the Inspection Committee. Members who cannot attend the meeting, will send ballots to the Inspection Committee prior to the meeting.

ii. A notice of meeting may be sent by post, fax, and electronic mail or by other electronic means, but must ensure arrival at the address of each member of the Inspection Committee as registered with the Company.

iii. In case of the extraordinary meeting, a notice of the meeting could be sent within 24 hours before the meeting time via fax, e-mail or others electronics means, but the notice must be assured to be delivered to the registered address of each member of the Inspection Committee.

Article 54: Standards and conditions of member of the Inspection Committee

1. Being 21 years of age and older, having enough civil capacity and not belong to the entities

whom are prohibited from establishing and managing enterprises in accordance with Article 17 clause 2 of the Law on Enterprises.

2. Not hold management positions in the Company, not being the spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling of any member of the Board of Directors, the General Director or other managers.

3. Head of the Inspection Committee is not simultaneously a member of the Inspection Committee, the manager of other securities companies. The head of the Inspection Committee must be a professional accountant or auditor and must work full-time except in case the Charter of the Company provides for any other higher standards.

4. Have professional qualifications on securities and securities markets; have professional qualifications or experience in accounting, auditing or professional qualifications, and experience in the finance, banking sector.

5. Not belong to the following cases:

   a. Working for the accounting, financial department of the Company;

   b. Being a member or a staff of the independent auditor which has audited the Company's financial statements of three (03) consecutive years ago;

6. A member of the Inspection Committee shall be dismissed in the following cases:

   a. Not fully satisfy the standards and requirements specified in clause 2 of this Article;
   b. Hands in a resignation and is accepted.

7. A member of the Inspection Committee shall be removed in the following cases:

   a. Fails to perform his/her duties;

   b. Fails to perform his/her rights and obligations for six (06) consecutive months, except in force majeure events;

   c. Commits multiple, serious violations of Controller's duties prescribed by the Law on Enterprises;

   d. Other cases specified in resolutions of the GMS.

CHAPTER XII. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY

Article 55: Right to investigate books and records

1. Ordinary shareholders shall have the right to investigate books and records, specifically:

   a. Ordinary shareholders have the right to investigate, look up and excerpt information related to the name and address in the list of shareholders who are entitled to vote; request to adjust inaccurate information about themselves; peruse, look up, make an extract or copy the Company's Charter, minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

b. A shareholder or a group of shareholders holding at least 05% of the total shares have the right to investigate, look up, make an extract of minutes book and resolution, decision of the General Meeting of Shareholders, mid-year and annual financial statement, report of the Inspection Committee, contract, transaction that need to be approved by the Board of Directors and other documents, except for documents related to commercial confidentiality, business confidentiality of the Company.

2. In case the authorized representative of a shareholder or a group of shareholders requests to peruse books and documents, he/she needs to enclose the power of attorney of the shareholder of group of shareholders that he/she represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, member of the Inspection Committee, General Director and other managers may have a look at the registration book of shareholders of the Company, the list of shareholders, other books and documents only for the purpose in relation to their positions in the Company provided that such information is kept confidential.

4. The Company shall be required to archive the Charter, amendments of and additions to the Charter, the License of Establishment & Operation, any rules, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders and of the Board of Directors, reports of the Inspection Committee, annual financial statements, accounting books, List of beneficial owners of the enterprise (if any) and any other documents in accordance with law at the Head Office or other location, provided that the shareholders and the business registration institutions have been notified of the location where such documents are kept.

5. The Company's Charter must be announced on the website of the Company.

CHAPTER XIII. STAFF AND THE TRADE UNION

Article 56: Staff and the Trade Union

The General Director must prepare a plan in order for the Board of Directors to approve issues relating to recruitment, labour, compulsory termination of employment, salary, social insurance, welfare, rewards and discipline applicable to managers and employees as well as regarding the relationship between the Company with accredited trade unions in accordance with the best management standards, the practices and policies stipulated in the Charter, the regulations of the Company, and the applicable laws.

CHAPTER XIV. DISTRIBUTION OF PROFIT

Article 57: Dividends

1. In accordance with a decision of the General Meeting of Shareholders and the laws, dividends shall be announced and paid from profit retained by the Company but shall not exceed the level proposed by the Board of Directors after having consulted shareholders at the General Meeting of Shareholders.

2. The Board of Directors may decide, in accordance with the Law on Enterprise, a mid-term payment of dividends when such payment is considered to conform to the profitability of the Company.

3. The Company shall not pay interest on dividends or on [other] sums paid on any class of shares.

4. The Board of Directors may request the General Meeting of Shareholders to approve payment

of all or part of dividends by specific assets (such as fully paid shares or bonds issued by other companies), and the Board of Directors shall be the body implementing such resolution.

5. When payment of dividends or other sums paid on any class of shares is made in cash, the Company must make payment in Vietnamese dong and may make payment by check or money order posted to the registered address of any beneficiary shareholder; if any risk arises (out of the registered address of a shareholder) then such shareholder shall be responsible for such risk. In addition, the amount used to pay dividends or other sums paid on any class of shares may be paid by bank transfer if the Company has bank details so as to directly transfer payment to such shareholder's bank account. If the Company makes a bank transfer based on the exact banking details provided by a shareholder but such shareholder does not receive the money, the Company shall not be liable for the amount which it so transferred to the shareholder. Payment of dividends on shares listed on the Stock Exchange/Securities Trading Centre may be made via a securities Company or Depository Centre.

6. The Board of Directors may decide and announce that owners of ordinary shares shall be entitled to receive dividends by ordinary shares instead of cash dividends, if the General Meeting of Shareholders so approves. Additional shares used to pay such dividends shall be recorded as shares the purchase price of which has been fully paid, on the basis that the value of shares received in lieu of dividends corresponds to the cash amount for payment of dividends.

7. The Board of Directors may approve a resolution which stipulates a specific date as the closing date of the business operational register of the Company, based on the Law on Enterprise, Law on Securities. On such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receipt of dividends, interest, distribution of profit, and receipt of share certificates, notices or other documents.
8. Company may only distribute profits to the ordinary shareholders when the Company has profit and has fulfilled payment of tax obligations and other financial obligations in accordance with the law, at the same time ensuring payment of due debts and other asset obligations after distribution of profits.

9. Other issues relating to distribution of profit shall be implemented in accordance with the laws.

CHAPTER XV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 58: Bank accounts

1. The Company shall open a bank account at a Vietnamese bank or foreign bank authorized to operate in Vietnam.

2. The Company may, where necessary and with prior approval of the competent body, open a bank account in a foreign country in accordance with the laws.

3. The Company shall conduct payment and accounting transactions via its Vietnamese dong account or foreign currency account at the bank where it opens such account.

Article 59: Reserve fund to supplement charter capital

Every year the Company shall not deduct any amount from its after-tax profit for transferring it into a reserve fund to supplement charter capital, unless the General Meeting of Shareholders decides

otherwise. In case of deducting after-tax profit for reserve fund to supplement charter capital, the General Meeting of Shareholders decides the specific deduction rate.

Article 60: Fiscal year

1. The fiscal year of the Company shall commence from the 1st January each year and shall end on the 31st December in the same calendar year.

2. The first fiscal year of the Company shall commence from the date of establishment and end on the 31st December of the same year. If the first fiscal year of the Company is less than four (04) months, the financial statement thereof shall be conjointly audited with the financial statement of the subsequent year.

Article 61: Accounting system

1. The accounting system used by the Company shall be Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.

2. The Company shall prepare accounting books in Vietnamese and English. The Company shall archive the accounting records in accordance with the form of business activities conducted by the Company. Such records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.

3. The Company shall use Vietnamese dong as the currency in accounting.

CHAPTER XVI. ANNUAL STATEMENTS, RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION AND PUBLIC ANNOUNCEMENT

Article 62: Annual, semi-annual and quarterly statements

1. The Company shall prepare annual financial statements in accordance with the laws and the regulations of the State Securities Commission, and such statements must be audited in accordance with Article 63 of the Charter. Within a time-limit of ninety (90) days from the end of each fiscal year, the annual financial statements must be submitted to the authorized tax authority, the State Securities Commission, the Stock Exchange and the business registration body.

2. Annual financial statement, report of liquid capital ratio at 31st December, half-year financial statement, report of liquid capital ratio at 30th June of the Company must be audited by an independence audit organization under regulation.

3. Independence audit organization and its employees must be approved by the SSC before auditing. The annual General Meeting of Shareholders appoints an independence audit Company or passes a list of independence audit Company, and authorizes the Board of Directors to choose a Company on the list thereof to audit the Company in the fiscal year of the corresponding annual meeting. In the same fiscal year, the Company is not allowed to change the approved audit organization, except where mother Company changes the audit organization that have been approved or accredited audit organization is suspended or removed its accreditation for auditing.

4. Annual financial statements must contain a report on the results of business and production activities which reflects in a truthful and objective manner the profit and loss of the Company in the fiscal year, a balance sheet which reflects truthfully and objectively the activities of the Company as at the time of preparation of the statement, a cash flow report and explanatory

notes to the financial statements. If the Company is a parent Company, a consolidated balance sheet on the operation of the Company and its subsidiaries as at the end of each fiscal year must also be included in addition to the annual financial statements.

5. The total amount of remuneration, salary paid to Members of the Board of Directors, General Director and other managers shall be included in the Company's operating cost in accordance with regulations of law on corporate income tax, be recorded as a separate item in the Company's financial statement and be reported at the Annual general meeting of shareholders.

6. The Company must formulate semi-annual and quarterly statements in accordance with regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange.

7. A summary of the contents of the audited annual financial statements must be sent to all shareholders and announced in one (01) issue being published nationwide. If the Company has its own website, the audited financial statements and the semi-annual and quarterly statements of the Company must be announced on such website.

8. Interested organizations and individuals shall be entitled to inspect or copy the audited annual financial statements and the semi-annual and quarterly statements during business hours of the Company at its Head Office, and shall be required to pay reasonable copying expense.

9. The Company must disclose the Annual Report under the regulations of laws on securities and securities market.

Article 63: Disclosure of information and public announcement

Annual financial statements and other supporting documents must be disclosed to the public in accordance with regulations of the State Securities Commission, Ministry of Finance and must be submitted to the relevant tax authority and the business registration body in accordance with the Law on Enterprise.

CHAPTER XVII. COMPANY AUDITING

Article 64: Auditing

1. At the annual General Meeting of Shareholders, an independent auditor which legally operates in Vietnam and which is permitted by the State Securities Commission to audit listed companies shall be appointed to carry out the auditing of the Company for the next fiscal year in compliance with the terms and conditions agreed by the Board of Directors.

2. The Company shall be required to prepare and send the annual financial statements to the independent auditor after the end of a fiscal year.

3. A copy of the audit report must be enclosed to the annual financial statements of the Company.

4. The auditor who audits the Company shall be permitted to attend all General Meetings of Shareholders and shall be entitled to receive other notices and information which the shareholders are entitled to receive and relating to the General Meeting of Shareholders, and shall be entitled to express his/her opinions about issues relating to auditing.

CHAPTER XVIII. SEAL

Article 65: Seal

1. Seal includes the one made at the seal factory or the seal in the form of an USB token pursuant to the law on electronic trading.

2. The Board of Directors shall determine the type, number, appearance and content of the seal of the Company, branches, representative office (if any).

3. The Board of Directors, General Director shall use and manage the seal in accordance with the applicable law.

CHAPTER XIX. TERMINATION OF OPERATION

Article 66: Dissolution of the Company

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

   a. The operation duration of the Company expires, including after any extension;

   b. A court declares the Company bankrupt in accordance with the applicable law;

   c. The enterprise registration certificate is revoked;

   d. The General Meeting of Shareholders makes a decision on early dissolution;

   e. Other cases as stipulated by law.

2. The early dissolution of the Company shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be reported to, or must be approved by (if so required by law) the competent body in accordance with regulations.

Article 67: Extend the operational duration

1. The Board of Directors convenes the General Meeting of Shareholders at least seven (07) months before the expiration of the operational duration so that the shareholders can vote to extend the operational duration of the Company according to the proposal of the Board of Directors.

2. The operational duration is extended when shareholders who represent at least 65% of the total votes of all shareholders participating the General Meeting of Shareholders approve the proposal.

Article 68: Liquidation

1. The Board of Directors must establish a liquidation committee consisting of three (03) members, no less than six (06) months before expiry of the operation duration of the Company or after a decision on dissolution of the Company is made. The General Meeting of Shareholders shall appoint two (02) members to the committee and the Board of Directors shall appoint one (01) member from an independent auditor. The liquidation committee shall formulate its operational rules. Members of the liquidation committee may be selected from the employees of the Company or they may be independent experts. All expenses relating to

liquidation shall be paid by the Company in priority to other debts of the Company.

2. The liquidation committee shall be responsible to report its date of establishment and date of commencement of operation to the business registration body. From such point of time, the liquidation committee shall represent the Company in all work relating to the liquidation before a court and administrative bodies.

3. Proceeds from the liquidation shall be disbursed in the following order:
   a. Expenses of liquidation;

   b. Wages, retrenchment allowances, and social insurance in accordance with law and other benefits of employees pursuant to signed collective labor agreement and labor contracts;

   c. Taxes and other payments of a tax nature which the Company must pay to the State;

   d. Loans (if any);

   e. Other debts of the Company;

   f. After all the debts in items (a) to (e) above have been paid; the balance shall be distributed to shareholders. Preference shares shall be paid in priority.

Article 69: Bankruptcy

The bankruptcy of the Company shall comply with the provisions of the law on bankruptcy of enterprises operate in the finance and banking sector.

CHAPTER XX. INTERNAL DISPUTE RESOLUTION

Article 70: Internal dispute resolution

1. Where a dispute or a complaint relating to the operation of the Company or to the rights of shareholders arising out of the Charter or out of any rights or obligations stipulated in the Law on Enterprise, in other laws or administrative regulations between:

   a. A shareholder with the Company; or

   b. A shareholder with the Board of Directors, the Inspection Committee, the General Director or a senior manager; or

   c. Customer or other relevant partners of the Company.

   The relevant parties shall attempt to resolve such dispute by way of negotiation and conciliation. Except where such dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over resolution of the dispute and shall require each party to present the real issues in the dispute within a period of five (5) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Chairman to appoint an independent expert who shall act as arbitrator during the course of resolution of the dispute.

2. If a decision on reconciliation is not made within a time-limit of six (6) weeks from the beginning of the reconciliation process or if the decision of the reconciling medium is not accepted by the parties, then any party may take such dispute to the economic arbitration or to the competent court in Viet Nam.

3. The parties shall bear all costs relating to the procedures for negotiation and conciliation. The court shall decide which party is to bear the costs of the court.

CHAPTER XXI. SUPPLEMENT AND AMENDMENT TO THE CHARTER

Article 71: Supplement and amendment to the Charter

1. Any supplement and amendment to the Charter must be considered and approved by the General Meeting of Shareholders.

2. Where any regulations of law relating to the operation of the Company have not been mentioned in the Charter or where new regulations of law are different from the content of the Charter, such regulations of law shall automatically prevail, and shall regulate the operation of the Company.

CHAPTER XXII. EFFECTIVE DATE

Article 72: Effective date

1. This Charter comprises twenty two (22) chapters with seventy two (72) articles and approved on ..October. 21, 2026 and its full contents shall take effect from the signing date.

2. The validity of the Charter:

   a. This Charter takes effect from the signing date;

   b. From the effective date of the Charter, if (i) the Head Office of the Company (stipulated in Article 2.3), (ii) Business line and sector of the Company (stipulated in Article 4.1), (iii) Charter capital of the Company (stipulated in Article 6.1) arising in reality, then these new contents will be automatically updated into the Charter to replace the equivalent contents. The Charter updated new contents (if any) shall be signed by Chairman and shall be effective from the signing date.

      The updated contents (if any) need to be added to the Company's Charter in the subsequent fiscal year to propose to the General Meeting of Shareholders of the following year for approval.

   c. In case regulations related to the operation of the Company have not been mentioned in this Charter or in case new regulations are different from the articles and clauses in this Charter, then those regulations shall be apply and adjust the operation of the Company.

3. This Charter is made in five (05) originals in Vietnamese and two (02) originals in English with same validity.

4. This is the sole and official Charter of the Company.

5. Copies or extracts of the Charter shall be valid when they bear signature of Chairman of the

Board of Directors or signatures of at least half of the total number of Board members or General Director.

Signed on ....October 21,2026.

SIGNATURE OF THE LEGAL REPRESENTATIVE OF THE COMPANY

S.G.P: 122 - C.T.C.P
CÔNG TY CỔ PHẦN CHỨNG KHOÁN PHÚ HƯNG
P. TÂN MỸ - T.P HỒ CHÍ MINH

Mr. ALBERT KWANG-CHIN TING