

QUYẾT ĐỊNH

(V/v Ban hành Quy chế hoạt động của Ban Kiểm soát Công ty Cổ phần Chứng khoán Rông Việt)

BAN KIỂM SOÁT CÔNG TY CỔ PHẦN CHỨNG KHOÁN RÔNG 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 Rông Việt;
- Nghị quyết số 01/2021/NQ-ĐHĐCĐ 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 Ban Kiểm soát" của Công ty Cổ phần Chứng khoán Rông Việt.
- Điều 2:** Quyết định này có hiệu lực kể từ ngày ký.
- Điều 3:** Các Ông/Bà Thành viên Ban Kiểm soát, Ban Tổng giám đốc và các đơn vị, cá nhân có liên quan chịu trách nhiệm thực hiện Quyết định này.

Nơi nhận:

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

TM. BAN KIỂM SOÁT
TRƯỞNG BAN 

HỒ TẤN ĐẠT



OPERATIONAL REGULATIONS OF THE BOARD OF SUPERVISORS

(Promulgated together with Decision No. 01/2021/QĐ-BKS dated 14/04/2021 of the Board of Supervisors 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 Operations of the Board of Supervisors stipulates the organizational structure, personnel, standards, conditions, rights, and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.
2. Subjects of application: This Regulation applies to the Board of Supervisors and all members serving on the Board of Supervisors of the Company.

Article 2. Operating principles of the Board of Supervisors

The Board of Supervisors operates on a collective basis. Each member is personally responsible for their assigned duties and jointly liable to the General Meeting of Shareholders and the law for all matters and decisions of the Board of Supervisors.

Chapter II

MEMBER OF THE BOARD OF SUPERVISORS

Article 3. Rights, obligations and responsibilities of Board of Supervisors' members

1. Comply strictly with the provisions of law, the Company Charter, resolutions of the General Meeting of Shareholders, and professional ethics when exercising their assigned rights and obligations.
2. Perform duties and exercise rights with honesty, prudence, and in the best interest of the Company, ensuring the protection of its lawful rights and interests to the highest extent.
3. Remain loyal to the interests of the Company and its shareholders; refrain from abusing their position and authority, or misusing information, know-how, business opportunities, and assets of the Company for personal gain or for the benefit of other organizations or individuals.
4. Fulfill other obligations as stipulated in the Law on Enterprises, the Law on Securities, and the Company Charter.
5. In case of a violation of the provisions stated in Clauses 1, 2, 3, or 4 of this Article that causes damage to the Company or others, the violating member(s) shall bear personal or joint liability for such damage. Any income or benefits obtained from such violations must be returned to the Company.
6. If a violation by any member of the Board of Supervisors is discovered in the course of performing their duties, such violation must be reported in writing to the entire Board of Supervisors, requesting the violator to immediately cease the violation and take necessary measures to remedy the consequence.

Article 4. Terms and number of members of the Board of Supervisors

1. The Board of Supervisors shall consist of at least 03 (three) members and no more than 05 (five) members. The term of a member shall not exceed 05 (five) years and such members may be re-elected for an unlimited number of terms. In case of replacement or additional election, the term of the new member shall be the remaining period of the current term.
2. Members of the Board of Supervisors are not required to be shareholders of the Company.
3. The Board of Supervisors must have more than half of its members permanently residing in Vietnam, in accordance with the Law on Enterprises.
4. In case the term of office of all or any member(s) of the Board of Supervisors expires but a new Board has not yet been elected, the outgoing member(s) shall continue to exercise their rights and perform their obligations until the new members are elected and take over their responsibilities.

Article 5. Criteria and conditions for Board of Supervisors' members

Members of the Board of Supervisors must fully satisfy the following criteria and conditions:

1. Not being subject specified in Clause 2, Article 17 of the Law on Enterprises;
2. Having been trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business operations;
3. Not being related by family (parents, spouse, siblings, children) to any member of the Board of Directors, the General Director (CEO), or other senior managers of the Company;
4. Not holding any managerial position in the Company; not required to be a shareholder or employee of the Company;
5. Not working in the accounting or finance department of the Company;
6. Not being a member or employee of an auditing firm that has audited the Company's financial statements within the last 03 (three) consecutive years;
7. Other standards and conditions as prescribed by other relevant laws and the Company Charter.

Article 6. Chief Supervisor

1. The Chief Supervisor must possess a university degree or higher in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business activities.
2. The Chief Supervisor shall be elected by the Board of Supervisors from among its members. The election, dismissal, or removal from office shall be conducted in accordance with the majority vote principle of the Board of Supervisors.
3. The Chief Supervisor of a securities company must not concurrently hold the position of a member of the Board of Supervisors or a manager of another securities firm, in accordance with regulations of the Law on Securities and relevant legal documents.
4. The rights and obligations of the Chief Supervisor shall be defined in detail in the Company Charter and other internal governance regulations.

Article 7. Nomination and candidacy for members of the Board of Supervisors

1. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Supervisors. The nomination process shall be conducted as follows:
 - a. Ordinary shareholders forming a group to nominate candidates must provide prior written notice to other shareholders attending the General Meeting of Shareholders before the meeting is convened;
 - b. Based on the number of members of the Board of Supervisors as decided by the General Meeting of Shareholders, the shareholders or groups of shareholders specified in this Clause may nominate one or more candidates, in proportion to their shareholding, in accordance with the decision of the General Meeting of Shareholders. If the number of candidates nominated by shareholders or groups of shareholders is fewer than the number of seats they are entitled to nominate, the remaining nominations shall be made by the Board of Directors, incumbent Board of Supervisors, or other shareholders.
2. In case the number of qualified candidates for the Board of Supervisors, including those nominated and self-nominated, is still insufficient in accordance with the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall be responsible for introducing additional candidates or organizing nomination in accordance with the Company Charter, internal corporate governance regulations, and the Operational Regulations of the Board of Supervisors. The list of additional candidates introduced by the incumbent Board of Supervisors must be publicly disclosed before the General Meeting of Shareholders proceeds to elect members of the Board of Supervisors in accordance with relevant laws.

Article 8. Methods of electing, dismissing and removing Board of Supervisors' members

1. The election, dismissal, and removal of members of the Board of Supervisors shall fall under the exclusive authority of the General Meeting of Shareholders.
2. The election of members of the Board of Supervisors shall be conducted by the method of cumulative voting. Accordingly, each shareholder has a number of votes equivalent to the total number of shares owned multiplied by the number of Board of Supervisors' members to be elected. Shareholders may accumulate all or part of their votes for one or several candidates. The candidates elected to the Board of Supervisors shall be those who receive the highest number of cumulative votes, in descending order, until the number of elected members reaches the number stipulated in the Company Charter. In the event that two or more candidates receive an equal number of votes for the final available seat on the Board of Supervisors, a re-election shall be conducted among those candidates with equal votes. Alternatively, the selection criteria stipulated in the Company Charter or election regulations shall apply to determine the final elected member.

Article 9. Cases of dismissal or removal Board of Supervisors' members

1. A member of the Board of Supervisors shall be dismissed by the General Meeting of Shareholders in the following cases:
 - a. No longer satisfies the criteria and conditions to serve as a member of the Board of Supervisors as stipulated in Article 169 of the Law on Enterprises;
 - b. Submits a written resignation and is approved;
 - c. Other cases prescribed by the Company Charter.

2. A member of the Board of Supervisors may be removed by the General Meeting of Shareholders in the following cases:
 - a. Fails to fulfill assigned duties and responsibilities;
 - b. Fails to exercise rights and perform obligations for 06 (six) consecutive months, except in cases of force majeure;
 - c. Repeatedly or seriously violates the obligations of a member of the Board of Supervisors in accordance with the Law on Enterprises or the Company Charter;
 - d. Other cases as decided by resolution of the General Meeting of Shareholders.

Article 10. Notice of election, dismissal and removal of Board of Supervisors' members

1. In cases where candidates for the Board of Supervisors have been identified, the Company shall disclose relevant information about the candidates at least 10 (ten) days prior to the opening date of the General Meeting of Shareholders on the Company's website to enable shareholders to review and assess such candidates before voting. Each candidate for the Board of Supervisors must submit a written commitment confirming the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected. Disclosed information about candidates shall include:
 - a. Full name, date of birth;
 - b. Educational qualifications;
 - c. Employment history;
 - d. Other current managerial or supervisory positions;
 - e. Interests related to the Company and its affiliated persons;
 - f. Other information (if any) as stipulated in the Company Charter;
 - g. The Company must be responsible for disclosing information about the enterprises in which the candidate currently holds a managerial position and any interests related to the Company (if applicable).
2. Notification of the results of election, dismissal, or removal of members of the Board of Supervisors shall be made in accordance with the regulations on information disclosure.

Chapter III

BOARD OF SUPERVISORS

Article 11. Rights, obligations and responsibilities of the Board of Supervisors

1. The Board of Supervisors shall supervise the activities of the Board of Directors and the General Director in managing and administering the Company.
2. Supervise the reasonableness, legality, transparency, and prudence in management and business operations; and ensure that the accounting, statistical, and financial reporting systems are consistent, systematic, and appropriate.
3. Evaluate the completeness, legality, and accuracy of the Company's annual and semi-annual business reports and reports assessing the performance of the Board of Directors; present evaluation reports at the Annual General Meeting of Shareholders. Review contracts and transactions with related parties falling under the authority of the Board of Directors or the General Meeting of Shareholders, and make recommendations thereon.

4. Review, inspect, and assess the effectiveness of the Company's internal control, internal audit, risk management systems, and early warning mechanisms.
5. Examine the Company's accounting books, records, and other relevant documents, and oversee the Company's operations when deemed necessary, as per resolutions of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises.
6. Upon receiving a request from shareholders or groups of shareholders (as mentioned in Clause 2, Article 115 of the Law on Enterprises), the Board of Supervisors must carry out an inspection within 07 (seven) working days. The Board of Supervisors must report to the Board of Directors and the requesting shareholders within 15 (fifteen) days from the end of the inspection. Such inspection shall not disrupt normal operations of the Board of Directors or interfere with the Company's business activities.
7. Recommend to the Board of Directors or the General Meeting of Shareholders necessary amendments, supplements, and improvements in the organizational structure and operational management of the Company.
8. Upon discovering violations by a member of the Board of Directors or the General Director, promptly notify the Board of Directors in writing and request that the violator cease the misconduct and implement corrective measures.
9. Attend and participate in discussions at General Meetings of Shareholders, meetings of the Board of Directors, and other meetings of the Company.
10. Utilize independent consultants and the internal audit department of the Company in the performance of assigned tasks.
11. The Board of Supervisors may consult with the Board of Directors prior to submitting reports, findings, and recommendations to the General Meeting of Shareholders.
12. Examine specific matters relating to Company management and administration at the request of shareholders.
13. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.
14. Convene the General Meeting of Shareholders within 30 (thirty) days if the Board of Directors fails to do so, in accordance with Clause 3, Article 140 of the Law on Enterprises.
15. Propose that the Chairman of the Board of Directors convene a Board meeting.
16. Review, extract, and copy parts or the entirety of the declared list of related persons and interests as specified in Clauses 1 and 2, Article 164 of the Law on Enterprises.
17. Propose to the General Meeting of Shareholders for approval a list of qualified auditing firms to audit the Company's financial statements; qualified auditing firms to examine the Company's operations when necessary.
18. Be accountable to the shareholders for supervisory activities.
19. Monitor the financial situation of the Company and ensure legal compliance by members of the Board of Directors, General Director, and other managers.
20. Ensure effective coordination with the Board of Directors, the General Director, and shareholders.
21. Upon detecting legal or charter violations by members of the Board of Directors, the General Director, or other managers, the Board of Supervisors must: notify the Board of Directors in writing within 48 hours; request the violators to cease the misconduct and provide remediation

and explanations within a specified time frame or propose that the General Meeting of Shareholders be convened to resolve the issue if necessary; in the event of legal violations, submit a written report to the State Securities Commission within 07 (seven) working days from the date of detection.

22. Develop the Regulation on the Operations of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.
23. Witness vote counting by the Board of Directors and prepare a vote counting record, if requested, in the event of collecting shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders.
24. In the absence or temporary incapacity of the Chairman of the Board of Directors, and when the remaining members of the Board cannot elect a Chairperson, the Chief Supervisor shall request the General Meeting of Shareholders to elect a Chairperson. The candidate with the highest number of votes shall preside over the meeting.
25. Exercise other rights and perform other obligations in accordance with the Law on Enterprises, the Company Charter, and resolutions of the General Meeting of Shareholders.

Article 12. Right to access information of the Board of Supervisors

1. Members of the Board of Supervisors shall be provided with documents and information at the same time and in the same manner as members of the Board of Directors, including:
 - a. Notices of meeting invitations, requests for written opinions of members of the Board of Directors, and all accompanying documents;
 - b. Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
 - c. Reports by the General Director to the Board of Directors and other documents issued by the Company.
2. Members of the Board of Supervisors are entitled to access the Company's records and documentation archived at the head office, branches, and other designated locations; and are entitled to visit the workplace of the Company's managers and employees during working hours.
3. The Board of Directors, its members, the General Director, and other managers are obligated to provide complete, accurate, and timely information and documents regarding the Company's management, administration, and business operations, upon request from the Board of Supervisors or any of its members.

Article 13. Responsibilities of the Board of Supervisors in convening an extraordinary General Meeting of Shareholders

1. The Board of Supervisors shall be responsible for convening an extraordinary General Meeting of Shareholders within 30 (thirty) days to replace the Board of Directors in the following circumstances:
 - a. The number of remaining members of the Board of Directors or the Board of Supervisors is fewer than the legally required minimum;
 - b. Upon request by shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises;
 - c. When the Board of Directors fails to convene an extraordinary General Meeting of Shareholders despite a valid request made by the Board of Supervisors.

2. If the Board of Supervisors fails to convene the meeting as required, it shall be liable to compensate the Company for any resulting damages.
3. All costs incurred for convening and organizing the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV

MEETING OF THE BOARD OF SUPERVISORS

Article 14. Board of Supervisors' meeting

1. The Board of Supervisors shall convene at least 02 (two) meetings per year. A meeting is valid only when at least two-thirds (2/3) of its members are in attendance.
2. The Board of Supervisors has the right to invite members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and provide clarifications on relevant matters.

Article 15. Minutes of the Board of Supervisors meeting

Minutes of Board of Supervisors' meetings must be recorded in a detailed and clear manner. The person responsible for taking the minutes, as well as all attending members of the Board of Supervisors, must sign the meeting minutes. The minutes must be properly stored and maintained to serve as a basis for determining the responsibilities of each member of the Board of Supervisors.

Chapter V

REPORTING AND DISCLOSURE OF BENEFITS

Article 16. Annual reports submission

The Board of Supervisors shall submit the following reports at the Annual General Meeting of Shareholders:

1. Report on the Company's business performance and the performance of the Board of Directors and the General Director, to be presented for approval by the General Meeting of Shareholders.
2. Self-assessment report on the activities and performance of the Board of Supervisors and each of its members.
3. Detailed report on remuneration, operational expenses, and other benefits of the Board of Supervisors and its members.
4. The summary of the Board of Supervisors' meetings, including conclusions and recommendations; an overview of the supervision of the Company's operations and financial position.
5. Evaluation report on transactions between the Company and its subsidiaries or affiliates (where the Company controls more than fifty percent (50%) of charter capital), and Members of the Board of Directors, the General Director, and their related persons; Companies in which members of the Board of Directors have served as founding members or managers within 03 (three) years before the transaction.
6. Results of supervision over the activities of the Board of Directors, the General Director, and other key executives.

7. Results of evaluation of the coordination between the Board of Supervisors and the Board of Directors, the General Director, and shareholders.
8. Proposals to the General Meeting of Shareholders for approval of the list of auditing organizations authorized to audit the Company's financial statements and, when necessary, to inspect the Company's operations.

Article 17. Salary and other benefits

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 receive salaries, remunerations, bonuses, and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall approve the total amount allocated for these compensations, as well as the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors are entitled to reimbursement for reasonable expenses incurred in the performance of their duties, including meals, accommodation, travel, and the use of independent consulting services. These expenses must not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the same.
3. Salaries and operational expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with applicable regulations on corporate income tax and other relevant laws, and must be disclosed as separate items in the Company's annual financial statements.

Article 18. Disclosure of related benefits

1. Members of the Board of Supervisors must declare their relevant interests to the Company, including:
 - a. The name, enterprise code, head office address, and business sectors of any enterprise in which they own, partially or wholly, capital or shares; including the percentage and duration of such ownership.
 - b. The name, enterprise code, head office address, and business sectors of any enterprise in which their related persons own, jointly or individually, more than 10% of the charter capital.
2. Such declarations must be submitted within 07 (seven) working days from the date the relevant interest arises. Any amendments or supplements must be reported to the Company within 07 (seven) working days from the date of change.
3. Members of the Board of Supervisors and their related persons must only use the information obtained through their roles in a manner that benefits the Company.
4. Members of the Board of Supervisors must notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, or affiliates (where the Company holds more than 50% of the charter capital), and Members of the Board of Supervisors, or Their related persons. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities law on information disclosure.
5. Members of the Board of Supervisors and their related persons are prohibited from using or disclosing internal information for the purpose of conducting related transactions.

Chapter VI
RELATIONSHIP OF THE BOARD OF SUPERVISORS

Article 19. Relationship between members of the Board of Supervisors

Members of the Board of Supervisors operate independently of each other but are required to coordinate and collaborate in performing their collective duties and responsibilities to ensure effective supervision in accordance with the law and the Company Charter. The Chief Supervisor is responsible for coordinating the general activities of the Board of Supervisors but does not have authority to dominate or override the decisions of other members.

Article 20. Relationship with the Board of Management

The Board of Supervisors maintains an independent relationship with the Company's Board of Management. Its primary role is to supervise the performance of the Board of Management.

Article 21. Relationship with the Board of Directors

The Board of Supervisors maintains an independent relationship with the Company's Board of Directors. It is responsible for overseeing and evaluating the activities and performance of the Board of Directors in accordance with the provisions of the law and the Company Charter.

Chapter VII
IMPLEMENTATION TERMS

Article 22. Validity

The operational regulations of the Board of Supervisors of Viet Dragon Securities Corporation consists of 07 chapters, 22 articles and takes effect from April 14, 2021.

FOR AND ON BEHALF OF BOARD OF SUPERVISORS

CHIEF SUPERVISOR

(signed and sealed)

HO TAN DAT



(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.)