

# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

*(Promulgated together with Decision No. 40/2021/QĐ-HĐQT dated 14/04/2021 of the Board of Directors of Viet Dragon Securities Corporation)*

## **Chapter I**

### **GENERAL PROVISIONS**

#### **Article 1. Scope of adjustment**

1. Scope of regulation: Internal regulations on corporate governance stipulate the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; order and procedures for meeting the General Meeting of Shareholders; to nominate, nominate, elect, dismiss and dismiss members of the Board of Directors, the Board of Supervisors, the General Director and other activities as prescribed in the Company's Charter and other current provisions of law.
2. Subjects of application: This Regulation applies to members of the Board of Directors, the Board of Supervisors, the General Director and related persons.

#### **Article 2. Interpretation of terms**

In this regulation, the following terms shall be construed as follows:

1. *"Company"* is Viet Dragon Securities Corporation.
2. *"Corporate governance"* is a system of rules to ensure that the Company is effectively governed and controlled for the benefit of shareholders and persons related to the Company.
3. *"Law on Securities"* means Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.
4. *"Law on Enterprises"* is the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
5. *"Non-executive members of the Board of Directors"* means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant and other managers appointed by the Board of Directors.
6. *"Independent member of the Board of Directors"* is a member of the Board of Directors who meets the conditions prescribed by the Law on Securities, the Law on Enterprises and the Company's Charter.
7. *"Company manager"* includes the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial titles as prescribed in the Company's charter.
8. *"Related persons"* are individuals or organizations that are related to each other in accordance with the provisions of the Law on Securities and the Law on Enterprises.
9. *"Major shareholder"* means a shareholder who owns five percent (5%) or more of the Company's voting shares.
10. *"Charter"* means the Charter of the Company approved by the General Meeting of Shareholders.

In this Regulation, references to one or several provisions or legal documents shall include amendments or documents superseding such documents. Words or terms already defined in the Law on Enterprises, the Law on Securities, the Charter shall have the same meaning in this Regulation if they do not conflict with the subject or context.

**Chapter II**  
**GENERAL MEETING OF SHAREHOLDERS**  
**SECTION 1. GENERAL PROVISIONS**

**Article 3. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the joint-stock Company.
2. The General Meeting of Shareholders has the following rights and obligations:
  - a. Adopt the Company's development orientation;
  - b. To decide on the type of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
  - c. Election and dismissal of members of the Board of Directors and Board of Supervisors;
  - d. The decision to invest in or sell assets valued at 35% or more of the total value of assets shall be recorded in the Company's latest financial statements, unless the Company's charter stipulates a different ratio or value;
  - e. Decision on amendment and supplementation of the Company's charter;
  - f. To approve the annual financial statements;
  - g. Decision to repurchase more than 10% of the total sold shares of each type;
  - h. Consider and handle violations of members of the Board of Directors and Board of Supervisors that cause damage to the Company and its shareholders;
  - i. Decision on re-organization and dissolution of the Company;
  - j. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
  - k. Approving internal governance regulations; regulations on the operation of the Board of Directors and the Board of Supervisors; Approving the list of independent audit firms; to decide on independent auditing firms to inspect the Company's operations, to dismiss independent auditors when deeming it necessary;
  - l. Other rights and obligations under the provisions of this Law and the Company's charter.

**Article 4. Meeting of the General Meeting of Shareholders**

1. The General Meeting of Shareholders meets annually at least once a year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders must be in the territory of Vietnam. In case the Meeting of the General Meeting of Shareholders is held simultaneously at many different locations, the place of the Meeting of the General Meeting of Shareholders shall be determined as the place where the Chairman attends the Meeting. The Annual General Meeting of Shareholders shall be held within four (04) months from the end of the fiscal year. Unless otherwise provided for by the Company's Charter, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of law and the Company's Charter. The Annual General Meeting of Shareholders shall not be held in the form of collecting shareholders' opinions in writing. In case the audit report of the Company's annual financial statements contains material exceptions, the

Company may invite a representative of the independent audit firm to attend the Annual General Meeting of Shareholders to explain the relevant contents.

3. Competence to convene the General Meeting of Shareholders:
  - a. The Board of Directors shall convene the Annual General Meeting of Shareholders.
  - b. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
    - The Board of Directors deems it necessary for the benefit of the Company.
    - The number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members as prescribed by law.
    - At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the Meeting, with the signatures of the relevant shareholders or the written request to be made in many copies and collect the signatures of the relevant shareholders.
    - At the request of the Board of Supervisors.
  - c. The Board of Supervisors replaces the Board of Directors to convene a meeting of the General Meeting of Shareholders according to the provisions of Clause 3, Article 140 of the Law on Enterprises.
  - d. Shareholders or groups of shareholders as prescribed in Clause 2, Article 115, the Company's representative convenes a meeting of the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises.

## **SECTION 2. THE GENERAL MEETING OF SHAREHOLDERS APPROVED THE RESOLUTION BY VOTING AT THE MEETING**

### **Article 5. Order, convening procedures and agenda of the General Meeting of Shareholders**

1. Notice of finalization of the list of shareholders entitled to attend the General Meeting of Shareholders:

The convener of the General Meeting of Shareholders shall be responsible for making a list of shareholders entitled to attend in accordance with the provisions of the Law on Enterprises, the Law on Securities and the Company's Charter.
2. Notice of convening the General Meeting of Shareholders:

The convener of the General Meeting of Shareholders must perform the following tasks:

  - a. Create a meeting agenda and content.
  - b. Prepare meeting materials.
  - c. The draft resolution of the General Meeting of Shareholders according to the expected content of the Meeting; list and detailed information of candidates in case of election of members of the Board of Directors and the Board of Supervisors.
  - d. Determine the time and place of the congress.
  - e. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the Meeting in accordance with regulations.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission and the Stock Exchange where the Company's shares are listed. The convener of the General Meeting of Shareholders must send a notice of invitation to the Meeting to all shareholders on the List of shareholders entitled to attend the Meeting at least 21 (twenty-one) days before the date of the Meeting (counting from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the Meeting of the General Meeting of Shareholders, the notice of invitation to the Meeting must clearly state the path to all meeting documents for shareholders to access, including:
  - a. Meeting agenda, documents used in the Meeting;
  - b. List and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Supervisors;
  - c. Voting Papers;
  - d. Draft resolutions for each issue in the Meeting agenda.
4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 (three) working days before the date of the Meeting [unless otherwise provided for by the Company's Charter]. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the Meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls into one of the following cases:
  - a. The petition is sent in contravention of the provisions of Clause 4 of this Article;
  - b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of the Charter;
  - c. The issue of recommendations does not fall within the decision-making competence of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and the Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the tentative agenda and contents of the Meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the Meeting if approved by the General Meeting of Shareholders.

#### **Article 6. Attending and authorizing the General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders being organizations may directly attend the Meeting, authorize in writing one or several other individuals and organizations to attend the Meeting or attend the Meeting through one of the forms specified in Clause 3 of this Article.
2. The authorization for individuals and organizations to represent attending the General Meeting of Shareholders must be made in writing. The authorization document shall be made according to the form issued by the Company or in accordance with the provisions of civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares.

Individuals and organizations authorized to attend the General Meeting of Shareholders must present a written authorization when registering to attend the Meeting before entering the Meeting room.

3. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:
  - a. Attend and vote directly at the Meeting;
  - b. Authorize other individuals and organizations to attend and vote at meetings;
  - c. Attend and vote through online conference, electronic voting or other electronic forms;
  - d. Send the Voting paper to the Meeting by mail, fax, email.

#### **Article 7. Format of the Meeting and how to register to attend the General Meeting of Shareholders**

1. Before the opening of the Meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who have the right to attend the Meeting register in the following order:
  - a. The Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Votes include affirmative votes, negative votes and abstentions. Affirmative votes shall be collected first, negative votes later. Affirmative votes and negative votes shall be counted. The vote counting result shall be announced by the Chairman right before the meeting is closed. The General Meeting of Shareholders shall elect to vote counters or vote-counting supervisors at the request of the Chairman. The number of members of the vote-counting board shall be decided by the General Meeting of Shareholders at the request of the chair;
  - b. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The Chairman does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.
2. The election of the chairman, secretary and vote counting committee is prescribed as follows:
  - a. The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to preside over the Meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Managing Board shall elect one of them to chair the Meeting on the principle of majority. In case the chairman cannot be elected, the Head of the Executive Board of Supervisors shall let the General Meeting of Shareholders elect the chairman of the Meeting among the participants and the person with the highest vote to chair the Meeting;
  - b. Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders for the General Meeting of Shareholders to elect the chairman of the Meeting and the person with the highest number of votes to preside over the Meeting;
  - c. The Chairman shall appoint one or several persons to act as the secretary of the Meeting;
  - d. The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the Meeting.

3. The agenda and contents of the Meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly define and detail the time for each issue in the content of the Meeting agenda.
4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
  - a. Arrange seats at the Meeting place of the General Meeting of Shareholders;
  - b. Ensure the safety of everyone present at meeting places;
  - c. Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. The applicable measures can be the issuance of an entry permit or the use of other forms of choice.
5. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. The results of the vote count were announced by the chairman just before the closing of the Meeting.
6. Shareholders or persons authorized to attend meetings after the Meeting has been opened are still registered and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.
7. The convener or chairman of the Meeting of the General Meeting of Shareholders has the following rights:
  - a. Request all participants to be subject to inspection or other lawful and reasonable security measures;
  - b. Request the competent authority to maintain the order of the Meeting; expelling those who do not comply with the chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the Meeting, or fail to comply with the requirements for security checks out of the General Meeting of Shareholders.
8. The Chairman has the right to postpone the Meeting of the General Meeting of Shareholders for which a sufficient number of people have registered to attend the Meeting for a maximum of 03 (three) working days from the date on which the Meeting is scheduled to open and may only postpone the Meeting or change the Meeting venue in the following cases:
  - a. The meeting venue does not have enough convenient seating for all participants;
  - b. The information media at the Meeting venue does not ensure that shareholders attending the Meeting participate, discuss and vote;
  - c. Some participants obstruct or disrupt the order, risking that the Meeting cannot be conducted fairly and legally.
9. In case the Chairman postpones or suspends the Meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the Chairman who runs the Meeting until the end of the Meeting; All resolutions adopted at that meeting are effective.

In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

## **Article 8. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened when shareholders attending the meeting represent more than 50% (fifty percent) of the total voting shares.
2. If the first meeting does not satisfy the conditions prescribed in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 (thirty) days from the date of the initially planned meeting unless otherwise provided in the Company's Charter. The second General Meeting of Shareholders shall be convened when shareholders attending the meeting represent at least 33% (thirty-three percent) of the total voting shares.
3. If the second meeting does not satisfy the conditions prescribed in Clause 2 of this Article, a notice of the third meeting must be sent within 20 (twenty) days from the date of the second meeting. The third General Meeting of Shareholders shall be convened regardless of the total voting shares of the attending shareholders.

## **Article 9. How to approve the Resolution of the General Meeting of Shareholders**

1. Voting and voting methods:
  - a. The General Meeting of Shareholders discusses and votes on each issue in the program. The voting is carried out by collecting voting cards in favor of the resolution, then collecting voting cards against the resolution, and finally counting the votes to gather the number of votes in favor, disapproval and no opinions.
  - b. The Company may make extensive use of information technology in voting, including voting in absentia through a secure electronic system, voting via the internet or by telephone to facilitate shareholders to attend the General Meeting of Shareholders.
2. Voting, counting and notification of vote counting results:
  - a. When attending the General Meeting, Shareholders are issued Voting papers for the main contents of the General Meeting (except for issues that have been voted on by Voting Cards).
  - b. The Vote Counting Committee shall count the votes of the Shareholders and make a Record of Vote Counting, the contents of the Record of Vote Counting include:
    - Name, address of the head office, enterprise code;
    - Purposes and issues that need to be consulted to pass the resolution;
    - The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending the voting papers, enclosed with an appendix to the list of shareholders participating in voting;
    - The total number of votes in favor, disapproval and no opinion on each issue;
    - The issues have been adopted;
    - Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counting person and the vote counting supervisor.
  - c. Members of the vote counting committee and the vote counting supervisor (if any) must be jointly and severally responsible for the truthfulness and accuracy of the vote counting record; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.
  - d. The vote counting results shall be announced by the Chairman or Head of the Vote Counting Committee immediately before the closing of the General Meeting of Shareholders. The

results of the vote count include the total number of votes in favor, against or abstain on each voting issue.

3. Closing of the General Meeting of Shareholders:

The Chairman declared the closing of the General Meeting of Shareholders after discussing, voting and announcing the results of approving the issues in the Agenda of the Meeting.

4. Preparation of Minutes of the General Meeting of Shareholders:

The meeting secretary is responsible for making the minutes of the Meeting. The Chairman and secretary of the Meeting must be jointly responsible for the truthfulness and accuracy of the contents of the Minutes, ensuring compliance with the approval procedures and contents as prescribed in the Company's Charter.

The meeting secretary notes that the relevant documents, vote counting records and meeting minutes are stored at the Company's head office.

5. Announcement of the Decision of the General Meeting of Shareholders:

The resolution of the General Meeting of Shareholders must be notified to the shareholders who have the right to attend the General Meeting of Shareholders or posted on the Company's website in accordance with the provisions of law and the Company's Charter.

**Article 10. Conditions for the Resolution of the General Meeting of Shareholders to be approved**

1. Resolutions on the following issues shall be issued if they receive at least 65% affirmative votes from participating shareholders, except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:
  - a. Types of shares and the total number of shares of each type;
  - b. Change of business lines, trades and fields;
  - c. Changes to the Company's organizational structure;
  - d. Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
  - e. Re-organization, dissolution of the Company.
2. A resolution shall be ratified when it is voted for by a number of shareholders that hold over 50% of the votes of all participating and voting shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, 6 Article 148 of the Law on Enterprises.
3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

**Article 11. How to protest the decision of the General Meeting of Shareholders**

1. Shareholders who have voted not to approve the resolution on the re-organization of the Company or change the rights and obligations of shareholders specified in the Company's Charter have the right to request the Company to repurchase its shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the price to be sold, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause. The Company must repurchase shares at the request of shareholders specified in Clause 1 of this Article at the market price or the price calculated according to the principles specified in the Company's charter within 90 days from the



date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a price appraisal organization to determine the price. The Company introduces at least 03 valuation organizations for shareholders to choose and that is the final decision.

2. Within 90 days from the date of receipt of the resolution or minutes of the Meeting of the General Meeting of Shareholders or the minutes of the vote counting results for consultation with the General Meeting of Shareholders, shareholders and groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:
  - The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of this Law and the Company's charter, except for the case specified in Clause 2, Article 152 of the Law on Enterprises.
  - The content of the resolution violates the law or the Company's Charter.
3. In case the decision of the General Meeting of Shareholders is annulled by the decision of the Court or Arbitrator, the convener of the annulment of the General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 30 days according to the order and procedures specified in the Law on Enterprises and the Company's Charter.

### **SECTION 3. THE GENERAL MEETING OF SHAREHOLDERS APPROVED THE RESOLUTION IN THE FORM OF WRITTEN CONSULTATION OR ONLINE CONFERENCE**

#### **Article 12. Order and procedures for the General Meeting of Shareholders to approve the resolution in the form of written consultation**

1. The Board of Directors has the right to collect shareholders' opinions in writing at any time to approve the decision of the General Meeting of Shareholders if it deems it necessary for the benefit of the Company, including the matters specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 (ten) days before the deadline for returning the opinion poll. The request and method of sending the opinion poll and the enclosed documents shall comply with the provisions of Clause 3, Article 18 of the Charter.
3. The opinion poll must contain the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Purpose of collecting opinions;
  - c. Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise identification number or number of legal documents of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality and number of legal papers of individuals for representatives of shareholders being organizations; the number of shares of each type and the number of Voting papers of shareholders;
  - d. Issues that need to be consulted to approve decisions;
  - e. The voting plan includes approval, disapproval and no opinion on each issue for which opinions are collected;
  - f. The deadline for sending to the Company the feedback form has been answered;
  - g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the reply form to the Company by mail, fax or e-mail according to the following regulations:
  - a. In case of sending a letter or opinion poll that has been answered, it must be signed by the shareholder being an individual, of the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
  - b. In case of sending fax or e-mail, the opinion form sent to the Company must be kept confidential until the time of vote counting;
  - c. Opinion polls sent to the Company after the time limit specified in the contents of the opinion poll or have been opened in case of sending letters and disclosed in case of sending faxes or e-mails are invalid. Opinion poll votes that are not sent back shall be considered as votes that do not participate in voting.
5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Board of Supervisors or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Purposes and issues that need to be consulted to pass the resolution;
  - c. The number of shareholders with the total number of voting shares that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending the voting papers, enclosed with an appendix to the list of shareholders participating in voting;
  - d. The total number of votes in favor, disapproval and no opinion on each issue;
  - e. The issue was passed and the voting rate passed accordingly;
  - f. Full names and signatures of the Chairman of the Board of Directors, the vote-counting person and the vote-counting supervisor.

Members of the Board of Directors, vote counting persons and vote counting supervisors must be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.
6. The vote counting minutes and resolutions must be sent to shareholders within 15 (fifteen) days from the end of the vote counting. The sending of vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the end of the vote count.
7. The reply to the opinion poll, the vote counting record, the approved resolution and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.
8. The Resolution shall be adopted in the form of written shareholder consultation if the number of shareholders owns more than 50% (fifty percent) of the total number of voting shares of all shareholders with the right to vote in favor and is valid as the resolution passed at the General Meeting of Shareholders.

#### **Article 13. Order and procedures for the General Meeting of Shareholders to approve resolutions in the form of online conferences**

Based on the actual situation, the Board of Directors shall decide to convene the General Meeting of Shareholders in the form of an online General Meeting or in combination with a face-to-face conference.

In case of organizing the general meeting in the form of online, the Board of Directors shall:

1. Notice of convening the online General Meeting of Shareholders.
2. Formulate and promulgate the Regulation on organization of online congresses, which must clearly stipulate relevant contents:
  - a. How to register to attend the General Meeting of Shareholders online;
  - b. The authorization of the representative to attend the online General Meeting of Shareholders;
  - c. Conditions for conduct;
  - d. Form of approving the Resolution of the General Meeting of Shareholders online;
  - e. How to vote online;
  - f. How to count votes online;
  - g. Notification of vote counting results;
  - h. Make minutes of the General Meeting of Shareholders;
  - i. Announcement of the Resolution of the General Meeting of Shareholders.

### **Chapter III**

#### **MEMBERS OF BOARD OF DIRECTORS AND BOARD OF DIRECTORS**

##### **Article 14. Rights and obligations of the Board of Directors**

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the General Meeting of Shareholders.
1. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:
  - a. Decide the strategy, medium-term development and annual business plans of the Company;
  - b. Propose types of authorized shares and quantity of each type;
  - c. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
  - d. Decide selling prices for shares and bonds of the Company;
  - e. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
  - f. Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
  - g. Decide solutions for market development, marketing and technology;
  - h. Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, except contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
  - i. Elect, dismiss, discharge the Chairman; designate, discharge, conclude and terminate contracts with the Director/General Director and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these

- managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;
  - j. Supervise the General Director and other managers operating everyday business of the Company;
  - k. Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
  - l. Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;
  - m. Submit audited annual financial statements to the GMS;
  - n. Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
  - o. Propose re-organization, dissolution of the Company; request bankruptcy of the Company;
  - p. Decide promulgation of operation regulations of the Board of Directors, internal regulations on corporate governance after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;
  - q. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.
2. The Board of Directors must report to the General Meeting of Shareholders on the results of the operation of the Board of Directors in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

#### **Article 15. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors of the Company is at least 05 (five) members and at most 11 (eleven) members.
2. The term of office of a member of the Board of Directors shall not exceed 05 (five) years and 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 02 (two) consecutive terms. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over their duties.

#### **Article 16. Structure, criteria and conditions for members of the Board of Directors**

1. The structure of the Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors. The total number of independent members of the Board of Directors must ensure the following provisions:
  - a. There is at least 01 independent member in case the Company has the number of members of the Board of Directors from 03 to 05 members;
  - b. There are at least 02 independent members in case the Company has the number of members of the Board of Directors from 06 to 08 members;

- c. There are at least 03 independent members in case the Company has the number of members of the Board of Directors from 09 to 11 members.
2. Criteria and conditions for being a member of the Board of Directors:
- a. Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Having professional qualifications and experience in business administration or in the Company's business fields, lines and lines and not necessarily being a shareholder of the Company;
  - c. A member of the Board of Directors of a Company may also be a member of the Board of Directors of another Company;
  - d. Must not be concurrently a member of the Board of Directors, a member of the Board of Members, or the General Director (Director) of another securities company.
3. Unless otherwise provided for by the law on securities, independent members of the Board of Directors must meet the following criteria and conditions:
- a. Not be a person who is working for the Company, parent Company or subsidiary of the Company; not be a person who has worked for the Company, parent Company or subsidiary of the Company for at least 3 consecutive years;
  - b. Not being a person who is receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled as prescribed;
  - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a major shareholder of the Company; being a manager of the Company or a subsidiary of the Company;
  - d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
  - e. Not being a person who has been a member of the Board of Directors or the Board of Supervisors of the Company for at least 5 consecutive years, except for the case of being appointed for 02 consecutive terms.

An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully meets the criteria and conditions specified in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date on which he or she fails to fully meet the criteria and conditions. The Board of Directors must notify the independent members of the Board of Directors that they no longer fully meet the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the Board of Directors concerned.

#### **Article 17. Candidacy and nomination of members of the Board of Directors**

1. The nomination of persons to the Board of Directors shall comply with the following mechanism, in accordance with the provisions of the Law on Enterprises and relevant laws and the Company's Charter: Shareholders or groups of shareholders owning 10% or more of the total ordinary shares may nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and Article Company rules. Shareholders or groups of shareholders holding from 10% to 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% shall be nominated a maximum of two (02) candidates; from 30% to less than 40% shall be nominated a maximum of three (03) candidates; from 40% to less than 50% may nominate

a maximum of four (04) candidates; from 50% to less than 60% shall be nominated for a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% shall be nominated a maximum of seven (07) candidates; and from 80% to less than 90%, a maximum of eight (08) candidates will be nominated.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
3. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work process;
  - d. Other managerial titles (including the title of the Board of Directors of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in the Company's charter.

#### **Article 18. Dismissal, replacement and addition of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;
  - b. Have a letter of resignation and be approved;
  - c. Other cases specified in the Company's charter.
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Failing to participate in the activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
  - b. Other cases specified in the Company's charter.
3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismissal of members of the Board of Directors other than the cases specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a. The number of members of the Board of Directors is reduced by more than one-third of the number specified in the Company's charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one-third;

- b. The number of independent members of the Board of Directors is reduced, failing to ensure the ratio specified at Point b, Clause 1, Article 137 of the Law on Enterprises;
- c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or dismissed from office at the nearest meeting.

**Article 19. Methods of electing and dismissing members of the Board of Directors**

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall be carried out as follows:
  - a. Ordinary shareholders who form groups to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.
2. The voting for the election of members of the Board of Directors must be carried out by the method of accumulating votes, whereby each shareholder has a total number of votes corresponding to the total number of shares owned by multiplying the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Company's charter.
3. The election and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

**Article 20. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration for work is calculated according to the number of working days necessary to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration and bonus 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, expressed in a separate

section 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 who hold executive positions or members of the Board of Directors who work on sub-committees of the Board of Directors or perform other tasks outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration from time to time, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to payment of all expenses of travel, meals, accommodation and other reasonable expenses incurred by them in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, The Board of Directors or subcommittees of the Board of Directors.
6. Members of the Board of Directors may be insured by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors in relation to violations of laws and the Company's charter.

#### **Article 21. Order and procedures for organizing a meeting 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 07 (seven) working days from the end of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or the percentage of votes, the members shall vote on the principle of majority to elect 01 (one) person among them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. At the request of the Board of Supervisors or an independent member of the Board of Directors;
  - b. At the request of the General Director or at least 05 other managers;
  - c. At the request of at least 02 members of the Board of Directors.
4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 (three) working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the members' votes.



The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax or electronic means and must reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and the enclosed documents to the members of the Board of Supervisors as for members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within 07 (seven) days from the date on which the first meeting is planned. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.
9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a. Attend and vote directly at the meeting;
  - b. Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
  - c. Attend and vote through online conference, electronic voting or other electronic forms;
  - d. Send the ballot to the meeting by mail, fax, email.
10. In case of sending the ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 (one) hour before the opening. Ballots are only opened in the presence of all attendees.
11. Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of the members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be approved if approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.
13. Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms.
14. In case the Chairman or the person recording the minutes refuses to sign the minutes of the meeting but if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed, this minutes shall take effect.
15. Resolutions in the form of written consultation shall be adopted on the basis of the approval of the majority of members of the Board of Directors with the right to vote. This Resolution is as effective and valid as the resolution adopted by the members of the Board of Directors at the meeting convened and organized according to custom.
16. The Chairman of the Board of Directors shall be responsible for forwarding the minutes of the meetings of the Board of Directors to the members and such minutes as authentic evidence of the work conducted in such meetings, unless there is an objection to the contents of the minutes within ten (10) days from the date of transfer.

## **Article 22. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subordinate subcommittees to be in charge of development policies, personnel, compensation, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least 03 (three) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the sub-committee and one of these members shall be appointed as the Head of the sub-committee at the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the subcommittee takes effect only when a majority of members attend and vote for approval at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors must be in accordance with current legal provisions and the provisions of the Company's Charter and internal regulations on corporate governance.

#### **Article 23. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 (one) person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate administration may concurrently serve as the Company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate administration may not simultaneously work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate administration has the following rights and obligations:
  - a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
  - c. Advising on the procedures of meetings;
  - d. Attend meetings;
  - e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
  - f. Provide financial information, copies of the minutes of the meeting of the Board of Directors and other information to members of the Board of Directors and members of the Board of Supervisors;
  - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
  - h. To act as a point of contact with relevant interested parties;
  - i. Confidentiality of information in accordance with the provisions of law and the Company's charter;
  - j. Other rights and obligations as prescribed by law and the Company's Charter.

### **Chapter IV**

#### **MEMBERS OF THE BOARD OF SUPERVISORS AND THE BOARD OF SUPERVISORS**

#### **Article 24. Rights, obligations and responsibilities of members of the Board of Supervisors**

1. Strictly comply with the law, the Company's charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising the assigned rights and obligations.
2. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company.
3. Loyal to the interests of the Company and shareholders; not abusing their position and position and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals.
4. Other obligations as prescribed by the Law on Enterprises and the Company's charter.
5. In case of violation specified in Clauses 1, 2, 3 and 4 of this Article, causing damage to the Company or other persons, members of the Board of Supervisors shall be personally or jointly responsible for such damage. Income and other benefits obtained by members of the Board of Supervisors as a result of violations must be returned to the Company.
6. In case of detecting a violation by a member of the Board of Supervisors in exercising his/her assigned rights and obligations, it must notify in writing to the Board of Supervisors, requesting the violator to terminate the violation and remedy the consequences.

#### **Article 25. Term of office and number of members of the Board of Supervisors**

1. The Board of Supervisors shall have at least 03 (three) members and a maximum of 5 (five) members. The term of office of a member of the Board of Supervisors shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms. The term of office of a member that is supplemented or replaced is the remaining term of the term.
2. Members of the Board of Supervisors are not necessarily shareholders of the Company.
3. The Board of Supervisors must have more than half of its members permanently residing in Vietnam.
4. In case a member of the Board of Supervisors has the same term of office at the end of the term but the member of the Board of Supervisors for a new term has not been elected, the member of the Board of Supervisors whose term has expired shall continue to exercise his/her rights and perform his/her obligations until a member of the Board of Supervisors for a new term is elected and receives the task.

#### **Article 26. Criteria and conditions for members of the Board of Supervisors**

Members of the Board of Supervisors must meet the following criteria and conditions:

1. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
2. Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the Company's business activities;
3. Not being a person with family relations of members of the Board of Directors, General Directors and other managers;
4. Not being a manager of the Company, not necessarily a shareholder or employee of the Company;
5. Not allowed to work in the accounting and finance department of the Company;
6. Must not be a member or employee of an auditing organization approved to audit the Company's financial statements in the preceding 03 (three) consecutive years;
7. Other standards and conditions as prescribed by other relevant laws and the Company's charter.

## **Article 27. Chief Supervisor**

1. The Chief Supervisor must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.
2. The Chief Supervisor shall be elected by the Board of Supervisors from among the members of the Board of Supervisors; the election and dismissal of office according to the principle of majority.
3. The head of the Board of Supervisors of a securities Company must not be a member of the Board of Supervisors or a manager of another securities Company.
4. The rights and obligations of the Chief Supervisor are prescribed by the Company's charter.

## **Article 28. Nomination and candidacy for members of the Board of Supervisors**

1. Shareholders or groups of shareholders who own 10% or more of the total ordinary shares or have the right to nominate persons to the Board of Supervisors. The nomination of persons to the Board of Supervisors shall be carried out as follows:
  - a. Ordinary shareholders who form a group to nominate a person to the Board of Supervisors must notify the shareholders attending the Meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Supervisors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Supervisors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.
2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall introduce additional candidates or nominating organizations as prescribed in the Company's Charter. Internal regulations on corporate governance and operation regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with law.

## **Article 29. Methods of electing and dismissing members of the Board of Supervisors**

1. The election and dismissal of members of the Board of Supervisors are under the jurisdiction of the General Meeting of Shareholders.
2. The voting to elect members of the Board of Supervisors must be carried out by the method of cumulative voting, whereby each shareholder has a total number of voting votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Supervisors shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Supervisors, a re-election will be conducted among the candidates with

the same number of votes or selected according to the criteria specified in the election regulation or the Company's charter.

### **Article 30. Cases of dismissal of members of the Board of Supervisors**

1. The General Meeting of Shareholders dismisses a member of the Board of Supervisors in the following cases:
  - a. No longer meeting the criteria and conditions for being a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
  - b. Have a letter of resignation and be approved;
  - c. Other cases prescribed by the Company's charter.
2. The General Meeting of Shareholders dismisses a member of the Board of Supervisors in the following cases:
  - a. Failing to complete assigned tasks and jobs;
  - b. Failing to exercise his/her rights and obligations for 06 consecutive months, except for force majeure cases;
  - c. Repeatedly violating, seriously violating the obligations of members of the Board of Supervisors in accordance with the Law on Enterprises and the Company's charter;
  - d. Other cases according to the resolution of the General Meeting of Shareholders.

### **Article 31. Notice of election and dismissal of members of the Board of Supervisors**

1. In case the candidates for the Board of Supervisors have been identified, the Company must publish information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Supervisors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Supervisors. Information related to candidates for the Board of Supervisors announced includes:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work process;
  - d. Other managerial titles;
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in the Company's charter;
  - g. The Company must be responsible for disclosing information about the companies in which the candidate is holding managerial positions and interests related to the Company of the candidate of the Board of Supervisors (if any).
2. The notification of the results of election and dismissal of members of the Board of Supervisors shall comply with the guiding regulations on information disclosure.

### **Article 32. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors**

Salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall comply with the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remunerations, bonuses and other benefits according to decisions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors are entitled to pay for meals, accommodation, travel, and expenses for using independent consulting services at a reasonable level. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

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 provisions of law and must be made into separate entries in the Company's annual financial statements.

## **Chapter V**

### **BOARD OF MANAGEMENT**

#### **Article 33. Company Executives**

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and Executive Directors.
2. At the request of the General Director and approved by the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors.

#### **Article 34. Rights and obligations of the General Director**

1. To decide on matters related to the Company's day-to-day business that are not under the authority of the Board of Directors;
2. Organize the implementation of resolutions and decisions of the Board of Directors;
3. Organizing the implementation of the Company's business plan and investment plan;
4. Propose the plan for organizational structure, internal management regulations of the Company;
5. Appoint, dismiss and dismiss managerial positions in the Company, except for titles under the competence of the Board of Directors;
6. To decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the General Director;
7. Labor recruitment;
8. Propose a plan to pay dividends or handle losses in business;
9. Other rights and obligations as prescribed by law, the Company's Charter and resolutions and decisions of the Board of Directors.

#### **Article 35. Appointment and dismissal of the General Director**

1. The Board of Directors shall appoint 01 (one) member of the Board of Directors or sign a labor contract to hire another person to be the General Director.
2. The General Director is the person who runs the day-to-day business of the Company; under the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms.
4. The General Director must meet the standards and conditions specified in Clause 5, Article 74 of the Law on Securities.
  - a. Not being examined for penal liability or serving a prison sentence or banned from practicing securities as prescribed by law;
  - b. Have at least 02 years of working experience in professional departments of organizations in the fields of finance, securities, banking, insurance or in finance, accounting, and investment departments in other enterprises;
  - c. Having a financial analysis practice certificate or a fund management practice certificate;
  - d. Not being sanctioned for administrative violations in the field of securities and securities market within the last 06 months up to the time of submission of dossiers.
5. The Board of Directors may dismiss or terminate the labor contract of the General Director when a majority of the members of the Board of Directors have the right to vote at the Meeting to approve and appoint a new General Director to replace him.
6. The salary and bonus of the General Director shall be decided by the Board of Directors.

## **Chapter VI**

### **PROCESS AND PROCEDURES FOR COORDINATION OF ACTIVITIES**

#### **Article 36. Working Principle**

Members of the Board of Directors, members of the Board of Supervisors, and the General Director must take responsibility for themselves in the process of performing their assigned tasks and must seriously coordinate activities to protect the legitimate interests of shareholders and develop the Company. All members reserve the right to agree or disagree on a content and are responsible for explaining it when requested.

#### **Article 37. Processes and procedures for coordinating the operation of the Board of Supervisors**

1. For access to information and documents of the Company, the Board of Supervisors is obliged to clearly state the reason in the written request for supply and ensure the absolute confidentiality of information obtained in the process of supervising the Company's activities. The disclosure of this information is only at the request of the competent authority and with the consent of the General Meeting of Shareholders.
2. For the Company's management apparatus: The Board of Supervisors has the function of inspection and supervision, specifically as follows:
  - Members of the Board of Supervisors have the right to request the General Director and other managers to facilitate access to dossiers and documents related to the Company's business activities at the Head Office or the place where the dossier is stored.
  - For the activities of the General Director, based on the regular operation reports and specific information requirements of the Board of Supervisors, the Board of Supervisors has the right to request the Board of Directors to reconsider the decisions of the General Director. In case there are signs of violation of the law and the Company's Charter and may cause great material damage to the Company's reputation and reputation, the Board of Supervisors has the right to send notices to the General Director for the purpose of requesting the immediate suspension of the implementation of such decisions.

- For information and documents on management and administration of business activities and business reports, financial statements, written requests of the Board of Supervisors must be sent to the Company at least 03 (three) working days in advance.
  - For the use of external independent consultants, the Board of Supervisors must provide information on the scope, value and other important contents within 03 (three) working days.
3. For the Board of Directors: The Board of Supervisors has the role of supervision, coordination, advice and complete, timely and accurate information. Specifically, the order and procedures are as follows:
- Regularly notify the Board of Directors of the operating results (not longer than 1 quarter), consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
  - When inspecting and supervising, if detecting that the ongoing incident has caused damage to the Company's assets, members of the Board of Supervisors shall propose measures to settle and report to the Chief Supervisor for timely direction. In case there is no better adjustment measure, the Chief Supervisor shall discuss with the Board of Directors and then report to the General Meeting of Shareholders;
  - Periodic and irregular inspections of the Board of Supervisors must have written conclusions sent to the Board of Directors. Depending on the extent and results of the above inspection, the Board of Supervisors needs to discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Board of Supervisors shall be authorized to reserve opinions recorded in the minutes and the Head of the Board of Supervisors shall report to the nearest General Meeting of Shareholders;
  - For proposals to amend, supplement and improve the organizational structure of management and administration, the Board of Supervisors must send documents and relevant documents at least 15 (fifteen) working days before the date of expected receipt of responses;
  - For the verification of audited financial statements, the Board of Supervisors must reply in writing within 07 (seven) working days;
  - For other dossiers and documents sent by the Board of Directors to the Board of Supervisors for comments, the Board of Supervisors shall respond within 15 (fifteen) working days.

#### **Article 38. Coordination process and procedures of the Board of Directors**

1. For the Board of Supervisors:
  - The agenda and contents of meetings of the Board of Directors must be sent to members of the Board of Supervisors at the same time as sent to members of the Board of Directors;
  - Resolutions of the Board of Directors shall be sent to the Board of Supervisors simultaneously with the time of sending to the General Director within 07 (seven) days from the date of establishment.
2. For the General Director:
  - For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director of the coordination and use of resources at least 45 (forty-five) days in advance.
  - For matters that the Board of Directors must approve at the proposal of the General Director as prescribed in the Company's Charter, the Board of Directors must respond within 07 (seven) days or another time limit agreed upon by the parties.



- In case of urgency, for purposes related to their duties, members of the Board of Directors have the right to request the General Director to provide information about the Company's activities with the consent of the Chairman of the Board of Directors. The request must be made in writing and sent to the General Director at least 24 (twenty-four) hours in advance.
- The Board of Directors is responsible for responding to the following contents: recommendations on the Charter; Corporate Governance Regulations; organizational structure and number of managers within 15 (fifteen) days.
- In case the Meeting of the Board of Directors invites members of the Board of Supervisors, the Board of Directors shall send a notice of invitation to the Meeting and the contents to be prepared (if any) at least 05 (five) days in advance.

#### **Article 39. Coordination process and procedures of the General Director**

1. For the Board of Directors:
  - The General Director has the right to decide on measures beyond his/her competence in case of emergency such as natural disasters, enemy sabotage, fires, unexpected incidents or an incident within the scope of the Crisis Management Policy... but must report in writing to the Board of Directors as soon as possible and be responsible to the Board of Directors and the nearest General Meeting of Shareholders for such decisions.
  - The General Director has the right to refuse to implement and reserve his/her opinions on the decisions of the Board of Directors if he considers that such decisions are illegal or harmful to the interests of shareholders. In this case, the General Director must immediately make an explanation report to the Board of Directors and the Board of Supervisors in writing.
  - Before performing the tasks that require the approval of the Board of Directors specified in the Company's Charter, the General Director shall send a report to the Board of Directors 03 (three) days in advance.
  - The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of their assigned tasks and powers and must report to these levels when requested.
2. For the Board of Supervisors: The General Director is responsible for receiving comments, feedback and coordinating in work.

### **Chapter VII**

#### **PERFORMANCE EVALUATION, REWARD AND DISCIPLINE**

##### **Article 40. Operational Evaluation**

The Board of Directors is responsible for formulating standards for all subjects who are members of the Board of Directors, the Board of Supervisors and the General Director.

##### **Article 41. Commend and reward**

The Board of Directors or the Remuneration Subcommittee shall be responsible for building a reward system. The commendation and reward are carried out based on the results of the Company's annual performance evaluation. Objects, forms of commendation, level of commendation, etc. decided or approved by the Board of Directors.

##### **Article 42. Discipline**

The Board of Directors is responsible for building a disciplinary system based on the nature and severity of the violation and based on the provisions of law.

## **Chapter VIII**

### **AMENDMENTS, SUPPLEMENTS AND IMPLEMENTATION PROVISIONS**

#### **Article 43. Supplementation and Amendment of the Regulation**

1. The amendment and supplementation of this Regulation must be considered and decided by the Board of Directors of the Company.
2. In case there are provisions of law related to the Company's operation that have not been mentioned or there are new provisions of law that are different from the provisions of this Regulation, the provisions of such law shall naturally apply and regulate the Company's operation.

#### **Article 44. Organization of implementation**

1. The Board of Directors, sub-committees under the Board of Directors, and the General Director of the Company shall be responsible for implementing this Regulation.
2. The Board of Supervisors shall be responsible for inspecting and supervising the implementation of this Regulation.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

*(Signed)*

**NGUYEN MIEN TUAN**

*(NOTE: This English version is a translation of the original Vietnamese version, and it is consistent with the content of the Vietnamese version and provided for reference only. In the event of any discrepancies or differences in interpretation between the Vietnamese and English versions, the Vietnamese version shall prevail.)*