

DRAFT

KIS VIET NAM SECURITIES CORPORATION

THE CHARTER

Ho Chi Minh City, January 2026

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LEGAL BASIS

- Law on Enterprises No. 59/2020/QH14 passed by National Assembly of Socialist of Republic of Vietnam dated June 17, 2020 and effective as of January 01, 2021 and guidelines for implementation of the Law on Enterprises;
- Law on Securities No. 54/2019/QH14 passed by National Assembly of Socialist of Republic of Vietnam dated November 26, 2019 and effective as of January 01, 2021 and other guidelines on implementing Law on Securities.

List of Shareholders as of the effective date of this Company Charter:

No	Transaction name	Business registration certificate/ ID number	Head office/ Address	Capital contribution
1	Korea Investment & Securities Co., Ltd	Business registration certificate No. 116-81-04504 issued by Tax Department of Yeongdungpo district dated August 08, 1974	27-1 Yeouido-dong, yeongdeungpo-gu, Seoul, Republic of Korea.	Contribution of 4,542,246,550,000 Dong equivalent to 99.8363% of Charter Capital
2	Other Shareholders	Attached Shareholder list		Contribution of 7,446,490,000 Dong equivalent to 0.1637% of Charter Capital
	TOTAL			4,549,693,040,000 Dong

CHAPTER I. **GENERAL PROVISIONS**

Article 1. Terminology

1. Unless the articles or context of this Charter stipulate otherwise, the following terms shall be constructed as follows:
 - a. **“Company”** means KIS Viet Nam Securities Corporation.
 - b. **“Charter Capital”** means the total par value of shares issued by the Company, fully paid by shareholders and stated in the Company's Charter.
 - c. **“Shareholder”** means the individual, organization that holds at least a share of the Company.
 - d. **“Major Shareholder”** means the Shareholder owning from five (05) or more percent of the number of shares with voting rights of the Company.
 - dd. **“Managers of the Company”** means Chairman of Board of Director, the member of Board of Director, the member of Board of Management, Branch Director and individuals holding other management positions who are authorized to sign transactions on behalf of the Company in accordance with the provisions of this Charter.
 - e. **“Related person”** means individual or organization with interactive relations in accordance with Law on Enterprises and Law on Securities.
 - g. **“Law”** means all laws, ordinances, decrees, stipulations, circulars, decisions and other legal documents promulgated by Vietnamese State agencies from time to time related to the Company's activities.
 - h. **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019.
 - i. **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
 - k. **“SSC”** stands for the State Securities Commission.
2. In this Charter, a reference to one or some regulations or documents shall comprise amendments to or replacements of such provisions or documents.
3. Titles are included for convenience only and do not affect the meaning of this Charter. Terminologies defined in the Law on Enterprises and Law on Securities shall bear similar meaning in this Charter unless otherwise construed for various subjects or in various contexts.

Article 2. Name, constitution, offices, operational network and duration of the Company

1. Name of the Company
 - Full name in Vietnamese: **CÔNG TY CỔ PHẦN CHỨNG KHOÁN KIS VIỆT NAM**
 - Transaction name: **CÔNG TY CỔ PHẦN CHỨNG KHOÁN KIS VIỆT NAM**
 - English name: **KIS VIET NAM SECURITIES CORPORATION**
 - Abbreviation name: **KIS**
2. Legal constitution of the Company:

Joint-stock company are incorporated and operated according to the Securities Law and other regulations of the Socialist Republic of Vietnam.
3. Head office:

- Head office: Level 3 and Level 11, ROX Tower, 180-192 Nguyen Cong Tru Street, Ben Thanh Ward, Ho Chi Minh City.
- Tel: (84-28) 39148585 Fax: (84-28) 38216898
- Website: www.kisvn.vn

Change of head office shall comply with Law on Securities and decision by the General Meeting of Shareholders.

4. Operational network:
 - a. The Company can establish, close, consolidate, merge, divide branches, transaction office and representative offices in local or overseas to support the target of the Company, in compliance with the decision of the Board of Directors to the extent permitted by law;
 - b. Branches, transaction offices and representative offices are direct units of the Company that assume all liabilities for activities of its branches, transaction offices and representative offices;
 - c. The Company shall only conduct services on securities and securities-related services at the head office, branches and transaction offices that have been approved by the SSC;
 - d. Names of branches, transaction offices and representative offices must contain the Company's name, phrases such as "branch, transaction office or representative office", and distinctive name.
5. The duration of the Company shall commence on the date of incorporation and be indefinite, except for the case of premature termination of operation as prescribed in this Charter.
6. Establishment and operation license of the first securities company No. 56/UBCK-GPHDKD dated 5/7/2007 issued by SSC.

Article 3. Legal representative

1. The legal representative of the Company is the person, on the Company's behalf, executing the Company's rights and obligations arising from its transactions, representing the Company as a defendant, plaintiff, persons with related rights and obligations before the Arbitration or a Court, and other rights and obligations as prescribed by Law.
2. The legal representative of the Company is the General Director. The General Director shall be responsible for operation of the Company as prescribed in clause 4 Article 43 of this Charter.
3. When the legal representative leaves Vietnam, he/she must authorize in writing another person to perform the rights and duties of the legal representative. In this case, the legal representative is still responsible for the performance of the authorized rights and duties.
4. In case of expiration of the authorization period under clause 3 of this Article but the legal representative is still absent from Vietnam and does not give any other authorizes, the person authorized shall carry on the legal representative's rights and duties within the scope of commission until the legal representative's resumption of work at the Company or until the appointment of another legal representative by the Board of Directors.
5. If the legal representative is not present in Vietnam for over thirty (30) days without authorizing another person to perform the rights and duties of the legal representative or is dead, missing, facing criminal prosecution, kept in temporary detention, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, has

limited legal capacity or is incapacitated, has difficulty controlling his/her own behaviors, is banned by the court from holding certain posts, practicing certain professions or doing certain works, the Board of Directors shall appoint another legal representative.

6. In special cases, a Court may designate a legal representative for the Court's proceedings.

CHAPTER II.

OBJECTIVES, PRINCIPLES AND SCOPE OF OPERATION

Article 4. Scope of operation

1. The Company's business lines include:
 - Securities brokerage;
 - Securities self-trading;
 - Securities underwriting;
 - Securities investment consultancy.
2. In addition to securities trading operations specified in clause 1 of this Article, the Company can provide services for securities depository, financial consultancy, mandated management of investors' securities trading accounts and other financial services as prescribed by the Ministry of Finance.
3. The Company can add or remove one or some business as stated in clause 1 of this Article upon the SSC's approval.
4. The Company shall carry out any business forms which are allowed by Law.
5. The Company shall operate in the territory of the Socialist Republic of Vietnam and abroad in accordance with current law.

Article 5. Objectives

1. The Company's objectives: The Company is established for business in the fields of securities, financial investment with the purpose of profit; bringing dividend to Shareholders; creating jobs and stable income for employees; performing all obligations to state budget and developing the Company.
2. If an approval for any of such objectives is required, the Company shall perform such objectives only after competent agency's approval.

Article 6. Securities business principles

1. Comply with the Law on securities, securities market and relevant regulations;
2. Perform a fair and honest business;
3. Issue and comply with business processes, internal control and risk management procedures, code of ethics in accordance with the Company's business operations;
4. Maintain human resources, capital and facilities necessary for securities business and in compliance with the Laws;
5. Keep separately work space, personnel, data systems and reports of specialized divisions in order to prevent conflicts of interest between the Company and clients and among clients. The

- Company must inform clients in advance of possible conflicts of interest among the Company, practitioners and clients;
6. Appoint securities practitioners, which are suitable with the business. Securities practitioners who perform self-trading shall not perform securities brokers;
 7. Price forecast or recommendations on transactions related to a particular security given on mass media shall indicate the basis of the analysis and sources of information quoted.

CHAPTER III. CHARTER CAPITAL, SHARES, SHAREHOLDERS

Section 1 CHARTER CAPITAL, SHARES

Article 7. Charter Capital

1. The Charter Capital of the Company is 4,549,693,040,000 Dong (in word: Four thousand five hundred forty-nine billion, six hundred ninety-three million, forty thousand dong).
Total Charter Capital of the Company is divided into 454,969,304 (in word: Four hundred fifty-four million, nine hundred sixty-nine thousand, three hundred and four) ordinary shares. Face value of a share is 10,000 (ten thousand) Vietnam Dong.
Ordinary shares: Each ordinary share has one (01) vote. Holders of ordinary shares are ordinary Shareholders.
2. The Company may change its Charter capital upon approval of the General Meeting of Shareholders in accordance with this Charter and Law.
3. The shares of the Company on the date of adoption of this Charter include ordinary shares. Rights and obligations of shareholders holding each type of shares are specified in this Charter.
4. The Company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. The Company may purchase shares issued by the Company in the ways specified in this Charter and applicable laws.
6. The Company can issue other types of securities in accordance with the law.

Article 8. Share certificates

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.
2. The share is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. Share shall contain all information specified in clause 1 Article 121 of the Law on Enterprises.
3. Within 15 (fifteen) days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within 15 (fifteen) days from the day on which the shares are fully paid for under the Company's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.

4. Share certificates must bear the seal of the Company and the signature of an authorized person in accordance with the Company's regulations. The share certificate must clearly state the number and type of shares held by the shareholder, the full name of the holder and other information as prescribed by the Law on Enterprises.
5. In case there is an error in the content and form of shares issued by the Company, the rights and interests of its owners will not be affected. The legal representative of the Company is responsible for the damage caused by such errors.
6. In case the share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:
 - a. Information about shares that have been lost, damaged or otherwise destroyed;
 - b. The commitment to take responsibility for disputes caused by its reissuance.

Article 9. The registration of Shareholders

1. The Company must create and maintain a registration of Shareholders upon the issuance of the License for establishment and operation.
2. The registration of Shareholders may be in the form of document or an electronic file, or both.
3. The registration of Shareholder must contain essential information as prescribed in Law on Enterprises.
4. The registration of Shareholders shall be retained at the Company's head office or Vietnam Securities Depository and Clearing Corporation.
5. Chairman of the Board of Directors shall be responsible for certifying the registration of Shareholder adequately and timely. Moreover, the Chairman of the Board of Directors shall be responsible for retaining the register and ensure the accuracy of the register, prevent any damages to Shareholders or a third party due to failure of such duty.

Article 10. Other securities certificates

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

Article 11. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law.
2. Share of the Company may be transferred, inherited, given, received payment of debts by shares in accordance with the Law and this Charter.
3. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

Article 12. Redemption of shares

1. The Company shall only redeem the shares issued by the Company themselves in the manner as stipulated in this Charter and applicable laws when satisfying redemption conditions and rate in accordance with the Law.
2. Cases of redemption:
 - a. Redemption of shares at the request of Shareholder:

Shareholders who have voted not to pass a resolution on the reorganization of the Company or changes in the rights and obligations of shareholders specified in the Company's Charter have the right to request the Company to buy back their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to buy back. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes a resolution on the issues specified in this clause. The Company repurchases shares at the request of shareholders at the market price or calculated according to the principles specified in this Charter within 90 days from the date of receipt of the request.

b. Redemption of shares at the request of the Company:

The Company has the right to redeem no more than thirty percent (30%) of the ordinary shares sold. The Board of Directors is entitled to decide the redemption of shares up to 10% of the total ordinary shares of which are sold within 12 months. Other cases of share redemption shall be decided by the General Meeting of Shareholders. The redemption ratio, method, procedures shall comply with decision of the Board of Directors in accordance with this Charter and Law on Securities, Law on Enterprises and relevant regulations.

3. Conditions for payment of redeemed shares:

The Company shall only pay Shareholders for redeemed shares as prescribed in this Article, if after such payment, the Company still ensures payment of all debts and other property obligations.

4. After the payment, if the total value of assets recorded in the accounting books of the Company decreases by more than ten percent (10%), the Company must notify all creditors within fifteen (15) days from the date of full payment of the repurchased shares.

5. Shares claiming ownership of shares that have been redeemed must be destroyed immediately after the respective shares have been paid in full.

Article 13. Method of increasing or reducing the Charter Capital

1. The Company may increase or reduce its Charter Capital as approval by the General Meeting of Shareholders in accordance with the Law.

2. Method of increasing the Charter Capital:

a. Issuing new shares to raise more capital in accordance with the Law;

b. Issuing shares to pay dividends;

c. Transferring retained profits and other valid capital sources to increase the Charter Capital in accordance with the law;

d. Converting convertible bonds into shares after fullfil conditions to convert in accordance with the Law;

dd. Other method defined by Law.

3. The Board of Directors shall decide the time, method and share offering price for the number of shares entitled to be offered for sale. Issuing price may be higher than face value of shares

but not lower than market price at the offering time, unless offering for existing Shareholder in proportion to their existing shares held in the Company.

4. The General Meeting of Shareholders decides on a decrease in Charter capital of the Company, but it must satisfy conditions on legal capital in accordance with applicable laws.
5. The Company shall not use Charter capital to provide dividends, distribute or disperse assets to Shareholders of the Company under any form. In case of dissolution or bankruptcy, the asset distribution shall be implemented by this Charter and regulations on liquidation and bankruptcy.

Article 14. Issuance of Bonds

1. The Company may issue Bonds, convertible Bonds in accordance with Law and this Charter when it needs to raise capital to supplement the Company's operating capital for business development.
2. In case issuing Bonds convertible into shares, the Company shall comply with procedures corresponding to the share offering in accordance with Law on Enterprises and Law on Securities when satisfies conditions to convert in accordance with Law.
3. The Board of Directors shall decide on type of Bonds, total value of Bonds, issuing method, time offering and Bond's offering price, but the Board of Directors shall report to the General Meeting of Shareholders at the latest meeting.
4. The Company recognizes the rights of Bond holders in accordance with the Law.

Article 15. Loan capital and other capital

The Company may get loan capital from organization, credit institutions or issue debt securities to public and other mobilized forms in accordance with the Law. The Company may receive delegated capital from local or overseas, individual or organization and other capital in accordance with the Law.

Article 16. Issuance of Covered warrant and the rights of Covered warrant holders

1. Right to issue Covered warrant
 - a. Pursuant to applicable Laws and with the approval of SSC, the Company shall issue covered warrants and conduct all related transactions and operations.
 - b. Covered warrants are securities backed by collateral and issued by a securities company. They grant holders the right to buy (call covered warrant) or the right to sell (put covered warrant) the underlying securities to/from the issuer at a specified strike price on or before a predetermined date. Alternatively, holders may receive the difference between the strike price and the price of the underlying securities at that time.
2. Regulation for the right of Covered warrant holder(s)

Covered warrant holders are creditors of the debt partially covered by the Company and have the following rights:

 - a. Right to be paid in cash or transferred underlying securities according to conditions and method of payment regulated by the Company in prospectus of each issuing and in accordance with relevant Laws;
 - b. Right to be paid in cash when covered warrant(s) delisted in accordance with the Laws;

- c. Right to transfer, to give, to inherit, to pledge in civil relations in accordance with the law;
- d. Right to have priority payment in case of the Company's dissolution or bankruptcy in accordance with relevant Laws;
- dd. Other rights in accordance with the Law.

Section 2

SHAREHOLDERS, RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Article 17. Shareholders

Shareholders are individuals, organizations owning at least one (01) share of the Company. Individuals, organizations shall only become Shareholders of the Company when completed all payment and their information has been recorded in the registration of Shareholders.

Article 18. Rights of Shareholders

1. Ordinary shareholders have the following rights:
 - a. Participate and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative, or in other forms prescribed by law and the Company's Charter. Each ordinary share will have one vote;
 - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. Priority is given to buying new shares in proportion to the percentage of ordinary shares of each shareholder in the Company, except for the case of issuing new shares to a third party who is not an existing shareholder under the decision of the Board of Directors;
 - d. Transfer, give, inherit, pledge shares of the Company in accordance with this Charter and the applicable laws;
 - dd. Upon the dissolution or bankruptcy of the Company, receive a part of remaining assets in proportion to their shares in the Company after the Company paid all the debts, fulfill all obligations and refund to preferred Shareholder (if any) in accordance with the Law;
 - e. Check, look up and extract information from the List of Shareholders with voting rights, and request amendments to incorrect details;
 - g. Check, look up, transcribe or photocopy the Company's Charter, the records and Resolutions of the General Shareholders' meeting;
 - h. Request the Company to redeem shares in the cases specified in Article 12 of this Charter. The price of redeemed shares shall be calculated as follows:
 - Based on the data in the latest approved financial statement, the value of 1 share of the Company shall be calculated:

$$\text{Value per share} = \frac{\text{Capital of all Shareholders} - \text{Reward fund}}{\text{Total shares of the Company}}$$

- Equity capital is the total capital of all shareholders. Owner's equity includes the owner's investment capital; surplus equity; other capital of the owner; treasury shares; asset revaluation

difference; the exchange rate differences; development fund; financial provision fund; other funds of equity and accrued profit (or loss).

- In case the value per share is 10,000 dong/share or more, the price of redeemed shares shall be 10,000 dong/share.
- In case the value per share is lower than 10,000 dong/share, the price of redeemed shares shall be 10,000 dong/share.
- i. Be treated equally. Each share of the same class gives shareholders equal rights, obligations and interests;
- k. Have full access to periodic and extraordinary information published by the Company in accordance with the law;
- l. To have their legitimate rights and interests protected; to request suspension or cancel of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- m. Other rights as prescribed by law and this Charter.
- 2. Shareholders or groups of shareholders owning from 5% (five percent) or more of the ordinary shares have the following rights:
 - a. Review, search and extract minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Inspection, contracts and transactions that must be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company.
 - b. To request the convening of the General Meeting of Shareholders in case the Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority.

The request to convene a meeting of the General Meeting of Shareholders must be made in writing and must contain the following details: full name, contact address, number of citizen identification card, identity card, passport or certificate other lawful personal property for shareholders being individuals; name, enterprise code or establishment decision number, head office address for shareholders being organizations; number of shares and time of registration of shares of each shareholder, total number of shares of the whole group of shareholders and percentage of ownership in the total number of shares of the Company, grounds and reasons for requesting the convening of the General Meeting shareholders. The request must be accompanied by documents and evidences on violations of the Board of Directors, the extent of violations or decisions beyond its competence.

- c. Request the Board of Inspection to examine each specific issue related to the management and operation of the Company's operations when deeming it necessary. The request must be in writing; must have full name, contact address, nationality, number of citizen's identity card, identity card, passport or other lawful personal identification for shareholders being individuals; name, contact address, nationality, number of establishment decision or enterprise registration number, number of establishment and operation license for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder,

- the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; the problem to be checked, the purpose of the test...
- d. Other rights specified in the Law on Enterprises and this Charter.
 3. Shareholder or group of Shareholders owning from ten percent (10%) ordinary shares shall have the right to nominate candidates to participate in the Board of Directors and the Board of Inspection. The nomination of people to the Board of Directors and the Board of Inspection shall be carried out as follows:
 - a. Ordinary shareholders forming a group to nominate people to the Board of Directors and the Board of Inspection must notify in writing of the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors and the Board of Inspection, a shareholder or group of shareholders specified in this Clause is entitled to nominate one or several people according to the decision of the General Meeting of Shareholders as a candidate for the Board of Directors and the Board of Inspection. In case the candidate nominated by a shareholder or a group of shareholders is lower than the number of candidates who are eligible to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors, the Board of Inspection and other shareholders nominated. Nominations must be made in writing.
 4. Shareholder, group of Shareholders owning from at least one percent (1%) ordinary shares shall have the right to directly or on behalf of the Company file civil lawsuits against members of the Board of Directors, General Director in circumstances as defined by the Enterprise Law. The order and procedures for such lawsuits are governed by the regulations on civil procedure.

Article 19. Obligations of Shareholders

1. Pay in full and on time the number of shares committed to buy.
2. The contributed capital must not be withdrawn from the Company in any form, except in the case of shares being bought back by the Company or another person in accordance with the law. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and related persons in the Company must be jointly responsible for all debts and property obligations of the Company to the extent that the value of the shares has been withdrawn and the damages incurred.
3. Comply with the Company's Charter, internal regulations of the Company.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Confidentiality of the information provided by the Company in accordance with the Company's Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; It is strictly forbidden to distribute, copy or send information provided by the Company to other organizations and individuals.
6. Attend the General Meeting of Shareholders and exercise the right to vote through the following forms:

- a. Attend and vote directly at the meeting;
- b. Authorize other individuals and organizations to attend and vote at the meeting;
- c. Attend and vote through videoconferences, electronic voting or other electronic means;
- d. Send votes to the meeting via post, fax, email.
7. Ordinary Shareholder shall bear personal liability when performing the following acts on behalf of the Company:
 - a. Violate the Law;
 - b. Conduct business or transactions for personal benefit or for the benefit of other individuals, organizations;
 - c. Payment of undue debts before possible financial risk to the Company.
8. Major Shareholder shall fully and promptly notify the Company and fulfill the information disclosure obligation within the time prescribed by Law.
9. Perform other obligations in accordance with the Law.

CHAPTER IV.

ORGANIZATIONAL STRUCTURE, MANAGEMENT, OPERATION AND CONTROL THE COMPANY

Article 20. The Company's Executive Management System

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. General Director.
4. The Board of Inspection.

Section 1

THE GENERAL MEETING OF SHAREHOLDERS

Article 21. General Meeting of Shareholders

The General Meeting of Shareholders includes all Shareholders with voting right, and is the highest decision-making authority of the Company.

Article 22. Authority of the General Meeting of Shareholders

1. Rights and obligations of the General Meeting of Shareholders:
 - a. Approve on development orientation of the Company;
 - b. Make decisions on types and the total number of shares of each class which are entitled to offer for sale; make decisions on annual dividends for each type of shares;
 - c. Elect, remove or discharge members of the Board of Directors, the Board of Inspection;
 - d. Make decisions on investments and sale of assets valued from thirty five percent (35%) or more of total value of assets recorded in the latest financial statement of the Company;
 - dd. Make decisions on amendments and supplements to the Company's Charter;
 - e. Approve on annual financial statement;
 - g. Consider and deal with violations of the Board of Directors, the Board of Inspection which cause damage to the Company and Shareholders;

- h. Decide to buy back more than 10% of the total number of shares sold of each type;
 - i. Make decisions on reorganize or dissolve the Company;
 - k. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors, the Board of Inspection;
 - l. Approving internal governance regulations; operating regulations of the Board of Directors and Board of Inspection;
 - m. Approving the list of independent auditing firms; decide on an independent audit firm to inspect the Company's operations, dismiss the independent auditor when deeming it necessary;
 - n. Other rights and obligations defined by the Company and the Law.
2. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 23. Authorization to attend the General Meeting of Shareholders

1. Shareholders, authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other individuals and organizations to attend the meeting or attend the meeting through one of the forms specified in clause 6, Article 19 of this Charter.
2. The authorization for an individual or representative organization to attend the General Meeting of Shareholders as prescribed in clause 1 of this Article must be made in writing. The power of attorney is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, and the scope of the authorization, authorization duration, signatures of the authorizing party and the authorized party.

Persons authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the meeting attendee must also present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following cases occurs:
 - a. The authorizer has died, has limited civil act capacity or has lost his civil act capacity;
 - b. The authorizer has canceled the appointment of the authorization;
 - c. The authorizer has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives a notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is re-convened.

Article 24. Convention of the General Meeting of Shareholders

1. General Meeting of Shareholders
 - a. The annual General Meeting of Shareholders occurs once (01) a year. Besides, there may be extraordinary General Meeting of Shareholders. The location of the General Meeting of

- Shareholders shall be in Vietnam. In case the General Meeting of Shareholders is held in multiple places, the location of the General Meeting of Shareholders shall be the place where the Chairman is present.
- b. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the time of the Annual General Meeting of Shareholders in case of necessity but not exceeding six (06) months from the end of the fiscal year.
 2. The authority to convene the General Meeting of Shareholders
The Board of Directors is responsible for convening the annual General Meeting of Shareholders. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors consider necessary for the Company's sake;
 - b. The number of members of the Board of Directors, the Board of Inspection is less than the minimum quantity prescribed by law;
 - c. At the request of a shareholder or a group of shareholders specified in clause 2, Article 18 of this Charter;
 - d. At the request of the Board of Inspection;
 - dd. Other cases as prescribed by law and this Charter.
 3. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders within thirty (30) days from the date of occurrence of the case specified at point b, clause 2 of this Article or the date of receipt of the request specified at point c, d clause 2 of this Article. In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors must compensate for any damage incurred to the Company.
 4. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in clause 3 of this Article, within the next thirty (30) days, the Board of Inspection must replace the Board of Directors to convene the General Meeting of Shareholders. In case the Board of Inspection fails to convene the General Meeting of Shareholders as prescribed, the Head of the Board of Inspection must compensate for any damage incurred to the Company.
 5. In case the Board of Inspection fails to convene the General Meeting of Shareholders as prescribed in clause 4 of this Article, the shareholder or group of shareholders specified in clause 2, Article 18 of this Charter has the right to represent the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.
 6. The convener of the General Meeting of Shareholders shall prepare a list of Shareholders entitled to attend the meeting; provide information and deal with complaints related to the list of Shareholders; prepare the program and agenda of the meeting; prepare all documents; determine the time and location of the meeting, draft Resolution of the meeting; prepare list and detail informations of candidates in case of electing members of the Board of Directors, Board of Inspection; send invitation to each Shareholder entitled to attend the meeting.

7. All expenses for the convention and organization of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses may not include Shareholders' expenses when attending the meeting, including accommodation and travel expense.

Article 25. The list of Shareholders entitled to attend the the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the register of shareholders of the Company and is made no later than five (05) days before the date of sending the invitation to the General Meeting of Shareholders.
2. In case the Company is listed on the stock market, the list of shareholders entitled to attend the General Meeting of Shareholders shall be made in accordance with the provisions of the law on securities and the securities market.
3. The list of shareholders entitled to attend the General Meeting of Shareholders must contain their full name, contact address, nationality, citizen identification, identity card, passport or other lawful personal identification for shareholders being individuals; name, enterprise code or establishment decision number, head office address for shareholders being organizations; number of shares of each type, number and date of shareholder registration of each shareholder.
4. Shareholders have the right to request correction of false information or necessary additions to information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. Shareholders have the right to check, look up, extract and copy the list of shareholders entitled to attend the General Meeting of Shareholders. The company manager must promptly provide shareholder registration number information, amend and supplement false information at the request of shareholders; at the same time be responsible for compensating for damage arising from failure to provide or provide untimely and inaccurate information in the register of shareholders as required.
5. The procedures for requesting information in the registration of Shareholders shall be as follows:
 - a. Shareholders send a written request to check, look up, extract and copy names and contact addresses of shareholders in the list of Shareholders to the head office of the Company. The written request must contain the full name, contact address, nationality, number of the citizen identification card, identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, head office address of the shareholder being an organization; the purpose of checking, looking up, extracting and copying; signature of shareholder or representative.
 - b. Within seven (07) working days from the date of receiving the written request, the manager of the Company must arrange a location and provide a list of Shareholders for shareholders to check, look up, extract and copy.
6. The checking, looking up, extracting and copying names and contact addresses of shareholders in the list of shareholders must be carried out at the place where the Company keeps the list of shareholders. Shareholders may have to bear the cost of extracting and copying.

Article 26. Announcemnet of the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders shall send invitations to all Shareholders entitled to attend the meeting at least twenty-one (21) days prior to the meeting. The notice of meeting invitation must contain the name, head office address, enterprise code, date and place of issuance of the business registration certificate; name and contact address of the shareholder or the shareholder's authorized representative, the time and place of the meeting and other requirements for the attendees.
2. Announcement shall be sent with the attached files:
 - a. Meeting agenda, documents used in the meeting and draft resolution for each issue in the meeting agenda;
 - b. Voting form;
 - c. Form for appointment of authorized representative to attend the meeting;
 - d. List and details of candidates in case of election of members of the Board of Directors, members of the Board of Inspection.
3. The notice of meeting invitation is sent by a secure method to the registered contact address of the shareholder. The submission of attached meeting documents specified in clause 2 of this Article can be replaced by posting on the Company's website. In this case, the notice of meeting invitation must specify where and how to download documents.

Article 27. Agenda and contents of the General Meeting of Shareholders

1. The Annual or Extraordinary General Meeting of Shareholders discusses and approves the following issues:
 - a. Annual business plan of the Company;
 - b. Approving the audited annual financial statements;
 - c. Dividend rates for each type of shares in accordance with Law on Enterprises and the rights attached to certain types of shares. This dividend level is not higher than that proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
 - d. Number of members of the Board of Directors, the Board of Inspection;
 - dd. Elect, remove, dismiss and replace members of the Board of Directors, members of the Board of Inspection;
 - e. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors, the Board of Inspection;
 - g. Approve the list of approved audit firms; decide on an approved audit firm to inspect the company's activities when it is deemed necessary;
 - h. Amending and supplementing the Company's Charter;
 - i. Types of shares and number of new shares to be issued for each type of shares;
 - k. Consolidation, merger, separation, division or conversion of the Company;
 - l. Reorganization or dissolution (liquidation) of the Company and appointment of liquidators;
 - m. Inspect and handle violations of the Board of Directors and Board of Inspection, causing damage to the Company and its shareholders;

- n. Decisions on investments and sale of assets of the Company valued from thirty five percent (35%) or more of the total value of assets of the Company as recorded in the latest financial statement;
- o. Decide to buy back more than 10% of the total number of shares sold of each type;
- p. The Company enters into contracts and transactions with the subjects specified in clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial statement;
- q. Approving the internal regulations on corporate governance, operating regulations of the Board of Directors, operating regulations of the Board of Inspection;
- r. Other issues as prescribed by law and this Charter.
- 2. The Annual General Meeting of Shareholders shall discuss and approve issues as follows:
 - a. The Company's annual business plan;
 - b. Audited annual financial statement;
 - c. Report of the Board of Directors on management and results of business performance of the Board of Directors, each member of the Board of Directors;
 - d. Report of the Board of Inspection on the Company's business results, performance results of the Board of Directors, the Board of Management;
 - dd. Report on self-assessment of operation results of the Board of Inspection and members of the Board of Inspection;
 - e. Dividend rates for each type of shares (if any);
 - g. Other matters under jurisdiction.
- 3. Shareholders or groups of shareholders specified in clause 2, Article 18 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least 03 (three) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each type of the shareholder, and the issues proposed to be included in the meeting agenda.
- 4. In case the convenor of the General Meeting of Shareholders rejects the petition specified in clause 3 of this Article, at least 02 (two) working days before the opening date of the General Meeting of Shareholders, the convenor must reply in writing and state the reason. The convenor of the General Meeting of Shareholders has the right to refuse the petition specified in clause 3 of this Article only in one of the following cases:
 - a. The petition is not sent in accordance with the provisions of clause 3 of this Article;
 - b. At the time of the petition, a shareholder or a group of shareholders does not hold enough 5% (five percent) of ordinary shares or more as prescribed in clause 2, Article 18 of this Charter;
 - c. Proposed issues are not under the decision-making authority of the General Meeting of Shareholders;
 - d. Proposals are not in accordance with this Charter or the provisions of law.
- 5. The convenor of the General Meeting of Shareholders must accept and include the recommendations specified in clause 3 of this Article in the proposed agenda and contents of the meeting, except for the case specified in clause 4 of this Article; Proposals are officially

added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 28. Conditions for conducting General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% (fifty percent) of the total number of votes.
2. In case the first meeting does not meet the conditions prescribed in clause 1 of this Article, the notice inviting the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The meeting of the General Meeting of Shareholders convened for the second time shall be conducted when the number of shareholders attending the meeting represents 33% (thirty-three percent) of the total number of votes or more.
3. If the meeting convened for the second time does not meet the conditions prescribed in clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.
4. Only the General Meeting of Shareholders is entitled to change the agenda enclosed with the invitation.

Article 29. Procedure for conducting the General Meeting of Shareholders

1. Before opening the meeting, registration of shareholders to attend the meeting of the General Meeting of Shareholders must be carried out and registration must be carried out until all shareholders with the right to attend the meeting are present in the following order:
 - a. The Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. At the congress, affirmative votes shall be collected first, negative votes later. Affirmative votes and negative votes shall be counted. The vote counting result shall be announced by the chair right before the meeting is closed. The General Meeting of Shareholders shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the General Meeting of Shareholders at the request of the chair;
 - b. Shareholders, authorized representatives of shareholders being organizations or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.
2. Election of the chair, secretary and vote counting board is as follows:
 - a. The President of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders if it is convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting on the

- principle of majority, in case no one can act as the Chairman of the meeting, the head of the Board of Inspection shall let the General Meeting of Shareholders elect the Chairman of the meeting and the person with the highest number of votes as the Chairman of the meeting;
- b. In the case specified in point a of this Clause, the person that signs the decision to convene the General Meeting of Shareholders preside over the election of the chair by the General Meeting of Shareholders. The person who receives the most votes shall chair the meeting;
 - c. The chair shall appoint one or some people as secretaries of the meeting, nominate for the General Meeting of Shareholders to elect to the Voting Counting Committee to check the votes and ballot at the General Meeting;
 - d. The Chairman's decision on the order, procedures or events arising outside the agenda of the General Meeting of Shareholders shall be the highest judgment.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly define and detail the time for each issue in the agenda.
 4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.
 - a. Seat arrangement at the venue of the General Meeting of Shareholders;
 - b. Ensure the safety of everyone present at the meeting places;
 - c. Create conditions for shareholders to attend (or continue to attend) the meeting. The convenor of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. Measures may be to issue a pass or use other options.
 5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.
 6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.
 7. The person who convenes the General Meeting of Shareholders or the chair has the rights to:
 - a. Request all participants to undergo inspection or other lawful and reasonable security measures;
 - b. Request the competent authority to maintain order of the meeting; expel those who do not comply with the chairman's executive authority, intentionally disrupt order, prevent the normal progress of the meeting or fail to comply with the requirements of security checks from the General Meeting of Shareholders.
 8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The General Meeting of Shareholders may only be delayed or relocated in the following cases:
 - a. The current location does not have adequate convenient seats for all participants;
 - b. The media at the meeting place does not guarantee the participation, discussion and voting of shareholders attending the meeting;

- c. There are people attending the meeting to obstruct, disrupt order, and threaten to prevent the meeting from being conducted in a fair and lawful manner.
9. In case the Chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attending members to replace the Chairman to run the meeting for to the end; All resolutions passed at that meeting shall come into force.
10. The Company can apply modern technology to organize the General Meeting of Shareholders via online meeting but must ensure compliance with the law.

Article 30. Passing of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall ratify decisions within its competence by voting at the meeting or by collecting written opinions.
2. The Company can make extensive use of information technology in voting, including absentee voting through a secure electronic system, voting via the internet or by phone to create favorable conditions for shareholders attend the General Meeting of Shareholders.
3. The following resolution shall be passed if it is approved by the number of shareholders representing at least 75% (seventy-five percent) of the total votes of all shareholders attending and voting at the meeting, except for the case specified in clauses 4 and 6 of this Article:
 - a. Types of shares and total amount of each type;
 - b. Changes of business lines;
 - c. Change of the Company's organizational structure;
 - d. Project of investment or sale assets of which the values are from thirty five percent (35%) or more of the total asset value written in the latest financial statement of the Company;
 - dd. Restructuring or dissolution of the Company;
4. Resolutions are passed when approved by the number of shareholders representing at least 65% (sixty-five percent) of the total votes of all shareholders attending and voting at the meeting, unless otherwise specified in clauses 3 and 5 of this Article.
5. The voting method to elect members of the Board of Directors and Board of Inspection must follow the method of cumulative voting, under which each Shareholder shall have a total number of votes corresponding to the total number of shares owned by such Shareholders multiplied by the number of positions open for election for the Board of Directors and Board of Inspection. Shareholders shall be allowed to freely decide the allocation of their total number of votes in order to vote in favor of any single candidate, or multiple candidates. Elected Members of the Board of Directors or Board of Inspection 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. If there are two (02) or more candidates that receive the same votes for the last position of the Board of Directors or the Board of Inspection, they shall be voted again or selected according to the voting criteria of electoral regulations or this Charteror.

6. The decisions of the General Meeting of Shareholders approved by 100% (one hundred percent) of the total number of voting shares are lawful and effective even if the order and procedures for passing such resolutions are not properly performed.
7. A decision of the General Meeting of Shareholders takes effect from the date of its adoption or from the effective date stated in that resolution.
8. The decision of the General Meeting of Shareholders shall be notified to the shareholders entitled to attend the meeting within fifteen (15) days from the date the decision is passed. Submission of resolutions may be replaced by posting on the Company's website.

Article 31. Authority and formalities for collecting written opinions of Shareholders to ratify Resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders may ratify all issues within its competence in the form of collecting written opinions except for cases specified in **points a, b, c, d, dd, e** clause 2, Article 27 of this Charter. Authority and formalities for collecting written opinions of Shareholders to ratify Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors is entitled to collect written opinions of Shareholders to ratify Resolutions of the General Meeting of Shareholders at any time when it is deemed necessary for the Company's interest.
2. The Board of Directors must prepare the opinion and/or votes, the draft resolution of the General Meeting of Shareholders, and other documents to explain the draft resolution and send it to all shareholders with voting rights at least ten (10) days before the deadline to return the opinion form. The compilation of the list of shareholders sending the opinion forms shall comply with the provisions of Article 25 of this Charter. The request and method of sending the opinion form and accompanying documents shall comply with the provisions of Article 26 of this Charter.
3. The opinion form must be affixed with the Company's stamp and contain the following main contents: (a) name, head office address, enterprise code; (b) Purpose of consultation, (c) Full name, contact address, nationality, number of citizen's identity card, identity card, passport or other lawful personal identification of shareholders being individuals; name, enterprise code or establishment decision number, head office address of the shareholder being an organization or full name, contact address, nationality, number of citizen identification card, identity card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes of shareholders; (d) Matters needing opinions to pass a decision; (e) Voting options include: affirmative votes, negative votes and abstentions; (f) The time limit for sending the answered opinion form to the Company; (g) Full name and signature of the Chairman of the Board of Directors.
4. The opinion form and/or vote must be one with the Company's seal and the direct signature of the shareholder or the shareholder's legal representative. Opinion forms and/or vote are sent to the Company by post, fax, email; in the case of post, it must be placed in a sealed envelope and cannot be opened by anyone before counting the votes; In case of sending fax or email, the

opinion form sent to the Company must be kept confidential until the time of counting of votes. The opinion forms sent to the Company after the time limit specified in the content of the opinion form or opened are invalid. Opinion forms that are not sent back are considered as non-voting ballots.

5. The Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of the Board of Inspection or of Shareholders who do not hold a management position in the Company.
6. The vote counting minutes must be stamped by the seal of the Company and have the main contents according to the Law on Enterprises. 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.
7. The vote counting minutes and resolutions shall be sent to all Shareholders within fifteen (15) days from the completion date of vote counting. The sending of the vote counting minutes may be replaced by posting on the Company's website within 24 hours from the time of counting the votes.
8. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's office.
9. A resolution is passed in the form of collecting written opinions when the number of shareholders representing at least 65% (sixty-five percent) of the total votes of all shareholders with voting rights agrees.
10. The decision passed in the form of collecting written opinions of shareholders has the same validity as the decision passed at the General Meeting of Shareholders.

Article 32. Minutes of the General Meeting of Shareholders

1. Minutes of all General Meeting of Shareholders shall be taken in the form of written documents and may also be recorded or stored in other electronic forms, and have the main contents as prescribed by the Law on Enterprises.
2. Minutes of the General Meeting of Shareholders are made in Vietnamese and may be added in English and have the same legal effect. In case there is a difference in content between the Vietnamese and English versions, the Vietnamese version shall prevail.
3. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or another person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the minutes' contents.
4. Minutes of the General Meeting of Shareholders must be notified to all shareholders within 15 (fifteen) days from the end of the meeting. Sending meeting minutes and vote counting minutes can be replaced by posting on the Company's website. The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting, the approved resolutions and relevant documents enclosed with the notice of meeting invitation must be kept at the head office of the Company.

Article 33. Request for annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the day on which the resolution or minutes or the vote counting record is received, the Shareholder or group of Shareholders mentioned in clause 2, Article 18 of this Charter may request a court or arbitration tribunal to consider annulling the Resolution or part of the Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening a meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Charter, except for the case specified in clause 6, Article 30 of this Charter.
2. The content of the resolution violates the law or the Company's Charter.
3. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul a resolution of the General Meeting of Shareholders as provided for in this Article, such resolution shall remain effective until the Court, the arbitrator may decide otherwise, except for the application of provisional urgent measures under the decision of a competent authority.

Section 2

THE BOARD OF DIRECTORS

Article 34. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, has full authority on behalf of the Company to decide and perform the rights and obligations of the Company, except for the rights and obligations falling under the authority of the General Meeting of Shareholders in accordance with the law and this Charter.
2. The rights and obligations of the Board of Directors are prescribed by law, the Charter, the internal regulations of the Company and the decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
 - a. Decide on the Company's strategy, medium-term development plan and annual business plan;
 - b. Proposing types of shares and total number of shares to be offered for sale of each type;
 - c. Decide to sell new shares within the number of shares authorized to be offered for sale of each type; decide to raise additional capital in other forms;
 - d. Decide the selling price of shares and bonds of the Company;
 - dd. Decide to repurchase no more than ten percent (10%) of the common shares within twelve (12) months;
 - e. To decide on investment plans and investment projects within its competence and within the limits prescribed by law;
 - g. Decide on solutions for market development, marketing and technology;
 - h. Through purchase, sale, borrowing, lending and other contracts and transactions valued at more than 10% (ten percent) of the total value of assets recorded in the Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed at point d, clause 3, Article 30, and clause 3, Article 57 of this Charter;

- i. Electing, dismissing and removing the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the Director or General Director and other important managers as provided for in this Charter; decisions, salaries and other benefits of such managers; appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company and decide on the remuneration and other benefits of such persons;
 - k. Supervising and directing the Director or General Director and other managers in running the Company's day-to-day business;
 - l. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiary companies, to set up branches and representative offices, and to contribute capital and purchase shares of other enterprises;
 - m. Approving the program and content of documents in service of the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to pass a decision;
 - n. Submit audited annual financial statements to the General Meeting of Shareholders;
 - o. Proposing the level of dividends to be paid; decide on the time limit and procedures for paying dividends or dealing with losses arising in the course of business;
 - p. Proposing the reorganization, dissolution, requesting bankruptcy of the Company;
 - q. Other rights and obligations as prescribed by the Enterprise Law and this Charter.
3. The Board of Directors shall adopt the decision by voting at the meeting, collecting opinions in writing or by email or by other means specified in this Charter. Each member of the Board of Directors has one (01) vote.
 4. The Board of Directors may authorize the Chairman of the Board of Directors to perform part of the powers and functions of the Board of Directors during the time when the Board of Directors is not holding a meeting. Authorization content must be clearly and specifically defined. For important matters, related to the vital interests of the Company, it is not allowed to authorize the Chairman of the Board of Directors to decide.
 5. When performing its functions, rights and obligations, the Board of Directors must strictly comply with the provisions of law, this Charter and the decision of the General Meeting of Shareholders. In case a decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, and this Charter, causing damage to the Company, the members who approve of such decision must jointly take personal responsibility and must compensate the Company for damage; Members who object to the adoption of the above resolution are exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or cancel the aforesaid resolution or decision.

Article 35. Number, composition and term of members of the Board of Directors

1. Number and composition of members of the Board of Directors: The number of members of the Board of Directors shall be at least three (03) members and at most seven (07) members, at

least one (01) member of Board of Directors must reside permanently in Vietnam; The Company does not have independent members of Board of Directors.

2. Term of members of the Board of Directors:
 - a. The term of the members of the Board of Directors shall be four (04) years and members of the Board of Directors may be re-appointed for unlimited number of terms.
 - b. The term of a new member who is elected to supplement or replace a member who has lost his/her membership status, is dismissed or removed from office is the remaining time of the term of the incumbent Board of Directors.
 - c. The Board of Directors of a term which has recently expired shall continue to operate until a new Board of Directors is elected and takes over the management work.

Article 36. Nomination and self-nomination of members of the Board of Directors as well as qualifications and conditions for membership on the Board of Directors

1. Nomination and self-nomination of members of the Board of Directors.
 - a. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:
 - i. Full name, date of birth;
 - ii. Qualifications;
 - iii. Work experience;
 - iv. Other managerial positions (including positions in the Board of Directors of other companies);
 - v. Interests relevant to the Company and the Company's related parties;
 - b. Shareholders or groups of shareholders holding 10% or more of the total number of ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and clause 3, Article 18 of this Charter.
2. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as prescribed in clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations according to the provisions of this Charter, internal regulations on corporate governance and operation regulations of the Board of Directors. The introduction of more candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
3. Qualifications and conditions for being a member of the Board of Directors:
 - a. Having full capacity of civil act, not being prohibited from establishing and managing an enterprise in accordance with the Law on Enterprises;

- b. Having professional level, experiences in business management or experiences in the securities, finance and banking sectors;
- c. Not being the Director (General Director), member of the Board of Directors, member of the Board of Members of another securities company;
- d. Not being a former member of the Board of Directors or legal representative of a company that was bankrupt or prohibited to operate due to serious violation of the Law;
- dd. The criteria and conditions prescribed in this Article shall also apply to the members of the Board of Directors who are elected to supplement or replace them.
- 4. The appointment of members to the Board of Directors must be announced in accordance with the law on securities and securities market.
- 5. Members of the Board of Directors are not necessarily the Company's Shareholders.

Article 37. Chairman of the Board of Directors

- 1. The Chairman of the Board of Directors is elected, removed or discharged by the Board of Directors from among its members.
- 2. The Chairman of the Board of Directors may concurrently act as the General Director of the Company.
- 3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a. To prepare working plans and programs of the Board of Directors;
 - b. To prepare the agenda, contents and documents serving the meeting, convene and chair the meetings of the Board of Directors;
 - c. To organize the adoption of the Board of Directors' Resolution;
 - d. Control the process of organizing and carrying out Board of Directors' Resolutions;
 - dd. To preside the General Meeting of Shareholders and meetings of the Board of Directors;
 - e. To provide standards for the working procedures and member allocations of the Board of Directors;
 - g. To exercise other duties and responsibilities as required by the General Meeting of Shareholders and the Board of Directors based on the actual demand and situation;
 - h. Other rights and duties under this Charter and the Law.
- 4. In case the President of the Board of Directors is not present or not able to perform his/her tasks, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In case no member is authorized or the Chairman 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 banned by the court from holding certain posts, practicing certain professions or doing certain works, the remaining members elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members agree until there is a new decision of the Board of Directors.

5. Where necessary, the Chairman of the Board of Directors may employ a secretary to help the Board of Directors and the Chairman of the Board of Directors fulfill the obligations under their authorities in compliance with this Charter and the Law. The Company's secretary shall have the following rights and obligations:
 - a. Assist the convention of the General Meeting of Shareholders and meetings of the Board of Directors, making meeting minutes;
 - b. Assist Members of the Board of Directors in performing their rights and obligations;
 - c. Assist the Board of Directors in applying and implementing the Company's administration principles;
 - d. Assist the Company in building Shareholder relationships and protecting the lawful rights and interests of Shareholders;
 - dd. Assist the Company in fulfilling its obligation to provide information, disclose information and administrative procedures;
 - e. Perform other rights and obligations prescribed by this Charter.

Article 38. Rights and obligations of members of the Board of Directors

During the implementation of their duties, members of the Board of Directors shall have the following rights and responsibilities:

1. Rights of members of the Board of Directors:
 - a. Right to be provided with information:
 - i) Members of the Board of Directors shall be entitled to request the members of the Board of Management and the manager of the Company to provide information, documents on the financial situation, business operation of the Company and other units in the Company.
 - ii) The manager of the Company is required to provide timely, fully and accurately the information, documents at the request of any member of the Board of Directors;
 - iii) Order, procedure to request and supply information: Members of the Board of Directors shall send a request to the Board of Management to provide specific information in writing or email. Within seven (07) working days from the date receiving the request, the Board of the Management is responsible for providing information at this request, except for the time limit specified in accordance with the Law.
 - b. Right to obtain the remuneration and other benefits: The Company has the right to pay remuneration to members of the Board of Directors according to the results and business results;
 - c. Other rights in accordance with the Law and this Charter.
2. Responsibilities of members of the Board of Directors:
 - a. To carry out the responsibilities of the manager of the Company in accordance with the Law;
 - b. To publicize the interests and related persons in accordance with the Law on the establishment and operation of securities companies and the disclosure of information on the securities market;

- c. Other responsibilities as provided for by law and this Charter.

Article 39. Meetings of the Board of Directors and minutes of meetings

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 (seven) working days from the end of the election of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case more than one member has the highest and equal number of votes or votes, the members elect according to the majority rule to select 01 (one) of them to convene a meeting of the Board of Directors.
2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings. The Chairman of the Board of Directors shall call periodic meetings of the Board of Directors as deemed necessary.
3. The Board of Directors shall hold meetings at the Company's headquarter or other locations or may make extensive use of information technology in conducting the meeting, including the absence voting through electronic security system, voting by telephone or via the internet to create favorable conditions to members of the Board of Directors to participate in the meeting.
4. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. The meeting is requested by the Board of Inspection;
 - b. The meeting is requested by the General Director or at least 05 other managers;
 - c. The meeting is requested by at least 02 members of the Board of Directors;
 - d. Other cases prescribed by the Law.
5. The request specified in clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decisions within the competence of the Board of Directors.
6. The Chairman shall convene a meeting of the Board of Directors within seven (07) working days from the day on which the request mentioned in clause 4 of this Article is received. If the Chairman fails to convene the meeting on request, the Chairman shall take responsibility for any damages to the Company; the person who makes the request may convene a meeting of the Board of Directors instead of the Board of Directors.
7. The Chairman of the Board of Directors or the convener of the Board of Directors meeting shall send invitations to members of the Board of Directors, members of the Board of Inspection, General Director at least three (03) working days before the meeting date. In case of necessity for the interests of the Company, the Chairman of the Board of Directors or the convener of the Board of Directors meeting shall not have to comply with this regulation. The invitation must specify the time, location, agenda, issues, and decisions of the meeting. The invitation must be enclosed with documents used at the meeting and members' votes. The invitation shall be sent by post, fax, email and other delivery methods that are guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.
8. The Chairman of the Board of Directors or the convener of the meeting must send the meeting invitation notice and accompanying documents to all Controllers like members of the Board of

Directors. Controllers have the right to attend meetings of the Board of Directors and discuss issues but cannot vote.

9. The meeting of the Board of Directors under the first summons shall be conducted when three quarters (3/4) of the total number of members attend the meeting. In case the meeting convened for the first time does not have enough members to attend the meeting as prescribed, it may be convened a second time within seven (07) days from the intended date of the first meeting. In this case, the meeting will be conducted if more than half of the members of the Board of Directors attend the meeting.
10. Members of the Board of Directors must participate in all meeting of the Board of Directors. A member may authorize another person to attend and vote at a meeting if a majority of members of the Board of Directors approves.
11. A member of the Board of Directors is considered to have attended and vote at a meeting if such member:
 - a. Attends and votes directly at the meeting;
 - b. Authorizes another person to attend and vote at the meeting as prescribed in clause 10 of this Article;
 - c. Attends and votes via an online conference, electronic voting or a similar manner;
 - d. Sends votes to the meeting by post, fax, or email. Votes sent to the meeting by post must be contained in sealed envelopes and given to the Chairman of the Board of Directors at least one hour before the opening time. Votes shall be opened before every participant;
 - dd. Send a written opinion/vote within 05 (five) days from the date of receipt of the request and documents;
 - e. Attends the meetings via phone or other forms. The meetings of the Board of Directors may be conducted according to the agenda between the members of the Board of Directors when all or some members are present in different places provided that each member attending the meeting can hear any members of the Board of Directors talking during the meeting and that member can speak to all other attending members at the same time;

The communication between the members can be done directly via phone or by other means of telecommunications (even if such means of communication is used at the time of approving this Charter or later on) or the combination of all those means of communication. According to this Charter, any members of the Board of Directors attending such meeting shall be acknowledged as “present” in such meeting. The venue of the meeting conducted according to this regulation shall be the location where the majority of members of the Board of Directors present, or if such group is not available, the location shall be the place that the Chairman of the meeting is present.

Decisions passed during a teleconference that is convened and conducted in an eligible way shall be effective right after ending the meeting but they must be confirmed in the minutes of the meeting signed by all members of the Board of Directors present at such meeting.

12. Resolution of the Board of Directors shall be ratified if it is approved by a majority of attending members; in the event of equal votes, the vote of the Chairman of the Board of Directors shall decide.
13. Meetings of the Board of Directors must be made in a minute and can be recorded, saved and kept under any other electronic forms at the head office of the Company. Meeting minutes are in Vietnamese and can be made in English, with full and main contents as prescribed by the Law on Enterprises. Minutes in Vietnamese and English shall have the same legal validity. For any discrepancy in the contents of the minutes of the meeting, the contents in the Vietnamese minutes of the meeting shall prevail. The chairman and the person recording the minutes must jointly sign the minutes and be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.
14. In case the Chairman or recorder refuses to sign the minutes of the meeting, but if all other members of the Board of Directors attend and agree to approve the minutes of the meeting and have full contents as prescribed by the Law on Enterprises, this minute shall take effect. The minutes of the meeting clearly state that the chairman and the person recording the minutes refuse to sign the minutes of the meeting. The person who signs the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors. The chairman and the person recording the minutes are personally responsible for the damage caused to the enterprise due to refusal to sign the meeting minutes in accordance with the Law and the Company's Charter.

Article 40. Removing, dismissing, replacing and supplementing members of the Board of Directors

1. The General Meeting of Shareholders remove members of the Board of Directors in the following cases:
 - a. Members of the Board of Directors no longer meet the criteria and conditions specified in clause 3, Article 36 of this Charter;
 - b. Have a written resignation letter sent to the Company's headquarters and approved.
2. A member of the Board of Directors is removed by the General Meeting of Shareholders in case of non-participation in the activities of the Board of Directors for 06 consecutive months, except for force majeure cases.
3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or dismiss members of the Board of Directors in addition to the cases specified in Clauses 1 and 2 of this Article.
4. The Board of Directors shall convene the General Meeting of Shareholders to elect additional members of Board of Directors in the following cases:
 - a. The number of members of the Board of Directors decreases by more than one third (1/3) of the number specified in this Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within no more than sixty (60) days from the date on which the number of members is reduced by more than one third (1/3).

- b. In other cases, at the nearest meeting of the General Meeting of Shareholders, a new member shall be elected to replace the member of the Board of Directors who has been dismissed or removed from office.

Article 41. Subcommittees of the Board of Directors

1. The Board of Directors may establish a subordinate subcommittee to be in charge of development policy, personnel, compensation, internal audit and risk management. The number of members of the subcommittee decided by the Board of Directors consists of members of the Board of Directors and external members. The operation of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee take effect only when a majority of members attend and vote at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors, or of the subcommittee under the Board of Directors must comply with current legal provisions and provisions of this Charter and internal regulations on corporate governance.

Section 3

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 42. Organization of the management apparatus

1. The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and under the supervision and direction of the Board of Directors in the day-to-day business of the Company. The Company has a Board of Management consisting of: General Director, block directors and other management titles hired or appointed by the Board of Directors. The appointment, remove or dismissal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.
2. The Board of Management must establish and maintain a risk management system to ensure that the risks that may affect the interests of the Company and its clients; Establish and maintain an internal control system including organizational structure, independent and specialized personnel. Internal procedures and regulations apply to all positions, units, sections and activities of the Company in order to achieve the objectives set by law.
3. The Board of Management must develop working regulations for approval by the Board of Directors and the working regulations must at least have the following basic contents:
 - a. Responsibilities and specific tasks of each member of the Board of Management;
 - b. To define the order and procedures for organizing and attending meetings;
 - c. Reporting responsibility of the Board of Management to the Board of Directors and the Board of Inspection.

Article 43. General Director

1. The Board of Directors appoints a member of the Board of Directors or hires another person as the General Director.

2. General Director shall administer the Company' everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.
3. The term of office of the General Director is according to the term of the Board of Directors and may be reappointed for an unlimited number of terms. The general director must meet the standards and conditions prescribed by law and this Charter.
4. The General Director has the following rights and obligations:
 - a. Decide on matters relating to the day-to-day business of the Company that are not under the jurisdiction of the Board of Directors;
 - b. 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 approve contracts for purchase, sale, borrowing, lending and other contracts valued at less than or equal to ten percent (10%) of the total value of assest recorded in the latest financial statement of the Company, except for contracts and transactions, which is under authority of the General Meeting of Shareholders and the Board of Directors as stipulated in term of this Charter;
 - dd. To propose organizational structure, internal rules of the Company;
 - e. To appoint, remove and dismiss management personel in the Company, except for those under the scope of authority of the Board of Directors;
 - g. Decide on wages and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
 - h. Development of the Company's customer policies, external interactions, employee standards, staff policies, and training policies;
 - i. To suggest plans for dividend payments or loss settlement;
 - k. Recruit employees;
 - l. Proposal to convene a meeting of the Board of Directors in case it deems it necessary;
 - m. To implement regulations on information, report to Board of Directors;
 - n. To present financial report and business result to Board of Directors;
 - o. Take responsibility for mistakes that cause loss and compensate the Company for damage to various degrees:
 - i) Directly make loss;
 - ii) Indirectly make loss;
 - iii) Jointly take responsibility.
 - p. The General Director has the right to resign. Where resigning, the General Director must send resignation letter at least sixty (60) days prior to expected date of resignation to the Board of Directors for consideration and decision.
 - q. Other rights and obligations as prescribed by this Charter and the Law.

5. General Director shall run the Company's everyday business in accordance with the Law, the Company's Charter, employment contract with the Company, decisions and resolutions of the Board of Directors. If committing violations which cause damages to the Company, General Director shall take legal responsibility and pay compensation for the Company.
6. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors have the right to vote at the meeting to approve and appoint a new General Director to replace.

Article 44. Standards and conditions of the General Director

1. Having full legal capacity and civil act capacity, not being prohibited from establishing and managing enterprises in accordance with the Law on Enterprises; not being examined for penal liability or serving a prison sentence or banned from securities practice as prescribed by law;
2. Having professional experience in the field of finance, banking, and securities for at least three (03) years and at least three (03) years of management experience;
3. To have practicing certificate in financial analysis or practicing certificate in fund management;
4. Not be sanctioned for administrative violations in securities and securities market sector within the latest six (06) months;
5. Not being concurrently a member of Board of Directors, Board of Members of another securities company; not working concurrently to other enterprises;
6. Meet the Conditions of General Director of a securities company as specified in regulations guiding the organization and operation of securities companies.

Article 45. Dismissal and removal of the General Director

The General Director shall be dismissed and removed in following cases:

1. Not eligible to be as the General Director as provided in Article 44 of this Charter;
2. To have resignation letter;
3. According to Resolution of Board of Directors;
4. Other cases in compliance with the Law.

Article 46. Internal Control Department and Risk Management Department under the direction of the Board of Management

1. The Internal Control Department is subordinate to the Board of Directors and has the task of controlling the compliance with the following contents:
 - a. Inspect and monitor compliance with legal provisions, this Charter, General Meeting of Shareholders resolutions, Board of Directors resolutions, regulations, professional procedures, risk management processes of the Company, relevant departments, and securities practitioners in the Company;
 - b. Supervise the implementation of internal regulations, potential conflicts of interest activities within the Company, especially for the Company's own business activities and the personal transactions of the Company's employees; supervise the implementation of responsibilities of

- officers and employees in the Company, enforce the responsibilities of partners for authorized activities;
- c. Review the contents of and supervise the implementation of the rules of professional ethics;
 - d. Monitor the calculation and compliance with financial safety regulations;
 - dd. Separate the Clients' assets;
 - e. Protect and preserve Clients' assets;
 - g. Control the compliance with laws on anti-money laundering;
 - h. Other tasks as assigned by the General Director.
2. Conditions for personnel of the Internal Control Department:
- a. The Head of Internal Control Unit must have qualifications in law, accounting, audit; have sufficient experience, prestige and competence to effectively execute assigned tasks;
 - b. Not being related person to the heads of professional departments, task executors, the General Director, Deputy General Directors, Branch Directors in the Company;
 - c. Have practicing certificate in securities or a certificate in the basic course on securities and securities market; certificate in Laws on securities and securities market;
 - d. Not concurrently take another job in the Company;

Section 4

BOARD OF INSPECTION

Article 47. Nomination and self-nomination of members of the Board of Inspection (Controllers)

- 1. The self-nomination and nomination of members of the Board of Inspection shall be carried out in the same way as prescribed in clauses 1 and 2, Article 36 of this Charter.
- 2. In case the number of candidates approved by the Board of Inspection for nomination and candidacy is not enough, the incumbent Board of Inspection may nominate additional candidates or organize nominations according to the provisions of clause 2, Article 36 of this Charter, Internal Regulations on Corporate Governance and operation regulations of the Board of Inspection. The introduction of additional candidates by the incumbent Board of Inspection must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Inspection in accordance with the provisions of law.

Article 48. Composition of the Board of Inspection

- 1. The number of members of the Board of Inspection of the Company is 03 to 05 people. The term of member of the Board of Inspection is 04 years and can be re-elected for an unlimited number of terms.
- 2. Controllers must meet the following standards and conditions:
 - a. Having full civil act capacity and are not banned from establishing and managing businesses as prescribed by the Law on Enterprises;

- b. Not being a related person of the Chairman of Board of Directors, members of the Board of Directors, General Director and other managerial positions;
- c. Having knowledge of securities and the stock market; be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or securities;
- d. Not being a person who is being examined for penal liability or is serving a prison sentence or deprived of the right to practice by a court for committing crimes of smuggling, counterfeiting, illegal business, tax evasion, deceiving customers and other crimes as prescribed by law;
- dd. Not to hold management positions of the Company; not necessarily shareholders or employees of the Company;
- e. Not working in the accounting and finance;
- g. Not being a member or employee of an independent auditing company that audits the Company's financial statements for the previous 03 consecutive years;
- h. The Head of the Board of Inspection may not concurrently be Inspector or manager of another securities company;
- i. Others standards and conditions as prescribed by Law (if any).

Article 49. Head of the Board of Inspection

1. The Head of the Board of Inspection shall be elected by the Board of Inspection from among the members of the Board of Inspection; the election, remove or dismissal on the principle of majority. The Board of Inspection must have more than half of the members permanently residing in Vietnam. The Head of the Board of Inspection must have a university diploma or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Board of Inspection:
 - a. Convene a meeting of the Board of Inspection;
 - b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Board of Inspection;
 - c. Prepare and sign the report of the Board of Inspection after consulting the Board of Directors to submit it to the General Meeting of Shareholders.

Article 50. Rights and obligations of the Board of Inspection

Rights and obligations of the Board of Inspection:

1. Inspect the Board of Directors, General Director in management and operation of the Company;
2. Inspect the rationality, legitimacy, truthfulness, and prudence in the management and business operations; systematicness, consistency and standardization of accounting, statistics and financial statement;
3. Inspect the adequacy, legality, and truthfulness of business outcome reports, the Company's annual and biannual financial statements, the Board of Directors' management assessment

- report, and present the inspection report to the General Meeting of Shareholders at the annual meeting. Review contracts and transactions with related person under the Board of Directors' or General Meeting of Shareholders' approval power, and offer recommendations on contracts and transactions needing Board of Directors' or General Meeting of Shareholders' approval;
4. Review, check, assess the effect and effectiveness of the internal control system, internal audit system, risk management and early warning system of the Company;
 5. Examine accounting books, accounting records and other documents of the Company; managerial and administrative works of the Company where necessary or under the Resolutions of the General Meeting of Shareholders or at the request of the Shareholders or group of Shareholders as prescribed in clause 2 Article 18 of this Charter;
 6. If there is a request from a Shareholder or a group of Shareholders as prescribed in clause 2 Article 18 of this Charter, the Board of Inspection shall investigate within seven (07) working days from the date of receipt thereof. Trong vòng 15 ngày, within fifteen (15) days from the end of the inspection, the Board of Inspection shall report the issues to the Board of Directors and the requesting Shareholder or group of Shareholders. 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;
 7. Propose the changes and improvements to the organizational structure, management, supervision, and operation of the Company to the Board of Directors or the General Meeting of Shareholders;
 8. When it is found that a member of the Board of Directors, a member of the Board of Directors and other executives of the Company violates the responsibilities of the Company's manager as prescribed in the Law on Enterprises, violates the law or violates this Charter, must immediately notify in writing to the Board of Directors within 48 hours and request the violator to stop the violation and concurrently have solutions to remedy the consequences;
 9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;
 10. Use independent consultants, internal audit department of the Company to perform assigned tasks;
 11. The Board of Inspection may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
 12. Proposing and proposing the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on an approved audit organization to inspect the Company's operations, dismiss the approved auditor when deemed necessary;
 13. To be responsible to shareholders for their supervision activities;
 14. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, General Director and other managers;

15. Ensure operational coordination with the Board of Directors, General Director and Shareholders;
16. Formulate the Operation Regulations of the Board of Inspection and submit them to the General Meeting of Shareholders for approval;
17. Report on the operation of the Board of Inspection at the Annual General Meeting of Shareholders;
18. Have the right to access records and documents of the Company kept at the head office, branches and other locations; have the right to the place of work of managers and employees of the Company during working hours;
19. Have the right to request the Board of Directors, members of the Board of Directors, General director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company;
20. Other rights and obligations as prescribed by the Law on Enterprises, this Charter and resolutions of the General Meeting of Shareholders.

Article 51. Dismissal and removal of members of the Board of Inspection

1. Members of the Board of Inspection shall be dismissed by the General Meeting of Shareholders in the following cases:
 - a. No longer satisfies the standards and conditions to be an inspector prescribed in clause 2 Article 48 of this Charter;
 - b. There is a letter of resignation and approval;
 - c. Other cases as prescribed in this Charter.
2. Members of the Board of Inspection may be removed by the General Meeting of Shareholders in the following cases:
 - a. Fails to fulfill the given tasks or duties;
 - b. Fails to perform his/her rights and obligations for six (06) consecutive months, except for force majeure;
 - c. Commit serious or repeated violations of members of the Board of Inspection's obligations prescribed by the Law on Enterprises and this Charter;
 - d. Under Resolution of the General Meeting of Shareholders.

Article 52. Meeting of the Board of Inspection

1. The Board of Inspection must meet at least 02 times in a year, the number of members attending the meeting is at least 2/3 of the members of the Board of Inspection. Minutes of meetings of the Board of Inspection are made in detail and clearly. The person recording the minutes and members of the Board of Inspection attending the meeting must sign the minutes of the meeting. Minutes of meetings of the Board of Inspection must be kept to determine the responsibilities of each member of the Board of Inspection.

2. The Board of Inspection has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer issues that need clarification.

CHAPTER V.
REMUNERATION, SALARY AND BONUSES FOR MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, BOARD OF INSPECTION

Article 53. Remuneration, bonuses and other benefits of members of the Board of Directors, General Director

1. The Company has the right to pay remuneration, bonuses to members of the Board of Directors, pay salaries and bonuses to the General Director and other managers according to business results and efficiency.
2. Remuneration, salary and other benefits of members of the Board of Directors and General Directors shall be stipulated as follows:
 - a. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated according to the number of working days required to complete the duties of members of the Board of Directors and the remuneration per day. The Board of Directors estimates the remuneration for each member according to the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting;
 - b. Members of the Board of Directors have the right to be paid for meals, accommodation, travel, and other reasonable expenses incurred in carrying out their duties;
 - c. The General Director shall be paid salaries and bonuses as decided by the Board of Directors. Salary, remuneration, benefits and other terms in the labor contract for the General Director shall be decided by the Board of Directors.
3. The remuneration of members of the Board of Directors and General Director are included in the business expenses of the Company in accordance with the Law on corporate income tax and expressed in separate items in the annual financial statements of Company and must be reported to the annual General Meeting of Shareholders.

Article 54. Remuneration, salary, bonuses and other benefits of members of the Board of Inspection

1. Members of the Board of Inspection shall be entitled to salary, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration and annual operating budget of the Board of Inspection;
2. Members of the Board of Inspection shall be entitled to reimbursement for meals, accommodation, travel and use of independent consultancy services at reasonable rates. The total amount of remuneration and expenses shall not exceed the total annual operating budget

of the Board of Inspection approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

3. Salary and operating expenses of the Board of Inspection shall be included in business expenses in accordance with provision of the Law on corporate income tax and other relevant legislation and must be recorded as a separate item in the annual financial statement of the Company.

CHAPTER VI.

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF INSPECTION, GENERAL DIRECTORS AND OTHER EXECUTERS

Article 55. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, members of the Board of Inspection, the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly, carefully for the benefit of the Company.
2. Members of the Board of Directors, members of the Board of Inspection, the General Director and other managers must publicize relevant interests in accordance with the provisions of the Enterprise Law and relevant legal documents.
3. Members of the Board of Directors, members of the Board of Inspection, the General Director, other managers and related persons of these members may only use information obtained through their positions to serve the interests of the Company.
4. Members of the Board of Directors, members of the Board of Inspection, the General Director and other managers are obliged to notify in writing the Board of Directors and Board of Inspection of transactions between the Company, its subsidiaries, another company in which the Company holds control over 50% or more of the Charter Capital with that object or with its related persons in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
5. Members of the Board of Directors must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and this Charter.
6. Members of the Board of Directors, members of the Board of Inspection, the General Director, other managers and related persons of these subjects are not allowed to use or disclose to others internal information to carry out relevant transactions.
7. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Inspection, General Director, other executives and individuals and organizations related to these objects are not invalidated in the following cases:
 - a. For transactions with a value of less than or equal to 35% of the total value of assets recorded in the latest recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members

of the Board of Inspection, the General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors without relevant interests;

- b. For a transaction with a value greater than 35% or a transaction that results in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total recorded asset value in the latest recent financial statement, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Board of Inspection, the General Director and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without relevant interests.

Article 56. Responsibility for damage and compensation

1. Members of the Board of Directors, members of the Board of Inspection, the General Director and other executives who violate their obligations, responsibility for honesty and prudence, fail to fulfill their obligations shall be held responsible for their violations.
2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, members of the Board of Inspection, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests on the basis of compliance with the law, and there is no evidence that they fail to fulfill their duties.

Article 57. Approve contracts, transactions between the Company and related persons

1. The Board of Directors approves the contracts, transactions between the Company and the following related persons:
 - a. Shareholders, authorized representatives of shareholders being organizations owning more than 10% of the total ordinary shares of the Company and their related persons;
 - b. Members of the Board of Directors, General Director and their related persons;
 - c. Enterprises in which members of the Board of Directors, members of the Board of Inspection, the General Director and other managers of the Company own or own contributed capital or shares;
 - d. Enterprises in which the related persons of members of the Board of Directors, members of the Board of Inspection, the General Director or other managers of the Company jointly own or separately own a contributed capital or shares of more than 10% of the Charter Capital.
2. The Board of Directors approves contracts, transactions as prescribed in clause 1 of this Article and has a value of less than 35% of the total value of assets of the enterprise recorded in the latest financial statement. In this case, the representative of the Company signing the contract,

transaction must notify the members of the Board of Directors and the Board of Inspection about the subjects related to such contract, transaction and enclose the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract, transaction within 15 days from the date of receipt of the notice; members of the Board of Directors who have interests related to the parties in contracts, transactions without voting rights.

3. The General Meeting of Shareholders approved the following contracts and transactions:
 - a. Contracts and transactions other than those specified in clause 1 of this Article;
 - b. Contracts, transactions of borrowing, lending and selling assets with a value greater than 10% of the total value of the enterprise's assets recorded in the latest financial statement between the Company and shareholders owning from 51% of the total number of voting shares or more or related persons of such shareholder.
4. In case of approval of a contract, transaction as prescribed in clause 3 of this Article, the representative of the Company signing the contract must notify the Board of Directors and the Board of Inspection about the subjects related to such contract or transaction; and at the same time enclosed with a draft contract or a notice of the main content of the transaction. The Board of Directors submits the draft contract or explains the main contents of the transaction at the General Meeting of Shareholders or collects shareholders' opinions in writing. In this case, shareholders with related interests do not have voting rights. The contract or transaction is approved when there are shareholders representing at least 75% (seventy-five percent) of the total votes of all remaining shareholders with voting rights.
5. The contract or transaction is invalidated and handled in accordance with the law when it is entered into or performed without the approval as prescribed in this Article, causing damage to the Company. The contract signatory, shareholders, members of the Board of Directors or the General Director concerned must jointly compensate for any damage incurred, return to the Company the profits earned from the performance of such contracts or transactions.

Article 58. Disclosure of related benefits

Members of the Board of Directors, Board of Inspection, General Director and other managers of the Company must declare to the Company about their related interests as prescribed in Article 164 of the Law on Enterprises.

CHAPTER VII.

RIGHTS TO ACCESS THE COMPANY'S DOCUMENTS AND RECORDS

Article 59. Rights to access the Company's documents and records

1. Ordinary shareholders have the rights to access the Company's documents and records, specifically as follows:
 - a. Ordinary shareholders are entitled to check, look up and extract information about names and addresses of voting shareholders; request rectification of incorrect information about

- themselves; check, look up and extract or copy the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;
- b. Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the right to check, look up and extracts from the minutes and resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Inspection, contracts, transactions must be approved by the Board of Directors and other documents, except documents related to trade secrets and business secrets of the Company.
 2. In case the authorized representatives of the shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter or its notarized copy issued by the shareholder or group of shareholders.
 3. Members of the Board of Directors, members of the Board of Inspection, the General Director and other executives are entitled to access the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.
 4. The Company shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assts, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and the Board of Inspection, annual financial statements, accounting records and other documents prescribed by law at headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.
 5. The Company's Charter shall be posted on the Company's website.

CHAPTER VIII. EMPLOYEES AND TRADE UNION

Article 60. Employees and Trade Union

1. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, discipline and commendation of employees and executives.
2. General Director shall formulate a plan for the Board of Directors to approve issues relevant to the Company's relationships with trade union organizations according to best standards, practice and management policies, the practice and policies specified in this Charter, the Company's regulations and applicable laws.

CHAPTER IX. DISTRIBUTION OF PROFITS

Article 61. Distribution of profits

1. The General Meeting of Shareholders shall decide the dividends and method of annual dividend payment from the Company's retained profit.
2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.
3. The Board of Directors may request the General Meeting of Shareholders to decide payment of all or part of dividends in shares and the Board of Directors shall execute this decision.
4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that shareholder.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.
6. Other issues relevant to profit distribution prescribed by law.

CHAPTER X. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING

Article 62. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.
2. Subject to prior approval of the competent authority, in case of necessity, the Company may open foreign bank accounts in accordance with regulations of law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 63. Fiscal year

The Company's fiscal year begins on the first day of January (01/01) of each year and ends on the thirty-first day of December (31/12) of the calendar year.

Article 64. Accounting

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.

2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions.
3. The Company uses the accounting currency as Vietnam Dong. In case the Company has economic operations mainly in a foreign currency, the Company may choose such foreign currency as its accounting currency, take responsibility for that choice before the law and notify the tax authority directly.

CHAPTER XI. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 65. Annual, half-year and quarterly financial statements

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.
2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.
3. The Company shall prepare and disclose examined biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

Article 66. Annual reports

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

CHAPTER XII. AUDIT

Article 67. Audit

1. The General Meeting of Shareholders appoints an independent auditing company or approves the list of independent auditing companies and authorizes the Board of Directors to decide to choose one of these units to audit the financial statements of the Company for the next financial year based on the terms and conditions agreed with the Board of Directors.
2. Audit reports shall be enclosed with the Company's annual financial statements.
3. Independent auditors that audit the Company's financial statements are entitled to participate in the General Meeting of Shareholders, receive notices and information relevant to the General Meeting of Shareholders, comment at the General Meeting of Shareholders on the issues relevant to the audit of the Company's financial statements.

CHAPTER XIII. THE COMPANY'S SEALS

Article 68. The Company's seals

1. Seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable regulations of law.

CHAPTER XIV. DISSOLUTION OF THE COMPANY

Article 69. Dissolution of the Company

1. The Company can be dissolved in the following cases:
 - a. The operating period specified in the Company's Charter expires without a decision on extension;
 - b. According to the resolution and decision of the General Meeting of Shareholders;
 - c. The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;
 - d. Other cases prescribed by law.
2. Dissolution of the Company ahead of schedule (including extensions) shall be decided by the General Meeting of Shareholders and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

Article 70. Extension of operating period

1. The Board of Directors shall convene the General Meeting of Shareholders at least 7 months before the expiry of the operating period for shareholders to vote on extension of the operating period of the Company at the request of the Board of Directors.
2. The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least 65% of the votes of all participating shareholders.

Article 71. Liquidation

1. At least 06 months before the expiry of the Company's operating period or after a decision on liquidation of the Company is issued, the Board of Directors shall establish a liquidation board, which consists of 03 members, 02 of whom shall be appointed by the General Meeting of Shareholders and 01 by the Board of Directors from 01 independent audit company. The liquidation board shall formulate its own operating regulations. Members of the liquidation

- board may be selected from the Company's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of the Company.
2. The liquidation board shall inform the business registration authority of its establishment date and commencement date. From that date, the liquidation board shall perform all liquidation tasks on behalf of the Company in the court and administrative authorities.
 3. Revenues from the liquidation shall be used in the following order:
 - a. Liquidation costs;
 - b. Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;
 - c. Tax debts;
 - d. Other debts of the Company;
 - dd. The balance remaining after all debts from the above items have been paid are distributed among the shareholders.

CHAPTER XV. SETTLEMENT OF INTERNAL DISPUTES

Article 72. Settlement of internal disputes

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:
 - a. The shareholders and the Company;
 - b. The shareholders and the Board of Directors, the Board of Inspection, the General Director or other executives;

The parties concerned shall endeavor to resolve the dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of the dispute and request each party to present information related to the dispute within 03 working days from the date of dispute arising. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request and appoint an independent expert to mediate for the dispute settlement process.
2. In case a conciliation decision is not reached within 06 weeks from the beginning of the mediation process or if the decision of the mediator is not accepted by the parties, a party may refer such dispute to the Vietnam International Arbitration Center (VIAC) according to the procedural rules of VIAC or a competent court.
3. The parties bear the costs related to the negotiation and conciliation procedures. The payment of the Court's expenses shall be made according to the Court's judgment.

**CHAPTER XVI.
REVISING THE COMPANY'S CHARTER**

Article 73. The Company's Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the operation of the Company not mentioned in this Charter or in case there are new provisions of law different from those in this Charter, the provisions of such law are of course applied and govern the Company's activities.

**CHAPTER XVII.
EFFECTIVENESS OF THE CHARTER**

Article 74. Effective date

1. This Charter consists of 17 Chapters 74 Articles, unanimously approved by the General Meeting of Shareholders of KIS Vietnam Securities Corporation and mutually agree to the full effect of this Charter.
2. This Charter is made in 03 originals, has the same legal validity and must be kept at the head office of the Company.
3. This Charter is the sole and official of the Company.
4. Copies or extracts of the Company's Charter must be signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors to be valid.

KIS VIET NAM SECURITIES CORPORATION

Legal representative

General Director

SHIN HYUN JAE