



VIETNAM FINANCIAL INVESTMENT SECURITIES CORPORATION

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THE CHARTER

VIETNAM FINANCIAL INVESTMENT SECURITIES CORPORATION



Ha Noi, month 09 year 2026



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INTRODUCTION

The Charter of Viet Nam Financial Investment Securities Corporation serves as the legal basis for the organization and operation of Vietnam Financial Investment Securities Joint Stock Company, which was established under Establishment and Operation License No. 88/UBCK-GP, initially issued by the State Securities Commission on January 11, 2008, together with its subsequent amendments and supplementary licenses.

This Charter was amended and adopted pursuant to Resolution No. 105/2022/VICS/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated March 29, 2022; Resolution No. 01/2023/NQ/ĐHĐCĐ-VICS dated March 23, 2023; and Resolution No. 01/2026/NQ/ĐHĐCĐ-VICS dated April 15, 2026.

I. DEFINITIONS AND INTERPRETATION

Article 1. Definitions

1. In this Charter, the following terms shall have the meanings set forth below:
 - a) Charter Capital means the total par value of shares that have been sold or subscribed upon the establishment of the Company, as provided in Article 6 of this Charter.
 - b) Voting Capital means the share capital carrying voting rights, whereby the holder is entitled to vote on matters falling within the decision-making authority of the General Meeting of Shareholders.
 - c) Law on Enterprises means the Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
 - d) Law on Securities means the Law on Securities No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.
 - đ) Viet Nam means the Socialist Republic of Vietnam.
 - e) Date of Incorporation means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate or an equivalent legal document).
 - g) Executive Officer means the General Director, Deputy General Director, Chief Accountant, and other executive officers as prescribed by this Charter.
 - h) Manager means a person managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as prescribed by this Charter.
 - i) Related Person means any individual or organization as defined in Clause 46, Article 4 of the Law on Securities.
 - k) Shareholder means any individual or organization owning at least one share of the Company.

- l) Founding Shareholder means a shareholder owning at least one ordinary share and whose name appears on the list of founding shareholders of the Company.
- m) Major Shareholder means a shareholder as defined in Clause 18, Article 4 of the Law on Securities.
- n) Operating Term means the duration of the Company's operation as specified in Article 2 of this Charter, together with any extension thereof approved by the General Meeting of Shareholders.
- o) **Stock Exchange** means the Vietnam Stock Exchange and its subsidiary companies.

2. In this Charter, references to any legal provision or legal document shall include any amendments, supplements, or replacement thereof.

3. The headings (Sections and Articles) in this Charter are inserted solely for convenience of reference and shall not affect the interpretation or construction of this Charter.

II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND THE LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations, and Duration of Operation of the Company

1. Company Name

Vietnamese Name: Viet Nam Financial Investment Securities Joint Stock Company

English Name: Viet Nam Financial Investment Securities Corporation

Abbreviated Name: VISC

Logo:



2. Legal Status

The Company is a joint stock company with legal entity status established and operating in accordance with the applicable laws of the Socialist Republic of Viet Nam.

3. Registered Head Office

The registered head office of the Company is located at:

- 8th Floor, Block B, Song Da Building, Pham Hung Street, Tu Liem Ward, Ha Noi City, Viet Nam.

- Telephone: 02435149999

- Fax: 02435148766

- Email: info@visc.com.vn

- Website: <http://visc.com.vn/>

4. Establishment and Operation of Branches, Transaction Offices, and Representative Offices

a) The Company may establish or close branches, transaction offices, and representative offices for the purpose of achieving its business objectives, subject to a resolution of the Board of Directors and the approval of the State Securities Commission of Viet Nam.

b) Branches, transaction offices, and representative offices are dependent units of the Company. The Company shall bear full responsibility for all activities of its branches, transaction offices, and representative offices.

c) The Company may conduct securities business and provide securities services only at its head office, branches, and transaction offices that have been approved by the State Securities Commission of Viet Nam.

d) The name of each branch, transaction office providing securities business and securities services, or representative office shall include the words "Branch", "Transaction Office", or "Representative Office", together with its proper name for identification purposes.

5. Unless terminated prior to its expiry in accordance with Article 61 of this Charter, the Company shall commence its operation from the date of its establishment and shall operate for an indefinite term.

Article 3. Legal Representative of the Company

1. Number of Legal Representatives: The Company has two (02) legal representatives, namely the Chairman of the Board of Directors and the General Director.

2. The rights and obligations of the Legal Representatives as Chairman of the Board of Directors.

The Chairperson of the Board of Directors shall exercise the rights, perform the obligations, and make decisions on all other matters or values that fall outside the scope of the rights and obligations under the authority of the General Director as stipulated in Clause 3 of this Article.

3. The rights and obligations of the legal representative shall be those of the General Director.

a. Manage and operate all day-to-day business activities of the Company in accordance with the law, the Company Charter, the labor contract signed with the Company, and the resolutions/decisions of the Board of Directors; ensure compliance with the approved contents, directives, and strategic orientations of the Board of Directors and the General Meeting of Shareholders, and with applicable laws; decide on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors or the General Meeting of Shareholders; and be subject to supervision by, and

accountable to, the Board of Directors for the performance of the assigned rights and obligations

- b. Carry out tasks as requested and decided by the Board of Directors and the General Meeting of Shareholders;
- c. Organize the implementation of the Company's business development plans and investment strategies as approved by the General Meeting of Shareholders and the Board of Directors;
- d. Prepare the annual budget for the following year and submit it to the Board of Directors before December 15 each year. Within 10 days from the date of approval by the Board of Directors, the General Director shall be responsible for notifying relevant branches and departments of the approved budget;
- e. Review and propose plans for the organizational structure, internal management regulations, and compensation policies for positions under his/her management and appointment authority (if any);
- f. Propose plans for dividend distribution or handling of business losses;
- g. Approve and sign decisions on recruitment: appointment, dismissal, removal from office, or termination of labor contracts (including apprenticeship/trial/service contracts) with employees; determine salaries and other benefits for employees of the Company (except in cases stipulated by the Company's internal regulations to be carried out by the legal representative as the Chairperson of the Board of Directors);
- h. The General Director is authorized to sign sales contracts, agreements, and transactions between the Company and customers/partners in the following cases:
 - Under the authorization of the General Meeting of Shareholders, the Board of Directors, or the Chairperson of the Board of Directors in cases prescribed by law, the Company Charter, and internal regulations;
 - For contracts or transactions that have been approved by the Board of Directors or the Chairperson of the Board of Directors in terms of policy and key conditions within their authority or under the Board's authorization;
 - For contracts or transactions with values within the limits delegated to the General Director under the Company's Financial Regulations and related internal regulations.
- i. Approve and decide on collections, disbursements, advances, payments, fund transfers, and other finance and accounting transactions within the authority limits delegated by the Board of Directors to the General Director under the Company's Financial Regulations, except for collections, disbursements, and transactions that fall within the decision-making authority of the General Meeting of Shareholders, the Board of Directors, or the Chairman of the Board of Directors in accordance with applicable laws, the Company's Charter, and internal regulations;
- k. Perform such other rights and duties as prescribed by applicable laws, the Company's Charter, these Regulations, and resolutions or decisions of the Board of Directors..

4. In the exercise of their rights and performance of their duties as legal representatives of the Company, the Chairman of the Board of Directors and the Chief Executive Officer may authorize each other and/or other persons in writing, in accordance with the Company's internal regulations and applicable laws.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives and Operating Principles of the Company

1. The objectives of the Company's operations are as follows:

(1) To conduct business with the objective of maximizing returns for the Shareholders while ensuring compliance with applicable laws.

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

(3) To create value for the Shareholders and employees, and to provide customers with high-quality products and services.

2. Operating Principles:

a) Principles of Corporate Governance and Management

- The Company shall comply with the provisions of the Law on Securities, the Law on Enterprises, the Company's Charter, and other relevant provisions of applicable laws on corporate governance.
- The Company shall clearly define the responsibilities between the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Executive Board in accordance with the Law on Securities, the Law on Enterprises, and other relevant provisions of applicable laws.
- The Company shall establish a communication system with shareholders and members to ensure full disclosure of information and equal treatment among shareholders and members, and to protect the lawful rights and interests of shareholders and members.
- The Company shall establish an internal control system, risk management system, and supervision mechanisms to prevent conflicts of interest within the Company and in transactions with related parties.
- The Company shall ensure that employees working in professional departments possess the appropriate securities practicing certificates in accordance with the regulations of securities law and the securities market..

b) Operational Principles for the Company's Business Activities

- The Company shall promulgate operational procedures for its business activities.
- The Company shall issue a professional code of ethics.
- The Company and its employees shall not conduct investments on behalf of clients, except in the case of authorized management of securities trading accounts

of individual investors in accordance with Article 19 of Circular No. 121/2020/TT-BTC.

- The Company shall act honestly toward clients and shall not infringe upon clients' assets or other lawful rights and interests. The Company shall ensure the segregation of assets of each client, and the segregation of client assets from the Company's own assets.
- The Company shall enter into contracts with clients when providing services and shall provide complete and truthful information to clients.
- Unless otherwise provided by law, when providing services to clients, the Company shall not directly or indirectly engage in the following acts:
 - ✓ Making investment decisions in securities on behalf of clients.;
 - ✓ To agree with clients to share profits or losses;
 - ✓ Quảng cáo, tuyên bố rằng nội dung, hiệu quả, hoặc các phương pháp phân tích chứng khoán của mình có giá trị cao hơn của công ty chứng khoán khác;
 - ✓ Advertising or claiming that the content, performance, or securities analysis methods of the Company are superior to those of other securities companies;
 - ✓ To provide false, deceptive, or misleading information to clients;
 - ✓ Other acts in violation of applicable laws..
- To comply with accounting, auditing, and statistical regimes, and to fulfill financial obligations in accordance with applicable laws.
- To disclose information and submit reports in a timely, complete, and accurate manner in accordance with applicable laws.
- To develop information technology systems and backup databases to ensure safe and continuous operations.
- To conduct securities transaction surveillance in accordance with regulations issued by the Minister of Finance.
- The Company shall establish a dedicated unit responsible for communicating with clients and handling their inquiries and complaints.
- To perform other obligations in accordance with securities laws and other relevant laws.

Article 5. Business Scope of the Company

1. The Company's business operations include:
 - a) Securities brokerage;
 - b) Proprietary trading of securities;
 - c) Securities investment advisory services.
2. In addition to the securities business lines specified in Clause 1 of this Article, the Company is permitted to provide securities depository services, financial advisory services, authorized management of securities trading accounts of investors, and other financial services in accordance with relevant specialized laws.
3. The Company may add or remove one or several of the business lines specified in Clauses 1 and 2 of this Article upon satisfying the business conditions prescribed under

the Law on Investment, the Law on Securities, and relevant specialized laws, and upon approval by the State Securities Commission. The Company shall register the changes with the business registration authority, the State Securities Commission, and disclose such changes on the National Business Registration Portal regarding changes in its business lines.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders of the Company

1. The Charter capital of the Company is VND 451,333,000,000 (Four hundred fifty-one billion three hundred thirty-three million Vietnam Dong). The total charter capital of the Company is divided into 45,133,300 (Forty-five million one hundred thirty-three thousand three hundred) shares with a par value of VND 10,000 per share..

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws. The Company's Charter shall be automatically amended to reflect any change in charter capital upon such change being made

3. The Company's shares as of the date of approval of this Charter consist of ordinary shares. The rights and obligations attached to each class of shares are provided in Articles 12 and 13 of this Charter.

4. Any change in the Company's charter capital (increase or decrease) must be based on a resolution of the General Meeting of Shareholders, in accordance with regulations of the State Securities Commission and applicable laws. The General Meeting of Shareholders may resolve to reduce the charter capital provided that it does not fall below the statutory capital requirement prescribed by law and complies with the guidance under the Law on Enterprises, the Law on Securities, and relevant legal documents.

5. Ordinary shares shall be offered on a pre-emptive basis to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by existing shareholders shall be decided for allocation by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons under terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in accordance with methods prescribed in this Charter and applicable laws.

7. The Company may issue other types of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

8. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares owned..

2. A share certificate is a type of security certifying the lawful rights and interests of its holder in a portion of the charter capital of the issuing organization. Share certificates shall contain all required information in accordance with Clause 1, Article 121 of the Law on Enterprises.

3. Within two (02) months from the date of submission of complete documentation for share ownership transfer in accordance with the Company's regulations, or within two (02) months (or another period specified in the issuance terms) from the date of full payment for shares in accordance with the Company's share issuance plan, the shareholder shall be issued share certificates. Shareholders shall not bear any costs for the issuance of share certificates..

4. In case share certificates are lost, damaged, or destroyed in any other form, the shareholder shall be re-issued with a new share certificate upon request. Such request shall include:

- a) Information regarding the lost, damaged, or otherwise destroyed share certificate;
- b) An undertaking to bear responsibility for any disputes arising from the re-issuance of the share certificate..

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company shall bear the seal and specimen signature of the Company's legal representative.

Article 9. Share Transfer

1. All shares are freely transferable, unless otherwise provided by this Charter and applicable laws. Listed shares on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Fully unpaid shares shall not be transferred and shall not be entitled to related rights such as the right to receive dividends, the right to receive bonus shares issued from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Share Forfeiture

1. In the event that a shareholder fails to fully and timely pay the amount due for the purchase of shares, the Board of Directors shall notify and have the right to require such shareholder to pay the outstanding amount together with interest thereon and any expenses incurred by the Company due to such non-payment.

2. The payment notice shall clearly specify the new payment deadline (being at least seven (07) days from the date of issuance of the notice), the place of payment, and shall state that in the event of failure to comply with the payment request, the unpaid shares will be forfeited.

3. The Board of Directors shall have the right to forfeit shares that are not fully and timely paid if the requirements set out in the above notice are not complied with.

4. Forfeited shares shall be deemed as shares eligible for offering under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize others to sell or reallocate such shares under terms and methods it deems appropriate.

5. The shareholder holding forfeited shares shall cease to be a shareholder in respect of such shares but shall remain liable for financial obligations to the Company corresponding to the total par value of the shares registered for purchase at the time of forfeiture, as determined by the Board of Directors, from the date of forfeiture until full payment is made. The Board of Directors shall have full authority to enforce payment of the full value of the shares at the time of forfeiture.

6. The forfeiture notice shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture shall remain valid even in the event of errors or negligence in the delivery of such notice.

V. ORGANIZATIONAL STRUCTURE, CORPORATE GOVERNANCE AND SUPERVISION

Article 11. Organizational Structure, Governance and Supervision

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

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The Board of General Directors.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights either directly, through an authorized representative, or in other forms as provided by the Company's Charter and applicable laws. Each ordinary share shall carry one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have the pre-emptive right to subscribe for new shares in proportion to their ownership of ordinary shares in the Company;
 - d) To freely transfer their shares to others, except in cases provided in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises, and other relevant provisions of applicable laws;
 - e) To review, access, and extract information regarding their name and contact address in the register of voting shareholders; and to request correction of any inaccurate information;
 - f) To review, access, extract, or copy the Company's Charter, minutes of General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
- h) To request the Company to repurchase shares in accordance with Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class shall confer equal rights, obligations, and benefits to its holder. Where the Company issues different classes of preference shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) To have full access to periodic and ad hoc information disclosed by the Company in accordance with applicable laws;
- k) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- l) To exercise other rights as provided by law and this Charter.

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

a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. To review, access, and extract minutes, resolutions, and decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Supervisory Board; contracts, transactions subject to approval by the Board of Directors; and other documents, except for those relating to the Company's trade secrets or business secrets;

c. To request the Supervisory Board to inspect specific matters related to the management and administration of the Company when deemed necessary. Such request must be made in writing and include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal identification number, and head office address for organizational shareholders; number of shares and time of share registration of each shareholder; total number of shares held by the group and their ownership ratio in the Company; matters to be inspected and purpose of the inspection;

d. To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days before the opening date. The proposal must clearly state the shareholder's name, number of shares of each class held, and the matters proposed for inclusion in the agenda;

đ. To exercise other rights as provided by law and this Charter.

3. A shareholder or group of shareholders holding from 05% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination shall be conducted as follows:

a. A group of ordinary shareholders formed for nominating candidates to the Board of Directors and the Supervisory Board must notify other attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more persons 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 shareholder or group of shareholders is lower than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the number of shares they have committed to purchase.
2. Not to withdraw contributed capital represented by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or other persons. In case a shareholder withdraws part or all of the contributed 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.
3. To comply with the Company's Charter and internal governance regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, copy, or transmit such information to any other organization or individual.
6. To attend General Meetings of Shareholders and exercise voting rights in one of the following forms:
 - a) Direct attendance and voting at meetings
 - b) Authorization of another individual or organization to attend and vote
 - c) Participation and voting via online meetings, electronic voting, remote voting, or other electronic means;
 - d) Submission of votes by mail, fax, email, or other methods;
 - e) Other voting methods as decided by the Company's General Meeting of Shareholders.
7. To bear personal liability when, in any form, acting on behalf of the Company to perform any of the following acts:
 - a) Violation of the law;
 - b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Payment of debts that are not yet due in a manner that exposes the Company to financial risks.
8. To fulfill other obligations in accordance with applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall be held annually once a year within four (04) months from the end of the financial year. The Board of Directors may extend the time for holding the Annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may be convened on an extraordinary basis. The location of the General Meeting of Shareholders shall be determined as the place where the Chairperson of the meeting is present and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and determine an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular approving the audited annual financial statements. In case the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company shall invite a representative of the approved auditing firm to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

- a) When deemed necessary in the interest of the Company;
- b) The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
- c) Upon request of a shareholder or group of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear the signatures of the relevant shareholders, or be made in multiple copies with sufficient signatures collected;
- d) Upon request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a. The Board of Directors shall convene a General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the level prescribed in Point b, Clause 3 of this Article, or upon receipt of a request as provided in Points c or d, Clause 3 of this Article;

b. In case the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a of this Clause, within the following thirty (30) days the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c. In case the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with Point b of this Clause, within the following thirty (30) days the shareholder or group of shareholders as provided in Point c, Clause 3 of this Article shall have the right to request the

Company's legal representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises. In this case, the convening shareholder or group of shareholders shall have the right to request the business registration authority to supervise the order and procedures for convening, conducting, and issuing resolutions of the General Meeting of Shareholders. All costs for convening and holding the General Meeting of Shareholders shall be reimbursed by the Company, excluding expenses incurred by shareholders in attending the meeting, including accommodation and travel expenses.

d. The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 15. 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 types of shares and the total number of shares of each class permitted to be offered, and to determine the annual dividend level for each class of shares;
- c) To elect, remove, and dismiss members of the Board of Directors and the Supervisory Board;
- d) To decide on investments or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;;
- đ) To approve amendments and supplements to the Company's Charter;
- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of issued shares of each class;
- h) To review and handle violations by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l To approve internal governance regulations and the operational regulations of the Board of Directors and the Supervisory Board;
- m) To approve the list of approved audit firms; to appoint an approved audit firm to audit the Company's operations, and to dismiss auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) Annual business plan of the Company;
- b) Annual audited financial statements;
- c) Report of the Board of Directors on governance and performance of the Board of Directors and its members;
- d) Report of the Supervisory Board on the Company's business results and the performance of the Board of Directors and the General Director;
- e) Self-assessment report on the performance of the Supervisory Board and its members;

- d) Self-assessment report on the performance of the Supervisory Board and its members;
- e) Dividend levels for each class of shares;
- g) Number of members of the Board of Directors and the Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- i) Budget, remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approval of the list of approved audit firms and appointment of an approved audit firm to inspect the Company's operations when necessary;
- l) Amendments and supplements to the Company's Charter;
- m) Types and number of newly issued shares for each class, and transfer of shares of founding shareholders within the first three (03) years from the date of establishment;
- n) Division, separation, consolidation, merger, or transformation of the Company;
- o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- p) Decisions on investments or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
- q) Decisions on the repurchase of more than 10% of the total number of issued shares of each class;
- r) Contracts or transactions between the Company and related parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;;
- s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing certain provisions of the Law on Securities;;
- t) Approval of internal corporate governance regulations, regulations on the Board of Directors, and regulations on the Supervisory Board;
- u) Other matters as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of an organizational shareholder may attend the meeting in person or may authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization to attend the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the individual or organization authorized, the number of shares authorized, the content and scope of authorization, the duration of authorization, and the signatures of both the authorizing and authorized parties.

The authorized person must submit the power of attorney upon registration for attendance at the General Meeting of Shareholders. In case of sub-authorization, the attending person must also present the original authorization document from the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).

3. The voting ballots of the authorized person within the scope of authorization shall remain valid in the following cases, except where:

- a. The authorizing person has died, or has lost or is restricted in civil act capacity;
- b. The authorization has been revoked by the authorizing person;
- c. The authorized person's authority has been revoked by the authorizing person.

This provision shall not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting.

Article 17. Changes to Rights

1. Any amendment or cancellation of special rights attached to a class of preference shares shall take effect only when it is approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders that changes rights and obligations to the detriment of holders of the same class of preference shares shall only be passed if approved by at least 75% of the total preference shares of that class represented at the meeting, or by at least 75% of the total preference shares of that class in the case of approval by written consultation.

2. A meeting of shareholders holding a particular class of preference shares to approve such changes shall be valid only if at least two (02) shareholders (or their authorized representatives) are present, holding at least one-third (1/3) of the total par value of issued shares of that class. If such quorum is not met, the meeting shall be reconvened within thirty (30) days, and all holders of shares of that class (regardless of the number of shareholders and shares held) attending in person or through authorized representatives shall be deemed to constitute a valid quorum. At such meetings, shareholders of the relevant class present in person or by proxy 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 carried out in accordance with Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance, the special rights attached to classes of shares with preferential rights in respect of all or certain matters relating to the distribution of profits or assets of the Company shall not be deemed modified by the issuance of additional shares of the same class.

Article 18. Convening the General Meeting of Shareholders, Meeting Agenda, and Meeting Notice

1. The Board of Directors shall convene both the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 4, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders shall perform the following tasks:

a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of eligible shareholders shall be prepared no later than 10 days before the date of sending the meeting invitation. The Company shall disclose information on the preparation of the list of eligible shareholders at least 20 days before the record date;

b. Prepare the meeting agenda and content;

c. Prepare meeting materials;

d. Draft resolutions of the General Meeting of Shareholders based on the expected meeting content;

đ. Determine the time and venue of the meeting;

e. Notify and send meeting invitations to all shareholders entitled to attend;

g. Perform other tasks in preparation for the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring receipt at the shareholders' contact address, and shall also be published on the Company's website and on the website of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the meeting invitation to all shareholders in the list of eligible attendees no later than 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda and relevant documents shall be sent to shareholders and/or published on the Company's website. If documents are not attached to the meeting notice, the notice must clearly state the link to all meeting materials, including:

a) Meeting agenda and supporting documents;

b) List and details of candidates in case of election of members of the Board of Directors or Supervisory Board;

c) Voting ballots;;

d) Draft resolutions for each agenda item.

4. A shareholder or group of shareholders as specified in Clause 2, Article 12 of this Charter shall have the right to propose additional matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days before the opening of the meeting. The proposal must clearly state the shareholder's name, number of shares of each class held, and the matters proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders may refuse a proposal under Clause 4 of this Article if:

a) The proposal is not submitted in accordance with Clause 4 of this Article;

b) At the time of submission, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

c) The proposed matter does not fall within the competence of the General Meeting of Shareholders;

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

6. The person convening the General Meeting of Shareholders shall accept and include the proposals specified in Clause 4 of this Article in the draft agenda and meeting content, except for cases specified in Clause 5 of this Article; such proposals shall be officially added to the agenda and meeting content if approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares..

2. In case the first meeting is not eligible to be conducted in accordance with Clause 1 of this Article, the second meeting invitation shall be sent within thirty (30) days from the date of the initially scheduled meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least 33% of the total voting shares.

3. In case the second meeting is not eligible to be conducted in accordance with Clause 2 of this Article, the third meeting invitation shall be sent within twenty (20) days from the date of the initially scheduled second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by attending shareholders.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company shall carry out shareholder registration procedures and shall continue such registration until all eligible attending shareholders have registered in the following order:

a) Upon shareholder registration, the Company shall issue each shareholder or authorized representative with a voting card, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by way of approval, disapproval, or abstention. At the meeting, votes in favor of a resolution shall be collected first, followed by votes against, and finally the total votes shall be counted to determine the result. The vote counting results shall be announced by the Chairperson before the closing of the meeting. The General Meeting shall appoint vote counters or supervisors upon the Chairperson's proposal. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal;

b) Shareholders or authorized representatives of organizational shareholders arriving after the meeting has commenced shall be entitled to register immediately and subsequently participate and vote at the meeting upon registration. The Chairperson shall not be obliged to suspend the meeting to allow late attendees to register, and the validity of resolutions already passed shall remain unchanged.

2. The election of the Chairperson, the Secretary, and the Vote Counting Committee shall be conducted as follows:

a) For a General Meeting of Shareholders convened by the Board of Directors, the Chairperson of the Board of Directors shall act as the Chairperson of the meeting or authorize another member of the Board of Directors to do so. If the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of themselves as the Chairperson of the meeting by majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election of the Chairperson by the General Meeting of Shareholders from among the attendees, and the person receiving the highest number of votes shall serve as the Chairperson of the meeting.;

b) Except for the case specified in point (a) of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson of

the meeting by the General Meeting of Shareholders. The person receiving the highest number of votes shall serve as the Chairperson of the meeting;

c) The Chairperson of the meeting shall appoint one or more persons to act as the Secretary(ies) of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee at the proposal of the Chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda shall clearly and specifically allocate the time for each matter to be considered at the meeting.

4. The Chairperson of the meeting shall have the right to take such necessary and reasonable measures as are appropriate to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees, including but not limited to the following:

a) Arranging seating at the venue of the General Meeting of Shareholders;

b) Ensuring the safety and security of all persons present at the meeting venue(s);;

c) Facilitating shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall have full authority to modify the above measures and to adopt any other measures deemed necessary. Such measures may include the issuance of admission passes or the use of other appropriate means of access control.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by way of votes **for**, **against**, or **abstention**. The results of the vote count shall be announced by the Chairperson immediately before the close of the meeting..

6. A shareholder or his/her authorized representative who arrives after the opening of the meeting may still register and participate in voting immediately upon registration. In such case, the validity of the resolutions or matters voted on prior to such registration shall remain unaffected.

7. The person convening the General Meeting of Shareholders or the Chairperson of the meeting shall have the following rights:

a) To require all attendees to undergo security screening or other lawful and reasonable security measures;

b) To request the competent authorities to maintain order at the meeting and to remove from the General Meeting of Shareholders any person who fails to comply with the Chairperson's authority, intentionally disrupts the order of the meeting, obstructs its orderly conduct, or refuses to comply with the required security screening measures.

8. The Chairperson may adjourn a General Meeting of Shareholders for which the required quorum has been satisfied for a period not exceeding **03 working days** from the scheduled opening date, and may adjourn the meeting or change the meeting venue only in the following circumstances:

a) The meeting venue does not have sufficient seating capacity or appropriate facilities to accommodate all attendees;

b) The communication facilities at the meeting venue are inadequate to enable attending shareholders to participate in discussions and cast their votes;

c) Any attendee obstructs or disrupts the meeting, giving rise to a risk that the meeting cannot be conducted in a fair and lawful manner.

9. If the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to act as Chairperson until the conclusion of the meeting. All resolutions adopted at such meeting shall remain valid and effective.

10. Where the Company applies modern technology to convene the General Meeting of Shareholders by means of an online meeting, the Company shall ensure 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 Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Adoption of Resolutions of the General Meeting of Shareholder

1. A resolution on the following matters shall be adopted if it is approved by shareholders representing **at least sixty-five percent (65%)** of the total voting rights of all shareholders attending and voting at the meeting, or by shareholders holding **more than fifty percent (50%)** of the total voting rights of all voting shareholders where the resolution is adopted by way of written shareholders' opinions, except as otherwise provided in Clauses 3 and 6 of Article 148 of the Law on Enterprises:

- a) The classes of shares and the total number of shares of each class;
- b) Changes to the Company's business lines and business sectors;
- c) Changes to the Company's management and governance structure;
- d) Investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as stated in its most recent financial statements;
- đ) Reorganization or dissolution of the Company;
- e) Amendments to and supplements of the Charter; and
- g) Division, demerger, consolidation, merger, or conversion of the Company;

2. Resolutions on matters other than those specified in Clause 1 of this Article shall be adopted if they are approved by shareholders representing **more than fifty percent (50%)** of the total voting rights of all shareholders attending and voting at the meeting, or by shareholders holding **more than fifty percent (50%)** of the total voting rights of all voting shareholders where the resolution is adopted by way of written shareholders' opinions, except as otherwise provided in Clauses 3 and 6 of Article 148 of the Law on Enterprises.

3. A resolution of the General Meeting of Shareholders that is approved by shareholders representing **one hundred percent (100%)** of the total voting shares shall be lawful and effective notwithstanding any non-compliance with the procedures for convening the meeting or adopting such resolution as prescribed by the Law on Enterprises or the Company's Charter.

4. The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, under which each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members

to be elected to the Board of Directors or the Supervisory Board. A shareholder may cast all or part of his/her total votes for one or several candidates.

The elected members of the Board of Directors or the Supervisory Board shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members as specified in the Company's Charter is filled.

Where two or more candidates obtain an equal number of votes for the final seat(s) of the Board of Directors or the Supervisory Board, a re-election shall be conducted among those candidates with equal votes, or selection shall be made in accordance with criteria specified in the election regulations.

Article 22. Authority and Procedures for Obtaining Written Shareholders' Opinions for Adoption of Decisions of the General Meeting of Shareholders

The authority and procedures for obtaining written shareholders' opinions for adoption of decisions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to obtain written opinions from shareholders for the purpose of adopting decisions of the General Meeting of Shareholders, including cases specified in Clause 2 Article 147 of the Law on Enterprises, at any time if it is deemed necessary in the interests of the Company.

2. The Board of Directors shall prepare the ballot for obtaining opinions, the draft resolution of the General Meeting of Shareholders, and explanatory documents relating to the draft resolution, and shall send them to all voting shareholders no later than **ten (10) days** prior to the deadline for submission of the ballots. The requirements and methods for sending the ballot and accompanying documents shall comply with Clause 3 Article 18 of this Charter.

3. The voting form for obtaining shareholders' opinions must contain the following principal contents:

- a. Name, address of the head office, and enterprise registration number;
- b. Purpose of obtaining opinions;
- c. Full name, contact address, nationality, and legal identification document number of an individual shareholder; name, enterprise registration number or legal document number of an organizational shareholder, and address of its head office; or full name, contact address, nationality, and legal identification document number of the representative of an organizational shareholder; the number of shares of each class and the corresponding number of voting rights of the shareholder;
- d. Matters to be submitted for obtaining opinions for adoption of resolutions;

d. Voting options, including approval, disapproval, and abstention (no opinion) for each matter submitted for opinion;

e. Deadline for returning the completed voting form to the Company;

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

4. Shareholders may return the completed voting form to the Company by mail, fax, or electronic mail in accordance with the following provisions:

a. In the case of submission by mail, the completed voting form must bear the signature of the individual shareholder, or of the authorized representative or legal representative of the organizational shareholder. The voting form returned to the Company must be enclosed in a sealed envelope, and no person shall be entitled to open it prior to the vote counting process;

b. In the case of submission by fax or electronic mail, the voting form returned to the Company must be kept confidential until the time of vote counting;

c. Voting forms returned to the Company after the deadline specified in the voting form, or that have been opened in the case of submission by mail, or whose contents have been disclosed in the case of submission by fax or electronic mail, shall be deemed invalid. Voting forms that are not returned shall be deemed as votes not participating in the voting process.

5. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes under the supervision of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote-counting minutes must contain the following principal contents:

a. Name, address of the head office, and enterprise registration number;

b. Purpose and matters submitted for obtaining opinions for adoption of resolutions;

c. The number of shareholders and the total number of voting rights participating in the voting, specifying separately the number of valid votes and invalid votes and the method of submission of voting forms, together with an appendix containing the list of shareholders participating in the voting;

d. Total number of votes in favor, votes against, and abstentions (no opinion) with respect to each matter;

đ. Matters approved and the corresponding approval voting ratio;

e. Full name and signature of the Chairman of the Board of Directors, the vote counter(s), and the supervisor(s) of the vote counting process.

Members of the Board of Directors, vote counter(s), and supervisor(s) of the vote counting process shall bear joint responsibility for the truthfulness and accuracy of the vote-

counting minutes; and shall be jointly liable for any damages arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

6. the vote-counting minutes and the resolution must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting. The delivery of the vote-counting minutes and the resolution may be replaced by publication on the Company's website within twenty-four (24) hours from the time the vote counting is completed.

7. The completed voting forms, the vote-counting minutes, the adopted resolution, and related documents enclosed with the voting forms must be retained at the Company's head office.

8. the completed voting forms, the vote-counting minutes, the adopted resolution, and related documents enclosed with the voting forms must be retained at the Company's head office.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio recorded or otherwise recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in English, and must contain the following principal contents:

- a) Name, address of the head office, and enterprise registration number;
- 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;
- đ) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders with respect to each item on the meeting agenda;
- e) Number of shareholders and total voting rights of shareholders attending the meeting; appendix containing the list of registered shareholders and shareholders' representatives attending the meeting, 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, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions (no opinion); and the corresponding percentages of the total voting rights of shareholders attending the meeting;
- h) Matters approved and the corresponding approval voting ratio;
- i) Full names and signatures of the chairperson and the secretary. In the event that the chairperson and/or the secretary refuse(s) to sign the meeting minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and provided that the minutes contain all contents prescribed in this Clause. The meeting

minutes must clearly state the refusal of the chairperson and/or the secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The chairperson and the secretary of the meeting, or any other person signing the meeting minutes, shall bear joint responsibility for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy in content between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting together with shareholders' signatures, powers of attorney for attendance at the meeting, all documents attached to the minutes (if any), and related documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the laws on information disclosure in the securities market and must be retained at the Company's head office.

Article 24. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders, or the vote-counting minutes on obtaining shareholders' opinions of the General Meeting of Shareholders, a shareholder or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to review and cancel the resolution, or part of the contents thereof, of the General Meeting of Shareholders in the following cases:

1. The procedures and formalities for convening the meeting and adopting resolutions of the General Meeting of Shareholders materially violate the provisions of the Law on Enterprises and the Charter of the Company, except for the case specified in Clause 3, Article 21 of this Charter.

2. The contents of the resolution violate the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Membership of the Board of Directors

1. Where candidates for membership of the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review information about the candidates before voting. Candidates for membership of the Board of Directors must provide a written commitment to the

truthfulness and accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for membership of the Board of Directors to be disclosed includes:

- a) Full name; date of birth (day, month, and year);
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions held (including positions as a member of the board of directors of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) The Company shall be responsible for disclosing information on companies in which the candidate currently holds positions as a member of the board of directors, other managerial positions, and interests related to such companies of the candidate for membership of the Board of Directors (if any).

2. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to nominate candidates for membership of the Board of Directors in accordance with the Law on Enterprises and the Charter of the Company.

3. In the event that the number of candidates for membership of the Board of Directors nominated and self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. Any introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders conducts voting for the election of members of the Board of Directors in accordance with applicable laws.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Charter of the Company.

Article 26. Composition and Term of Office of Members of the Board of Directors

- 1. The Board of Directors shall consist of five (05) members.
- 2. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of

Directors simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.

3. The composition of the Board of Directors shall be as follows: the structure of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members and that there is at least one (01) independent member. The Company shall limit, to the maximum extent possible, the appointment of members of the Board of Directors concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.

6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 27 . Powers and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company and shall have full authority, in the name of the Company, to decide and exercise the rights and perform the obligations of the Company, except for rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The powers and duties of the Board of Directors shall be prescribed by law, the Charter of the Company, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:

- a) To decide on the Company's strategy, medium-term development plans, and annual business plans;
- b) To propose the classes of shares and the total number of shares authorized for offering for each class;
- c) To decide on the sale of unsold shares within the number of shares authorized for offering for each class; and to decide on raising additional capital in other forms;
- d) To decide on the selling price of shares and bonds of the Company;
- đ) To decide on share repurchases in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within its authority and within limits prescribed by law;
- g) To decide on solutions for market development, marketing, and technology;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions having a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions falling within the decision-making 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;

i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, enter into, or terminate contracts with the General Director and other key managers as prescribed in the Charter of the Company; to determine salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of another company and determine remuneration and other benefits for such representatives;

k) To supervise and direct the General Director and other managers in the conduct of the Company's daily business operations;

l) To decide on the organizational structure, Internal Management Regulations of the Company, and the Operating Regulations of the Board of Directors after approval by the General Meeting of Shareholders; to decide on the establishment of subsidiaries, branches, representative offices, and capital contributions to or acquisition of shares in other enterprises;

m) To approve the agenda and contents of documents serving meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or obtain shareholders' opinions for the adoption of resolutions by the General Meeting of Shareholders;

o) To submit the audited annual financial statements to the General Meeting of Shareholders;

p) To recommend the reorganization or dissolution of the Company; to request bankruptcy proceedings for the Company;

q) To decide on promulgation of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; to decide on promulgation of the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

s) Other rights and obligations in accordance with the Law on Enterprises, the Securities Law, other applicable laws, and the Charter of the Company.

3. The Board of Directors shall report to the General Meeting of Shareholders on the performance results of the Board of Directors in accordance with Article 280 of Decree No.

155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities.

Article 28. Remuneration, Salary and Other Benefits of Members of the Board of Directors

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration for their work and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, members serving on Board committees, or performing other work outside the scope of ordinary duties of a Board member may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit-sharing percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all reasonable travel, meal, accommodation, and other expenses incurred in the performance of their duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be insured under liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities of Board members arising from violations of law or the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors shall have the following rights and obligations:

- a) To prepare the work program and operational plan of the Board of Directors;
- b) To prepare the agenda, contents, and materials for meetings; to convene, preside over, and chair 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;
- đ) To chair meetings of the General Meeting of Shareholders;
- e) To exercise other rights and perform other obligations in accordance with the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the decision on dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors. Where no authorized person is appointed, or where the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is subject to compulsory drug rehabilitation or compulsory education measures, absconds from residence, has restricted or lost civil capacity, has difficulty in perception and behavior control, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members of the Board of Directors shall elect one among themselves to act as Chairman of the Board of Directors by majority vote of the remaining members until a new decision is issued by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. Where there are two or more members with the highest and equal number of votes or voting ratios, the members shall elect, by majority principle, one among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings when necessary.

3. The Chairman of the Board of Directors shall convene meetings of the Board of Directors in the following cases:

a) Upon request of the Supervisory Board or an independent member of the Board of Directors;

b) Upon request of the General Director or at least five (05) other managers;

c) Upon request of at least two (02) members of the Board of Directors.

4. The request referred to in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors.

5. The Chairman of the Board of Directors shall convene a meeting within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case the Chairman fails to convene the meeting as requested, he/she shall be liable for any damages incurred by the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in replacement of the Chairman.

6. The Chairman of the Board of Directors or the convener of the meeting must send the meeting invitation notice at least three (03) working days prior to the meeting date. The notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by documents used in the meeting and voting ballots of members.

The meeting invitation may be sent by written invitation, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it reaches the registered contact address of each Board member as recorded with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

Members of the Supervisory Board are entitled to attend meetings of the Board of Directors; they may participate in discussions but shall not have voting rights.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. Where a meeting convened in accordance with this provision does not meet the required quorum, a second meeting may be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting may proceed if more than one-half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

a) Direct attendance and voting at the meeting;

b) Authorization of another person to attend and vote in accordance with Clause 11 of this Article;

- c) Participation and voting via online conference, electronic voting, or other electronic forms;
- d) Submission of voting ballots by mail, fax, or email;
- đ) Submission of voting ballots by other means as provided in the Company's Charter.

10. In case voting ballots are sent by mail, such ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all attending participants.

11. Members shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of attending members; in case of a tie, the final decision shall be determined according to the opinion of the Chairman of the Board of Directors..

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish subordinate committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority in each committee, and one of such members shall be appointed as the Head of the committee by decision of the Board of Directors. The operation of each committee must comply with the regulations of the Board of Directors. A resolution of a committee shall only be valid when it is approved by a majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or its subordinate committees must comply with applicable laws and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Article 32. Person in charge of Corporate Governance

1. The Board of Directors of the Company shall appoint at least one (01) person in charge of corporate governance to support corporate governance activities within the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance shall not simultaneously work for an approved audit organization that is conducting audits of the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a) To advise the Board of Directors in organizing General Meetings of Shareholders in accordance with regulations and in handling matters relating to the Company and its shareholders;

b) To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c) To provide advice on meeting procedures;

d) To attend meetings;

đ) To advise on procedures for drafting resolutions of the Board of Directors in accordance with applicable law;

e) To provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Supervisory Board;

g) To supervise and report to the Board of Directors on the Company's information disclosure activities;

h) To act as a focal point of contact with relevant stakeholders;

i) To maintain confidentiality of information in accordance with applicable laws and the Company's Charter;

k) Other rights and obligations as prescribed by law.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Điều 33. Organizational Structure of Management

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's day-to-day business operations. The Company shall have a General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above positions must be approved by resolutions or decisions of the Board of Directors..

Article 34. Executive Officers of the Company

1. Executive officers of the Company include the General Director, Deputy General Directors, Chief Accountant, and other executive officers as prescribed in the Company's Charter.

2. Upon proposal of the General Director and approval of the Board of Directors, the Company may recruit other executive officers in such number and with such qualifications as appropriate to the organizational structure and management regulations of the Company

as prescribed by the Board of Directors. Executive officers shall be responsible for assisting the Company in achieving its operational and organizational objectives.

3. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

4. The salary of executive officers shall be included in the Company's business expenses in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, Removal, Duties and Powers of the General Director

The General Director shall have the rights and obligations as provided in Clause 3, Article 3 of this Charter.

Article 36. Internal Control and Risk Management under the Management Structure

1. The internal control department shall be responsible for compliance control of the following matters:

a) Inspecting and supervising compliance with legal regulations, the Company's Charter, resolutions of the General Meeting of Shareholders, decisions of the Board of Directors, internal regulations, professional procedures, and risk management procedures of the Company, relevant departments, and securities practitioners within the Company;

b) Supervising the implementation of internal regulations, activities with potential conflicts of interest within the Company, particularly the Company's own operations and employees' personal transactions; supervising the performance of duties by officers and employees, as well as the performance of authorized duties by counterparties;

c) Inspecting and supervising compliance with professional ethics rules;

d) Supervising calculation and compliance with financial safety regulations;

e) Segregation of client assets;

f) Safekeeping and custody of client assets;

g) Supervising compliance with laws on anti-money laundering;

h) Other tasks assigned by the General Director.

2. Personnel requirements of the internal control department:

a) The Head of the internal control department must have professional qualifications in law, accounting, or auditing; and must have sufficient experience, reputation, and authority to effectively perform assigned duties;

b) Must not be a related person of heads of professional departments, operational staff, the General Director, Deputy General Directors, or Branch Directors of the Company;

- c) Must hold a securities practicing certificate, or a certificate on basic knowledge of securities and the securities market, and a certificate in securities and securities market law;
 - d) Must not concurrently hold other positions within the Company.
3. Duties of the risk management system:
- a) To define the implementation policy and risk appetite of the Company;
 - b) To identify the Company's risks;
 - c) To measure risks;
 - d) To monitor, prevent, detect, and handle risks.

IX. BOARD OF SUPERVISORS AND AUDIT COMMITTEE

Article 37. Nomination and Candidacy for Members of the Board of Supervisors

1. The nomination and self-nomination of members of the Board of Supervisors shall be conducted in accordance with Clauses 1 and 2, Article 25 of this Charter.

2. In the event that the number of candidates for the Board of Supervisors nominated or self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. Any introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders conducts voting for the election of members of the Board of Supervisors in accordance with applicable law.

Article 38. Composition of the Board of Supervisors

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

2. Members of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall under the following cases:

- a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of the independent audit firm that has audited the Company's financial statements within the preceding three (03) consecutive years.
3. Members of the Board of Supervisors shall be dismissed in the following cases:
- a) No longer meeting the standards and conditions for membership of the Board of Supervisors as prescribed in Clause 2 of this Article;
 - b) Submission of resignation and acceptance thereof;
 - c) Other cases as prescribed in this Charter.

4. Members of the Board of Supervisors shall be removed in the following cases:

- a) Failure to complete assigned duties or tasks;

- b) Failure to perform rights and obligations for six (06) consecutive months, except in force majeure cases;
- c) Repeated or serious violations of obligations of members of the Board of Supervisors in accordance with the Law on Enterprises and the Company's Charter;
- d) Other cases as decided by a resolution of the General Meeting of Shareholders.

Article 39. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be decided by majority principle. More than half of the members of the Board of Supervisors must permanently reside in Vietnam. The Head of the Board of Supervisors must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business operations.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 40. Rights and Obligations of the Board of Supervisors

The Board of Supervisors shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following additional rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved auditing firms to audit the Company's financial statements; to decide on the selection of an approved auditing firm to inspect the Company's operations, and to dismiss the approved auditor when deemed necessary.

2. To be responsible to shareholders for its supervisory activities.

3. To supervise the Company's financial situation and compliance with laws in the operations of members of the Board of Directors, the General Director, and other managers.

4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

5. In case of detecting violations of law or violations of the Company's Charter by members of the Board of Directors, the General Director, or other executive officers, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, request the violating party to cease the violation, and propose remedial measures.

6. To develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. To have the right to access Company records and documents stored at the head office, branches, and other locations; and to access workplaces of managers and employees of the Company during working hours.

9. To request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding management, administration, and business operations of the Company.

10. Other rights and obligations as prescribed by law and this Charter.

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least twice (02) per year. The quorum for meetings shall be at least two-thirds (2/3) of its members. Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The person recording the minutes and the attending members of the Board of Supervisors must sign the meeting minutes. Minutes of the Board of Supervisors' meetings must be retained to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend meetings and clarify relevant issues.

Article 42. Salary, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors

Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be entitled to reimbursement of reasonable expenses for meals, accommodation, travel, and independent advisory services. The total remuneration and such expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax

and other relevant laws, and shall be presented as a separate item in the Company's annual financial statements.

Article 43. Nomination and Appointment of Members of the Audit Committee

1. The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be executive officers of the Company.

2. The appointment of the Chairperson of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 44. Composition of the Audit Committee

1. The Audit Committee shall consist of at least two (02) members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

2. Members of the Audit Committee must have knowledge of accounting and auditing, have general understanding of law and the Company's operations, and must not fall under the following cases:

- a) Working in the accounting or finance department of the Company.
- b) Being a member or employee of the approved auditing firm that has audited the Company's financial statements within the preceding three (03) consecutive years.

3. The Chairperson of the Audit Committee must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

Article 45. Rights and Obligations of the Audit Committee

The Audit Committee shall have the rights and obligations prescribed in Article 161 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

1. To have the right to access documents relating to the Company's operational status and to exchange with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers in order to collect information serving the activities of the Audit Committee.

2. To have the right to request representatives of the approved auditing firm to attend meetings and clarify issues relating to audited financial statements at meetings of the Audit Committee.

3. To use legal, accounting, or other external advisory services when necessary.

4. To develop and submit to the Board of Directors policies on risk identification and risk management; and to propose to the Board of Directors measures for handling risks arising in the Company's operations.

5. To prepare written reports to the Board of Directors upon detection that members of the Board of Directors, the General Management, or other managers have failed to fully perform their responsibilities in accordance with the Law on Enterprises and the Company's Charter.

6. To develop the Operating Regulations of the Audit Committee and submit them to the Board of Directors for approval.

Article 46. Meetings of the Audit Committee

1. The Audit Committee shall meet at least twice (02) per year. Meeting minutes must be prepared in a detailed and clear manner and must be properly retained. The person recording the minutes and the members of the Audit Committee attending the meeting must sign the meeting minutes.

2. The Audit Committee shall adopt decisions by voting at meetings, by written consultation, or by other forms as prescribed in the Company's Charter or the Operating Regulations of the Audit Committee. Each member of the Audit Committee shall have one (01) vote. Unless otherwise provided by a higher voting threshold in the Company's Charter or the Operating Regulations of the Audit Committee, a decision of the Audit Committee shall be adopted if approved by a majority of attending members; in case of a tie vote, the final decision shall follow the opinion of the Chairperson of the Audit Committee.

Article 47. Report on the Activities of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. An independent member of the Board of Directors who is a member of the Audit Committee shall be responsible for reporting on the activities of the Audit Committee at the Annual General Meeting of Shareholders.

2. The activity report of the independent member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:

- a) Remuneration, operating expenses, and other benefits of the Audit Committee and of each member of the Audit Committee in accordance with the Law on Enterprises and the Company's Charter.
- b) Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee.

- c) Results of supervision of the financial statements, operational situation, and financial condition of the Company;
- d) Assessment report on transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of charter capital, with members of the Board of Directors, the General Director, other executives of the Company, and their related persons; as well as transactions between the Company and companies in which a member of the Board of Directors, the General Director, or other executives is a founder or manager within the three (03) years preceding the transaction;
- e) Results of assessment of the Company's internal control and risk management system;
- f) Results of supervision of the Board of Directors, the General Director, and other executives;
- g) Results of assessment of the coordination between the Audit Committee, the Board of Directors, the General Director, and shareholders.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers shall be responsible for performing their duties, including duties as members of Board committees, in an honest and prudent manner for the benefit of the Company.

Article 48. Integrity and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall disclose their related interests in accordance with the Law on Enterprises and relevant legal regulations.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall be obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of charter capital, and such persons or their related persons, in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of

Directors, the Company must disclose information on such resolutions in accordance with securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and related individuals or organizations shall not be invalid in the following cases:

a) For transactions with a value equal to or less than **35%** of the total assets recorded in the most recent financial statements, the key contents of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority of non-interested Board members;

b) For transactions with a value greater than **35%**, or transactions resulting in cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total assets recorded in the most recent financial statements, the key contents of such transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders by voting of non-interested shareholders.

Article 49. Liability for Damages and Indemnification

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers who breach their duties, including the duty of honesty and prudence, or fail to properly perform their obligations, shall be liable for any damages arising from their breach.

2. The Company shall indemnify persons who have been, are, or may become a party to complaints, lawsuits, or proceedings (including civil and administrative cases, and excluding cases where the Company is the plaintiff), if such persons were or are members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, employees, or authorized representatives of the Company, and if they were performing their assigned duties on behalf of the Company in good faith, prudently, and in

the interest of the Company in compliance with the law, and there is no evidence that such persons breached their responsibilities.

3. Indemnifiable costs include judgment costs, fines, amounts payable in practice (including legal fees) incurred in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons to cover the above indemnification liability.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 50. Right to Inspect Books and Records

1. Ordinary shareholders have the right to inspect books and records as follows:

a) Ordinary shareholders have the right to review, search, and extract information on the names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; and review, search, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding from 5% or more of the total ordinary shares have the right to examine, search, extract minutes books and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or 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 a power of attorney from the shareholder(s) they represent or a certified copy of such power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the right to access the Company's register of shareholders, list of shareholders, and other books and records for purposes related to their duties, provided that such information is kept confidential.

4. The Company shall retain this Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents proving 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 Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at its head office or another location, provided that shareholders and the business registration authority are notified of the storage location.

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

XII. EMPLOYEES AND TRADE UNION

Article 51. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards and disciplinary measures applicable to employees and managers.

2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations in accordance with the best management standards, practices and policies, the practices and policies prescribed in this Charter, the Company's internal regulations and applicable laws.

XIV. PROFIT DISTRIBUTION

Article 52. Profit Distribution

1. The General Meeting of Shareholders shall decide the annual dividend payment rate and method of dividend payment from the retained earnings of the Company.

2. The Company shall not pay interest on dividends or any amounts payable in relation to any class of shares.

3. The Board of Directors may recommend to the General Meeting of Shareholders for approval the payment of all or part of dividends in shares, and the Board of Directors shall implement such resolution.

4. Where dividends or other amounts relating to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong. Such payment may be made directly or through banks based on the bank account details provided by shareholders. In the event that the Company has transferred funds in accordance with the bank account details provided by a shareholder but such shareholder does not receive the payment, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for listed securities or securities registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision determining a specific record date for finalizing the list of shareholders. Based on such date, persons registered as shareholders or owners of other securities shall be entitled to receive cash dividends or stock dividends and to receive notices or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

XIV. BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 53. Bank Accounts

1. The Company shall open bank accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval by the competent authority, where necessary, the Company may open bank accounts overseas in accordance with the provisions of applicable laws.
3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts opened by the Company at banks.

Article 54. Financial Year

The financial year of the Company shall commence on the first day of January (01) of each year and end on the thirty-first day of December (31) of the same year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first day of December (31) immediately following the date of issuance of such Enterprise Registration Certificate.

Article 55. Accounting System

1. The accounting system adopted by the Company shall be the enterprise accounting regime or a specific accounting regime promulgated or approved by the competent authority.
2. The Company shall prepare accounting books and records in Vietnamese and retain accounting documents in accordance with the laws on accounting and relevant laws. Such records and documents must be accurate, up to date, systematic, and sufficient to evidence and explain the transactions of the Company.
3. The accounting currency used by the Company shall be Vietnam Dong. In cases where the Company's business transactions are mainly conducted in a foreign currency, the Company may elect such foreign currency as its accounting currency, shall be responsible before the law for such election, and shall notify the directly managing tax authority thereof.

XV. ANNUAL REPORT, INFORMATION DISCLOSURE OBLIGATIONS AND PUBLIC ANNOUNCEMENTS

Article 56. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, and such annual financial statements must be audited in accordance with applicable laws. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent state authorities.
2. The annual financial statements shall include all reports, appendices and explanatory notes as required under the laws on corporate accounting. The annual financial

statements must present fairly and objectively the operational and financial position of the Company.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent state authorities.

Article 57. Annual Report

The Company shall prepare and disclose its Annual Report in accordance with the laws on securities and the securities market.

XVII. COMPANY AUDIT

Article 58. Audit

1. The 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 audit the Company's financial statements for the following financial year based on the terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to the annual financial statements of the Company.

3. The independent auditor conducting the audit of the Company's financial statements may attend meetings of the General Meeting of Shareholders and shall have the right to receive notices and other information relating to meetings of the General Meeting of Shareholders and to express opinions at such meetings on matters relating to the audit of the Company's financial statements.

XVIII. SEAL

Article 59. Corporate Seal

1. The seal includes either a seal produced by a seal engraving service provider or a seal in the form of a digital signature in accordance with the laws on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and contents of the seals of the Company, its branches and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable laws.

XIX. DISSOLUTION OF THE COMPANY

Article 60. Reorganization of the Company

1. The Company shall carry out consolidation, merger or conversion only after obtaining approval from the State Securities Commission.

2. The order and procedures for consolidation, merger and conversion shall comply with the Law on Enterprises, the Law on Securities and relevant laws.

Điều 61. Giải thể công ty

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

- a. The Court declares the Company bankrupt in accordance with applicable laws;
- b. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;
- c. Other cases as prescribed by law.

2. Any early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with applicable regulations.

Article 62. Liquidation

1. Upon issuance of a decision on 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 prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to liquidation shall be prioritized for payment before other liabilities of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority the date of its establishment and commencement of operation. From that time onward, the Liquidation Committee shall represent the Company in all matters relating to liquidation before the Court and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:

- a) Liquidation expenses;
- b) outstanding salaries, severance allowances, social insurance contributions and other employee benefits under collective labour agreements and executed labour contracts;
- c) Tax liabilities;
- d) Other liabilities of the Company;
- d) The remaining assets after settlement of all liabilities specified in items (a) through (d) above shall be distributed among the shareholders. Preferred shares shall have priority in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 63. Internal Dispute Resolution

1. In the event of any dispute or complaint relating to the operation of the Company or to the rights and obligations of shareholders under the Company Charter, the Law on Enterprises, other laws or administrative regulations arising between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, the Supervisory Board, the General Director or other executives;

The relevant parties shall endeavor to resolve such dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present factual matters relevant to the dispute within fifteen (15) working days from the date the dispute arises. In the event that the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the General Meeting of Shareholders to appoint an independent expert to act as an arbitrator in the dispute resolution process.

2. If no mediation decision 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, any party may submit the dispute to an Economic Arbitration Center or a competent Court.

3. Each party shall bear its own costs relating to negotiation and mediation procedures. Payment of Court costs shall be implemented in accordance with the Court's judgment.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 64. Company Charter

1. Any supplementation or amendment to this Charter shall be subject to consideration and approval by the General Meeting of Shareholders.

2. In the event that laws contain provisions relating to the operation of the Company which are not addressed in this Charter, or if new legal provisions differ from those set out in this Charter, such legal provisions shall prevail and govern the operation of the Company.

XXI. EFFECTIVE DATE

Article 65. Effective Date

1. This Charter, consisting of twenty-one (21) sections and sixty-five (65) articles, was unanimously adopted by the General Meeting of Shareholders of Vietnam Financial Investment Securities Joint Stock Company on September 9, 2026 at the General Meeting of Shareholders of the Company and simultaneously approved in its entirety to take effect.

2. This Charter is made in three (03) originals of equal legal validity and shall be kept at the Company's head office.

3. This Charter shall be the sole and official Charter of the Company.

4. Copies or extracts of the Company Charter shall be valid only if signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors.

Full name and signature of the legal representative of the Company./.

LEGAL REPRESENTATIVE OF THE COMPANY



Dương Quang Trung

