



CHARTER

of

VINA SECURITIES JOINT STOCK COMPANY

(The amendment under the Resolution of the
General Shareholders' Meeting on 29 June 2021)

2021

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LEGAL BASIS

- Law on Enterprises No. 59/2020/QH14 passed on 17/06/2020 by the National Assembly of the Socialist Republic of Vietnam and its guidelines.
- Securities Law No. 54/2019/QH14 passed on 26/11/2019 by the National Assembly of the Socialist Republic of Vietnam, effective on 01/01/2021 and its guidelines.
- Circular No. 121/2020/TT-BC dated 31/12/2020 by the Minister of Finance on the establishment and operation of securities companies.
- Certificate of Amendment No. 49/GPĐC-UBCK issued by the State Securities Commission dated 29/08/2019 on changing the Company's address and Legal Representative; Certificate of Amendment No. 50/GPĐC-UBCK issued by the State Securities Commission dated 11/09/2019 on changing the charter capital; and Certificate of Amendment No. 83/GPĐC-UBCK issued by the State Securities Commission dated 15/12/2020 on the addition of business scope.
- Decision of General Shareholders' Meeting of Vina Securities Joint Stock Company under the Resolution No. xx/2021/NQ-ĐHĐCĐ dated 29/06/2021.

Chapter I GENERAL PROVISIONS

Article 1. Interpretation of terms

1.1 Unless otherwise stipulated by the provisions or the context of this Charter, the following terms shall be understood as follows:

- (i) "Company" means Vina Securities Joint Stock Company.
- (ii) "Charter capital" means the total face value of issued shares which have been fully paid by shareholders and recorded in Article 10 of this Charter.
- (iii) "Voting capital" means shares whose owners have the right to vote on the matters decided by the General meetings of Shareholders.
- (iv) "Securities Law" means the Securities Law No. 54/2019/QH14 adopted by the National Assembly of Socialist Republic of Viet Nam dated 26 November 2019.
- (v) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 17 June 2020.
- (vi) "Article" means an article of this Charter.
- (vii) "Establishment date" means the date on which the Company obtained the Certificate for Establishment and Opretaion (Business Registration/License).
- (viii) "Law" includes all legal documents stipulated in Article 1 of the Law on Promulgation of Legal Documents adopted by the National Assembly of the Socialist Republic of Vietnam on June 22, 2015.
- (ix) "Managers" or "The Company's Managers" means the Chief Executive Officer and the Chief Operating Officer.
- (x) "Directors" means the Chairman of the Board of Directors (BOD), members of the BOD

- the Chief Executive Officer and other managerial positions those are authorized to enter into the transactions on behalf of the Company as stipulated in this Charter.
- (xi) "Internal person" means Law on Enterprises the Chairman and members of the BOD, the legal representative, the CEO, CHIEF OPERATING OFFICER, financial manager (if any), the chief accountant, the Head and members of the Supervisory Board, members of Internal Audit, the authorized person for disclosure.
- (xii) "Related person", according to Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Law on Enterprises, are:
- (a) The Company and its internal persons.
 - (b) The Company and any entity or individual that holds more than 10% of its voting shares or stakes.
 - (c) The Company's subsidiaries, the subsidiary's director, legal representative.
 - (d) Any entity or individual that directly or indirectly supervises or is directly or indirectly supervised by another entity or individual; two organizations or individuals under the same management.
 - (e) An individual and his/her biological parent, adoptive parent, father- or mother-in-law, spouse, biological child, son- or daughter-in-law, sibling, brother- or sister-in-law.
 - (f) An authorized representative of a subsidiary or a shareholder holding more than 10% of the Company's voting shares.
- (xiii) "Shares" means the amounts of equal value which constitutes the Company's charter capital.
- (xiv) "Securities" include the following assets:
- (a) Stocks, bonds, fund certificates.
 - (b) Call option, warrants, guaranteed warrents, depository notes.
 - (c) Derivatives.
 - (d) Other securities in accordance with the Law.
- (xv) "Stock" means a type of securities certifying their holders' legitimate rights and benefits to a portion of equity of the issuer.
- (xvi) "Bond" means a type of securities certifying their holders' legitimate rights and benefits to a portion of liabilities of an issuer.
- (xvii) "Dividend" means a net profit paid to each share in cash or other assets from the remaining profit of the joint stock company after all financial obligations are fulfilled.

- (xviii) "Shareholder" means any individual or organization that owns at least one share of the Company who are registered in the Shareholders Register as an owner of share of the Company.
 - (xix) "Major shareholders" mean the shareholders that hold at least 5% of voting shares of the company.
 - (xx) "Vietnam" means the Socialist Republic of Vietnam.
 - (xxi) "SSC" means the State Securities Commission of Vietnam.
- 1.2 In this Charter, any reference to one or more provisions or other documents shall include their amendments, modifications or replacements thereof.
- 1.3 The headings (chapters or articles) help to divide and define sections in this Charter and do not affect the meaning in any way.
- 1.4 Any words or terminologies defined in the Law on Enterprises and the Securities Law (if not contrary to the subject or context) shall be interpreted as prescribed herein.

Article 2. Name, legal forms, headquarters, operation network and operation duration

2.1 Name of the Company:

- (i) Full Name in Vietnamese: CÔNG TY CỔ PHẦN CHỨNG KHOÁN VINA
- (ii) Name in English: VINA SECURITIES JOINT STOCK COMPANY
- (iii) Abbreviated Name: VNSC
- (iv) Trading Name: VinaSecurities JSC.

2.2 Legal forms of the Company:

The Company was established and is operating as a joint stock company, with a certificate to establish and operate under the Securities Law and other laws of Vietnam.

2.3 Headquarters of the Company:

- (i) Address: R25.02, 25F, Deutsches Haus HCMC, 33 Le Duan, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam.
- (ii) Telephone: +84 28 3520 2388
- (iii) Fax: +84 28 3520 2019
- (iv) Website: www.vinasecurities.com

The change of the headquarters' address is decided by the Board of Directors in accordance with

the Securities Law.

2.4 Operation network:

- (i) The Company may establish/close its branches, transaction offices and representative offices to pursue its business objectives in accordance with the decision of the Board of Directors and the Law.
- (ii) The Company shall bear full responsibility of its branches, transaction offices and representative offices.
- (iii) The Company only conducts securities business, providing securities services in the locations of the headquarters, branches and transaction offices that have been approved by the SSC.
- (iv) The name of branches, transaction offices, representative offices shall comprise of the name of the Company, the words/phrases "branch", "transaction office", "representative office" and their own specific name for the purpose of identification.

2.5 Operation Duration:

Except for cases of early termination under this Charter, the operation duration of the Company shall be indefinite from the establishment date.

Article 3. Legal representative

3.1 The legal representative of the Company is the individual that exercises the rights and fulfills the obligations when making transactions on behalf of the Company, represents the enterprise as the person requesting the settlement of a civil matter, plaintiff, defendant, and person with relevant rights and duties before any arbitration, the court, and other rights and obligations as prescribed by the Law.

3.2 The Company has one (01) legal representative and Chairman of the Board of Directors who concurrently acts as the legal representative of the Company.

3.3 Responsibilities of the legal representative:

- (i) To perform the rights and assigned obligations truthfully, prudently and to the best of his ability, ensuring lawful benefits of the Company.
- (ii) To be faithful to the Company's benefits; not to abuse his position, title and not to use the Company's information, know-how, business opportunities and other assets for his self-interest or for the benefits of other organizations and individuals.
- (iii) To inform timely, fully and correctly to the Company on the fact that he and/or his related person is the owner of shares, control stocks in other companies.

3.4 The legal representative of the Company must reside in Vietnam. Whenever the legal representative exits the country, he must authorize another resident of Vietnam in writing to

exercise the rights and perform the tasks of a representative in accordance with the Company's Charter. In this case, the legal representative is still responsible for the performance of authorized rights and obligations.

- 3.5 In case the authorization term under Article 3.4 expires without any other authorization and the legal representative of the Company has not returned to Vietnam, the authorized person shall continue exercising the rights and fulfill the obligations of the Company's legal representative within the authorized scope until the legal representative of the Company returns to work or until the Board of Directors decide to appoint another person as legal representative of the Company.
- 3.6 If the legal representative is not present in Vietnam for more than thirty (30) days without authorizing another person to act as the legal representative, or such person is dead, missing, under a criminal investigation, detained, incarcerated, serving a court-ordered rehabilitation, detention center, legally restricted or incompetent, having problems with perception and behaviors, banned from certain professions or tasks by court, the Board of Directors shall designate another person as the legal representative.
- 3.7 In some special cases, the legal representative can be appointed by the Court or competent authority to participate in litigation in accordance with the Law.

Article 4. Scope of business

- 4.1 The Company's scope of business includes:
- (i) Securities brokerage.
 - (ii) Securities investment advisory.
- 4.2 In addition to the securities business operations specified in Article 4.1, after reporting to the SSC in writing, the Company can provide relevant financial services supporting its licensed business while ensuring the interests of its clients, the Company itself and the market.
- 4.3 The Company may conduct business operations in other fields as permitted by the Law and approved by the Board of Directors.
- 4.4 The Company may supplement or withdraw one or a number of business operations referred to in Article 4.1 after being approved by the SSC.
- 4.5 The Company shall register, inform on changes to the Business Registration agency and publicly announce this information on the National Business registration portal.
- 4.6 The Company operates in the territory of the Socialist Republic of Vietnam and abroad in accordance with the Law.

Article 5. Business goals

Through securities and financial investment, the Company's business goals are to earn profits, creating high dividend for shareholders, building enduring success, creating jobs, contributing to Vietnam's state budget and community, aiming at the common goal of sustainability and

prosperity.

Article 6. Business principles

- 6.1 Comply with the Law Securities Law, Law on Enterprises, the Company's Charter and other legislation.
- 6.2 Perform business in a fair, truthful and transparent manner.
- 6.3 Define the responsibilities of the General Shareholders' Meeting, the Board of Directors, the Supervisory Board, Board of Management in accordance with the Securities Law, Law on Enterprises and relevant legislation.
- 6.4 Comply with the legislation on anti-money laundering.
- 6.5 Establish an internal control, risk management and supervisory team to prevent interest conflict within the Company and in transactions with the related persons.
- 6.6 Issue regulations and processes, and a code of conduct which are in line with the business of the Company.
- 6.7 the Law The Company and its staff cannot make investments for clients except for cases of authorized management of individual investors' trading account as prescribed by the Law.
- 6.8 Be truthful to clients. The property, legal rights and benefits of clients will not be violated.
- 6.9 Unless otherwise stipulated by the Law, when providing services to clients, the Company cannot directly or indirectly:
 - (i) Decide to invest securities in client's place.
 - (ii) Negotiate a share of profit or loss with clients.
 - (iii) Claim that the content, effectiveness, or methods of its securities analysis is more valuable than other companies.
 - (iv) Provide false information to entice clients into buying securities.
 - (v) Provide false, fraudulent or misleading information.
 - (vi) Other acts against the Law
- 6.10 Arrange securities practitioners whose competences match with business operations. Holders of securities practice certificates may only work at one (01) securities business section at one (01) time.
- 6.11 Price forecasts or transaction recommendations related to a specific type of securities on the media must clearly indicate the analysis basis and information sources.
- 6.12 Perform accounting, auditing, statistics, and financial obligations in accordance with the Law.
- 6.13 Disclose information and report promptly, fully and accurately in accordance with the Law.
- 6.14 Building information technology system, backup database to ensure safe and continuous operation.
- 6.15 Supervise securities transactions according to the regulations of the Minister of Finance.

Article 7. Rights of the Company

- 7.1 Exercise all the rights under the provisions of the Law on Enterprises if those rights do not conflict with the provisions of the Securities Law.
- 7.2 Offer services on securities and financial services to the extent permitted by the Law.
- 7.3 Collect fees and charges in line with the regulations of the Ministry of Finance.
- 7.4 Give priority to employing local labour (Vietnamese), to protect the rights and interests of employees in accordance with the Labour Code and to respect the right to organize trade unions in accordance with the Law.
- 7.5 Request clients to provide required information before making transactions and refuse to make transactions that the Company is not equipped to do or does not find beneficial to its business.

Article 8. Obligations of the Company

Law on Enterprises the Law Law on Enterprises

8.1 Obligations to shareholders:

- (i) Clearly define the responsibilities of the General Shareholders' Meeting and the Board of Directors, the Chairman of the Board of Directors and the Supervisory Board for management in accordance with the provisions of the Law.
- (ii) Establish a communication system with the Company's shareholders to ensure adequate provision of information and fair treatment among shareholders, ensuring the legal rights and interests of shareholders.
- (iii) The Company cannot:
 - a. Make commitment on income, profits for the Company's shareholders (except for shareholders holding fixed dividend preference shares (if any))
 - b. Illegally hold benefits, income from shares of shareholders.
 - c. Providing financing or guarantees to shareholders either directly or indirectly; lending in all forms to major shareholders, members of the Supervisory Department, Board of Director, members of Board of Management, Chief accountant, or other Managers appointed by the Board of Directors, and the persons related to these subjects.
 - d. Generate income to shareholders by redeeming shares from shareholders by methods against the Law.
 - e. Infringe upon the rights of shareholders such as: ownership rights, option rights, right to fair trade, right to information access and other legitimate rights and interests.

8.3 Obligations to clients:

- (i) Manage the money and securities of each client separately, manage the money and securities of clients separately from the money and securities of the Company. All monetary transactions of the clients must be performed via a commercial bank. The Company must not misuse client's money in any form. Transactions relating to client's money must be done in accordance with the Law.
- (ii) Sign a written contract with clients when offering services; provide complete and truthful information to clients when performing services.
- (iii) Give appropriate advice to clients only on the basis of efforts to gather information about the clients: Find out clients' financial situation, investment objectives, risk tolerance, profit expectations and update information in accordance with the provisions of the Law. Ensure the relevance of investment recommendations and advice that the Company gives to each client.
- (iv) Take responsible for the reliability of the information disclosed to clients. Ensure clients make investment decisions based on proper information provision, including the contents and risks of products and services offered. All fraudulent practices and untruthful disclosure information is strictly prohibited.
- (v) Be careful not to create conflicts of interest with clients. If it is unavoidable, the Company must inform clients and apply the necessary measures to ensure fair treatment to clients.
- (vi) Prioritize client's order over Company's order.
- (vii) Updating client's information as requested.
- (viii) Set up a specialized department to take responsibility for contacts information with clients and resolving their questions and complaints.
- (ix) Secure client's information: The Company cannot disclose clients' information without their prior consent; except for when auditors perform audits of financial statements or state agencies request such information.

Article 9. Restrictions and prohibition

9.1 For the Company:

- (i) Cannot make statements or guarantees to clients in terms of income or profits achieved on their investment or guarantees against losses, except for investments in securities with fixed income.
- (ii) Giving opinions on the increase or decrease of prices in order to manipulate clients into making transactions.
- (iii) Cannot negotiate or offer a specific interest rate or share profits/losses with the clients to

entice clients to participate in the transaction.

- (iv) Cannot directly or indirectly establish locations outside the transaction venues approved by the State Securities Commission to sign contracts of opening trading accounts, receive orders and execute securities transactions orders or perform payment of securities transactions with clients, except for when trading securities online.
- (v) Cannot receive orders, perform payment transactions with any other person than the transaction account holder without the client's authorization in writing.
- (vi) Cannot use client's name or account to subscribe, perform securities transactions.
- (vii) Cannot disclose contents of clients' trading order or other confidential information obtained during transactions except those required for information disclosure, inspection or upon the request of state agencies.
- (viii) Cannot perform acts that mislead clients and investor about the stock price.
- (ix) Securities trading account opening contract must not contain agreements to evade legal obligations, limiting the Company's compensation scope without legitimate reasons or transferring risks from the Company to clients, unfairly forcing clients to make compensation or making agreements which put clients at a disadvantage.

9.2 Regulations for the Company's securities practitioners:

- (i) Except when elected as a representative of capital contribution or a member of the Board of Directors, Board of Members of Supervisory Board of an entity that owns the Company or an entity into which the Company invest, the securities practitioner must not:
 - a. Concurrently work for other organizations that have ownership relationship with the Company.
 - b. Concurrently work for other securities companies, fund management companies.
 - c. Concurrently act as CEO of a listed company or one that has had public offerings.
- (ii) Cannot perform any actions beyond those authorized by the Company.
- (iii) Only open securities transactions account (if any) for themselves in the Company. This provision does not apply where the Company is not a member of the Stock Exchanges.
- (iv) When conducting the transactions on client's account, the securities practitioners shall carry out transactions with clients on behalf of the Company and act as the Company. They may not use money or securities in the client's account without the Company's authorization under the client's entrustment to the Company in writing.
- (v) Comply with ethical standards of securities practice.
- (vi) Participate in training courses on the Law on securities and the securities market, trading

system, new types of securities organized by the SSC, Stock Exchanges and the Vietnam Securities Depository and Clearing Corporation (VSDCC).

- (vii) Notify the SSC in case the securities license is lost or any personally identifiable information is changed.

9.3 Regulations for members of the Board of Directors, Head of Supervisory Board, Board of Directors:

- (i) Members of the Board of Directors may not concurrently be members of the Board of Directors, the Board of Members, or the CEO of other securities companies.
- (ii) The head of the Supervisory Board may not concurrently be a member of the Supervisory Board or a manager of other securities companies.
- (iii) The Chief Executive Officer, Chief Operating Officer cannot concurrently work for other securities companies, fund management companies or enterprises. Chief Executive Officer may not be a member of the Board of Directors, member of the Board of Members of other securities companies.

Chapter II CHARTER CAPITAL, SHARES, SHAREHOLDERS

Section 1 CHARTER CAPITAL, SHARES

Article 10. Charter Capital

- 10.1 As of the day this Charter was adopted, the charter capital of the Company is VND 273,599,980,000 (Two hundred seventy three billion five hundred ninety-nine million nine hundred eighty thousand Dong).
- 10.2 The Company may increase or reduce its charter capital upon approval of the General Shareholders' Meeting and in accordance with this Charter and provisions of the Law.

Article 11. Shares, stock issuance

- 11.1 The Company's charter capital is divided into 27,359,998 shares. Each share shall have a par value of VND 10,000 (ten thousand Vietnamese dong).
- 11.2 Classes of shares:
 - (i) Ordinary shares: 27,359,998 shares.
 - (ii) Dividend preference shares: 0 share.
 - (iii) Redeemable preference shares: 0 share.
 - (iv) Other preference shares: 0 share.

- 11.3 The Company may issue other preference shares upon approval of the General Shareholders' Meeting and in accordance with provisions of the Law.
- 11.4 Those who are entitled to purchase preference shares: decided by the Company in accordance with this Charter and the Law.
- 11.5 Each share of the same kind incurs equal interest, rights and obligations for the owner of that share.
- 11.6 Ordinary shares cannot be converted into preference shares. Preference shares may be converted into ordinary shares under the decision of the General Shareholders' Meeting. The conversion method and rate shall be approved by the General Shareholders' Meeting in accordance with the Law.
- 11.7 The existing shareholders must be prioritized in the issuance of new shares in proportion to their shares in the Company, unless otherwise decided by the General Shareholders' Meeting. The company must announce the offering, clearly stating the number of shares to be issued and the appropriate term of subscription (no later than 15 days before the expiration of the share purchase registration deadline). The number of shares that shareholders do not subscribe to will be decided by the Board of Directors. The BOD may distribute such shares to other subjects in any way the BOD deems appropriate, but not under more favorable conditions than those offered to existing shareholders, unless otherwise agreed by the General Shareholders' Meeting.
- 11.8 The Company may purchase shares issued by the Company itself by methods specified in this Charter and the Law.
- 11.9 The Company can issue other types of securities when approved by the General Shareholders' Meeting and in accordance with the Law.
- 11.10 Characteristics of shares:
- (i) Ordinary shares: holders of ordinary shares are entitled to 01 vote per share. Holders of ordinary shares are ordinary shareholders. Ordinary shareholders are entitled to participate to the decision-making process of the company by voting at the General Shareholders' Meeting.
 - (ii) Dividend preference shares: A dividend preference share is a share that entitles its holder to receive a dividend at a higher rate than that of ordinary shares or annual dividend shares. Annual dividend shares consist of fixed dividend and bonus dividend shares. Fixed dividends do not depend on the business outcome of the Company. Fixed dividend rate and method for determination of bonus dividends shall be written on the certificates of dividend preference shares.
 - (iii) Redeemable preference shares: shares that will be redeemed by the Company at the request of their holders or under the conditions written thereon.
 - (iv) Other preference shares: decided by the General Shareholders' Meeting.
- 11.11 The Company can issue stocks and the stock issuance is in accordance with the Law.

Article 12. Share Certificate

- 12.1 The Company's shareholder shall receive a paper certifying the percentage and type of share that he/she owns. The Certificate shall contain all the information prescribed in clause 1 Article 121 of the Law on Enterprises.
- 12.2 Within 03 working days since the Company receives the complete dossier requesting a share transfer in accordance with its regulation or within 01 month (or longer depending on the issuance terms) since the date the share purchase's payment is complete as required in the placement plan, the shareholder shall be issued a share certificate. The shareholder does not have to pay the Company any fee for the issuance of this certificate.
- 12.3 In case there is a mistake in the content or form of the certificate issued, the shareholders' rights and obligations will not be affected. The legal representative of the Company is responsible for the damages caused by such mistake.
- 12.4 In case the share certificate is lost, damaged or ruined in any other way, the shareholder will be issued another certificate as requested. The request document should include:
- (i) Information on the lost, damaged or ruined share certificate.
 - (ii) A commitment letter claiming responsibility for conflicts incurring from the re-issuance of the share certificate.

Article 13. Other share certificate

Bond certificate or others issued by the Company shall have the signature of the legal representative and the Company stamp as confirmation.

Article 14. Shareholder Register

- 14.1 The Company must prepare and keep a register book of shareholders as soon as it is granted a certificate for establishment and operation. The shareholder register can be a physical (paper) or electronic file documenting the share ownership of the shareholders.
- 14.2 The Shareholder Register must contain principal information as prescribed in clause 2 Article 122 of the Law on Enterprises.
- 14.3 Forms of Shareholder Register: Documents (paper), electronic data files or both of these types.
- 14.4 The shareholder register shall be kept at the headquarters of the Company or Vietnam Securities Depository Center. The shareholder has the right to examine, search, extract, copy their name and address from the Shareholders Register.
- 14.5 If the shareholder's mailing address is changed, the Company must be notified so that the Register is promptly updated. The Company shall not bear responsibility for disruption in contact with the shareholders if it is not notified of the address change.
- 14.6 The Chairman of the Board of Directors shall be responsible for certifying share registration of shareholders. At the same time, he shall be responsible for keeping the register and ensuring its

accuracy to avoid any harm caused to shareholders or third parties by his failure to fulfill aforementioned obligations.

Article 15. Share transfer

- 15.1 Shares of the Company are freely transferable, except for cases of transfer restriction in accordance with clause 3 Article 120 of the Law on Enterprises, stipulated in this Charter or the Resolution of the General Shareholders' Meeting when approving the issuance plan.
- 15.2 The Company shall perform the information disclosure for share transfers making any individual/entity a shareholder of more than 10% of the charter capital in accordance with the Law.
- 15.3 Shares which have not been paid for in full are not transferable and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase charter capital from the profit of equity, the right to buy newly issued shares and other benefits in accordance with the Law.

Article 16. Retrieval and redemption of shares

16.1 Retrieval of shares

- (i) If the shareholder does not make the payment of shares in time and in full, the BOD shall send a notice and has the right to require an interest on the remaining amount and other fees arising from the delayed or insufficient payment.
- (ii) The above notice should specify the new deadline for payment (at least seven (07) days since the date the notice is sent), the payment location and note that in case the payment is not made as requested, the unpaid shares shall be retrieved.
- (iii) The BOD has the right to retrieve unpaid shares in case the request in the above notice is not fulfilled.
- (iv) The retrieved shares shall be available for sale. The BOD may authorize the sale or redistribution of those shares under the terms and methods that the BOD finds appropriate.
- (v) The shareholder whose shares are partly retrieved must relinquish their ownership to those shares however shall still bear liabilities corresponding to the total par value of amount of shares they've applied to buy for the Company's financial obligations arising at the time of retrieval in accordance with the BOD's decision since the date of retrieval till the date of payment. The BOD has the right to enforce the payment of the entire value of shares at the time of retrieval.
- (vi) The notice is sent to shareholders before the time of retrieval. The retrieval shall remain effective in case there is errors or mistakes made to the notice.

16.2 Redemption of shares

The Company can only repurchase shares it has issued (including refundable shares) by the methods prescribed in this Charter and the Law when it has met all the conditions and required rate of repurchase. Redeemed common shares are treasury shares and available for sale by the BOD under the terms adhering to this Charter, the Securities Law and relevant guidelines.

16.3 Cases of redemption:

(i) Redemption of shares at shareholder's request:

- (a) A shareholder may request the Company to redeem his shares if such shareholder votes against the decision of the General Shareholders' Meeting on: Reorganization of the Company; amendment of the contents of the Company's Charter concerning the rights and obligations of shareholders. Such request shall be made in writing and sent to the Company within 10 (ten) days since the date the relevant resolution is approved by the General Shareholders' Meeting.
- (b) The Company must repurchase shares at the shareholder's request as prescribed in point (i) clause 16.3 this Article at the market price within 90 days upon receipt of the request. In case the two parties cannot reach an agreement on the price, the Company shall introduce at least 03 appraisal companies for the shareholders to pick and that decision is final.

(ii) Redemption of shares at the Company's request:

The Company may redeem no more than 30% of the issued ordinary shares, part or all of the issued preference shares. The redemption ratio, method, procedures shall comply with the Law Securities Law and Law on Enterprises.

Article 17. Forms of charter capital increase and decrease

17.1 After officially operating, the company may increase or decrease its charter capital under the decision of the General Shareholders' Meeting if the regulations of existing laws are complied with.

17.2 Charter capital increase:

- (i) Issuing new shares to raise more capital in accordance with the Law.
- (ii) Converting convertible bonds into shares.
- (iii) Issuing shares to pay dividends, issuing bonus shares to increase the charter capital from the profit of equity.
- (iv) Deferring retained earning, other eligible funds.
- (v) Converting debts into equity capital under the agreement between the Company and creditors.
- (vi) Other forms as provided by the Law.

17.3 Charter capital decrease:

The reduction of the charter capital shall be decided by the General Shareholders' Meeting provided that conditions for legal capital are met after capital reduction in accordance with current regulations.

Article 18. Bond issuance

18.1 The Company is entitled to issue bonds, convertible bonds as prescribed by the Law and this Charter when it is required to raise capital to supplement the Company's capital for business development.

18.2 In case the Company issues convertible bonds into shares, it shall comply with the corresponding order and procedures for offering shares under the provisions of the Law on Enterprises and the Securities Law after fully meeting the conversion conditions according to the provisions of the Law.

18.3 The Board of Directors is entitled to decide the type of bonds, total value of bonds, the issuance method, issuance time and offering price, providing that a report is submitted in the nearest General Shareholders' Meeting.

18.4 The Company recognizes the rights of the Company's shareholders in accordance with the Law.

Article 19. Borrowed capital and other types of capital

The Company may borrow capital from credit institutions or issue debt securities and other forms of capital mobilization in accordance with the Law. The Company is allowed to directly receive entrusted capital from domestic and foreign organizations and individuals; and other types of capital as prescribed by the Law.

Section 2

SHAREHOLDERS; RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Article 20. Founding Shareholders

No.	Name of Shareholders	Business Registration Certificate/ ID Card/ Passport No.	Nationality	Headquarters/ Current Address
01	Kinh Do Investment Co., Ltd. (Kinh Do Construction & Food Processing Co., Ltd)	048307	Vietnam	6/134 Highway 13, Hiep Binh Phuoc Ward, Thu Duc District, Ho Chi Minh City
02	Mr. Tran Le Nguyen	023062528	Vietnam	No. 53 Nguyen Tieu La, Ward 5, District 10, Ho Chi Minh City
03	Ms. Tran Thi Hong Lan	011156282	Vietnam	101 Cao Thang, Ward 3, District 3, Ho Chi Minh City

Article 21. Current capital contribution structure

10,000VND/1 ordinary share

No.	Shareholder name	ID No./ Nationality	Class of Share	No. of Shares held	Total Value of Shares held (VND)	Percentage of shares
1	Kim Taehyung	M57752175	Ordinary	4,440,000	44,400,000,000	16.23%
2	Aprogen KIC Inc.	219-81-00146	Ordinary	3,940,000	39,400,000,000	14.40%
3	Lee Sangyup	M41674261	Ordinary	1,775,000	17,750,000,000	6.49%
4	N2 Tech Co., Ltd.	759-88-00172	Ordinary	2,560,000	25,600,000,000	9.36%
5	Abpro Bio Co., Ltd.	503-81-64797	Ordinary	2,359,998	23,599,980,000	8.63%
6	Rha Young Chang	M90238286	Ordinary	1,665,000	16,650,000,000	6.09%
7	Kim Nayoung	M54569674	Ordinary	1,665,000	16,650,000,000	6.09%
8	Baek Sang Jun	M02595925	Ordinary	1,665,000	16,650,000,000	6.09%
9	Na Sungsoo	M14768390	Ordinary	2,295,000	22,950,000,000	8.39%
10	Yang Seunggeun	M06619140	Ordinary	1,295,000	12,950,000,000	4.73%
11	Kim Kye Suk	M16271500	Ordinary	925,000	9,250,000,000	3.38%
12	Rha Jin Chul	M18576621	Ordinary	925,000	9,250,000,000	3.38%
13	Lee Ho Joon	M39449735	Ordinary	740,000	7,400,000,000	2.70%
14	Byun Jae Kyung	M20373157	Ordinary	740,000	7,400,000,000	2.70%
15	Lee Changho	M46070072	Ordinary	370,000	3,700,000,000	1.35%
	TOTAL			27,359,988	273,599,980	100%

Article 22. Rights of shareholders

22.1 Rights of ordinary shareholders:

- (i) Attend and give opinions at the General Meetings of Shareholders and exercise the right to vote directly or via an authorized representative or in another form (via the internet, mail, fax or phonecall) permitted by the Law or the Company's charter. Each ordinary share has a vote.
- (ii) Receive dividends at a rate decided by the General Shareholders' Meeting.

- (iii) Inspect, search and excerpt the name and address from the list of Shareholders with voting rights and request amendment of incorrect information.
- (iv) Inspect, search and excerpt or copy the Charter of the Company, the number of minutes of meetings of the General Shareholders' Meeting and the resolutions of the General Shareholders' Meeting.
- (v) Freely transfer their shares to other people, except for the cases stipulated in the Law on Enterprises and other relevant legislation.
- (vi) Be given priority in subscribing for new shares offered for sale in proportion to the percentage of ordinary shares owned.
- (vii) Request the Company to repurchase shares in accordance with the Law on Enterprises and this Charter.
- (viii) Upon dissolution or bankruptcy of the Company, receive a part of the remaining assets of the Company pro rata to its proportion of capital contribution in the Company, after the Company has paid to its creditors and other shareholders in accordance with the Law.
- (ix) Request for cancellation of decisions made by the General Shareholders' Meeting if such decision is against the existing Law.
- (x) Shareholders can appoint one or several authorized representatives to act in the name of the shareholder when making decisions at the General Shareholders' Meeting. In case there are more than one authorized representative, the number of shares and number of votes of each representative must be specified. The appointment, termination or change of authorized representative must be notified in writing to the Company.
- (xi) Other rights stipulated in this Charter and the Law.

22.2 The shareholder or group of shareholders that continuously holds at least 5% of ordinary shares for six (06) months shall be entitled to:

- (i) Request to summon the General Shareholders' Meeting when:
 - (a) the LawThe BOD violates the rights of shareholder or fail to perform their obligations or exceed their authority. The request must be in writing and should contain: the name, address, nationality, ID number (for individuals); the name, business license number or equivalent (for legal entity); the amount of share, time of share registration, total number of shares for a group of shareholders; ownership percentage and reasons for the request. Along with the request, documented proof of the BOD's violations must be included, stating the level of violation or the specific decision that exceeds their authority.
 - (b) The BOD's term has exceeded six (06) month and no election has been organized.
- (ii) Request the Supervisory Board to examine specific issues relating to the management of the Company whenever necessary. The request should be made in writing and contains: the name, address, nationality, ID number (for individuals); the name, business license

number or equivalent (for legal entity); the amount of share, time of share registration, total number of shares for a group of shareholders; ownership percentage, the purpose and issue requiring inspection.

(iii) Other rights in conformity with the Law.

22.3 A shareholder or group of shareholders, who for at least six (06) consecutive months holds at least 10% of overall ordinary shares of the Company, shall be entitled to:

(i) Nominate candidates to the Board of Directors and Supervisory Board.

(ii) File a civil lawsuit by himself or on behalf of the Company against a member of the Board of Directors or the CEO. The procedures for lawsuits are in compliance with the Law.

(iii) Other rights in conformity with the law.

Article 23. Obligations of shareholders

23.1 Pay in full and on time for shares for which the shareholder has committed to subscribe and be responsible for debts and other asset liabilities of the Company to the extent of the capital contributed to the Company. Not to be permitted to withdraw capital from the Company in any form, except for cases where such shares are re-deemed by the Company or others in accordance with the Law. In case a shareholder withdraws a part of, or all of the capital contributed against this Clause, such shareholder and related persons in the Company are jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares.

23.2 Comply with the Company's Charter, internal Rules and Regulations.

23.3 Comply with resolutions of the General Shareholders' Meeting.

23.4 Be personally responsible when performing one of the following acts in the name of the Company:

(i) Breaking the Law.

(ii) Conducting businesses and other transactions for personal benefits or for other organizations or individuals.

(iii) Paying premature debts at the risk of financial danger to the Company.

23.5 Comply with the Company's Charter, the Securities Law and Law on Enterprises on shareholders' obligations (ex: disclosure obligation).

Article 24 Authorized representatives of shareholders

24.1 Authorized representative of a shareholding entity is a person authorized in writing to exercise the rights and fulfill the obligations on behalf of said shareholder in accordance with the Law and the Company's Charter.

- 24.2 The appointment of authorized representative shall comply with the following provisions:
- (i) The shareholder is an institution that holds at least 10% of ordinary shares may appoint up to three (03) authorized representatives.
 - (ii) Shareholders have the right to replace authorized representatives at any time.
- 24.3 If the shareholder being an organization appoints multiple authorized representatives, the shares of each representative must be determined. If the shareholder fails to determine the shares of each authorized representative, the shares shall be split equally among the representatives.
- 24.4 The appointment, dismissal or change of authorized representative must be notified to the Company in writing and only takes effect since the date the Company receives the notification. The contents of the written authorization must follow the provisions of the clause 2 Article 144 Law on Enterprises.
- 24.5 Responsibilities of the authorized representative:
- (i) The authorized representative shall act on behalf of the shareholder in exercising all rights and obligations of the shareholder at the General Shareholders' Meeting in accordance with the Law. All restrictions imposed by shareholders upon the authorized representative's performance of the rights and obligations of relevant shareholders at the General Shareholders' Meeting may not apply to any third party.
 - (ii) Authorized representatives are responsible for attending every meeting of the General Shareholders' Meeting; perform given rights and obligations in a truthful and careful manner to protect the Lawful interests of the authorizing shareholders.
 - (iii) Authorized representatives are responsible to authorizing shareholders for failure to fulfill the obligations prescribed in this Article. The authorizing shareholders are responsible to the third party for the arisen liabilities pertaining to the rights and obligations performed through the authorized representatives.
- 24.6 The authorization to others to attend and vote at the General Shareholders' Meeting will be invalid in the following cases:
- (i) The authorizing shareholder (the attorney) or the authorized person is a dead individual; the authorizing shareholder (the attorney) or the authorized person is institution that stopped its operation.
 - (ii) The authorizing shareholder (the attorney) cancels and/or change the authorized person. This authorization is still valid in case the Company receives the notice of cancellation or change of authorized person at least 24 hours prior to the opening of the General Shareholders' Meeting.
 - (iii) The authorizing shareholder (the attorney) sets a limitation or partially canceled the scope of authorization. This authorization is still valid in case the Company receives the notice of limiting or partially cancelling the authorization scope at least 24 hours prior to the opening of the General Shareholders' Meeting.

Chapter III
MANAGEMENT AND ADMINISTRATION OF THE COMPANY

Article 25. Management and administration structure of the Company

- 25.1 The General Shareholders' Meeting.
- 25.2 The Board of Directors.
- 25.3 Chief Executive Officer (CEO).
- 25.4 The Supervisory Board.

Section 1
THE GENERAL SHAREHOLDERS' MEETING

Article 26. Authority of the General Shareholders' Meeting

- 26.1 The General Shareholders' Meeting includes all Shareholders with voting rights and is the highest decision-making authority of the Company.
- 26.2 Rights and obligations of General Shareholders' Meeting:
 - (i) To adopt the development orientation of the Company.
 - (ii) To make decisions on classes of shares and the number of shares shall be offered for issuance.
 - (iii) To make decisions on the rate of annual dividend for each class of shares.
 - (iv) To elect, remove or discharge members of the Board of Directors and members of the Supervisory Board.
 - (v) To adopt the regular reports of the Board of Directors on the status of operation and business results, reports of the Supervisory Board.
 - (vi) To make decisions on investment or sales of assets valued at fifty percent (50%) or more of the total asset value recorded in the Company's latest financial statement.
 - (vii) Decide on capital contributions to and purchase of shares of other companies with the value from or more than fifty percent (50%) total assets in the latest financial report of the Company.
 - (viii) To make decisions on increasing or decreasing the Company's Charter.
 - (ix) Deciding on amendments to company's charter,

- (x) To make decisions on redemption of more than 10% of one class of shares already issued.
- (xi) To approve annual financial statements.
- (xii) Inspecting and penalizing violations committed by members of the Board of Directors and members of the Supervisory Board that cause damage to the company and its shareholders.
- (xiii) To make decisions on re-organization and dissolution of the Company.
- (xiv) To decide on the budget or total amount of salary, bonus and other benefits for the BOD and Supervisory Board;
- (xv) To approve regulations on internal management, BOD and Supervisory Board's activity
- (xvi) To approve the list of independent audit firms; choosing an auditing firm for the Company, dismissing independent auditor when necessary;
- (xvii) Other rights and obligations as provided by the Law.

Article 27. Convention of the General Meetings of Shareholders

27.1 Number, time, method and place of the meeting:

- (i) The General Shareholders' Meeting must take place once a year. It also operates on an ad hoc basis. If the General Shareholders' Meeting is held at multiple locations at the same time, the location of the General Shareholders' Meeting shall be the place where the chairman is present.
- (ii) An annual General Shareholders' Meeting shall be held within four (04) months from the end of the fiscal year. Depending on the decision of the Board of Directors, the Company shall report to the State Securities Commission on the change of deadline for meeting but no longer than six (06) months from the end of the fiscal year.

27.2 Authority to convene the General Meetings of Shareholders:

The Board of Directors is responsible for convening the annual and irregular General Shareholders' Meeting.

27.3 Cases in which an ad hoc General Shareholders' Meeting is convened:

- (i) The Board of Directors considers it necessary to do so in the interests of the Company.
- (ii) The number of remaining members of the Board of Directors, the Supervisory Board is less than the number stipulated by the Law.
- (iii) At the request of shareholder or group of shareholders as stipulated in point (i), Clause 22.2, Article 22 of this Charter;

- (iv) At the request of the Supervisory Board if it has reason(s) to believe that members of the Board of Directors or other Managers seriously violated their obligations under the Law on Enterprises, or the Board of Directors acted beyond their authorized powers.
- 27.4 The Board of Directors must convene the General Shareholders' Meeting within a time-limit of thirty (30) days as from the occurrence of the event described in sub-item (ii), Article 25.3 or from the date of receipt of the request stipulated in sub-item (iii) and (iv), Article 25.3. If the Board of Directors fails to convene the General Shareholders' Meeting as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall take legal responsibility and pay compensation for any damage incurred to the Company.
- 27.5 If the Board of Directors fails to convene the General Shareholders' Meeting as prescribed in Article 27.4, the Supervisory Board shall, in place of the Board of Directors, convene the General Shareholders' Meeting within thirty (30) subsequent days. If the Supervisory Board fails to convene the General Shareholders' Meeting as prescribed, then the head of the Supervisory Board shall take legal responsibility and pay compensation for any damage incurred to the Company.
- 27.6 If the Supervisory Board fails to convene the General Shareholders' Meeting as prescribed in Article 27.5, the requesting shareholder or group of shareholders as prescribed in sub-item (iii) Article 27.3 shall be entitled to convene the General Shareholders' Meeting within thirty (30) subsequent days in accordance with the Law on Enterprises.
- 27.7 All expenditures for the convention and organization of the General Shareholders' Meeting shall be reimbursed by the Company. Such expenses may not include shareholders' expenditure when attending the General Shareholders' Meeting, meaning accommodation and travel fees.

Article 28. Authorization, forms of authorization in the General Shareholders' Meeting

- 28.1 Shareholders may directly participate in the General Meeting or authorize their representatives to participate. The regulations related to authorized representatives of shareholders are prescribed in Article 22 of this Charter. The authorization of representatives to attend the General Shareholders' Meeting must be made in writing using the form provided by the Company and must have the signatures as prescribed below:
- (i) Authorization to represent a shareholder being an individual must have the signatures of both that shareholder and the proxy who is authorized to attend the meeting.
- (ii) Authorization to represent a corporate shareholder must have the signatures of the authorized representative, the legal representative of the shareholder and the proxy who is authorized to attend the meeting.
- (iii) In other cases, the authorization must be signed by the legal representative of the shareholder and the proxy who is authorized to attend the meeting.
- (iv) The persons authorized to attend the General Shareholders' Meeting must present the letters of authorization before entering the meeting room.

Article 29. Agenda and contents of the General Shareholders' Meeting

- 29.1 The annual General Shareholders' Meeting shall decide the following issues:
- (i) The Company's annual business plan.
 - (ii) Annual financial statements.
 - (iii) Report of the Board of Directors on the Company's management, business result and each member of the BOD.
 - (iv) The Supervisory Board's report on the Company's business result, the Board of Directors' and the Board of Management's performance and the self-assessment of each Supervisory member.
 - (v) The dividend payment of each type of shares (if any).
 - (vi) The total remuneration paid to the Board of Directors and Supervisory Board.
 - (vii) Other issues within the authority of the General Meetings of Shareholders.
- 29.2 The convener of the General Shareholders' Meeting shall fulfill the following obligations:
- (i) Preparing the list of shareholders entitled to attend the General Shareholders' Meeting not more than 10 days before the opening date of the General Shareholders' Meeting; providing information and resolving complaints related to the list of shareholders;
 - (ii) Preparing the agenda and documents related to the meeting; Drafting the Resolution of the General Shareholders' Meeting according to the proposed content of the meeting;
 - (iii) Identify the time and venue of the meeting.
 - (iv) Send invitations to all shareholders entitled to attend the meeting. The notice must be attached with the following documents:
 - a. Meeting agenda, documents used in the meeting and draft of Resolution of the General Shareholders' Meeting according to the proposed content of the meeting;
 - b. Voting note.
 - c. Authorization form.
 - (v) Notice of the General Shareholders' Meeting must be sent to the registered address of shareholders (by fax, email, post) at least twenty-one (21) days before the date of the meeting. The sending of notice can be posted on the website instead of delivery to the shareholders. In this case, the notice of meeting must specify where and how to download meeting documents and the Company must send the meeting documents to shareholders upon request.
- 29.3 The shareholder or group of shareholders stipulated in point (ii) Clause 22.2 of Article 22 of this Charter may recommend issues to be included in the agenda of the General Shareholders' Meeting. Such recommendation must be made in writing and must be sent to the Company at least three (03) working days before the commencement of the General Shareholders' Meeting.

The request must specify the shareholder's name, number of each type of share and the recommended content.

- 29.4 If the convener of the General Shareholders' Meeting rejects these recommendations, the convener must respond in writing specifying the reasons. The convener may reject such recommendations in the following cases:
- (i) The recommendation is not sent on time as prescribed in clause 29.3 this Article.
 - (ii) At the time of recommendation, the shareholder or the group of shareholders does not hold sufficient shares according to point (ii) clause 22.2 Article 22 of this Charter.
 - (iii) The issue recommended does not fall within the scope of authority of the General Shareholders' Meeting for discussion and adoption.

Article 30. Conditions for convening the General Shareholders' Meeting

- 30.1 A meeting of the General Shareholders' Meeting shall be conducted where the number of attending shareholders represents more than 50% of votes.
- 30.2 If the conditions for holding the meeting are not satisfactory as prescribed in Clause 30.1 of this Article, the General Shareholders' Meeting must be reconvened within thirty (30) days from the initial date of the first meeting with the attending shareholders representing at least 33% of total voting shares.
- 30.3 If the conditions for holding the second meeting are not satisfactory as prescribed in Clause 2 of this Article, the General Shareholders' Meeting can be reconvened for the third time within thirty (30) days from the intended date of the second meeting. In this case, the third General Shareholders' Meeting shall be held regardless of the total number of votes of attending shareholders.

Article 31. Procedures for convening the General Shareholders' Meeting

- 31.1 The General Shareholders' Meeting can be conducted in person or online.
- 31.2 A shareholder and its authorized representatives are considered to have attended and voted at the General Shareholders' Meeting in the following cases:
- (i) The shareholder attended and cast votes directly at the meeting.
 - (ii) The shareholder authorized another person to attend and cast votes at the meeting.
 - (iii) The shareholder attended and cast votes through online meeting, electronic voting, or using another electronic medium.
 - (iv) The shareholder sent votes to the meeting by post, fax, or email.
 - (v) Performing voting via electronic as announced by the Company.

- 31.3 Registration of shareholders to attend the General Shareholders' Meeting before the commencement:
- (i) On the day the General Shareholders' Meeting takes place, the Company must carry out procedures for registration of shareholders until the last present shareholder entitled to attend the meeting has registered.
 - (ii) As the registration takes place, each shareholder or authorized representative who has the right to vote shall receive a voting card recorded with registration number, full name of the shareholder, full name of the proxy and the number of votes of such shareholder.
 - (iii) Any late attendee still has the right to register immediately and to attend and vote at the General Shareholders' Meeting. The chairman may not delay the meeting so that late attendees may register and the effectiveness of any voting which has already been conducted may not be affected.
- 31.4 Election of the Chairman, Secretary, and Counting Board:
- (i) The General Shareholders' Meeting shall be chaired by the Chairman of the Board of Directors or his proxy. In case of his/her absence or temporarily incapable of working, the remaining members shall elect one of them the chairperson by majority principle. If no one is capable of holding the post of the chairperson, the member of the Board of Directors that manages the Company shall request the General Shareholders' Meeting to elect a chairman of the meeting among the participants. The person with the highest number of votes will be the chairman of the meeting. The chairman is not necessary a member of the Board of Directors.
 - (ii) The Chairman shall appoint a person to act as secretary to take the minutes of the General Shareholders' Meeting.
 - (iii) The chairman shall nominate candidates for counting board election by the General Shareholders' Meeting.
- 31.5 The agenda and contents of the meeting must be ratified by the General Shareholders' Meeting during the opening session. The agenda must specify the time for each issue on the agenda.
- 31.6 The Chairman's decision on orders, procedures or events outside the agenda of the General Shareholders' Meeting will be the final decision.
- 31.7 The Chair may take the actions which they find necessary in order to conduct the General Shareholders' Meeting in a proper and orderly manner, or in a way that will allow the General Shareholders' Meeting to reflect the wishes of the majority of attendees.
- 31.8 The Board of Directors may request shareholders or proxy entitled to attend the General Shareholders' Meeting to be checked or subject to other security measures which the Board of Directors considers appropriate. The Board of Directors, after careful consideration, may refuse or expel any shareholder or authorized representative from the General Shareholders' Meeting who refuse to comply with rule on checking or the security measures mentioned above or act against the chair's direction, cause disruption, obstruct the normal progress of the meeting.
- 31.9 The chairperson is entitled to postpone the General Shareholders' Meeting with an adequate number of participants to another time (no more than 03 days from the intended date) or to change the meeting location in the following cases:

- (i) The meeting location is not spacious enough for every participant.
- (ii) The participant obstructs the meeting, disturb the order, or pose a threat to the fairness and legitimacy of the meeting.
- (iii) If the General Shareholders' Meeting is postponed or paused against Point a and Point b of this Clause, the General Shareholders' Meeting shall elect one of the participants as the chairperson. The effect of votes cast at the meeting is not influenced by this event.

Article 32. Passing of resolutions of the General Shareholders' Meeting

- 32.1 The General Shareholders' Meeting shall ratify decisions within its competence by voting at the meeting or by collecting written opinions.
- 32.2 A resolution on one of the following issues shall be ratified when it is approved by a number of shareholders that represents at least 65% of votes of attending shareholders:
- (i) Classes of shares and total amount of each class.
 - (ii) Changes of business lines.
 - (iii) Changes of Charter.
 - (iv) Changes of the Company's management structure.
 - (v) Project of investment or sale of assets valued at fifty percent (50%) or more of the total value of the Company's assets recorded in the Company's latest financial statement.
 - (vi) Reorganization or dissolution of the Company.
- 32.3 Except for the case in Article 30.2, the decisions of the General Shareholders' Meeting shall be ratified when being approved by shareholders owning the total share of at least 50% of total votes of attending shareholders.
- 32.4 Voting to elect members of the Board of Directors and of the Supervisory Board shall be implemented by the method of cumulative voting, Accordingly, each shareholder shall have a number of votes that is proportional to his/her shares multiplied by (x) the number of members of the Board of Directors or the Supervisory Board. The shareholder may cast part of or all of his/her votes for one or some candidates. Elected Members of the Board of Directors or Supervisory Board shall be determined by the number of votes they receive in descending order, starting from the candidates that receive the most votes until the number of members are sufficient according to the company's charter. If there are 02 or more candidates that receive the same votes for the last position of the Board of Directors or the Supervisory Board, they shall be voted again.

Article 33. Authority and formalities for resolutions of the General Shareholders' Meeting

- 33.1 The General Shareholders' Meeting may ratify all issues within its competence in the form of collecting written opinions. Authority and formalities for collecting written opinions of

shareholders to ratify resolutions of the General Shareholders' Meeting shall be implemented in accordance with the following provisions:

- (i) The Board of Directors is entitled to collect written opinions of shareholders to ratify decisions of the General Shareholders' Meeting at any time when it is deemed necessary for the Company's interest.
- (ii) The Board of Directors must prepare written opinion forms; draft resolution of the General Shareholders' Meeting and other documents explaining the draft resolution and send to shareholders with voting rights. The list of shareholders is made in accordance with Clause 2 Article 149 Law on Enterprises.

33.2 The written opinion form must contain the following principal particulars:

- (i) Name, head office address, number and date of issuance of the Business Registration Certificate.
- (ii) Purposes of collection of written opinions.
- (iii) Full name, permanent address, nationality, the number of Identity Card, passport or other Lawful personal identification in respect of a shareholder that is an individual; name, permanent address, nationality, number of establishment decision or number of business registration of a shareholder or authorized representative in respect of a shareholder that is an organization; number of shares of each class and number of votes of the shareholder.
- (iv) The issues that need voting.
- (v) Options including affirmative, negative, and abstentions.
- (vi) Deadline for submitting the completed written opinion form to the Company.
- (vii) Full name and signature of the Chairman of the Board of Directors.

33.3 Shareholders may send completed written opinion form to the Company in the following manner:

- (i) By post. The completed written opinion form must bear the signature of the shareholder if the shareholder is an individual, or signature of the authorized representative or legal representative if the shareholder is an organization. Every written opinion form sent to the Company must be put into sealed envelopes. Envelopes must not be opened before counting.
- (ii) By fax or email. Written opinion forms sent by fax or email must be kept confidential until the vote counting time.
- (iii) By electronic channel as announced by the Company.

Written opinion forms sent to the Company after the deadline written therein, written opinion forms sent by post in envelopes that are opened, written opinion forms sent by fax or email that are revealed are all invalid. If a written opinion form is not submitted, it will be excluded from voting.

- 33.4 The Board of Directors shall count the votes and make a vote counting record before members of the Supervisory Board or shareholders that do not hold managerial positions in the Company.
- 33.5 The vote counting record must contain the following information:
- (i) Name, head office address, number and date of issuance of the Business Registration Certificate, and place of business registration of the Company.
 - (ii) Purposes and issues that need voting.
 - (iii) The number of shareholders and total number of votes casted. The numbers of valid and invalid votes, enclosed with the method of sending voting and the list of voting shareholders.
 - (iv) Total number of affirmative votes, negative votes, and abstentions on each issue.
 - (v) The issues that have been ratified.
 - (vi) Full name and signature of the Chairman of the Board of Directors, vote counting supervisors, and vote counters.

Members of the Board of Directors, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the vote counting record; jointly responsible for damage caused by the decisions ratified because of untruthful, incorrect counts of votes.

- 33.6 The vote counting record and the resolution shall be sent to all shareholders within fifteen (15) days from the completion date of vote counting. The vote counting record may be posted on such website instead of being sent to shareholders.
- 33.7 Completed written opinion forms, the vote counting record, ratified resolutions, and relevant documents enclosed with written opinion forms shall be kept at the Company's headquarter.
- 33.8 Where a resolution is to be passed by collecting written opinions, the resolution of the General Shareholders' Meeting shall be passed when it is approved by a number of Shareholders representing more than 50% of the total voting shares.
- 33.9 Resolutions ratified by collecting written opinions of shareholders are as valuable as those ratified at the General Shareholders' Meeting.

Article 34. Effect of resolutions of the General Shareholders' Meeting

- 34.1 A Resolution of the General Shareholders' Meeting is effective from the day on which it is ratified or on the effective date written thereon.
- 34.2 Any Resolution of the General Shareholders' Meeting which is ratified with 100% of voting shares shall be legitimate and effective even if the procedures for ratifying such Resolution are not conformable with regulations.
- 34.3 Resolutions of the General Shareholders' Meeting must be notified to Shareholders entitled to attend the General Shareholders' Meeting within fifteen (15) days from the date of approval

thereof. If the Company has a website, such Resolutions may be posted on the website instead of being sent to shareholders.

Article 35. Request to abolish General Shareholders' Meeting' resolution

Within 90 days from the date of receipt of the resolution or minutes of the General Shareholders' Meeting or the minutes of vote-counting results, the shareholder or group of shareholders as provided in point (ii) Clause 22.2 Article 22 of this Charter is entitled to request a Court or an Arbitration to consider invalidating the resolution in part or in full in the following cases:

- (i) The order and procedures for convening and making decisions of the General Shareholders' Meeting gravely violate the provisions of this Charter, except for the case specified in Clause 34.2, Article 34 of this Charter.
- (ii) The content of the resolution violates the Law or the Company's Charter.

Article 36. Minutes of General Shareholders' Meeting

- 36.1 The General Shareholders' Meeting must be recorded in writing, in audiotape or other forms with the principal contents as prescribed in clause 1 Article 150 of the Law on Enterprises. The meeting minutes must be made in Vietnamese language and foreign languages if necessary and shall have equal legal effectiveness. In case of any discrepancy between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.
- 36.2 The minutes of the General Shareholders' Meeting must be completed and ratified before the end of the meeting.
- 36.3 The chairman and secretary are jointly responsible for the truthfulness and accuracy of the minutes. Minutes of the General Shareholders' Meeting shall be sent to all shareholders within fifteen (15) days from the date of the conclusion of such meetings. Such Resolutions may be posted on the Company's website instead of being sent to shareholders.
- 36.4 The minutes of the General Shareholders' Meeting, list of registered shareholders, ratified resolutions, records containing signatures of attended shareholders and authorizations and relevant documents enclosed with the invitations must be kept at the Company's headquarter.

Section 2

THE BOARD OF DIRECTORS

Article 37. Authority of the Board of Directors

- 37.1 The business operation and works of the Company shall be managed or directed for implementation by the Board of Directors. The Board of Directors is a body with full power to exercise all the rights on behalf of the Company, except the powers of the General Shareholders' Meeting. The Board of Directors shall ensure that the company's operation is conformable with the Law, this charter, and internal regulation of the company, treat the shareholders equitably and respect the interests of the persons whose benefits are related to the company.
- 37.2 The rights and obligations of the Board of Directors shall be governed by the Law, Charter, internal rules of the Company and the decisions of the General Shareholders' Meeting. Specifically, the

Board of Directors shall have the following powers and duties:

- (i) Decide mid-term strategies, development plans and annual business plans of the company;
- (ii) Propose classes of shares to be issued and the total number of issued shares for each class.
- (iii) Decide the sales of unsold shares within the number of shares to be offered for each class of share; decide to raise additional capital in other forms;
- (iv) Decide the offered price of shares and bonds.
- (v) Decide to repurchase no more than 10% of each class of the issued shares.
- (vi) Law on Enterprises Make decisions on the investment or sale of assets valued less than fifty percent (50%) of the total value of the total assets value recorded in the Company's latest financial statement.
- (vii) Approve all the sales – purchase contract, loan (borrowing), lending and other contracts with a value from or more than fifty percent (50%) total assets in the latest financial statement except for the contracts and transactions between the Company and related persons.
- (viii) Appoint, dismiss, sign contract with, and terminate contracts with the members of the BOM; decide the salaries and benefits for such BOM members;
- (ix) Appoint authorized representative to exercise the right to hold shares of capital contributions at other companies; decide the remuneration and other benefits for the authorized representative.
- (x) Supervise and instruct the Director and Managers to administer everyday business;
- (xi) Decide the establishment of subsidiary companies, branches, transaction offices, representative offices.
- (xii) Decide on capital contributions to and purchase of shares of other companies valued below fifty percent (50%) total assets in the latest financial report of the Company.
- (xiii) Approve the agenda and documents serving the General Shareholders' Meeting; convene the General Shareholders' Meeting or collect opinions for the General Shareholders' Meeting to pass a resolution.
- (xiv) Submit annual financial statements and reports on the operation of the Board of Management to the General Shareholders' Meeting;
- (xv) Propose the dividend payment, deadline and procedure for paying dividends or settling the loss incurred during the operation.
- (xvi) Propose the re-organization, dissolution or request of the Company.
- (xvii) Establish a standard procedure for convening meetings and voting at meetings of the Board of Directors for the General Shareholders' Meeting to approve; procedure for nominating, self-nominating, voting, and dismissing members of the Board of Directors; establish the procedure for selecting, designating, dismissing members of BOD and procedure for Chief Operating Officer cooperation between the Board of Directors with the Supervisory Board and the Board of Management; establish a mechanism for assessing the operation, commendation and disciplinary actions applicable to members of the Board of Directors, the Board of Management;

- (xviii) Establish departments or appoint persons in charge of internal audit and risk management;
 - (xix) Resolve conflicts, prevent and resolve potential conflict between shareholders and the company. The Board of Directors may appoint persons to establish necessary systems or departments specialized in resolving internal conflicts;
 - (xx) The Board of Directors is entitled to reject the decisions made by the Board of Management/CEO, provided such rejection is well founded;
- 37.3 The Board of Directors shall approve its decision, resolution by voting at the meeting, collecting written opinions. Each member of the Board of Directors shall have one (01) vote.
- 37.4 The Board of Directors may authorize its Chairman to partly implement the powers and functions of the Board of Directors during the period where it does not organize any meeting. The content of the authorization must be defined clearly, specifically.
- 37.5 When implementing its functions, rights and obligations, the Board of Directors must comply with the Law, the Company's Charter and decisions of the General Shareholders' Meeting. If any resolution, decision approved by the Board of Directors is contrary to the provisions of the Law or the Company's Charter and causes damages to the Company, then the members who agreed to pass such resolution shall be jointly and personally liable for it and they must compensate the Company for such damages; any member who opposed the above-mentioned resolution shall be exempt from any responsibility.
- 37.6 If the resolutions approved by the Board of Directors are contrary to the provisions of the Law and the Company's Charter, the shareholders or Supervisory Board shall be entitled to request the Board of Directors suspend the execution of the above mentioned resolution.

Article 38. Number, composition and term of the Board of Directors' members

- 38.1 The number of members of the Board of Directors shall be at least three (03) persons and in maximum eleven (11) members;
- 38.2 The term of the members of the Board of Directors does not exceed five (05) years; Members of the BOD may be re-elected for unlimited number of terms. The additional member or a member that replaces a dismissed one shall serve the remainder of the Board of Directors' term.
- 38.3 In case all the members of the Board of Directors have their terms ended but the General Shareholders' Meeting has not yet voted new members, the above mentioned members shall remain to be members of the Board of Directors until the new members shall be elected for replacement and for taking over the works.

Article 39. Qualifications and conditions to be a member of the Board of Directors

- 39.1 Have full capacity of civil act, not being prohibited from managing an enterprise as prescribed by clause 2 Article 17 of the Law on Enterprises;
- 39.2 Have an academic background and experience in business management or experiences in the securities, finance, banking sectors and not necessarily be a shareholder of the Company;

- 39.3 Not the Chief Executive Officer, member of the Board of Directors, member of the Board of Management, member of Members' Council of another securities company;
- 39.5 Not a former member of the Board of Directors or the legal representative of a company that was bankrupt or prohibited to operate due to serious violation of the Law.

Article 40. Chairman of the Board of Directors

- 40.1 The Board of Directors shall select among its members and vote to obtain its Chairman;
- 40.2 The Chairman may concurrently act as the CEO of the Company and must be approved by the annual General Shareholders' Meeting or irregular meeting of shareholders.
- 40.3 The Chairman of the Board of Directors shall have the following rights and duties:
- (i) To prepare working plans and programs of the Board of Directors.
 - (ii) To prepare the agenda, contents and documents serving the meeting, convene the meetings of the Board of Directors.
 - (iii) To organize the implementation of the Board of Directors' resolution, decision.
 - (iv) To supervise the organization the implementation of the Board of Directors' resolutions, decision.
 - (v) To preside the General Shareholders' Meeting and meetings of the Board of Directors.
 - (vi) To lead and ensure the efficient operation of the Board of Directors.
 - (vii) To build up, implement and review the procedures governing the operations of the Board of Directors.
 - (viii) Schedule the meetings of the Board of Directors and the departments affiliated to the Board of Directors.
 - (ix) To prepare the agenda of the Board of Directors meetings.
 - (x) To play the role of Chief Operating Officer coordination between the Board of Directors and the Board of Management.
 - (xi) To ensure the exchange of full, timely, accurate and clear information between the members and the Chairman of the Board of Directors.
 - (xii) To ensure the efficient communication and contact with the shareholders.
 - (xiii) To organize the periodical assessment of the works done by the Board of Directors, its divisions and each member.

- (xiv) To create favorable conditions to enable the independent members of the Board of Directors operate efficiently and to establish the positive relationship between the executive and nonexecutive members of the Board of Directors.
 - (xv) To exercise other duties and responsibilities as required by the General Shareholders' Meeting and the Board of Directors based on the actual demand and situation.
 - (xvi) Other rights and duties as provided by the Company in compliance with the Law.
- 40.4 When the Chairman of the Board of Directors is absent or cannot carry out his/her duties, another member shall be authorized by the Chairman to exercise the rights and fulfill the obligations of the Chairman of Board of Directors according to the principles established in this Charter. In case In case no member is authorized or the President is dead, missing, detained, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, making a getaway; has limited legal capacity or is incapacitated, has difficulty controlling his/her behavior, is prohibited by the court from holding certain positions or doing certain works, the remaining members of the Board of Directors can elect another member to carry out the duty of the Chairman under the majority principle.
- 40.5 Where necessary, the Chairman of the Board of Directors may employ a secretary to the company to help the Board of Directors and its Chairman fulfilling the obligations under their authorities in conformity with the Law. The Company's Secretary shall have the following rights and obligations as prescribed by the Law on Enterprises.
- 40.6 The Chairman of the Board of Directors may be dismissed under resolutions or decisions of the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 15 days.

Article 41. Meetings of the Board of Directors and minutes of meetings

- 41.1 The Board of Directors may hold periodical or extraordinary meetings. Periodical meetings of the Board of Directors shall be convened by the Chairman at any time necessary, however, at least once (01) every quarter. The meeting of the Board of Directors may be conducted by online or telephone to create favorable conditions for the members of the Board of Directors to attend the meeting.
- 41.2 If the Board of Directors elects the Chairman, the first meeting of the Board of Directors' term of office for electing the Chairman and adopt other decisions under its authority shall be conducted within seven (07) working days counted from the date where the election of the Board of Directors in such term of office ended. Such meeting shall be convened by the member who obtains the highest number of votes. If more than one member has equal and highest numbers of votes, the voting members shall elect by majority vote one of them to convene the meeting of the Board of Directors.
- 41.3 The Chairman shall convene the meeting of the Board of Directors within 15 days of the following cases:
- (i) At the request of Supervisory Board;
 - (ii) At the request of the CEO or at least five (05) other Managers;

- (iii) At the request of at least two (02) members of the Board of Directors;
 - (iv) The request of the meeting must be in writing, clearly states the objectives, issues to be discussed and decided under the competence of the Board of Directors.
- 41.4 If the Chairman of the Board of Directors fails to convene the meeting, he/she shall be responsible for damages occurred to the Company and the requesters shall be entitled to convene the meeting of the Board of Directors by themselves;
- 41.5 The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send the notice of and invitation to the meeting, at the latest one (01) working day prior to the meeting date, to the members of the Board of Directors, members of the Supervisory Board and CEO. The invitation must define specifically the time and venue of the meeting, agenda, issues to be discussed and decision with enclosed documents used at the meeting and the votes of members. The invitations can be sent by email or by post to each member of the BOD.
- 41.6 Supervisors and CEO shall be entitled to attend and discuss in the meetings of the Board of Directors but they have no voting right;
- 41.7 The meeting of the Board of Directors according to the first invitation notice shall be conducted if it is attended by three fourths (3/4) of the total number of members. Where the meeting convened for the first time is not conducted because of the number of attendants is less than the quorum, it will be convened for the second time within seven (07) days as of the intended date of the first meeting. In this case, the meeting shall be conducted if attended by half of the total members of the Board of Directors.
- 41.8 The Board of Directors shall pass the resolutions and issue the decisions by complying with the positive votes of the majority of the members present at the meeting over 50%. In case the numbers of positive and negative votes are equal, the vote of the Chairperson shall be the final.
- 41.9 All BOD meetings should have a meeting minute as prescribed in Article 159 of the Law on Enterprises.

Article 42. Removal, dismissal, replacement and addition of members of the Board of Directors

- 42.1 Any member of the Board of Directors shall be disqualified from being the member of the Board of Directors in the following cases:
- (i) Any member of the Board of Directors who no longer satisfies the qualifications and conditions as prescribed in Article 39 of this Charter.
 - (ii) Any member of the Board of Directors who did not participate in any activity of the Board of Directors for a consecutive period of six (06) months, except in the event of Force majeure.
 - (iii) A written resignation is sent to the head office of the Company and approved.
 - (iv) According to the resolution of the General Shareholders' Meeting.

42.2 The Board of Directors shall convene a meeting to elect a member of the BOD in the following cases:

- (i) A member of the Board of Director is deprived from his/her status as the member of the Board of Directors, the Board of the Director may appoint new members to temporarily replace such vacancy. The election of the new member must be done at the nearest General Shareholders' Meeting.
- (ii) when the number of members of the Board of Directors decreases by more than one third (1/3) of the number stated by the Charter of the Company. In this case, the Board of Directors shall convene a General Shareholders' Meeting within sixty (60) days from the day in which the number of members of the Board of Directors decreased by more than one third.

Article 43. Internal Audit and Risk Management of the Board of Directors

43.1 The Internal Audit Division shall implement its function based on the principle of independence, truthfulness, objectiveness and confidentiality. The specific functions and duties of the Internal Audit Division shall be as follows:

- (i) To assess independently the suitability and compliance of the General Shareholders' Meeting, and the Board of Directors with the legal policies, Charter of the company and resolutions.
- (ii) To inspect, review and assess the adequacy, efficiency and effectiveness of the internal control system under the CEO in order to render this system perfectly.
- (iii) To assess the compliance of the business operation with the internal policies and procedures.
- (iv) To advise the establishment of internal policies and procedures.
- (v) To assess the compliance with the Law, the control of the measures to ensure the safety of the Company's assets.
- (vi) To assess the internal audit through the financial information and course of the business operations.
- (vii) To assess the process for determining, evaluating and managing the business risks.
- (viii) To assess the efficiency of the operations.
- (ix) To assess the compliance with the contractual commitments.
- (x) To implement the control of the information technology system.
- (xi) To investigate the internal violations in the Company.
- (xii) To implement the internal audit of the Company and its subsidiaries.

- (xiii) Other functions as prescribed by the BOD and adhering to the Law.

43.2 Function of the Risk Management Division:

- (i) Prescribe the policy, strategy for risk control; criteria for evaluating the risks; measuring overall risk level of the Company and of each department of the Company; report on risk information and control.
- (ii) To assess independently the suitability and compliance with the policies, processes of risk management established in the Company.
- (iii) To inspect, review and assess the adequacy, efficiency and effectiveness of the internal risk management system under the Chief Executive Officer in order to render this system perfect.
- (iv) Building backup plan for emergencies to ensure continuity in the Company's operation;
- (v) Other functions as prescribed by the Company in conformity with the existing Law.

43.3 Requirement for the personnel of the Internal Audit:

- (i) Personnel of the division must not be penalized in the past by a fine or higher level of penalty for any act of violation in the sectors of securities, banking, insurance within five (05) most recent years to the year of his/her appointment to the division.
- (ii) The Head of the Internal Audit Division must be a qualified person having the professional level in the fields of the Law or accounting or auditing and enough experiences, reputation, authority to implement efficiently the assigned duty.
- (iii) Personnel of the Division must not be related to the heads of professional departments, person practicing the business of the Company, CEO, Chief Operating Officer, Branch Director in the Company.
- (iv) Have the Certificate in Basics on securities and securities market and Certificate in Law on the securities and securities market.
- (v) Not concurrently hold other positions in the Company.

Section 3

BOARD OF MANAGEMENT

Article 44. Composition, obligations and powers of the Board of Management

- 44.1 The composition of the Board of Management of the Company shall include: the CEO and a few Chief Operating Officer (if any).
- 44.2 The members of the Board of Management shall be hired or appointed by the Board of Directors. The CEO and CHIEF OPERATING OFFICERS may concurrently be members of the BOD, appointed or dismissed by the BOD with a resolution.
- 44.3 The term of the CEO shall not exceed five (5) years; the CEO may be re-appointed for an unlimited

number of terms.

the Law

44.4 The Board of Management shall formulate working regulations for the Board of Directors to approve, the working regulations shall contain at least the following basic items:

- (i) Specific responsibilities and duties of members of the Board of Management;
- (ii) Regulations on order and procedures for holding and participation in meetings;
- (iii) Responsibility of the Board of Management for reporting to the Board of Directors or the Supervisory Board.

44.5 Rights and obligations of the CEO

- (i) The CEO shall manage the day-to-day business operations of the Company; shall be subject to supervision by the Board of Directors and shall be responsible to the Board of Directors and before the Law for the performance of his or her delegated duties. At the decision of the Chairman – Legal Representative, the specific duties and powers of the CEO shall comprise:
 - (ii) The CEO has the follow rights and obligations:
 - (a) To make decisions on all issues relating to the day-to-day business operations of the Company not requiring resolutions of the Board of Directors.
 - (b) To organize the implementation of resolutions of the Board of Directors.
 - (c) To organize the implementation of business plans and investment plans of the Company.
 - (d) To make recommendations on the regulations on internal management of the Company.
 - (e) To decide the organizational structure (Divisions/Departments) of the Company.
 - (f) To appoint, remove and dismiss managerial positions in the Company, except for those subject to the approval of the Board of Directors.
 - (g) To make recommendations on plans for using profit or dealing with business losses.
 - (h) To recruit employees; deciding on the salary and benefits of those within the scope of the CEO's power.
 - (i) Other powers and duties stipulated in the labour contract signed between the CEO and the Company in accordance with the resolution of the Board of Directors.
 - (j) Other tasks assigned by the Board of Director in conformity with existing Law.

Article 45. Operating principles, Rights and Obligations of members of the Board of Management

45.1 Operating principles of members of the Board of Management:

- (i) Perform assigned rights and duties in accordance with the Law, the company's Charter, decisions of the General Shareholders' Meeting, the Board of Directors.
- (ii) Perform the given rights and obligations in an honest, careful manner to serve the best legitimate interests of the company.
- (iii) Act in the best interest of the company; not use the company's business opportunities, information, secrets; not abuse power or position; not use the company's property for self-seeking purpose or serve the interests of another entity.
- (iv) Provide the company with timely, sufficient, and accurate information about the enterprises in which they and their related person own or have the controlling stake or shares.
- (v) The members of the Board of Management cannot receive a raise in salaries or bonuses if the Company is not able to pay due debts.
- (vi) The CEO, CHIEF OPERATING OFFICER cannot concurrently work for other securities firm, fund management firm or any other enterprise; the CEO cannot be a member of the BOD, Board of Members of another securities company.

45.2 Rights of member of the Board of Management:

- (i) Members of the Board of Management shall receive remuneration and bonuses according to the business result. The total remuneration of the Board of Management shall be decided by the Board of Directors.
- (ii) The total remuneration paid to the members of the Board of Management and the remuneration paid to each member is considered as Company's business expense; shall be recorded as a separate item in the company's financial statement and must be recorded in details in the annual report of the Company.

Article 46. Standards and conditions of Chief Executive Officer

- 46.1 To have full capacity for civil acts and not being prohibited from management of enterprises by the Law on Enterprises, not being a person who faced or is facing criminal prosecution, served or is serving a prison sentence, or deprived of the right to work in securities business by a court as prescribed by the Law;
- 46.2 To have qualifications in and at least three (02) years of experience in the financial, banking, securities or business administration sectors;
- 46.3 To have practicing certificate in financial analysis or practicing certificate in fund management;
- 46.4 Not being concurrently a member of Board of Directors, member of the Members' Council of another securities company; not working concurrently to other enterprises.

- 46.5 Was not sanctioned by the State Securities Commission under the Securities Law and securities market within the last six (06) months.

Article 47. Appointment, dismissal of the Chief Executive Officer

Tổng Giám đốc Công ty bị miễn nhiệm, bãi nhiệm trong các trường hợp sau:

- 47.1 The CEO is no longer satisfies the qualifications and conditions as prescribed in Article 44 of this Charter.
- 47.2 A written resignation is sent to the head office of the Company by CEO and approved.
- 47.3 At the decision of the Board of Directors.

Article 48. Internal Control System under the Board of Management

- 48.1 The Internal Control System is consisted of the operation system, independent human resource and regulations.
- 48.2 The Internal Control Unit is responsible for controlling the compliance within the Company regarding the following aspects:
- (i) Supervise the compliance with the provisions of the Law, the Company's Charter, resolutions of the General Shareholders' Meeting, resolutions of the Board of Directors, rules, operational processes and risk management procedures of the Company, of relevant units and individuals within the Company operating in securities sector.
 - (ii) Supervise the implementation on internal regulations, the potential conflicts of interest within the Company, particularly in respect of the business activities of the Company and individual transactions of the Company's employees; supervise the enforcement of obligations of Managers and employees in the Company, enforcement of obligations of partners regarding the authorized activities.
 - (iii) Review the contents of and supervise the implementation of the rules of professional conduct.
 - (iv) Supervise the compliance with regulations of financial safety.
 - (v) Separate the clients' assets.
 - (vi) Protect and preserve clients' assets.
 - (vii) Control the compliance with the Law on anti-money laundering.
 - (viii) Other tasks as assigned by the CEO and in compliance with the Law.
- 48.3 Criteria and conditions for personnel of the Internal Control Unit:
- (i) Appoint at least 01 employee to be internal control staff.

- (ii) The Head of Internal Control Unit must have qualifications in Law, accounting, audit; have sufficient experience, prestige and competence to effectively execute assigned tasks.
- (iii) Not being related person to the heads of professional departments, task executors, the Chief Executive Officer, Chief Operating Officer, Branch Directors in the Company.
- (iv) Have practicing license or a certificate in Basics of securities and securities market". certificate in "Securities Law and securities market".
- (v) Not concurrently take another job in the Company.

Section 4 SUPERVISORY BOARD

Article 49. Composition and term of the Supervisory Board

- 49.1 The Supervisory Board are composed of 03 or 05 members.
- 49.2 The term of a member of Supervisory Board is up to 05 years without term limit. If term of office of all Supervisors expires at the same time and Supervisors of the new term are not elected, the retiring Supervisors shall keep performing their rights and obligations until Supervisors of a new term are elected and take office.
- 49.2 Members of the Supervisory Board are elected by the General Shareholders' Meeting on the principle of cumulative voting.
- 49.3 Over a half of the Supervisory Board must be permanently residing in Vietnam. The Head of the Supervisory Board shall have the rights and responsibilities as follows:
- (i) Convene the Supervisory Board meeting and act as the Chairman;
 - (ii) Request the Company to provide relevant information to report the members of the Supervisory Board.
 - (iii) Prepare and sign the report of the Supervisory Board after consultation with the Board of Directors to be submitted to the General Shareholders' Meeting.

Article 50. Rights and obligations of the Supervisory Board

- 50.1 Obligations of the Supervisory Board:
- (i) Supervise the Board of Directors, Director and the Chief Executive Officer in managing the Company.
 - (ii) Inspect the rationality, legitimacy, truthfulness, and prudence in the management and business operations; systematicness, consistency and standardization of accounting, statistics and financial reporting.
 - (iii) Inspect the sufficiency, legitimacy, and truthfulness of business outcome reports, annual and biannual financial statements of the Company, assessment report of the

management of the Board of Directors and submit the inspection report at the annual General meeting.

- (iv) Examine contracts, transactions with related persons within the scope of approval of the General Shareholders' Meeting or the BOD and give necessary recommendations.
- (v) Examine and assess the efficiency of the internal control, internal audit, risk management and early warning system.
- (vi) Examine the accounting book, accounting record and other document, the management process when necessary or by the decision of the General meeting or at the request of one or a group of shareholders as prescribed in clause 22.2 Article 22 of this Charter.
- (vii) If there is a request from individual shareholders or a group of shareholders provided for in clause 22.3 Article 22 of this Charter, the Supervisory Board shall investigate within seven (07) working days from the date of receipt thereof. Within fifteen (15) days from the end of the inspection, the Supervisory Board shall report the issues to the Board of Directors and the shareholder or group of shareholders who made the request. The inspection mentioned in this Clause must not obstruct the normal operation of the Board of Directors and must not interrupt the company's business administration.
- (viii) Propose changes and improvements to the organizational structure, management, supervision, and operation of the Company to the Board of Directors or the General Shareholders' Meeting.
- (ix) When a member of the Board of Management or the Board of Directors is found committing violations against the Law or the company's charter, which infringe the rights and benefits of the company, shareholders or clients, Internal Control shall immediately notify the Board of Management in writing and request the violator to stop committing such violations, and concurrently take remedial measures. If the violations are serious or the violator fails to stop committing them by the deadline, the Control Board shall convene a General Shareholders' Meeting to work out a solution. The Supervisory Board must inform breaches of the Law in writing to the SSC within seven (07) working days from the date of detection.
- (x) Upon detection of a member of the Board of Directors, or the Chief Executive Officer breaching the obligations of a manager of the Company as stipulated in the Law on Enterprises or this Charter, the Supervisory Board shall give immediate written notice to the Board of Directors and request the person to cease the breach and take measures to remedy any consequences.
- (xi) Other duties assigned by the General Shareholders' Meeting.

50.2 Rights of the Supervisory Board:

- (i) Hire independent consultants and the Company's internal audit department of the Company to perform given duties.
- (ii) Seek opinions of the Board of Directors before submitting reports, conclusions, and proposals to the General Shareholders' Meeting.

- (iii) Be entitled to complete access of the following information:
 - (a) Invitations, absentee ballots, and enclosed documents shall be sent to the Supervisory Board at the same time and in the same manner as Members of the Board of Directors.
 - (b) Decision, resolution and minute of the General Shareholders' Meeting and BOD meeting.
 - (c) Resolutions and minutes of meetings of the Board of Directors and General Meetings of Shareholders shall be sent to the Supervisory Board at the same time and in the same manner as shareholders and Members of the Board of Directors.
 - (d) Supervisors are entitled to access documents of the company which are kept at the headquarter, branches, and other locations; entitled to enter working places of Managers and employees of the Company during working hours.
 - (e) The Board of Directors, members of the Board of Directors, Chief Executive Officer, and other Managers must provide sufficient, accurate, and timely information, documents about the management of the company at the request of members of the Supervisors or the Supervisory Board.
- (iv) Members of the Supervisory Board shall receive remuneration and other benefits under decisions of the General Shareholders' Meeting and in accordance with the Law.

50.3 Obligations of the Supervisory Board:

- (i) Comply with the Law, the Company's Charter, decisions of the Shareholders' Meeting and professional ethics in exercising assigned rights and tasks.
- (ii) Perform the given rights and obligations with honesty, prudence and in the best interest of the Company.
- (iii) Act in the best interest of the Company and its shareholders; do not use information, industry secrets, business opportunities or assets of the Company or misuse one's position, power, for self-seeking purposes or serving the interest of other entities.
- (iv) Other duties as provided for by the Law and this Charter.

50.4 The Supervisor who violates regulations in Article 50.3 and thus causes damage to the company or other persons shall take personal responsibility or pay compensation for such damage. All incomes and other benefits of such Supervisor shall be returned to the Company.

50.5 If a Supervisor is found committing violations while exercising his/her given rights and obligations, the Board of Directors shall send a written notification to the Supervisory Board, requesting the violator to stop the violations and take remedial measures.

Article 51. Operations and meetings of the Supervisory Board

- 51.1 The Supervisory Board must issue regulations on supervisory process which must be approved by the General Shareholders' Meeting.
- 51.2 The Supervisory Board shall meet at least two (02) times per year. The meeting minute must be recorded and stored properly.
- 51.3 The Supervisory Board meeting shall take place if at least two thirds (2/3) of the members attend the meeting.

Article 52. Standards and conditions of Supervisors

- 52.1 Be legally competent and not banned from establishing and managing businesses as prescribed in clause 2 Article 17 of the Law on Enterprises;
- 52.2 Not hold any managerial position in the Company, not necessarily a shareholder or employee of the Company.
- 52.3 Not related to a member of the BOD or the BOM.
- 52.4 The Head of the Supervisory Board may not concurrently be a member of the Supervisory Board or manager of another securities company.
- 52.5 Having professional qualifications in economic, finance, accounting, auditing, law, business administration or professional qualifications or related majors in the financial or banking industry.

Article 53. Dismissal of members of the Supervisory Board

- 53.1 One person is no longer a member of the Supervisory Board in the following cases:
 - (i) No longer satisfies the standards and conditions to be a Supervisor prescribed in Article 52 this Charter.
 - (ii) Fails to perform his/her rights and obligations for six (06) consecutive months, except for force majeure events.
 - (iii) A written resignation is sent to the head office of the Company and approved.
 - (iv) At the decision of the General Shareholders' Meeting.
- 53.2 Where the Supervisory Board fails to fulfill its missions and assignments; and commits a serious breach of its obligations, threatening to cause loss and damage to the Company, the chairman of the Members' Council shall report to the company owner to consider removal of the incumbent Supervisory Board and election of a new Supervisory Board to replace him/her.

Chapter IV HANDLING OF RELATIONSHIPS WITH RELATED PARTIES

Article 54. Potential disputes

- 54.1 Cases shall be deemed as a dispute between the Company and the relevant partners when

disputes or complaints arise between:

- (i) The shareholders and the Company.
- (ii) Shareholders and the Board of Directors, the Chairman of the Board of Directors, members of the Board of Management, Supervisory Board, members of the Supervisory Board, Board of Management.
- (iii) Clients or other relevant partners of the Company.

54.2 Causes of dispute: Disputes related to the operation of the Company, the rights of the shareholders defined in the Charter or any rights and obligations prescribed by the Law on Enterprises, other Law or administrative regulations.

Article 55. Dispute resolution

55.1 Negotiation and reconciliation: Involved parties will try to resolve the dispute through negotiation and reconciliation. The Chairman of the Board of Directors or the person authorized will take the lead to resolve disputes, unless the dispute is related to the Board of Directors or the Chairman of the Board of Directors. In case of disputes are related to the Board of Directors and the Chairman of the Board, any party may request to appoint an independent expert to act as an arbitrator for the dispute resolution process.

55.2 Refer the disputes to arbitration tribunal or court: In case conciliation decision fails to be reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, either party may refer the dispute to an arbitration tribunal or court of competent jurisdiction.

55.3 Costs of negotiation, mediation and arbitration or court costs:

- (i) The parties will bear its costs related to the procedure of negotiation and reconciliation.
- (ii) Who will bear cost of the arbitration and court shall be decided by the Arbitration and Court in accordance with the Law.

Article 56. Transactions subject to approval

56.1 Members of the Board of Directors, CEO and Managers of the company are not allowed to use the Company's business opportunities for personal interest; or use information obtained through their position for personal gain or for the interests of other entity or individuals.

56.2 Members of the Board of Directors, CEO and Managers have the obligation to notify the Board of Directors of all the interests that could conflict with the interests of the Company that they may otherwise enjoy through economic entities, transactions or other individuals. The above-mentioned opportunities can only be taken when the members of the Board of Directors who have no involvement in such interest has decided not to investigate this issue.

56.3 The Company is not allowed to grant loans, guarantees, or credits to members of the Board of Directors, CEO, Managers and their family or legal entity that these people enjoy financial interests from, unless otherwise decided by the General Shareholders' Meeting.

- 56.4 Contracts and transactions between the Company with the following entities must be considered and approved by the Board of Directors:
- (i) Shareholders, authorized representatives of shareholders who own at least ten percent (10%) of the total ordinary shares of the Company and their related persons.
 - (ii) Members of the Board of Directors, of the Board of Management and their related persons.
 - (iii) Companies affiliated with members of the BOD and BOM.
- 56.5 The Board of Directors approves the investment or sale of assets valued less than fifty percent (50%) of the total asset value recorded in the Company's latest financial statement; and approve the sales – purchase contract, loan (borrowing), lending and other contracts valued at fifty percent (50%) or more of total asset value recorded in the Company's latest financial statement. In this case, the person representing the Company to sign the contract must notify the members of BOD on the related subjects to the contract/transaction; with a draft of the contract or the main content of the transaction.
- 56.6 The General Shareholders' Meeting approves contracts and transactions not prescribed in Clause 56.5 of this Article. In this case, the representative of the Company signing the contract must notify The Board of Directors about the entities related to that contract or transaction, with a draft contract or the main content of the transaction. The BOD shall submit the draft contract or explain the main content of the transaction at the General Shareholders' Meeting or get shareholders' written opinions. In this case, shareholders with relevant interests do not have the voting right. The contract or transaction shall be accepted when it is vote for by a number of shareholders that represents 65% of the remaining votes.
- 54.7 Contracts, transactions shall be invalid and settled in accordance with the Law if they are executed without compliance with clause 56.5 and 56.6 of this Article, causing damage to the Company. Persons who sign the contracts, the shareholders, members of the BOD or BOM and related persons who are parties to the contracts shall be jointly responsible for damages and reimburse to the Company the interests received by them from such contracts, transactions.
- 56.8 Members of the Board of Directors, members of the Supervisory Board, members of the Board of Management must declare their related interests with the Company in accordance with Clause 2 Article 164 of the Law on Enterprises.

Article 57. Liabilities for damage and compensation

- 57.1 Member of the Board of Directors, CEO and Company's Managers who fails to fulfill their obligations will be responsible for damages caused by their violation.
- 57.2 The Company shall compensate the persons who have been, are or may become a related party in claims, lawsuits or prosecutions (including civil, administrative and not the ones where the Company is the plaintiff) if that person was or is a member of the Board of Directors, a member of the Supervisory Board, a member of the Board of Directors, an employee or an authorized representative of the Company who has been or is performing duties authorized by the Company. Compensated expenses include: costs incurred (including attorneys' fees), judgment costs, fines,

payable amounts actually incurred or considered reasonable to the extent permitted by law, provided that the person acted honestly, diligently, with professional competence and in a manner that he or she believes is for the interests or is not against the best interests of the Company, on the basis of compliance with the Law and there is no discovery or confirmation that the person has violated his obligations. The Company has the right to buy insurance for such people to avoid the above compensation liabilities.

Article 58. Reporting and information disclosure

58.1 Disclosure obligations:

- (i) The Company must follow the information disclosure regime, regular and ad hoc reporting in accordance with the Securities Law and securities market or at the request of the competent State agency in an adequate and timely manner. The Company shall be liable for the accuracy and truthfulness of the information and data disclosed or reported.
- (ii) The disclosure is made in a manner to ensure that shareholders and the public investors can have equal access to information at the same time. The language used in the disclosure of information should be clear and easy to understand to avoid confusion to shareholders and the public investors.

58.2 Contents to be disclosed:

- (i) The Company shall disclose information concerning its performance, including:
 - (a) Disclose financial statements, reports on prudential financial ratios and other reports on a regular basis in accordance with the Law.
 - (b) Disclose unusual information within 24 hours since occurrence or detection of the event as prescribed by the Law.
 - (c) Disclose information upon request of the competent authorities.
- (ii) The Company must disclose information about the corporate governance in annual Shareholders' Meetings and annual financial statements.

58.3 Implementation of information disclosure: The Company shall develop and issue regulations on information disclosure in alignment with the Securities Law and guiding documents and appoint at least one officer in charge of information disclosure who meets the following requirements:

- (i) Possess knowledge of accounting, finance and adequate IT skills.
- (ii) Publicize name, office phone number for shareholders to easily contact.
- (iii) Have enough time to perform their functions, especially in communicating with shareholders, receiving their feedback on disclosure of information and other corporate governance issues on a regular basis as prescribed by the Law.

58.4 Information discloser: The disclosure must be done by legal representatives of the Company or a

person authorized to disclose information. The Company's legal representative shall be liable for the content of information disclosed.

Chapter V RIGHT TO COMPANY PROFILE AND DOCUMENT

Article 59. Right to look up documents of the Company

- 59.1 A common shareholder has the right to review, look up and extract information about names and contacts in the list of shareholders with voting rights; request to correct his inaccurate information; review, look up, extract or copy the Company's Charter, minutes of the General Shareholders' Meeting and resolutions of the General Shareholders' Meeting.
- 59.2 A shareholder or a group of shareholders holding 05% or more of common shares for at least six (06) consecutive months has the right to review, look up, extract the minutes and resolutions, and decisions, BOD resolutions, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions approved by the BOD and other documents, except for documents related to trade secrets and the Company's business secret.
- 59.3 In case the authorized representative of a shareholder and a group of shareholders request to look up documentation, there must be a power of attorney from said shareholder or group of shareholders or a notarized copy of this authorization.
- 59.4 Members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other executives have the right to look up the Shareholder Register, list of shareholders, other documents and records for purposes related to their position on the condition that this information is kept confidential.
- 59.5 The Company must keep this Charter and its amendments, Certificate of business registration, regulations, documents proving ownership, resolutions of the General Shareholders' Meeting and Board of Directors, minutes of General Shareholders' Meeting and Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents other in accordance with the provisions of the Law at the head office or at another place provided that the shareholders and the Business Registration Office are informed of the location.
- 59.6 Shareholders are entitled to be provided with a copy of the Company Charter free of charge by the Company. The company's Charter must be published on the Company's website.

Chapter VI COMPANY SEAL

Article 60. Company Seal

- 60.1 The Company Seal includes the seal made at a competent agency or the seal in the form of a digital signature in accordance with the Law on electronic transactions.
- 60.2 The Board of Directors decides the type, quantity, form and content of the seal for the Company, the branch, representative office (if any).
- 60.3 The legal representative, Chairman of the Board of Directors, the CEO use and manage the seal in accordance with the current law and the internal regulations of the Company.

Chapter VII
FINANCIAL MANAGEMENT AND ACCOUNTING

Article 61. Fiscal year

- 61.1 The fiscal year of the Company commences on the 1st January and ends on the 31st December of every calendar year.
- 61.2 The first fiscal year of the Company shall start on the date of establishment and shall end on 31 December of that year. Where the first fiscal year of the Company is less than four (4) months, the financial statements for such year shall be audited together with the [financial] statements for the next fiscal year.

Article 62. Accounting System

- 62.1 The Company shall use the Vietnamese Accounting System (VAS) or an accounting system approved by the Ministry of Finance and shall comply with accounting regimes applicable to securities companies issued by the Ministry of Finance and their guidelines. The Company shall be subject to the inspection of State bodies regarding implementation of the accounting and statistic regimes.
- 62.2 The Company must prepare books of accounts in Vietnamese and archive files and books of accounts in accordance with the form of business of the Company. Files and books of accounts must be correct, updated, systematic and sufficient to prove and explain the transactions of the Company.
- 62.3 The Company's primary currency is Vietnam Dong.

Article 63. Auditing

- 63.1 Annual financial statements and reports on financial prudential ratios as at 31 December and semi-annual financial statements and reports on financial prudential ratios as at 30 June of the Company must be audited and checked by an independent auditor.
- 63.2 Independent audit firm and their staff performing the audit for the Company must be first approved by the State Securities Commission. Annual General Shareholders' Meeting shall authorize the Board of Directors to select one of these for conducting audit of the Company for the next fiscal year based on the Terms and Conditions agreed with the Board of Directors. Securities companies may not change the approved auditor within the fiscal year, unless the parent company changes their approved auditor or the approved auditor is suspended or disqualified.
- 63.3 After the end of the fiscal year, the Company shall prepare and submit annual financial statements to the independent audit firm. Independent auditing firm shall verify and certify the Company's annual financial statements showing the Company's revenues and expenses, prepare the audit report to submit to the Board of Directors within 60 days from the end of the fiscal year.

- 63.4 A copy of the audit report shall be attached to the Company's annual financial statements.
- 63.5 Auditors performing the audit shall be allowed to attend any general meeting of the Shareholders and be entitled to receive the same notices and other information related to the Shareholders' General Meeting as the shareholders and voice their opinions in the Meeting on audit-related issues.

Article 64. Bank Account

- 64.1 The Company opens accounts at Vietnamese banks or branches of foreign banks operating in Vietnam.
- 64.2 By the approval of competent authorities, the Company can open an offshore account in compliance with the Law.

Article 65. Principles of profit distribution

- 65.1 The Company's Owner shall make a decision on use of profit after fulfilling its tax obligations and other financial obligations in accordance with the Law and ensuring payment of debts and Asset obligations are due after the distribution of profits.
- 65.2 The General Shareholders' Meeting shall decide on the payment/distribution of dividend, earnings and bonuses from retained earnings of the Company.
- 65.3 The Board of Directors may decide to pay interim dividends if they deem such payment matches with the profitability of the Company.
- 65.4 The Board of Directors shall decide on the date of finalizing the list of shareholders and payment date of dividends, profits, bonuses under the plan approved by the General Shareholders' Meeting.
- 65.5 Where dividends or other amounts related to a type of shares are paid in cash payment must be made in VND. Payment can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company made a transfer according to the correct banking details provided by a shareholder, but that shareholder did not receive the money, the Company shall take responsibility for this amount.
- 65.6 Other issues related to profit distribution are performed in accordance with the Law.

Article 66. Dealing with losses in business

Losses of last year will be processed in the next year if the Company makes profit in that year.

Article 67. Distribution to funds

- 67.1 Every year, part of the Company's profits shall be distributed to the following funds:
- (i) Reserve funds to increase charter capital.

- (ii) Financial and operational risk reserve funds.
 - (iii) Bonus and welfare fund.
 - (iv) Other funds stipulated by the Law or the General meetings of Shareholders.
- 67.2 The rate of appropriation, limit of appropriation and the management and use of funds specified in Clause 67.1 of this Article complies with applicable laws.

Chapter VIII RESTRUCTURING, DISMISSAL AND BANKRUPTCY OF THE COMPANY

Article 68. Company restructuring

- 68.1 The Company shall be consolidated, merged, or transformed upon approval of the SSC.
- 68.2 The order and procedures for consolidation, merger or transformation shall follow the Law on Enterprisess, Securities Law and relevant Law.

Article 69. Dissolution

- 69.1 The Company shall be dissolved or terminate in either of the following cases:
- (i) The General Shareholders' Meeting decides to dismiss the Company before expiration and be approved by the SSC.
 - (ii) SSC revokes licenses of establishment and operation or the Court declares to initiate bankruptcy procedures in accordance with applicable Law.
 - (iii) The company fails to maintain the minimum number of members prescribed by this Law for 06 consecutive months without following procedures for business conversion.
 - (iv) Other cases prescribed by the Law.
- 69.2 The Company shall only be dismissed if all debts and liabilities can be settled, and the Company is not involved in any dispute at a court or arbitration tribunal.
- 69.3 The process, procedures and dossiers of dismissal shall follow the provisions of this Charter, the Law on Enterprisess, the Securities Law and guiding documents.
- 69.4 Following the decision to dismiss the Company, the Board of Directors shall establish the Liquidation Committee to settle the Company's assets at the time of dissolution. Since that time, the Liquidation Committee shall represent the Company in all issues related to the liquidation of the Company before courts and administrative agencies.

Article 70. Bankruptcy

The bankruptcy of the Company shall follow the provisions of the Law on bankruptcy of enterprises

operating in the fields of finance and banking.

Chapter IX SUPPLEMENTATION AND AMENDMENT TO THE CHARTER

Article 71. Supplementation and amendment to the Charter

- 71.1 Amendments and supplements to this Charter shall be considered and decided by the General Shareholders' Meeting.
- 71.2 Where the provisions of the Law relating to the Company's operations are not mentioned in this Charter or where new rules of the Law specifically regulating the operation of securities company conflict with the terms of this Charter, the provisions of the Law shall prevail, and The Company's Charter shall be adjusted accordingly.

Chapter X EFFECTIVENESS

Article 72. Date of effectiveness

- 72.1 This Charter includes ten (10) Chapters, seventy-two (72) Articles and is approved by the General Shareholders' Meeting dated 29 June 2021 at the General Shareholders' Meeting 2021.
- 72.2 This Charter is made in English and Vietnamese versions with the same validity. In case of consistency between English and Vietnamese version, Vietnamese version shall prevail.
- 72.3 Any reproduced version or excerpt of the Charter shall be deemed valid with the signature of the Chairman of the Board of Directors (or the authorized person) or of at least one half (1/2) of the members of the Board of Directors.
- 72.4 This Charter shall take effect from the approval date as specified in Article 66.1.
- 72.5 Signature of VNSC's legal representative.

LEGAL REPRESENTATIVE

Chairman



NA SUNGSOO