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Securities Business License No. 66/UBCK-GP dated November 15th, 2007

issued by the State Securities Commission.

SHS CHARTER

(issued in accordance with 2024 AGM Resolution No. 01-2024/NQ-DHDCD dated May 15th, 2024 and BOD's Decision no.31-2024/QD-HDQT dated June 06th, 2024)

Vietnam, Hanoi, June 2024

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INTRODUCTION

The Charter of Saigon - Hanoi Securities Joint Stock Company (SHS) is based on the following regulations:

- Enterprise Law No. 59/2020/QH14 dated June 17th, 2020, Law No. 03/2022/QH15 dated January 11th, 2022, passed by the National Assembly of the Socialist Republic of Vietnam, and the guiding documents, amendments, supplements, and replacements to the laws at different points in time.
- Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019, and the guiding documents, amendments, supplements, and replacements to this law at different points in time.
- Decree No. 155/2020/NĐ-CP dated December 31st, 2020, issued by the Government, which provides detailed regulations and guidance for the implementation of certain provisions of the Securities Law.
- Circular No. 121/2020/TT-BTC dated December 31st, 2020, issued by the Ministry of Finance, which provides guidance on the establishment and operation of securities companies.
- Sample Charter issued together with Circular No. 116/2020/TT-BTC dated December 31st, 2020, which provides guidance on certain provisions regarding the governance of public companies.
- Current legal regulations.

This Charter serves as the legal basis for the organization and operations of Saigon - Hanoi Securities Joint Stock Company, established under the License for Establishment and Operation No. 66/UBCK-GP issued by the State Securities Commission on November 15th, 2007, and subsequent adjustment and supplementary licenses. The company is registered under the Enterprise Identification Number 0102524651 issued by the Department of Planning and Investment of Hanoi on November 15th, 2007, and subsequent registrations for changes and adjustments.

This Charter has been amended and supplemented at 2024 AGM Resolution No. 01-2024/NQ-DHDCD dated May 15th, 2024 and BOD's Decision no.31-2024/QD-HDQT dated June 06th, 2024.

CHAPTER I

GENERAL REGULATIONS

Article 1. Definitions

1. For the purpose of this Charter, the terms below are construed as follows:
   a) "***Enterprise Law"*** means Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, Law No. 03/2022/QH15 dated January 11, 2022, passed by the National Assembly of the Socialist Republic of Vietnam, and any guiding documents, amendments, supplements, or replacements to this Law at various times.
   b) "***Securities Law***" means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any guiding

documents, amendments, supplements, or replacements to this Law at various times.

c) "***Legislation***" means all laws, ordinances, decrees, circulars, regulations, decisions, and other legal documents issued by Vietnamese state agencies during different periods relating to the organization and operation of the Company, including amendments, supplements, or replacements to these legal normative documents.

d) "***Charter capital***" is the total par value of shares sold or registered for purchase when establishing the Company, as regulated in Article 8 of this Charterand recorded in the Appendix to this Charter.

e) "***Date of establishment***" refers to the date when the Saigon - Hanoi Securities Joint Stock Company is granted a license to establish and operate.

f) "***Company managers***" include members of the Board of Directors, Chief Executive Officer (CEO), Deputy CEO, and other individuals appointed by the Board of Directors as management officers (as explicitly stated in the Appointment Decision as 'Management Officer') and in accordance with the relevant legal regulations.1

g) ***"Related person"*** refers to individuals or organizations as regulated by the Securities Law and the Enterprise Law.

h) ***"Internal person"*** refers to individuals or organizations as regulated by the Securities Law and the Enterprise Law.

i) ***"Securities practitioner"*** refers to a person holding a securities practitioner certificate and working at a company as regulated by the Securities Law and the Enterprise Law.[2]

j) ***"Market price of contributed capital or shares"*** refers to the highest trading price on the previous day, the agreed price between the seller and the buyer, or the price determined by a professional valuation organization.

k) ***"Business registration certificate"*** is a document or electronic record issued by the business registration agency, recording information regarding the business registration**.**

l) ***"Dividend"*** is the net profit paid to each shareholder in cash or other assets from the remaining profits of a joint-stock company after fulfilling financial obligations according to the law.

m) ***"Shareholder"*** refers to organizations or individuals, both domestic and foreign, who own at least one share of the company and are recorded in the Shareholder Register of the company.

n) ***"Founding shareholder"*** is a shareholder who owns at least one ordinary share and signs in the list of founding shareholders of a joint-stock company.

o) ***"Major shareholder"*** is a shareholder who owns 5% or more of the voting shares of the company.

p) ***"Share"*** refers to the charter capital divided into equal parts.

q) ***"Stock"*** is a type of security that confirms the rights and legitimate interests of the owner regarding a portion of the share capital of the issuing organization.

[1] Item 24 Article 4 VN Law of Enterprise 2020
[2] Item 47 Article 5 VN Law of Securities

r) ***"Shareholder Register"*** is a paper document and electronic data set that records information about share ownership of company shareholders, containing essential contents according to Article 122 of the Enterprise Law and relevant legal provisions.

s) ***"Bond"*** is a type of security that confirms the rights and legitimate interests of the owner regarding a portion of the debt of the issuing organization.

t) ***"Warrants"*** are the securities that are issued together with bonds or preference shares and bestow upon their holders the right to buy a certain amount of common shares at a specified price over a specific period of time.[3]

u) ***"Secured warrants or*** *Covered warrant* (abbreviated as **CW)** are securities secured by collateral and issued by a securities company. They allow their holders to have the right to buy (call option) or the right to sell (put option) the securities to their issuer at a specified strike price prior to or on a specified date, or receive the difference between the strike price and the underlying security price at that time**.**

v) ***"Foreign ownership ratio"*** means the ratio of holding of shares/stakes to charter capital of foreign investors and any business organization over 50% charter capital of which is held by foreign investors in a public company, securities company, securities investment fund management company, or a securities investment fund, securities company.[4]

w) ***"Operating period"*** refers to the operating period of the company as stipulated in its Charter and any extension period (if applicable) approved by the company's Shareholders' General Meeting through a Resolution.

x) ***"Vietnam"*** refers to the Socialist Republic of Vietnam.

y) "***SSC***" refers to the State Securities Commission**.**

z) ***"HOSE"*** refers to the Ho Chi Minh City Stock Exchange.

aa) ***"VSD"*** is the Vietnam Securities Depository, now known as the Vietnam Securities Depository and Clearing Corporation (VSDC)**.**

bb) ***"Company"*** or ***"SHS" refers to Saigon - Hanoi Securities Joint Stock Company***.

cc) ***AGM***: Annual General Meeting of Shareholders

GSM: General Shareholder's Meeting, General Meeting of Shareholders

BOD: Board of Directors, Board of Directors', of Board of Directors

SB: Supervisory Board/Board of Supervisors, of this Board

CEO: Chief of Executive General, also General Director

BOM: Board of Management also Executive Board

2. In this Charter, references to any other provisions or legal texts shall include amendments or replacement legal texts.

3. The headings (Chapter, Section, Article) in this Charter are included for convenience of

[3] Clause 5,6 Article 4 Securities Law

[4] Clause 38 Article 3 Decree 155-2020/NĐ-CP

reference and do not affect the meaning in this Charter.

4. The terms or terminology defined in the Enterprise Law and Securities Law shall have the same meaning in this Charter unless they conflict with the subject or context.

Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Operating Period of the Company.

1. The Company is organized as a Joint Stock Company, with legal entity status, and is granted a license to operate and conduct business in accordance with the provisions of the Enterprise Law, Securities Law, the provisions in this Charter, and in compliance with the current laws of Vietnam.
2. The name of the Company:
   a) Vietnamese name: **Công ty Cổ phần Chứng khoán Sài Gòn - Hà Nội**
   b) English name: **Sai Gon – Ha Noi Securities Joint Stock Company**
   c) Abbreviated name: **SHS**
3. Company Headquarters:
   a) The main headquarters of Saigon - Hanoi Securities Joint Stock Company is located at:

      Floor 1-5, Unimex Hanoi Building, 41 Ngo Quyen Street, Hang Bai Ward, Hoan Kiem District, Hanoi City, Socialist Republic of Vietnam.

      - Phone: (84.24) 38 181 888
      - Fax: (84.24) 38 181 688
      - Email: contact@shs.com.vn
      - Website: www.shs.com.vn

   b) The change of the company's main headquarters is approved by the General Meeting of Shareholders and must be authorized by the State Securities Commission.
4. The company can establish or close Branches, Representative Offices, and Transaction Offices in the business area according to the decision of the Board of Directors and after obtaining written approval from the relevant state management agency.
   a) A Branch [5] is a dependent unit of the company, responsible for carrying out all or part of the functions of the company, including the authorized representative function. The business sector of the branch must be consistent with the business sector of the company.
   b) A Representative Office is a dependent unit of the company, authorized to represent the company's interests and protect those interests. The Representative Office does not perform the company's business functions.
   c) The business location is where the company conducts specific business activities.
5. **Duration of Company Operations**

[5] Article 44 Enterprise Law

Unless terminated before the prescribed period in Clause 2 of Article 81 or extended according to the provisions in Article 82 of these Charter, the duration of the company's operations is indefinite from the date the company is granted a license to establish and operate.

Article 3. Legal Representative[6]

1. **The General Director** or **CEO** is the legal representative of Saigon - Hanoi Securities Joint Stock Company.
2. The legal representative represents the company in exercising rights and obligations arising from the company's transactions, represents the company as the requesting party to resolve civil matters, plaintiffs, defendants, persons with rights and obligations related to arbitrators, courts, and other rights and obligations as specified in Articles 12 and 13 of the Enterprise Law and other relevant legal provisions.
3. Responsibilities of the legal representative of the enterprise:
   a) Carry out assigned rights and obligations honestly, diligently, and to the best of their ability to ensure the lawful interests of the enterprise.
   b) Be loyal to the interests of the enterprise; do not abuse their position, position, or use information, trade secrets, business opportunities, or other assets of the enterprise for personal gain or for the benefit of other organizations or individuals.
   c) Timely, fully, and accurately notify the enterprise of the enterprise in which they or their related persons are owners or shareholders, in accordance with the provisions of the Enterprise Law, Securities Law, the company's charter, and other relevant legal regulations.
   d) The legal representative of the enterprise is personally responsible for damages to the enterprise resulting from violations of the responsibilities specified in points a, b, c of this Article.
4. The legal representative of the company must have a permanent residence in Vietnam.
5. Before leaving Vietnam, the legal representative must authorize in writing another individual residing in Vietnam and with the capacity to act on behalf of the legal representative to perform their rights and obligations. In this case, the legal representative is still responsible for the delegated rights and obligations.
6. In case the authorization under point 5 of this Article expires, and the legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to perform the rights and obligations of the legal representative within the scope authorized until the legal representative of the company returns to work at the company or until the Board of Directors decides to appoint another person as the legal representative of the company.
7. In case of absence from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the legal representative of the company, or in case of death, missing, being prosecuted for criminal liability, being detained, serving a prison sentence, or enforcing administrative measures at compulsory detoxification establishments, compulsory

[6] Article 12 Enterprise Law

education facilities, being restricted or losing civil act capacity, having difficulties in perception and behavior control, being prohibited by a court from holding positions or engaging in certain professions or occupations, the Board of Directors shall appoint another person as the legal representative of the company.

8. In case the General Director or CEO is the legal representative or deceased, missing, being prosecuted for criminal liability, being detained, serving a prison sentence, or enforcing administrative measures at compulsory detoxification establishments, compulsory education facilities, being restricted or losing civil act capacity, having difficulties in perception and behavior control, being prohibited by a court from holding positions or engaging in certain professions or occupations, or after being relieved from the position of General Director/CEO or dismissed without appointing a new General Director/CEO, the Chairman of the Board of Directors automatically becomes the legal representative of the company until the Board of Directors appoints another person to the position.
9. In certain special cases, the court or other competent jurisdiction has the right to designate an individual as the legal representative of the company during the litigation process in accordance with the provisions of the law.

CHAPTER II

OBJECTIVES AND SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Objectives of activities

1. The objectives of the Company's activities are:

   (1) To conduct business operations to generate the highest profits for shareholders while complying with legal regulations;

   (2) To achieve sustainable long-term development, integrate with the regional and global economy, and become one of the leading securities companies in Vietnam;

   (3) To provide benefits to shareholders, employees, and offer customers high-quality products and services.

2. If any of the objectives mentioned in Clause 1 require approval, the Company can only pursue that objective after obtaining the approval of the competent State authority.

Article 5. Scope of Business and Activities[7]

1. The company engages in securities business activities in accordance with the provisions of the Securities Law and related implementing documents, including the following activities:

   a) **Securities brokerage:**

   - Securities brokerage involves intermediating the buying and selling of securities for clients.[8]
   - Accepting entrusted management of individual investors' securities trading accounts;

[7] Article 13- Article 25 Circular 121/2020/TT-BTC
[8] Clause 29 Article 4 Securities Law

distributing or acting as an agent for the distribution of securities; managing securities trading accounts; providing services for managing the list of securities owners for other enterprises.[9]

- Providing online securities trading services; providing or coordinating with credit institutions to provide loan services for clients to purchase securities or providing securities lending services; providing or coordinating with credit institutions to provide services for advance payment of securities sales; securities custody; securities offsetting and settlement.

b) Securities proprietary trading is when a securities company buys and sells securities for itself.[10]

The company trades securities on its proprietary trading account and invests, contributes capital, issues, and offers financial products. [11]

c) **Securities underwriting:[12]**

- Securities underwriting is the commitment to purchase a portion or all of the securities from the issuing organization for resale or to buy the remaining securities that have not been fully distributed, or to make the maximum effort to distribute the securities that the issuing organization needs to issue.
- The company provides services such as advising on securities offering documents, performing procedures before securities offerings; acting as a depository, settlement, and transfer agent for securities; advising on restructuring, mergers, acquisitions, reorganizations, and business transactions; providing management consulting and corporate strategic advice; advising on securities offerings, listing, and registration for trading; advising on enterprise privatization.

d) **Securities investment advisory:**

- The company provides customers with analysis results, analytical reports, and recommendations regarding the purchase, sale, and holding of securities.
- The company enters into service agreements with customers as regulated in Article 32, Clause 4 of the Securities Law and related implementing documents.

e) **Securities custody:**

- The Company receives deposits, safeguards, and transfers securities for customers, assisting customers in exercising rights related to custodial securities. [13]

f) Other financial services in compliance with legal regulations after reporting to the State Securities Commission in writing.

2. In addition to the regulated securities business services mentioned in Article 1, the company is allowed to participate in the following activities if permitted by law and the State Securities

[9] Article 86 Securities Law
[10] Clause 30 Article 4 Securities Law
[11] Clause 2, Article 86, Securities Law
[12] Clause 32 Article 4 Securities Law
[13] Clause 33, Article 4, Securities Law

Commission:

a) Provide clearing and settlement services for securities transactions;

b) Offer Financial Products (including offering secured warrants and other financial products as prescribed by law);

c) Engage in derivative securities business, including:

- Brokerage of derivative securities;
- Proprietary trading of derivative securities;
- Investment advisory for derivative securities.

d) Provide clearing and settlement services for derivative securities transactions and other related activities;

e) Provide intraday securities trading services; market-making activities.

f) Issuance, offering, and trading of covered warrants:

- The company is permitted to issue, offer, and trade covered warrants in accordance with relevant laws and regulations, including:
  - The company is allowed to offer covered warrants based on underlying securities that are listed securities meeting the conditions for offering covered warrants.
  - The company is not allowed to offer covered warrants based on its own shares or securities of related organizations of the issuing entity, as regulated in the Securities Law.
  - The company names the covered warrants, determines the limit of the warrants, signs a payment guarantee fund or has payment guarantee from a custodian bank, carries out offering, listing, trading, fulfills obligations towards warrant holders, discloses information, and mitigates risks as prescribed by relevant laws and regulations.
- The activities related to covered warrants include:
  - Issuance, offering, and listing of covered warrants.
  - Market making for covered warrants.
  - Brokerage and investment advisory services for covered warrants.
  - Other activities related to covered warrants as stipulated by laws and regulations.
- **The holders of warrants have rights and obligations as stipulated by relevant laws, including:**
  - The right to be paid in cash or receive the underlying securities upon fulfillment of the conditions and payment methods specified; and other rights and obligations as specified by the Company in the prospectus of each issuance and in accordance with relevant laws.
  - The right to purchase (call warrants) or the right to sell (put warrants) the underlying securities from the Company at a predetermined price, at a specific time or before a

predetermined time, or receive the price difference between the exercise price and the price of the underlying securities at the time of exercise, as stated in the warrant terms.

- The right to receive cash payment when the warrant with collateral is delisted according to the provisions of the law.
- The right to transfer, donate, bequeath, or use the warrants as collateral for borrowing in civil relationships as prescribed by the law.
- The right to priority payment in case the Company is dissolved or declared bankrupt according to the provisions of the law.
- And other rights as stipulated by the law.

3. The company is authorized to plan and conduct all securities business activities, provide financial advisory services, and other financial services as stated in the Business Registration Certificate, Establishment and Operation License of the Securities Company, and is allowed and required by the Securities Law to take appropriate measures to achieve the company's objectives.
4. The company may offer new services and products as decided by the Board of Directors and must obtain prior written approval from the State Securities Commission.
5. The company may engage in business activities in other fields permitted by law and approved by the Shareholders' General Meeting.
6. The company may change or add one or more of the types of businesses specified in item 1 above, based on the decision of the Board of Directors after obtaining approval from the State Securities Commission.

Article 6. Operating Principles[14]

The company operates and conducts business in compliance with the following principles:

1. Compliance with the legal regulations of the Securities Law, Enterprise Law, Company Charter, and other relevant laws and regulations.
2. Adherence to principles and practices of corporate governance and management.
3. Adherence to professional ethics.
4. Integrity and fair business practices.
5. Ensuring necessary resources in terms of human capital, capital, and other essential facilities to carry out securities business activities, and establishing written procedures for conducting appropriate business operations.
6. Issuing and implementing operational procedures for business activities, professional ethics rules, internal control procedures, risk management and supervision, and prevention of conflicts of interest within the company and in transactions with related parties, in accordance with securities regulations and relevant legal documents.

[14] Article 4 Circular 121-2020/TT-BTC

7. Appointing securities practitioners with appropriate securities practitioner certificates for respective business operations. Securities practitioners engaged in securities brokerage and securities investment advisory shall not concurrently perform tasks in departments responsible for proprietary securities trading, underwriting securities issuance, or managing entrusted trading accounts.
8. Price forecasting or recommendations regarding specific securities on the media must clearly state the basis for analysis and sources of quoted information.

Article 7. Rights and obligations of the Company

1. Rights of the Company:

a) Enter into written contracts with customers regarding securities trading, securities registration and depository, securities issuance guarantee, securities investment advisory, and financial advisory services.

b) Collect fees according to the fee rates and charges determined by the Ministry of Finance.

c) Recruit, hire, and employ labor according to business requirements.

d) Prioritize the use of domestic labor, ensure the rights and interests of Employees in accordance with the provisions of the Labor Law, and respect the rights of trade unions as regulated by the law.

e) Own, use, and dispose of the Company's assets.

f) Manage and utilize the capital contributed by shareholders to achieve the Company's business objectives and tasks as stipulated in this Charter, resolutions of the General Meeting of Shareholders, resolutions and decisions of the Board of Directors, and current laws.

g) Take initiative in all registered business activities.

h) Innovate technology, apply scientific and modern management methods to enhance efficiency and competitiveness.

i) Establish management and personnel systems, and organize business activities in accordance with the purpose and content of the Company's operations and the provisions of the law.

j) Decide to open, merge, or close branches, representative offices of the Company domestically and internationally as prescribed by the law.

k) Choose forms of capital mobilization as prescribed by the law.

l) Have the right to request customers to provide information about financial and business conditions when deciding to establish transactional relationships with customers and have the right to refuse such relationships if they are found to be unlawful, ineffective, or impractical.

m) Lodge complaints, denunciations, or initiate lawsuits against acts that infringe upon the lawful rights and interests of the Company.

n) Refuse or report any requests for resources that are not in accordance with the legal provisions from any individuals, agencies, or organizations, except for voluntary contributions for humanitarian and public purposes.

o) Other rights as stipulated by the current laws.

2. Company's Obligations:

a) General Obligations:

- Fulfill all obligations as prescribed by the Law on Enterprises, the Securities Law, and relevant laws and regulations.[15]
- The company must maintain and comply with the conditions to be granted an operating license as specified in Article 1, Point c, and Article 2, Points 4 and 5 of Article 74 of the Securities Law and relevant legal regulations.
- Conduct business activities in accordance with the sectors and industries that are not prohibited by law and approved by the State Securities Commission; proactively choose sectors, industries, geographical areas, and forms of business; proactively adjust the scale and fields of business; ensure business conditions as prescribed by law.
- Be responsible for complying with all legal requirements regarding its activities.
- Be responsible for the professional activities of Securities Practitioners employed by the Company.
- Exercise financial autonomy**,** ensure costs, take responsibility for business results, growth, and capital preservation of the Company.
- Establishing an internal audit system, internal control, risk management, and supervision to prevent conflicts of interest within the company and in transactions with related parties.
- Complying with legal regulations and the company's Charter regarding corporate governance principles.
- Adhering to the regulations ensuring available capital and financial safety indicators as stipulated by the Ministry of Finance.
- Complying with anti-money laundering regulations according to current laws.
- Keeping complete documentation and accurate accounts reflecting the details of customer and company transactions.
- Executing the sale or borrowing of securities in accordance with the regulations of the Ministry of Finance.
- Complying with the regulations of the Ministry of Finance regarding securities business operations.
- Conducting other financial services as stipulated in Clause 5, Article 86 of the Securities Law, which must be related and supportive of the company's licensed activities and must not affect the interests of clients, the securities company itself, and the market.
- Implementing accounting, auditing, statistics, and financial obligations according to relevant legal provisions.

[15] Article 24 và Article 89 Securities Law

- Disclosing information, reporting, and archiving in accordance with the provisions of the Enterprise Law, Securities Law, and guiding documents.
- Building an information technology system, backup database to ensure safe and continuous operations.
- Contributing to the payment support fund as stipulated in the Regulations on Securities Registration, Depository, Clearing, and Settlement.
- Monitoring financial transactions in securities in accordance with the regulations of the Minister of Finance.
- When conducting transactions with related parties, the company must enter into written contracts based on the principles of equality and voluntary participation.[16]
- The company applies necessary measures to prevent shareholders and related parties from engaging in transactions that result in loss of capital, assets, or other resources of the company.
- Ensuring the legitimate rights of individuals with interests related to the company, fulfilling responsibilities to the community and individuals with rights related to the company in accordance with current laws and the company's Charter.[17]
- Complying with labor, environmental, and social regulations as stipulated by law.

b) Responsibilities towards shareholders:

- Clearly define the responsibilities of the General Shareholders' Meeting, the Board of Directors, and the CEO in accordance with relevant legal regulations.[18]
- Establish a communication system with shareholders and members to ensure the provision of complete information and fair treatment among shareholders and members, safeguarding their legitimate rights and interests.

c) Responsibilities towards customers:

- Maintain trustworthiness and honesty with customers, respecting their assets and other legitimate rights and interests.
- Fulfill obligations to customers to the best of one's ability.
- Maintain separate management of assets, securities, and deposits of each customer, keeping them separate from the company's assets in compliance with legal regulations.
- All cash transactions related to customers must be conducted through banks.
- Ensure separate management of offices, personnel, data systems, and reports among different business units to avoid conflicts of interest between the company and customers, and among customers themselves.
- Centralize and store backup copies of customer brokerage account data at a separate

[16] Article 292 Decree 155-2020/NĐ-CP
[17] Article 294 Decree 155-2020/NĐ-CP
[18] Article 3 Cirular 121-2020/TT-BTC

location.

- Enter into written contracts with customers when providing services, provide complete and honest information to customers during service execution, and open trading accounts for each customer based on the securities trading account opening contract in accordance with legal regulations.
- Directly execute securities transactions for customers and be legally responsible for these activities.
- Collect and research information about financial situations, investment objectives, risk tolerance, profit expectations, and investment experience and knowledge of customers, and update information according to legal regulations.
- Provide appropriate advice to customers based on efforts to gather customer information; explain the contents of the securities trading account opening agreement and related procedures when executing securities transactions for customers; ensure that the Company's investment recommendations and advice are in line with the customer's investment objectives and financial situation.
- Investment advisory content must have a reasonable and appropriate basis based on reliable and logical analysis. Securities investment recommendations must be related to and consistent with the content of securities analysis and the securities market. Securities analysis reports and investment recommendations must clearly state the source of quoted data and the person responsible for the content of the report and securities investment recommendation.
- Be responsible for the accuracy and reliability of the information provided to customers, ensuring that customers make investment decisions based on complete information including the content and risks of the products and services provided, except in cases where customers do not provide information or provide incomplete or inaccurate information.
- Receive and execute customer orders in compliance with legal regulations.
- Prioritize the execution of customer orders over the Company's orders.
- Ensure sufficient funds and securities as required and take necessary measures to ensure the payment ability of customers when executing trading orders and to settle trading orders for their own accounts.
- Provide online securities trading services, report to the State Securities Commission on online securities trading activities, the status of online securities trading systems, and disclose information in accordance with the current regulations on electronic trading guidelines.
- Exercise caution and avoid conflicts of interest with customers. In cases where conflicts of interest cannot be avoided, the Company must disclose to customers in advance about potential conflicts of interest between the Company, practitioners, and customers, and apply necessary measures to ensure fair treatment of customers.
- Disclose to customers when the Company is a counterparty in an agreed transaction with

the customer.

- Monitor the details of funds and securities for each customer, provide information on balances and generated amounts of funds and securities to customers upon request.
- Clearly disclose the transaction fees before customers execute transactions, and disclose the transaction fees on the Company's website.
- Provide discretionary account management services for individual investors as prescribed by law.
- Update customer's changing information upon request.
- Ensuring the confidentiality of information received from users of advisory services during the provision of advisory services, except when consented by the customer or required by law.
- Safeguarding personal information, securities account details, ownership status of securities, and customer funds, refusing to investigate, seize, hold, or transfer customer assets without customer consent. These provisions do not apply in the following cases:

  • Auditors performing the audit of the Company's Financial Statements.

  • Customers of the Company who want to know information related to their own securities ownership and funds.

  • Providing information upon request by competent state authorities.
- Establishing a dedicated department responsible for communication with customers and resolving their inquiries and complaints.

3. Restriction Regulations

a) General Restriction Regulations:

Companies, when conducting indirect or direct business activities, must ensure compliance with Article 91 of the Securities Law and other related regulations, including:

- Conducting business operations, proprietary trading, and providing securities services under their own name; they are not allowed to use the name of another organization or individual or allow other organizations or individuals to use their name for business or the provision of securities services. They are also not allowed to borrow someone else's name or conduct transactions under the name of an individual or allow others to use their proprietary trading account.
- They are not allowed to make statements or guarantees to customers regarding the income or profits obtained from their investments or guarantee that customers will not incur losses, except for fixed-income securities.
- They are not allowed to disclose customer information unless authorized by the customer or as required by the competent state management authority.
- They must not provide false, misleading, or fraudulent information; they must not engage in actions that would cause customers and investors to misunderstand the stock prices. They must not provide false information to deceive or solicit customers to buy

or sell certain securities.

- They must not agree upon or disclose specific interest rates or share profits/losses with customers to attract customer participation in trading.
- They must not directly or indirectly establish locations outside of the approved trading locations by the State Securities Commission to sign contracts for opening securities trading accounts with customers, receiving orders, executing securities transactions, or settling securities transactions with customers, except in the case of online securities trading.
- They must not accept orders or settle transactions with persons who are not the named account holders without written authorization from the customer.
- They must not use the name or account of a customer to register or trade securities.
- The contract for opening a securities trading account must not contain agreements to evade the legal obligations of the company, limit the company's compensation scope, or transfer risks from the company to customers, forcing customers to unfairly fulfill compensation obligations or agreements that unfairly disadvantage customers.
- They must not make decisions or carry out investments on behalf of customers, except for the management of securities trading accounts of individual investors as regulated by relevant laws.
- They must not directly receive and pay cash for customer securities transactions; these transactions must be carried out through commercial banks.
- They must not provide securities investment advisory services to companies in which they hold 10% or more of the charter capital.
- They must not provide advisory services for securities offerings, stock listing advice, equitization advice, or enterprise valuation advice to companies in which they hold 10% or more of the charter capital.
- They must not advertise or claim that their securities content, effectiveness, or analysis methods are superior to those of other securities companies.
- They must not make recommendations to increase or decrease stock prices without a basis to attract customer participation in trading.
- They must not disclose customer order placement information or other confidential information obtained during the execution of transactions for customers without public disclosure or as required by inspection and examination according to legal regulations.
- They must not purchase or sell the same type of securities for themselves or disclose information to a third party buying or selling those securities if the customer's purchase or sale order could significantly affect the price of that type of securities.
- When a customer places a limit order, the company must not buy or sell the same type of securities for itself at a price equal to or better than the customer's price before the customer's order is executed.
- They must not infringe upon the assets, rights, and other interests of customers.

- They must not misuse assets entrusted by customers to the company for management or customer transaction settlement.
- Other restrictions as stipulated by current laws.

b) **Restriction on borrowing[19]:**

- The total debt-to-equity ratio of the Company must not exceed 5 times. The total debt under this regulation does not include the following items:
  - Customer securities trading deposits.
  - Welfare and reward funds.
  - Provision for job loss subsidies.
  - Provision for compensation for investor losses.
- The Company's short-term debt must not exceed its short-term assets.
- The Company's issuance of bonds must comply with the provisions in Article 31 of the Securities Law, detailed regulations on the implementation of certain provisions of the Securities Law, and laws regarding the issuance of corporate bonds. The Company must ensure compliance with the prescribed ratios mentioned above.

c) **Restrictions on lending[20]:**

- Except as provided in Article 1, Clause 86 of the Securities Law, the Company is prohibited from lending money or securities in any form.
- The Company is not allowed to use its own funds or assets, or those of its clients, to secure payment obligations to third parties.
- The Company is prohibited from lending in any form to the Owner, Major Shareholders, Members of the Board of Directors, Members of the Executive Board, Chief Accountant, and other managerial positions appointed by the Company's Board of Directors, as well as individuals or organizations related to the aforementioned individuals.
- The Company may provide customers with margin loans for securities trading according to the guidelines of the Ministry of Finance.
- The Company is permitted to provide securities loans for correcting trading errors or for conducting portfolio exchange transactions or other forms as stipulated by relevant laws.
- The Company is not allowed to provide loans or guarantees to individual shareholders or related parties of those shareholders who are individuals.
- The Company is not allowed to provide loans or guarantees to organizational shareholders or related parties of those shareholders who are individuals.
- The Company is not allowed to provide loans or guarantees to related parties of organizational shareholders.

[19] Article 26 Circular 121-2020/TT-BTC
[20] Article 27 Circular 121-2020/TT-BTC; Article 273 Decree 155-2020/NĐ-CP

d) **Restrictions on investment[21]:**

- The company is not allowed to purchase or contribute capital to purchase real estate, except in cases where it is used as the main headquarters, branches, or transaction offices directly serving the company's business activities, in accordance with the provisions of Article 28 of Circular 121/2020/TT-BTC dated December 31, 2020, and relevant legal regulations.
- The company may purchase and invest in real estate and fixed assets based on the principle of the remaining value of fixed assets and real estate, provided that it does not exceed 50% of the total assets value of the company.
- The total investment value in corporate bonds by the company should not exceed 70% of the equity capital. The company is allowed to engage in proprietary trading of listed bonds according to the relevant regulations on bond trading.
- The company is not allowed to directly or indirectly entrust other organizations or individuals to:
  - Invest in shares or contributed capital of the company with ownership exceeding 50% of the company's charter capital, except for purchasing individual shares at the request of customers.
  - Invest together with related parties in securities of other securities companies with a stake of 5% or more of the charter capital.
  - Invest more than 20% of the total shares or fund certificates currently in circulation of a listed organization.
  - Invest more than 15% of the total shares or fund certificates currently in circulation of an unlisted organization, except for member fund certificates, portfolio conversion funds, and open-ended funds.
  - Invest or contribute capital exceeding 10% of the total contributed capital of a limited liability company or business project.
  - Invest or contribute capital exceeding 15% of the equity capital in an organization or business project.
  - Invest more than 70% of the equity capital in shares, contributed capital, and business projects, of which the investment in unlisted shares, contributed capital, and business projects must not exceed 20% of the equity capital.
- The company is allowed to establish or acquire fund management companies as subsidiary companies if they meet the conditions stipulated by laws and the company's charter.
- In cases where the company's investment exceeds the limit due to the issuance of guaranteed commitments, merger, consolidation, or fluctuations in assets and equity capital of the company or contributing organization, the company must take necessary

[21] Article 28 Circular 121-2020/TT-BTC

measures to comply with the investment limit prescribed by law within a period of 01 (one) year.

e) **Restrictions on securities issuance guarantees[22]:**

- Companies that act as guarantors for public securities issuance must provide guarantees by either partially or fully purchasing the securities from the issuing organization. The total value of the guaranteed securities must not exceed the company's equity and should not exceed 15 times the ratio between short-term assets and short-term liabilities based on the most recent financial report.
- Companies are not allowed to provide guarantees in the form of firm commitments or act as the main guarantor in the following cases:
  - The company, independently or along with its subsidiaries, or together with related parties, owns 10% or more of the charter capital of the issuing organization, or has the right to control the issuing organization or appoint its CEO (General Director).
  - At least 30% of the charter capital of the company and at least 30% of the charter capital of the issuing organization is held by the same individual or entity.
  - The issuing organization, independently or along with its subsidiaries, or together with related parties, owns 20% or more of the charter capital of the company, or has the right to control the company or appoint its CEO.
  - Members of the Board of Directors, CEO, and related parties of the company simultaneously hold positions as members of the Board of Directors, CEO (General Director) of the issuing organization.
  - Members of the Board of Directors, CEO (General Director), and related parties of the issuing organization simultaneously hold positions as members of the Board of Directors, CEO (General Director) of the company.
  - The company and the issuing organization share the same legal representative.
- Companies receiving securities issuance guarantees must open separate accounts at commercial banks to receive funds from investors for the purchase of securities.

f) **Regulations for securities practitioners of the Company[23]**:

- Securities practitioners are individuals who are granted securities practitioner certificates by the State Securities Commission and work for the Company.[24]
- Individuals holding securities practitioner certificates can only engage in securities activities on behalf of the Company. Except in cases of being appointed as a representative of the contributed capital or being appointed to the Company's Management Board by the organization owning the Company or the organization in which the Company invests, securities practitioners must:

[22] Article 23 Circular 121-2020/TT-BTC; Article 20, 26, 32, 39, 46 Decree 156-2020/NĐ-CP
[23] Article 98 Securities Law
[24] Item 477 Article 4, Securities Law

- Not simultaneously work for another organization that has ownership relations with the securities company they are working for.
- Not simultaneously work for two securities companies, securities investment fund management companies, branches of foreign securities companies in Vietnam, or securities investment companies and beyond.
- Not serve as a Chief Executive Officer/Director or General Director of an organization conducting public securities offering or listing.
- Not open or manage securities trading accounts at another securities company where they work, unless the company no longer has securities brokerage operations.
- Not exceed the authorized scope granted by the Company.
- When conducting trading activities on customer accounts, securities practitioners represent the Company and act on behalf of the Company.
- Not use funds or securities in customer accounts without written authorization from the customer given to the Company.
- Must participate in training courses on securities laws and the securities market, trading systems, and new types of securities organized by the State Securities Commission, the Vietnam Stock Exchange, and subsidiary companies, and the Vietnam Securities Depository Center according to regulations and guidelines.

g) **Regulations for Members of the Board of Directors and Members of the Executive Board/Board of Management:**

- Members of the Board of Directors and Members of the Executive Board/Board of Management must meet the standards and conditions specified in the Enterprise Law, Securities Law, relevant provisions in the Company's Charter, and related laws.
- Members of the Board of Directors may not necessarily be shareholders of the Company.
- SHS BOD Chairman may not concurrently hold the position of the SHS CEO/General Director.
- SHS BOD Members may not concurrently serve as BOD members in more than 5 other companies.[25]
- SHS BOD Members may not concurrently serve as BOD members or Directors (CEO/General Director) of other securities companies.
- The CEO/GD and Deputy CEO/GD may not concurrently work for a securities company, fund management company, or other enterprises. The CEO/GD may not be a BOD member of another securities company.
- SHS BOD Members must report, within the time limit prescribed by law, to the Board of Directors the remuneration received from subsidiary companies, affiliated companies, and other organizations.[26]
- SHS BOD Members, and the CEO/GD must report, in accordance with the provisions

[25] Article 275 Decree 155-2020/NĐ-CP
[26] Clause 5 Article 41 Securities Law

of the law, to the Board of Directors regarding transactions between the Company and another company in which the BOD member, or CEO/GD is a founder or a manager within the last 3 years before the transaction, or regarding transactions between the Company and another company in which a related party of the BOD member, or CEO/GD is a BOD member or the CEO/GD or a major shareholder.

- The BOD member,or CEO/GD , and other managers have an obligation to provide written notice to the Board of Directors regarding transactions between the Company, its subsidiary companies, and companies in which SHS holds over 50% of the charter capital with the member or related persons of the member according to the provisions of the law.
- For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities laws on disclosure of information.27
- The SHS Chairman, BOD Members, the CEO/GD, and other managers of the Company may not engage in contracts or transactions without the approval of the General Meeting of Shareholders or the Board of Directors as specified in the relevant provisions of the law, the Company, and the Company's Charter.[28]
- The BOD member or CEO/GD, and other management personnel are required to disclose their related interests in accordance with the provisions of Article 58 of this Charter, the Enterprise Law, and relevant legal documents.
- The BOD member, or CEO/GD, other management personnel, and related parties of these members are only allowed to use information obtained through their positions to serve the interests of the public company.
- BOD members are not allowed to vote on transactions that bring benefits to themselves or related parties, as stipulated by the Enterprise Law and the Company's Charter.[29]
- The BOD member, SB Member, or CEO/GD other management personnel, and related parties of these individuals are not allowed to use or disclose internal information to others for the purpose of conducting related transactions.

4. Professional Ethics Code

a) The Professional Ethics Code is issued by the Company in written form based on the regulations and guidelines of the State Securities Commission and the "Code of Conduct for Securities Companies" issued by the Vietnam Association of Securities Business. All officers and employees of the Company must strictly comply with this Code.

b) The Internal Audit and Internal Control departments are responsible for monitoring compliance with the Professional Ethics Code of the Company.

[27] Clause 3 Article 291 Decree 155-2020/NĐ-CP
[28] Article 15 Decree 156-2020/NĐ-CP
[29] Article 291 Decree 155-2020/NĐ-CP;

CHAPTER III

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 8. Charter Capital and Foreign Ownership Ratio in the Company[30]

1. The charter capital of the Saigon-Hanoi Securities Joint Stock Company is specified in detail in the Appendix attached to this Charter. The Appendix is an integral part of this Charter and cannot be separated.
2. The charter capital of the Company is divided into equal-value shares with a par value of 10,000 Vietnamese dong per share *(Ten thousand dong per share).*
3. The charter capital is denominated in Vietnamese dong (VND).
4. The Company must always maintain the actual charter capital not lower than the statutory capital level as prescribed by the law. In the event that the charter capital falls below the statutory capital, the Company shall supplement the charter capital in accordance with the provisions of the law.
5. The charter capital is used for the following purposes:
   a) Purchasing and investing in fixed assets.
   b) Contributing capital, purchasing shares, and establishing joint ventures with domestic and foreign organizations as regulated by law.
   c) Establishing subsidiaries in accordance with legal provisions.
   d) Engaging in business activities and providing other services as prescribed by law.
6. The foreign ownership ratio in the Company:
   a) The maximum foreign ownership ratio in the Company is 49% of the charter capital.
   b) The Company reports to the State Securities Commission and discloses information regarding the foreign ownership ratio on the Company's Electronic Information Portal, in accordance with legal regulations.

Article 9. Changes to Charter Capital[31]

1. Changes to the charter capital of the Company (increase or decrease) must be based on the decision of the General Meeting of Shareholders, in accordance with the regulations of the State Securities Commission and current laws.
2. The procedures, processes, and documentation for requesting approval of changes to the charter capital shall be carried out in accordance with the provisions of the law.
3. The Company may change its charter capital in the following cases:
   a) The Company has a need to expand its business activities;
   b) The Company's operating capital for securities business is reduced, and the plan to raise capital from external sources cannot be implemented;

[30] Clause 34 Article 4, Article 111, Article 112 Enterprise Law,

[31] Article 112, Article 113, Article 123, Article 130; Article 134-135 Điều lệ Công ty; Decree 155-2020/NĐ-CP, Circular 121/-2020/TT-BTC;

c) According to the resolution of the General Meeting of Shareholders, the Company returns a portion of the contributed capital to the shareholders in proportion to their shareholding in the Company;

d) The Company repurchases issued shares (including treasury shares) in accordance with the provisions of the Enterprise Law and the Securities Law;

e) The charter capital is not fully and timely paid by the shareholders as prescribed by the Enterprise Law.

4. The forms of increasing the Charter Capital of the Company are as follows:[32]

a) Issuing new shares to raise additional capital in accordance with legal regulations;

b) Conversion of issued bonds into shares;

c) Retained earnings appropriation, other legitimate capital sources as regulated by law;

d) Issuing shares to pay dividends, issuing bonus shares;

e) Conversion of debt into contributed capital under agreements between the Company and creditors;

f) Other forms as stipulated by law.

5. The General Meeting of Shareholders of the Company may decide on the reduction of Charter Capital, but it must ensure that it does not fall below the statutory capital level as prescribed by law and comply with the guidelines of the Enterprise Law, Securities Law, and related documents.

6. After changing the Charter Capital, the Company must announce the new Charter Capital in accordance with legal regulations; amend the Appendix of this Charter to be consistent with the new Charter Capital. The amendment of the Appendix due to the change in the Charter Capital level shall be carried out by the Board of Directors without the need for approval from the General Meeting of Shareholders.

Article 10. Founding Shareholders of the Company[33]

1. The name, address, the number of contributed shares upon the establishment of the Company, and other details regarding the founding shareholders as regulated by the Enterprise Law will be provided in the attached Appendix.

2. Restrictions on the rights of founding shareholders:

a) Founding shareholders of the Company are not allowed to transfer their shares within a period of 3 years from the date of issuance of the Certificate of Business Registration and Operation, except in cases of transfer to other founding shareholders within the Company.

Other shareholders, including members of the Board of Directors and shareholders holding the position of the Company's CEO/General Director, must also comply with these

[32] Article 123 Law on Enterprises and Decree No.155-2020/NĐ-CP

[33] Clause 4 Article 44, Article 22, 24-25, 31-32, 120 Enterprise Law; Article 74, 91, 118 Securities Law; Article 24, 33 Decree 156-2020/NĐ-CP; Article 32 Circular 96-2020/TT-BTC;

restrictions.

b) Founding shareholders are not entitled to receive dividends when the Company fails to fully settle outstanding debts and other asset obligations on time.

Article 11. Share Certificates[34]

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.
2. The Company issues share certificates to confirm the ownership rights of one or more shares of the Company through book-entry or electronic data. The share certificate must contain the following main contents:
   a) Name, enterprise identification number, and registered address of the Company;
   b) Quantity of shares and share type;
   c) Face value of each share and total face value of shares recorded on the certificate;
   d) Full name, contact address, nationality, citizen identification card number/ID card/Passport or other valid personal identification of individual shareholders; name, enterprise identification number or establishment decision number, legal documents number, registered address of organizational shareholders;
   e) Summary of share transfer procedures;
   f) Signature of the legal representative and seal of the Company (if any);
   g) Registration number in the Shareholder Registry Book of the Company and the Date of share issuance;
   h) Other contents as prescribed by the Enterprise Law for preferred shares.
3. In case of errors in the content and form of the share certificate issued by the Company, the rights and interests of the owner shall not be affected. The legal representative of the Company shall be responsible for the damages caused by such errors.
4. In case of lost, damaged, or destroyed share certificates in other forms, the Company shall reissue the share certificates upon the request of the shareholder:
   a) Share certificates that have been lost, damaged, or destroyed; in case of loss, a declaration must be made that a thorough search has been conducted, and if found, it will be returned to the Company for cancellation;
   b) Be responsible for any disputes arising from the issuance of new share certificates.

   For share certificates with a total face value above Ten million Vietnamese Dong (10,000,000 VND), prior to accepting the request for issuance of new share certificates, the legal representative of the Company may require the shareholder to publish a Notice regarding the lost, damaged, or destroyed share certificates, and after 15 days from the date of publication of the Notice, a request for the issuance of new share certificates will be made to the Company.

[34] Article 121 Enterprise Law

Article 12. Shareholders' Register[35]

1. The company must establish and maintain a Shareholders' Register in written form, electronic data, or both from the date the company is granted the License for Establishment and Operation.
2. The Shareholders' Register must contain the following essential information:
   a) Name, address of the company's head office;
   b) Full name, permanent address, nationality, ID card number, passport or other valid personal identification for individual shareholders; name, permanent address, nationality, decision of establishment or business registration number for institutional shareholders;
   c) Quantity of shares of each type held by each shareholder, date of share registration;
   d) Total number of shares eligible for offering, type of shares eligible for offering, and number of shares eligible for offering for each type;
   e) Total number of shares sold for each type and contributed share capital value.
3. The Shareholders' Register shall be kept at the company's head office or may be kept at the Vietnam Securities Depository or other organizations with the function of keeping the Shareholders' Register as prescribed. Shareholders have the right to inspect, inquire, or extract, copy the contents of the Shareholders' Register *(as stipulated in Article 22 of this Charter)* during the working hours of the company or the Vietnam Securities Depository, the authorized organizations, and in accordance with the provisions of the law.
4. Shareholders must promptly notify the company of any changes in their contact address for updating in the Shareholders' Register. The company shall not be responsible for the inability to contact shareholders due to failure to notify changes in the shareholders' contact address.
5. The company must promptly update changes in shareholders in the Shareholders' Register as required by related shareholders in accordance with the provisions of the company's Charter.

Article 13. Other Securities Certificates[36]

1. The company may issue other types of securities, including bonds, convertible bonds, and other types of bonds, in accordance with the regulations of the law and the company's.
2. Certificates of bonds or other securities of the company (excluding offering documents, temporary certificates, and similar documents) shall bear the company's seal and the specimen signature of the authorized representative as provided by the company's law, unless otherwise stipulated by the terms and conditions of issuance.
3. If the company fails to fully pay the principal and interest of the issued bonds, or fails to pay or incompletely pays the due debts for three (03) consecutive years, it shall not have the right to issue bonds, unless otherwise provided by the law.
4. The Board of Directors is responsible for reviewing, evaluating, and deciding on matters and content related to the issuance of bonds and other securities, performing information

[35] Article 122 Enterprise Law
[36] Sample Charter Circular 116-2020/TT-BTC, Article 8

disclosure, and reporting to the most recent General Shareholders' Meeting on the issuances as required by the law and internal regulations of the company.

5. In the event that a joint-stock company issues convertible bonds into shares, it shall follow the corresponding procedures and processes for share offerings as stipulated by the Enterprise Law, Securities Law, and other relevant laws and regulations. The company shall register the amendment of the charter capital in accordance with the relevant laws and regulations from the date of completion of the conversion of bonds into shares.

Article 14. Shares of the Company[37]

1. All shares of the Company under this Charter are common shares. Shareholders holding common shares are Ordinary Shareholders.
2. Saigon - Hanoi Securities Joint Stock Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
3. Each share of the same type confers equal rights, obligations, and benefits to its owner.
4. Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares according to the Resolution of the General Meeting of Shareholders.
5. Shares of the Company may be acquired in Vietnamese dong, the value of land use rights, and other assets as prescribed in the Company's Charter and in accordance with relevant laws and regulations.
6. In the case of capital contribution with the value of land use rights and other assets not in Vietnamese dong, freely convertible foreign currencies, or gold, those assets must be necessary for the Company's direct operations and must be approved by the General Meeting of Shareholders.

   The valuation and transfer of land use rights and ownership rights of assets shall be carried out in accordance with the provisions of the Enterprise Law and relevant laws and regulations.

Article 15. Share Offering

1. Share offering refers to the company increasing the number of shares authorized for sale and selling those shares during its operations to increase its charter capital.
2. Share offering can be carried out in one of the following forms:
   a) Offering to existing shareholders;
   b) Public offering;
   c) Private placement.
3. The share offering by the company shall comply with the provisions of the Enterprise Law, Securities Law, and relevant laws and regulations.
4. The company shall register the change in charter capital within the legal time frame and comply with the relevant legal regulations after completing the share offering, starting from the date of

[37] Article 114 Enterprise Law

completion of the share offering.

Article 16. Share Sale[38]

1. The Board of Directors determines the timing, method, and price for selling shares among the authorized shares. The sale price of shares must not be lower than the market price at the time of sale or the recorded value in the shareholder's book at the nearest time, except for cases as prescribed by law, including:
   a) Shares offered for the first time to non-founder shareholders;
   b) Shares offered for sale to all shareholders in proportion to their current shareholding in the company;
   c) Shares offered for sale to brokers or underwriters. In this case, the specific discount amount or discount rate must be approved by shareholders representing at least 65% of the total voting shares;
   d) Other cases as stipulated by the Securities Law and related documents.
2. Common shares must be offered for sale to existing shareholders in priority, in proportion to their respective ownership of common shares in the company, except when the General Meeting of Shareholders specifies otherwise. The company must announce the share sale, clearly stating the number of shares offered for sale and the appropriate registration period (minimum of 15 working days) for shareholders to register to purchase.

Article 17. Share Repurchase

1. Cases of share repurchase:
   - Repurchase upon the request of a shareholder.
   - Repurchase upon the request of the Company.
2. Share repurchase upon the request of a shareholder: [39]
   a) Shareholders who do not vote in favor of resolutions on the Company's reorganization or changes in the rights and obligations of shareholders specified in this Charter have the right to request the Company to repurchase their shares.

      The request must be in writing, stating the name, address of the shareholder, the quantity of shares of each type, the expected selling price, and the reason for the request for share repurchase. The request must be sent to the Company within 10 days from the date of the General Meeting of Shareholders adopting resolutions on matters specified in this clause.
   b) The Company must repurchase the shares upon the shareholder's request at the market price or a price calculated based on principles set by the Company within 90 days from the date of receiving the shareholder's request. In case an agreement on the price cannot be reached, the shareholder may sell the shares to others or select a professional valuation organization for the shareholder to choose, and the chosen valuation shall be final. The Company has the

[38] Article 125, 126 Enterprise Law
[39] Article 132 Enterprise Law

right to refuse repurchasing shares from the following entities[40]:

- Major shareholders, insiders, and related parties of insiders.
- Shares subject to transfer restrictions.

c) The Company can only repurchase shares if, immediately after fully paying for the repurchased shares, the Company still ensures the full payment of all debts and other property obligations[41].

3. Repurchase upon the request of the Company: The Company must comply with the conditions, ratios, and procedures prescribed by law when repurchasing its own shares.
4. Except for the cases specified in Clause 5 of this Article, the Company must carry out procedures to reduce its charter capital corresponding to the total value at face value of the shares repurchased within 10 days from the date of completing the share repurchase.
5. The Company is allowed to repurchase its own shares that have been issued and sold immediately after the repurchase in the following cases:
   - The Company repurchases its own shares to correct transaction errors or repurchases odd-lot shares.
   - The Company repurchases odd-lot shares according to plans to distribute dividends or plans to issue shares from owner's equity capital.
   - The Company repurchases odd-lot shares upon the request of shareholders.

Article 18. Share Transfer[42]

1. All shares can be freely transferred, except for shares that are restricted from transfer according to the provisions of the law and this Charter. Shares of the Company, when listed on the Stock Exchange, will be transferred in accordance with the regulations of the securities law and the stock market of the Stock Exchange.
2. Shares that have not been fully paid are not transferable and are not entitled to dividends.
3. The transfer of shares shall be conducted in writing, through contracts, or through transactions on the stock market, or through other methods as decided by the Company's Board of Directors. Shares of the Company, when listed on the Stock Exchange, will be transferred in accordance with the regulations of the securities law and the stock market.

   In the case of transfer through a contract, the transfer documents must be signed by the transferring party and the receiving party or their authorized representatives.

   In the case of transactions on the stock market, the procedures for transfer shall be carried out in accordance with the provisions of the securities law.
4. In cases where the Charter of the Company contains provisions restricting the transfer of shares, these provisions shall only be effective if clearly stated on the corresponding share

[40] Clause 4 Article 36 Securities Law

[41] Clause 1 Article 134 Enterprise Law

[42] Article 127; Article 111.1.d; Article 113.3.a; Article 113.3.b; Article 115.1.d ; Article 116.3 Enterprise Law; Article 9. Sample Charter Circular 116-2020/TT-BTC

certificates.

5. In the event that a Shareholder who is an individual passes away, the heir according to the will or the law of that Shareholder shall become a Shareholder of the Company.
6. In the event that the shares of a Shareholder who is an individual are inherited by no heir, the heir refuses to accept the inheritance, or is deprived of the right to inherit, the shares shall be handled in accordance with the provisions of the civil law.
7. Shareholders have the right to donate all or part of their shares in the Company to others or to use shares to repay debts. Individuals or organizations receiving shares as gifts or in debt repayment will become Shareholders of the Company.
8. In the event that a Shareholder transfers a portion of shares, the old shares will be canceled, and the Company will issue new shares to record the transferred shares and the remaining shares.
9. Individuals or organizations receiving shares in cases specified in this Article shall become Shareholders of the Company from the time their information is fully recorded in the Shareholder Register as prescribed in Clause 2, Article 122 of the Enterprise Law.
10. The Company must register changes in Shareholders in the Shareholder Register at the request of a related Shareholder within 24 hours from the receipt of the request in accordance with the provisions of the Company's Charter

Article 19. Share Recapture (for cases of business registration)[43]

1. In the event that a Shareholder fails to fully and timely pay the required amount for purchasing shares, the Board of Directors shall notify and have the right to demand the Shareholder to make the remaining payment along with interest on that amount and any expenses incurred due to the non-payment, as regulated.

   The aforementioned payment notice must clearly state the new payment deadline (which must be a minimum of seven (07) days from the date of notification), the place of payment, and specify that in the event of non-compliance with the requirements, the remaining shares will be recaptured.

2. If the requirements specified in the aforementioned notice are not fulfilled, prior to making full payment of all required amounts, interest, and related expenses, the Board of Directors has the right to recapture those shares.

   The recapture shall include all declared dividends for the recaptured shares that have not been actually disbursed until the time of recapture. The Board of Directors may accept the delivery of the recaptured shares as stipulated in Clauses 3, 4, and 5 of these Articles, and in other cases provided for in this Charter.

3. The recaptured shares shall become the company's assets and shall be considered shares eligible for sale as regulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or through authorization sell, redistribute, or settle them to the previous shareholder of the recaptured shares or other parties under conditions and methods deemed

[43] Article 10 Sample Charter Circular 116-2020/TT-BTC; Clause 3 Article 112 Enterprise Law

appropriate by the Board of Directors.

4. The shareholder holding the recaptured shares must relinquish their shareholder status with respect to those shares but is still obligated to pay all related amounts along with interest at a rate determined by the Board of Directors (but not exceeding 10% per annum) and is liable for the total face value of the registered shares purchased concerning the financial obligations of the company arising from the time of recapture until the payment is made, as determined by the Board of Directors.

   The Board of Directors has the full authority to decide on the enforcement of full payment of the share value at the time of recapture or may waive or reduce the payment of all or part of that amount.

   The recapture notice shall be sent to the holder of the recaptured shares prior to the recapture. The recapture remains valid even in cases of errors or negligence in sending the notice.

CHAPTER IV

ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 20. Organizational Structure, Governance, and Control

1. The management bodies of the Company include:
   a) The General Meeting of Shareholders;
   b) The Board of Directors, The Audit Committee under The Board of Directors;
   c) The Chief Executive Officer.
2. The main organizational structure of the Company includes the following components:
   a) Head office;
   b) Branches, representative offices, and subsidiary companies;
   c) Trading departments.
3. The Company is allowed to establish branches, representative offices, trading departments, and subsidiary companies when necessary and permitted by law. The organizational structure of these units will be determined by the Board of Directors in accordance with legal regulations.
4. The support staff for the Chief Executive Officer includes:
   a) Deputy Chief Executive Officers;
   b) Chief Accountant;
   c) Departments and business units;
   d) Internal control department.

CHAPTER V

SHAREHOLDERS, GENERAL MEETING OF SHAREHOLDERS

Article 21. Shareholders of the Company

1. Shareholders are the owners of the Company and have corresponding rights and obligations based on the number and type of shares they own. Shareholders are only liable for the debts and other asset obligations of the Company within the extent of the capital they have contributed to the Company.
2. Ownership of shares and all other lawful rights of shareholders are protected by law.
3. Shareholders are officially recognized upon full payment for the purchase of shares or the transfer of ownership rights or the legal inheritance of shares, and their names are recorded in the Shareholders' Register of the Company.
4. The appointment of a representative on behalf of a shareholder at the Company is carried out in accordance with Article 14 of the Enterprise Law and relevant provisions of the law.
5. Failure to settle debts, commit crimes, or decease by shareholders does not affect the operations of the Company.
6. Restrictions on share ownership for shareholders of the Company must comply with relevant legal regulations.

Article 22. Shareholders' Rights[44]

1. Shareholders holding common shares have the following rights:
   a) Attend and express opinions at the General Shareholders' Meeting, exercise voting rights directly or through authorized representatives. Each common share is entitled to one voting right.
   b) Nominate or propose candidates for the Board of Directors as stipulated in this Charter and relevant legal regulations.
   c) Receive dividends according to the resolutions of the General Shareholders' Meeting.
   d) Freely transfer fully paid shares in accordance with this Charter and current laws, except for cases specified in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law, and other relevant legal regulations.
   e) Enjoy priority to purchase newly issued shares corresponding to the proportion of common shares they own.
   f) Receive information about the Company's operations as stipulated in this Charter and relevant legal regulations.
   g) Review, access, and extract information regarding their names and contact addresses in the list of voting shareholders; request the correction of their inaccurate information.
   h) Review, access, extract, or make copies of the Company's Charter, minutes of General

[44] Article 115 Enterprise Law; Article 12 Sample Charter Circular 116-2020/TT-BTC

Shareholders' Meetings, and resolutions of the General Shareholders' Meeting.

i) In the event of the Company's dissolution or bankruptcy, receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid its debts and other shareholders according to legal regulations.

j) Request the Company to repurchase their shares in cases stipulated in this Charter and the Enterprise Law.

k) Other rights as stipulated in this Charter and the law.

2. In addition to the rights and regulations mentioned above, Shareholders or a group of Shareholders holding 5% or more of the total common shares have the following rights:

a) Access, search, extract records and resolutions, decisions of the Board of Directors, interim and annual financial reports, reports the Supervisory Board/Board of Supervisors, contracts, transactions that must go through the Board of Directors, and other documents, except for documents related to the trade secrets, business secrets of the Company.

b) Request the convocation of the General Meeting of Shareholders in cases specified in Clause 3 of this Article and Clause 3 of Article 115 of the Enterprise Law.

c) Propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, quantity of each type of shares held by the shareholder, and the matter proposed to be included in the agenda.

d) Other rights as prescribed by law and the Company's Charter.

3. Shareholders or shareholder groups specified in Clause 2 of this provision have the right to request the convening of a General Shareholders' Meeting in the following cases:

a) The Board of Directors seriously violates the rights of shareholders, the obligations of management, or makes decisions beyond its delegated authority;

b) Other cases as stipulated in the Company's Charter.

c) The request to convene a General Shareholders' Meeting as prescribed in Clause 3 of this provision must be made in writing and must include the following information: full name, address, contact information, nationality, and legal identification documents for individual shareholders; name, business registration number or legal identification documents, and head office address for organizational shareholders; the number of shares and the registration date of each shareholder's shares, the total number of shares held by the shareholder group, and the proportion of ownership in the total shares of the Company; the basis, reasons, and purpose of the request to convene a General Shareholders' Meeting. The document must have the sufficient signatures of the relevant shareholders or the request document must be made in multiple copies and must have the collective signatures of the related shareholders. The request to convene a meeting must be accompanied by documents and evidence of the violations committed by the Board of Directors, the extent of the violations, or the decisions made beyond its delegated authority.

4. Shareholders or groups of shareholders owning 10% or more of the total outstanding common shares have the right to nominate individuals to the Board of Directors and the Supervisory

Board/Board of Supervisors.

The nomination of individuals to the Board of Directors is carried out as follows:

a) Ordinary shareholders forming a group to nominate individuals to the Board of Directors must notify the holding of the group meeting to shareholders attending the General Shareholders' Meeting before its commencement.

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders stipulated in this provision have the right to nominate one or several individuals as candidates for the Board of Directors, as decided by the General Shareholders' Meeting.

5. **Shareholders' Rights to Attend General Meetings:**

a) Shareholders are entitled to attend and vote at general meetings under the following circumstances:

- Attending and voting in person at the meeting.
- Authorizing another person to attend and vote at the meeting.
- Attending and voting through online conferences, electronic voting, or other electronic means.
- Sending voting cards/proxies to the meeting via mail, fax, or email.

b) In case shares are transferred between the completion date of the shareholder attendance list and the opening date of the general meeting, the right to attend the general meeting shall be transferred to the transferee for the transferred shares, in accordance with relevant legal regulations.

6. **The right to file a lawsuit against members of the Board of Directors and the CEO/General Director**[45]

a) Shareholders or groups of shareholders owning at least 01% of ordinary shares have the right to initiate individual or collective lawsuits against the BOD membersand the CEO/GENERAL DIRECTOR to demand restitution of benefits or compensation for damages to the company or others in the following cases:

- Violation of the responsibilities of company managers as stipulated in Article 165 of the Enterprise Law;
- Failure to perform, incomplete performance, delayed performance, or performance contrary to the provisions of the law or the company's Charter, resolutions, and decisions of the Board of Directors regarding rights and obligations entrusted;
- Abuse of position, office, and the use of information, secrets, business opportunities, and other assets of the company for personal gain or to serve the interests of other organizations or individuals;
- Other cases as stipulated by law and the company's Charter.

[45] Article 166 Enterprise Law

b) The sequence and procedures for litigation shall be carried out in accordance with the provisions of civil litigation law. The costs of initiating a lawsuit, in the case of shareholders or groups of shareholders filing a lawsuit on behalf of the company, shall be borne by the company, except when the lawsuit request is denied.

c) Shareholders or groups of shareholders initiating a lawsuit have the right to examine, search for, and obtain necessary information according to the decision of the Court or Arbitration before or during the litigation process.

Article 23. Shareholders' Obligations[46]

1. Ordinary shareholders of the Company have the following obligations:

a) Comply with the Company's Charter and its Regulations and Rules; comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

b) Make full payment for registered shares according to regulations and take legal responsibility for the legality of the capital used to purchase shares;

c) Not withdraw the contributed capital in the form of ordinary shares from the Company, except when the Company or another party repurchases the shares. In case a shareholder withdraws a part or the entire contributed capital contrary to this provision, the Board of Directors and the General Director/CEO of the Company shall jointly assume joint liability for the debts and other asset obligations of the Company within the value of the withdrawn shares;

d) Provide accurate addresses when registering to purchase shares;

e) Protect the reputation, assets, and interests of the Company and keep confidential the Company's activities; safeguard the information provided by the Company in accordance with the Company's Charter and the law; use the information provided only to exercise and protect their legitimate rights and interests; prohibit the dissemination or reproduction of the information provided by the Company to other organizations or individuals;

f) Bear the risks of losses and assume responsibility for debts and asset obligations of the Company within the scope of the contributed capital;

g) Take personal responsibility when acting on behalf of the Company in any form to carry out one of the following actions:

- Violate the law;
- Conduct business and other transactions for the benefit of or to serve the interests of other organizations or individuals;
- Prepay debts before they become due, in the face of potential financial risks to the Company.

2. In addition to the obligations of shareholders stipulated in clause 1 of this Article, internal

[46] Article 119 Enterprise Law

shareholders, shareholders owning 5% (five percent) or more of the total ordinary shares of the Company, are considered major shareholders and must fulfill the obligation to disclose information as a major shareholder according to the regulations of the law, for the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed.

3. Shareholders owning 10% (ten percent) or more of the Company's charter capital and related parties shall not own more than 5% (five percent) of the charter capital of another securities company, nor exploit their advantage to harm the rights and interests of the Company and other shareholders.
4. Fulfill other obligations as stipulated by the current laws.

Article 24. Shareholders' General Meeting

1. The Shareholders' General Meeting consists of all shareholders with voting rights and is the highest decision-making body of the Company.
2. The Shareholders' General Meeting convenes annually within four (04) months from the end of the fiscal year.

   The Board of Directors may decide to extend the convening of the Annual General Meeting if necessary, but not more than six (06) months from the end of the fiscal year.

   This extension must be reported to the State Securities Commission.[47]
3. In addition to the annual meeting, the General Shareholders' Meeting may hold extraordinary meetings in the following cases:
   a) The Board of Directors deems it necessary for the interests of the Company;
   b) The number of remaining BOD's members and Independent BOD's members is less than the minimum number required by law;
   c) Upon the request of a shareholder or a group of shareholders as specified in Article 22, Clause 2 of this Charter. The request to convene the General Shareholders' Meeting must be in writing, stating the reasons and purpose of the meeting, and must bear the sufficient signatures of the relevant shareholders, or the written request must be prepared in multiple copies and contain the sufficient signatures of the related shareholders;
   d) Other cases as prescribed by law and this Charter.
4. The Annual General Shareholders' Meeting decides on matters as prescribed by law and the Company's Charter, especially through the approval of the audited annual financial report.
5. The Shareholders' General Meeting discussed and approved the following issues[48]:
   a) The annual business plan of the company.
   b) The audited annual financial report.

      In case the audited financial report of the company contains significant exceptions,

[47] Article 139 Enterprise Law
[48] Article 139 Enterprise Law

contradictory audit opinions, or refusals, the company must invite the approved auditing organization to conduct the audit of the financial report at the Annual General Meeting, and the authorized representative of the auditing organization must attend the Annual General Meeting[49];.

c) The report of the Board of Directors on the administration and performance of the Board of Directors and its members.

d) The performance report of BOD's member in the Audit Committee.

e) The dividend rate for each type of share.

f) The number of BOD members.

g) The election, exemption, and dismissal of BOD members.

h) The decision on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors.

i) Approval of the list of approved auditing firms; decision on the approved auditing firm to perform the examination of the company's operations when necessary.

j) Amendment and supplementation of the company's Charter.

k) The issuance of new shares and the transfer of shares of founding members within the first three years from the date of establishment.

l) Division, splitting, merger, consolidation, or conversion of the company.

m) Decision on investment or sale of assets with a value of 35% or more of the total asset value recorded in the latest financial report of the company.

n) Decision on the repurchase of issued shares, except in cases not requiring the approval of the General Meeting of Shareholders under the provisions of the law.

o) Contracts and other transactions specified in Clause 3, Article 60 of this Charter.

p) Approval of the internal governance regulations of the company, the operating regulations of the Board of Directors[50].

q) Other issues as stipulated by the law and this Charter.

6. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

7. The procedures for organizing the General Meeting of Shareholders shall be carried out in accordance with the provisions in Clause 5, Article 140 of the Enterprise Law.

Article 25. Rights and obligations of the General Shareholders' Meeting[51]

1. The General Shareholders' Meeting has the following rights and obligations:

a) Approving the development orientation of the Company.

[49] Article 14 Sample Charter Circular 116-2020/TT-BTC
[50] Article 287; Article 288 Decree 155-2020/NĐ-CP; Article 15 Sample Charter Circular 116-2020/TT-BTC
[51] Article 138 Enterprise Law

b) Deciding on the types of shares and the total number of shares of each type eligible for offering; determining the annual dividend rate for each type of shares.

c) Electing, dismissing, and removing members of the Board of Directors.

d) Deciding on investments or sales of assets with a value of 35% or more of the total value of assets stated in the most recent financial statements of the Company.

e) Amending and supplementing the Company's Charter.

f) Approving the annual financial reports.

g) Deciding on the repurchase of issued shares, except for cases not requiring the approval of the General Shareholders' Meeting as stipulated by law.

h) Reviewing and addressing violations committed by BOD members which cause damage to the Company and its shareholders.

i) Deciding on the restructuring or dissolution of the Company.

j) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors.

k) Approving the internal governance regulations; regulations on the operation of the Board of Directors.

l) Approving the list of approved audit firms; deciding on the appointment of an audit firm to conduct audits of the Company, and dismissing an approved auditor when deemed necessary.

m) Other rights and obligations as stipulated by the Enterprise Law, securities laws, and the Company's Charter.

2. The General Shareholders' Meeting may delegate authority to the Board of Directors to decide on matters within the scope of authority of the General Shareholders' Meeting, in accordance with this Charter and the provisions of the law.

Article 26. Authorization to attend the Shareholders' General Meeting[52]

1. Shareholders or their authorized representatives, who are organizations, may delegate one or more individuals or organizations to attend the General Meeting through one of the forms specified in point a, clause 5 of this Article and clause 3 of Article 144 of the Enterprise Law.
2. The delegation of individuals or organizations to represent and attend the Shareholders' General Meeting, as stipulated in this clause, must be in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares delegated, the content and scope of the authorization, the term of the authorization, the signature of the authorizing party, and the signature of the authorized party.
3. The authorized person attending the Shareholders' General Meeting must submit the authorization document when registering to attend. In the case of reauthorization, the attendee

[52] Article 144 Enterprise Law; Article 16 Circular 116-2020/TT-BTC

must present the original authorization document of the shareholder or the authorized representative of the shareholder, who is an organization (if not previously registered with the Company).

4. The voting ballot of the authorized person attending the meeting within the delegated scope shall remain valid in the event of any of the following cases, except for the case:

   a) The authorizing person has died, has limited capacity for civil acts, or has lost capacity for civil acts.

   b) The authorizing person has revoked the authorization.

   c) The authorizing person has revoked the authority of the person executing the authorization.

   This provision does not apply in cases where the Company has received notice of any of the above events before the opening time of the Shareholders' General Meeting or before the meeting is reconvened.

5. In the case where a lawyer signs the proxy on behalf of the authorizing person, the appointment of the representative in this case shall only be considered valid if the proxy document is presented along with the authorization letter to the lawyer or a valid copy of that authorization letter.

Article 27. Changes to Special Rights

1. The change or cancellation of special rights attached to a class of preferred shares becomes effective when approved by shareholders representing 65% or more of the total voting shares of all participating shareholders at the meeting.
2. Resolutions of the General Meeting of Shareholders regarding changes that adversely affect the rights and obligations of shareholders holding preferred shares can only be passed if the shareholders of the same class, who own 75% or more of the total shares of that class, agree or if the shareholders of the same class, who own 75% or more of the total shares of that class, agree in the case of resolutions passed in writing.
3. The organization of a meeting of shareholders holding a class of preferred shares to approve the aforementioned rights changes is only valid if there are a minimum of 02 shareholders (or their authorized representatives) and they collectively hold at least 1/3 of the par value of the issued shares of that class.
4. If there is an insufficient number of delegates as mentioned above, the meeting shall be rescheduled within 30 days, and the shareholders holding shares of that class (regardless of the number of persons and shares) who are present in person or represented by authorized representatives shall be considered as sufficient representation.
5. At meetings of shareholders holding the mentioned class of preferred shares, the shareholders holding shares of that class who are present in person or represented by authorized representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.
6. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 28, 29, and 30 of this Charter.

7. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of shares with preferential rights regarding the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 28. Convocation of Meetings, Meeting Agenda, and Notice of Shareholders' General Meeting[53]

1. Convocation of Annual Shareholders' General Meeting: The Board of Directors shall convene the Annual Shareholders' General Meeting and select an appropriate venue.
2. Convocation of Extraordinary Shareholders' General Meeting:
   a) The Board of Directors must convene the Extraordinary Shareholders' General Meeting within 30 days from the date when the number of Board members, independent Board members as stipulated in point b, clause 3, Article 24 of these Charter or upon receipt of a request as stipulated in points c and d, clause 3, Article 24 of these Charter.
   b) If the Board of Directors fails to convene the Shareholders' General Meeting as stipulated in point a of this clause, then within the next 30 days, then the shareholder or group of shareholders as stipulated in clause 2, Article 22 of this Charter has the right to request the Company's representative to convene the Shareholders' General Meeting as stipulated in the Enterprise Law.

      In this case, the shareholder or group of shareholders convening the Shareholders' General Meeting may request the business registration authority to supervise the procedures, formalities, conduct the meeting, and make decisions of the Shareholders' General Meeting. All costs related to the convocation and conduct of the Shareholders' General Meeting shall be reimbursed by the Company.

      These costs do not include expenses incurred by shareholders when attending the Shareholders' General Meeting, including expenses for meals and transportation.
3. Procedures for organizing the General Meeting of Shareholders shall comply with the provisions in Article 140, Clause 5 of the Law on Enterprises.
4. The person convening the General Meeting of Shareholders in accordance with these Charter must perform the following tasks:
   a) Comply with legal regulations and instructions of the State Securities Commission, Stock Exchange, and Securities Depository Center regarding the preparation, disclosure of information, and organization of the General Meeting of Shareholders.
   b) Prepare a list of eligible shareholders to attend and vote at the General Meeting of Shareholders. The list of shareholders with the right to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the meeting invitation. The company must disclose information about the preparation of the list of shareholders with the right to attend the General Meeting of Shareholders at least 20 days before the deadline for registration.

[53] Article 141, 142 Enterprise Law; Article 14 Sample Charter Circular 116-2020/TT-BTC

c) Prepare the agenda and content of the meeting.

d) Prepare documents for the meeting.

e) Draft the resolutions of the General Meeting of Shareholders based on the expected content of the meeting.

f) Determine the time and venue for the meeting.

g) Notify and send the meeting invitation to all shareholders with the right to attend.

h) Perform other tasks to serve the meeting.

5. The venue for the General Meeting of Shareholders must be within the territory of Vietnam. In case the General Meeting of Shareholders is held simultaneously at multiple locations, the venue for the meeting shall be determined as the place where the presiding person attends the meeting.

6. The notice convening the Shareholders' General Meeting shall be sent to all shareholders through methods ensuring delivery to the shareholders' contact address, and also be publicly disclosed on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading.

   In the case where a shareholder has provided the Company with a fax number or email address in writing, the notice convening the Shareholders' General Meeting may be sent to that fax number or email address.

   In the case where a shareholder is an employee of the Company, the notice may be enclosed in a sealed envelope and delivered to them personally at their workplace.

7. The convener of the Shareholders' General Meeting must send the notice convening the meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (counted from the date the notice is sent or validly transferred).

8. The notice convening the Shareholders' General Meeting must include the name, head office address, enterprise code; the name, contact address of the shareholders, time, venue of the meeting, and other requirements for the attendees. The notice must be accompanied by the documents specified in this Article 9.

9. The agenda of the Shareholders' General Meeting, as well as the related documents regarding the issues to be voted on at the meeting, shall be sent to the shareholders and/or posted on the Company's website. The mailing of meeting documents accompanying the notice may be replaced by posting them on the Company's website. In this case, the notice convening the meeting must clearly state the link to access all meeting documents, including:

   a) The meeting agenda and the documents to be used at the meeting;

   b) The list and detailed information of candidates in the case of electing members of the Board of Directors;

   c) Ballot papers;

   d) Draft resolutions for each item on the agenda.

10. Shareholders or groups of shareholders as stipulated in Clause 2 of Article 22 of this Charter have the right to propose issues to be included in the agenda of the Shareholders' General Meeting.

    Proposals must be in writing and must be sent to the Company no later than 5 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the quantity of each type of shares held by the shareholder, and the proposed issue to be included in the agenda.

11. The convener of the Shareholders' General Meeting has the right to reject proposals as stipulated in Clause 10 of this Article if they fall into one of the following cases:

    a) The proposal is sent late, incomplete, or does not meet the content requirements specified in Clause 10 of this Article;

    b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2 of Article 22 of this Charter;

    c) The proposed issue is beyond the authority of the Shareholders' General Meeting to discuss and decide;

    d) Other cases as prescribed by law and this Charter.

12. The convener of the Shareholders' General Meeting must accept and include the proposals as stipulated by the shareholders or groups of shareholders in Clause 10 of this Article in the planned agenda and content of the meeting, except in cases specified in Clause 11 of this Article.

    The proposal shall be officially added to the agenda and content of the meeting if approved by the Shareholders' General Meeting.

Article 29. Conditions for convening the General Meeting of Shareholders[54]

1. The General Meeting of Shareholders shall be convened when the number of attending shareholders representing over 50% of the total voting shares.
2. In case the first meeting does not meet the conditions stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the scheduled date of the first meeting.
3. The second General Meeting of Shareholders shall be convened when the number of attending shareholders representing 33% or more of the total voting shares.
4. In case the second meeting does not meet the conditions stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the scheduled date of the second meeting.
5. The third General Meeting of Shareholders shall be convened regardless of the total voting shares of the attending shareholders.
6. Only the General Meeting of Shareholders has the authority to decide on changes to the agenda

[54] Article 145 Enterprise Law; Article 19 Circular 116-2020/TT-BTC

that were included in the accompanying notice of the meeting.

Article 30. Procedure for conducting meetings and voting at the General Shareholders' Meeting

1. Prior to the commencement of the General Shareholders' Meeting, shareholder registration must be carried out:

   a) On the day of the General Shareholders' Meeting, the company shall proceed with shareholder registration and continue registration until all shareholders with the right to attend the meeting have completed registration.

   b) During the shareholder registration process, the company shall provide each shareholder or authorized representative with a Voting Card/Voting Ticket, which includes the registration number, name of the shareholder, name of the authorized representative, and the shareholder's voting shares.

   c) Shareholders or authorized representatives who arrive late to the General Shareholders' Meeting have the right to register and immediately participate and vote at the Meeting. The Chairperson is not responsible for stopping the Meeting to allow late-arriving shareholders to register, and the validity of the previously voted matters before the late-arriving shareholder's participation shall not be affected or changed.

2. The appointment of the Chairman, Secretary, and Ballot/Vote Counting Committee is regulated as follows:

   a) The Chairman of the Board of Directors acts as the Chairperson or delegates another member of the Board of Directors to act as the Chairperson of the General Shareholders' Meeting convened by the Board of Directors.

      In the event that the Chairman of the Board of Directors is absent or temporarily unable to perform the duties, the remaining BOD members shall elect one of them as the Chairperson based on the majority principle.

      If no Chairperson can be elected, the Chief Supervisor shall act as the Chairperson of the General Shareholders' Meeting, and the person with the highest number of votes shall act as the Chairperson of the Meeting.

   b) Except as provided in point (a) above, the person who issues the notice convening the General Shareholders' Meeting shall preside over the Meeting and the person with the biggest number of votes shall act as the Chairperson of the Meeting.

   c) The Chairperson appoints one or several individuals as Secretary of the Meeting.

   d) The General Shareholders' Meeting elects one or several individuals to the Ballot/Vote Counting Committee based on the proposal of the Chairperson.

3. The agenda and content of the Meeting must be approved by the General Shareholders' Meeting during the opening session. The agenda must specify the time allocated for each item in the agenda.

4. The Chairperson has the authority to take necessary and reasonable measures to conduct the Meeting in an orderly manner, in accordance with the approved agenda and reflecting the

majority's wishes.

5. The General Shareholders' Meeting discusses and votes on each item in the agenda. Voting is conducted through affirmative, negative, or abstaining votes. The voting results are announced by the Chairperson immediately before the Meeting concludes.
6. The person convening the Meeting or the Chairperson of the General Shareholders' Meeting has the following rights:
   a) Requesting all attendees to undergo inspection or other lawful and reasonable security measures.
   b) Requesting the competent authority to maintain order at the Meeting; expelling those who do not comply with the Chairperson's authority, deliberately disrupt the order, impede the normal progress of the Meeting, or fail to comply with security inspection requirements from the General Shareholders' Meeting.
7. The chairman has the right to postpone the General Shareholders' Meeting when the maximum number of registered attendees is reached, not exceeding 3 working days from the scheduled opening date of the meeting. The meeting can only be postponed or the venue changed in the following cases:
   a) The meeting venue does not have sufficient seating capacity for all attendees.
   b) The information facilities at the meeting venue do not ensure the participation, discussion, and voting of shareholders.
   c) There are attendees who obstruct or disrupt the order and pose a risk to conducting the meeting in a fair and legal manner.
8. In case the chairman postpones or suspends the General Shareholders' Meeting contrary to the provisions in clause 7, the General Shareholders' Meeting shall elect another person from among the attendees to replace the chairman and conduct the meeting until its conclusion. All resolutions passed at that meeting shall be effective and enforceable.
9. The Board of Directors has the right to request shareholders or authorized representatives attending the General Shareholders' Meeting to undergo inspection or security measures deemed appropriate by the Board of Directors. In the event that a shareholder or authorized representative refuses to comply with the above provisions on inspection or security measures, the Board of Directors, after careful consideration and evaluation, may reject or expel such shareholder or representative from participating in the meeting.
10. The Board of Directors, after careful consideration, may take appropriate measures to:
    a) Adjust the number of people present at the main venue of the General Shareholders' Meeting.
    b) Ensure the safety of everyone present at that venue.
    c) Facilitate shareholder participation (or continued participation) in the General Meeting. The Board of Directors has full authority to change the above measures and apply all necessary measures if deemed necessary. The applied measures may include issuing tickets at the entrance or using other selected forms.

11. In the event that the aforementioned measures are applied at the General Shareholders' Meeting, the Board of Directors, when determining the meeting venue, may:
    a) Announce that the meeting will be held at the location stated in the Notice, and the chairman of the meeting will be present there ("Main Venue of the Meeting").
    b) Arrange and organize for shareholders or authorized representatives who cannot attend the meeting under this provision or those who wish to participate at a different location from the main venue of the meeting to simultaneously attend the General Meeting.

    The announcement of the organization of the meeting does not need to provide detailed information on the measures taken under this provision.
12. In this Charter (unless otherwise required by circumstances), all shareholders shall be deemed to participate in the General Meeting at the Main Venue of the Meeting.
13. In the event that the company applies modern technology to organize the General Shareholders' Meeting through online conferencing, the company is responsible for ensuring that shareholders can participate and vote through electronic voting or other electronic forms as prescribed by law and this Charter. The Board of Directors is responsible for developing the Regulations for organizing online General Shareholders' Meetings, electronic voting, or other electronic forms to be approved by the General Shareholders' Meeting.

Article 31. Conditions for Resolutions of the General Meeting of Shareholders to be adopted[55]

1. The General Meeting of Shareholders may adopt decisions within its authority through the following voting methods:
    a) Voting at the meeting in person and/or online;
    b) Voting by written opinion;
    c) Voting by other methods as prescribed by law.
2. Resolutions on the following matters shall be adopted if they receive at least 65% or more of the total votes cast by all attending and voting shareholders at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:
    a) Type of shares and total number of shares of each type;
    b) Change of industry, profession, and business sector;
    c) Change in the organizational structure of the Company's management;
    d) Investment projects or sale of assets with a value equal to or greater than 35% of the total value of assets stated in the most recent financial statements of the Company;
    e) Restructuring or dissolution of the Company.
3. Other resolutions shall be adopted when they receive over 50% of the total votes cast by all attending and voting shareholders at the meeting, except as provided in Clause 2 of this Article

[55] Article 147-148 Enterprise Law; Article 21 Sample Charter Circular 116-2020/TT-BTC

and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

4. In the case of adopting resolutions by written opinion, the resolution of the General Meeting of Shareholders shall be adopted if it receives over 50% of the total votes cast by all shareholders entitled to vote and consenting to the resolution.

5. The election of BOD members must be conducted through cumulative voting, where each Shareholder's total voting rights correspond to their total ownership stake multiplied by the number of members to be elected to the Board of Directors. Shareholders have the right to allocate all or a portion of their voting rights to one or more candidates.

   The elected members of the Board of Directors are determined based on the number of votes received, starting from the candidate with the highest number of votes and continuing until the required number of members is reached.

   In the event that two or more candidates receive an equal number of votes for the final member of the Board of Directors, a re-election will be conducted among the candidates with an equal number of votes, or a selection will be made based on the criteria specified in the election regulations or the Company's Charter.

6. The number of votes for each Shareholder with voting rights or their authorized representative is determined by the number of shares owned by that Shareholder.

7. Resolutions of the General Meeting of Shareholders must be notified to Shareholders with the right to attend the General Meeting of Shareholders within a period of 15 days from the date the resolution is passed. In the case of the company having an electronic information page, the notification of resolutions can be replaced by posting them on the company's electronic information page.

Article 32. Authority and Procedures for Obtaining Shareholders' Written Opinions to Approve Resolutions of the General Meeting of Shareholders

1. The Board of Directors has the authority to obtain shareholders' written opinions to approve resolutions of the Shareholders' General Meeting at any time if deemed necessary for the company's interests.

2. The Board of Directors prepares a Form for Obtaining Opinions, a draft resolution of the Shareholders' General Meeting, explanatory documents for the draft resolution, and sends them to all shareholders entitled to vote no later than 10 days before the deadline for returning the Form for Obtaining Opinions. The preparation of the shareholder list for sending the Form for Obtaining Opinions shall comply with the provisions of point b, clause 4 of Article 28 of the Charter. The requirements and rights to register for attendance, the method of sending the Form for Obtaining Opinions and accompanying documents shall be carried out in accordance with the provisions of Clauses 6 to 9 of Article 28 of this Charter.

3. The Form for Obtaining Opinions must include the following main contents:

   a) Name, registered address, company code;

   b) Purpose of obtaining opinions;

   c) Full name, contact address, nationality, legal identification documents of individuals who

are shareholders; name, business code, or legal identification documents for organizations who are shareholders, registered address for organizations who are shareholders, or full name, contact address, nationality, legal identification documents of individuals who are representatives of organizations; number of shares of each type and the number of voting rights of the shareholders;

d) Issues on which opinions are sought for approval;

e) Voting options including approval, disapproval, and no opinion for each issue seeking opinions;

f) Deadline for returning the Form for Obtaining Opinions that has been answered;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders can submit their responded Voting Ballots/Form for Obtaining Opinions to the Company through one of the following methods:

a) By mail: The responded Voting Ballot/Form for Obtaining Opinions must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The Voting Ballot/Form for Obtaining Opinions should be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting.

b) By fax or email: If the respondedVoting Ballot/Form for Obtaining Opinions is sent to the Company via fax or email, it must be kept confidential until the vote counting.

5. The responded Voting Ballot/Form for Obtaining Opinions that are sent to the Company after the specified deadline mentioned in the Voting Ballot/Form for Obtaining Opinions or have been opened in the case of mailing or disclosed in the case of fax or email shall be deemed invalid. Voting Ballots/ Form for Obtaining Opinions that are not received will be considered as non-participating ballots.

6. The Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the witness of the Supervisory Board/Board of Supervisors or shareholders who do not hold managerial positions in the Company. The vote counting minutes must contain the following essential information:

a) Name, address of the Company's head office, and the Company's identification number.

b) Purpose and issues requiring opinions for approval.

c) Total number of shareholders with the total number of voting ballots participated in the voting, distinguishing valid voting ballots from invalid ones, and the method of submitting Voting Ballots/Form for Obtaining Opinions, along with an appendix of the list of shareholders participating in the voting.

d) Total number of affirmative, negative, and abstained votes for each issue.

e) Issues that have been approved and the corresponding approval rate.

f) Names and signatures of the Chairman of the Board of Directors, vote counters, and vote monitoring supervisors.

7. Members of the Board of Directors, vote counters, and vote supervising individuals are jointly

responsible for the accuracy and integrity of the Voting Minutes and bear joint responsibility for any damages arising from decisions passed through inaccurate or unreliable voting.

8. The Voting Minutes, recording the voting results, must be sent to the Shareholders within a period of fifteen (15) days from the end of the voting.
9. In the case that the company has an electronic information page, the delivery of the Voting Minutes can be replaced by posting them on the company's electronic information page within 24 hours from the end of the voting.
10. The answered voting forms, Voting Minutes, the full text of the passed Resolutions, and related documents accompanying the voting forms must be kept at the main office of the company.
11. Resolutions passed through written shareholder voting have the same legal effect as resolutions passed at the General Shareholders' Meeting.

Article 33. Resolution, Minutes of Shareholders' Meeting[56]

1. The Shareholders' Meeting must be recorded in minutes, which may be audio recorded or recorded and stored in other electronic forms.

   The minutes must be prepared in Vietnamese and may also be prepared in foreign languages, and should include the following key contents:

   a) Name, address of the head office, and company code;

   b) Time and place of the Shareholders' Meeting;

   c) Agenda and content of the meeting;

   d) Name of the Chairperson and Secretary of the meeting;

   e) Summary of the proceedings of the meeting and opinions expressed at the Shareholders' Meeting on each item in the agenda;

   f) Number of shareholders and total number of voting shares of shareholders attending the meeting, attached with a list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and voting rights;

   g) Total number of votes for each voting issue, specifying the voting method, total number of votes in favor, against, and abstained; the corresponding percentage on the total number of votes of attending shareholders;

   h) Resolutions adopted and corresponding voting percentages;

   i) Name and signatures of the Chairperson and Secretary.

   j) In case the Chairperson or Secretary refuses to sign the minutes of the meeting, the minutes shall be valid if they are signed by all other BOD members or the Presiding Board attending the meeting, and contain all the required contents as prescribed in this clause. The minutes shall clearly state the refusal of the Chairperson or Secretary to sign the minutes of the

[56] Article 150 Enterprise Law; Article 23 Sample Charter Circular 116-2020/TT-BTC;

meeting.

2. The minutes of the Shareholders' General Meeting must be completed and approved before the end of the meeting.
3. The Chairman and Secretary of the meeting or any other person signing in the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.
4. The minutes prepared in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall apply.
5. The minutes of the Shareholders' General Meeting must be published on the Company's electronic information page in accordance with the legal regulations on information disclosure, and sent to all shareholders within a period of 15 days from the end of the meeting. The sending of the minutes of the Shareholders' General Meeting may be replaced by posting on the Company's electronic information page and/or publishing in a newspaper, depending on the conditions of the Company.
6. The attachment includes the list of registered shareholders attending the meeting, authorization documents for attending the meeting, relevant documents enclosed with the meeting invitation, the minutes of the meeting, and the adopted resolutions, and all attached documents (if any) must be kept at the Company.
7. The resolutions and minutes of the Shareholders' General Meeting, and all attached documents (if any), must be disclosed in accordance with the legal regulations on information disclosure in the securities market.
8. Validity of the Resolutions of the Shareholders' General Meeting:
   a) The resolutions of the Shareholders' General Meeting are effective from the date of approval or from the effective date stated in the resolution. The valid resolutions of the Shareholders' General Meeting are enforceable for all absent or dissenting shareholders.
   b) Resolutions of the Shareholders' General Meeting approved by 100% of the total voting shares are legally valid and effective, even if the procedure and formalities for approving the resolution are not followed as prescribed.
   c) In case a shareholder or a group of shareholders requests the Court or an Arbitral Tribunal to invalidate the resolutions of the Shareholders' General Meeting in accordance with the provisions of the Enterprise Law, those resolutions shall remain enforceable until the Court or Arbitral Tribunal issues a different decision, except in cases where temporary urgent measures are applied according to the decision of the competent

Article 34. Request for Annulment of Shareholders' General Meeting Resolutions[57]

Within a period of ninety (90) days from the date of receiving the General Meeting resolutions, the minutes of the Shareholders' General Meeting, or the voting result record of Shareholders'

[57] Article 151 Enterprise Law; Article 24 Sample Charter Circular 116-2020/TT-BTC

opinions as stipulated in Clause 2 of Article 22 of these Charter, Shareholders, groups of Shareholders as specified, have the right to request the Court or Arbitration to review and annul the resolutions or part of the content of the Shareholders' General Meeting resolutions in the following cases:

1. The procedures and formalities for convening the Shareholders' General Meeting are not carried out in accordance with the provisions of the Company's Charter and relevant laws, except in cases specified in point b, Clause 8 of Article 33 of these Charter.
2. The procedures, resolutions, decisions, and content of the resolutions or decisions violate the provisions of the law or the Company's .

In the event that the Shareholders' General Meeting resolutions are annulled by the decision of the Court or Arbitration, the convener of the Shareholders' General Meeting that has been annulled may consider organizing another General Meeting within a period of ninety (90) days following the prescribed procedures and formalities.

CHAPTER VI

BOARD OF DIRECTORS

Article 35. Nomination, candidacy, and election of members of the Board of Directors[58]

1. The election of BOD members is decided by the General Shareholders' Meeting through cumulative voting, dismissal, and removal according to the voting principle.
2. Principles of nomination and candidacy for the Board of Directors:
   a) Ordinary shareholders forming a group to nominate individuals for the Board of Directors must notify the group meeting to the attending shareholders before the opening of the General Shareholders' Meeting. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have the right to nominate one or more individuals as candidates for the Board of Directors according to the resolution of the General Shareholders' Meeting.
   b) Shareholders or groups of shareholders owning 10% or more of the total outstanding common shares on the record date of the General Shareholders' Meeting have the right to nominate candidates for the Board of Directors as regulated by the Enterprise Law and the Company's Charter;
      - Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares have the right to nominate a maximum of 01 member;
      - Shareholders or groups of uhwceholders holding from 20% to less than 30% of the voting shares have the right to nominate a maximum of 02 members;
      - Shareholders or groups of shareholders holding from 30% to less than 40% of the voting shares have the right to nominate 03 members;

[58] Article 115; 155 Enterprise Law; Article 25 Circular 116-2020/TT-BTC, Article 274 Decree 155-2020/NĐ-CP

- Shareholders or groups of shareholders holding from 40% to less than 50% of the voting shares have the right to nominate 04 members;
- Shareholders or groups of shareholders holding 50% or more of the voting shares have the right to nominate the expected number of members to be elected.

c) In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient for the required number of elections, the incumbent Board of Directors introduces additional candidates or other shareholders for nomination as specified in the Company's Charter, the Internal Governance Regulations of the Company, and the Operation Regulations of the Board of Directors.

d) The list of candidates for BOD members must be clearly announced and approved by the General Shareholders' Meeting before the election process, as regulated in Clause 5, Article 31 of this Charter.

3. In case a candidate for the Board of Directors has been identified, the company must disclose relevant information about the candidates at least 10 days prior to the opening date of the General Shareholders' Meeting on the company's website. This allows shareholders to learn about the candidates before voting.

4. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information. They must also commit to fulfill their duties honestly, diligently, and in the best interests of the company if elected as members of the Board of Directors. The disclosed information related to the candidates for the Board of Directors includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work experience;

d) Other management positions held (including other positions on the company's Board of Directors);

e) Related interests in the company and related parties of the company;

f) Other relevant information (if any) as specified in the company's Charter and regulatory authorities;

g) The company is responsible for disclosing information about companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and related interests in the company (if any).

5. BOD members must meet the standards and conditions specified in Clause 1, Clause 2 of Article 155 of the Enterprise Law and the company's Charter.

Article 36. Composition and Term of Members of the Board of Directors[59]

1. The term of the Board of Directors' members shall not exceed 05 years and can be reelected for an unlimited number of terms.
2. An individual can only be elected as an independent member of the Board of Directors of a company for a maximum of 02 consecutive terms.
3. In case all BOD members simultaneously finish their terms, they shall continue to serve as BOD members until new members are elected to replace and take over their duties.
4. The number of BOD members is five (05).
5. At least half (1/2) of the BOD members must have permanent residence in Vietnam.
6. The composition of the Board of Directors must ensure a balance between members with knowledge and experience in law, finance, and securities, ensuring the independence of the Board of Directors, maintaining a balance between executive and non-executive members, and having a sufficient number of independent members to ensure the independence of the Board of Directors.

   At least one-third (1/3) of the total number of BOD members must be non-executive members. The minimum number of non-executive BOD members is determined by rounding down.
7. There must be at least one independent member.
8. In case a member of the Board of Directors is appointed or replaced within the term, the term of that member shall be the remaining term of the Board of Directors.
9. The appointment of BOD members must be publicly announced in accordance with the regulations on disclosure of information in the securities market.

Article 37. Powers and obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company, with full authority to exercise all rights on behalf of the Company to decide on matters related to the purposes and interests of the Company, except for issues within the jurisdiction of the General Shareholders' Meeting. The Board of Directors is responsible to the shareholders for the results of the Company's operations.

   The business activities and operations of the Company must be managed or directed by the Board of Directors.
2. The powers and obligations of the Board of Directors are determined by laws, the Company's Charter, internal regulations of the Company, and resolutions of the General Shareholders' Meeting.

   Specifically, the Board of Directors has the following powers and responsibilities:

   a) Determine the medium-term development strategy, annual business plan, and the annual operating plan of the Company.

[59] Sample Charter Circular 116-2020 Article 26, Article 276 Decree 155-2020/NĐ-CP

b) Set the operational objectives based on the strategic objectives approved by the General Meeting of Shareholders.

c) Decide on the sale of unsold shares within the scope of the authorized shares for each type and decide on capital mobilization through other forms.

d) Assess, evaluate, and decide on issues and matters related to the issuance of bonds, other securities certificates, stocks, and other convertible securities of the Company.

e) Decide on the repurchase of shares (except in cases where the repurchase is within the authority of the General Meeting of Shareholders) or the retrieval of shares, the purchase price or the retrieval price of shares as prescribed in this Charter and relevant regulations of the law.

f) Decide on investment plans and investment projects within the authority and limits prescribed by law.

g) Determine market development, marketing, and technology solutions.

h) Approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total value of assets recorded in the most recent financial statements of the Company, except for contracts and transactions subject to the decision-making authority of the General Meeting of Shareholders as specified in Article 5, Clause 24 of this Charter.

i) Appointment, dismissal, and removal of the Chairman of the Board of Directors; appointment, dismissal, decision on contract signing, contract termination, commendation, disciplinary action, determination of salary, remuneration, bonuses, and other benefits for the General Director/CEO, Deputy General Director/CEO, Chief Accountant, Internal Governance staff, and other managerial officials of the Company within the authority of the Board of Directors as prescribed by law; appointment of representatives with delegated authority to participate in the Board of Members, Board of Directors, Board of Supervisors, Audit Committee, Executive Board, Board of Directors/Management, or Shareholders' General Meeting of other enterprises and organizations, and decisions on remuneration and benefits of these individuals;

j) Supervision and guidance of the General Director/CEO and other managers in the daily business operations of the Company;

k) Decision on organizational structure, internal management regulations of the Company, establishment of subsidiaries, branches, representative offices, and capital contribution, share purchase of other businesses[60];

l) Approval of programs and materials serving the Shareholders' General Meeting, summoning the Shareholders' General Meeting, or seeking opinions to pass resolutions at the Shareholders' General Meeting;

m) Issuance of documents under the authority of the Shareholders' General Meeting as approved by the Resolution of the General Meeting;

[60] Clause 2.1 Article 153 Enterprise Law

issuance of Labor Regulations, Regulations on the Organization and Operation of Committees, departments under the Board of Directors, and Regulations on information disclosure of the Company;

n) Management of the Company in accordance with the law and this Charter for the benefit of the Company and Shareholders;

o) Managing the Company's complaints against managerial personnel and deciding on the Company's representative to resolve legal procedures against those managerial personnel;

p) Allocation and use of funds, distribution of dividends according to the Resolution of the Shareholders' General Meeting;

q) Regarding contracts and transactions within the authority and approval of the Shareholders' General Meeting according to Articles 1 and 3 of Article 167 of the Enterprise Law, the Board of Directors shall decide on the execution, amendment, and termination of major contracts and transactions of the Company (including contracts, transactions for the purchase, sale, merger, acquisition of the Company, and joint ventures);

r) Appointment and dismissal of commercial representatives and lawyers authorized by the Company;

s) Decision on borrowing and the implementation of mortgages, guarantees, securities, and compensations of the Company;

t) Investments in fixed assets not included in the business plan and annual budget or investments in fixed assets exceeding 10% of the planned value and annual business budget approved by the Shareholders' General Meeting and as prescribed by law;

u) Evaluation of non-cash assets contributed to the Company, including gold, land use rights, intellectual property rights, technology, and technological know-how;

v) Decision on business issues or transactions that require the approval within the scope of its authority and responsibilities, transactions outside the scope of the business and financial plan submitted by the CEO/General Director;

w) Establishment of departments or appointment of representatives to perform risk control and risk management tasks to establish strategic risk management policies in the Company's operations and to inspect and evaluate the effectiveness and appropriateness of the established Risk Management system within the Company;

x) Disclosure of relevant interests, prohibition from using information obtained through their positions for personal gain or for the benefit of other organizations or individuals;

y) Submission to the Shareholders' General Meeting for approval of issues under this Article 3;

z) Other rights and obligations as stipulated by the Enterprise Law, Securities Law, other regulations of the law, and the Company's Charter.

3. The Board of Directors approves Resolutions and Decisions through voting at meetings, obtains opinions through written forms or other forms as stipulated in the Company's Charter. Each member of the Board of Directors has one vote.

4. In cases where Resolutions or Decisions adopted by the Board of Directors contravene the provisions of the law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who consented to such Resolutions or Decisions shall be jointly liable for the consequences and shall compensate for the damage to the Company. Members who objected to the aforementioned Resolutions or Decisions shall be exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend or cancel the implementation of the above Resolutions or Decisions.
5. The Board of Directors is responsible to the shareholders for the Company's operations, ensuring that the Company complies with the provisions of the law, the Company's Charter, and internal regulations of the Company.
6. The Board of Directors must hold meetings at least once every quarter following the procedures and formalities stipulated in the Company's Charter and internal regulations on governance, organization, and operation of the Board of Directors. The organization of Board of Directors meetings, the meeting agenda, and related documents must be notified in advance to the BOD members within the prescribed time limit by the law and the Company's Charter.
7. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically the supervision of the Board of Directors over the CEO and other executives during the financial year.
8. The Board of Directors has the power to veto decisions made by the CEO/General Director and the Executive Board in carrying out any standard activities, provided that the veto is justified.
9. BOD members have the right to request the CEO/General Director, Deputy CEO/General Director, and other executives in the Company to provide information and documents regarding the Company's financial situation and business activities.

   The management personnel must provide timely, complete, and accurate information and documents as requested by the members of the Board of Directors.

   The procedures, requirements, and provision of information are governed by the Company's Charter.[61]

Article 38. Remuneration and Benefits of the Board of Directors[62]

1. The company has the right to pay remuneration and bonuses to the BOD members based on the business results and efficiency.
2. BOD members are entitled to remuneration for their work and bonuses. The remuneration for work is calculated based on the number of working days required to complete the tasks of the Board of Directors and the daily remuneration rate. The Board of Directors determines the remuneration level for each member according to agreed principles. The total remuneration and bonuses of the Board of Directors are decided by the Annual General Meeting of Shareholders.
3. The remuneration of each member of the Board of Directors is included in the company's

[61] Article 159 Enterprise Law

[62] Article 159; Article 163 Enterprise Law; Article 28. Sample Charter Circular 116-2020/TT-BTC, Article 277 Decree 155-2020/NĐ-CP

business expenses in accordance with the regulations on corporate income tax and is reflected as a separate item in the company's annual financial report. It must be reported to the Annual General Meeting of Shareholders at the annual meeting.

4. BOD members who hold executive positions or work in Committees of the Board of Directors or perform tasks beyond the usual scope of a Board member may receive additional remuneration in the form of a lump sum, salary, commission, profit share, or other forms as decided by the Board of Directors.
5. BOD members have the right to be reimbursed for all travel, accommodation, and other reasonable expenses incurred when carrying out their responsibilities as members of the Board of Directors, including expenses arising from attending General Meetings of Shareholders, the Board of Directors, or Committees of the Board of Directors. These expenses are included in the company's operating costs.
6. BOD members may be covered by an insurance policy with the approval of the General Meeting of Shareholders. This insurance does not cover liabilities of Board members related to violations of laws and the company's Charter.

Article 39. Chairman of the Board of Directors

1. The Chairman is elected, dismissed, or removed among the members of the Board of Directors. The Board of Directors selects from among its members a Chairman of the Board of Directors and several Vice Chairmen of the Board of Directors according to the supermajority principle.
2. The Chairman shall not concurrently hold the position of the CEO/General Director and shall comply with other regulations stipulated in Article 7 of the Company's Charter and other legal regulations.
3. The Chairman has the following rights and obligations:
   a) Establish the programs and plans of the Board of Directors' activities.
   b) Organize the implementation and oversee the implementation process of the Resolutions of the General Meeting of Shareholders and the Resolutions and Decisions of the Board of Directors.
   c) Convene and preside over the meetings of the Board of Directors and the General Meeting of Shareholders, except for cases where the General Meeting of Shareholders is convened according to the provisions in point c, clause 2, Article 28 of this Charter.
   d) Prepare the content and agenda of the Board of Directors' and General Meeting of Shareholders' meetings.
   e) Seek the opinion of the Board of Directors in writing in cases where the Board of Directors' meetings are not held.
   f) Represent the Board of Directors in approving and signing documents within the responsibility of the Board of Directors; supervise or organize the supervision of the implementation of those documents.
   g) Decide and implement matters delegated by the Board of Directors.

h) Plan and assign Board of Directors members to inspect and supervise the company's activities.

i) Inspect and supervise all activities of the company and suspend or annul decisions of the company's executive body if they are contrary to the Law, the Charter, the Resolutions of the General Meeting of Shareholders, or the Resolutions and Decisions of the Board of Directors.

j) Sign authorization documents for one of the BOD members to perform their duties in their absence.

k) Be responsible for ensuring that the Board of Directors submits the annual financial report, the company's activity report, the audit report, and the inspection report of the Board of Directors to the shareholders at the General Meeting of Shareholders.

l) Perform other rights and duties as prescribed in this Charter and legal regulations.

4. In case the Chairman submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the date of dismissal or removal.

5. In case the Chairman is absent or unable to perform their duties, they must delegate in writing to another member to exercise the rights and obligations of the Chairman according to the provisions in this Charter. In the absence of a designated delegate or in the event of the Chairman’s death, disappearance, temporary detention, imprisonment, administrative detention in compulsory detoxification centers or compulsory education facilities, fleeing from residence, being restricted or losing capacity for civil acts, having difficulties in perception or control of behavior, being prohibited by the Court from holding positions or practicing certain professions or jobs, the remaining members shall elect one of the members to hold the position of Chairman according to the majority of the remaining members until a new decision is made by the Board of Directors.

6. The Vice Chairman serves as an assistant to the Chairman in certain assigned areas. The Vice Chairman has rights and responsibilities similar to those of the Chairman when delegated by the Chairman, but only in cases where the Chairman has notified the Board of Directors of their absence or incapacity due to unavoidable reasons. In the mentioned case, if the Chairman does not designate the Vice Chairman to act accordingly, the remaining BOD members will appoint a Vice Chairman.

7. In the event that both the Chairman and the Vice Chairman are temporarily unable to perform their duties due to certain reasons, the Board of Directors may appoint another person from among them to carry out the Chairman's duties based on the principle of a supermajority vote.

Article 40. Standards and Conditions for Members of the Board of Directors

1. Having full capacity for civil acts, not being subject to the prohibited management of enterprises as stipulated in the Law on Enterprises.

2. Having professional qualifications and experience in business management or in the field, industry, or business sector of the Company, and not necessarily being a shareholder of the Company.

3. BOD members of the Company must not concurrently be BOD members in more than 5 other companies.[63]
4. BOD members of the Company must not concurrently be members of the Board of Directors, members of the Board of Members, or CEO/General Director (Director) of other securities companies.
5. Having good health, possessing good moral character, honesty, and integrity.
6. Other conditions as prescribed in Article 7 of the Company's Charter and relevant laws.

Article 41. Independent Board Members, Non-Executive[64]

1. A Board member who does not hold any executive position within the Company, meaning that they are not concurrently a member of the Executive Board, the Chief Accountant, or any other managerial position appointed by the Board of Directors.
2. Independent Board members must meet the following criteria and conditions: [65]
   a) They are not currently employed by the Company, the parent company, or any subsidiary of the Company; and have not been employed by the Company, the parent company, or any subsidiary of the Company for at least the past three consecutive years;
   b) They do not receive salaries or remuneration from the Company, except for allowances that are provided to Board members as regulated;
   c) They do not have spouses, biological fathers, foster fathers, biological mothers, foster mothers, biological children, foster children, siblings, or half-siblings who are major shareholders of the Company, or are managers of the Company or its subsidiaries;
   d) They do not directly or indirectly own at least 01% of the total voting shares of the Company;
   e) They have not previously served as a member of the Board of Directors or the Supervisory Board of the Company for at least the past five consecutive years unless appointed continuously for two terms.
3. Independent Board members must inform the Board of Directors when they no longer meet the criteria and conditions specified in Clause 2 of this Article, and naturally cease to be independent Board members from the date they no longer meet the criteria and conditions.
4. The Board of Directors must notify the case of an independent Board member no longer meeting the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent Board members within a period of 06 months from the date of receiving the notification from the related independent Board member if the remaining number of independent Board members does not meet the minimum requirement as regulated by laws and the Company's Charter.
5. Independent Board members have the same duties and rights as other Board members.

[63] Article 275 Decree 155- 2020
[64] Article 137 Enterprise Law
[65] Article 155 Enterprise Law

Article 42. Meetings of the Board of Directors[66]

1. The first meeting of the Board of Directors in a term, which includes the election of the Chairman and other decisions within its authority, must be conducted within a period of seven (7) working days from the end of the election of that term's Board of Directors. This meeting is convened and chaired by the member with the highest number of votes. In the event that there is more than one member with the highest and equal number of votes, the members shall follow the principle of majority vote to select one of them to convene the Board of Directors meeting.
2. Regular meetings: The Board of Directors holds regular meetings once every quarter (or shorter, as decided by the Chairman in each term) and may convene special meetings to promptly address urgent matters. The Chairman must convene the Board of Directors meetings, prepare the agenda, schedule, and location of the meeting at least seven (7) days prior to the scheduled meeting.
3. Special meetings: The Chairman must convene the Board of Directors meeting without delay if there is no justifiable reason, when any of the following entities submit a written request stating the purpose of the meeting and the issues to be discussed:
   a) The CEO/General Director or at least five (5) managerial staff members;
   b) At least two members of the Board of Directors;
   c) The Chairman;
   d) An independent member of the Board of Directors.
4. The provisions stated in paragraph 3 of this Article must be documented, clearly stating the purpose, issues for discussion, and decision-making authority of the Board of Directors.
5. The Chairman must convene a meeting of the Board of Directors within 7 working days from the date of receiving the provisions stated in paragraph 3 of this Article. If the meeting of the Board of Directors is not convened as requested, the Chairman shall be held responsible for any damages incurred by the Company. The person making the request has the right to substitute the Chairman to convene the meeting of the Board of Directors.
6. The Chairman or the person convening the meeting of the Board of Directors must send the meeting invitation at least 3 working days prior to the meeting date. The BOD members may refuse the meeting invitation in writing, and such refusal may have retroactive effect.
7. The meeting invitation must specify the exact time and venue of the meeting, the agenda, and the issues for discussion and decision-making. The meeting invitation must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

   The meeting invitation of the Board of Directors can be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter, ensuring that it reaches the contact address of each registered member of the Board of Directors in the Company.

[66] Article 157 Enterprise Law; Article 279 Decree 155-2020/NĐ-CP

The invited attendees of the Board of Directors meeting include the CEO/General Director, and other management officials and experts who may be invited by the Board of Directors if deemed necessary. The invited attendees do not have voting rights.

8. A Board of Directors meeting is conducted when at least three-fourths (3/4) of the total number of Board of Directors members or their authorized representatives attend the meeting.

   In case a meeting is convened according to the provisions stated in this section, but the number of members attending the meeting does not meet the requirements, a second meeting shall be convened within a period of seven (7) days from the scheduled date of the first meeting. In this case, the meeting shall proceed if more than half of the Board of Directors members attend.

9. If requested by the independent auditor, the Chairman must convene a Board of Directors meeting to discuss the audit report and the company's situation.

10. Meeting Venue: Board of Directors meetings will be held at the registered address of the company or at other addresses in Vietnam or abroad as decided by the Chairman (of the Board of Directors), with the agreement of the Board of Directors.

11. Resolution:

    a) Except as provided in point b of this clause, each member of the Board of Directors or the directly authorized individual present at the Board meeting shall have one Voting Card/Voting Slip; Members who are not present in person have the right to vote by written ballot.

    b) BOD members shall not vote on contracts, transactions, or proposals in which the member or a person related to the member has a conflicting or potentially conflicting interest with the Company's interests. A member of the Board of Directors shall not be counted towards the minimum number of delegates required to hold a Board meeting regarding decisions in which the member has no voting rights.

    c) In accordance with the provisions of point d of this clause, if an issue arises during a Board meeting concerning the level of interest of a Board member or related to the voting rights of a member, and these issues are not resolved by the voluntary waiver of voting rights by the Board member, such issues shall be referred to the chairperson of the meeting, and the chairperson's decision relating to all other BOD members shall be final, unless the nature or scope of the interests of the Board member concerned has not been reasonably disclosed.

    d) A member of the Board of Directors who benefits from a contract as stipulated in this Charter shall be deemed to have a material interest in that contract.

12. **Disclosure of Interests:** A member of the Board of Directors, whether directly or indirectly, benefiting from a contract or transaction that has been signed or is expected to be signed with the company and knows that they have an interest in it, must disclose the nature and content of that interest at the first meeting of the Board of Directors considering the signing of this contract or transaction.

    This member may disclose it at the first meeting of the Board of Directors held after they become aware of their interest or potential interest in the related transaction or contract.

13. **Majority Voting**: The Board of Directors adopts Resolutions and makes decisions by

following the majority opinion of the attending BOD members (over 50%). In the event of an equal number of votes in favor and against, the Chairman's vote shall be the deciding vote, and the final decision shall rest with the opinion of the Chairman of the Board of Directors.

14. The BOD members are considered to participate and vote at the meeting in the following cases:
    a) Attend and vote directly at the meeting;
    b) Authorize another person to attend the meeting as stipulated in Article 11 of the Enterprise Law;
    c) Participate and vote through online conferences, electronic voting, or other electronic forms;
    d) Send voting ballots to the meeting via mail, fax, or email;
    e) Send voting ballots through other means as specified in the Company's Charter.
15. In the case of sending voting ballots to the meeting by mail, the voting ballots must be sealed in an envelope and must be delivered to the Chairman no later than 1 (one) hour before the commencement. The voting ballots can only be opened in the presence of all attendees.
16. Members must attend all Board of Directors meetings. Members can authorize another person to attend and vote at the meeting if approved by a majority of the Board of Directors members.

Article 43. Minutes of the Board of Directors Meeting[67]

1. The Board of Directors meetings must be recorded in minutes and can be recorded, written, and stored in other electronic forms.

   The Chairman (of the Board of Directors) is responsible for sending the minutes of the Board of Directors meetings to the members, and these minutes shall be considered as authentic evidence of the work conducted in those meetings, unless there are objections to the content of the minutes within a period of ten (10) days from the date of transmission.

2. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and must be signed by all attending members of the Board of Directors.

   The minutes of the Board of Directors meeting must include the following main contents:

   a) The name, address of the company's headquarters, the number and date of issuance of the Business License, and the place of business registration;
   b) Time, venue of the meeting;
   c) Purpose, agenda, and content of the meeting;
   d) Names of the attending BOD members or authorized representatives, absent members, and reasons for their absence;
   e) Issues discussed and voted on during the meeting;
   f) Summary of the opinions of each attending member in the sequence of the meeting

[67] Article 17 Sample Regulations; Article 158 Enterprise Law

proceedings;

g) Voting results indicating members in favor, against, and abstained;

h) Issues approved and corresponding approval rates;

i) Names, signatures of the Chairman and the minute taker, unless otherwise provided in Clause 5 of this Article.

3. In the event that a meeting cannot be held, the Chairman (of the Board of Directors) decides to gather opinions of the BOD members in writing, with each member having 01 Voting Card/Sheet. The document gathering the opinions of the Board of Directors must include the following contents:

   a) The name, address of the company's headquarters, the number and date of issuance of the Business License, and the place of business registration;

   b) Purpose of gathering opinions; Deadline for gathering opinions;

   c) Contents of gathering opinions from the members of the Board of Directors;

   d) Opinions of the BOD members and whether they agree or disagree;

   e) Names, signatures of the Chairman (of the Board of Directors) and the BOD members whose opinions are gathered.

   The Secretary of the Board of Directors is responsible for summarizing the opinions of the BOD members to establish the Resolution of the Board of Directors.

   The Resolution must be sent to all BOD members within a period of seven (07) days from the end of the opinion gathering.

   The Resolution, the documents gathering opinions, and the documents used in the opinion gathering of the BOD members must be kept at the company's headquarters.

4. Minutes of the Board of Directors meeting gathered in writing: The minutes of the opinion gathering meeting or the Ballot Voting minutes or the summarized opinions of the Board of Directors are prepared when the Board of Directors carries out the opinion gathering from the members in writing.

   The Resolutions approved by the Board of Directors through this form have the same legal effect and value as Resolutions approved by the BOD members at a convened meeting held according to the established practice.

   The Resolution may be adopted by using multiple copies of the same document if each copy has at least one signature of a member.

5. In the case where the chairperson and the recorder refuse to sign the minutes of the meeting, but if all other BOD members are present and agree to approve the signed minutes with complete content according to the provisions at points a, b, c, d, e, g, h, and i, this minutes shall be effective.

   The minutes of the meeting shall clearly record the refusal of the chairperson and the recorder to sign the minutes of the meeting.

   The person who signs the minutes of the meeting shall be jointly responsible for the accuracy

and truthfulness of the content of the Board of Directors' meeting minutes.

The chairperson and the recorder shall be personally responsible for any damages incurred by the company due to their refusal to sign the minutes of the meeting in accordance with the provisions of this Law, the Company Charter, and relevant laws.

6. The chairperson, the recorder, and the signatories in the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.
7. The minutes of the meeting and resolutions shall be prepared in both Vietnamese and a foreign language, and both versions shall have the same legal effect. In the event of any discrepancy in the content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall apply.
8. The minutes of the Board of Directors' meeting must be delivered to all BOD members within seven (07) days from the end of the meeting.

Article 44. Dismissal, removal, replacement, and supplementation of BOD members[68]

1. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:
   a) The member does not meet the qualifications and conditions stipulated in Article 40 of this Charter.
   b) The member submits a resignation letter and it is approved.
   c) Other cases as specified in other provisions of the Charter and/or the Resolution of the General Meeting of Shareholders.
2. The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:
   a) The member does not participate in the activities of the Board of Directors continuously for 6 months, except in cases of force majeure.
   b) Other cases as specified in other provisions of the Charter and/or the Resolution of the General Meeting of Shareholders.
3. When deemed necessary, the General Meeting of Shareholders shall decide on the replacement of a member of the Board of Directors; dismissal and removal of a member of the Board of Directors outside the cases specified in paragraphs 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect and supplement BOD members in the following cases:
   a) The number of Board members is reduced by more than one-third of the number stipulated in the Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third (1/3).
   b) The number of independent BOD members decreases, not ensuring the ratio as prescribed

[68] Article 160 Enterprise Law

in Clause 4 of Article 36 of this Charter.

c) Except for the cases specified in points a and b of this paragraph, the General Meeting of Shareholders elects a new member to replace the dismissed or removed member of the Board of Directors at the nearest meeting.

5. A member of the Board of Directors will no longer have the status of a member in the cases stipulated in Article 1, 2 and 3 above.

6. The Chairman who wishes to resign as Chairman must submit a letter to the Board of Directors.

   Within sixty (60) days from the date of receiving the letter, the Board of Directors must hold a meeting to consider and carry out the procedures for dismissing and removing the Chairman as stipulated in these Articles of Incorporation.

   In the case that the Chairman loses his/her qualifications, resigns, is dismissed, or removed defaulty, the remaining BOD members shall elect a Vice Chairman to replace the Chairman according to the majority principle. In the case that both the Chairman and Vice Chairman resign, are dismissed, or naturally lose their qualifications, the Board of Directors must elect one of the remaining members to replace them.

   The election of a new Chairman to replace the dismissed, removed, or naturally disqualified Chairman must be carried out within a maximum of ten (10) days from the date this event occurs.

7. The individuals elected as Chairman and BOD members have the responsibility to immediately assume and carry out the duties of their elected positions.

   The outgoing Chairman and BOD members who are dismissed or relieved of their duties have the responsibility to hand over their duties to the newly elected Chairman and members of the Board of Directors. At the same time, they must take personal responsibility for their decisions made during their tenure in that position.

Article 45. Subcommittees under the Board of Directors[69]

1. The Board of Directors may establish subcommittees to be responsible for development policies, personnel, remuneration, internal auditing, and risk management.

   The members of the subcommittees may include one or more BOD members and one or more external members, as decided by the Board of Directors.

2. Independent members of the Board of Directors/members who are not executives should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors.

3. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be valid when a majority of the members attend and vote in favor at the subcommittee's meeting.

4. The establishment and operation of Sub-Committees under the Board of Directors include the following main contents:

[69] Article 31 Sample Regulations

a) Roles, responsibilities, and authorities of the Sub-Committees under the Board of Directors and individual members within each Sub-Committee.

b) Nomination, candidacy, election, exemption, and dismissal of members of the Sub-Committees under the Board of Directors.

c) Term, quantity, criteria, and structure of the Sub-Committees under the Board of Directors. d) Procedures for election, candidacy, exemption, and dismissal of members of the Sub-Committees.

d) Activities of the Sub-Committees under the Board of Directors.

5. The implementation of decisions by the Board of Directors or its subordinate Sub-Committees must comply with the current legal regulations and the provisions in the Company's Charter and internal governance regulations.

6. These regulations may be adjusted or allow the admission of non-members of the Board of Directors to the aforementioned Sub-Committees and grant them voting rights as members of the Sub-Committees, provided that the following conditions are met:

a) The number of external members is less than half of the total number of members of the Sub-Committee.

b) Resolutions of the Sub-Committees are only effective when a majority of members attend and vote at the Sub-Committee meetings as members of the Board of Directors.

7. Legal validity of actions: The actions taken to implement decisions by the Board of Directors, or its subordinate Sub-Committees, or by individuals serving as members of the Sub-Committees of the Board of Directors, shall be considered legally valid even in cases where there may be errors in the election or appointment of Sub-Committee members or Board of Directors members.

8. Sub-Committees of the Board of Directors: The Board of Directors may establish and delegate authority to Sub-Committees. During the exercise of delegated powers, the Sub-Committees must adhere to the regulations set forth by the Board of Directors.

Article 46. Audit Committee[70]

1. The Audit Committee is a specialized body under the Board of Directors.

2. Composition of the Audit Committee:

a. The Audit Committee must have at least 02 members. The Head of the Audit Committee must be an Independent Member of the Board of Directors. Other members of the Audit Committee must be Non-Executive Members of the Board of Directors.

b. Members of the Audit Committee must possess knowledge in accounting and auditing, have a general understanding of the law and the company's operations, and must not fall into the following categories:

- Employed in the company's accounting or finance department;

[70] Article 161 Law of Enterprises and Sample of Audit Committee Operation Regulation – Circular no.116/202/TT-BTC

- A member or employee of an auditing organization that has been approved to audit the company's financial statements in the preceding 03 years.

c. The Head of the Audit Committee must have a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

d. The specific organizational structure, the number of members of the Audit Committee; the appointment, dismissal, and removal of the Head of the Audit Committee and other members of the Audit Committee; and the regulations on the organization and activities of the Audit Committee are determined and approved by the Board of Directors.

3. **Rights and Duties of the Audit Committee**

a. Supervise the integrity of the company's financial statements and the official disclosures related to the company's financial results;

b. Review the internal control and risk management systems;

c. Review transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and recommend transactions that need the approval of the Board of Directors or the General Meeting of Shareholders;

d. Supervise the company's Internal Audit department;

e. Recommend an independent audit firm, the remuneration, and related terms in the contract with the audit firm for the Board of Directors to approve before presenting it to the annual General Meeting of Shareholders for approval;

f. Monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially when the company uses non-audit services from the auditing firm;

g. Ensure the company complies with legal regulations, regulatory requirements, and other internal regulations;

h. Have the right to access documents related to the company's operations, communicate with other Board members, the CEO/General Director, the Chief Accountant, and other management staff to collect information for the Audit Committee's activities;

i. Have the right to request representatives of the approved audit firm to attend and address issues related to audited financial statements at the Audit Committee's meetings;

j. Use external legal, accounting, or other advisory services when necessary;

k. Develop and present to the Board of Directors policies for risk detection and management; propose solutions to handle arising risks in the company's operations to the Board of Directors;

l. Prepare written reports to the Board of Directors upon discovering that Board members, the CEO/General Director, and other management staff are not fully performing their responsibilities as stipulated by the Law on Enterprises and the company's Charter;

m. Develop the Audit Committee's operating regulations and present them to the Board of Directors for approval;

n. Other rights and duties as stipulated by the Charter, the Audit Committee's operating regulations, and legal regulations.

4. **Nomination and Appointment of Audit Committee Members:**

a. The Chairman and other members of the Audit Committee are nominated by the Board of Directors and must not be Executives of the Company.

b. The appointment of the Chairman and other members of the Audit Committee must be approved by the Board of Directors during a Board meeting.

5. **Meetings of the Audit Committee:**

a. The Audit Committee must meet at least twice a year. Detailed and clear minutes of the meetings must be prepared and fully preserved. The minute-taker and attending Audit Committee members must sign the meeting minutes.

b. The Audit Committee makes decisions by voting at meetings, by written consent, or through other forms as stipulated in the Committee's operational regulations. Each Audit Committee member has one vote. A decision is passed if a majority of attending members approve it; in the event of a tie, the Chairman's opinion decides the outcome.

6. **Reporting Activities of Independent Board Members in the Audit Committee at the Annual General Meeting of Shareholders:**

a. Independent members of the Board of Directors in the Audit Committee are responsible for reporting their activities at the Annual General Meeting of Shareholders.

b. The activity report of independent Board members in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents in accordance with legal regulations, internal regulations, and the Company Charter:

- Remuneration, operational expenses, and other benefits of the Audit Committee and each of its members as specified by the Law on Enterprises, the Company Charter, and internal regulations.
- A summary of Audit Committee meetings, conclusions, and recommendations.
- Monitoring results of the financial statements, operational status, and financial status of the Company.
- An evaluation report on transactions between the Company, its subsidiaries, and other companies in which the Company holds over 50% of charter capital with members of the Board of Directors, the CEO, other executives, and their related parties; transactions between the Company and companies where members of the Board of Directors, the CEO, or other executives are founding members or managers within the last three years before the transaction.
- Evaluation results of the Company's internal control and risk management system.
- Monitoring results of the Board of Directors, the CEO, and other executives of the Company.
- Evaluation results of the coordination between the Audit Committee, the Board of Directors, the CEO, and shareholders.

Article 47. Board of Directors' Secretary[71]

1. The Board of Directors has a supporting department called the BOD's Secretary (or BOD's Office), which works regularly at the Company. The Board of Directors appoints and dismisses personnel working in the BOD's Secretary in accordance with the Company's regulations and current laws.
2. Roles and responsibilities of the BOD's Secretary:
   a) Assisting in organizing meetings of the Board of Directors, and the General Meeting of Shareholders upon the Chairman of the Board of Directors' order;
   b) Recording and preparing minutes of the Board of Directors' meetings;
   c) Providing advice on the procedures and processes of the General Meeting of Shareholders and the Board of Directors' meetings;
   d) Collecting documents, providing financial information, copies of the Board of Directors' meeting minutes, and other information to the Board of Directors' members;
   e) Keeping records of documents and materials of the General Meeting of Shareholders and the Board of Directors;
   f) Assisting in organizing the summons of the General Meeting of Shareholders, the Board of Directors' meetings, and recording the meeting minutes;
   g) Supporting the Board of Directors' members in exercising their rights and responsibilities;
   h) Assisting the Board of Directors in applying and implementing the Company's governance principles;
   i) Supporting the Company in establishing shareholder relationships and protecting the legitimate rights and interests of shareholders, ensuring compliance with the obligations to provide information, disclose information, and administrative procedures;
   j) Performing other tasks and duties as assigned by the Board of Directors;
   k) Other rights and responsibilities as stipulated in the Company's Charter.
3. The number of personnel working in the Board Secretary, the operating expenses, salaries, and bonuses of the personnel working in the Board Secretary are determined by the Board of Directors. These expenses are accounted for in the Company's operating costs.
4. Personnel working in the BOD's Secretary are not allowed to simultaneously work for the auditing firm that conducts the Company's audit.
5. The BOD's Secretary is responsible for ensuring the confidentiality of information in accordance with legal regulations and this Charter.

Article 48. Internal Audit Department under the Board of Directors[72]

1. The Internal Audit Department carries out its functions based on the principles of independence, integrity, objectivity, and confidentiality. The specific functions and tasks of the Internal Audit

[71] Clause 5 Article 7 Sample Charter Circular 116-2020
[72] Article 9 – Circular 121 2020/TT-BTC

Department are as follows:

a) Independently evaluate the compliance with and adherence to policies, regulations, the Charter, resolutions, and decisions of the General Meeting of Shareholders and the Board of Directors.

b) Inspect, review, and evaluate the adequacy, effectiveness, and efficiency of the internal control system under the jurisdiction of the CEO/General Director to enhance this system.

c) Assess the compliance of business operations with internal policies and procedures.

d) Provide advice on establishing internal policies and procedures.

e) Evaluate compliance with legal regulations and control measures to ensure asset safety.

f) Evaluate internal audits through financial and operational processes.

g) Evaluate the process of identifying, assessing, and managing business risks.

h) Assess the effectiveness of activities.

i) Evaluate compliance with commitments in contracts.

j) Implement control over the information technology system.

k) Investigate internal violations within the Company.

l) Perform internal audits of the Company and its subsidiaries.

2. Internal audit activities must ensure the following principles:

a) Independence: The internal audit department must be independent from other departments of the company, including the executive board. Internal audit activities should be independent from operational and business activities. Internal auditors should not be assigned tasks that fall within the scope of internal audit, and they should not hold concurrent positions in operational departments such as brokerage, proprietary trading, analysis, investment advisory, underwriting, or risk management.

b) Objectivity: The internal audit department and its staff must ensure objectivity and fairness in carrying out their duties. The company must ensure that internal audit is not subject to any interference while performing its tasks.

c) Objectivity should be demonstrated by internal auditors during the process of gathering, evaluating, and communicating information about audited activities, processes, or systems. Internal auditors should provide fair assessments of all relevant issues and should not be influenced by personal interests or by anyone else when making their comments or evaluations.

d) Honesty: Internal auditors must perform their duties honestly, diligently, and responsibly. They must comply with laws and regulations and carry out their work transparently in accordance with legal and professional requirements.

e) Confidentiality: Internal audit staff must respect the value and ownership rights of received information. They must not disclose information without valid authorization, except when there is a legal obligation or internal regulations of the company require the disclosure of information.

3. Human resources requirements for the Internal Audit Department[73]:

a) Individuals working in this department must not have been fined from a monetary penalty onwards for violations in the securities, banking, and insurance sectors within the last 5 years prior to their appointment.

b) The Head of the Internal Audit Department must have professional qualifications in law, accounting, and auditing, as well as sufficient experience, credibility, and authority to effectively carry out assigned tasks.

c) They must not have any relationship with heads of specialized departments, operational personnel, the CEO/General Director, Deputy CEO/General Director, or Branch Directors within the company.

d) They must hold a professional certificate in Basic Issues of Securities and the Stock Market or a Securities Practitioner Certificate, as well as a professional certificate in Law on Securities and the Stock Market.

e) They should not hold concurrent positions in other departments/divisions within the company.

Article 49. Person in charge of corporate governance[74]

1. The Board of Directors of the Company must appoint at least one person in charge of corporate governance to support the company's management activities within the enterprise.

   The person in charge of corporate governance may also serve as the Company Secretary as regulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance must have knowledge of the law and cannot concurrently work for an independent audit firm conducting audits of the company's financial reports.

3. The person in charge of corporate governance has the following rights and responsibilities:

   a) Advising the Board of Directors in organizing the General Meeting of Shareholders as regulated and related tasks between the company and the shareholders.

   b) Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board.

   c) Advising on the procedures of the meetings.

   d) Attending the meetings.

   e) Advising on the procedures for making appropriate resolutions of the Board of Directors in accordance with the law.

   f) Providing financial information, copies of minutes of the Board of Directors meetings, and other information to the BOD members and the members the Supervisory Board/Board of Supervisors.

[73] Clause 4 Article 9 Circular 121-2020/TT-BTC

[74] Article 32 Sample Charter Circular 116-2020/TT-BTC; Article 281 Decree 155-2020/NĐ-CP

g) Monitoring and reporting to the Board of Directors on the company's disclosure activities.

h) Safeguarding information in accordance with the regulations of the law and the Company's Charter.

i) Acting as the liaison with relevant stakeholders.

j) Other rights and responsibilities as stipulated by the law and the Company's Charter.

CHAPTER VII

CHIEF OF EXECUTIVE OFFICER (CEO) OR GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 50. Organizational Structure of Management

1. The management system of the Company must ensure that the management team is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company.
2. The Company has one Chief Executive Officer (CEO) (of General Director) and several Deputy Chief Executive Officers, as well as a Chief Accountant appointed by the Board of Directors, and other management positions appointed by the Board of Directors.
3. The CEO/General Director and Deputy CEO/General Directors may also be BOD members and can be appointed or dismissed by the Board of Directors, or relieved of their positions by a Resolution or Decision passed in accordance with legal regulations and the Company's Charter.
4. The Company's Executive Board consists of the CEO/General Director and Deputy CEO/General Directors.

Article 51. Company Executives

1. Company executives include the CEO/General Director, Deputy CEO/General Director, Chief Accountant, Branch Directors, and other positions within the company as determined by the Board of Directors.
2. Business executives are responsible for supporting the company in achieving its stated goals and objectives in its operations and organization.
3. Upon the proposal of the CEO/General Director and with the approval of the Board of Directors, the company may recruit additional executives in appropriate numbers and qualifications, in accordance with the company's organizational structure and management regulations as stipulated by the Board of Directors.
4. The CEO/General Director is entitled to salary and bonuses. The salary and bonuses of the CEO/General Director are determined by the Board of Directors.
5. The salary of executives is considered as part of the Company's business expenses in accordance with the laws on corporate income tax and should be separately disclosed in the Company's annual financial reports and reported to the General Shareholders' Meeting at the annual meeting.

Article 52. Management personnel

1. Based on the proposal of the Chief of Executive Officer/General Director and with the approval of the Board of Directors, the Company shall employ the necessary or appropriate number and types of management personnel in accordance with the organizational structure and management practices proposed by the Board of Directors, depending on each period.

   Management personnel must possess the necessary skills and abilities to ensure that the Company's activities and organization achieve the set objectives.

2. The salary, remuneration, benefits, and other terms and conditions of the employment contracts for management personnel under the management authority of the Board of Directors shall be decided by the Board of Directors. For other management personnel, the CEO/General Director shall make decisions based on the company's policies and regulations.

Article 53. Chief of Executive Officer (CEO)/General Director[75]

1. The CEO/General Director or an equivalent position of Saigon - Hanoi Securities Joint Stock Company is responsible for the daily business operations of the company, under the supervision of the Board of Directors and accountable to the Board of Directors and the law for the exercise of assigned powers and duties.
2. The term of the CEO/General Director or equivalent position shall not exceed five (5) years and may be reappointed for an unlimited number of terms.
3. The CEO/General Director, Deputy General Director/CEO, and other equivalent positions of Saigon - Hanoi Securities Joint Stock Company must meet the following criteria:
   a) The CEO/General Director, Deputy General Director/CEO, and equivalent positions must not simultaneously work for another securities company, any fund management company, or other enterprise. The General Director of the Company must not be a member of the Board of Directors or the Board of Members of another securities company.
   b) The CEO/General Director, Deputy General Director/CEO, and equivalent positions responsible for business operations must meet the standards specified in Article 7 of this Charter, Clause 5 of Article 74 of the Securities Law.
   c) They must have sufficient legal capacity and civil conduct capacity and must not be subject to business management prohibition as stipulated by the Enterprise Law.
   d) They must not have a family relationship with the Company’s Managers.
   e) They must not fall into the cases specified in points g of Clause 3 Article 7 of this Charter.
   f) They must not be the owner of a private enterprise, a member of a partnership of a partnership company, the Chairman or a member of the Board of Directors, the CEO/General Director or equivalent position, or a Director or a member of the Board of Members of an enterprise declared bankrupt within three (03) years from the date of the bankruptcy declaration, except in cases where the bankruptcy is due to force majeure as prescribed by law.

[75] Article 35 Sample Regulations; Article 74 Securities Law; Article 162 – 165 Enterprise Law; Article 8, 10 Circular 121-2020/TT-BTC

g) They must be in good health, have professional ethics, honesty, and integrity, understand the law, and have a sense of compliance with the law.

h) They must have a university degree or higher in one of the following fields: finance, banking, securities, business administration.

i) Other conditions required by current laws and the Company's Charter.

Article 54. Appointment, Dismissal, Duties, and Powers of the CEO/General Director[76]

1. The Board of Directors appoints one member of the Board of Directors or hires another person to serve as the Chief of Executive Officer (CEO)/General Director or an equivalent position.
2. Once the Board of Directors has made the appointment decision, the Chief of Executive Officer (CEO)/General Director immediately assumes the responsibilities of the newly appointed position.

   The outgoing CEO/General Director is responsible for handing over the work to the newly appointed CEO/General Director and is personally accountable for their decisions during their tenure.
3. The CEO/General Director is dismissed and automatically loses their position in the following cases:

   a) No longer meeting the criteria and conditions for serving as the CEO/General Director as stipulated in Clause 3, Article 53 of this Charter.

   b) Submitting a resignation letter.

   c) Failing to fulfill assigned tasks, resulting in continuous losses for the company over several years.

   d) Other cases as specified by the decision of the Board of Directors and provisions of the law.
4. In case the CEO/General Director is dismissed or relieved from duty, he/she shall naturally lose the position according to the provisions in Clause 3. In such a case, the Board of Directors must promptly appoint a qualified person in accordance with the regulations stated in this Charter to assume the responsibilities of the CEO/General Director.
5. If the CEO/General Director wishes to resign, he/she must submit a letter to the Board of Directors for consideration. The resignation letter from the CEO/General Director must be submitted at least sixty (60) days in advance.
6. Within a maximum period of 60 days from the date the CEO/General Director is dismissed or relieved from duty and naturally loses the position of CEO/General Director, or from the date the Board of Directors receives the letter of resignation from the CEO/General Director, the Board of Directors must appoint a new CEO/General Director.
7. The Board of Directors may dismiss the CEO/General Director when at least two-thirds (2/3) of the Board members or more vote in favor (excluding the vote of the CEO/General Director)

[76] Article 35 Sample Regulations; Article 162 Enterprise Law

and appoint a new CEo/General Director as a replacement. The dismissed CEO/General Director has the right to object to the dismissal at the nearest subsequent Shareholders' General Meeting.

8. The temporary suspension, dismissal, removal, or appointment of a new CEO/General Director must be announced in accordance with the provisions of the law.

9. The CEO/General Director has the following powers and responsibilities[77]:

a) Implementing resolutions of the Board of Directors and General Meeting of Shareholders, as well as the company's business plan and investment plan approved by the Board of Directors and General Meeting of Shareholders.

b) Deciding on all matters related to the company's daily operations that are not within the jurisdiction of the Board of Directors, including representing the company in signing financial and commercial contracts, organizing and managing the company's day-to-day business operations according to best management practices, and being responsible for the business performance of the company.

c) Proposing organizational structure and internal management regulations of the Company; the number and types of managerial personnel to be appointed or dismissed by the Board of Directors, which the Company needs to hire for the application of activities and good management structures proposed by the Board of Directors, and providing advice to the Board of Directors on the determination of salaries, remuneration, benefits, and other terms of employment for managerial personnel.

d) Deciding on the appointment or dismissal, recruitment, and salary levels for managerial and other staff members not within the jurisdiction of the Board of Directors.

e) Consulting the opinions of the Board of Directors to decide on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to their labor/employment contracts.

f) Deciding on salaries and other benefits for employees in the Company, including appointed managers within the authority of the CEO/General Director.

g) Labor recruitment.

h) Proposing dividend distribution plans or handling business losses.

i) Annually, on October 31st, the CEO/General Director must present to the Board of Directors for approval a detailed business plan for the following fiscal year based on budgetary requirements and the five-year financial plan.

j) Implementing the annual business plan approved by the General Meeting of Shareholders and the Board of Directors.

k) Acting as the company's representative in signing contracts, except in cases falling within the jurisdiction of the Board of Directors.

l) Proposing measures to improve the company's operations and management.

[77] Article 35 Sample Regulations

m) Preparing long-term, annual, and monthly budgets for the company (referred to as budgets) to serve the long-term, annual, and monthly management activities of the company according to the business plan.

The annual budget (including the balance sheet, business activity report, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the company's regulations.

n) Being subject to the supervision and inspection of the Board of Directors, the Audit Committee, and other competent state authorities in carrying out their managerial duties.

o) Reporting to the Board of Directors, the State Securities Commission, and other competent state authorities on the business performance of the company in accordance with legal regulations.

p) The CEO/General Director must establish and maintain a risk management system to prevent risks that may affect the interests of the company and customers, as well as establish and maintain an internal control system, including an independent and specialized organizational structure. Internal procedures and regulations apply to all positions, units, departments, and activities of the company to ensure compliance with legal requirements.

q) Disclosing any relevant interests and not using information obtained through their position for personal gain or the benefit of other organizations or individuals.

r) Performing other rights and duties as stipulated in this Charter, the company's regulations, resolutions of the Board of Directors, the CEO/General Director's employment/labor contract, and the law.

Article 55. Remuneration of the CEO/General Director and other members of the Executive Board

The Board of Directors determines the salary, bonuses, and other benefits of the CEO/General Director and other members of the Executive Board based on the business results and performance.

The salary and expenses related to the activities of the Executive Board are recorded as operating expenses of the Company in accordance with legal regulations and must be presented as a separate item in the Company's annual financial report and reported to the General Meeting of Shareholders at the annual meeting.

Article 56. Internal Control Department under the CEO/General Director's Office

1. The company must establish and maintain an Internal Control Department under the CEO/General Director's Office in accordance with the regulations in Article 12 of Circular 121-2020/TT-BTC. The internal control system includes the organizational structure, independent and specialized personnel, and procedures.
2. The Internal Control Department is responsible for ensuring compliance with the internal control system and regularly reporting the results to the CEO/General Director of the company to enhance the effectiveness of internal control measures:

a) Checking and monitoring compliance with legal regulations, the company's Charter, resolutions of the Shareholders' General Meeting, decisions of the Board of Management, regulations, operational procedures, risk management procedures of the company, related departments, and securities practitioners within the company.

b) Monitoring the enforcement of internal regulations, identifying potential conflicts of interest within the company, especially in relation to the company's own business activities and personal transactions of company employees, and monitoring the performance of duties by officers, employees, and authorized partners.

c) Checking the content and monitoring the implementation of professional ethics rules.

d) Monitoring the calculation and compliance with financial safety regulations.

e) Separating customer assets.

f) Safeguarding and preserving customer assets.

g) Controlling compliance with anti-money laundering regulations.

h) Other tasks assigned by the CEO/General Director.

3. The company must establish an internal control system, including organizational structure, procedures, and internal regulations applicable to all positions, units, departments, and activities of the company to ensure the following objectives:

a) The company's operations comply with the provisions of the Securities Law and related documents.

b) Ensuring the rights and interests of customers.

c) The company's operations are safe and efficient; protecting, managing, and utilizing assets and resources in a safe, efficient manner; and providing truthful, reasonable, complete, and timely financial and management information; and ensuring honesty in the company's financial reporting.

4. Requirements for personnel of the Internal Control Department:

a) At least one employee responsible for compliance control.

b) The head of the Internal Control Department must have expertise in law, accounting, auditing, sufficient experience, credibility, and authority to effectively perform the assigned tasks. The head should not have any relationship with heads of specialized departments, operational personnel, the General Director, Deputy General Director, or Branch Director within the company.

c) Possess a certificate of basic knowledge of securities and the securities market or a Securities Practitioner Certificate, as well as a certificate of expertise in securities law and the securities market.

d) Not concurrently hold other positions within the company.

CHAPTER IX

RESPONSIBILITIES OF BOD MEMBERS, CEO/GENERAL DIRECTOR, AND OTHER EXECUTIVES

The responsibilities of the BOD members, the CEO/General Director, and other executives include carrying out their assigned tasks, including those as members of committees within the Board of Directors, in a truthful and diligent manner for the benefit of the company.[78]

Article 57. Responsibilities of honesty and avoidance of conflicts of interest

1. **Careful responsibility: BOD** Members, the CEO/General Director, and management officials entrusted with responsibilities have the responsibility to fulfill their tasks, including tasks as members of BOD sub-committees, in an honest manner and in a level of care that a prudent person would exercise in similar positions and circumstances, in the belief that it is for the highest interest of the Company.
2. BOD Members, the CEO/General Director, other management personnel, and related individuals of these members are only allowed to use information obtained through their positions to serve the interests of the Company.
3. BOD Members, the CEO/General Director, and management officials are not allowed to use business opportunities that may bring benefits to the Company for personal purposes; at the same time, they are not allowed to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals, or to use or disclose internal information to others for related transactions.
4. BOD Members, the CEO/General Director, and management officials have an obligation to inform the Board of Directors of all benefits that may conflict with the interests of the Company, which they may enjoy through economic entities, transactions, or other individuals. The above-mentioned entities are only allowed to use those opportunities when the Board of Directors, without any related interests, decides not to pursue this matter.
5. Loans or guarantees shall not be provided to Shareholders, BOD Members, the CEO/General Director, other management officials, and related individuals, unless otherwise provided by law.
6. BOD Members shall not vote on transactions that bring benefits to themselves or related persons, as regulated by the Enterprise Law and the Company's Charter.
7. Contracts or transactions between the Company and one or more BOD members, the CEO/General Director, management personnel, or related parties to them or the Company, partners, associations, or organizations where one or more BOD members, management personnel, or related parties must be declared in accordance with the provisions of Clause 2, Article 164 of the Law on Enterprises and will not be invalidated if such contracts/transactions are approved in accordance with the provisions of Article 60 of the Charter.
8. BOD Members, the CEO/General Director, management personnel, or their related parties are not allowed to buy, sell, or engage in any form of transaction involving the Company's shares

[78] Article 164 đến Article 167 Enterprise Law; Article 5, Article 11 Circular 121-2020/TT-BTC; Article 291 đến Article 294 Decree 155-2020/NĐ-CP; Article 47, Article 48 Circular 116-2020/TT-BTC

or the shares of the Company's subsidiaries when they possess certain information that will affect the price of those shares and other shareholders are unaware of such information.

Article 58. Disclosure of Related Interests[79]

1. The company must collect and update a list of related persons of the company in accordance with the provisions of Article 23, Clause 4 of the Enterprise Law, regulations of relevant state management agencies, and their corresponding contracts and transactions with the company.
2. Members of the Board of Directors, the CEO/General Director, and other management officials, as well as related persons in accordance with the law and the company's charter, must disclose their related interests with the company, including:
   a) Name, enterprise code, registered address, industry, business sector of the enterprise in which they are the owner or hold capital or shares; the percentage and timing of their capital contribution or shareholding;
   b) Name, registered address, industry, business sector, number, and date of issuance of the Business Registration Certificate, place of business registration of the enterprise or economic organization in which they serve as BOD members, SB members, or CEO/General Director;
   c) Name, enterprise code, registered address, industry, business sector of the enterprise in which their related persons are the owners, jointly own, or individually own more than 10% of the charter capital.
3. BOD Members, the Director (CEO/General Director), and other managers have an obligation to notify the Board of Directors in writing about transactions between the company, its subsidiaries, other companies in which the company holds over 50% of the charter capital, and the relevant parties as prescribed by law.

   For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the company must publicly disclose information about these resolutions in accordance with the securities law provisions on disclosure of information.
4. The disclosure specified in Clause 2 of this Article must be made within seven (07) working days from the date of the occurrence of the related interest. In case of modifications or additions, the company must notify within seven (07) days from the date of the occurrence of the respective modifications or additions.
5. The disclosure prescribed in Clauses 1 and 2 of this Article must be reported to the most recent annual General Meeting of Shareholders or annually notified to the Shareholders and kept at the company's head office, in the Governance Report, and the Annual Report.
6. The preservation, disclosure, examination, extraction, and copying of the list of related persons and related interests specified in Clauses 1 and 2 of this Article shall be carried out as follows:
   a) The company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;

[79] Article 164 Enterprise Law; Article 20 Sample Charter Circular 116-2020/TT-BTC

b) The list of related persons and related interests must be kept at the company's head office; if necessary, it can be partially or entirely kept at the branches of the company;

c) Shareholders, representatives authorized by shareholders, BOD's members and other management officials have the right to examine, extract, and copy partially or entirely the disclosed content;

d) The company must facilitate the access, examination, extraction, and copying of the list of related persons and related interests by those specified in this clause in the fastest and most convenient manner, and must not hinder or create difficulties for them in exercising this right. The procedures for examining, extracting, and copying the disclosed content of related persons and related interests shall be carried out in accordance with the company's charter.

7. BOD Members and the CEO/General Director, whether in their personal capacity or on behalf of others, when performing tasks within the scope of the company's business, must explain the nature and content of those tasks to the Board of Directors and can only carry out such tasks with the approval of the majority of the remaining BOD members; if they perform tasks without disclosure or without the approval of the Board of Directors, all income obtained from such activities belongs to the company.

Article 59. Responsibility for damages and compensation[80]:

1. Responsibility for damages: BOD Members, the CEO/General Director, and managerial staff who fail to fulfill their obligations honestly, diligently, and with professional competence shall be held responsible for the damages caused by their violations.

2. Compensation:

   The Company will compensate individuals who have, are, or may become parties involved in complaints, lawsuits, or prosecutions, whether civil or administrative (excluding lawsuits initiated or brought by the Company) (including civil and administrative cases, excluding lawsuits initiated by the Company) if the individual has or is a BOD Members, the CEO/General Director, other executives, employees, or authorized representatives acting in the interests of the Company, acting honestly and diligently for the benefit of the Company, in compliance with the law, and without evidence confirming that the person has breached their responsibilities.

   The compensation costs include incurred expenses (including legal fees), settlement costs, fines, amounts to be paid in reality or considered reasonable when resolving these cases within the framework allowed by the law, provided that the individual has acted honestly, diligently, and with professional competence in a manner that they believe is in the best interest of the Company, in compliance with the law, and without any discovery or confirmation of their breach of responsibilities.

   The Company has the right to purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

[80] Article 48 Circular 116-2020/TT-BTC

Article 60. Contracts and transactions must be approved by the General Meeting of Shareholders or the Board of Directors[81]

1. The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the company and the following entities, as specified in Article 167 of the Enterprise Law and Article 293 of Decree 155-2020/ND-CP:

   a) Shareholders, their authorized representatives who are organizations owning more than 10% of the total common shares of the company, and their related persons;

   b) BOD Members, the CEO/General Director, other managers, and their related persons;

   c) Enterprises that BOD Members, the CEO/General Director, or other managers of the company must declare according to the provisions of Article 164 (2) of the Enterprise Law.

2. The Board of Directors shall approve contracts and transactions mentioned in Clause 1 of this Article that do not fall under the cases specified in Clause 3 of this Article and have a value lower than 35% of the total asset value stated in the latest financial statements or a different ratio or value as stipulated in the company's Charter.

   In this case, the representative of the company signing the contract or transaction must notify the BOD members about the related parties to the contract or transaction and submit a draft contract or the essential content of the transaction.

   The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the company's Charter specifies a different deadline. BOD Members who have an interest in the parties involved in the contract or transaction shall not have the right to vote.

3. The General Meeting of Shareholders shall approve the following contracts and transactions:

   a) Transactions mentioned in Clause 1 of this Article with a value equal to or higher than 35% of the total asset value stated in the company's latest financial statements or resulting in a total transaction value occurring within 12 months from the date of the first transaction with a value equal to or higher than 35% of the total asset value stated in the company's latest financial statements;

   b) Contracts and transactions involving borrowing, selling assets with a value higher than 10% of the total asset value stated in the latest financial statements of the enterprise, between the company and shareholders owning 51% or more of the total voting shares or their related persons.

4. In the case of approving contracts and transactions as specified in Clause 3 of this Article, the representative of the company signing the contract or transaction must notify the Board of Directors about the related parties to the contract or transaction and submit a draft contract or a notice of the essential content of the transaction. The Board of Directors shall present the draft contract or transaction or explain the essential content of the contract or transaction at the General Meeting of Shareholders or request written opinions from the shareholders.

   In this case, shareholders with an interest in the parties involved in the contract or transaction

[81] Article 167 Enterprise Law và Article 293 NGhị định 155-2020/NĐ-CP

shall not have the right to vote. Contracts and transactions approved according to the provisions of Article 31 of this Charter.

5. Contracts and transactions shall be invalidated according to the decision of the Court and handled in accordance with the provisions of the law if they are signed contrary to the provisions of this Article. The signatory of the contract or transaction, the shareholder, the BOD member, the CEO/General Director, or the related person shall be jointly liable to compensate for the resulting damages and refund to the company any benefits obtained from the performance of the contract or transaction.
6. The company must publicly disclose related contracts and transactions as stipulated by the relevant laws.

CHAPTER X

RIGHT TO ACCESS THE COMPANY'S BOOKS AND RECORDS

Article 61. Right to access books and records

1. Ordinary shareholders have the right to access books and records as follows:
   a) Ordinary shareholders have the right to review, access, and excerpt information regarding their names and contact addresses in the list of voting shareholders; request the correction of their inaccurate information; review, access, excerpt, or photocopy the company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
   b) Shareholders or groups of shareholders owning 5% or more of the total outstanding common shares have the right to review, access, and excerpt the minutes and resolutions, decisions of the Board of Management, interim and annual financial reports, contracts, transactions subject to the approval of the Board of Directors and other documents, except for materials related to the company's trade secrets and business secrets.
2. In case a representative authorized by a shareholder or a group of shareholders requests access to books and records, they must provide the power of attorney from the shareholder or the group of shareholders they represent or a certified copy of this power of attorney.
3. BOD Members, the CEO/General Director, and other executives have the right to access the shareholder register of the Company, the list of shareholders, books, and other records of the Company for purposes related to their positions, provided that this information must be kept confidential.
4. The Company must keep this Charter and any amendments to the Charter, the business registration certificate, regulations, documents proving ownership rights, resolutions of General Meetings of Shareholders and the Board of Directors, minutes of General Meetings of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial reports, accounting books, and other documents as required by law at its headquarters or another location, provided that the shareholders and the business registration authority are notified of the storage location of these documents.
5. Shareholders have the right to receive a free copy of the Charter from the Company. This

Charter is also published on the Company's website www.shs.com.vn.

CHAPTER XI

EMPLOYEES AND TRADE UNIONS

Article 62. Employees and Trade Unions

1. The CEO/General Director must develop plans for the Board of Directors to approve matters related to recruitment, termination of employment, wages, social insurance, benefits, rewards, and discipline for employees and management personnel of the enterprise.
2. The CEO/General Director must develop plans for the Board of Directors to approve matters related to the company's relationship with trade union organizations according to the highest standards, customs, and best management policies, as well as the regulations stipulated in this Charter, the company's regulations, and existing legal provisions.

CHAPTER XII

PROFIT DISTRIBUTION

Article 63. Profit distribution

1. **Use of capital**
   a) Saigon - Hanoi Securities Joint Stock Company shall use its capital for business operations, investment in construction, and acquisition of fixed assets as prescribed by law.
   b) Saigon - Hanoi Securities Joint Stock Company is entitled to change its capital structure and assets to serve the development of its activities as prescribed by law.
   c) Saigon - Hanoi Securities Joint Stock Company shall allocate capital and assets among its subsidiary companies with separate legal personality and independent accounting.
2. **Establishment of Funds:**

   The establishment of funds shall be carried out in accordance with the provisions of the law and shall be decided by the Annual General Meeting of Shareholders of the Company after fulfilling financial obligations to the State.
3. **Dividends**
   a) The General Meeting of Shareholders shall determine the dividend payment amount and form from the retained profits of the Company in accordance with the provisions of Article 135 and Article 136 of the Enterprise Law and relevant laws.
   b) The Company shall not pay interest on the amount of money for dividend payment or any related amount for a particular type of shares.
   c) Dividends for common shares shall be determined based on the realized net profits and the dividend payment amount shall be allocated from the retained profits of the Company. The Joint Stock Company shall only pay dividends for common shares when it meets the following conditions:

- The Company has fulfilled its tax obligations and other financial obligations as prescribed by law.
- The Company has established the required reserves and offset previous losses in accordance with the provisions of the law and the Company's Charter.
- Immediately after paying the dividends, the Company ensures the full payment of debts and other asset-related obligations as they become due.

d) Dividends must be fully paid within a period of 6 months from the date of the Annual General Meeting. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount for each share, and specify the deadline and method of payment, which shall be no later than 30 days prior to each dividend payment.

Notification of dividend payment shall be sent to shareholders through a secure method to their registered addresses in the shareholder register, at least 15 days prior to the dividend payment. The notification must include the following information:

- The name of the company and its registered address;
- The full name, contact address, nationality, and legal identification documents of individual shareholders;
- The business name, enterprise code or legal identification documents, and registered address of organizational shareholders;
- The quantity of shares held by each shareholder, the dividend amount per share, and the total dividend amount to be received by each shareholder;
- The timing and method of dividend payment;
- The full name and signature of the Chairman and the Legal representative of the company according to the law.

e) In the case where a shareholder transfers their shares between the record date and the dividend payment date, the transferee becomes the recipient of the dividends from the company.

f) In the case of dividend payment in the form of shares, the company must follow the regulations of the law regarding share offering. The company must register an increase in its charter capital corresponding to the total face value of the shares used for dividend payment within a period of 10 days from the completion of dividend payment.

g) The Board of Directors may propose to the General Meeting of Shareholders the payment of all or a portion of the dividends in the form of shares, and the Board of Directors is responsible for implementing this decision.

- Dividends are distributed based on the Resolution of the General Meeting of Shareholders upon the recommendation of the Board of Directors.

  The company can only pay dividends to shareholdersit has generated profits, fulfilled tax obligations, and other financial obligations as stipulated by the law; set aside reserves of the company and offset previous losses (if any).

- The Board of Directors may decide to pay interim dividends if it deems it appropriate considering the profit potential of the company.
- Dividends paid to preferred shareholders are subject to specific conditions applicable to each type of preferred shares.

h) Dividends can be paid in cash, in shares of Saigon-Hanoi Securities Joint Stock Company, or in other assets as proposed by the Board of Directors and approved by the General Shareholders' Meeting. If dividends are paid in cash, they will be executed in Vietnamese dong and can be settled through bank transfers upon the request of the shareholders.

- In the case of dividends or other related payments concerning a type of stock being paid in cash, the company must pay in Vietnamese dong.
- The payment can be made directly or through banks based on the detailed banking information provided by the shareholders.
- If the company has made the transfer according to the provided banking information and the shareholder does not receive the money, the company will not be held responsible for the transferred amount.
- Dividend payments for listed shares/traded shares on the Stock Exchange can be conducted through the Securities Company or the Vietnam Securities Depository and Clearing Corporation.
- With the approval of the General Shareholders' Meeting, the Board of Directors may decide and announce that common shareholders will receive dividends in additional common shares instead of cash dividends.

  The additional shares for dividend payment will be recorded as fully paid shares based on the value of the dividend-paying shares, which must be equivalent to the cash amount of the dividends.

i) Based on the Enterprise Law, Securities Law, the Board of Directors approves a resolution or decision to determine a specific date for shareholder registration.

Based on that date, individuals registered as shareholders or owners of other securities are entitled to receive cash dividends or stock dividends, receive notices or other documents.

j) The Board of Directors is responsible for creating a list of shareholders entitled to receive dividends, determining the dividend amount to be paid for each share, the deadline and form of payment, and preparing and sending a dividend payment notice that must be publicly disclosed and sent to all shareholders in accordance with legal regulations and guidance from the regulatory authorities.

k) According to the Enterprise Law, the Board of Directors may pass a Resolution to determine a specific date as the record date for the business operations of the company. Based on that date, registered shareholders or owners of other securities have the right to receive dividends, interest, profit distribution, stock, notices, or other documents.

The record date can be on the same day or before the exercise of those rights. This does not affect the rights of the parties in transactions involving the transfer of shares or related securities.

l) Recovery of payments for repurchased shares or dividends: In cases where the payment for repurchased shares is contrary to the provisions of Article 134(1) of the Enterprise Law, or the payment of dividends is contrary to the provisions of Article 135 of the Enterprise Law and the company's Charter, shareholders must reimburse the company the amount or other assets they have received. If shareholders are unable to reimburse the company, all members of the Board of Directors will be jointly and severally liable for the debts and other asset obligations of the company within the value of the amount or assets already paid to the shareholders but not yet returned.

4. **Handling business losses:**

In the case of the company experiencing losses in its business operations, the losses from the previous year will be handled in the following year when the company generates profits, according to the regulations of the law.

5. **Other issues related to profit distribution:**

Other issues related to profit distribution are carried out in accordance with the provisions of the law.

CHAPTER XIII

BANKING ACCOUNTS, FISCAL YEAR, ACCOUNTING SYSTEM

Article 64. Bank Accounts

1. The Company shall open bank accounts in Vietnamese banks or in foreign banks permitted to operate in Vietnam.
2. With prior approval from the competent authority, if necessary, the Company may open bank accounts overseas in accordance with the provisions of the law.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese dong or foreign currency accounts at the banks where the Company has opened accounts.

Article 65. Fiscal Year

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

The first fiscal year shall commence from the date of issuance of the License of Establishment and Operation and end on December 31st of the year in which the License of Establishment and Operation is granted.

Article 66. Accounting system

1. The accounting system used by the Company shall be the Vietnamese Accounting System (VAS) or a specific accounting regime issued and approved by the competent authority, the Ministry of Finance.
2. The Company shall maintain its accounting records in Vietnamese. The Company shall keep accounting records according to the types of business activities in which the Company engages. These records must be accurate, up-to-date, systematic, and sufficient to demonstrate and

explain the Company's transactions.

3. The Company uses the Vietnamese dong as the accounting currency. In case the Company's major economic transactions are denominated in a foreign currency, the Company may decide to choose that foreign currency as the accounting currency, taking responsibility for such decision in accordance with the law and notifying the direct tax management authority.

CHAPTER XIV

FINANCE REPORT, ANNUAL REPORT AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 67. Annual, semi-annual, and quarterly Financial Reports

1. The company must prepare periodic financial reports monthly, quarterly, and annually in accordance with the provisions of the law, as well as regulations of the Ministry of Finance, the State Securities Commission, and competent state management agencies. These reports must be audited as prescribed in Article 175 of the Enterprise Law, Article 29 of Circular No. 121/2020/TT-BTC, Article 75 of this Charter, and other related legal documents.
2. Before March 31st of the following year, the company must submit to the State Securities Commission the audited annual financial report and the financial safety ratio report as of December 31st, approved by an authorized auditing company.
3. The company's financial reports submitted to the State Securities Commission must contain all the required components and contents as prescribed by accounting regulations for securities companies.
4. In the case where the financial report has audit opinions except for excluded items and the reasons for exclusion that are not specified, the company must provide an explanatory document and obtain confirmation from the auditor to submit to the State Securities Commission according to legal regulations.
5. The annual financial report must include a statement of comprehensive income that reflects the Company's profit and loss situation in a truthful and objective manner for the financial year, and a balance sheet that reflects the Company's activities in a truthful and objective manner up to the reporting date, as well as a statement of cash flows and notes to the financial statements.
6. The audited financial reports, quarterly reports, and six-month reports of the Company are published on the website: www.shs.com.vn, in accordance with legal regulations.
7. Interested organizations and individuals have the right to inspect or obtain copies of the audited annual financial reports, six-month reports, and quarterly reports during the Company's working hours at its head office, upon payment of a reasonable fee for copying.

Article 68. Annual Report

The company is required to prepare and publish an annual report in accordance with the regulations on securities and the stock market.

Article 69. Reporting System, Information Disclosure, and Public Announcement

1. The company's reporting must be complete, timely, and accurately reflect the actual situation of the securities company.
2. The company must submit periodic reports in electronic data files to the State Securities Commission through the information system of the State Securities Commission, in accordance with the deadlines and regulations specified in the Enterprise Law, Securities Law, and related legislative documents.
3. Within 3 working days from the occurrence of the following events, the company must report to the State Securities Commission in writing:

   m) Borrowing, investing exceeding the prescribed Annual Report limits under Articles 26 and 28 of Circular 121-2020/TT-BTC dated December 31, 2020;

   n) The opening of the main office, branches, and transaction offices of the company.

4. **Risk Management Report:**

   Before January 31st and July 31st each year, the company is required to submit an annual/6-month Risk Management Report (according to the prescribed template in Appendix IV of Circular 121-2020/TT-BTC dated December 31st, 2020).

5. **Reports as requested:**

   In necessary cases, the company shall provide reports in writing as requested by the Ministry of Finance, the State Securities Commission, Stock Exchange, and relevant regulatory authorities.

6. **Annual report submission:**

   a) At the end of the financial year, the Board of Directors shall submit a report to the General Meeting of Shareholders in accordance with Article 175 of the Enterprise Law, which includes the following contents:

      - Report on the company's business results.
      - Audited financial report of the company.
      - Report on the assessment of the company's management and operation.
      - Other contents as stipulated by law.

   b) The report on the company's business results, audited financial report, and report on the assessment of the company's management and operation must be submitted to the Board of Directors for evaluation no later than 30 days prior to the opening of the Annual General Meeting of Shareholders.

   c) The reports evaluated by the Audit Commitee, as mentioned in section b, Clause 6 of this article, and the audited financial report must be kept at the company's head office no later than 10 days prior to the opening of the Annual General Meeting of Shareholders, unless the company's Charter stipulates a longer deadline.

      Shareholders who have continuously owned shares of the company for at least 1 year have the right to personally or together with lawyers, accountants, and certified auditors directly

review the reports specified in this article.

7. **Public Disclosure**

The company complies with the regulations stipulated in Article 176 of the Enterprise Law, Securities Law, Circular 96/2020/TT-BTC guiding the disclosure of information, and other relevant legal provisions, including:

a) Submitting periodic financial reports approved by the General Shareholders' Meeting to the competent state authorities in accordance with accounting laws and other relevant legal regulations.

b) The company publishes the following information on its electronic information portal:

- Company's Charter
- Internal Governance Regulations of the Company
- Biographies, educational backgrounds, and professional experience of BOD, and the CEO/General Director of the Company
- List of employees with professional certificates
- Annual financial reports approved by the General Shareholders' Meeting
- Annual evaluation reports of the activities of the Board of Directors
- Resolutions and Decisions of the General Shareholders' Meeting
- Resolutions of the Board of Directors
- Other documents as required by applicable laws and regulations.

CHAPTER XV

COMPANY AUDIT

Article 70. Company Audit

1. Based on the proposal of the Board of Directors, the General Meeting of Shareholders shall appoint an independent audit company or authorize the Board of Directors to select one from the list of independent audit companies to conduct an audit of the company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors. The audit company must be approved by the competent state authority, if required by law.
2. The company shall prepare and submit the annual financial report to the independent audit company after the end of the fiscal year.
3. The independent audit company is responsible for examining, confirming, and reporting on the company's annual financial report, preparing an audit report, and submitting it to the Board of Directors within 02 (two) months from the end of the fiscal year. The auditor conducting the audit for the company must be approved by the competent state authority in accordance with the provisions of the law.
4. A copy of the audit report shall be submitted along with each copy of the company's annual accounting report.
5. The independent auditor conducting the audit of the company's financial statements shall attend the General Meeting of Shareholders and have the right to receive notices and other related information regarding the General Meeting of Shareholders and to express opinions at the meeting on matters related to the audit of the company's financial statements.

CHAPTER XVI

COMPANY SEAL

Article 71. Company Seal

1. The company seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature as regulated by the laws on electronic transactions, specified in Article 43 of the Enterprise Law and other relevant laws.
2. The Board of Directors decides on the type, quantity, form, and content of the company seal, branch seals, and representative office seals (if any).
3. The Board of Directors and the CEO/General Director shall use and manage the company seal in accordance with the provisions of the current laws.

CHAPTER XVII

ORGANIZATION RESTRUCTURING, DISSOLUTION, AND LIQUIDATION OF COMPANIES

Article 72. Termination of activities and dissolution of the Company

1. The Company may be dissolved or its activities terminated in the following cases:
   a) The expiration of the operating period specified in the Company's Charter without a decision on extension;
   b) In accordance with the resolution or decision of the General Meeting of Shareholders;
   c) Revocation of the Certificate of Business Registration, except in cases where the Tax Administration Law provides otherwise;
   d) Other cases as prescribed by law.
2. The Company may be dissolved before the expiration of the operating period in the following cases, as decided by the General Meeting of Shareholders:
   a) The objectives of the Company cannot be achieved;
   b) The Company incurs losses amounting to three-fourths (3/4) of its charter capital;
   c) There is a legitimate request from a Shareholder/group of Shareholders representing at least two-thirds (2/3) of the voting shares of the Company.
3. The dissolution of the Company before the expiration of the operating period, as decided by the General Meeting of Shareholders, shall be carried out by the Board of Management. This decision must be notified or approved by the competent authority in accordance with the provisions of the law (if required).
4. The procedures and process of dissolution of the Saigon - Hanoi Securities Joint Stock Company shall be carried out in accordance with relevant regulations of the law.

Article 73. Extension of operations, Restructuring

1. Restructuring: The division, merger, consolidation, bankruptcy, and conversion of the Saigon - Hanoi Securities Joint Stock Company shall be carried out in accordance with the provisions of the law.
2. Extension of operations: The Board of Directors shall convene a General Meeting of Shareholders at least 7 (seven) months before the expiration of the operating period, so that shareholders can vote on the extension of the Company's operations based on the proposal of the Board of Directors.
3. The operating period shall be extended when there is a representation of shareholders accounting for 65% or more of the total voting shares of all shareholders present and voting at the General Meeting of Shareholders in agreement.

Article 74. Company Liquidation

1. At least six months before the expiration of the company's operation term or after a decision to dissolve the company is made, the Board of Directors must establish a Liquidation Committee consisting of three members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing company.

   The Liquidation Committee will prepare its own operational regulations. The members of the Liquidation Committee may be selected from the company's employees or independent experts. All costs related to the liquidation will be given priority for payment before other debts of the company.

2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of establishment and the date of commencement of activities. From that point onwards, the Liquidation Committee will act on behalf of the company in all matters related to the company's liquidation before the court and administrative agencies.

3. The funds obtained from the liquidation will be paid in the following order:

   a) Liquidation costs;

   b) Debts for wages, severance allowances, social insurance, and other employee benefits under collective labor agreements and employment contracts;

   c) Tax debts;

   d) Other debts of the company;

   e) The remaining amount after paying all debts from (a) to (d) above shall be distributed among the shareholders. Preferred shares shall be given priority in payment.

CHAPTER XVIII

INTERNAL DISPUTE RESOLUTION

Article 75. Internal dispute resolution

1. In the event of a dispute or complaint related to the operations of the Company or the rights of shareholders arising from the Charter or any rights or obligations under the Enterprise Law, Securities Law, other legal regulations, or agreements between:
   a) Shareholders and the Company; or
   b) Shareholders and the Board of Directors, CEO/General Director, or other managerial personnel.
2. The parties involved shall attempt to resolve the dispute through negotiation and reconciliation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman shall preside over the dispute resolution process and request each party to present the relevant practical factors related to the dispute within 15 working days from the date the dispute arises.
3. In the case of a dispute involving the Board of Directors or the Chairman, either party may request the General Meeting of Shareholders to appoint an independent expert to act as an arbitrator for the dispute resolution process.
4. If a reconciliation decision is not reached within six (6) weeks from the start of the reconciliation process, or if the decision of the mediation intermediary is not accepted by the parties, either party may bring the dispute to the Economic Arbitration Tribunal or Economic Court.
5. The parties shall bear their own costs related to negotiation and reconciliation procedures. The costs of the Court shall be determined by the Court's ruling on which party shall bear them.

Article 76. Deadlock between Members of the Board of Directors and Shareholders

1. Shareholders holding at least fifty percent of the total voting shares in the election of members of the Board of Directors have the right to file a complaint to the court requesting dissolution based on one or more of the following grounds:
   a) BOD Members fail to agree on the management of the Company, resulting in the inability to obtain the required number of votes as specified for the Board of Directors to operate.
   b) Shareholders fail to reach an agreement, making it impossible to obtain the required number of votes as prescribed to proceed with the election of members of the Board of Directors.
   c) There is internal disagreement and division among two or more factions of shareholders, making dissolution the preferable option for the benefit of all shareholders.
2. The sequence and procedures shall comply with the provisions of the law and the Company's Charter.

CHAPTER XIX

IMPLEMENTATION PROVISIONS

Article 77. Amendment and Modification of the Charter

1. The amendment and modification of this Charter must be considered and decided upon by the Shareholders' General Meeting.
2. In cases where there are legal provisions related to the operations of the Company that are not mentioned in this Charter or in cases where there are new legal provisions that differ from the provisions in this Charter, those legal provisions shall naturally be applied and regulate the operations of the Company.

Article 78. Effective Date

1. This Charter consists of XVIII chapters and 78 articles, issued under 2024 AGM Resolution No. 01-2024/NQ-DHDCD dated May 15th, 2024 and BOD's Decision no.31-2024/QD-HDQT dated June 06th, 2024 of Saigon - Hanoi Securities Corporation (SHS).
2. The Charter is prepared in 6 copies, all having equal validity kept at SHS BOD's Office;
3. This Charter is the only official document of the Company.
4. Copies or extracts of the Company's Charter are valid when bearing the signature of the Chairman of the Board of Directors or at least 1/2 of the total BOD members.

On behalf of Saigon – Hanoi Securities JSC

CHAIRMAN	**LEGAL REPRESENTATIVE**
(signed)	**CHIEF OF EXECUTIVE**
	(Signed)
VINH, DO QUANG (Mr.)	**THANH, NGUYEN CHI (Mr.)**

APPENDIX

DETAILS OF THE COMPANY'S REGISTERED CAPITAL FROM THE DATE OF ESTABLISHMENT UNTIL NOW,

THE SHAREHOLDING RATIOS OF FOUNDING SHAREHOLDERS AT THE DATE OF THE COMPANY'S ESTABLISHMENT

1) Details of the Company's registerd capital from the date of establishment until now:

No.	Time	Charter Capital *(Vietnamese dong)*	Note
1	November 2007	**350,000,000,000**	Establishment of the Company
2	May 2009	**410,629,960,000**	Issuance of bonus shares to increase Charter Capital from surplus capital fund
3	April 2010	**1,000,000,000,000**	Issuance of new shares to increase Charter Capital for existing Shareholders, Employees, and potential Partners
4	May 2018	**1,053,956,740,000**	Issuance of shares in exchange for SHBS shares to receive the merger of SHB Securities Joint Stock Company
5	May 2019	**2,072,682,010,000**	Issuance of shares to increase charter capital and distribute dividends in the form of shares to existing Shareholders, Employees, and potential Partners
6	October 2021	**3,252,650,270,000**	Issuance of shares to increase Charter Capital from equity capital sources and offer to existing Shareholders and Employees
7	June 2022	**6,505,300,540,000**	Additional public offering of shares to existing Shareholders
8	August 2022	**8,131,567,480,000**	Issuance of SHS shares to distribute dividends for the year 2021 and increase share capital from owner's equity.

2) Information about Founding Shareholders and their shareholding ratios on the date of Company establishment:

No.	Fullname	Business Registration Certificate, Date of Issuance, Place of Issuance	Address	Number of ownership SHS shares	Total value (Vietnamese dong)	Percentage on the registered capital at that time (%)
1	T&T Group Joint Stock Corporation	0103020950, December 9th, 2008, Hanoi Department of Planning and Investment, Vietnam	No.18 Hang Chuoi str., Hoan Kiem Dist., Hanoi, Vietnam	5,250,000	52,500,000,000	15
2	Saigon – Hanoi Joint Stock Commercial Bank (SHB)	0103026080, July 29th, 2008, Hanoi Department of Planning and Investment, Vietnam	No. 77, Tran Hung Dao Str., Hoan Kiem Dist., Hanoi, Vietnam	3,500,000	35,000,000,000	10
3	Vietnam National Coal and Mineral Industries Group - Vinacomin (VCM)	0106000574, February 9th, 2006, Hanoi Department of Planning and Investment, Vietnam	No.226 Le Duan Str., Dong Da, Hanoi, Vietnam	3,500,000	35,000,000,000	10
4	Viet Nam Rubber Industrial Zone and Urban Development JSC (VINARUCO)	0403000336, December 18th, 2007, Haiduong Department of Planning and Investment, Vietnam	No.165 Bach Dang Str., Tran Phu Ward, Hai Duong City, Vietnam	3,500,000	35,000,000,000	10
5	Vietnam Rubber Industrial Group JSC (VGR)	4106000341, March 16th, 2007, HCM City Department of Planning and Investment, Vietnam	No.236, Nam Ky Khoi Nghia Str., No. 3 Dist., HCMC, Vietnam	1,750,000	17,500,000,000	05

6	Hanoi Trade and Services Ltd Company	044981, April 11st, 2007 Hanoi Department of Planning and Investment, Vietnam	No.17 Phu Dong Thien Vuong str., Hai Ba Trung Dist., Hanoi, Vietnam	1,750,000	17,500,000,000	05
7	An Sinh Industrial Investment JSC	0103021662, January 11st, 2008 Hanoi Department of Planning and Investment, Vietnam	No.122 Hoang Ngan Str., Cau Giay Dist., Hanoi, Vietnam	1,750,000	17,500,000,000	05