



Số: 41.../2021/QĐ-HĐQT

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập - Tự do - Hạnh phúc

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TP. HCM, ngày 14. tháng 04 năm 2021

QUYẾT ĐỊNH

(V/v Ban hành Quy chế hoạt động của Hội đồng quản trị của Công ty Cổ phần Chứng khoán Rồng Việt)

HỘI ĐỒNG QUẢN TRỊ CÔNG TY CỔ PHẦN CHỨNG KHOÁN RỒNG VIỆT

Căn cứ:

- Giấy phép hoạt động kinh doanh chứng khoán số 32/UBCK-GPHĐKD ngày 21/12/2006, Giấy phép điều chỉnh số 46/GPĐC-UBCK ngày 05/08/2020 do Chủ tịch Ủy ban Chứng khoán Nhà nước cấp;
- Điều lệ tổ chức, hoạt động và các quy định hiện hành của Công ty Cổ phần Chứng khoán Rồng Việt;
- Nghị quyết số 01/2021/NQ-ĐHĐCD ngày 07/04/2021 của Đại hội đồng cổ đông về việc thông qua ban hành các Quy chế nội bộ của Công ty.

QUYẾT ĐỊNH:

Điều 1: Nay ban hành kèm theo Quyết định này "Quy chế hoạt động của Hội đồng quản trị" của Công ty Cổ phần Chứng khoán Rồng Việt.

Điều 2: Quyết định này có hiệu lực kể từ ngày ký và thay thế văn bản sau:

- Quy chế hoạt động của Hội đồng quản trị ban hành kèm theo Quyết định số 03/2013/QĐ-HĐQT của Hội đồng quản trị Công ty Cổ phần Chứng khoán Rồng Việt ngày 25/03/2013.

Điều 3: Các Ông/Bà Thành viên Hội đồng quản trị, Ban Tổng giám đốc và các đơn vị, cá nhân có liên quan chịu trách nhiệm thực hiện Quyết định này.

TM. HỘI ĐỒNG QUẢN TRỊ

CHỦ TỊCH *[Ký]*

Nơi nhận:

- Như Điều 3 "để thực hiện";
- BKS "để biết";
- Lưu VT, VP. HĐQT.





OPERATIONAL REGULATIONS OF THE BOARD OF DIRECTORS

(Promulgated together with Decision No. 41/2021/QĐ-HĐQT dated 14/04/2021 of the Board of Directors of Viet Dragon Securities Corporation)

Chapter I GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: This Regulation on the operation of the Board of Directors stipulates the organizational structure, operating principles, powers, and responsibilities of the Board of Directors and its members, to ensure compliance with the Charter of Viet Dragon Securities Corporation ("VDSC, RongViet, the Company"), the Law on Enterprises, the Law on Securities, and other relevant legal provisions.
2. Subjects of application: This Regulation applies uniformly to the Board of Directors, its members, and all relevant employees of VDSC.

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors follows a collective decision-making principle. Each member is personally responsible for their assigned duties and, together, they are accountable to the General Meeting of Shareholders and under the law for the Board's resolutions and decisions concerning the Company's development.
2. Resolutions and decisions of the Board of Directors are binding on all departments and individuals within the Company. The Board of Directors shall delegate authority to the General Director to organize and oversee the implementation of such resolutions and decisions.
3. All activities of the Board of Directors, its members, and affiliated sub-committees must comply with the provisions of law and the Company Charter, thereby safeguarding the legitimate interests of RongViet.

Article 3. Principle of authorization of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors may authorize, in writing, another member of the Board of Directors to act on his/her behalf during periods of absence or inability to perform duties at RongViet.
2. During the execution of authorized tasks, the Chairman and other members of the Board of Directors must fulfill their responsibilities in accordance with the assigned scope of work, the law, and internal regulations of RongViet.
3. In his/her capacity as the Legal Representative of the Company, the Chairman may re-authorize other individuals to perform the duties of the legal representative, in accordance with applicable laws and internal regulations of RongViet.

Chapter II MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors shall have full rights as prescribed by the Law on Securities, relevant laws, and the Company Charter, including the right to request and access information and documents

relating to the financial status and business operations of the Company and its affiliated units.

2. Members of the Board of Directors have obligations as stipulated in the Company Charter and the following responsibilities:
 - a. To perform their duties with honesty, prudence, and in the best interests of the shareholders and the Company;
 - b. To attend all meetings of the Board of Directors and actively participate in discussions and decision-making;
 - c. To promptly and fully report to the Board of Directors any remuneration, benefits, or other income received from subsidiaries, associates, and other relevant organizations;
 - d. To report at the nearest meeting of the Board of Directors on any transactions between the Company (including its subsidiaries or companies under its control by more than 50% of charter capital) and members of the Board of Directors and related persons of such members; transactions between the Company and companies in which a member of the Board of Directors is a founding member or manager of the enterprise in the last 03 (three) years prior to the time of transaction;
 - e. To publicly disclose relevant interests and not to misuse information obtained from their position for personal gain or to benefit other organizations or individuals;
 - f. To disclose information when conducting transactions involving the Company's shares in accordance with applicable laws.
3. Independent members of the Board of Directors shall submit a performance evaluation report on the activities of the Board of Directors.

Article 5. The right to access information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other executives of the Company to provide information and documents regarding the financial position and business operations of the Company and its subsidiaries or units.
2. The requested executives must provide timely, accurate information and documents. The procedures for requesting and providing such information shall be stipulated in the Company Charter.

Article 6. Term and number of Board of Directors' members

1. The Board of Directors shall consist of at least 05 (five) members and no more than 11 (eleven) members.
2. The term 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.
3. In the event that all members of the Board of Directors simultaneously end their term, they shall continue to perform their duties until new members are elected and assume their roles, unless otherwise stipulated in the Company Charter.
4. The Company Charter shall specify the number, rights, obligations, and mechanisms for organizing and coordinating the activities of independent members of the Board of Directors.

Article 7. Standards and conditions for Board of Directors' members

1. Members of the Board of Directors must meet the following criteria and conditions:

- a. Must not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Possess professional qualifications and experience in business administration or in the Company's lines of business. Members are not required to be shareholders of the Company unless otherwise provided by the Company Charter;
- c. A member of the Board of Directors may concurrently hold a position as a member of the Board of Directors of another company;
- d. In the case of state-owned enterprises as defined in Point b, Clause 1, Article 88 of the Law on Enterprises, and subsidiaries of state-owned enterprises as defined in Clause 1, Article 88, members of the Board of Directors must not be related by family to the General Director or other executives of the company, or to the managers and persons authorized to appoint managers of the parent company;
- e. Comply with other standards and conditions specified in the Company Charter.

2. Independent members of the Board of Directors, as stipulated in Point b, Clause 1, Article 137 of the Law on Enterprises, must satisfy the following criteria and conditions:

- a. Not currently working for the Company, its parent company, or its subsidiaries; and must not have held such positions within the past 03 (three) consecutive years;
- b. Not receiving salary or remuneration from the Company, except for allowances applicable to members of the Board of Directors as prescribed by law;
- c. Not having a spouse, natural or adoptive parent, child, or sibling who is a major shareholder, manager of the Company, or manager of its subsidiaries;
- d. Not directly or indirectly owning 01% or more of the total voting shares of the Company;
- e. Not having served as a member of the Board of Directors or Board of Supervisors of the Company for 05 (five) consecutive years or more, unless appointed for 02 (two) consecutive terms in accordance with the law;
- f. Other standards and conditions according to the Company Charter.

3. If an independent member of the Board of Directors no longer satisfies the criteria and conditions specified in Clause 2 of this Article, he or she must notify the Board of Directors and shall automatically cease to be considered an independent member as of the date of non-compliance. The Board of Directors is responsible for reporting such changes at the next General Meeting of Shareholders or convening a General Meeting of Shareholders within 06 (six) months from the date of receipt of the notification to elect a replacement or additional independent member.

Article 8. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected or dismissed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently hold the position of General Director of the Company.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. To formulate operational programs and work plans of the Board of Directors;
 - b. To prepare the agenda, contents, and documents for meetings; to convene and preside over meetings of the Board of Directors;
 - c. To organize the adoption of resolutions and decisions of the Board of Directors;
 - d. To oversee the implementation of resolutions and decisions of the Board of Directors;

- e. Chair of the General Meeting of Shareholders;
- f. To exercise other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In case the Chairman resigns or is dismissed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receipt of the resignation or dismissal decision. If the Chairman is absent or unable to perform his/her duties, he/she shall authorize another member of the Board of Directors in writing to act on his/her behalf, in accordance with the principles stipulated in the Company Charter. In the absence of such authorization or in cases where the Chairman passes away, is missing, is temporarily detained, is serving a prison sentence, is subject to administrative sanctions at compulsory rehabilitation or education centers, escapes from his/her place of residence, is restricted or has lost civil act capacity, suffers from cognitive or behavioral impairments, or is legally prohibited from holding the position by a court, the remaining members of the Board of Directors shall elect one among them as Acting Chairman based on the majority vote of the remaining members, until a new official decision is made by the Board of Directors.

5. When deemed necessary, the Board of Directors may appoint a Company Secretary. The Company Secretary shall have the following rights and responsibilities:

- a. To assist in organizing meetings of the General Meeting of Shareholders and the Board of Directors, and to record meeting minutes;
- b. To support members of the Board of Directors in exercising their rights and performing their duties;
- c. To assist the Board of Directors in implementing corporate governance principles;
- d. To support the Company in maintaining relations with shareholders and protecting the lawful rights and interests of shareholders; to ensure compliance with information disclosure obligations and administrative procedures;
- e. To perform other duties in accordance with the Law on Enterprises and the Company's internal regulations.

Article 9. Appointment, replacement, dismissal, and removal of Board of Directors' members

- 1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. The member no longer meets the criteria and conditions stipulated in Article 155 of the Law on Enterprises;
 - b. The member submits a written resignation and it is approved by the General Meeting of Shareholders;
 - c. Other cases as prescribed in the Company Charter.
- 2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a. The member fails to participate in activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure;
 - b. Other cases as prescribed in the Company Charter.
- 3. The General Meeting of Shareholders may replace members of the Board of Directors or decide on dismissal or removal of members other than those specified in Clauses 1 and 2 of this Article, when deemed necessary.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following circumstances:
 - a. The number of members of the Board of Directors is reduced by more than one-third of the number specified in the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 (sixty) 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 and no longer meets the ratio required under 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 10. Methods of election, dismissal, and removal of Board of Directors' members

1. Shareholders or groups of shareholders owning ordinary shares have the right to nominate candidates for the Board of Directors as follows:
 - From 10% to less than 20%: nominate one (01) candidate;
 - From 20% to less than 30%: up to two (02) candidates;
 - From 30% to less than 40%: up to three (03) candidates;
 - From 40% to less than 50%: up to four (04) candidates;
 - From 50% to less than 60%: up to five (05) candidates;
 - From 60% to less than 70%: up to six (06) candidates;
 - From 70% to less than 80%: up to seven (07) candidates;
 - And from 80% to less than 90%: up to eight (08) candidates.

The nomination process shall follow these principles:

- a. Ordinary shareholders forming a group to nominate candidates must inform all attending shareholders of their group meeting prior to the commencement of the General Meeting of Shareholders;
 - b. Based on the number of Board of Directors' members, shareholders or groups of shareholders specified in this Clause may nominate one or more candidates for the Board of Directors as decided by the General Meeting of Shareholders. If the number of candidates nominated is fewer than their entitled quota as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors or other shareholders.
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 nominate additional candidates or designate nominating organizations in accordance with the Company Charter, internal corporate governance regulations, and the Regulations on the Operation of the Board of Directors. The introduction of such candidates must be publicly disclosed prior to the voting at the General Meeting of Shareholders, in accordance with applicable laws.
3. The election of members of the Board of Directors shall be conducted by cumulative voting. Each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of members of the Board of Directors to be elected. Shareholders may allocate all or part of their votes to one or more candidates. The elected candidates shall be determined based on descending order of total votes received until the number of members specified in the Charter is

fulfilled. In the event of a tie between two or more candidates for the final seat, a re-election shall be conducted among those candidates or a selection shall be made in accordance with the Company Charter or election rules.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders in accordance with the principle of majority voting.

Article 11. Notice of election, dismissal, and removal of Board of Directors' members

1. In case the candidates for the Board of Directors 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. Each candidate must provide a written declaration affirming the truthfulness, completeness, and accuracy of the disclosed personal information, and must also commit to perform their duties with integrity, diligence, and in the best interest 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. Educational background and professional qualifications;
 - c. Employment history and professional experience;
 - 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 Charter;
 - g. The public company must disclose information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate for the Board of Directors (if any).
2. The notification of results regarding the election, dismissal, or removal of members of the Board of Directors must be conducted in accordance with the applicable laws and regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority to decide and exercise the rights and obligations of the Company, except for those under the authority of the General Meeting of Shareholders as prescribed by law and the Company Charter.
2. The rights and obligations of the Board of Directors shall be exercised in accordance with the Law on Enterprises, the Company Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and responsibilities:
 - a. Decide the Company's development strategy, medium-term development plans, and annual business plans;
 - b. Propose the types of shares and total number of shares of each type permitted for offering;
 - c. Decide on the sale of unsold shares within the number of authorized shares of each type, and approve the mobilization of additional capital through other forms;
 - d. Decide the selling price of shares and bonds issued by the Company;

- e. Approve the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f. Approve investment plans and projects within the competence prescribed by law and the Charter;
- g. Decide on market development, marketing, and technology solutions;
- h. Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total assets recorded in the latest financial statements of the Company, [except where the Company's Charter stipulates a different percentage or value], and contracts or transactions under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i. Elect, remove, or dismiss the Chairman of the Board; appoint or dismiss the General Director and other senior managers as stipulated in the Charter; sign, terminate labor contracts with them; and determine their salaries, remuneration, and other benefits. Also, appoint authorized representatives in other companies and determine their remuneration and benefits;
- j. Supervise and direct the General Director and other managers in managing day-to-day operations of the Company;
- k. Decide on the organizational structure, approve internal management regulations; establish subsidiaries, branches, representative offices; and approve capital contribution or share acquisition in other enterprises;
- l. Approve agendas and materials of the General Meeting of Shareholders; convene or organize the collection of shareholders' opinions to pass General Meeting resolutions;
- m. Submit the audited annual financial statements to the General Meeting of Shareholders;
- n. Propose the dividend rate; decide the timeline and procedure for dividend payments, or propose handling of business losses;
- o. Propose the reorganization or dissolution of the Company; file for bankruptcy when necessary;
- p. Issue internal regulations including: Regulations on operations of the Board of Directors; Corporate Governance Regulations as approved by the General Meeting of Shareholders; Operational Regulations of the Audit Committee under the Board; and the Company's Information Disclosure Regulations;
- q. Exercise other rights and obligations in accordance with the Law on Enterprises, Law on Securities, relevant laws, and the Company Charter.

3. The Board of Directors may approve resolutions and decisions by voting at meetings, collecting written opinions, or other methods as provided in this Regulation and/or the Charter. Each member of the Board of Directors shall have one vote.

4. If any resolution or decision of the Board of Directors violates the law, a resolution of the General Meeting of Shareholders, or the Company Charter and causes damage to the Company, members who approved such resolution or decision shall be jointly and severally liable and must compensate the Company. Members who voted against such resolution or decision shall be exempt from liability. In such cases, shareholders of the Company shall have the right to petition the Court to suspend or annul the resolution or decision in accordance with the law.

Article 13. Duties and powers of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors shall approve contracts and transactions valued at less than 35% of the total assets recorded in the Company's latest financial statements, or transactions where the cumulative value within 12 (twelve) months from the first transaction is less than 35%, or a lower value as stipulated in the Company Charter, between the Company and one of the following parties:
 - Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and their related persons;
 - Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary shares of the Company, and their related persons;
 - Enterprises or organizations related to the persons/entities specified in Clause 2, Article 164 of the Law on Enterprises.
2. The legal representative or person authorized to represent the Company in signing the contract or transaction must notify all members of the Board of Directors and members of the Board of Supervisors about the parties involved and provide the draft contract or principal terms of the proposed transaction. The Board of Directors shall decide on the approval of such contract or transaction within 15 (fifteen) days from the date of receiving the full notice, unless a different time limit is stipulated in the Company Charter. Members of the Board of Directors who have related interests in the parties to the transaction shall not be entitled to vote on the decision to approve the said contract or transaction.

Article 14. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. When the Board of Directors considers it necessary for the benefit of the Company;
 - b. When the number of remaining members of the Board of Directors or the Board of Supervisors falls below the minimum required by law;
 - c. Upon the written request of shareholders or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises. The request must clearly state the reason and purpose of the meeting and bear the signatures of all requesting shareholders (or be compiled in multiple copies to collect the signatures);
 - d. At the request of the Board of Supervisors;
 - e. Other cases as prescribed by law and the Company Charter.
2. The Board of Directors must convene an extraordinary General Meeting of Shareholders within 30 (thirty) days from the date when the number of Board of Directors' members, independent members, or Board of Supervisors' members falls below the minimum required by the Company Charter, or upon receiving a request as stipulated in Point c and d, Clause 1 of this Article.
3. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. Compile the list of shareholders entitled to attend the meeting;
 - b. Provide information and handle complaints related to the list of shareholders;
 - c. Prepare the agenda and contents of the meeting;
 - d. Prepare documents for the meeting;

- e. Draft resolutions to be presented at the General Meeting, and provide a list and detailed information of candidates if the election of members to the Board of Directors or Board of Supervisors is on the agenda;
- f. Decide on the time and venue of the meeting;
- g. Send the invitation notice to each eligible shareholder in accordance with the Law on Enterprises;
- h. Other tasks to facilitate the meeting.

Article 15. Subcommittees assisting the Board of Directors

- 1. The Board of Directors may establish subcommittees to assist in specific areas such as development strategy, human resources, compensation, internal audit, and risk management. Each subcommittee shall consist of at least three (03) members, as decided by the Board of Directors, including Board members and external members. A majority of the subcommittee members must be independent or non-executive members of the Board of Directors, and one of these members shall be appointed as the Chairperson of the subcommittee by decision of the Board of Directors. The subcommittee's operations must comply with the regulations issued by the Board of Directors. A resolution of the subcommittee shall only be valid if it is approved by a majority of the attending members at a duly convened meeting.
- 2. The implementation of decisions made by the Board of Directors or its subcommittees must comply with applicable laws, the Company Charter, and internal corporate governance regulations.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. 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, which must be held within 07 (seven) working days from the completion of the Board of Directors election. This meeting shall be convened and chaired by the member who received the highest number or percentage of votes. If multiple members receive the same highest number or percentage of votes, the members shall vote by majority to elect 01 (one) among them to convene the meeting.
- 2. The Board of Directors shall meet at least once every quarter and may convene extraordinary meetings as necessary.
- 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 independent member(s) of the Board of Directors;
 - b. At the request of the General Director or at least 05 (five) other managers;
 - c. At the request of at least 02 (two) members of the Board of Directors;
 - d. Other cases as stipulated in the Company Charter.
- 4. Requests under Clause 3 of this Article must be made in writing, clearly stating the purposes of the meeting and the issues to be discussed or decided upon within the authority of the Board of Directors.
- 5. The Chairman of the Board of Directors must convene a meeting within 07 (seven) working days from the date of receiving a valid request under Clause 3. Failure to do so shall result in the Chairman being held liable for any damages caused to the Company. In such a case, the requesting party has the right to convene the meeting on behalf of the Chairman.

6. The Chairman or the person convening the meeting must send the meeting invitation at least 03 (three) working days prior to the meeting date. The notice must include the time, venue, agenda, issues to be discussed and decided upon, and must be accompanied by the necessary meeting documents and voting papers.

The invitation may be delivered by direct invitation, phone, fax, electronic means, or other methods prescribed in the Company Charter, ensuring it reaches each member's registered contact address.

7. The meeting invitation and documents must also be sent to members of the Board of Supervisors under the same conditions as those applied to members of the Board of Directors. Members of the Board of Supervisors may attend and participate in discussions but shall not have voting rights.
8. A meeting of the Board of Directors shall be conducted when at least three quarters (3/4) of its members are present. If the first meeting fails to reach this quorum, a second meeting must be convened within 07 (seven) days, and shall be valid if more than half of the members are present.
9. Members of the Board of Directors are considered to attend and vote at the meeting in the following circumstances:
 - a. Attending and voting in person;
 - b. Authorizing other person to attend the meeting and vote as prescribed in Clause 12 of this Article;
 - c. Attending and voting via online conference, electronic voting, or other electronic means;
 - d. Sending votes via mail, fax, or email.
10. In the case of mailing ballots, the ballot must be sealed and delivered to the Chairman of the Board of Directors at least 01 (one) hour before the meeting starts. Ballots may only be opened in the presence of all attending members.
11. Members of the Board of Directors are expected to attend all meetings. A member may authorize another person to attend and vote on their behalf, subject to approval by a majority of the Board members.
12. Resolutions and decisions of the Board of Directors shall be passed by a majority vote of the attending members. In the event of a tie, the final decision shall follow the vote of the Chairman of the Board of Directors.

Article 17. Minutes of the Board of Directors' meeting

1. All meetings of the Board of Directors must be recorded in written minutes and may also be audio or video recorded and stored in electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language. The minutes must include the following principal contents:
 - a. Name, registered address of the Company's head office, and enterprise registration number;
 - b. Time and place of the meeting;
 - c. Purpose, agenda, and content of the meeting;
 - d. Full name of each member attending the meeting or authorized representative, including the method of participation; full names of members absent from the meeting and reasons for their absence (if any);
 - e. Issues are discussed and voted on at the meeting;
 - f. Summary of opinions expressed by each attending member, in the order in which they were presented;

- g. Voting results, clearly indicating the number and names of members who agreed, disagreed, or abstained;
- h. Resolutions or issues approved, along with the corresponding approval ratio;
- i. Full name and signature of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.

2. In the event that the Chairperson and/or the minute-taker refuses to sign the meeting minutes, the minutes shall still be considered valid if signed by all other attending Board members and contain all required information as specified in Points a, b, c, d, e, f, g and h of Clause 1 of this Article.
3. The Chairperson, the person taking the minutes, and any signatories to the minutes are jointly responsible for the truthfulness and accuracy of the recorded content.
4. The minutes of the meeting and all documents used during the meeting must be safely stored at the Company's head office.
5. Minutes prepared in both Vietnamese and a foreign language shall have the same legal validity. In the event of any discrepancy between the two versions, the Vietnamese version shall prevail.

Article 18. Obtaining written opinions from Board of Directors' members

1. The Chairman of the Board of Directors shall decide on the collection of written opinions from the members of the Board of Directors.
2. The Secretariat (or Office) of the Board of Directors is responsible for preparing the opinion poll forms and all necessary documents related to the matters to be consulted. The opinion forms and supporting documents must be securely delivered to the registered contact address of each member of the Board of Directors.
3. The collection of written opinions may be conducted concurrently by sending email to the registered email address of each Board member and by securely delivering hard copies. Based on the responses sent via valid email addresses, the Chairman may issue a Decision or Resolution. Each Board member must sign the written opinion form and return it to the Secretariat in accordance with the regulations. If the deadline for submitting the opinion has passed without response, the member shall be deemed to have approved the matter. Email responses are considered legally equivalent to signed written opinions.
4. The Chairman and the Secretary of the Board of Directors are jointly responsible for the truthfulness and accuracy of the vote-counting record.
5. The minutes of the vote counting results, along with the Resolution adopted based on such results, must be sent to all members of the Board of Directors within 15 (fifteen) days from the conclusion of the voting period.
6. The opinion responses, vote counting records, the full text of the approved Resolution, and all related documents must be safely archived at the Company's head office.
7. A Resolution passed through written consultation of the Board of Directors' members shall have the same legal effect as one adopted at a formal meeting of the Board of Directors.

Chapter V **REPORTING AND PUBLICIZING BENEFITS**

Article 19. Annual reports submission

1. At the end of each fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
 - a. Report on the Company's business performance;
 - b. Financial statements;
 - c. Report on assessment of the management and administration of the Company;
 - d. Appraisal report of the Board of Supervisors.
2. The reports specified in Points a, b, and c, Clause 1 of this Article must be submitted to the Board of Supervisors for review and appraisal at least 30 (thirty) days prior to the date of the Annual General Meeting of Shareholders, unless otherwise provided by the Company Charter.
3. The reports specified in Clauses 1 and 2 of this Article, the Board of Supervisors' appraisal report, and the audit report must be kept at the Company's head office at least 10 (ten) days before the Annual General Meeting of Shareholders, unless the Company Charter stipulates a longer period. Shareholders holding shares continuously for at least 01 (one) year may personally, or with lawyers, certified accountants, or auditors, review these reports.

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

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and the effectiveness of their duties.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration is calculated based on the number of actual working days necessary to fulfill their responsibilities and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on a consensus basis. The total remuneration and bonuses for the Board of Directors must be approved 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 provisions of the Law on Corporate Income Tax. It must be clearly disclosed in a separate section of the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors who hold executive positions concurrently, serve on subcommittees, or perform tasks outside the scope of regular duties may be paid additional remuneration in the form of lump-sum payments, salaries, commissions, profit-sharing, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be reimbursed for all reasonable expenses incurred in the performance of their duties, including travel, meals, accommodation, and other expenses, especially those arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.
6. Members of the Board of Directors may be covered under a liability insurance policy paid for by the Company, subject to the approval of the General Meeting of Shareholders. However, this insurance shall not cover liabilities arising from violations of law or the Company Charter.

Article 21. Disclosure of related benefits

Unless otherwise provided with stricter terms in the Company Charter, the disclosure of related interests of the Company and its related persons shall comply with the following provisions:

1. Members of the Board of Directors must disclose to the Company their related interests, including:
 - a. Name, enterprise code, head office address, and business lines of the enterprise in which they own contributed capital or shares; the percentage and time of ownership of such contributed capital or shares;
 - b. Name, enterprise code, head office address, and business lines of any enterprise in which their related persons jointly or individually own more than 10% of the charter capital.
2. The declaration specified in Clause 1 must be submitted within 07 (seven) working days from the date the related interest arises. Any amendment or supplementation must also be notified to the Company within 07 (seven) working days from the date such changes occur.
3. Any member of the Board of Directors who performs work, in any form, on behalf of an individual or another organization within the scope of the Company's business activities must fully disclose the nature and content of such work to the Board of Directors. Such work may only be undertaken if approved by the majority of the remaining members of the Board of Directors. If the work is performed without prior declaration or approval, all income and benefits derived from such activities shall belong to the Company.

Chapter VI **RELATIONSHIP OF THE BOARD OF DIRECTORS**

Article 22. Relationship between Board of Directors' members

1. The relationship among members of the Board of Directors is one of coordination and collaboration. Each member is responsible for timely and fully informing other members of relevant matters arising during the performance of their assigned duties.
2. In the process of performing their assigned tasks, members of the Board of Directors who are primarily responsible must proactively coordinate with other members when issues arise that fall under the responsibility of those members. If differing opinions among members persist, the member with primary responsibility shall report the matter to the Chairman of the Board of Directors for resolution within his/her authority, or organize a meeting or seek written opinions from Board members in accordance with the Law on Enterprises, the Company Charter, and this Regulation.
3. In the event of reassignment of responsibilities among members of the Board of Directors, the transferring member must hand over all related work, documents, and records in writing. A report on the handover must be submitted to the Chairman of the Board of Directors.

Article 23. Relationship with the Board of Management

In its role as a governance body, the Board of Directors issues resolutions and decisions to be implemented by the General Director and the executive management. At the same time, the Board of Directors shall oversee and inspect the implementation of its resolutions, ensuring compliance with the Company's goals and strategic directions.

Article 24. Relationship with the Board of Supervisors or Audit Committee

1. The relationship between the Board of Directors and the Board of Supervisors or the Audit Committee is one of coordination, based on the principles of independence, equality, and

collaboration. Both bodies shall cooperate closely and provide mutual support in the fulfillment of their respective functions and responsibilities.

2. Upon receipt of inspection reports, recommendations, or consolidated reports from the Board of Supervisors or the Audit Committee, the Board of Directors shall review and, if necessary, direct relevant departments or individuals to formulate and promptly implement remedial measures.

Chapter VII **IMPLEMENTATION TERMS**

Article 25. Enforcement effect

1. This Regulation was approved by the General Meeting of Shareholders on 07/04/2021;
2. The Regulation on the operations of the Board of Directors of Viet Dragon Securities Corporation consists of 07 chapters, 25 articles and takes effect from 14/04/2021 replacing the Regulation on the operations of the Board of Directors issued together with the Decision No. 03/2013/QĐ-HĐQT of the Board of Directors of Viet Dragon Securities Corporation dated 25/03/2013.
3. Members of the Board of Directors, General Director and relevant individuals and departments shall be responsible for implementing this Regulation.
4. The amendment, supplementation and replacement of this Regulation shall be decided by the Board of Directors.



FOR AND ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

(signed and sealed)

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.)