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DRAFT

REGULATIONS

ORGANISATION AND OPERATION

OF THE BOARD OF DIRECTORS

(Pursuant to the Resolution No. 01-2025/NQ-ĐHĐCĐ dated April 10, 2025, of the Annual General Meeting of Shareholders (AGM) of Saigon – Hanoi Securities Joint Stock Company

Hanoi, April 2025

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Hanoi, ... 2025

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REGULATIONS

ORGANISATION AND OPERATION OF THE BOARD OF DIRECTORS

(Issued pursuant to Resolution no. 01-2025/NQ-ĐHĐCĐ dated April 10, 2025, of the General Meeting of Shareholders of Saigon – Hanoi Securities Joint Stock Company)

CHAPTER I

GENERAL PROVISIONS

Article 1. Scope and applicability

1. Scope: The Regulations on Organization and Operation of the Board of Directors ("BOD") stipulates the organization structure, operating principles, mandates and powers of BOD and BOD's members in order to govern the Company in compliance with the Law on Enterprise, the Law on Securities, the Company Charter and other relevant laws and regulations.

2. Applicability: These Regulations are applicable to the BOD, BOD's members and related individuals and units under the BOD.

Article 2. Operating principles of the BOD

1. The BOD works on a collective principle. Each BOD's member shall be responsible for their own assigned tasks and be jointly accountable to the General Meeting of Shareholders ("GMS") and relevant laws and regulations for the resolutions and decisions of the Board concerning the Company's development.

2. The BOD delegates the Chief Executive Officer ("CEO") or an appropriate individual to implement its resolutions and decisions.

CHAPTER II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of BOD's members

1. BOD's Members are entitled to all rights stipulated in Article 26 of the Company Charter and relevant laws and regulations, including the right to access information and documents regarding the financial position and business performance of the Company and its units.

2. BOD's Members shall fulfill the obligations specified in Article 26 of the Charter, relevant laws and regulations, and the following obligations:

a) Act in good faith, with due diligence and care, and in the best interests of the Company and shareholders;

b) Participate in all BOD's meetings and provide opinions on matters under discussion;

c) Timely and fully report to the BOD any remuneration received from subsidiaries, affiliated companies, or other organizations;

d) Report to the BOD at the next meeting any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital and BOD's members and their related entities; transactions between the Company and company in which BOD's member is the fouding member or executives in 03 years preceding the transaction date;

e) Disclose information when conducting Company stock trading as required by relevant laws and regulations;

f) Independent members and non-executive members of the BOD are entitled to additional rights and bear further obligations as stipulated in the Company Charter, internal regulations, and relevant laws and regulations.

Article 4. The right to request information from the members of the BOD

1. BOD's Members are entitled to request the CEO, Deputy CEO, or other managers within the Company to provide information and documents related to the financial position and business performance of the Company and its units.

2. Managers who receive such requests must provide timely, complete, and accurate information and documents as required by the members of the BOD.

3. Requests for information must be submitted in writing, either directly or via email, to the individual or unit responsible for providing the information. A copy of the request must also be sent to the Chairperson. If the requested information falls under the management of the CEO and/or units within the CEO's authority, the request must also be sent to both the Audit Committee and the CEO. The Audit Committee shall oversee compliance, and the CEO shall lead the implementation process.

4. The request must specify the required information, the method of provision and be sent to the recipient at least seven (07) working days before the required date. In the case of email, both sender and recipient emails addresses must be registered within the Company.

5. The recipient is responsible for providing accurate and complete information in accordance with the specified timeline and method. If unable to provide the information on time or refuses to provide part or all of the requested information, the recipient must respond to the requester within 03 working days following the date of receipt of the request, clearly stating the reasons and proposing a solution.

6. Recipients of information are subject to an affirmative duty to keep the information and documents confidential, except for information already publicly disclosed.

Article 5. Composition and tenure of the BOD

Composition and Tenure of BOD's members shall comply with Article 25 of the Company Charter and relevant laws and regulations.

Article 6. Criteria and conditions for BOD's members

1. BOD's Members shall meet the criteria and conditions stipulated in Clause 4, 5 of Article 24 of the Company Charter and relevant laws and regulations.

2. Independent BOD's members must notify the Board if they no longer meet the required

standards and conditions. They shall automatically cease to be independent members from the date they fail to meet these criteria.

3. The BOD must notify when independent BOD's member no longer meets the requirements and conditions at the next GMS or convene an GMS to elect or replace the independent member in accordance with the Company Charter and relevant laws and regulations.

Article 7. The BOD's Chairperson

1. The Chairperson shall have the rights and obligations stipulated in Article 28 of the Company Charter and relevant laws and regulations.

2. When deemed necessary, the BOD may appoint a company secretary with the following rights and obligations:

a) Assist in organizing the GMS and BOD's meetings; and recording meeting minutes;

b) Assist members of the BOD in performing their assigned rights and obligations;

c) Assist the BOD in applying and implementing corporate governance principles;

d) Assist the Company in building investor relations, protecting shareholders' legitimate rights and interests; ensuring compliance with information disclosure obligations and handling administrative procedures;

e) Other rights and obligations as required by the BOD at the relevant time.

Article 8. Election, removal, and dismissal of BOD's Members

1. The nomination and candidacy process for BOD's members shall comply with Article 24 of the Company Charter, the internal regulations on Corporate Governance, the operating regulations of the GMS. The rules for candidacy, nomination, and election shall be announced by the Company and comply with relevant laws and regulations.

2. The election of BOD's members shall be conducted by cumulative voting as stipulated in Clause 6, Article 24 of the Company Charter.

3. The removal or dismissal of BOD's members must adhere to Article 30 of the Company Charter, the internal regulations on corporate governance, and relevant laws and regulations, and shall be determined by voting at the GMS.

Article 9. Reporting and disclosure regarding the election, removal, and dismissal of BOD's members

Notice regarding the election, removal, or dismissal of BOD's members shall comply with Article 30 of the Company Charter, the Internal Regulations on Corporate Governance and the legal requirements regarding information disclosure.

CHAPTER III

THE BOARD OF DIRECTORS

Article 10. Rights and obligations of the BOD

1. The BOD shall have the rights and obligations stipulated in Article 26 of the Company Charter, the internal regulations, resolutions of the GMS, and relevant laws and regulations.

2. If resolutions or decisions adopted by the BOD violate legal regulations, resolutions of the

GMS, or the Company Charter, thereby causing damage to the Company, members who voted in favor of such resolutions or decisions shall be jointly and severally liable and must compensate the Company for the resulting damage; members who opposed the resolution or decision shall be exempt from liability. In such case, shareholders may petition the court to suspend or annul the resolution or decision.

Article 11. Duties and mandates of the BOD in approving and ratifying contents and matters under the BOD's authority

The BOD and its members are responsible for ensuring honesty and prudence, acting in the best interests of the Company, and complying with the Company Charter, internal regulations, and relevant laws and regulations when reviewing and approving matters within the Board's authority.

Article 12. Responsibilities of the BOD in convening extraordinary GMS

The BOD shall fulfill its responsibility to convene extraordinary GMS as stipulated in Clauses 3 and 4, Article 13 of the Company Charter and relevant laws and regulations.

Article 13. Subcommittees and units under the BOD

1. The BOD is responsible for establishing subordinate departments (internal audit, risk management) as required by applicable laws and regulations at the relevant time.
2. Additionally, the BOD may establish subcommittees responsible for development policies, personnel, remuneration, etc., based on practical needs from time to time.
3. The BOD has full authority to decide on the organizational structure, functions, duties, and operating methods of its subordinate departments, in compliance with the Company Charter, internal regulations, and relevant laws and regulations.
4. Depending on circumstances, and in compliance with the Company Charter, internal regulations, and relevant laws and regulations, the BOD shall assign and allocate specific personnel to each unit based on the operational needs of the Company and the Board.
5. Each subcommittee must consist of at least one member of the BOD and may include external members based on the Company's actual needs, business capabilities, Charter, internal regulations, and relevant laws and regulations.
6. Subcommittee operations must ensure accountability, integrity, and self-discipline, and must comply with the requirements of the BOD, the Company Charter, internal regulations, and relevant laws and regulations.
7. A subcommittee resolution shall be effective only when a majority of its members attend and vote in favor at a meeting or through another method stipulated in the subcommittee's organizational and operational regulations.
8. The implementation of decisions by subordinate departments under the BOD must adhere to the provisions of the Company Charter, internal regulations, and relevant laws and regulations.
9. Members responsible for subcommittees shall summarise and update information the Company's situation in their scope of activities based on records, data, and reports from the Audit Committee, the Board of Management, and the Internal Audit Department. These updates must be submitted to all BOD's members for awareness and to facilitate coordinated

measures, guidance, and support for the Board of Management in devising appropriate solutions, especially during significant market fluctuations or economic policy changes.

Article 14. Audit Committee

1. The Audit Committee is a specialized unit under the BOD.

2. The composition and activities of the Audit Committee shall comply with Chapter IX of the Company Charter, the operating regulations of the Audit Committee, and relevant laws and regulations.

CHAPTER IV

THE BOARD OF DIRECTORS' MEETINGS

Article 15. The BOD's Meetings

1. Meetings of the BOD shall be organized in accordance with Article 29 of the Company Charter and relevant laws and regulations.

2. In the case of online meetings, the meeting is deemed concluded on the date the last BOD's member votes on all issues and contents under consideration. However, the deadline for voting shall be determined by the Chairperson and stated in the notice of meeting. Opinions submitted after this deadline shall be considered as absent or invalid for the issues they have not voted on.

Article 16. Authorization to attend meetings, vote, and provide opinions

1. Authorization must be documented in writing in compliance with the Company Charter, internal regulations, and relevant laws and regulations.

2. Authorization documents must be submitted to the BOD's Office before the meeting begins.

3. Authorization takes effect upon approval by other BOD's members. Approval may be obtained via email or directly at the meeting. Once approved, the authorization remains valid until its expiration date, or a member revokes their approval.

Article 17. Communication and exchange of information

Information exchange and feedback regarding the organization of the BOD's Meetings and obtaining opinions from members may be conducted via the email addresses registered with the Company.

Article 18. Methods of eetings and adopting Resolutions/Decisions of the BOD

Depending on the actual circumstances, the Chairperson may choose the following methods to conduct meetings and adopt resolutions/decisions:

1. **In-person meetings and voting**: Procedures shall comply with Article 29 of the Company Charter and relevant laws and regulations. Minutes are recorded according to Article 19 of this Regulations.

2. **Written ballot:**

a) The Chairperson must send written ballot form at least three (03) working days before the submission deadline to the Company, via postal mail, telephone, fax, or electronic means, ensuring delivery to the registered contact address of each member of the BOD at the Company.

b) Forms must contain the following main information:

- Name, head office address, business identification number;
- Purpose of the collecting;
- Full names of the BOD's members;
- Issues to be discussed and voted in the meeting;
- Voting options including approval, disapproval, and abstention for each issue;
- Deadline for submission to the Company;
- Full name, signature of the Chairperson.

c) BOD's Members may submit completed forms via mail, fax, or email, with the following requirements:

- Forms must bear the signature of the member or authorized representative.
- In case of sending letters, forms sent to Company must be placed in sealed envelopes and no one is allowed to open such envelopes before vote counting;
- In case of sending fax or email, forms sent to Company must confidential confidential until voting counting and must be sent/received through the registered fax/email addresses of the members of the BOD and the receiving address of the Company as notified by the person organizing the opinion collection;
- Forms which the Company receives after deadlines, or which have been opened where they are sent by post, or which have been released where they are sent via email shall not be valid. Forms which are not sent to the Company shall be considered no-votes.

d) Each BOD's member receives one written ballot and is considered equivalent to one voting ballot. The Chairperson or the person in charge of corporate governance to conduct vote counting and prepare vote counting minutes;

e) Vote counting minutes must include the following main details:

- Name, head office address, business identification number;
- Purpose and issues requiring opinions for adopting resolutions/decisions;
- Number of BOD's members participating in voting, distinguishing between valid and invalid votes and the method of sending voting ballots, accompanied by an appendix list of members of the BOD participating in voting with corresponding voting opinions;
- Total votes, Approve, Disapprove and No opinion, for each of the issues in question;
- Issues that are concluded and corresponding voting ratios;
- Full names, signatures of the Chairperson and/or vote counters.
- Vote counters must be jointly responsible for the honesty and accuracy of vote counting reports, as well as for the damage caused by decisions made via dishonesty or inaccurate vote counting.

f) Vote counting minutes and resolutions shall be sent to the members of the BOD within seven (07) days from the end of the opinion collection process using similar methods as sending written ballot.

g) Completed written ballot, vote counting minutes, adopted resolutions and related documents attached to the written ballot must be archived at the Company's head office.

h) Resolutions adopted through written ballots from BOD's members are valid if approved by

a majority of valid votes and have the same effect as those adopted at in-person meetings. Resolutions are sent to all attending members within 07 days.

3. **Online or Hybrid Meetings:**

- Online meeting is a meeting organized through an Online Meeting System (e.g., a website, application, or other electronic platform provided by the Company that allows members of the BOD to register, log in using identification accounts, vote, elect, participate in discussions, and exercise other rights). Members of the BOD can join the meeting from various locations, both domestically and internationally, through electronic devices such as computers, smartphones, or other appropriate technological devices.
- The BOD has the authority to establish regulations for convening and organizing BOD's Meetings in online or hybrid methods based on the principles for convening and organizing such meetings as stipulated in the Company Charter and relevant laws and regulations.
- The Chairperson of the BOD/Meeting Convener is responsible for organizing meetings in accordance with the methods specified in the regulations issued by the BOD.
- Resolutions adopted via online or hybrid methods have the same validity as those from in-person meetings.

Article 19. The BOD's Meeting Minutes

1. BOD's meetings must be documented in minutes and may be recorded or archived by other digital methods. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. In case of any discrepancy between the Vietnamese and foreign language version, the Vietnamese version shall prevail.
2. A minutes must include the following main contents:

a) Name, address of head office, number and date of Business Registration Certificate, and Business Registration Location;

b) Time and venue;

c) Purpose, agenda and content of the meeting;

d) Full name of attending members or authorized persons, full name of absent members and reasons;

e) Issues to be discussed and voted on during the meeting;

f) Summary of statements of each attending member according to the sequence of the meeting;

g) Voting results which indicate the members who approve/disapprove or have no opinion;

h) Decisions which are approved and corresponding voting ratios;

i) Full names and signatures of all members or authorized persons;

j) Full names and signatures of the Chairperson and minute taker, except as provided in Clause 3 of this Article.

3. The Chairperson, minutes taker and persons signing such minutes must take responsibility for accuracy and honesty of the BOD meeting minutes.
4. Where the Chairperson, minutes taker refuses to sign meeting minutes but all participating BOD members agree to sign with all required contents according to (except Point j) Clause 2 of this Article, this minutes shall be valid. The meeting minutes should clearly state that

the Chairperson and minute taker refused to sign.

Those signing the meeting minutes are jointly liable for the accuracy and honesty of the minutes.

Chairperson and minutes taker are personally liable for damages resulting from refusal to sign according to the provisions of this Law, the Company Charter, and the relevant laws and regulations.

5. Chairperson is responsible for sending the minutes/resolutions /decisions to all attending members no later than seven (07) days following the date of BOD's meeting and these minutes will be considered as evidence of the legal proceedings.

CHAPTER V

DECLARATION OF INTERESTS

Article 20. Submission of annual reports

At the end of the fiscal year, the BOD must submit to the GMS the following reports:

- Business performance report;
- Financial statement;
- Report on management and operation of the Company;
- Report of independent members of the Audit Committee.

Article 21. Remuneration and benefits of BOD's members

1. BOD's Members are entitled to remuneration based on business results and efficiency.
2. Remuneration payments shall comply with Article 27 of the Company Charter.

Article 22. Declaration of related interests

BOD's members must declare their related interests as required by the Company Charter, internal regulations, and relevant laws and regulations.

CHAPTER VI

RELATIONS OF THE BOARD OF DIRECTORS

Article 23. Relations among BOD's members

1. Relations among BOD's members are collaborative relations. BOD's members are responsible for sharing relevant issues during the working process.
2. During the working process, the Chairperson may assign one/some BOD's members to take primary responsibility for a specific issue/field or task. These members must coordinate with others, act as the focal point for managing the tasks, and reporting to the Chairperson. Where the BOD's members are not aligned with each other, the dedicated member must report the Chairperson to consider and make decision within their authority or organize a meeting or seek opinions from BOD's members according to applicable laws and regulations, the Company Charter, internal regulations on corporate governance, and this Regulations.
3. In case BOD's members are reassigned, they must ensure the proper handover of work, documents, and relevant materials. The handover must be conducted in writing and reported to the Chairperson.

Article 24. Relations with the Board of Management

Given the governing function, the BOD issues resolutions and decisions for the CEO and executive team to implement. Simultaneously, the BOD oversees and supervises the execution of these resolutions and decisions.

Article 25. Relations with Audit Committee

1. The relation between the BOD and Audit Committee is collaborative. Both bodies work together on the principles of equality and independence, fostering close collaboration and mutual support during the working process.
2. Upon receiving any audit reports or summaries from Audit Committee, the BOD must review and instruct relevant departments to make and implement plans to address and rectify outstanding issues and violations in a timely manner.

CHAPTER VII

IMPLEMENTATION PROVISIONS

Article 26. Implementing provisions

1. This Regulations consists of VII Chapters and 26 Articles, issued by the Shareholders' Meeting of the Company, and takes effect from April 10, 2025.
2. The BOD, the CEO, equivalent positions, and related units and individuals, and all shareholders of Saigon – Hanoi Securities Joint Stock Company shall be responsible for implementing the Regulations.
3. Amendments or supplements to the Regulations shall be decided by the GMS.

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

DO QUANG VINH