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DRAFT

REGULATIONS

ORGANISATION AND OPERATION

OF THE BOARD OF DIRECTORS

(Pursuant to the Resolution no. 01/2026/NQ-ĐHĐCĐ dated April 17, 2026, the General Meeting of Shareholders of Saigon – Hanoi Securities Joint Stock Company)

Hanoi, April 2026

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SAIGON – HANOI SECURITIES JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM** **Independence - Freedom - Happiness**

Hanoi, 2026

REGULATIONS

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CHAPTER I

GENERAL PROVISIONS

Article 1. Scope and applicability

1. Scope of Regulations: The Regulations on Organisation 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 Charter of Sai Gon – Ha Noi Securities Joint Stock 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, the issues approved by the BOD 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. Members of the Board of Directors shall have full rights in accordance with applicable laws, including the right to be provided with information and documents on the financial status and business operations of the Company and its affiliated units.

2. Members of the Board of Directors shall have obligations in accordance with applicable laws, including 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 BOD's members are entitled to additional rights and bear further obligations as stipulated in the Company's Charter, internal regulations, and relevant laws and regulations.

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

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. The CEO, Deputy CEOs, and other management personnel shall be required to provide timely, complete, and accurate information and documents upon request of members of the Board of Directors.

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 BOD's 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 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's 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's 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's Charter and relevant laws and regulations.

Article 7. The BOD's Chairperson

1. The BOD's Chairperson shall have the rights and obligations stipulated in Article 28 of the Company's 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 BOD's members 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 Board of Directors from time to 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's 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's Charter.

3. The removal or dismissal of BOD's members must adhere to Article 30 of the Company's 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

The notification of the election, dismissal, or removal of members of the Board of Directors shall be carried out in accordance with the regulations on reporting and information disclosure under applicable laws.

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's Charter, the internal regulations, the GMS' Resolutions, and relevant laws and regulations.

2. If Resolutions or Decisions adopted by the BOD violate legal regulations, Resolutions of the GMS, or the Company's 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, the Company's 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 for the Company's interests, and complying with the Company's Charter, internal regulations, and relevant laws and regulations when reviewing and approving matters within the BOD's authority.

Article 12. BOD's Responsibilities 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's Charter and relevant laws and regulations.

Article 13. Subcommittees and units under the BOD

1. The BOD may establish subcommittees responsible for development policies, personnel, remuneration, internal audit, and risk management, based on practical needs from time to time.

   Each Subcommittee must consist of at least 01 BOD's member and may include external members based on the Company's actual needs, business capabilities, Charter, internal regulations, and relevant laws and regulations.

   Subcommittee's operations must ensure accountability, integrity, and self-discipline, and must comply with the BOD's requirements, the Company's Charter, internal regulations, and relevant laws and regulations.

   A Subcommittee Resolution/Decision 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.

   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

2. The BOD is responsible for establishing subordinate departments as required by applicable laws and regulations from time to time.

   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's Charter, internal regulations, and relevant laws and regulations.

   Depending on circumstances, and in compliance with the Company's 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.

   The implementation of Resolution/Decision by subordinate departments under the BOD must adhere to the provisions of the Company's Charter, internal regulations, and relevant laws and regulations.

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's 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. The BOD's Meetings shall be organized in accordance with Article 29 of the Company's 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's Charter, internal regulations, and relevant laws and regulations.
2. Authorization documents must be submitted to the BOD's Office before the meeting begins.
3. The authorization shall take effect after obtaining the consent of the other BOD's members. Such consent may be obtained via email or directly at a BOD's meeting. When a BOD's member has agreed to the authorization, such consent shall remain valid and effective until the expiry of the authorization period or until the BOD's Member changes his/her own opinion and withdraws the consent.

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 meetings and adopting BOD's Resolutions/Decisions

Depending on the actual circumstances, the BOD's 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's Charter and relevant laws and regulations. Minutes are recorded according to Article 19 of this Regulations.

2. **Written ballot:**

a) The Chairperson must prepare the written ballot form, the draft BOD's Resolution, and explanatory documents for the draft Resolution, and send them to BOD's members at least 03 working days before the deadline for submission of the written ballots to the Company, via postal mail, telephone, electronic means, or through the system/software/application implemented by the Company, ensuring delivery to the registered contact address of each BOD's member registered at the Company.

b) Forms must contain the following main information:

- Name, head office address, enterprise registration 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 BOD's Chairperson.

c) BOD's Members may submit the completed voting forms sent to the Company by post or by mail, or throught the system/Software/application provided by the company from time to time, in accordance with the following requirements:

- The Completed voting forms must bear the signature/electronic confirmation of the member of the Board of the Director or the authorized representative.
- In case of sending letters are sent by postal mail, 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 email, forms sent to Company must confidential confidential until voting counting and must be sent/received through the registered fax/email addresses of the BOD's members and the receiving address of the Company as notified by the person organizing the opinion collection;
- In cases where opinions of members of the Board of Directors are collected through the system/software/application provided by the Company from time to time, members of the Board of Directors shall electronically confirm the voting ballot using their personal accounts, and shall be responsible for safeguarding the personal accounts assigned to each member of the Board of Directors by the Company;
- 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 member of the Board of Directors shall be provided with one voting ballot, which shall be counted as one vote. The Chairman of the Board of Directors shall directly, or request the Person in charge of Corporate Governance/Secretary/other designated individual from time to time, to conduct the vote counting and prepare the vote counting minutes.

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

- Name, head office address, enterprise registration 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 BOD's members 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 BOD's 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 Resolutions/Decisions made via dishonesty or inaccurate vote counting.

f) Vote counting Minutes and Resolutions shall be sent to the BOD's members within 07 working days from the end of the opinion collection process using similar methods as sending written Ballot.

g) Completed voting forms and minutes of vote counting, approved Resolutions/Decisions and related documents attached to the written Ballot must be archived at the Company's head office.

h) Resolutions/Decisions/matters adopted by the BOD through written consultation of BOD's members shall be deemed valid if approved by a majority of valid votes and shall have the same validity as those adopted at an in-person BOD's meeting. Such Resolutions/Decisions shall be sent to all attending members within 07 working 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 BOD's members to register, log in using identification accounts, vote, elect, participate in discussions, and exercise other rights). BOD's members 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's Charter and relevant laws and regulations.
- The BOD's Chairperson/Meeting Convener is responsible for organizing meetings in accordance with the methods specified in the regulations issued by the BOD.
- Discussions among members may be conducted directly via telephone or by other means of communication, or through a combination of such methods. Members of the Board of Directors participating in such meetings shall be deemed to be "present" at the meeting. The location of a meeting held in accordance with this provision shall be the place where the greatest number of members of the Board of Directors are present, or the place where the chairperson of the meeting is present.
- Resolutions/Decisions/matters approved by the Board of Directors at a meeting conducted via telephone and/or other means of communication, organized and carried out in accordance with applicable laws and the Company's internal regulations, shall take effect immediately upon the conclusion of the meeting but must be recorded in Minutes.
- In cases where a meeting is conducted via telephone and/or other means of communication/technology outside working hours as prescribed in the Company's Internal Labor Regulations, any Resolution/Decision/matter approved by the Board of Directors shall take effect from the beginning of the next working day or as otherwise provided by law.
- Resolutions/Decisions/matters approved by the Board of Directors through online meetings or hybrid meetings (in-person combined with online participation) shall have the same validity as those approved at 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 BOD's 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 BOD's members or authorized persons;

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

3. The Meeting's Chairperson, minutes taker and persons signing such Minutes must take responsibility for accuracy and honesty of the BOD's meeting minutes.

4. Where the Meeting's Chairperson, minutes taker refuses to sign Meeting Minutes but all participating BOD's members agree to sign with all required contents according to (except Point j) Clause 2 of this Article, these Minutes shall be valid. The meeting Minutes should clearly state that the Meeting's Chairperson and minute taker refused to sign.

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

   The Meeting's Chairperson and minutes taker are personally liable for damages resulting from refusal to sign according to the relevant laws and regulations and the Company's Charter.

5. The BOD's Chairperson is responsible for sending the Minutes/Resolutions/Decisions of the BOD to all attending members no later than 07 days following the date of BOD's meeting and these minutes will be considered as evidence of the legal proceedings.

CHAPTER V

DECLARATION AND DISCLOSURE 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:

- Report on the Company's business performance;
- Financial statement;
- Report on the activities of the Board of Directors and its members;
- Report of Independent Board Member.

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's Charter.

Article 22. Disclosing of related interests

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

CHAPTER VI

RELATIONS OF THE BOARD OF DIRECTORS

Article 23. Relations among BOD's members

1. The relations among BOD's members are collaborative relations, the BOD's members are responsible for sharing relevant issues during the working process.
2. During the working process, the BOD's Chairperson may assign one/some BOD's members to take primary responsibility for a specific issue/field or task. The assigned BOD's member responsible must proactively coordinate with others BOD's members, act as the focal point for managing the tasks, and reporting on matters to the BOD's Chairperson. Where the BOD's members are not aligned with each other, the dedicated member must report the BOD's 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's Charter, internal regulations on corporate governance, and this Regulations.

3. In case the 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 BOD's Chairperson.

Article 24. Relations with the Board of Management and other Executives

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 the Resolutions and Decisions issued and the matters approved by the BOD.

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 receipt of inspection minutes or summary reports from the Audit Committee, the BOD shall be responsible for reviewing them and directing relevant departments to develop plans and implement corrective actions to promptly and effectively address outstanding issues and violations.

CHAPTER VII

IMPLEMENTATION PROVISIONS

Article 26. Implementing provisions

1. This Regulations consists of 07 Chapters and 26 Articles, approved by the General Shareholders' Meeting and effective from April 17, 2026.
2. The Board of Directors, the Board of Management, relevant departments and individuals, as well as all Shareholders of Saigon – Hanoi Securities JSC, are responsible for implementing this Regulation.
3. Any amendments or supplements to this Regulation shall be decided by the General Shareholders' Meeting.
4. This Regulation is made in one copy and kept at the Company's headquarters.

ON BEHALF OF
THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS

DO QUANG VINH