

CTCP CHỨNG KHOÁN KIRIN
KIRIN SECURITIES JSC

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
THE SOCIALIST REPUBLIC OF VIETNAM
Độc lập - Tự do - Hạnh phúc
Independence - Freedom - Happiness

Số/No: **54** /2026/CV-CSI

*Ha Noi, July **15**, 2026*

CÔNG BỐ THÔNG TIN
INFORMATION DISCLOSURE

Kính gửi: Ủy ban Chứng khoán Nhà nước /State Securities Commission of VietNam
To: Sở Giao dịch Chứng khoán Việt Nam /Vietnam Exchange
Sở Giao dịch Chứng khoán Hà Nội /Hanoi Stock Exchange

1. Tên tổ chức/Name of organization: CTCP CHỨNG KHOÁN KIRIN/ KIRIN SECURITIES JSC

- Mã chứng khoán/ Stock code: CSI

- Địa chỉ/Address: Tầng 12A, Tòa nhà ROX Tower, 54A Nguyễn Chí Thanh, phường Láng, Hà Nội/ 12A Floor, ROX Tower, 54A Nguyen Chi Thanh Street, Lang Ward, Hanoi.

- Điện thoại liên hệ/Tel.: (+84) 024 3926 0099

- E-mail: cbtt@vneci.com.vn

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

Ngày **15** /7/2026, Công ty Ban hành Điều lệ (Bản sửa đổi, bổ sung lần thứ 16), sửa đổi theo các nội dung đã được ĐHĐCĐ thường niên phê duyệt tại nghị quyết số 01/2026/NQ-ĐHĐCĐ-CSI ngày 23/4/2026.

*On July **15**, 2026, the Company promulgated the Charter (16th Amendment and Supplement), incorporating the amendments approved by the Annual General Meeting of Shareholders under Resolution No. 01/2026/NQ-ĐHĐCĐ-CSI dated April 23, 2026.:*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày **15 tháng 7** năm 2026 tại đường dẫn: <https://kirins.vn/tin-co-dong/> /This information was published on the company's website on , 2026, as in the link: <https://kirins.vn/en/shareholder-relations/>

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

Đại diện tổ chức
Organization representative
Người UQ CBTT
Person authorized to disclose information



HOÀNG XUÂN HÙNG

KIRIN SECURITIES
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER
KIRIN SECURITIES
JOINT STOCK COMPANY

(The 16th Amendment)

Ha Noi, date 15 month 7 year 2026

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LEGAL BASIS

The Law on Enterprises, duly adopted by the National Assembly of the Socialist Republic of Vietnam and currently in effect, and its guiding documents;

The Law on Securities, duly adopted by the National Assembly of the Socialist Republic of Vietnam and currently in effect, and its guiding documents;

Decrees and Circulars guiding the operations of securities companies and public companies, issued by the Ministry of Finance and currently in effect;

Circulars guiding information disclosure on the securities market applicable to securities companies and public companies, issued by the Ministry of Finance and currently in effect.

Chapter I

GENERAL PROVISIONS

Article 1. Explanation of terms

1. In this Charter, unless the context otherwise requires, the terms below shall be construed as follows::
 - a. “Company” means Kirin Securities Joint Stock Company, established and operating under License No. 96/UBCK-GP issued by the State Securities Commission on 21 August 2008;
 - b. “Business Territory” means the territory of Vietnam and overseas;
 - c. “Charter” means the Charter of organization and operation of the Company;
 - d. “Charter Capital” means the total par value of issued shares that have been fully paid by shareholders and as specified in this Charter;
 - e. “Shareholder” means any organization or individual owning at least one share of the Company;
 - f. “Board of Directors” means the Board of Directors of the Company;
 - g. “Supervisory Board” means the Supervisory Board of the Company;

- h. “Laws” means all legal normative documents as prescribed in Article 1 of the Law on Promulgation of Legal Normative Documents adopted by the National Assembly of the Socialist Republic of Vietnam on 03 June 2008;
 - i. “Law on Securities” means the Law on Securities adopted by the National Assembly of the Socialist Republic of Vietnam, XIV Legislature, 8th Session, on 26 November 2019;
 - j. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam, XIV Legislature, 9th Session, on 17 June 2020;
 - k. “Company Manager” includes the Chairman of the Board of Directors, members of the Board of Directors, members of the Board of Management, Branch Directors, and other individuals holding managerial positions authorized to enter into transactions on behalf of the Company in accordance with this Charter;
 - l. “Executive Officer” means the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed in the Company’s Charter;
 - m. “Related Person” means an individual or organization having relationships as defined in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;
 - n. “Vietnam” means the Socialist Republic of Vietnam;
 - o. “SSC” means the State Securities Commission;
 - p. “Stock Exchange” means Ho Chi Minh City Stock Exchange and/or Hanoi Stock Exchange..
- 2. In this Charter, any reference to a provision or document shall be deemed to include any amendment, supplement, modification, or replacement thereof.
 - 3. The headings of Chapters and Articles in this Charter are inserted for convenience of reference only and shall not affect the interpretation, meaning, or substance of this Charter.
 - 4. Words and terms defined in the Law on Enterprises and the Law on Securities shall have the same meanings in this Charter, unless otherwise required by the context or inconsistent with the relevant subject matter.

Article 2. Name, Legal Form, Head Office, Operational Network and Duration of the Company

1. Company Name:
 - a. Vietnamese name: Công ty Cổ phần Chứng khoán Kirin.
 - b. Foreign-language name: Kirin Securities Joint Stock Company.
 - c. Abbreviated name: Kirin Securities
2. Legal Form: The Company is a joint stock company licensed for establishment and operation in accordance with the Law on Securities, having legal entity status and operating in compliance with the applicable laws of Vietnam.
3. Head Office:
 - a. Head office address: 12A Floor, ROX Tower, 54A Nguyen Chi Thanh Street, Lang Ward, Hanoi City, Vietnam.

[The above content shall take effect from the date on which it is approved and licensed by the State Securities Commission of Vietnam].
 - b. Tel: (+84) 24 3926 0099/Fax: (+84) 24 3926 3411
 - c. Email: online@kirins.vn
 - d. Website: <https://kirins.vn/>
4. Operational Network:
 - a. The Company may establish branches, transaction offices and representative offices to further its business objectives, subject to a resolution of the Board of Directors and approval by the State Securities Commission of Vietnam (“SSC”);
 - b. Branches, transaction offices and representative offices are dependent units of the Company, and the Company shall bear full responsibility for the operations of its branches, transaction offices and representative offices;

- c. The Company shall conduct securities business activities and provide securities services only at its head office, branches and transaction offices that have been approved by the State Securities Commission of Vietnam (SSC);
 - d. The name of each branch, transaction office or representative office shall include the Company's name together with the words "Branch", "Transaction Office" or "Representative Office", and a distinguishing proper name.
5. Duration of Operation:
- The Company shall commence its operation on the date of its establishment and shall continue for an indefinite term, unless it is terminated prior to such time in accordance with applicable law or this Charter.

Article 3. The Legal Representative of the Company

- 1. The Legal Representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions; represents the Company as claimant, defendant, or a person with related rights and obligations before arbitration tribunals and courts; and exercises and performs other rights and obligations in accordance with applicable laws.
- 2. The Legal Representative of the Company:
 - a. Number of Legal Representatives: one (01) person.
 - b. The title of the Legal Representative shall be either Chairman of the Board of Directors or Chief Executive Officer (General Director).
 - c. The rights and obligations of the legal representative shall be exercised in accordance with the Law on Enterprises and this Charter.
- 3. Where the legal representative departs from Vietnam, he/she must authorize in writing another individual residing in Vietnam to exercise the rights and perform the duties of the legal representative. In such case, the legal representative shall remain responsible for the exercise of the delegated rights and the performance of the delegated duties.

4. Upon the expiry of the authorization period specified in Clause 3 of this Article, if the legal representative of the Company has not returned to Vietnam and no further authorization has been granted, the authorized person shall continue to exercise the rights and perform the duties of the legal representative of the Company within the scope of the authorization until the legal representative returns to work at the Company or until the Board of Directors appoints another person as the legal representative of the Company.
5. If the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the duties of the legal representative, or if he/she dies, is declared missing, is subject to criminal prosecution, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory drug rehabilitation establishment or compulsory education establishment, has limited or lost legal capacity, experiences difficulties in cognition and behavioral control, or is prohibited by a court from holding certain positions, practicing certain professions, or performing certain jobs, the Board of Directors shall appoint another person as the legal representative of the Company.
6. In certain special circumstances, a legal representative may be appointed by a competent Court during court proceedings.

Article 4. Responsibilities of the Company's Legal Representative

1. The legal representative shall have the following responsibilities:
 - a. To exercise the assigned rights and perform the assigned obligations honestly, prudently and to the best of his/her ability in order to safeguard the legitimate interests of the Company;
 - b. To act loyally in the interests of the Company; not to abuse his/her position, title, or use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals;
 - c. To promptly, fully and accurately notify the Company of any enterprise in which he/she or his/her related persons own or hold shares or contributed capital in accordance with the Law.

2. The legal representative of the Company shall be personally liable for any damage caused to the Company arising from a breach of the responsibilities specified in Clause 1 of this Article.

Article 5. Scope of Business Operations

1. The securities business activities of the Company include:
 - a. Securities brokerage;
 - b. Securities investment advisory services;
 - c. Proprietary trading of securities..
2. In addition to the securities business activities specified in Clause 1 of this Article, the Company is permitted to provide securities depository services, financial advisory services, entrusted management of investors' securities trading accounts, and other financial services in accordance with regulations of the Ministry of Finance.
3. The Company may add or remove one or more of the business activities specified in Clause 1 of this Article upon obtaining approval from the State Securities Commission of Vietnam (SSC).

Article 6. Objectives of Operation

1. The objectives of the Company are to mobilize and utilize capital efficiently in order to maximize profits, create employment opportunities for employees, increase returns for shareholders, and contribute to the development of the Vietnamese securities market and the State budget.
2. If any of the above objectives requires approval from a competent State authority, the Company shall only implement such objective after obtaining the required approval.

Article 7. Principles of Operation

1. To comply with the laws on securities and the securities market and other relevant laws.
2. To conduct business activities in a fair and honest manner.

3. To promulgate operational procedures, internal control and risk management procedures, and professional ethics rules appropriate to the Company's business operations.
4. To ensure adequate human resources, capital, and facilities necessary for securities business activities in compliance with applicable laws.
5. To maintain separation of offices, personnel, data systems, and reporting lines among business divisions in order to prevent conflicts of interest between the Company and its clients, and among clients themselves. The Company shall disclose to clients in advance any potential conflicts of interest that may arise between the Company, its licensed practitioners, and its clients.
6. To employ securities practitioners appropriate to each business operation. Securities practitioners engaged in proprietary trading shall not concurrently perform securities brokerage activities.
7. Any price forecast or trading recommendation relating to a specific security published through the media must clearly state the analytical basis and sources of information used.

Article 8. Rights of the Company

1. To enjoy all rights provided under the Law on Enterprises, provided that such rights are not inconsistent with the Law on Securities.
2. To provide securities services and financial services within the scope permitted by law.
3. To collect fees and charges in accordance with regulations of the Ministry of Finance..
4. To invest capital in, acquire shares of, other enterprises and establish subsidiaries for the conduct of securities business activities in accordance with law.
5. To give priority to employing Vietnamese employees, ensure the rights and interests of employees in accordance with the Labor Code, and respect trade union rights as prescribed by law.
6. To exercise other rights as provided in this Charter and applicable laws.

Article 9. Obligations of the Company

1. General Obligations:
 - a. To fully perform its obligations under the Law on Enterprises;
 - b. To establish internal audit, internal control, risk management, and supervisory systems to monitor and prevent conflicts of interest within the Company and in transactions with related persons;
 - c. To comply with corporate governance principles as prescribed by law and this Charter;
 - d. To comply with financial safety requirements prescribed by the Ministry of Finance;
 - e. To purchase professional liability insurance for its securities business operations or establish an investor protection fund to compensate investors for losses caused by technical failures or employee negligence;
 - f. To maintain complete records and accounts accurately reflecting all transactions of clients and of the Company;
 - g. To conduct short-selling transactions and securities lending transactions for clients in accordance with regulations of the Ministry of Finance;
 - h. To comply with regulations of the Ministry of Finance governing securities business operations;
 - i. To comply with accounting, auditing, statistical, and financial obligations as required by applicable laws;
 - j. To fulfill information disclosure, reporting, and record-retention obligations in accordance with the Law on Enterprises, the Law on Securities, and implementing regulations;
 - k. To contribute to the settlement support fund in accordance with regulations on securities registration, depository, clearing, and settlement.
2. Obligations toward Shareholders:
 - a. To clearly define the responsibilities of the General Meeting of Shareholders, the Board of Directors, the Chairman of the Board of Directors, and the Supervisory Board in accordance with applicable laws;

- b. To establish communication channels with shareholders to ensure adequate information disclosure, fair treatment of shareholders, and protection of shareholders' lawful rights and interests.
- c. The Company shall not:
 - Commit to any level of income or profit for shareholders (except for holders of fixed-dividend preference shares);
 - Illegally retain benefits or income arising from shareholders' shares;
 - Provide direct or indirect financial assistance or guarantees to shareholders; or extend loans in any form to major shareholders, Supervisors, members of the Board of Directors, members of the Board of Management, the Chief Accountant, or their related persons;
 - Generate income for shareholders by repurchasing shares in a manner inconsistent with applicable laws;
 - Infringe upon shareholders' rights, including ownership rights, option rights, fair trading rights, rights to information, and other lawful rights and interests.
- 3. Obligations toward Clients:
 - a. To maintain good faith with clients and not infringe upon clients' assets, rights, or other lawful interests;
 - b. To separately manage the cash and securities of each client and to segregate client assets from those of the Company. All client cash transactions shall be conducted through banks. The Company shall not misuse assets entrusted to it by clients, client settlement funds, or securities deposited with the Company;
 - c. To enter into written agreements with clients when providing services and to provide clients with complete and truthful information regarding such services;
 - d. To provide recommendations and advice appropriate to each client based on reasonable efforts to obtain information regarding the client's financial condition, investment objectives, risk tolerance, expected returns, and other information required by law, and to ensure that all investment recommendations and advice are suitable for the relevant client;

- e. To be responsible for the reliability of information disclosed to clients and to ensure that clients make investment decisions based on adequate information, including information regarding the nature and risks of products and services offered. Any fraudulent conduct or disclosure of false information is strictly prohibited;
 - f. To act prudently and avoid conflicts of interest with clients. Where conflicts of interest cannot be avoided, the Company shall notify clients in advance and take necessary measures to ensure fair treatment of clients;
 - g. To give priority to executing client orders before executing the Company's own orders;
 - h. To establish a dedicated department responsible for client communications and the handling of client inquiries and complaints;
 - i. To perform its obligations to clients to the best of its ability;
 - j. To maintain the confidentiality of client information.
4. The Company shall maintain the confidentiality of information relating to clients' securities holdings and cash balances and shall refuse requests for investigation, freezing, detention, attachment, or transfer of client assets without the client's consent.
5. The provisions of Clause 4 of this Article shall not apply in the following cases:
- a. Auditors conducting audits of the Company's financial statements;
 - b. Disclosure of information at the request of competent State authorities.

Article 10. Prohibitions and Restrictions

1. Restrictions Applicable to the Company:

The Company shall not:

- a. Make representations or guarantees to clients regarding the level of income or profit to be derived from their investments, or guarantee that clients will not incur losses, except in relation to investments in fixed-income securities;
- b. Agree upon or offer a specific interest rate or share profits/losses with clients for the purpose of soliciting securities transactions;

- c. Directly or indirectly establish locations other than those approved by the State Securities Commission of Vietnam ("SSC") for the execution of agreements, receipt of orders, execution of securities transactions, or settlement of securities transactions with clients;
 - d. Accept trading orders from, or settle transactions with, persons other than the registered account holders without written authorization from the client;
 - e. Use the name or trading account of a client to register for or trade securities;
 - f. Misappropriate securities or cash belonging to clients or hold clients' securities under the Company's name in the form of custody;
 - g. Disclose client information unless consented to by the client or required by competent State authorities;
 - h. Engage in any conduct that may mislead clients or investors regarding securities prices;
 - i. The securities trading account opening agreement must not contain provisions intended to evade the Company's legal obligations; limit the Company's liability for compensation or transfer risks from the Company to the client; require the client to assume indemnification obligations in an unfair manner; or include any terms and conditions that unfairly disadvantage the client.
2. Restrictions Applicable to Securities Practitioners:
- a. Except where appointed as a representative of the Company's contributed capital or appointed to the management body of an entity owning the Company or an entity in which the Company has invested, a securities practitioner shall not::
 - Simultaneously work for another organization having an ownership relationship with the Company;
 - Simultaneously work for another securities company or fund management company;
 - Simultaneously serve as the Director (General Director) of an organization conducting a public offering of securities or a listed company.
 - b. A securities practitioner may only open his/her own securities trading account with the Company.

- c. In carrying out the Company's business activities, a securities practitioner acts on behalf of the Company in conducting transactions with clients, and the Company shall be responsible for all activities of such securities practitioner. A securities practitioner shall not use cash or securities in a client's account unless duly authorized by the Company pursuant to a written authorization granted by the client to the Company..
- 3. Restrictions Applicable to Members of the Board of Directors, the Head of the Supervisory Board, and Members of the Board of Management:
 - a. A member of the Board of Directors of the Company shall not simultaneously serve as a member of the Board of Directors or as the General Director of another securities company;
 - b. The Head of the Supervisory Board shall not simultaneously serve as a Supervisor or manager of another securities company;
 - c. The General Director and Deputy General Directors shall not simultaneously work for any securities company, fund management company, or other enterprise. The General Director shall not simultaneously serve as a member of the Board of Directors or the Members' Council of another securities company.
- 4. Prohibited Acts in Securities and Securities Market Activities:
 - a. Directly or indirectly engaging in fraudulent or deceptive conduct, forging documents, fabricating false information, disclosing misleading information, concealing information, or omitting material information that may cause serious misunderstanding and adversely affect securities offerings, listings, trading, securities business activities, securities investments, or the provision of securities services.
 - b. Using internal information to buy or sell securities for oneself or others; disclosing or providing internal information, or advising others to buy or sell securities on the basis of internal information..
 - c. Using one or more trading accounts of oneself or others, or colluding with others, to conduct securities transactions for the purpose of creating artificial supply or demand; conducting collusive transactions or inducing others to buy or sell securities to manipulate securities

prices; employing trading methods, spreading false rumors, or disseminating misleading information to the public for the purpose of market manipulation.

- d. Conducting securities business activities or providing securities services without obtaining the licenses, certificates, or approvals required by the State Securities Commission of Vietnam.
- e. Using clients' accounts or assets without authorization from clients, in violation of applicable laws, or abusing entrusted authority to misappropriate clients' assets.
- f. Lending a securities trading account to another person or holding securities in one's name on behalf of another person in a manner that results in securities price manipulation.
- g. Organizing a securities trading market in violation of the Law on Securities of Vietnam.

Chapter II

CHARTER CAPITAL, SHARES AND SHAREHOLDERS

SECTION 1

CHARTER CAPITAL AND SHARES

Article 11. Charter Capital

1. The charter capital of the Company is VND 168,000,000,000 (*in words: One Hundred and Sixty-Eight Billion Vietnamese Dong*).
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
3. As of the date of adoption of this Charter, the Company's shares comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are provided in Articles 21 and 22 of this Charter.

Article 12. Classes of Shares

1. The total charter capital of the Company is divided into 16,800,000 shares (Sixteen Million Eight Hundred Thousand Shares). The par value of each share is VND 10,000.
2. As of the date of adoption of this Charter, the Company has only ordinary shares:
16.800.000 ordinary shares (*Sixteen Million Eight Hundred Thousand Shares*).
3. Ordinary shares may not be converted into preference shares. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders. The method and conversion ratio shall be approved by the General Meeting of Shareholders in accordance with applicable laws.
4. A holder of ordinary shares is an ordinary shareholder. Each ordinary share carries one (01) voting right. Holders of ordinary shares have the right to participate in the decision-making process of the Company through voting at meetings of the General Meeting of Shareholders.
5. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with applicable laws..

6. Ordinary shares shall be offered first to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by existing shareholders shall be disposed of at the discretion of the Board of Directors. The Board of Directors may allocate such shares to other persons on such terms and conditions as it deems appropriate, provided that such shares are not sold on terms more favorable than those offered to existing shareholders, except where the shares are sold through a stock exchange by auction.
7. The Company may repurchase shares issued by itself in accordance with the methods provided in this Charter and applicable laws. Shares repurchased by the Company shall constitute treasury shares, which may be re-offered by the Board of Directors in accordance with the Law on Securities, relevant implementing regulations, and this Charter.

Article 13. Shareholders Register

1. The Company shall establish and maintain a shareholders register from the date on which its Establishment and Operation License is granted.
2. The shareholders register shall contain the principal contents prescribed by the Law on Enterprises..
3. The form of the shareholders register shall be determined by the Company and may consist of a written document, an electronic database, or both, recording information relating to the ownership of shares by the Company's shareholders.
4. The shareholders register shall be maintained at the Company's head office or at the Vietnam Securities Depository and Clearing Corporation (VSDC). Shareholders shall have the right to inspect, review, extract and copy the names and contact addresses of shareholders recorded in the shareholders register.
5. The shareholders register shall be maintained at the Company's head office or at the Vietnam Securities Depository and Clearing Corporation (VSDC). Shareholders shall have the right to inspect, review, extract and copy the names and contact addresses of shareholders recorded in the shareholders register.

6. The Company shall promptly update changes relating to shareholders in the shareholders register at the request of the relevant shareholder within twenty-four (24) hours from receipt of such request in accordance with this Charter.

Article 14. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares owned by them.
2. A share certificate is a certificate issued by the Company, a book-entry record, or electronic data evidencing a shareholder's ownership of one or more shares in the Company.
3. A share certificate shall contain the principal contents prescribed by the Law on Enterprises.
4. In the event of any error in the contents or form of a share certificate issued by the Company, the rights and interests of the holder thereof shall not be affected. The legal representative of the Company shall be liable for any damage arising from such errors.
5. Within seven (07) working days from the date of receipt of a complete application for transfer of share ownership in accordance with the Company's regulations, or within sixty (60) days (or such other period as specified in the terms of issuance) from the date of full payment for the subscribed shares in accordance with the Company's share issuance plan, the owner of such shares shall be issued a share certificate. The shareholder shall not be required to bear the costs of printing and issuance of the share certificate.
6. In the event that a share certificate is lost, destroyed, damaged, or otherwise rendered unusable, the Company shall reissue a share certificate at the request of the shareholder, provided that the shareholder pays all related expenses incurred by the Company. Such request shall include the following information:
 - a. Details of the share certificate that has been lost, damaged, destroyed, or otherwise rendered unusable;
 - b. An undertaking to assume responsibility for any disputes arising from the reissuance of the new share certificate.

Article 15. Transfer of Shares

1. All shares may be freely transferred, except where transfer restrictions are imposed under the Law on Enterprises, the Law on Securities, or this Charter. Shares listed or registered for trading on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for may not be transferred and shall not enjoy related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from equity capital, pre-emptive rights to subscribe for newly issued shares, and other rights and benefits as prescribed by law.
3. Unless the Company's shares are listed on a Stock Exchange or otherwise determined by the Board of Directors, any transfer of shares shall be carried out in accordance with procedures prescribed by the Board of Directors and must be confirmed by the legal representative of the Company. A transfer of shares shall be recorded in both the share certificate register and the Shareholders Register of the Company once the relevant shareholder and share information has been duly entered into the Shareholders Register.
4. Any transaction resulting in a change of ownership of shares or capital contributions representing ten percent (10%) or more of the contributed charter capital, or any transaction causing a shareholder's/member's ownership ratio to exceed or fall below the thresholds of 10%, 25%, 50%, or 75% of the contributed charter capital of the Company, shall be subject to approval by the State Securities Commission of Vietnam, except where the Company's shares are listed or registered for trading on a Stock Exchange, or where the transfer is made pursuant to a court decision.

Article 16. Share Repurchase

1. The Company may repurchase its shares only when all conditions and repurchase limits prescribed by law are satisfied..
2. Cases of share repurchase:
 - a. Repurchase at the request of shareholders: A shareholder shall have the right to request the Company to repurchase his/her/its shares if such shareholder voted against a resolution of the General Meeting of Shareholders concerning: The reorganization of the Company; or;

Amendments or supplements to the Charter affecting the rights and obligations of shareholders. The request for repurchase must be made in writing and shall specify the shareholder's name, address, the number of shares of each class, the proposed selling price, the reasons for the request, and must be submitted to the Company within ten (10) working days from the date on which the General Meeting of Shareholders adopts the relevant resolution.

The Company shall repurchase the shares at the market price or at a price determined in accordance with the principles set out in this Charter within ninety (90) days from receipt of the request. If the parties cannot agree on the price, either party may request an independent valuation organization to determine the value. The Company shall introduce at least three (03) valuation organizations for the shareholder's selection, and such selection shall be final.

- b. Repurchase at the Company's discretion: The Company may repurchase no more than thirty percent (30%) of the total number of issued ordinary shares and part or all of the issued dividend preference shares. The ratio, method, and procedures for such repurchase shall comply with the Law on Enterprises and the laws on securities and the securities market.

Article 17. Forfeiture of Shares

1. Where a shareholder fails to fully and punctually pay the subscription price for shares issued by the Company, the Board of Directors shall notify such shareholder and may require payment of the outstanding amount together with interest thereon and any expenses incurred by the Company as a result of such non-payment.
2. The notice referred to above shall specify a new payment deadline (which shall be at least seven (07) days from the date of the notice), the place of payment, and shall state that any shares in respect of which payment is not made in accordance with the notice shall be subject to forfeiture. If the requirements set out in the notice are not complied with, the Board of Directors may forfeit such shares.
3. The Board of Directors shall have the authority to forfeit any shares that have not been fully paid for by the prescribed deadline if the requirements specified in the above notice are not fulfilled.

4. Forfeited shares shall be deemed shares authorized for offering under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly, or authorize another person to, sell, reallocate or otherwise dispose of such forfeited shares to the former holder thereof or to other persons on such terms and conditions as the Board of Directors deems appropriate.
5. A shareholder whose shares have been forfeited shall cease to be a shareholder in respect of those shares but shall remain liable to pay all outstanding amounts relating thereto, together with interest thereon at a rate determined by the Board of Directors (not exceeding the interbank interest rate) from the date of forfeiture until the date of payment. The Board of Directors may determine to enforce payment of the full value of the forfeited shares or waive all or part of such payment obligation.
6. Notice of forfeiture shall be given to the holder of the forfeited shares before the forfeiture takes effect. A forfeiture shall remain valid notwithstanding any error or omission in giving such notice.

Article 18. Issuance of Shares and Bonds

1. Issuance of Shares:
 - a. The Company may issue shares upon approval by the General Meeting of Shareholders.
 - b. Any public offering of shares must satisfy the conditions for a public offering prescribed by the Law on Securities and must be registered with the State Securities Commission of Vietnam ("SSC") prior to implementation.

Accordingly, the conditions for an additional public offering of shares are as follows:

- The contributed charter capital at the time of registration for the offering is at least VND 30 billion, based on the book value recorded in the accounting books;
- A share issuance plan and a plan for the use of proceeds from the offering have been approved by the General Meeting of Shareholders;
- The issuer is not under criminal prosecution and has not been convicted of crimes infringing upon economic management order where the criminal record has not yet been expunged;

- There is a securities company acting as advisor for the public offering registration dossier, except where the issuer itself is a securities company;
 - The issuer undertakes and is required to list or register the shares for trading on the securities trading system upon completion of the offering;
 - The issuer must open a blocked account to receive subscription proceeds from the offering;
 - The issuer's business operations in the year immediately preceding the year of registration for the offering must have been profitable and there must be no accumulated losses up to the year of registration;
 - The par value of the additional shares to be issued must not exceed the aggregate par value of outstanding shares, except in cases of underwriting with a firm commitment, capitalization of equity, share issuance for share swap transactions, consolidation or merger transactions;
 - For a public offering conducted to raise capital for a project of the issuer, at least seventy percent (70%) of the shares offered must be sold to investors. The issuer must have a plan to cover any shortfall in the anticipated capital to be raised for the project..
- c. The Company shall notify shareholders of the share offering, specifying the number of shares offered and the subscription period, which shall be appropriate and not less than twenty (20) working days.
- d. Any shares not subscribed for by shareholders shall be dealt with by the Board of Directors. The Board of Directors may allocate such shares to other persons on such terms and conditions as it deems appropriate, provided that such shares are not sold on terms more favorable than those offered to existing shareholders, unless otherwise resolved by the General Meeting of Shareholders or where the shares are sold through a Stock Exchange.
2. Issuance of Bonds:
- a. The Company may issue bonds, convertible bonds, and other types of bonds in accordance with applicable laws;

- b. The Board of Directors shall have the authority to determine the type of bonds, the aggregate value of bonds to be issued, and the timing of issuance, provided that such issuance is reported to the General Meeting of Shareholders at its next meeting.
- c. Any public offering of bonds must satisfy the conditions for a public offering of bonds prescribed by the Law on Securities and must be registered with the SSC prior to implementation.

Accordingly, the conditions for a public offering of bonds by the Company are as follows:

- The Company has a contributed charter capital of VND 30 billion or more at the time of registration for the offering, as recorded in its accounting books.;
- The Company's business operations in the fiscal year immediately preceding the year of registration for the offering must have been profitable, with no accumulated losses as of the year of registration for the offering, and the Company must have no overdue liabilities outstanding for more than one (01) year;
- A bond issuance plan, together with a plan for the use of proceeds and repayment of funds raised from the offering, must be approved by the General Meeting of Shareholders, the Board of Directors, the Members' Council, or the owner of the Company, as applicable;
- The Company must undertake to perform its obligations to investors with respect to the issuance conditions, payment obligations, protection of the lawful rights and interests of investors, and other relevant conditions;
- A securities company must act as advisor for the registration dossier for the public offering of bonds, except where the Company itself is a securities company;
- The Company must not be subject to criminal prosecution or have been convicted of any crime against the economic management order for which the criminal record has not yet been expunged;
- The Company must obtain a credit rating in cases where a credit rating is required under Government regulations and in accordance with the applicable implementation schedule;
- The Company must open a blocked account for receiving proceeds from investors subscribing for the bonds offered;

- The Company must undertake, and be required, to list the bonds on the securities trading system upon completion of the offering.

Article 19. Methods of Increasing Charter Capital

1. The Company may increase its charter capital pursuant to a resolution of the General Meeting of Shareholders, provided that the requirements of applicable laws are satisfied.
2. Any increase of the Company's charter capital shall be carried out in accordance with the laws on enterprises and must satisfy the following conditions:
 - a. Compliance with the requirements governing public offerings, issuances of securities, and private placements where the capital increase is implemented through an offering or issuance of securities;
 - b. In the case of a share issuance for dividend payment, the Company must have sufficient undistributed after-tax profits, as shown in the most recent audited financial statements audited by an approved audit firm, to pay such dividends;
 - c. In the case of bonus share issuances to employees, the sources used to supplement charter capital, as reflected in the most recent audited financial statements audited by an approved audit firm, may include share premium, the development investment fund, undistributed after-tax profits, and other funds (if any) permitted by law;
 - d. Capital contributions or share capital arising from debt-to-equity conversion agreements between the Company and its creditors must relate to liabilities recorded in the most recent audited or reviewed financial statements and approved by the General Meeting of Shareholders..
3. The Company may increase its charter capital through one or more of the following methods:
 - a. Issuing shares to raise capital in accordance with law;
 - b. Capitalizing retained earnings and other lawful capital sources in accordance with law;
 - c. Converting convertible bonds into shares;
 - d. Issuing shares for dividend payment or bonus shares;

- e. Converting debt into equity pursuant to agreements between the Company and its creditors.
- 4. Prior to conducting any offering or issuance for the purpose of increasing charter capital, the Company must register such offering or issuance with the State Securities Commission of Vietnam. The dossier, procedures, implementation process, and reporting of offering or issuance results shall comply with the regulations applicable to public companies under the Law on Securities and Decree No. 155/2020/ND-CP.
- 5. Within seven (07) working days after completion of the charter capital increase, the Company shall carry out procedures for amendment of its Establishment and Operation License for securities business activities in accordance with Articles 174 and 181 of Decree No. 155/2020/ND-CP of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 20. Methods of Reducing Charter Capital

- 1. The Company may reduce its charter capital pursuant to a resolution of the General Meeting of Shareholders, provided that the requirements of applicable laws are satisfied.
- 2. Any reduction of the Company's charter capital shall be carried out in accordance with the Law on Enterprises and must satisfy the following conditions:
 - a. The Company's equity after the capital reduction must not be lower than the minimum charter capital requirement prescribed in Article 175 of Decree No. 155/2020/ND-CP;
 - b. The capital adequacy ratio after the capital reduction must be at least one hundred and eighty percent (180%);
 - c. Each capital reduction must be at least twelve (12) months apart from the preceding capital reduction;
 - d. The conditions for repurchasing its own shares as prescribed in Article 36 of the Law on Securities must be satisfied;
 - e. The requirements relating to foreign ownership limits as prescribed in Article 77 of the Law on Securities must be complied with..
- 3. The Company's charter capital may be reduced by one of the following methods:

- a. Pursuant to a resolution of the General Meeting of Shareholders, the Company may return part of the contributed capital to shareholders in proportion to their shareholding ratio in the Company, provided that the Company has conducted business continuously for at least two (02) years from the date of enterprise registration and is able to fully discharge all debts and other property obligations after such repayment;
 - b. The Company repurchases issued shares at the request of shareholders or pursuant to a decision of the Company in accordance with Articles 132 and 133 of the Law on Enterprises;
 - c. The charter capital is not fully paid by shareholders within the prescribed time limit in accordance with Article 113 of the Law on Enterprises.
4. Prior to implementing a reduction of charter capital, the Company shall register such reduction with the State Securities Commission of Vietnam. The application dossier, order and procedures shall comply with the regulations applicable to public companies under the Law on Securities and Decree No. 155/2020/ND-CP.
 5. Within ten (10) days from the completion of the repurchase of shares, refund of contributed capital, or reallocation of allocated capital, the Company shall carry out procedures for amendment of its Establishment and Operation License for securities business activities in accordance with Articles 174 and 181 of Decree No. 155/2020/ND-CP of the Government detailing the implementation of a number of articles of the Law on Securities.

SECTION 2

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Article 21. Rights of Shareholders of the Company

1. A shareholder is an owner of the Company and shall have rights and obligations corresponding to the number and class of shares owned. A shareholder shall be liable for the debts and other property obligations of the Company only within the amount of capital contributed to the Company.
2. Holders of ordinary shares shall have the following rights:

- a. Shareholders may participate in the decision-making process of the Company through voting rights at the General Meeting of Shareholders. Each ordinary share carries one (01) vote.
- b. Ordinary shares shall not carry voting rights in the following cases:
 - Shares for which payment has not been made in full;
 - Treasury shares;
 - Related-party transactions: where ordinary shares are held by a shareholder who is a related party of the Company, such shareholder shall not have voting rights with respect to transactions between the Company and such related party in which the shareholder has a direct or indirect interest;
 - Shares acquired in violation of regulations on acquisition of shares in control transactions or mandatory tender offer requirements;
 - Shares held by a subsidiary: where a subsidiary directly or indirectly holds shares in its parent company.
- c. To receive dividends at the rate decided by the General Meeting of Shareholders.
- d. To review, search and extract information from the List of Voting Shareholders and request correction of inaccurate information.
- e. To access information on the list of shareholders entitled to attend the General Meeting of Shareholders.
- f. To review, search, extract or copy the Company's Charter, minutes and resolutions of the General Meeting of Shareholders.
- g. To freely transfer fully paid shares in accordance with applicable laws, except where otherwise provided by this Charter, applicable laws, or resolutions of the General Meeting of Shareholders or the Board of Directors.
- h. To have pre-emptive rights to subscribe for newly issued shares in proportion to their holdings of ordinary shares in the Company.
- i. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their shareholding after the Company has fully discharged its debts

(including tax obligations) and paid shareholders holding other classes of shares in accordance with law.

- j. Institutional shareholders may appoint one or more authorized representatives to exercise their shareholder rights in accordance with law. Where more than one authorized representative is appointed, the number of shares and voting rights of each representative must be clearly specified. Appointment, termination, or replacement of authorized representatives must be promptly notified to the Company in writing.
 - k. To request the Company to repurchase shares in the cases prescribed by the Law on Enterprises.
 - l. Other rights as provided by law and this Charter.
3. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:
- a. To nominate candidates to the Board of Directors and the Supervisory Board.
 - b. To inspect, access, extract and copy minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets or business secrets.
 - c. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Clause 4, Article 140 of the Law on Enterprises.
 - d. A request to convene a General Meeting of Shareholders must be made in writing and shall include: full name, permanent residential address, Citizen Identification Card number, Identity Card number, Passport number or other lawful personal identification document of the individual shareholder; name, enterprise identification number or establishment decision number, and head office address in the case of an institutional shareholder; number of shares and date of share registration of each shareholder; total number of shares held by the group of shareholders and their ownership percentage in the Company's total shares; the grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of violations by the Board of Directors, the extent of such violations, or resolutions exceeding their authority.

- e. A request to the Supervisory Board to inspect specific matters relating to the management and operation of the Company, where deemed necessary, must be made in writing and shall include: full name, permanent residential address, nationality, Citizen Identification Card number, Identity Card number, Passport number or other lawful personal identification document of the individual shareholder; name, permanent address, nationality, enterprise registration number or establishment decision number, license number or other legal documents, and head office address in the case of an institutional shareholder; number of shares and date of share registration of each shareholder; total number of shares held by the group of shareholders and their ownership percentage in the Company's total shares; the matters to be inspected; and the purpose of the inspection.
- f. Other rights as provided by law and this Charter.
4. Rights to attend the General Meeting of Shareholders:
- a. Individual shareholders and authorized representatives of institutional shareholders may attend the General Meeting of Shareholders directly or authorize one or more individuals or organizations to attend. The authorized person need not be a shareholder of the Company.
- b. A shareholder shall be deemed to have attended and voted at the General Meeting of Shareholders in the following cases:
- Direct attendance and voting at the meeting;
 - Authorization of another person to attend and vote;
 - Participation via online meetings, electronic voting or other electronic means;
 - Submission of voting cards/ballots via postal mail, fax or email..
- c. The authorization for an individual or organization to attend the General Meeting of Shareholders must be made in writing using the Company's prescribed form and does not require notarization. The authorization document shall be prepared in accordance with civil law regulations and must clearly state the name of the authorized individual or organization and the number of shares authorized. The individual or organization authorized to attend the General Meeting of Shareholders must present the authorization document when registering for attendance prior to entering the meeting room.



5. Shareholders or groups of shareholders holding at least 1% of the Company's total ordinary shares shall have the right, either on their own behalf or in the name of the Company, to initiate civil proceedings against members of the Board of Directors and the Chief Executive Officer in cases provided by law. The order and procedures for filing such lawsuits shall comply with the provisions of civil procedure law. Litigation costs in cases where shareholders or groups of shareholders initiate proceedings in the name of the Company shall be borne by the Company, except where the claimant's request is dismissed. Shareholders or groups of shareholders as stipulated in this Article shall have the right to inspect, access, and extract necessary information as determined by a Court or Arbitration Tribunal prior to or during the course of litigation.
6. Shareholders or groups of shareholders owning at least ten percent (10%) of the total ordinary shares, or a lower percentage as provided in the Company's Charter, shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. Unless otherwise provided in the Company's Charter, the nomination of candidates to the Board of Directors and the Supervisory Board shall be conducted as follows:
 - a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify other attending shareholders of the formation of such group prior to the opening of the General Meeting of Shareholders.
 - b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders referred to in this Clause shall be entitled to nominate one or several candidates as determined by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by such shareholders or shareholder groups is less than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 22. Obligations of Shareholders

1. To pay in full and on time the number of shares registered for purchase; to be liable for the debts and other property obligations of the Company within the amount of capital contributed to the Company. Shareholders are not permitted to withdraw capital contributed in the form of

ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another party in accordance with the law. Where a shareholder withdraws part or all of its contributed share capital in violation of this provision, such shareholder and related persons within the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and any damages incurred.

2. To comply with the Company's Charter and internal governance regulations.
3. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
4. To maintain confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; such information shall only be used for the purpose of exercising and protecting the shareholder's lawful rights and interests. Disclosure, copying, or dissemination of such information to any organization or individual is strictly prohibited.
5. To attend meetings of the General Meeting of Shareholders and exercise voting rights in the following forms:
 - a. Direct attendance and voting at the meeting;
 - b. Authorization of another person to attend and vote on their behalf;
 - c. Participation and voting via online meeting, electronic voting, or other electronic means;
 - d. Submission of voting ballots to the meeting via mail, fax, or email..
6. To provide accurate contact details upon registration for share subscription. Shareholders shall bear personal liability when acting in the name of the Company in any of the following cases:
 - a. Violation of law;
 - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. Early repayment of debts not yet due in a manner that exposes the Company to financial risk.
7. Shareholders owning five percent (5%) or more of the total ordinary shares of the Company shall be regarded as major shareholders and shall, from the date of becoming major shareholders, comply with disclosure obligations in accordance with applicable laws to the

Company, the State Securities Commission of Vietnam, and the Stock Exchange/Trading Center where the Company's shares are listed or registered for trading.

8. Shareholders owning ten percent (10%) or more of the Company's charter capital, together with related persons, shall not own more than five percent (5%) of the shares or capital contribution in another securities company. Such shareholders shall not abuse their dominant position to cause damage to the rights and interests of the Company and other shareholders.
9. To perform other obligations in accordance with the Law on Enterprises, the Law on Securities, and this Charter.

Article 23. Authorized Representatives of Shareholders

1. An authorized representative of a shareholder must be an individual authorized in writing to act on behalf of such shareholder in exercising the rights and performing the obligations of the shareholder in accordance with applicable laws and this Charter.
2. The appointment, termination, or change of an authorized representative must be notified to the Company in writing using the form prescribed by the Company and must bear the following signatures:
 - a. Where the shareholder is an individual, the notice must be signed by such shareholder and the authorized representative attending the meeting;
 - b. Where the shareholder is an organization, the notice must be signed by the authorized representative, the legal representative of the shareholder, and the authorized representative attending the meeting;
 - c. In all other cases of authorization, the notice must be signed by the legal representative of the shareholder and the authorized representative attending the meeting..
3. Where an organizational shareholder appoints more than one authorized representative, the capital contribution portion or number of shares represented by each authorized representative must be specified. If the shareholder fails to specify the corresponding capital contribution portion or number of shares for each authorized representative, such capital contribution portion or number of shares shall be allocated equally among the authorized representatives.

4. The appointment, termination, or replacement of an authorized representative must be notified to the Company in writing and shall become effective against the Company only from the date on which the Company receives such notice. The authorization document must contain the principal contents required under the Law on Enterprises.
5. Responsibilities of an authorized representative:
 - a. An authorized representative shall, on behalf of the shareholder, exercise the shareholder's rights and perform the shareholder's obligations at the General Meeting of Shareholders in accordance with law. Any restrictions imposed by the shareholder on the authorized representative in relation to the exercise of such rights and obligations at the General Meeting of Shareholders shall not be binding upon third parties;
 - b. An authorized representative shall attend meetings of the General Meeting of Shareholders in full and shall exercise the delegated rights and perform the delegated obligations honestly, prudently, and to the best of his/her ability in order to protect the lawful interests of the appointing shareholder;
 - c. An authorized representative shall be liable to the appointing shareholder for any breach of the obligations prescribed in this Article. The appointing shareholder shall remain liable to third parties for obligations arising from rights and obligations exercised or performed through the authorized representative.
6. Where a lawyer signs an appointment of representative on behalf of the appointing person, such appointment shall be valid only if the appointment document is presented together with the power of attorney granted to the lawyer or a duly certified copy thereof (if such power of attorney has not previously been registered with the Company).
7. Except as provided in Clause 6 of this Article, votes cast by an authorized representative within the scope of authorization shall remain valid in any of the following circumstances:
 - a. The appointing person dies, has restricted legal capacity, or loses legal capacity;
 - b. The appointing person revokes the authorization appointment;
 - c. The appointing person revokes the authority granted to the authorized representative.

8. Clause 7 of this Article shall not apply if the Company receives notice of any of the events specified therein prior to the opening of the General Meeting of Shareholders or prior to the reconvening of such meeting.

Chapter III

CORPORATE GOVERNANCE AND MANAGEMENT

Article 24. Corporate Governance and Management Structure of the Company

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. The Investment Council.
4. The Board of Management.
5. The Supervisory Board

SECTION 1

GENERAL MEETING OF SHAREHOLDERS

Article 25. General Meeting of Shareholders

1. The General Meeting of Shareholders shall comprise all shareholders having voting rights and shall be the highest decision-making body of the Company.
2. The annual General Meeting of Shareholders shall be convened once every year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders where necessary, provided that such extension shall not exceed six (06) months from the end of the fiscal year.
3. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The venue of a General Meeting of Shareholders shall be determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.
4. The Board of Directors shall convene the annual General Meeting of Shareholders and determine an appropriate venue for the meeting.
5. The annual General Meeting of Shareholders shall decide on matters prescribed by law and this Charter, including, in particular, the approval of the audited annual financial statements.
6. In the event that the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.
7. The General Meeting of Shareholders shall discuss and approve the following matters:
 - a. The annual business plan of the Company;
 - b. The annual financial statements;
 - c. The report of the Board of Directors on corporate governance and the performance of the Board of Directors and each member thereof;

- d. The report of the Supervisory Board on the Company's business performance and the performance of the Board of Directors and the General Director;
- e. The self-assessment report on the performance of the Supervisory Board and Supervisors;
- f. The dividend rate for each share of each class of shares;
- g. The dividend rate for each share of each class of shares;
- h. The number of members of the Board of Directors and the Supervisory Board;
- i. The election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- j. The approval of the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k. The approval of the list of approved auditing firms and the appointment of an approved auditing firm to inspect the Company's operations when deemed necessary;
- l. Amendments and supplements to the Charter;
- m. The classes of shares and the number of shares authorized for issuance in respect of each class, and the transfer of shares by founding shareholders within the first three (03) years from the date of incorporation;
- n. The division, demerger, consolidation, merger, or conversion of the Company;
- o. The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
- p. Investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
- q. The repurchase of more than ten percent (10%) of the total issued shares of each class;
- r. Contracts and transactions entered into by the Company with persons specified in Clauses 1 and 3 of Article 167 of the Law on Enterprises;
- s. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 and other relevant legal regulations;

- t. Approval of the Internal Regulations on Corporate Governance, the Charter of Operation of the Board of Directors, and the Charter of Operation of the Supervisory Board;
 - u. Other matters as prescribed by law and this Charter.
8. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.
9. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
- a. The number of remaining members of the Board of Directors or the Supervisory Board falls below the minimum number required by law;
 - b. Upon request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or be made in several counterparts collectively containing all required signatures;
 - c. Upon request of the Supervisory Board;
 - d. Other cases as prescribed by law and this Charter.
10. Procedures for convening and conducting meetings of the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 26. Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following rights and obligations:
- a. To approve the Company's development orientation;
 - b. To decide on the classes of shares and the total number of shares of each class authorized for offering; to determine the annual dividend rate for each class of shares;
 - c. To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
 - d. To decide on investments or sales of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements, unless a different ratio or value is stipulated in the Charter;

- e. To approve amendments and supplements to the Charter;
 - f. To approve the annual financial statements;
 - g. To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
 - h. To review and address violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
 - i. To decide on the reorganization or dissolution of the Company;
 - j. To determine the budget or total remuneration, bonuses, and other benefits payable to the Board of Directors and the Supervisory Board;
 - k. To approve the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
 - l. To approve the list of independent auditing firms; to appoint an independent auditing firm to inspect the Company's operations and to dismiss an independent auditor when deemed necessary;
 - m. To exercise such other rights and perform such other obligations as prescribed by law and this Charter.
2. The General Meeting of Shareholders may authorize the Board of Directors to decide on matters falling within the authority of the General Meeting of Shareholders in accordance with this Charter and applicable laws.

Article 27. Convening the General Meeting of Shareholders

- 1. Number, Time and Venue of Meetings:
 - a. The General Meeting of Shareholders ("GMS") shall be held annually once every year. In addition, the GMS may hold extraordinary meetings. The venue of a GMS meeting must be located within the territory of Vietnam. Where a GMS meeting is held simultaneously at multiple locations, the venue of the GMS meeting shall be deemed to be the location where the chairperson of the meeting is present.
 - b. The annual GMS meeting must be held within four (04) months from the end of the fiscal year. Upon the proposal of the Board of Directors, the Company may request the State Securities

Commission of Vietnam to extend the time for holding the annual GMS meeting, provided that such extension shall not exceed six (06) months from the end of the fiscal year.

2. Authority to Convene the General Meeting of Shareholders:
 - a. The Board of Directors shall convene annual and extraordinary GMS meetings. The Board of Directors shall convene an extraordinary GMS meeting in the following circumstances:
 - a.1. The Board of Directors considers it necessary for the interests of the Company;
 - a.2. The number of remaining members of the Board of Directors or the Supervisory Board falls below the minimum number prescribed by law;
 - a.3. Upon the request of a shareholder or a group of shareholders as prescribed in Clause 2 Article 115 of the Law on Enterprises;
 - a.4. Upon the request of the Supervisory Board;
 - a.5. Other cases as prescribed by applicable laws and this Charter.
 - b. An extraordinary GMS meeting must be convened within thirty (30) days from the occurrence of the circumstance specified in Item a.2, Point a, Clause 2 of this Article, or from the date of receipt of a request as specified in Items a.3 and a.4, Point a, Clause 2 of this Article. If the Board of Directors fails to convene the meeting in accordance with this provision, the Chairman of the Board of Directors and the members of the Board of Directors shall be liable before the law and shall compensate the Company for any damages incurred.
 - c. If the Board of Directors fails to convene an extraordinary GMS meeting in accordance with Point b of this Clause, the Supervisory Board shall, within the following thirty (30) days, convene the GMS meeting in place of the Board of Directors. If the Supervisory Board fails to convene the meeting as required, it shall be liable before the law and shall compensate the Company for any damages incurred.
 - d. If the Supervisory Board fails to convene the GMS meeting in accordance with Point c of this Clause, then within the following thirty (30) days, the shareholder or group of shareholders making the request as prescribed in Clause 3 Article 21 of this Charter shall have the right to represent the Company in convening the GMS meeting in accordance with the Law on Enterprises.

3. The person convening the GMS meeting shall perform the following tasks:
 - a. Prepare the list of shareholders entitled to attend the meeting.
 - b. Provide information and resolve complaints relating to the list of shareholders;
 - c. Prepare the agenda and contents of the meeting;
 - d. Prepare documents for the meeting;
 - e. Prepare draft resolutions of the GMS corresponding to the proposed agenda items of the meeting; and prepare the list and detailed information of candidates in the case of election of members of the Board of Directors or members of the Supervisory Board;
 - f. Determine the time and venue of the meeting;
 - g. Send notices of invitation to attend the meeting to each shareholder entitled to attend in accordance with this Charter and applicable laws
4. Expenses incurred for convening and conducting the GMS meeting pursuant to Clause 2 of this Article shall be reimbursed by the Company.

Article 28. Variation of Rights

1. Any variation or cancellation of special rights attached to a class of preference shares shall be effective only if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders adversely affecting the rights and obligations of holders of a class of preference shares shall be adopted only if approved by shareholders attending the meeting who hold at least seventy-five percent (75%) of the total outstanding preference shares of that class, or by shareholders holding at least seventy-five percent (75%) of the total outstanding preference shares of that class in the case of a written shareholders' resolution.
2. A meeting of shareholders holding a particular class of preference shares convened to approve any variation of rights referred to above shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. If the required quorum is not met, a reconvened meeting shall be held within the following thirty (30) days, and the shareholders holding shares of that class who attend in person or through authorized representatives, regardless of their number or

the number of shares held, shall constitute a valid quorum. At such meetings, shareholders holding shares of the relevant class who are present in person or through their representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of this Charter applicable to General Meetings of Shareholders.
4. Unless otherwise provided in the terms of issue of the shares, the special rights attached to classes of shares having preferential rights in relation to the distribution of profits or assets of the Company shall not be deemed to have been varied by the issuance of additional shares of the same class..

Article 29. List of Shareholders Entitled to Attend the GMS

1. The list of shareholders entitled to attend a General Meeting of Shareholders shall be prepared based on the Company's register of shareholders. Such list shall be finalized no more than ten (10) days prior to the date on which the notice of meeting is sent, unless a shorter period is stipulated in this Charter.
2. The list of shareholders entitled to attend the General Meeting of Shareholders shall include the following information Full name, contact address, nationality, and legal identification number/document of individual shareholders; Name, enterprise registration number or other legal identification of organizational shareholders, and their head office address; Number of shares of each class held by each shareholder; and Shareholder registration number and registration date of each shareholder..
3. Shareholders shall have the right to inspect, review, extract, and copy the names and contact addresses of shareholders included in the list of shareholders entitled to attend the General Meeting of Shareholders, and to request correction of inaccurate information or supplementation of necessary information relating to themselves in such list. The Company's managers shall promptly provide information contained in the register of shareholders and shall correct or supplement inaccurate information at the request of shareholders. They shall be liable for any damages arising from the failure to provide, or the untimely or inaccurate provision of, information from the register of shareholders as

requested. The procedures for requesting information from the register of shareholders shall be carried out in accordance with this Charter.

Article 30. Agenda and Contents of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders (“GMS”) shall prepare the agenda and contents of the meeting. A shareholder or group of shareholders referred to in Clause 3 Article 21 of this Charter shall have the right to propose matters for inclusion in the agenda of the GMS. Such proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must specify The full name, permanent address, nationality, Citizen Identity Card number, Identity Card number, passport number, or other lawful personal identification of an individual shareholder; The name, enterprise registration number or establishment decision number, and head office address of an organizational shareholder; The number of shares of each class held by the shareholder or equivalent information; and; The matter proposed for inclusion in the meeting agenda.
2. If the person convening the GMS rejects a proposal referred to in Clause 1 of this Article, a written response stating the reasons for such rejection must be provided no later than two (02) working days prior to the opening date of the GMS. A proposal may only be rejected in one of the following circumstances:
 - a. The proposal is not submitted in accordance with Clause 1 of this Article;
 - b. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
 - c. At the time of making the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the total ordinary shares as required under Clause 3 Article 21 of this Charter;
 - d. Other cases as prescribed by law and this Charter
3. The Board of Directors shall prepare draft resolutions for the matters included in the meeting agenda;

4. The person convening the GMS shall accept and include the proposals referred to in Clause 1 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 2 of this Article. Such proposal shall be officially added to the agenda and contents of the meeting upon approval by the General Meeting of Shareholders.

Article 31. Notice of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders ("GMS") shall send a notice of meeting to all shareholders included in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting, unless a longer notice period is provided for in this Charter. The notice of meeting shall specify the Company's name, head office address and enterprise registration number; the shareholder's name and contact address; the time and venue of the meeting; and other requirements applicable to attendees..
2. The notice of meeting shall be delivered by a method that ensures it reaches the shareholder's registered contact address and shall also be published on the Company's website. Where deemed necessary by the Company, the notice may additionally be published in a central or local daily newspaper in accordance with this Charter.
3. The notice of meeting shall be accompanied by the following documents:

The meeting agenda, documents to be used at the meeting, and draft resolutions for each matter included in the agenda;

Voting ballot(s);

The list and detailed information of candidates in the case of the election of members of the Board of Directors or members of the Supervisory Board.
4. Where the Company maintains a website, the meeting documents referred to in Clause 3 of this Article may be made available by posting them on the Company's website instead of being enclosed with the notice of meeting. In such case, the notice of meeting shall clearly specify the location of the documents on the website and the method for accessing and downloading them.

Article 32. Conditions for Conducting a General Meeting of Shareholders

1. A General Meeting of Shareholders ("GMS") shall be duly convened and conducted when shareholders attending the meeting represent at least fifty percent (50%) of the total voting rights.
2. If the first meeting does not satisfy the quorum requirement specified in Clause 1 of this Article, a notice convening the second meeting shall be sent within thirty (30) days from the scheduled date of the first meeting, unless otherwise provided in this Charter. The second GMS meeting may proceed when shareholders attending the meeting represent at least thirty-three percent (33%) of the total voting rights, or such other percentage as may be specified in this Charter.
3. If the second meeting does not satisfy the quorum requirement specified in Clause 2 of this Article, a notice convening the third meeting shall be sent within twenty (20) days from the scheduled date of the second meeting, unless otherwise provided in this Charter. The third GMS meeting may proceed regardless of the number of voting rights represented by the attending shareholders.
4. Only the General Meeting of Shareholders shall have the authority to approve amendments to the meeting agenda that was circulated together with the notice of meeting in accordance with applicable laws.

Article 33. Procedures for Conducting the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company shall conduct registration of shareholders attending the General Meeting of Shareholders ("GMS") and shall continue the registration process until all attending shareholders entitled to participate have completed registration, in accordance with the following procedures:
 - a. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, the full name of the shareholder, the full name of the authorized representative (if any), and the number of votes held by such shareholder. The GMS shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by way of votes for, against, or abstention. At the meeting, votes in favor of a resolution shall be collected first, votes against shall be collected thereafter, and the total number of votes for and against shall then be counted to determine the outcome. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The GMS shall appoint persons responsible for vote counting or supervising the vote-

counting process upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be determined by the GMS based on the Chairperson's proposal.

- b. Shareholders, authorized representatives of organizational shareholders, or proxy holders arriving after the opening of the meeting shall have the right to register immediately and, upon registration, to participate in and vote at the meeting. The Chairperson shall not be required to suspend the meeting to accommodate late registration, and the validity of resolutions adopted prior to such registration shall remain unaffected.
2. The election of the Chairperson, Secretary, and vote-counting committee shall be conducted as follows:
 - a. The Chairman of the Board of Directors shall act as Chairperson of the meeting or may authorize another member of the Board of Directors to do so for a GMS convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of their members as Chairperson by majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election of the meeting Chairperson by the GMS, and the person receiving the highest number of votes shall serve as Chairperson;
 - b. Except as provided in Point a of this Clause, the person signing the notice convening the GMS shall preside over the election of the meeting Chairperson by the GMS, and the person receiving the highest number of votes shall serve as Chairperson;
 - c. The Chairperson shall appoint one or more persons to act as Secretaries of the meeting;
 - d. The GMS shall elect one or more persons to serve on the vote-counting committee upon the proposal of the Chairperson.
 3. The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda shall clearly and specifically set out the time allocated for each item to be discussed.
 4. The Chairperson shall have the right to implement necessary and reasonable measures to conduct the GMS in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees, including:
 - a. Arranging seating at the meeting venue;
 - b. Ensuring the safety of all persons present at the meeting venue(s);

- c. Facilitating shareholders' attendance (or continued attendance) at the meeting. The person convening the GMS shall have full authority to modify the above measures and implement any necessary measures. Such measures may include the issuance of admission passes or the application of other screening procedures.
- 5. The GMS shall discuss and vote on each matter included in the agenda. Voting shall be conducted by votes for, against, or abstention. The vote-counting results shall be announced by the Chairperson immediately before the close of the meeting, unless otherwise provided in this Charter.
- 6. Shareholders or proxy holders arriving after the opening of the meeting shall still be entitled to register and vote immediately after registration. In such case, the validity of resolutions adopted before their arrival shall remain unaffected.
- 7. The person convening the GMS shall have the following rights:
 - a. To require shareholders or their authorized representatives attending the meeting to undergo security checks or other lawful and reasonable security measures;
 - b. To request the competent authorities to maintain order at the meeting. After careful consideration, the person convening the GMS may refuse admission to, or expel from the meeting, any shareholder or representative who fails to comply with the Chairperson's directions, intentionally disrupts order, obstructs the normal conduct of the meeting, or refuses to comply with security requirements.
- 8. The Chairperson may adjourn a GMS meeting for which the required quorum has been satisfied to another time, provided that the period of adjournment does not exceed three (03) days from the originally scheduled opening date. The Chairperson may adjourn the meeting or change the venue only in the following circumstances:
 - a. The meeting venue does not have adequate seating capacity for all attendees;
 - b. The communication facilities at the venue do not adequately enable shareholders to participate in discussions and voting;
 - c. A participant engages in disruptive conduct, causes disorder, or creates a risk that the meeting cannot be conducted fairly and lawfully;

- d. The adjournment is necessary to ensure that the business of the GMS is conducted properly and validly;
 - e. Upon the agreement or request of the GMS, without requiring a separate vote of the GMS in the circumstances specified in Points a, b, and c of this Clause. If the GMS is adjourned or suspended in violation of the provisions set out in Points a, b, and c of this Clause, the shareholders present at the meeting shall elect one of themselves to replace the Chairperson in conducting the meeting. The validity of resolutions adopted at the meeting shall not be affected by such event.
9. Where the Company applies modern technology to conduct a GMS through an online meeting platform, the Company shall be responsible for ensuring that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 guiding the implementation of certain provisions of the Law on Securities.

Article 34. Adoption of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions on matters within its authority either by voting at a meeting or by obtaining shareholders' written opinions.
2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at a meeting of the General Meeting of Shareholders:
 - Amendments and supplements to the Charter of the Company;
 - The Company's development orientation;
 - Classes of shares and the total number of shares of each class;
 - Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;
 - Decisions on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Company, unless a different ratio or value is stipulated in the Charter;
 - Approval of the annual financial statements;
 - Reorganization or dissolution of the Company.

3. A resolution on any of the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all attending shareholders, except in the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
 - Classes of shares and the total number of shares of each class;
 - Changes to business lines and business sectors;
 - Changes to the Company's management structure;
 - Investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Company, unless a different ratio or value is stipulated in the Charter;
 - Reorganization or dissolution of the Company.
4. Other resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting shares of all attending shareholders, except in the cases specified in Clauses 1, 3, 4, and 6 of Article 148 of the Law on Enterprises.
5. Where a resolution is adopted by obtaining shareholders' written opinions, such resolution shall be deemed adopted if approved by shareholders representing at least fifty percent (50%) of the total voting shares.
6. The election of members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. A shareholder may allocate all or part of such votes to one or more candidates.
7. The number of votes held by each voting shareholder or his/her/its authorized representative shall correspond to the number of shares owned by such shareholder.
8. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be valid and effective notwithstanding any non-compliance with the procedures for convening the meeting or adopting such resolutions as prescribed by the Law on Enterprises and this Charter.

9. Valid resolutions of the General Meeting of Shareholders shall be binding upon all shareholders, including those absent from the meeting or dissenting from such resolutions.
10. Resolutions and decisions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date specified therein. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of adoption. Where the Company maintains a website, such notification may be replaced by publication on the Company's website.
11. Where a shareholder, a group of shareholders, or a member of the Board of Directors requests the initiation of legal proceedings or directly commences legal proceedings against an adopted resolution or decision, such resolution or decision shall remain effective and enforceable until otherwise decided by a Court or an Arbitral Tribunal.
12. The Company may make extensive use of information technology in voting procedures, including absentee voting through secure electronic systems, voting via the Internet, or by telephone, in order to facilitate shareholders' participation in meetings of the General Meeting of Shareholders.

Article 35. Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

1. The Board of Directors shall have the right to obtain shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders whenever it deems such action necessary in the interests of the Company, except for the matters specified in Clause 2 of Article 34 of this Charter.
2. The Board of Directors shall prepare the opinion solicitation form, the draft resolution of the General Meeting of Shareholders, and explanatory materials relating to the draft resolution. The Board of Directors shall ensure that such documents are sent and disclosed to shareholders within a reasonable period for consideration and voting, and no later than ten (10) days prior to the deadline for returning the completed opinion solicitation forms. The requirements and procedures for sending the opinion solicitation forms and accompanying documents shall comply with Clauses 1 and 2 of Article 141 of the Law on Enterprises.
3. An opinion solicitation form shall contain the following principal contents:

- a. Name, head office address, and enterprise registration number of the Company;
 - b. Purpose of the solicitation of opinions;
 - c. Full name, contact address, nationality, and legal identification document number of an individual shareholder; name, enterprise registration number or legal entity identification document number, and head office address of an organizational shareholder; or full name, contact address, nationality, and legal identification document number of the representative of an organizational shareholder; number of shares of each class and corresponding voting rights of the shareholder;
 - d. Matters submitted for approval;
 - e. Voting options, including “For”, “Against”, and “Abstain” for each matter submitted for approval;
 - f. Deadline for returning the completed opinion solicitation form to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors.
4. Completed opinion solicitation forms may be returned to the Company by mail, fax, or electronic mail as follows:
- a. By mail: The completed opinion solicitation form must bear the signature of the individual shareholder or the authorized representative or legal representative of an organizational shareholder. The form must be placed in a sealed envelope and must not be opened by any person before the vote counting process.
 - b. By fax or electronic mail: Opinion solicitation forms returned by fax or electronic mail must be kept confidential until the vote counting process.
 - c. Any opinion solicitation form received after the deadline specified therein, or opened prior to vote counting in the case of postal submission, or disclosed prior to vote counting in the case of fax or electronic mail submission, shall be deemed invalid. Opinion solicitation forms not returned to the Company shall be deemed non-participating votes.
5. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or a shareholder who is not a manager of the enterprise. The vote-counting minutes shall contain the following principal contents:

- a. Name, head office address, and enterprise registration number of the Company;
- b. Purpose of the solicitation of opinions and matters submitted for approval;
- c. Number of shareholders and total voting rights participating in the voting process, specifying valid and invalid votes and the method of submission, together with an appendix listing participating shareholders;
- d. Total number of votes "Agree", "Against", and "Abstain" for each matter;
- e. Matters approved and the corresponding approval ratios;
- f. Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and shall be jointly liable for any damage arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

6. The vote-counting minutes must be sent to shareholders within fifteen (15) days from the completion of the vote counting. Where the Company maintains a website, such delivery may be replaced by posting the vote-counting minutes on the Company's website within twenty-four (24) hours after completion of the vote counting.
7. Completed opinion solicitation forms, vote-counting minutes, adopted resolutions, and all accompanying documents sent together with the opinion solicitation forms shall be retained at the head office of the Company.
8. A resolution adopted by obtaining shareholders' written opinions shall be approved if accepted by shareholders representing at least fifty percent (50%) of the total voting shares and shall have the same validity and effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 36. Effectiveness of Resolutions of the General Meeting of Shareholders

1. A resolution of the General Meeting of Shareholders shall take effect from the date of its adoption or from the effective date specified in such resolution.

2. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be lawful and effective notwithstanding any non-compliance with the procedures for the adoption of such resolutions.
3. Where a shareholder or a group of shareholders requests a Court or an Arbitral Tribunal to annul a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain effective and enforceable until a contrary decision is issued by the Court or Arbitral Tribunal, except where interim emergency measures are applied pursuant to a decision of a competent authority.

Article 37. Disclosure of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall be disclosed to the competent authorities and published on the Company's website within twenty-four (24) hours and/or sent to all shareholders within fifteen (15) days from the date of adoption, and/or disclosed in accordance with the laws and regulations on information disclosure in the securities market in force from time to time.
2. Resolutions of the General Meeting of Shareholders, minutes of meetings of the General Meeting of Shareholders, appendices containing the list of attending shareholders bearing the signatures of such shareholders, proxies authorizing attendance at the meeting, all documents attached to the meeting minutes (if any), and documents accompanying the notice of meeting shall be disclosed in accordance with the laws and regulations on information disclosure in the securities market and shall be retained at the head office of the Company.

Article 38. Minutes of the General Meeting of Shareholders

1. Minutes shall be prepared for every meeting of the General Meeting of Shareholders. The meeting may also be audio-recorded or recorded and retained in another electronic format. The minutes shall contain the principal contents prescribed by the Law on Enterprises, including:
 - a. Name, head office address, and enterprise registration number of the Company;
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Meeting agenda and contents of the meeting;
 - d. Full names of the Chairperson and the Secretary;

- e. Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders with respect to each agenda item;
- f. Number of shareholders attending the meeting and the total number of voting rights represented by attending shareholders; an appendix containing the list of attending shareholders and their representatives, together with the corresponding number of shares and voting rights;
- g. Total number of votes cast for each matter submitted for voting, specifying the voting method, the total number of valid votes, invalid votes, votes in favor, votes against, and abstentions, and the corresponding percentages of the total voting rights represented at the meeting;
- h. Matters approved and the corresponding approval ratios;
- i. Signatures of the Chairperson and the Secretary

Where the Chairperson and/or the Secretary refuse to sign the minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all information required under this Clause. The minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign.

- 2. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. Both versions shall have equal legal validity. In the event of any inconsistency between the versions, the Vietnamese version shall prevail.
- 3. The minutes of the General Meeting of Shareholders must be completed and approved before the close of the meeting.
- 4. The Chairperson and the Secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
- 5. The minutes of the General Meeting of Shareholders shall be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of conclusion of the meeting. The delivery of vote-counting minutes may be replaced by publication on the Company's website.
- 6. The minutes of the General Meeting of Shareholders shall constitute conclusive evidence of the matters conducted at the meeting unless an objection to the contents of the minutes is duly

raised in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent.

7. The minutes of the General Meeting of Shareholders, the appendix containing the list of attending shareholders bearing the signatures of such shareholders, proxies authorizing attendance at the meeting, adopted resolutions, and all documents accompanying the notice of meeting shall be retained at the head office of the Company.

Article 39. Request for Annulment of Resolutions of the General Meeting of Shareholders

1. A shareholder shall have the right to object to a resolution of the General Meeting of Shareholders by requesting the Secretary of the meeting to record such objection in the minutes of the meeting if the resolution is announced at the meeting, or by submitting a written objection to the Board of Directors if the resolution is announced after the meeting.
2. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting minutes relating to the collection of shareholders' written opinions, shareholders or groups of shareholders specified in Clause 2 of Article 115 of the Law on Enterprises, members of the Board of Directors, members of the Board of Supervisors, and the General Director shall have the right to petition or request a Court or an Arbitral Tribunal to review and annul a resolution, or part thereof, of the General Meeting of Shareholders in the following circumstances:
 - The procedures for convening the General Meeting of Shareholders were not conducted in accordance with the Charter of the Company and applicable laws, except in the case specified in Clause 2 of Article 152 of the Law on Enterprises;
 - The procedures for adopting the resolution and/or the contents thereof violate applicable laws or the Charter of the Company;
 - The contents of the resolution violate applicable laws, the Charter of the Company, or other relevant legal regulations.
3. Where a resolution of the General Meeting of Shareholders is annulled pursuant to a decision of a Court or an Arbitral Tribunal, the person who convened the annulled meeting may consider

convening another General Meeting of Shareholders within ninety (90) days in accordance with the prescribed procedures.

4. A shareholder who voted against a resolution concerning the reorganization of the Company or changes to the rights and obligations of shareholders as provided in the Charter of the Company shall have the right to require the Company to repurchase his/her/its shares. Such request must be made in writing and shall specify the shareholder's name, address, number of shares of each class, proposed selling price, and the reasons for requesting the repurchase. The request must be submitted to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the relevant resolution.
5. The Company shall repurchase the shares requested by the shareholder referred to in Clause 4 of this Article at the market price or at a price determined in accordance with the principles set out in the Charter of the Company within ninety (90) days from the date of receipt of the request. If the parties cannot agree on the price, they may engage a valuation organization to determine the value. The Company shall propose at least three (03) valuation organizations for the shareholder's selection, and such selection shall be final.
6. In all circumstances, shareholders shall remain bound by the resolutions of the General Meeting of Shareholders until a legally effective judgment or award of a Court or an Arbitral Tribunal annulling such resolution is issued, except where interim emergency measures are applied pursuant to a decision of a competent authority.

Article 40. Procedures for Convening a General Meeting of Shareholders and Adopting Resolutions by Online Meeting

1. Pursuant to Article 144 of the Law on Enterprises, Clause 3 Article 273 of Decree No. 155/2020/ND-CP, Clauses 4 and 5 Article 2 of the Model Internal Regulations issued together with Circular No. 116/2020/TT-BTC, and Clause 4 Article 21 and Clause 5 Article 22 of the Company's Charter, the Company may apply modern technologies to organize the General Meeting of Shareholders in the form of an online meeting.
2. In such case, the Company shall be responsible for ensuring that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP.

3. The procedures for convening a General Meeting of Shareholders and adopting resolutions by means of an online meeting (including procedures for organizing the meeting and voting) shall clearly provide for, among others, the following matters:
 - a. Notice of convocation of the online General Meeting of Shareholders;
 - b. Procedures for registration to attend the online General Meeting of Shareholders;
 - c. Authorization of representatives to attend the online General Meeting of Shareholders;
 - d. Conditions for conducting the meeting;
 - e. Methods for adoption of resolutions of the online General Meeting of Shareholders;
 - f. Procedures for online voting;
 - g. Procedures for online vote counting;
 - h. Announcement of vote-counting results;
 - i. Preparation of the minutes of the General Meeting of Shareholders;
 - j. Disclosure of resolutions of the General Meeting of Shareholders
4. The procedures for convening a General Meeting of Shareholders and adopting resolutions by means of a hybrid meeting (in-person combined with online participation), including procedures for organizing the meeting and voting, shall clearly provide for, among others, the following matters:
 - a. Notice of convocation of the General Meeting of Shareholders;
 - b. Procedures for registration to attend the General Meeting of Shareholders;
 - c. Authorization of representatives to attend the General Meeting of Shareholders;
 - d. Conditions for conducting the meeting;
 - e. Methods for adoption of resolutions of the General Meeting of Shareholders;
 - f. Voting procedures;
 - g. Vote-counting procedures;
 - h. Announcement of vote-counting results;
 - i. Preparation of the minutes of the General Meeting of Shareholders;

- j. Disclosure of resolutions of the General Meeting of Shareholders.

SECTION 2

BOARD OF DIRECTOR

Article 41. Powers and Duties of the Board of Directors

1. The Board of Directors ("BOD") is the governing body of the Company and has full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for matters falling within the authority of the General Meeting of Shareholders ("GMS"). The BOD shall be responsible for ensuring that the Company operates in compliance with applicable laws, the Charter and internal regulations of the Company, treats all shareholders equally, and respects the legitimate interests of stakeholders.
2. The powers of the Board of Directors include:
 - a. Deciding on the Company's strategy, medium-term development plans and annual business plans;
 - b. Recommending the classes of shares and the total number of shares authorized for offering of each class;
 - c. Deciding on the issuance of new shares within the authorized number of shares of each class and deciding on other forms of capital mobilization;
 - d. Deciding on the offering price of shares and bonds where authorized by the General Meeting of Shareholders;
 - e. Deciding on the repurchase of no more than ten percent (10%) of the total issued shares of each class within any twelve (12)-month period; deciding on plans for the sale or distribution of treasury shares in accordance with applicable laws;
 - f. Deciding on investment plans and projects within the authority and limits prescribed by the Law on Enterprises, the Law on Securities and the Company Charter;
 - g. Deciding on market development, marketing and technology solutions;
 - h. Approving contracts and transactions between the Company and its related persons in accordance with Clause 1 Article 167 of the Law on Enterprises;

- i. Approving contracts and transactions as prescribed in Clause 1 Article 167 of the Law on Enterprises with a value of less than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements or another lower ratio/value as stipulated in the Charter. In such cases, the Company's representative signing the contract or transaction must notify the members of the BOD and the Supervisory Board of the related parties involved and provide the draft contract or principal contents of the transaction. The BOD shall decide on the approval within fifteen (15) days from receipt of the notification. Any BOD member having related interests in such contract or transaction shall not have voting rights;
- j. Approving purchase, sale, borrowing, lending and other contracts or transactions with a value of thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements of the Company, except for cases falling within the authority of the General Meeting of Shareholders pursuant to Point d Clause 2 Article 138 and Clauses 1 and 3 Article 167 of the Law on Enterprises;
- k. Electing, dismissing and removing the Chairperson of the Board of Directors; appointing, dismissing, entering into and terminating contracts with the General Director and other managers when deemed to be in the best interests of the Company; deciding their remuneration and other benefits; appointing authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies and determining their remuneration and benefits;
- l. Supervising and directing the General Director and other managers in the day-to-day management of the Company's business operations;
- m. Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of subsidiaries, branches, transaction offices and representative offices, and on capital contributions or acquisition of shares in other enterprises within legal limits;
- n. Approving the agenda and documents for GMS meetings; convening GMS meetings or obtaining shareholders' opinions for adoption of resolutions;
- o. Submitting audited annual financial statements and corporate governance reports to the GMS;

- p. Recommending dividend rates and deciding the timing and procedures for dividend payments or the handling of business losses;
 - q. Recommending the reorganization, dissolution or filing for bankruptcy of the Company;
 - r. Establishing departments or appointing personnel responsible for internal control and risk management functions to formulate risk management strategies and assess the adequacy and effectiveness of the Company's risk management system;
 - s. Preventing and resolving conflicts that may arise between shareholders and the Company. The BOD may appoint personnel or establish specialized units for this purpose;
 - t. Approving transactions outside the scope of the business and financial plans submitted by the General Director/Board of Management (if any);
 - u. Exercising veto power over decisions of the General Director and the Board of Management regarding any standardized operational activity, provided that such veto is supported by reasonable grounds;
 - v. Determining operational objectives based on the strategic objectives approved by the GMS;
 - w. Resolving claims of the Company against executives and deciding on the Company's representatives in legal proceedings involving such executives;
 - x. Formulating the Internal Corporate Governance Regulations and the Regulations on Operation of the Board of Directors after approval by the GMS; issuing the Charter of the Audit Committee under the BOD and the Company's Information Disclosure Regulations;
 - y. Submitting audited annual financial statements and corporate governance reports to the GMS; Reporting to the GMS on the appointment of the General Director by the BOD;
 - z. Establishing departments or appointing personnel responsible for internal control and risk management functions to formulate risk management strategies and assess the adequacy and effectiveness of the Company's risk management system
3. The following matters must be approved by the Board of Directors:
- a. Establishment of branches or representative offices of the Company;
 - b. Establishment of subsidiaries of the Company

- c. Within the scope prescribed by Clause 2 Article 153 of the Law on Enterprises and except for matters requiring approval by the GMS under Clause 2 Article 138 and Clauses 1 and 3 Article 167 of the Law on Enterprises, deciding on the execution, amendment and termination of the Company's contracts;
 - d. Appointment and dismissal of the Company's commercial representatives and legal counsels;
 - e. Borrowings and the provision of mortgages, security interests, guarantees and indemnities by the Company;
 - f. Investments not included in the business plan and budget or investments exceeding ten percent (10%) of the approved annual business plan and budget;
 - g. Acquisition or disposal of shares or capital contributions in companies established in Vietnam or abroad;
 - h. Valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land-use rights, intellectual property rights, technology and technical know-how;
 - i. Repurchase or redemption of not more than ten percent (10%) of the total offered shares of each class within twelve (12) months;
 - j. Determination of the repurchase or redemption price of the Company's shares;
 - k. Other business matters or transactions which the BOD determines require its approval within its authority and responsibilities..
4. The Board of Directors shall adopt resolutions and decisions by voting at meetings or by obtaining written opinions. Each member of the Board of Directors shall have one vote.
5. The Board of Directors may authorize the Chairperson of the Board of Directors to exercise certain powers and functions of the Board of Directors during periods when the Board of Directors is not convened. The scope of such authorization must be clearly and specifically defined. Matters of material importance or relating to the vital interests of the Company shall not be delegated to the Chairperson for decision.
6. In performing its functions, powers and duties, the Board of Directors shall comply with applicable laws, the Company Charter and resolutions of the General Meeting of Shareholders.

Where a resolution or decision adopted by the Board of Directors is contrary to law or the Company Charter and causes damage to the Company, those members who voted in favor of such resolution or decision shall be jointly and severally liable and shall compensate the Company for the damage suffered. Members who voted against such resolution or decision shall be exempt from liability.

7. Where a resolution adopted by the Board of Directors is contrary to law, resolutions of the General Meeting of Shareholders or the Company Charter, any shareholder of the Company shall have the right to request a competent court to suspend the implementation of or annul such resolution.
8. The Board of Directors shall report to the General Meeting of Shareholders on its activities, particularly its supervision of the General Director and other managers during the financial year. If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not yet approved by the Board of Directors.
9. Unless otherwise provided by law or the Company Charter, the Board of Directors may authorize subordinate employees and other managers to represent the Company and handle matters on its behalf.
10. The Board of Directors shall report to the General Meeting of Shareholders at its nearest annual meeting on any matters approved under previous resolutions of the General Meeting of Shareholders that have not yet been implemented. Where there is any change to matters falling within the authority of the General Meeting of Shareholders, the Board of Directors must submit such changes to the General Meeting of Shareholders for approval at the next meeting before implementation..
11. In the course of performing their duties, members of the Board of Directors shall have the following rights and responsibilities:
 - a. Rights of members of the Board of Directors:
 - Right to access information:
 - + A member of the Board of Directors shall have the right to request members of the Board of Management and other managers of the Company to provide information and documents

relating to the financial condition and business operations of the Company and its affiliated units;

- + The requested managers shall provide such information and documents in a timely, complete and accurate manner;
- + The procedures for requesting and providing information shall be prescribed by the Company in accordance with applicable laws.
- Right to remuneration and other benefits: The Company may pay remuneration and provide other benefits to members of the Board of Directors based on the Company's business performance and operating results.
- b. Responsibilities of members of the Board of Directors:
 - To perform the duties and responsibilities of company managers in accordance with applicable laws;
 - To exercise the assigned powers and perform assigned duties honestly and prudently in order to maximize the legitimate interests of the Company and its shareholders;
 - To attend all meetings of the Board of Directors and express clear opinions on matters submitted for discussion at such meetings..

Article 42. Number, Composition and Term of Office of Members of the Board of Directors

1. Number and Composition of the Board of Directors
 - a. The Board of Directors shall consist of at least three (03) members. The specific number of members shall be determined by the General Meeting of Shareholders from time to time but shall not exceed eleven (11) members. At least one (01) member of the Board of Directors must reside in Vietnam.
 - b. Non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of Board members. Independent members of the Board of Directors must account for at least one-fifth (1/5) of the total number of Board members. In the event that the Board of Directors has fewer than five (05) members, the Company must ensure that there is at least one (01) independent member of the Board of Directors.

- c. For a listed company, the number of independent members of the Board of Directors must satisfy the following requirements:
 - At least one (01) independent member where the Board of Directors consists of from three (03) to five (05) members;
 - At least two (02) independent members where the Board of Directors consists of from six (06) to eight (08) members;
 - At least three (03) independent members where the Board of Directors consists of from nine (09) to eleven (11) members.
- d. A member of the Board of Directors is not required to be a shareholder of the Company.
- 2. A member of the Board of Directors shall cease to hold the position of Board member in the following cases:
 - a. No longer satisfying the qualifications and conditions for serving as a member of the Board of Directors under the Law on Enterprises or being prohibited by law from serving as a member of the Board of Directors;
 - b. Submitting a resignation letter;
 - c. Suffering from a mental disorder and where other members of the Board of Directors possess professional evidence demonstrating that such person no longer has legal capacity;
 - d. Failing to attend meetings of the Board of Directors for a continuous period of six (06) months, except in cases of force majeure;
 - e. Pursuant to a decision of the General Meeting of Shareholders;
 - f. Providing inaccurate personal information to the Company when applying as a candidate for membership of the Board of Directors;
 - g. Other cases as prescribed by law and this Charter
- 3. The appointment of members of the Board of Directors shall be disclosed in accordance with the laws on securities and the securities market..
- 4. Term of Office of Members of the Board of Directors

- a. The term of office of the Board of Directors and its members shall not exceed five (05) years. Members of the Board of Directors may be re-elected for an unlimited number of terms. The term of office of a member elected as a replacement or additional member to fill a vacancy resulting from loss of qualification, dismissal or removal shall be the remaining term of office of the Board of Directors
- b. In the event that the entire Board of Directors reaches the end of its term of office and the General Meeting of Shareholders has not yet elected a new Board, the outgoing Board of Directors shall continue to perform its duties and powers until the newly elected Board of Directors assumes office and takes over the management of the Company.

Article 43. Nomination and Candidacy for the Board of Directors; Qualifications and Conditions for Membership of the Board of Directors

1. The nomination mechanism or the method by which the incumbent Board of Directors, the Board of Supervisors, and other shareholders nominate candidates to the Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process takes place.
2. Where candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the meeting materials of the General Meeting of Shareholders and disclosed on the Company's website at least ten (10) days prior to the opening date of the meeting, enabling shareholders to review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and undertake to perform their duties honestly if elected as members of the Board of Directors. The information to be disclosed regarding candidates shall include at least the following:
 - a. Full name and date of birth;
 - b. Educational qualifications;
 - c. Professional qualifications;
 - d. Employment history;
 - e. Companies in which the candidate currently holds positions as a member of the Board of Directors or other managerial positions;

- f. An assessment report on the candidate's contributions to the Company, where such candidate is currently serving as a member of the Board of Directors of the Company;
 - g. Interests related to the Company (if any);
 - h. Name of the shareholder or group of shareholders nominating the candidate (if any);
 - i. Other information (if any)
3. Candidates for the Board of Directors must satisfy the qualifications and conditions specified in Clause 4 of this Article.
4. Qualifications and conditions for membership of the Board of Directors:
- a. Having full legal capacity and not being prohibited from managing enterprises under the Law on Enterprises;
 - b. Possessing professional qualifications and experience in business administration or in the Company's business sectors and industries, and not necessarily being a shareholder of the Company unless otherwise provided in the Charter;
 - c. Not being the Director (General Director), a member of the Board of Directors, or a member of the Members' Council of another securities company;
 - d. Not being the spouse, biological parent, adoptive parent, biological child, adopted child, sibling, brother-in-law or sister-in-law of the General Director or other managers of the Company;
 - e. Not having served as a member of the Board of Directors or legal representative of a company that has gone bankrupt or been prohibited from operating due to serious violations of law;
 - f. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors of no more than five (05) other companies;
 - g. The Chairman of the Board of Directors must not concurrently hold the position of General Director (Director) of a public company.
5. The qualifications and conditions specified in this Article shall also apply to members of the Board of Directors elected as additional or replacement members.
6. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding

from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30%, up to two (02) candidates; from 30% to less than 40%, up to three (03) candidates; from 40% to less than 50%, up to four (04) candidates; from 50% to less than 60%, up to five (05) candidates; from 60% to less than 70%, up to six (06) candidates; from 70% to 80%, up to seven (07) candidates; and from 80% to less than 90%, up to eight (08) candidates.

7. Where the number of candidates nominated or self-nominated remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company's Internal Regulations on Corporate Governance. The procedures for the incumbent Board of Directors to introduce candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process is conducted in accordance with law.

Article 44. Independent Members of the Board of Directors

1. An independent member of the Board of Directors is a member who satisfies the standards and conditions prescribed by laws on corporate governance applicable to companies whose shares are listed on a stock exchange.
2. An independent member of the Board of Directors must notify the Board of Directors upon no longer satisfying the conditions prescribed in Clauses 1 and 4 of this Article and shall automatically cease to be an independent member from the date such conditions are no longer met. The Board of Directors must report such case at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member within six (06) months from the date of receipt of the notification.
3. A non-executive member of the Board of Directors is a member who does not hold any executive position in the Company, meaning that he/she is not concurrently a member of the Executive Board, Chief Accountant, or another manager appointed by the Board of Directors.
4. **Qualifications and conditions of an independent member of the Board of Directors:**
 - a. Not currently working for the Company, its parent company, or its subsidiary; and not having worked for the Company, its parent company, or its subsidiary for at least three (03) consecutive years immediately preceding the appointment;

- b. Not receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;
 - c. Not being the spouse, biological parent, adoptive parent, biological child, adopted child, sibling of a major shareholder of the Company or a manager of the Company or its subsidiary;
 - d. Not directly or indirectly owning at least one percent (1%) of the total voting shares of the Company;
 - e. Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least five (05) consecutive years immediately preceding the appointment, except where appointed for two (02) consecutive terms
5. The term of office of an independent member of the Board of Directors shall be the same as that of other members of the Board of Directors. In addition, an independent member shall have the following rights:
- a. To propose that the Board of Directors convene an extraordinary General Meeting of Shareholders or propose that the Board of Supervisors convene such meeting where the Board of Directors opposes the proposal;
 - b. To engage consulting or auditing organizations for the performance of his/her duties;
 - c. To provide independent opinions on matters relating to remuneration, bonuses, and compensation plans for members of the Board of Directors and managers of the Company;
 - d. To provide independent opinions on significant related-party transactions and report to competent authorities when deemed necessary..

Article 45. Remuneration, Salary and Other Benefits of Members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration for their services in their capacity as members of the Board of Directors. The aggregate remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among the members of the Board of Directors in accordance with an agreement among them or, failing such agreement, equally.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies in which such member represents the Company's capital contribution, shall be disclosed in detail in the Company's Annual Report. Remuneration paid to members of the Board of Directors shall be treated as a business expense of the Company in accordance with the laws on corporate income tax, separately presented in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at its annual meeting.
3. A member of the Board of Directors holding an executive position, serving on committees of the Board of Directors, or performing duties which, in the opinion of the Board of Directors, fall outside the normal scope of responsibilities of a Board member, may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit-sharing percentage, or any other form as determined by the Board of Directors.
4. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal, and other reasonable expenses incurred in the performance of their duties as members of the Board of Directors, including expenses arising from attendance at meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
5. Members of the Board of Directors may be covered by directors' and officers' liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Charter of the Company.

Article 46. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of Director or General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a. To formulate the agenda and operational plans of the Board of Directors;

- b. To prepare agendas, contents and documents for meetings and convene meetings of the Board of Directors;
 - c. To organize the adoption of resolutions and decisions of the Board of Directors;
 - d. To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. To chair meetings of the General Meeting of Shareholders and meetings of the Board of Directors;
 - f. To lead and ensure the effective operation of the Board of Directors;
 - g. To establish, implement and review procedures governing the operation of the Board of Directors;
 - h. To meet regularly with the General Director and serve as the liaison between the Board of Directors and the Executive Board;
 - i. To ensure full, timely, accurate and clear communication among members of the Board of Directors and with the Chairman;
 - j. To ensure effective communication and relations with shareholders;
 - k. To facilitate the effective performance of independent members of the Board of Directors and foster constructive relationships between executive and non-executive members of the Board of Directors;
 - l. To perform other duties and responsibilities as assigned by the General Meeting of Shareholders and the Board of Directors in accordance with practical requirements and circumstances
4. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports and supervisory reports of the Board of Directors to shareholders at the General Meeting of Shareholders.
 5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member of the Board of Directors to exercise the rights and perform the obligations of the Chairman in accordance with the principles set out in this Charter. If no authorization is granted, or if the Chairman dies, is declared missing, is detained, is serving a prison sentence, is subject to compulsory rehabilitation or educational

measures, absconds from his/her place of residence, has limited or lost legal capacity, has difficulties in cognition or behavioral control, or is prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members of the Board of Directors shall elect one among themselves to act as Chairman by majority vote until a new decision is made by the Board of Directors.

6. Where deemed necessary, the Chairman of the Board of Directors may appoint a Company Secretary to assist the Board of Directors and the Chairman in carrying out duties and responsibilities in accordance with law. The Company Secretary shall have the rights and obligations prescribed by the Law on Enterprises.
7. The Chairman of the Board of Directors may be removed or dismissed by a resolution of the Board of Directors. In the event of resignation, removal or dismissal of the Chairman, the Board of Directors shall elect a replacement within ten (10) days.
8. The Vice Chairman shall assist the Chairman in assigned areas of responsibility. The Vice Chairman shall have the same rights and obligations as the Chairman when duly authorized by the Chairman, but only where the Chairman has informed the Board of Directors of his/her absence, unavoidable absence due to force majeure, or inability to perform his/her duties. If the Chairman fails to designate the Vice Chairman in such circumstances, the remaining members of the Board of Directors shall appoint a Vice Chairman to act in that capacity.
9. Where both the Chairman and Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another member from among themselves to perform the duties of the Chairman by a simple majority vote.
10. Where deemed necessary, the Board of Directors shall appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:
 - a. Assisting in the organization and convening of meetings of the General Meeting of Shareholders and the Board of Directors, and recording minutes of meetings;
 - b. Assisting members of the Board of Directors in exercising their assigned rights and obligations;
 - c. Assisting the Board of Directors in applying and implementing corporate governance principles;

- d. Assisting the Company in shareholder relations and in protecting the lawful rights and interests of shareholders; ensuring compliance with obligations relating to information disclosure, transparency and administrative procedures;
- e. Other rights and obligations as prescribed by law.

Article 47. Meetings of the Board and Minutes of Meetings

1. The Board of Directors ("BOD") may hold regular or extraordinary meetings. The BOD shall convene at least once every quarter in accordance with the procedures prescribed in the Charter and the Internal Regulations on Corporate Governance of the Company. The organization of BOD meetings, meeting agenda, and related documents shall be notified to BOD members within the time limits prescribed by law and the Company's Charter. Regular meetings of the BOD shall be convened by the Chairman of the BOD whenever deemed necessary;
2. The Chairman of the BOD shall be elected at the first meeting of the BOD within seven (07) working days from the completion of the election of the BOD for such term. This meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. If more than one (01) member receives the same highest number or percentage of votes, the members shall elect by majority vote one (01) among them to convene the BOD meeting.
3. The Chairman of the BOD must convene a BOD meeting without undue delay and may not postpone such meeting without legitimate reasons in the following cases:
 - a. Upon receipt of a request from the Supervisory Board or an Independent Member of the BOD;
 - b. Upon receipt of a request from the General Director or at least five (05) other managers;
 - c. Upon receipt of a request from at least two (02) members of the BODSuch request must be made in writing, clearly stating the purpose of the meeting and the matters to be discussed and decided within the authority of the BOD.
4. The Chairman of the BOD shall convene a meeting within seven (07) working days from the date of receipt of a request as prescribed in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage incurred by the Company, and the requesting party shall have the right to convene the meeting in place of the Chairman.

5. Where requested by the independent auditing firm auditing the Company's financial statements, the Chairman of the BOD must convene a BOD meeting to discuss the audit report and the Company's situation.
6. Meetings of the BOD may be held at the Company's head office or at another location in Vietnam or overseas as decided by the Chairman of the BOD and approved by the BOD.
7. The Chairman of the BOD or the person convening the meeting must send a notice of meeting no later than five (05) working days before the meeting date to all BOD members, Supervisors, and the General Director. A BOD member may waive the notice requirement in writing, and such waiver may be amended or revoked in writing. The notice of meeting shall be made in Vietnamese and specify the time and venue of the meeting, agenda, matters to be discussed and decided, together with relevant documents and voting forms. Notices may be sent by post, fax, email, or other means, provided that they are delivered to the registered address of each BOD member.
8. Supervisors and the General Director who are not BOD members shall have the right to attend BOD meetings, participate in discussions, but shall not have voting rights.
9. A BOD meeting convened for the first time shall be valid when attended by at least three-fourths (3/4) of the total number of BOD members or their authorized representatives. If the first meeting does not satisfy the quorum requirement, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In such case, the meeting shall be valid if attended by more than one-half of the BOD members or their authorized representatives.
10. BOD meetings may be conducted via teleconference or other electronic means where all or some members are located in different places, provided that each participating member can:
 - a. Hear every other participating BOD member speaking during the meeting;
 - b. Speak simultaneously with all other participating members. Discussions among members may be conducted directly by telephone, electronic communication facilities, or a combination thereof. Members participating in such manner shall be deemed present at the meeting. The meeting venue shall be deemed to be the location where the largest number of BOD members are present, or where the Chairman of the meeting is present.

- c. Resolutions adopted through telephone meetings that are duly convened and conducted shall take effect immediately upon conclusion of the meeting, provided that they are subsequently confirmed by the signatures of all participating BOD members in the meeting minutes.
- 11. A BOD member may submit his/her vote to the meeting by mail, fax, or email. If submitted by mail, the voting ballot must be placed in a sealed envelope and delivered to the Chairman of the BOD no later than one (01) hour before the opening of the meeting. Such ballots shall only be opened in the presence of all attendees.
- 12. Voting:
 - a. Except as provided in Point b of this Clause, each BOD member or authorized representative attending the meeting in person shall have one (01) vote;
 - b. A BOD member shall not vote on contracts, transactions, or proposals in which such member or his/her related person has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the quorum required for the meeting concerning matters on which he/she is not entitled to vote;
 - c. Subject to Point d of this Clause, where a question arises regarding a member's interest or voting right and the member does not voluntarily abstain, the Chairman's ruling shall be final unless the nature or extent of the member's interest has not been fully disclosed;
 - d. A BOD member benefiting from a contract shall be deemed to have a material interest in such contract;
 - e. Supervisors are entitled to attend BOD meetings and participate in discussions but shall not vote on matters considered at the meeting.
- 13. Any BOD member who directly or indirectly benefits from a contract or transaction entered into or proposed to be entered into with the Company and is aware of such interest must disclose the nature and contents of such interest at the first BOD meeting considering the relevant contract or transaction. If the member was unaware of such interest at the time the contract or transaction was entered into, the disclosure must be made at the first BOD meeting after becoming aware of such interest.
- 14. A resolution of the BOD shall be adopted if approved by more than fifty percent (50%) of the attending members. In the event of a tie, the vote of the Chairman of the BOD shall be the

casting vote. BOD members must attend all BOD meetings. A member may authorize another person to attend a meeting on his/her behalf if approved by a majority of the BOD members.

15. A BOD member shall be deemed to have attended and voted at a meeting if he/she:
 - a. Attends and votes in person;
 - b. Authorizes another person to attend pursuant to Clause 11 Article 157 of the Law on Enterprises;
 - c. Participates and votes through teleconference or other similar means;
 - d. Sends a voting card/ballot by mail, fax, or email. In the case of postal delivery, the voting card/ballot must be enclosed in a sealed envelope and delivered to the Chairman no later than one (01) hour before the opening of the meeting. Such voting cards/ballots shall only be opened in the presence of all attendees
16. All BOD meetings must be recorded in minutes and may be audio-recorded or stored in other electronic forms at the Company's head office. Minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, containing all principal contents required by the Law on Enterprises. Vietnamese and foreign-language versions shall have equal legal validity; however, in case of discrepancies, the Vietnamese version shall prevail. The Chairman and the minute-taker shall be responsible for the truthfulness and accuracy of the meeting minutes.
17. A written resolution shall be adopted based on the approval of a majority of BOD members entitled to vote. Such resolution shall have the same validity and effect as a resolution adopted at a meeting.
18. The Chairman of the BOD shall send the minutes of BOD meetings to all members. Such minutes shall constitute conclusive evidence of the matters discussed and resolved at the meeting unless objections to the contents are raised within ten (10) days from the date of dispatch. Minutes shall be prepared in Vietnamese and may also be prepared in English and must bear the signatures of the Chairman and the minute-taker.
19. If the Chairman or the minute-taker refuses to sign the minutes, the minutes shall nevertheless remain valid if signed by all other attending BOD members and contain the following particulars:
 - a. Name, head office address, and enterprise registration number of the Company;

- b. Time and venue of the meeting;
- c. Purpose, agenda, and contents of the meeting;
- d. Full names of attending members or their proxies and method of attendance; names of absent members and reasons for absence;
- e. Matters discussed and voted upon;
- f. Summary of opinions expressed by each attending member in chronological order of the meeting;
- g. Voting results, specifying members voting in favor, against, and abstaining;
- h. Matters approved and the corresponding voting ratios.

Article 48. Dismissal, Removal and Replacement of Members of the Board of Directors

- 1. Cases of dismissal of a member of the Board of Directors:
 - a. The member no longer satisfies the qualifications and conditions prescribed in Clause 4, Article 43 of this Charter;
 - b. The member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
 - c. The member submits a resignation letter;
 - d. There is evidence demonstrating that the member has lost legal capacity for civil acts;
 - e. Pursuant to a resolution of the General Meeting of Shareholders;
 - f. A corporate shareholder requests the replacement of its capital representative in the Company, where such representative is concurrently serving as a member of the Board of Directors.
- 2. A member of the Board of Directors may be dismissed pursuant to a resolution of the General Meeting of Shareholders.
- 3. The Board of Directors shall convene a General Meeting of Shareholders to elect additional member(s) of the Board of Directors in the following cases:

- a. The number of members of the Board of Directors is reduced by more than one-third (1/3) of the number prescribed in the Company's Charter. In such case, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date the number of members falls below the required level to elect additional member(s) of the Board of Directors.
- b. The number of independent members of the Board of Directors decreases and no longer satisfies the ratio required under this Charter.
- 4. In other cases, the General Meeting of Shareholders shall elect new member(s) to replace the removed or dismissed member(s) at its nearest meeting.

Article 49. Internal Audit and Risk Management Committee under the Board of Directors

- 1. The Internal Audit Committee shall perform its functions based on the principles of independence, integrity, objectivity, and confidentiality. Its specific functions and duties include:
 - a. Independently assessing the adequacy of and compliance with legal regulations, the Company's Charter, and resolutions of the General Meeting of Shareholders and the Board of Directors;
 - b. Reviewing, examining, and evaluating the adequacy, effectiveness, and efficiency of the internal control system under the General Director in order to improve such system;
 - c. Assessing compliance of business operations with internal policies and procedures;
 - d. Advising on the establishment of internal policies and procedures;
 - e. Assessing compliance with legal regulations and monitoring measures to safeguard assets;
 - f. Conducting internal audit assessments through the review of financial information and business processes;
 - g. Evaluating the processes for identifying, assessing, and managing business risks;
 - h. Assessing the effectiveness of operational activities;
 - i. Assessing compliance with contractual commitments;
 - j. Conducting reviews and controls of information technology systems;

- k. Investigating internal violations within the Company;
- l. Performing internal audits of the Company and its subsidiaries.
- 2. Functions and operating principles of the Risk Management Department:
 - a. Formulating risk management policies and strategies; risk assessment criteria; and determining the overall risk appetite of the Company and each department within the Company;
 - b. Independently assessing the adequacy of and compliance with the risk management policies and procedures established by the Company;
 - c. Reviewing, examining, and evaluating the adequacy, effectiveness, and efficiency of the risk management system under the General Director in order to improve such system.
- 3. Requirements for personnel of the Internal Audit Committee:
 - a. Must not have been subject to an administrative sanction of a monetary fine or more severe penalty for violations in the securities, banking, or insurance sectors within the five (05) years preceding the year of appointment;
 - b. The Head of the Internal Audit Committee must possess professional qualifications in law, accounting, or auditing and have sufficient experience, credibility, and authority to effectively perform the assigned duties;
 - c. Must not be a related person of department heads, operational staff, the General Director, Deputy General Directors, or Branch Directors of the Company;
 - d. Must hold the Certificate of Fundamentals of Securities and Securities Market and the Certificate of Securities Law and Securities Market, or a Securities Practicing Certificate;
 - e. Must not concurrently hold any other position or perform any other duties within the Company.

Article 50. Corporate Governance Officer

- 1. The Board of Directors shall appoint at least one (01) Corporate Governance Officer to support the Company's corporate governance activities. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
- 2. The Corporate Governance Officer must satisfy the following criteria:

- a. Possess knowledge of laws and regulation;
 - b. Must not concurrently work for the approved auditing firm that is auditing the Company's financial statements;
 - c. Meet other criteria as prescribed by law, this Charter, and resolutions of the Board of Directors.
3. The Corporate Governance Officer shall have the following rights and obligations:
- a. Advising the Board of Directors on the organization of General Meeting of Shareholders meetings in accordance with regulations and on matters relating to the relationship between the Company and its 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 meeting procedures;
 - d. Attending meetings;
 - e. Advising on procedures for drafting resolutions of the Board of Directors in compliance with legal requirements;
 - f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Supervisors;
 - g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
 - h. Maintaining confidentiality of information in accordance with legal regulations and the Company's Charter;
 - i. Performing other rights and obligations as prescribed by law and the Company's Charter.

SECTION 3

INVESTMENT COMMITTEE

Article 51. Functions and Duties of the Investment Committee

- 1. To advise the Board of Directors on the Company's orientation and development strategy in the field of investment.

2. To formulate the Company's annual, medium-term, and long-term investment plans; determine annual investment capital requirements; and evaluate the Company's investment performance on a monthly, quarterly, and annual basis.
3. The Board of Directors shall authorize the Investment Committee to approve investment portfolios, investment limits, and investment values for each type of security and each individual security, provided that such approvals comply with the investment limits prescribed under securities laws.
4. To be accountable to the Board of Directors for the Company's investment business performance.
5. To be legally responsible for investment activities decided by the Investment Committee in accordance with applicable laws..

Điều 52. Composition and Operating Mechanism of the Investment Committee

1. The Investment Committee of the Company shall consist of at least three (03) members.
2. A meeting of the Investment Committee shall be validly convened when at least two (02) members of the Investment Committee, or their authorized representatives, are present, including the Chairman of the Investment Committee or the Chairman's authorized representative. The Investment Committee may hold meetings in person, obtain written opinions, or conduct discussions through communication means. All resolutions and decisions of the Investment Committee must be made in writing. Where deemed necessary, the Chairman of the Investment Committee may invite other individuals to attend and provide opinions at meetings of the Investment Committee; however, such invitees shall not have voting rights.
3. A resolution or decision of the Investment Committee shall be adopted when it receives the affirmative votes of at least two-thirds (2/3) of the members attending the meeting, provided that such affirmative votes include that of the Chairman of the Investment Committee.
4. The Investment Committee shall issue its Charter/Operating Regulations to provide detailed guidance on the matters set out in Articles 44 and 45 of this Charter and other issues relating to the operation of the Investment Committee. Such Operating Regulations must be approved by the Board of Directors.

5. The Chairman of the Board of Directors shall propose the remuneration of the Investment Committee and submit it to the General Meeting of Shareholders for approval.

SECTION 4

BOARD OF MANAGEMENT

Article 53. Composition and Term of Office of the Executive Management Board; Rights and Obligations of the General Director and Members of the Executive Management Board

1. The Executive Management Board of the Company shall comprise the General Director and such Deputy General Directors as may be appointed by the Board of Directors from time to time.
2. Members of the Executive Management Board shall be recruited or appointed by the Board of Directors. The term of office of the General Director shall not exceed five (05) years and he/she may be reappointed for an unlimited number of terms.
3. The Executive Management Board shall establish and maintain a risk management implementation system to ensure the prevention of risks that may adversely affect the interests of the Company and its clients; and shall establish and maintain an internal control system, including an organizational structure and independent, dedicated personnel. Internal procedures and regulations shall apply to all positions, units, departments, and activities of the Company in order to achieve the objectives prescribed by law.
4. The Executive Management Board shall formulate working regulations for approval by the Board of Directors. Such working regulations must contain at least the following:
 - a. The responsibilities and specific duties of each member of the Executive Management Board;
 - b. Procedures for convening, organizing, and participating in meetings;
 - c. Reporting responsibilities of the Executive Management Board to the Board of Directors and the Supervisory Board
5. Rights and obligations of the General Director:

The General Director shall be responsible for the day-to-day management and operation of the Company's business activities, under the supervision of the Board of Directors, and shall be accountable to the Board of Directors and to the law for the performance of his/her assigned rights and duties, including:

- a. Deciding matters relating to the ordinary course of business operations of the Company without requiring prior approval from the Board of Directors, including executing financial and commercial contracts on behalf of the Company and organizing and managing the Company's daily operations in accordance with best management practices;
- b. Organizing the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
- c. Organizing the implementation of the Company's business plans and investment plans;
- d. Proposing to the Board of Directors the Company's organizational structure and internal management regulations;
- e. Recommending the number of managerial personnel required by the Company for appointment or dismissal by the Board of Directors in accordance with internal regulations, and proposing remuneration, salaries, and other benefits for managerial personnel for the Board of Directors' consideration and decision;
- f. Recommending plans for dividend distribution or the handling of business losses;
- g. Consulting with the Board of Directors before determining the number of employees and matters relating to their appointment, dismissal, salaries, allowances, benefits, and other terms of their employment contracts;
- h. Determining salaries and other benefits for employees of the Company, including managerial positions falling within the appointment authority of the General Director;
- i. Not engaging in any business activities other than those relating to the management and operation of the Company and the governance of the Company's subsidiaries;

- j. On or before 15 December each year, submitting to the Board of Directors for approval a detailed business plan for the following financial year, taking into account budgetary requirements and the Company's five-year financial plan;
 - k. Preparing the Company's long-term, annual, and quarterly budgets and forecasts (the "Budgets") to support the Company's long-term, annual, and quarterly management activities in line with the business plan. The annual Budget (including the projected balance sheet, income statement, and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include the information required under the Company's internal regulations.
6. The General Director shall manage the Company's day-to-day business operations in compliance with applicable laws, the Company's Charter, the labor contract entered into with the Company, and resolutions of the Board of Directors. Where the General Director acts in violation of the foregoing and causes damage to the Company, he/she shall be legally liable and shall compensate the Company for such damage.
7. Benefits and responsibilities of members of the Executive Management Board:
- a. Benefits of members of the Executive Management Board:
 - Members of the Executive Management Board shall be entitled to receive salaries based on business performance and operational efficiency.
 - Salaries of members of the Executive Management Board shall be recorded as business expenses of the Company in accordance with law and must be separately disclosed in the Company's annual financial statements and reported to the General Meeting of Shareholders at its annual meeting.
 - b. Responsibilities of members of the Executive Management Board:
 - Performing the duties of company managers in accordance with applicable laws.
 - Promptly, fully, and accurately disclosing to the Company information on enterprises in which the member of the Executive Management Board and his/her related persons own interests, hold capital contributions, or possess controlling shareholdings; and performing other responsibilities prescribed by law and the Company's Charter.

8. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of his/her assigned duties and powers and shall report to such bodies upon request.
9. The Board of Directors may dismiss the General Director upon approval by a majority of the attending voting members of the Board of Directors and appoint a replacement General Director.

Article 54. Qualifications and Conditions for Appointment as General Director

1. Having full legal capacity and civil act capacity; not falling within the categories of persons prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises; and not being a person who has been or is currently subject to criminal prosecution, imprisonment, or a court-imposed prohibition from practicing securities-related professions in accordance with Clause 5, Article 74 of the Law on Securities.
2. Possessing professional qualifications and at least three (03) years of professional experience in the fields of finance, banking, or securities, and having at least three (03) years of experience in corporate governance or executive management.
3. Holding a Financial Analysis Practicing Certificate or a Fund Management Practicing Certificate.
4. Not having been subject to an administrative sanction in the securities and securities market sector within the most recent six (06) months prior to the date of submission of the application dossier.
5. Not concurrently serving as a member of the Board of Directors or Members' Council of another securities company and not concurrently working for another enterprise.
6. Not being a family member (including spouse; biological father, biological mother, adoptive father, adoptive mother; father-in-law, mother-in-law; biological child, adopted child, son-in-law, daughter-in-law; biological sibling; brother-in-law or sister-in-law; and the biological siblings of a spouse) of any manager, Supervisor of the Company or its parent company; or of any representative of state-owned capital or enterprise capital at the Company or its parent company.

7. Possessing professional qualifications and experience in corporate management and administration.
8. Satisfying such other conditions as may be prescribed by applicable laws and regulations.

Article 55. Removal and Dismissal of the General Director

The General Director shall be removed from office or dismissed in the following circumstances:

1. No longer satisfying the qualifications and conditions for serving as General Director as prescribed in Article 54 of this Charter;
2. Submission of a resignation letter;
3. Pursuant to a resolution of the Board of Directors.

Article 56. Internal Control and Risk Management Department under the General Director

1. The Internal Control Department shall be responsible for compliance control with respect to the following matters:
 - a. Examining and supervising compliance with applicable laws, the Company's Charter, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, internal regulations, operational procedures, risk management procedures of the Company, relevant departments, and securities practitioners within the Company;
 - b. Supervising the implementation of internal regulations and activities that may give rise to conflicts of interest within the Company, particularly the Company's proprietary business activities and employees' personal transactions; monitoring the performance of responsibilities by officers and employees of the Company, as well as the performance of delegated responsibilities by partners;
 - c. Reviewing the content of, and monitoring compliance with, professional ethics rules;
 - d. Supervising the calculation of and compliance with regulations on financial safety ratios and the segregation of clients' assets;
 - e. Supervising the safekeeping and custody of clients' assets;
 - f. Monitoring compliance with laws and regulations on anti-money laundering;

- g. Performing other duties as assigned by the General Director
- 2. Personnel requirements for the Internal Control Department:
 - a. The Head of the Internal Control Department must possess professional qualifications in law, accounting, auditing, or finance, and have sufficient experience, credibility, and authority to effectively perform the assigned duties;
 - b. Must not be a related person of department heads, operational personnel, the General Director, Deputy General Directors, or Branch Directors of the Company;
 - c. Must hold a Securities Practicing Certificate or the Certificate of Fundamentals of Securities and Securities Market together with the Certificate of Securities Law and Securities Market;
 - d. Must not concurrently undertake any other duties within the Company.
- 3. Duties of the risk management implementation system:
 - a. Determining the Company's risk management implementation policies and risk appetite;
 - b. Identifying the Company's risks;
 - c. Measuring risks;
 - d. Monitoring, preventing, detecting, and handling risks.

SECTION 5

SUPERVISORY BOARD

Article 57. Number, Term and Composition of the Supervisors

- 1. The Supervisory Board of the Company shall consist of from three (03) to five (05) Supervisors.
- 2. The term of office of a Supervisor shall be five (05) years, and a Supervisor may be re-elected for an unlimited number of terms. Where the terms of office of all Supervisors expire at the same time and the Supervisors for the new term have not yet been elected, the incumbent Supervisors shall continue to exercise their rights and perform their duties until the new Supervisors are elected and assume office.
- 3. Supervisors shall be elected by the General Meeting of Shareholders in accordance with the cumulative voting method prescribed in Article 148 of the Law on Enterprises. The Supervisors

shall elect one of their members to serve as the Head of the Supervisory Board based on the majority voting principle.

Article 58. Head of the Supervisory Board

The Head of the Supervisory Board must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities. The Head of the Supervisory Board shall have the following rights and responsibilities:

- a. To convene and chair meetings of the Supervisory Board;
- b. To assign specific duties to each member of the Supervisory Board;
- c. To direct and supervise members of the Supervisory Board in carrying out the duties and powers of the Supervisory Board;
- d. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- e. To prepare and sign reports of the Supervisory Board, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders;
- f. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises

Điều 59. Nomination and Self-Nomination of Supervisors

1. The nomination and self-nomination of Supervisors shall be carried out in accordance with the provisions set out in Clause 2 and Clause 6 of Article 43 of this Charter.
2. In the event that the number of candidates for the Supervisory Board nominated or self-nominated is insufficient to meet the required number of candidates, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company's Charter and the Internal Regulations on Corporate Governance. Any mechanism under which the incumbent Supervisory Board nominates candidates for the Supervisory Board must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process is conducted.
3. Shareholders holding ordinary shares shall have the right to aggregate their voting rights for the purpose of nominating candidates to the Supervisory Board. A shareholder or group of

shareholders holding • from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

Article 60. Rights and Obligations of the Supervisory Board

1. Powers of the Supervisory Board:
 - a. To supervise the Board of Directors and the General Director in the management and operation of the Company;
 - b. To examine the legality, validity, honesty, and prudence in the management and conduct of business operations; and the consistency, systematic nature, and appropriateness of accounting, statistics, and financial reporting practices;
 - c. To review the completeness, legality, and accuracy of the Company's annual and semi-annual (06-month) business performance reports and financial statements, as well as reports evaluating the management activities of the Board of Directors, and to submit review reports to the General Meeting of Shareholders at its annual meeting; to review contracts and transactions with related persons that are subject to approval by the Board of Directors or the General Meeting of Shareholders and make recommendations regarding contracts and transactions requiring such approval;
 - d. To review, inspect, and assess the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems;
 - e. To examine accounting books, accounting records, and other documents of the Company, and review the management and operational activities of the Company whenever deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders specified in Clause 3, Article 19 of this Charter;
 - f. Upon the request of a shareholder or group of shareholders specified in Clause 3, Article 19 of this Charter, to conduct an inspection within seven (07) working days from receipt of the

request. Within fifteen (15) days from completion of the inspection, the Supervisory Board shall provide an explanatory report on the matters inspected to the Board of Directors and the requesting shareholder(s). Such inspection shall not interfere with the normal operation of the Board of Directors or disrupt the Company's business activities;

- g. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the Company's organizational structure, management, supervision, and operational framework;
- h. Upon discovering that a member of the Board of Directors, a member of the Executive Management Board, or another manager of the Company has breached the duties of a company manager under the Law on Enterprises or this Charter, to immediately notify the Board of Directors in writing within forty-eight (48) hours and request the violator to cease the violation and take remedial measures;
- i. Where a member of the Board of Directors or the Executive Management Board is found to have violated laws or this Charter, thereby infringing upon the rights and interests of the Company, shareholders, or clients, the Supervisory Board shall require such person to provide explanations within a specified period or propose the convening of a General Meeting of Shareholders to address the matter. In cases involving legal violations, the Supervisory Board shall report in writing to the State Securities Commission of Vietnam ("SSC") within seven (07) working days from the date the violation is discovered;
- j. To propose and recommend to the General Meeting of Shareholders the approval of an independent auditing firm to audit the Company's financial statements;
- k. To formulate internal control procedures for approval by the General Meeting of Shareholders;
- l. To be accountable to shareholders for its supervisory activities;
- m. To supervise the financial condition of the Company and the compliance with laws and this Charter in the management and operation of the Company by members of the Board of Directors, the General Director, Deputy General Directors, and the Chief Accountant of the Company;
- n. To report to the General Meeting of Shareholders in accordance with the Law on Enterprises;

- o. To perform other rights and duties as prescribed by the Law on Enterprises, this Charter, and resolutions of the General Meeting of Shareholders
- 2. Rights and responsibilities of the Supervisory Board in performing its duties:
 - a. Rights of the Supervisory Board:
 - To engage independent advisors and utilize the Company's Internal Audit Department in carrying out its assigned duties;
 - Tham dự và tham gia thảo luận tại các cuộc họp Đại hội đồng cổ đông, Hội đồng quản trị và các cuộc họp khác của Công ty;
 - To consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders; To receive salaries, remuneration, and other benefits as approved by the General Meeting of Shareholders and in accordance with applicable laws; Supervisors shall be reimbursed for reasonable accommodation, travel, and other expenses incurred in attending meetings of the Supervisory Board or carrying out other activities of the Supervisory Board.
 - Right to receive adequate information:
 - + Notices of meetings, voting forms for obtaining opinions of Board members, and accompanying documents must be provided to Supervisors at the same time and in the same manner as provided to shareholders and members of the Board of Directors;
 - + Resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors must be sent to Supervisors at the same time and in the same manner as they are provided to shareholders and members of the Board of Directors;
 - + Reports of the General Director submitted to the Board of Directors and other documents issued by the Company must be sent to Supervisors at the same time and in the same manner as they are provided to members of the Board of Directors;
 - + Supervisors shall have the right to access files and documents maintained at the Company's head office, branches, and other locations; and to visit the workplaces of the Company's managers and employees during working hours;

- + The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide complete, accurate, and timely information and documents regarding the Company's management, operation, and business activities upon request by a Supervisor or the Supervisory Board. The Corporate Governance Officer shall ensure that copies of all resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors are simultaneously provided to the Supervisors in the same manner.
- b. Responsibilities of Supervisors:
 - To comply with laws, this Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing their assigned rights and duties;
 - To perform their duties honestly, prudently, and to the best of their ability in order to protect the maximum lawful interests of the Company;
 - To act loyally in the interests of the Company and its shareholders; not to use information, know-how, business opportunities, assets of the Company, or their position or authority for personal gain or for the benefit of any other organization or individual;
 - To fulfill other obligations prescribed by law and this Charter.
- 3. Where a Supervisor breaches the obligations specified in Point b, Clause 2 of this Article, thereby causing damage to the Company or any other person, such Supervisor shall be personally or jointly liable for compensation for such damage. Any income or other benefits improperly obtained by such Supervisor must be returned to the Company.
- 4. If a Supervisor is found to have committed a violation in the performance of his/her assigned rights and duties, the Board of Directors shall notify the Supervisory Board in writing and require the violating Supervisor to cease the violation and take remedial measures.
- 5. If any violation of law or this Charter by a member of the Board of Directors, the General Director, or another executive officer of the Company is discovered, the Supervisory Board shall notify the Board of Directors in writing within forty-eight (48) hours, request the violating person to cease the violation, and require appropriate remedial actions

Điều 61. Supervisory Board Meeting

1. The Supervisory Board shall meet at least twice (02) each year. A meeting of the Supervisory Board shall be attended by at least two-thirds (2/3) of the total number of Supervisors. Minutes of Supervisory Board meetings must be prepared in a detailed and clear manner. The minute-taker and all Supervisors attending the meeting shall sign the meeting minutes. The minutes of Supervisory Board meetings shall be properly maintained and retained for the purpose of determining the responsibilities of each Supervisor.
2. The Supervisory Board shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization

Điều 62. Operating Procedures and Meetings of the Supervisory Board; Remuneration of the Supervisory Board

1. The Supervisory Board shall promulgate regulations governing its operating procedures, as well as the order, procedures, and manner of organizing meetings of the Supervisory Board, and submit such regulations to the General Meeting of Shareholders for approval.
2. The Supervisory Board shall meet at least two (02) times per year. A meeting of the Supervisory Board shall be validly conducted when at least two-thirds (2/3) of the Supervisors are present.
3. The remuneration, salaries, and other benefits of Supervisors shall be determined by the General Meeting of Shareholders. Supervisors shall be reimbursed for reasonable accommodation, travel, and other expenses incurred in attending meetings of the Supervisory Board or carrying out other activities of the Supervisory Board.

Article 63. Qualifications and Conditions for Serving as a Supervisor

1. Having full civil act capacity and not being prohibited from establishing or managing enterprises under the Law on Enterprises;
2. Having received education or training in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities;
3. Not holding any managerial position within the Company; and not necessarily being a shareholder or employee of the Company;

4. Not being a family member (including spouse; biological father, biological mother, adoptive father, adoptive mother; father-in-law, mother-in-law; father of wife, mother of wife; biological child, adopted child, son-in-law, daughter-in-law; biological brother, biological sister; brother-in-law or sister-in-law; and the biological siblings of a spouse) of any member of the Board of Directors, the General Director, other managers of the Company, or any representative of the Company's contributed capital;
5. The Head of the Supervisory Board must not concurrently serve as a Supervisor or manager of another securities company;
6. Not working in the accounting or finance department of the Company;
7. Not being a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years.

Article 64. Removal and Dismissal of Supervisors

1. A Supervisor shall be removed from office in the following circumstances:
 - a. No longer satisfying the qualifications and conditions for serving as a Supervisor as prescribed in Article 63 of this Charter;
 - b. Failing to perform his/her rights and duties for six (06) consecutive months, except in cases of force majeure;
 - c. Submitting a resignation letter which is accepted.
2. A Supervisor shall be dismissed in the following circumstances:
 - a. Failing to satisfactorily perform the assigned duties and responsibilities;
 - b. Committing a serious breach or repeatedly breaching the obligations of a Supervisor as prescribed by the Law on Enterprises and this Charter;
 - c. Pursuant to a resolution of the General Meeting of Shareholders

SECTION 6

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, AND THE GENERAL DIRECTOR

Article 65. Duty of Care

Members of the Board of Directors, Supervisors, the General Director, and other executive officers shall perform their duties, including those performed in their capacity as members of committees of the Board of Directors, honestly and with due care, in the best interests of the Company.

Article 66. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director, and other executive officers shall disclose their related interests in accordance with Article 159 of the Law on Enterprises and other applicable laws and regulations.
2. Members of the Board of Directors, Supervisors, the General Director, and other executive officers shall not use business opportunities that may benefit the Company for their own personal purposes. They shall also not use information obtained by virtue of their position for personal gain or for the benefit of any other organization or individual.
3. Members of the Board of Directors, Supervisors, the General Director, and other executive officers shall be obligated to disclose to the Board of Directors all interests that may give rise to a conflict with the interests of the Company and from which they may benefit through legal entities, transactions, or other individuals.
4. Unless otherwise approved by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other executive officers, or their related persons or entities in which such persons have financial interests, except where the public company and the related organization are companies within the same group of companies, including parent-subsidiary structures or economic groups, or where otherwise permitted by specialized laws.
5. A contract or transaction between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other executive officers, their related persons, or any company, partner, association, or organization in which such persons or their related

persons are members or have a financial interest shall not be invalidated if any of the following conditions is satisfied:

- a. In respect of a contract or transaction with a value equal to or less than twenty percent (20%) of the total assets recorded in the most recent financial statements, the material terms of the contract or transaction, together with the relationships and interests of the relevant member of the Board of Directors, Supervisor, Director (General Director), or other executive officer, have been disclosed to the Board of Directors, and the Board of Directors has approved the contract or transaction in good faith by a majority vote of the directors having no related interest therein;
- b. In respect of a contract or transaction with a value exceeding twenty percent (20%) of the total assets recorded in the most recent financial statements, the material terms of the contract or transaction, together with the relationships and interests of the relevant member of the Board of Directors, Supervisor, General Director, or other executive officer, have been disclosed to shareholders who have no related interest and are entitled to vote on the matter, and such shareholders have approved the contract or transaction;
- c. The contract or transaction has been determined by an independent consulting organization to be fair and reasonable in all material respects to the shareholders of the Company at the time the contract or transaction is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, the General Director, other executive officers, and their related organizations and individuals shall not use unpublished information of the Company or disclose such information to others for the purpose of conducting related transactions.

Article 67. Liability for Damages and Indemnification

1. Members of the Board of Directors, Supervisors, the General Director, and other executive officers who breach their duties of loyalty and care, or fail to perform their duties with due diligence and professional competence, shall be liable for any damages resulting from such breaches.
2. The Company shall indemnify any person who has been, is, or may become a party to any complaint, claim, lawsuit, or legal proceeding (including civil and administrative proceedings,

but excluding proceedings initiated by the Company as plaintiff), provided that such person is or was a member of the Board of Directors, a Supervisor, the General Director, another executive officer, an employee, or an authorized representative of the Company, or acted at the request of the Company in such capacity, on the condition that such person acted honestly, prudently, and diligently in the interests of the Company or in a manner not contrary to the interests of the Company, complied with applicable laws, and there is no evidence establishing that such person breached his or her duties.

3. In the performance of their functions, duties, or authorized activities on behalf of the Company, members of the Board of Directors, Supervisors, other executive officers, employees, and authorized representatives of the Company shall be indemnified by the Company when they become parties to complaints, claims, lawsuits, or legal proceedings (other than proceedings initiated by the Company as plaintiff), provided that:
 - a. They acted honestly, prudently, and diligently in the interests of the Company and in a manner not conflicting with the interests of the Company; and;
 - b. They complied with applicable laws and there is no evidence establishing that they failed to perform their duties and responsibilities.
4. Indemnifiable expenses shall include all costs actually incurred in connection with such matters, including attorneys' fees, court-awarded amounts, fines, settlements, and other payments reasonably incurred or deemed reasonable in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons against the liabilities described above.

Chapter IV

MANAGEMENT OF RELATIONSHIPS WITH RELATED PARTIES

Article 68. Potential Disputes

1. The following circumstances shall be deemed disputes involving the Company and its related parties when a dispute or complaint arises between:
 - a. A shareholder and the Company;

- b. A shareholder and the Board of Directors, the Chairman of the Board of Directors, any member of the Board of Directors, the Supervisory Board, any Supervisor, the General Director, or any other manager of the Company;
 - c. A client or other related business partner and the Company
2. Scope of disputes to be resolved: Disputes subject to resolution include disputes relating to the Company's operations or to the rights of shareholders arising from this Charter, or from any rights and obligations prescribed by the Law on Enterprises, other applicable laws, or administrative regulations.

Article 69. Methods for Handling and Resolving Disputes

1. Negotiation and Mediation: In the event of any dispute or claim relating to the operations of the Company or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other applicable laws, or agreements between:
- a. A shareholder and the Company;
 - b. A shareholder and the Board of Directors, the Supervisory Board, the Director (General Director), or any other executive officer.

the parties concerned shall first seek to resolve the dispute through negotiation and mediation. The Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present information relevant to the dispute within thirty (30) working days from the date the dispute arises, unless the dispute involves the Board of Directors or the Chairman of the Board of Directors. In such cases, any party may request and appoint an independent expert to act as a mediator or arbitrator in the dispute resolution process.

2. Submission to Arbitration or Court: If no settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to a competent arbitration tribunal or court for resolution.
3. Costs of Negotiation, Mediation, and Court Proceedings:
- a. Each party shall bear its own costs and expenses incurred in connection with the negotiation and mediation process;

- b. Court costs and other litigation expenses shall be borne by the party as determined by the judgment or decision of the competent court.

Article 70. Contracts and Transactions Requiring Approval

- 1. Contracts and transactions between the Company and the following persons or entities must be approved by the General Meeting of Shareholders or the Board of Directors:
 - a. Shareholders and authorized representatives of shareholders holding more than ten percent (10%) of the total ordinary shares of the Company, and their related persons;
 - b. Members of the Board of Directors, members of the Executive Management Board, and their related persons;
 - c. Enterprises in respect of which members of the Board of Directors, Supervisors, the General Director, and other managers of the Company are required to disclose their related interests to the Company, includin:
 - The name, enterprise registration number, head office address, business lines, and details of any enterprise in which they are owners or hold contributed capital or shares, together with the ownership percentage and the time at which such ownership or investment was acquired;
 - The name, enterprise registration number, head office address, business lines, and details of any enterprise in which their related persons are owners, co-owners, or sole owners of contributed capital or shares representing more than ten percent (10%) of the charter capital; The Board of Directors shall approve contracts and transactions having a value of less than thirty-five percent (35%) of the total assets of the Company as recorded in its most recent financial statements. In such cases, the Company's representative signing the contract shall notify the members of the Board of Directors and the Supervisors of the related parties involved in the contract or transaction and provide the draft contract or a summary of the principal terms of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the date of receipt of such notice. Any member of the Board of Directors having a related interest in the contract or transaction shall not be entitled to vote on its approval.
- 2. The General Meeting of Shareholders shall approve the following contracts and transactions:
 - a. Contracts and transactions other than those specified under Clause 1 of this Article;

- b. Contracts or transactions involving borrowing, lending, or the sale of assets with a value exceeding ten percent (10%) of the total assets of the Company as recorded in its most recent financial statements, entered into between the Company and a shareholder holding fifty-one percent (51%) or more of the total voting shares, or any related person of such shareholder.

For contracts and transactions requiring approval pursuant to Clauses 1 and 2 of this Article, the Company's representative signing the contract shall notify the Board of Directors and the Supervisory Board of the related parties involved in the contract or transaction and provide the draft contract or a summary of the principal terms of the transaction. The Board of Directors shall submit the draft contract or transaction, or an explanatory report on its principal terms, to the General Meeting of Shareholders for consideration, or seek shareholders' approval by written ballot. In such cases, shareholders having a related interest in the contract or transaction shall not be entitled to vote. The contract or transaction shall be approved if shareholders representing at least sixty-five percent (65%) of the remaining voting rights vote in favor.

Chapter V

REPORTING AND INFORMATION DISCLOSURE

Article 71. Reporting and Information Disclosure

- 1. Information Disclosure Obligations:
 - a. The Company shall fully and promptly comply with periodic and extraordinary information disclosure and reporting requirements in accordance with the laws on securities and the securities market, or as required by competent state authorities. The Company shall be responsible for the accuracy and truthfulness of all disclosed information, data, and reports;
 - b. Information disclosure shall be carried out in a manner that ensures shareholders and the investing public have equal access to such information at the same time. The language used in disclosures shall be clear and understandable and shall avoid causing confusion to shareholders and investors.
- 2. Contents of Information Disclosure:
 - a. The Company shall disclose information relating to its business operations, including:

- Periodic disclosure of annual financial statements together with the report of the independent auditor;
 - Periodic disclosure of the financial safety ratio report audited by an approved auditing organization at the same time as the disclosure of the financial statements;
 - Preparation and disclosure of the Company's annual report in accordance with the laws on securities and the securities market;
 - Extraordinary disclosure of information within twenty-four (24) hours from the occurrence or discovery of an event requiring disclosure under applicable laws;
 - Disclosure of information upon request of competent regulatory authorities.
- b. The Company shall disclose information regarding General Meetings of Shareholders and meeting materials for such meetings in accordance with applicable laws.
 - c. The Company shall disclose its corporate governance reports in the prescribed form within thirty (30) days from the end of the first six (06) months of the year and from the end of each calendar year.
 - d. The Company shall disclose information regarding other activities of the Company as required by law.

Information Disclosure Implementation: The Company shall establish and promulgate internal regulations on information disclosure in accordance with the Law on Securities and its implementing regulations, and shall appoint at least one officer responsible for information disclosure who satisfies the following requirements:

- Possesses knowledge of accounting and finance and has adequate information technology skills;
- Has his/her name and business telephone number publicly disclosed so that shareholders may easily make contact;
- Has sufficient time to perform his/her duties, particularly in communicating with shareholders, receiving shareholders' opinions, periodically disclosing information, responding to shareholders' inquiries, and addressing corporate governance matters in accordance with applicable regulations.

3. Information Disclosure Officer: Information disclosure shall be made by the Company's legal representative or by a person authorized to disclose information on behalf of the Company. The legal representative of the Company shall remain responsible for the contents of any information disclosed by the authorized information disclosure person..

Chapter VI

RIGHT TO EXAMINE THE COMPANY'S BOOKS AND RECORDS

Article 72. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect books and records of the Company as follows:
 - a. Ordinary shareholders shall have the right to examine, inspect, and extract information relating to the names and contact addresses of shareholders in the list of voting shareholders; request correction of inaccurate information concerning themselves; and examine, inspect, extract, or obtain copies of the Company's Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b. A shareholder or group of shareholders specified in Clause 3, Article 19 of this Charter shall have the right to examine, inspect, and extract minutes books, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets.
2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by the authorization letter of the shareholder(s) represented, or a notarized copy thereof.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executive officers shall have the right to inspect the Company's shareholder register, list of shareholders, books, and other records of the Company for purposes relating to their positions, provided that such information is kept confidential.
4. The Company shall maintain this Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents required by law at its head office or another location, provided that

shareholders and the business registration authority are notified of the location where such documents are maintained.

5. The Company's Charter shall be published on the Company's website.

Article 73. Fiscal Year

1. The financial year of the Company shall commence on 1 January and end on 31 December of each calendar year.
2. The first financial year of the Company shall commence on the date of its establishment and end on 31 December of the same year. If the first financial year is less than four (04) months in duration, the audited financial statements for that period shall be consolidated with those of the following financial year.

Chapter VII

FINANCIAL MANAGEMENT AND ACCOUNTING

Article 74. Accounting System

1. The Company shall apply the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance, and shall comply with the accounting regime applicable to securities companies promulgated by the Ministry of Finance and its implementing regulations. The Company shall be subject to inspection by competent state authorities regarding its compliance with accounting and statistical regulations.
2. The Company shall maintain its accounting books and records in Vietnamese and preserve accounting documents in accordance with the laws on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The accounting currency of the Company shall be the Vietnamese Dong (VND). Where the Company's principal economic transactions are conducted in a foreign currency, the Company may choose such foreign currency as its accounting currency, shall be legally responsible for such choice, and shall notify its directly managing tax authority accordingly..

Article 75. Audit

1. The Company's annual financial statements, financial safety ratio report as of 31 December, semi-annual financial statements, and financial safety ratio report as of 30 June must be audited or reviewed, as applicable, by an independent auditing firm in accordance with applicable regulations.
2. The independent auditing firm and the auditors performing audit services for the Company must be approved by the State Securities Commission of Vietnam (SSC). The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to conduct the audit of the Company for the following financial year based on terms and conditions agreed with the Board of Directors.

Within the same financial year, the securities company shall not change its approved auditing firm, except where its parent company changes the approved auditing firm or where the approved auditing firm is suspended from, or has its approval for, audit services revoked.

3. Upon the end of each financial year, the Company shall prepare and submit its annual financial statements to the independent auditing firm. The independent auditing firm shall examine, certify, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report, and submit such report to the Board of Directors within two (02) months from the end of the financial year.
4. A copy of the audit report shall be attached to the Company's annual financial statements.
5. The auditors conducting the audit of the Company shall be entitled to attend all General Meetings of Shareholders and to receive notices and other information relating to such meetings that shareholders are entitled to receive. They shall also have the right to express their opinions at such meetings on matters relating to the audit.

Article 75. Bank Account

1. The Company may open bank accounts with Vietnamese banks or foreign banks licensed to operate in Vietnam..
2. Subject to prior approval from the competent authorities, the Company may, where necessary, open bank accounts overseas in accordance with applicable laws and regulations.

3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong and/or foreign currency accounts maintained with banks at which the Company has opened accounts.

Article 76. Principles for Distribution of Profits

1. The General Meeting of Shareholders shall determine the annual dividend/profit distribution rate, bonuses, and methods of payment from the Company's retained earnings.
 2. The Company shall not pay interest on any dividend amount or other payment relating to any class of shares.
 3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in the form of shares, and the Board of Directors shall be responsible for implementing such resolution.
 4. Where dividends, profit distributions, bonuses, or other payments relating to shares are made in cash, the Company shall make such payments in Vietnamese Dong. Payments may be made directly or through banks based on information provided by shareholders. If the Company has transferred funds in accordance with the banking details supplied by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for the amount already transferred. Dividend payments may also be made through the Vietnam Securities Depository and Clearing Corporation (VSDC).
1. **Record Date and Payment Date for Dividends, Profit Distributions, and Bonuses:**
The Board of Directors shall determine the specific record date and payment date for dividends and bonuses in accordance with the plan approved by the General Meeting of Shareholders. Based on such dates, persons registered as shareholders or holders of other securities shall be entitled to receive cash or stock dividends and to receive notices and other documents to which they are entitled.

Article 77. Handling of Business Losses

Business losses incurred in a financial year shall be carried forward and offset against profits generated in subsequent financial years. Losses from a preceding year shall be settled in the following year if the Company records a profit in that year..

Điều 78. Appropriation of Funds in Accordance with Regulations

1. Annually, the Company shall appropriate portions of its after-tax profits to establish the following funds:
 - a. Charter Capital Supplement Reserve Fund;
 - b. Financial Reserve and Operational Risk Provision Fund;
 - c. Bonus and Welfare Fund;
 - d. Other funds as required by applicable laws and regulations.
2. The appropriation rates, appropriation limits, and the management and use of the funds specified in Clause 1 of this Article shall be implemented in accordance with applicable laws and regulations.

Chapter VIII

SEAL

Article 79. Seal

1. The Company's seal may be a physical seal produced by a licensed seal-making entity or a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall determine the type, quantity, form, and contents of the seals of the Company and its branches.
3. The Board of Directors and the legal representative shall use and manage the seal(s) in accordance with applicable laws and regulations.

Chapter IX

EXTENSION OF THE COMPANY'S TERM OF OPERATION, REORGANIZATION, DISSOLUTION, LIQUIDATION, AND BANKRUPTCY

Article 80. Extension of the Company's Term of Operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiry of the Company's term of operation to consider and vote on the Board of Directors' proposal regarding the extension of the Company's term of operation.
2. The Company's term of operation shall be extended if the proposal is approved by shareholders representing at least sixty-five percent (65%) of the total voting shares held by shareholders attending the General Meeting of Shareholders, either in person or through duly authorized representatives.

Article 81. Corporate Reorganization

1. The Company may carry out consolidation, merger, or conversion only after obtaining approval from the State Securities Commission of Vietnam (SSC).
2. The procedures and formalities for consolidation, merger, and conversion shall be implemented in accordance with the Law on Enterprises, the Law on Securities, and other relevant laws and regulations.

Article 82. Dissolution

1. The Company shall be dissolved or cease operations in the following cases:
 - a. Upon the expiry of its term of operation, including any extended term;
 - b. Upon a resolution of the General Meeting of Shareholders approving the early dissolution of the Company, subject to approval by the State Securities Commission of Vietnam (SSC);
 - c. Upon revocation by the SSC of the Company's Establishment and Operation License, or upon being declared bankrupt by a competent court in accordance with applicable laws;
 - d. Other cases as prescribed by law.
2. The early dissolution of the Company (including during any extended term of operation) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution resolution must be notified to or approved by the SSC, as required by law.
3. The order, procedures, and documentation for the dissolution of the Company shall comply with the Law on Enterprises, the Law on Securities, and their implementing regulations..

Article 83. Liquidation

1. At least six (06) months prior to the expiration of the Company's operating term, or upon the issuance of a decision on the dissolution of the Company, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to the liquidation shall be given priority for payment before any other liabilities of the Company.
2. The Liquidation Committee shall be responsible for notifying the Business Registration Authority of the date of its establishment and commencement of operations. From such time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation process before courts and administrative authorities.
3. Proceeds from the liquidation shall be distributed in the following order of priority:
 - a. Liquidation expenses;

- b. Outstanding salaries, severance allowances, social insurance obligations, and other benefits of employees under collective labor agreements and signed labor contracts;
- c. Tax liabilities;
- d. Other debts and obligations of the Company;
- e. The remaining balance after full payment of the items specified in points a through d above shall be distributed to shareholders. Preference shares shall be given priority in payment.

Article 84. Bankruptcy

The bankruptcy of the Company shall be carried out in accordance with the laws governing bankruptcy applicable to enterprises operating in the financial and banking sectors..

Chapter X

AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 85. Amendment and Supplementation of the Charter

1. Any amendment or supplementation to this Charter must be considered and approved by the General Meeting of Shareholders.
2. In the event that any legal provisions relevant to the Company's operations are not addressed in this Charter, or where newly issued legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

Chapter XI

EFFECTIVENESS OF THE CHARTER

Article 86. Effective Date

1. This Charter consists of 11 Chapters and 86 Articles and was unanimously approved by the General Meeting of Shareholders of Kirin Securities at the 2026 Annual General Meeting of Shareholders held on April 23, 2026. It was promulgated by the Board of Directors under the authorization of the General Meeting of Shareholders for the purpose of changing the Company's name and replacing the 15th amended and supplemented Charter dated December 25, 2025. This Charter is the sole and official Charter of the Company.

2. Copies or extracts of the Company's Charter shall be valid only if they bear the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.
3. This Charter shall take effect from *July 15, 2026*.

**LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS**



Wang Weiya

WANG WEIYA