CHARTER
SSI SECURITIES CORPORATION

Ho Chi Minh City, 22 May 2021

TABLE OF CONTENTS

FOREWORDS
CHAPTER I. DEFINITIONS 1
Article 1. Interpretation of terms 1
CHAPTER II. NAME, LEGAL FORMS, HEAD-OFFICE, BRANCH, TRANSACTION OFFICE, REPRESENTATIVE OFFICE, BUSINESS LOCATION, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY 2
Article 2. Name, legal forms, head-office, branch, transaction office, representative office, business location and term of operation of the Company 2
Article 3. The Company's legal representative 2
CHAPTER III. LINES OF BUSINESS, OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY 3
Article 4. Lines of business and operating objectives of the Company 3
Article 5. Scope of Business and Operating Principles of the Company 3
CHAPTER IV. CHARTER CAPITAL, SHARES, SHARE CERTIFICATE 4
Article 6. Charter capital, shares 4
Article 7. Share certificate 4
Article 8. Other securities certificates 5
Article 9. Share transfer 5
Article 10. The offering of financial services 5
CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL 5
Article 11. Organizational structure, governance and control 5
CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS 5
Article 12. Rights of Shareholders 5
Article 13. Obligations of shareholders 7
Article 14. General Meeting of Shareholders 7
Article 15. Rights and obligations of the General Meeting of Shareholders 8
Article 16. Authorize to participate into the General Meeting of Shareholders 10
Article 17. Change of rights 10
Article 18. Convening, meeting agenda and notice to the General Meeting of Shareholders 10
Article 19. Conditions for convening the General Meeting of Shareholders 11
Article 20. Procedures for convening the General Meeting of Shareholders 12
Article 21. Conditions for passing of resolutions of the General Meeting of Shareholders 13
Article 22. Authority and formalities for collecting written opinions of shareholders to ratify resolutions of the General Meeting of Shareholders 13
Article 23. Resolutions, Minutes of General Meeting of Shareholders 14
Article 24. Request for annulment of resolutions of the General Meeting of Shareholders 15
CHAPTER VII. BOARD OF DIRECTORS 15
Article 25. Nominate, appoint Member of Board of Directors 15
Article 26. Composition and term of office of the Board of Directors' members 17
Article 27. Rights and obligations of the Board of Directors 17
Article 28. Remuneration, bonus and other benefits of members of the Board of Directors 19
Article 29. Chairman of Board of Directors 19
Article 30. Meetings of the Board of Directors 20
Article 31. Removing, dismissing and supplementing members of the Board of Directors 21
Article 32. Divisions of the Board of Directors 22
Article 33. Person in charge of corporate governance and Company Secretary 22
CHAPTER VIII. AUDIT COMMITTEE OF THE BOARD OF DIRECTORS 23
Article 34. Nominate, appoint Member of Audit Committee 23
Article 35. Composition of Audit Committee 23
Article 36. Rights and obligations of the Audit Committee 23
Article 37. Meetings of the Audit Committee 24
Article 38. Operating report of the independent member of the Board of Directors in the Audit Committee at the Extraordinary General Meeting of Shareholders 24
CHAPTER IX. THE BOARD OF INVESTMENT 25
Article 39. Organizational structure, functions of Board of Investment 25
Article 40. Operational mechanism of the Board of Investment 25
CHAPTER X. CHIEF EXECUTIVE OFFICER AND OTHER COMPANY EXECUTIVES 25
Article 41. Organization of the management apparatus 26
Article 42. Company Executives 26

Article 43. Appointment, dismissal, duties and rights of the Chief Executive Officer 26
CHAPTER XI. RESPONSIBILITIES OF MEMBER OF BOARD OF DIRECTORS, CHIEF EXECUTIVE OFFICER AND OTHER COMPANY EXECUTIVES 27
Article 44. Duty of honesty and avoid conflicts of interest 27
Article 45. Liabilities for damage and compensation 28
CHAPTER XII. RIGHTS TO INSPECT THE COMPANY'S BOOKS AND DOSSIERS 28
Article 46. Rights to inspect the company's books and dossiers 28
CHAPTER XIII. EMPLOYEES AND TRADE UNION 29
Article 47. Employees and trade union 29
CHAPTER XIV. PROFIT DISTRIBUTION 29
Article 48. Profit distribution 29
CHAPTER XV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING SYSTEM 29
Article 49. Bank account 29
Article 50. Fiscal year 30
Article 51. Accounting system 30
CHAPTER XVI. FINANCIAL STATEMENTS, ANNUAL REPORT AND RESPONSIBILITIES FOR NEWS DISCLOSURES 30
Article 52. Annual, semi-annual and quarterly financial statements 30
Article 53. Annual Report 30
CHAPTER XVII. AUDITOR 30
Article 54. Auditor 30
CHAPTER XVIII. STAMP OF THE COMPANY 30
Article 55. Stamp of the company 31
CHAPTER XIX. RESTRUCTURING, DISMISSAL AND BANKRUPTCY OF THE COMPANY 31
Article 56. Company restructuring 31
Article 57. Dismissal 31
Article 58. Liquidation 31
Article 59. Bankruptcy 32
CHAPTER XX. INTERNAL DISPUTE SETTLEMENT 32
Article 60. Internal dispute settlement 32
CHAPTER XXI. AMENDMENT AND SUPPLEMENT TO THE COMPANY'S CHARTER 32
Article 61. Amendment and supplement to the Company's Charter 32
CHAPTER XXII. EFFECTIVE DATE 32
Article 62. Effective date 32

FOREWORDS

Legal basis

- Law on Enterprises No. 59/2020/QH13 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 17 June 2020 and its guidelines;
- Law on Securities No.54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 26 November 2019 and its guidelines;
- Resolution No. 01/2021/NQ-ĐHĐCĐ dated 22 May 2021 of the General Meeting of Shareholders of SSI Securities Corporation.

CHAPTER I. DEFINITIONS

Article 1. Interpretation of terms

1. As used herein, the terms below are construed as follows:
   a. **"**Charter capital" refers to total face value of sold or subscribed shares upon establishment of Joint Stock Company in accordance with Article 6 herein;
   b. **"**Voting equity**"** refers to owner**'**s equity which the owner has voting rights for the issues under the authority of the General Meeting of Shareholders;
   c. **"**Law on Enterprises**"** refers to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 17 June 2020;
   d. **"**Law on Securities**"** refers to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 26 November 2019;
   e. **"**Vietnam**"** refers to the Socialist Republic of Vietnam;
   f. **"**Establishment Date**"** refers to the date that the Enterprise Registration Certificate (Certificate of Business Registration and equivalent instruments) is initially issued to the Company;
   g. **"**Enterprise Executives**"** refer to the Chief Executive Officer (CEO), Deputy CEO, Chief Accountant and other managers appointed by the Board of Directors at the proposal of the CEO;
   h. **"**Enterprise Managers**"** refer to the management personnel, including the Chairman of Board of Directors, the Board Members, CEO and other persons holding managerial positions who are competent to enter transactions on behalf of the Company as prescribed in this Charter;
   i. **"**Related person**"** refers to any individual or organization in accordance with Clause 46, Article 4 of the Law on Securities;
   j. **"**Shareholders**"** refer to individuals and organizations holding at least one share of the Joint Stock Company;
   k. **"**Majority shareholder**"** refers to shareholder specified in Clause 18, Article 4 of the Law on Securities;
   l. **"**Term of Operation**"** refers to the operational term of the Company as stipulated in clause 5, Article 2 of this Charter and the extended time (if any) as adopted by the General Meeting of Shareholders of the Company;
   m. **"**Stock Exchange**"** refers to **Vietnam Exchange and its subsidiaries.**
2. In this Charter, any reference to one or some statutory provisions or other documents shall include any amendments, modifications or replacements thereof.
3. The headings (chapters or articles of this Charter) are inserted for convenience only and do not affect the contents of this Charter.

CHAPTER II. NAME, LEGAL FORMS, HEAD-OFFICE, BRANCH, TRANSACTION OFFICE, REPRESENTATIVE OFFICE, BUSINESS LOCATION, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, legal forms, head-office, branch, transaction office, representative office, business location and term of operation of the Company

1. Company name
   - Company name in Vietnamese: CÔNG TY CỔ PHẦN CHỨNG KHOÁN SSI
   - Company name in English: SSI SECURITIES CORPORATION
   - Abbreviated name: SSI
2. The Company is a Joint Stock Company with legal entity status under the applicable laws of Vietnam.
3. Registered office of the Company:
   - Registered office address: 72 Nguyen Hue, Ben Nghe Ward, District 1, Ho Chi Minh City
   - Telephone number: (84-28) 3824 2897
   - Fax: (84-28) 3824 2997
   - Email: ssi@ssi.com.vn
   - Website: http://www.ssi.com.vn
4. Operation network:

   The Company's operation network includes head office, branches, transaction offices and representative offices.

   The Company may establish its onshore and offshore branches, transaction offices and representative offices to conduct Company's operational objectives in accordance with the decision of the Board of Directors to the extent permitted by laws.
5. Except for cases of early termination under clause 2, Article 57 herein, the term of operation of the Company shall be indefinite.

Article 3. The Company's legal representative

1. The Company's legal representative is the Chairman of Board of Directors.
2. The legal representative of the Company is the individual that exercises the rights and fulfills the obligations when making transactions on behalf of the Company, represents the enterprise as the plaintiff, defendant, and person with relevant interests and duties before the arbitral tribunal, the court, exercises other rights and fulfills other obligations as prescribed by laws.
3. In case the legal representative goes overseas, he must authorize in writing another person to exercise the rights and fulfill the obligations of the legal representative. In this case, the legal representative is still responsible for the performance of authorized rights and obligations.
4. In case the authorization term under Clause 3 of this Article expires without any other authorization and the legal representative of the Company has not returned to Vietnam, the authorized person shall continue exercising the rights and fulfill the obligations of the Company's legal representative within the authorized scope until the legal representative of the Company returns to work or until the Board of Directors decide to appoint another person as legal representative of the Company.
5. If the legal representative is not present in Vietnam for more than thirty (30) days without authorizing another person to act as the legal representative, or such person is dead, missing, detained, sentenced to imprisonment, or legally incompetent, then the Board of Directors shall designate another person as the legal representative.
6. In some special cases, the legal representative will be designated by a competent authority in the proceedings at the Court as prescribed by the laws.

CHAPTER III. LINES OF BUSINESS, OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Lines of business and operating objectives of the Company

1. The Company's scope of business includes:
    a. Securities brokerage;
    b. Securities self-trading;
    c. Underwriting;
    d. Securities investment advisory;
    e. Trading of derivative securities;
    f. Providing the clearing and settlement service for derivative securities transactions.
2. In addition to the securities business operations specified in Clause 1 of this Article, the Company also provides financial services as stipulated in Article 86 of Law on Securities and the applicable laws.
3. Operational objectives: The Company's operational objectives are to mobilize and effectively utilize its capital to maximize profit, create jobs, increase profits for shareholders; contribute to the State budget and develop the Company.

Article 5. Scope of Business and Operating Principles of the Company

1. The scope of business and operation:
    a. The Company carries out the registered businesses in accordance with the business lines defined in this Charter.
2. Operational, governance and management principles
    a. Comply with the Law on Securities, Law on Enterprises, the Company’s Charter and other relevant legislation on corporate governance.
    b. Clearly assign the responsibilities of the General Meeting of Shareholders, Board of Directors and the Chief Executive Officer in accordance with the Law on Securities, Law on Enterprises and other relevant regulations;
    c. Setup the communication system with the shareholders and members to ensure the full information disclosure and fair treatment among Shareholders, members, guaranteeing the legal rights and benefits of the shareholders and members;
    d. Setup the internal control system, risk management and surveillance, prevent the conflict of benefits within the company and in the transactions with related persons;
    e. Ensure that the official working at operating departments have certificate of securities practices to be well matched with the concerned operations in accordance with the Law on Securities and stock market.
3. Professional operating principles
    a. Promulgate the operating procedures for operations;
    b. Promulgate the code of conduct and business ethics;
    c. The Company and its employees shall not make investment on behalf of the client unless securities trading account of the individual investor is entrusted as prescribed by the laws.
    d. Have responsibilities for honesty to the client, not infringe the assets, other legal rights and benefits of the client. Perform the asset-separated management of each client, separate client’s asset against the Company’s assets;
    e. Have responsibilities for signing the contract with the client when the service is provided; provide full and honest information to the client;
    f. Unless otherwise specified by the laws, when the service is provided to the client, the Company shall not, directly or indirectly, perform the following practices:
        - Approve the securities investment on behalf of the client;

- Agree with the client for profit/loss sharing;
- Advertise, announce that the company's securities analysis contents, efficiency or methods are assigned with higher value than those of the rivals;
- Take behavior to provide incorrect information to seduce or induce the client to purchase or sales of any securities;
- Provide incorrect, fraud or misleading information to the client;
- Others on contrary to the legal regulations.

g. Perform the accounting, auditing, statistic policies and financial obligations as prescribed by the laws;

h. Conduct timely, fully and accurately disclose the information and reports as prescribed by the laws;

i. Develop IT and provisional database system to ensure safe and continuous operation;

j. Conduct securities transaction monitoring as prescribed;

k. Establish a special department in-charge of client communication and claim settlement;

l. Perform other obligations as prescribed by the Law on Securities and relevant laws.

CHAPTER IV. CHARTER CAPITAL, SHARES, SHARE CERTIFICATE

Article 6. Charter capital, shares

1. The charter capital of the Company is VND6,498,051,040,000 (six thousand four hundred and ninety eight billion, zero hundred and fifty one million, zero hundred and forty thousand Dongs).

   Total charter capital is divided into 649,805,104 shares. Par value is VND 10,000/share.

2. The Company may increase or reduce its charter capital upon approval of the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on date that this Charter is approved includes ordinary shares only. The rights and obligations of Shareholders holding each shareholders are defined in Articles 12 & 13 herein.

4. The Company may issue preference shares as approved by the General Meeting of Shareholders and in accordance with the provisions of the laws.

5. Ordinary shares must be preferentially offered to existing shareholders in proportion to the percentage of ownership of their ordinary shares in the Company, unless otherwise specified by the General Meeting of Shareholders. The number of shares fully not subscribed by the shareholders shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to the subjects under more favorable conditions than the conditions offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may acquire shares issued by the Company in accordance with the manner specified in this Charter and applicable laws.

7. The Company may issue other securities as prescribed by the laws.

Article 7. Share certificate

1. The Company's shareholders are issued with share certificate, corresponding to the number and class of their holding shares.

2. Share certificates are certificates certifying the legal rights and benefits of the owner to a part of issuer's equity. The share certificate must fully include the contents specified in Clause 1, Article 121 of the Law on Enterprises

3. Within seven (07) days from the date of submission of full dossiers requesting for transfer of the share ownership in accordance with the Company's regulations or within seven (07) days from the date of making full payment for the purchase of shares as stipulated in the Company's share issuance plan (or other period as stipulated in the terms of issuance or the provisions of the law),

share owners shall be granted share certificates. Share owners may not have to pay to the Company any expenses for printing share certificates or whatever fees.

4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued with another share certificate at the shareholder's request. The request must contain the following information:

   a. The share certificate that is lost, damaged, or otherwise destroyed;

   b. Assumption of responsibility for disputes over issuance of the new share certificate.

5. The Company may issue non-bearer shares which are not in the form of certificates. The Board of Directors may issue written regulations allowing non-bearer shares (in certificate or non-certificate forms) to be transferred without transfer documents.

Article 8. Other securities certificates

Share certificates or other securities certificates of the Company will be issued with the seal of the Company and signature of the legal representative.

Article 9. Share transfer

1. All shares may be transferred freely except otherwise provided for in the Law on Enterprises, this Charter and decision of the General Meeting of Shareholders on issuance method approval. Shares listed on the Stock Exchange shall be transferred in accordance with the provisions of the Law on Securities and securities market.

2. Shares which have not yet been fully paid for may not be transferable nor entitled to any related interests, such as dividends, issued shares undertaking to increase the equity from the owner's equity source, option of newly offered shares and other benefits as prescribed by the laws.

Article 10. The offering of financial services

1. Subject to applicable laws and approval of SSC, the Company shall offer financial services (including covered warrants) and carry out all relevant business activities.

2. Covered warrants is securities guaranteed by assets issued by the Company, allowing owners to purchase (purchasing covered warrants) or sell (selling covered warrants) the primary securities to the organization issuing these covered warrants at a price determined before, at or before a defined time, or allowing owners to receive the difference between the undertaking price and the price of primary securities at the time of execution.

3. A holder of a warrant is a creditor of the debt partially covered by the Company (except for untraded warrants). Besides, a holder of a warrant has other rights and obligations under the laws, the prospectus for offering warrant, including but not limited to the right to receive cash payment or primary securities, transfer, give, bequeath, mortgage, or pledge, etc.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

Management, governance, control and organizational structure of the Company includes:

1. The General Meeting of Shareholders.

2. The Board of Directors.

3. The Board of Investment.

4. The Chief Executive Officer.

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have following rights:

a. Attend and give opinions at the General Meetings of Shareholders and exercise the right to vote directly or via an authorized representative or in another form permitted by law or the Company's Charter. Each ordinary share has a voting right;

b. Receive dividends at a rate decided by the General Meeting of Shareholders;

c. Be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each Shareholder holds;

d. Freely transfer their shares to other persons, except for the cases stipulated in clause 1, Article 9 of this Charter;

e. Sight, look up and make an extract of information about name and contact address in the list of Shareholders with voting rights and request amendment of incorrect information;

f. Sight, look up and make an extract or copy of the Charter of the Company, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g. Upon dissolution or bankruptcy of the Company, be distributed a part of the remaining assets of the Company pro rata to its proportion of shareholding in the Company;

h. Request the Company to redeem his/her shares in the cases as provided for in Article 132 of the Law on Enterprises;

i. Be fairly treated. Each share of the same category creates the equal rights, obligations and benefits to the Shareholder. In the event that preference shares, its related rights and obligations must be approved by the General Meeting of Shareholders and fully disclosed to the Shareholders;

j. Fully access to periodic and extraordinary information released by the Company in accordance with the provisions of the laws;

k. Be protected with their legal rights and benefits; request to suspend and revoke the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors as prescribed by the Law on Enterprises;

l. Other rights stipulated in this Charter and the regulations.

2. A shareholder or group of shareholders, who for at least 05% of overall ordinary shares of the Company, shall be entitled to:

a. Request the Board of Directors to convene the General Meeting of Shareholders when the Board of Directors seriously violates the rights of shareholders, obligations of the managers or makes decisions beyond the assigned authority;

b. Sight, look up and make an extract of the book of minutes, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, contract and transactions to be approved by the Board of Directors and other documents, unless documents are related to the trade secrets and business secrete of the Company;

c. Suggest the issues to be added into the agenda of the General Meeting of Shareholders;

d. Other rights stipulated in this Charter and the Law.

3. A shareholder or group of shareholders, who for at least 10% of total ordinary shares of the Company, shall be entitled to nominate candidates to the Board of Directors. Nomination of a member of Board of Directors is carried out as follows:

a. The ordinary shareholders collecting into group to nominate a member of Board of Directors must notify the group meeting for the participants to know before opening the General Meeting of Shareholders;

b. According to the number of members of Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or some persons as resolved by the General Meeting of Shareholders to be the candidate to the Board of Directors. In the event that number of candidates nominated by shareholders or groups of shareholders is lower than that entitled to elect as decided by the General Shareholders' Meeting, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

4. Dividend preference shareholders shall have the following rights:

a. Receive the dividend as prescribed in this Charter;

b. Receive a proportion of remaining assets corresponding to their holding upon the Company's dissolution or bankruptcy after the Company has paid all debts and redeemable preferred shares;

c. The preference shares may be converted into Ordinary Shares as resolved by the General Meeting of Shareholders;

d. Other rights as ordinary shareholders, except the right to vote, the right to attend the General Meetings of Shareholders or the right to nominate candidates to the Board of Directors.

5. Redeemable preference shareholders shall have the following rights:

a. Be redeemed of capital contribution at the request of the owner or under conditions specified in the certificate of the redeemable preference shares;

b. The preference shares may be converted into Ordinary Shares as resolved by the General Meeting of Shareholders;

c. Other rights as ordinary shareholders, except the right to vote, the right to attend the General Meetings of Shareholders or the right to nominate candidates to the Board of Directors.

6. Rights of other preference shareholders shall comply with the decisions of the General Meeting of Shareholders.

Article 13. Obligations of shareholders

1. To pay in full and on time for shares for which the shareholder has committed to subscribe.

2. Not to be permitted to withdraw from the Company the capital contributed by ordinary shares in any form, except for cases where such shares are re-deemed by the Company or others. In case a shareholder withdraws a part of or all of the share capital contributed against this Clause, such shareholder and related person in the Company are jointly responsible for the debts and other liabilities of the Company up to the value of withdrawn shares and the damage caused.

3. To comply with the Company's Charter, internal rules and regulations of the Company;

4. To observe Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To secure the information provided by the Company as prescribed in the Company's Charter and the laws; to only use the provided information to exercise and protect their legal rights and benefits; to prohibit to disseminate or copy or send the information provided by the Company to other organizations and individuals.

6. To participate into the General Meeting of Shareholders and exercise the voting rights in following forms:

a. Directly participate and vote in the meeting;

b. Authorize other persons or organizations to participate and vote in the meeting;

c. Participate and vote through the online conference, e-voting or other electronic forms;

d. Deliver the votes to meeting through registered mail, fax or email;

e. Send the votes by other means as instructed by the Board of Directors.

7. To be personal responsibility where he or she performs one of the following acts in any form in the name of the Company:

a. To breach the law;

b. To conduct business and other transactions for the personal benefit of himself or herself or other organizations or individuals;

c. To pay premature debts where the Company is likely to be in financial danger.

8. Other obligations as prescribed by the applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders shall include all Shareholders with voting rights, and shall be the highest decision-making authority of the Company. The Annual General Meeting of Shareholders may be held annually and within 04 months since the date of ending the financial year. The Board of Directors decides to extend the Annual General Meeting of Shareholders as

necessary, provided that it does not exceed 06 months since the financial year is ended and reports SSC about extension. In addition to the Annual General Meeting of Shareholders, the Extraordinary General Meeting of Shareholders may be convened. The determined venue of the General Meeting of Shareholders is the place where the chairman attends and within the territory of Vietnam.

2. The Board of Directors shall convene the Annual general Meeting of Shareholders and select proper place. The Annual General Meeting of Shareholders shall decide the issues as prescribed by the laws and the Company's Charter, particularly approve the audited annual financial statements. In the event that the Company's the audited annual financial statements has the material ad-hoc clauses, contrary auditor's opinion or refusal, the approved auditor must be invited to conduct audit of the Company's financial statements, participate into the Annual General Meeting of Shareholders and represent for the aforesaid auditor to participate into the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

   a. The Board of Directors considers it necessary to do so in the interests of the Company;

   b. The number of remaining members of the Board of Directors is less than the quorum as prescribed by the laws;

   c. The shareholder or group of shareholders mentioned in Clause 2 of Article 12 herein request the convention of the General Meeting of Shareholders in written petition. The written petition must specify the reason and purpose of the meeting, and must be signed by all relevant shareholders or the petition can be made in several copies to collect signatures of all relevant shareholders;

   d. Other cases as stipulated in this Charter and the law.

4. Power to convene the Extraordinary General Meetings of Shareholders

   a. The Board of Directors shall convene the General Meeting of Shareholders shall be convened within 30 days since number of the remaining Board members are available as prescribed in Point b, Clause 3 of this Article or when the request is received as prescribed in Point c, Clause 3 of this Article;

   b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within next 30 days, the shareholders or groups of shareholders as stipulated in Point c, Clause 3 of this Article may request the Company**'**s representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises;

   c. In this case, shareholders or groups of shareholders who convene the General Meeting of Shareholders may request the Business Registration Office to monitor the procedures and proceedings of convening, organization and decision-making of the General Meeting of Shareholders. All expenditures for the convention and organization of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses may not include shareholders**'** expenditure when attending the General Meeting of Shareholders, including accommodation and travel fees.

   d. Proceedings at General Meeting of Shareholders are complied with clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has rights and obligations as follows:

   a. To adopt the development orientation of the Company;

   b. To make decisions on classes of shares and the total number of shares of each class which may be offered for issuance; To make decisions on the rate of annual dividend for each class of shares;

   c. To elect, remove or discharge members of the Board of Directors;

   d. To make decisions on the investment or sale of assets valued at 35% or more of the total value of the Company's assets recorded in the Company's latest financial statement;

   e. To make decisions on amendments and supplements to the Company's Charter;

f. To approve annual financial statements;

g. To make decisions on redemption the ordinary shares already sold as stipulated in Article 133 of Law on Enterprises, excepting for redemption mentioned in Clause 2 Article 36 of Law on Securities;

h. To consider and deal with breaches by the Board of Directors and the Supervisory Board which cause damage to the Company and its shareholders;

i. To make decisions on re-organization and dissolution of the Company;

j. To decide budget or total remuneration, bonus and other benefits of the Board of Directors;

k. To approve the Internal Governance Regulations and the Operating Regulations of the Board of Directors;

l. To approve the list of approved auditors; to decide the approved auditors to conduct audit on the Company's operations, to remove the approved auditors as necessary;

m. Other rights and obligations as provided by law.

2. The following issues are discussed and approved by the General Meeting of Shareholders, concretely:

a. The Company's annual business plan;

b. The audited annual financial statements;

c. The report on operation management and performance of the Board and every member of the Board;

d. The report of the independent member of the Board as prescribed in Article 38 of this Charter;

e. Dividend for each share;

f. Number of members of the Board of Directors;

g. To elect, remove or discharge members of the Board of Directors;

h. To decide budget or total remuneration, bonus and other benefits of the Board of Directors;

i. To approve the list of approved auditors; to decide the approved auditors to conduct audit on the Company's operations as necessary;

j. To approve the amendment and supplement to the Company's Charter;

k. Newly issued share class and volume for each share class;

l. Company division, separation, merger, consolidation or transformation;

m. The Company's re-organization and dissolution (liquidation) and appointment of liquidator;

n. To make decisions on the investment or sale of assets valued at 35% or more of the total value of the Company's assets recorded in the Company's latest financial statement;

o. To make decisions on redemption the ordinary shares already sold as stipulated in Article 133 of Law on Enterprises, excepting for redemption mentioned in Clause 2 Article 36 of Law on Securities;

p. To sign the contract and transaction with subjects specified in Clause 1, Article 167 of the Law on Enterprises with value equal to or greater than 35% of total asset value recorded in the latest financial statements;

q. To approve the transactions at Clause 4, Article 293 of the Decree No. 155/2020/NĐ-CP of the Government dated 31 December 2020 on detailing the implementation of a number of Articles of the Law on Securities, excluding transactions specified at Clause 3, Article 27 of the Circular No. 121/TT-BTC of the Ministry of Finance dated 31 December 2020 regarding operations of securities companies;

r. To approve the Company's Internal Regulation on Governance Regulations and the Operating Regulation of the Board of Directors;

s. Other issues as stipulated in this Charter and the law.

3. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorize to participate into the General Meeting of Shareholders

1. Shareholders, their authorized representatives as organization may directly join the meeting or authorize one or some individuals and organizations to participate into meeting or participate into the meeting through one of forms specified at clause 6, Article 13 of this Charter.

2. Authorization to individual or organization to participate into the General Meeting of Shareholders specified in clause 1 of this Article must be made into written form. The letter of authorization must be made in accordance with the civil law and required to specify name of principal and authorized person, number of authorized shares, authorization contents, scope of authorization, term of authorization, signature of the principal and authorized person.

3. The person authorized to attend the General Meeting of Shareholders must present the letter of authorization when registration is conducted. In case of re-authorization, the participant must further present the initial letter of authorization of the shareholder, their authorized representative as organization (if it was not previously registered with the Company).

4. Votes of persons authorized to attend the meeting in the scope of authorization shall remain effective excluding the case:

   a. The authorized person dies, or his capacity for civil acts is lost or is restricted;

   b. The authorized person has canceled the authorization;

   c. The authorized person has canceled the competence of the person implementing the authorization.

   This clause may not be applied in case the Company receives a notice about one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is re-convened.

Article 17. Change of rights

1. Change or cancellation of special rights associated to a preference share is effective when it is approved by participatory shareholders, representing for 65% of total voting shares. The Resolutions of the General Meeting of Shareholders on contents, changing the rights and obligations of preference shareholders are only adopted if the preference shareholders of the same class holding 75% of total preference shares or more agrees or the preference shareholders of the same class holding 75% of total preference shares or more agree in the event that the resolutions are available at the written consultation form.

2. The organization of such meeting is only valid when there are at least two (02) shareholders (or their authorized representatives) participated in the meeting who hold at least a third of the face value of the issued shares in such class. Where the number of such attendees is not sufficient, the meeting shall be reorganized within 30 subsequent days and those attendees who are holders of such class of shares (regardless of the number of people and number of shares) are deemed to meet the above requirement whether they directly participate or via authorized representatives. At the separate meetings mentioned above, holders of such class of shares who are present personally or via authorized representatives can request voting by the mean of secret ballot. Then, each holder shall have a vote for each share of such class owned by him/her.

3. The procedures for conducting such separate meetings shall be similar to those provided under Articles 18 and 20 of this Charter.

4. Unless otherwise stipulated by the terms of issuing of shares, special rights attached to various classes of shares with preference rights regarding some or all issues on distribution of profits or assets of the Company may not be changed when the Company issues additional shares of the same class.

Article 18. Convening, meeting agenda and notice to the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual General Meeting of Shareholders. The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in accordance with cases specified at Clauses 3 & 4 of Article 14 herein.

2. A person who convenes the General Meeting of Shareholders has to perform the following tasks:

a. Prepare the list of shareholders eligible to join and vote at the General Meeting of Shareholders. The list is prepared not sooner than 10 working days before the invitation to the General Meeting of Shareholders is delivered. The preparation of such list must be released at least 20 days before the final registration deadline;

b. Prepare the meeting agenda and contents;

c. Prepare the meeting materials;

d. Draft the resolutions of the General Meeting of Shareholders in accordance with the expected meeting contents;

e. Identify the time and venue to hold the meeting;

f. Make announcement on organization of General Meeting of Shareholders and send notices of meeting to all eligible shareholders;

g. Other tasks to serve for the meeting.

3. The notice must be sent to all shareholders by a method to ensure that it is successfully delivered to the shareholders' contact address announced on the website of the Company and the State Securities Commission and the Stock Exchange where the Company's shares are listed. In the event that the Company has been notified in writing about fax number or email address by the shareholders, the notice shall be delivered to such fax number or email address. Where shareholders are working at the Company, the notice may be included in the sealed envelope and delivered on hands at their workplace or email address provided by the Company.

   A person who convenes the General Meeting of Shareholders must deliver the invitation notice to all shareholders named in the List of Shareholders Eligible to Participate into the meeting not later than 21 working days before the opening date (since the date that the notice is duly delivered or sent).

   The meeting agenda and issue-related documents shall be voted at the meeting. The vote and election vote (if any) shall be delivered with the Notice to the shareholders. The meeting materials shall be announced on the Company's website and the notice shall specify the link to all meeting materials so that the shareholders may access to.

4. Shareholders or groups of shareholders specified in Clause 2 of Article 12 herein may request to include the issues into the meeting agenda. The petition must be made in writing and submitted to the Company not later than 07 working days before the opening date. The petition must specify full name of shareholders, volume of each share owned by the shareholders and recommended issues to be included into the meeting agenda.

5. The person who convenes the General Meeting of Shareholders may refuse the request as prescribed in Clause 4 of this Article if it is belong to one of following circumstances:

   a. The petition delivery is not complied with clause 4 of this Article;

   b. The recommended issues are beyond the authority of the General Meeting of Shareholders;

   c. Other cases as stipulated in this Charter and the law.

6. A person who convenes the General Meeting of Shareholders must accept and include the request specified in clause 4 of this Article into the expected meeting agenda and contents, except for the cases specified in clause 5 of this Article; the petition is officially added into the meeting agenda and contents if the approval is obtained from the General Meeting of Shareholders.

Article 19. Conditions for convening the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted where the number of attending shareholders represents at least 50% of votes.

2. In the first meeting which is not eligible to conduct as prescribed in clause 1 of this Article, the second meeting shall be convened within 30 working days since the expected date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted where the number of attending shareholders represents 33% of votes or more.

3. If the second convened General Meeting of Shareholders could not be held as prescribed in clause 2 of this Article, the notice on the third General Meeting of Shareholders must be delivered within 20 days from the intended date of the second meeting. In this case, the third General Meeting of Shareholders shall be held regardless of the number of attending shareholders.

Article 20. Procedures for convening the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out procedures for registration of shareholders until the last present shareholder entitled to attend the meeting has registered. As the registration taken place, each shareholder or authorized representative who has the right to vote shall receive a voting card recorded with registration number, full name of the shareholder (and/or full name of the proxy) and the number of votes of such shareholders.

2. Election of the Chairman, secretary and vote checking committee is regulated as follows:

   a. The Chairman of Board of Directors acts as the chairman of the meeting or authorizes the member of the Board as the chairman of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily lost their working capacity, the remaining members of the Board shall elect one of them as the chairman of the meeting in accordance with the majority principles. Where the chairman of the meeting cannot be elected, an independent member of the Board shall preside so that the chairman of the meeting may be elected from the participants and the person having the highest number of votes shall be the chairman of the meeting;

   b. Except for the cases specified in point a of this Clause, the person signed to convene the General Meeting of Shareholders shall control the meeting to elect the chairman and the person having the highest number of the votes shall be the chairman;

   c. One or some persons may be appointed to be the secretary of the meeting by the chairman;

   d. One or some members of the vote checking committee are elected by the General Meeting of Shareholders as recommended by the meeting chairman.

3. The meeting agenda and contents must be approved by the General Meeting of Shareholders in the opening session. The agenda must specify the time for each issue on the agenda.

4. The Chairman is entitled to take the necessary and proper measures to control the meeting in a good order and in accordance with the approved agenda, successfully reflecting the expectations of majority of participants.

   a. To arrange the seat at the place of organizing the General Meeting of Shareholders;

   b. To secure the persons available at the meeting venue;

   c. To create favorable conditions for the shareholders to participate (or continue participation) into the meeting. Person who convenes the General Meeting of Shareholders may, at his sole discretion, change the aforesaid measures and take all necessary measures. The applicable measures may include issuance of access card or use of other optional forms.

5. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. The voting shall be carried out by collecting agreed votes, disagreed votes, and no opinion votes. The vote checking results are announced by the chairman right before closing the meeting.

6. Any late attendee still has the right to register immediately and to attend and vote at the General Meeting of Shareholders upon registration. The chairman may not delay the meeting so that late attendees may register and the effectiveness of any voting which has already been conducted may not be affected.

7. A person who convenes the General Meeting of Shareholders has following rights:

   a. Request all participants to be subject to inspection or other proper and legal security measures;

   b. Request the competent authorities to maintain the meeting order; expel any person from the General Meeting of Shareholders who refuse to act against the chair's direction, cause disruption, obstruct the normal progress of the meeting or refuse to comply with rule on checking or the security measures;

8. The Chairman may adjourn the General Meeting of Shareholders which adequate number of participants are available to another time not exceeding 03 working days since intended opening date and only adjourn the meeting or change the meeting venue in following circumstances:

   a. The location for the meeting does not have sufficient suitable seating for all of the attendees;

   b. Communication devices at the current location are not sufficient for attending shareholders to discuss and vote;

c. There is a participant that disrupts the order and threatens to obstruct the fair and legal progress of the meeting.

9. In the case where the chairman adjourns or suspends the General Meeting of Shareholders against the Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairman in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting may not be affected.

10. In the event that the modern technology is applied to organize the online General Meeting of Shareholders, the Company is obligated to ensure that the shareholders may participate and vote with electronic voting form or other forms as specified in Article 144 of the Law on Enterprises and clause 3, Article 273 of the Decree No. 155/NĐ-CP of the Government dated 31 December 2020 on detailing the implementation of a number of Articles of the Law on Securities.

Article 21. Conditions for passing of resolutions of the General Meeting of Shareholders

1. A resolution on one of the following issues shall be ratified when it is approved by a number of shareholders that represents at least 65% of votes of attending shareholders, except for the cases specified at clause 1 of Article 17, clause 8 of Article 22 and clause 3 of this Article herein:

   a. Classes of shares and total amount of each class;

   b. Changes of business lines;

   c. Change of the Company**'**s organizational structure;

   d. Project of investment or sale of assets of which the values are equal to or higher than 35% of the total asset value recorded in the latest audited financial statement of the Company, unless otherwise specified in the Company**'**s Charter;

   e. Reorganization or dissolution of the Company.

2. Resolutions are ratified when the consent is obtained from the participants, representing for 50% of total votes or more, except for the cases specified in clauses 1 &3 of this Article and clause 1 of Article 17, clause 8 of Article 22 herein.

3. Voting to elect members of the Board of Directors shall be implemented by the method of cumulative voting. Accordingly, each shareholder has total votes corresponding to their shareholding multiplied with number of members to be elected into the Board of Directors. Shareholders may accumulate all or a part of their votes to one or some candidates. The person who is elected to be the member of the Board is determined in accordance with the top-to-bottom vote quantity, starting from the candidate having the highest number of votes till sufficient members are available as prescribed by the Charter. In the event that there are more than 02 candidates having the same votes for the final member of Board, re-voting shall be held among the candidates having the same vote quantity and/or the candidate having the higher votes shall be elected.

4. Any resolution of the General Meeting of Shareholders which is ratified with 100% of voting shares shall be legitimate and effective even if the sequences and procedures for ratifying such Resolution are not conformable with regulations of the Law on Enterprises and the Company's Charter.

Article 22. Authority and formalities for collecting written opinions of shareholders to ratify resolutions of the General Meeting of Shareholders

1. The Board of Directors may ratify all resolutions of the General Meeting of Shareholders in the form of collecting written opinions when it thinks it is necessary for the benefit of the Company, including the cases specified at clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare written opinion forms, draft resolution of the General Meeting of Shareholders and other documents explaining the draft resolution deliver it to the voting shareholders not later than 21 working days before the expiry date of returning written opinion form. Petition and formalities to deliver the written opinion form and attachments are complied with Clause 3 of Article 18 herein.

3. The written opinion form must contain the following principal particulars:

   a. Name, business code and registered office address of the Company;

   b. Purposes of collection of written opinions;

   c. Full name, permanent address, nationality, the number of Identity Card, passport or other lawful personal identification in respect of a shareholder that is an individual; name, permanent address, nationality, number of establishment decision or umber of business

registration of a shareholder or authorized representative in respect of a shareholder that is an organization; number of shares of each class and number of votes of the shareholder;

d. The issues that need voting;

e. Options including affirmative, negative, and abstentions;

f. Deadline for submitting the completed written opinion form to the Company;

g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed written opinion form to the Company by mail delivery, fax or email, voting by electronic voting or others as prescribed as follows:

a. By post: The completed written opinion form must bear the signature of the shareholder if the shareholder is an individual, or signature of the authorized representative or legal representative if the shareholder is an organization. Every written opinion form sent to the Company must be put into sealed envelopes. Envelopes must not be opened before counting;

b. By fax or email. Written opinion forms sent by fax or email must be kept confidential until the vote counting time;

c. Electronic voting or others as stipulated in Clause 10 Article 20 of Charter;

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

5. The Board of Directors shall count the votes and make a vote counting record before the shareholders that do not hold managerial positions in the Company. The vote counting record must contain the following information:

a. Name, business code and registered office address of the Company;

b. Purposes and issues that need voting;

c. The number of shareholders and total number of votes casted. The numbers of valid and invalid votes, enclosed with the list of voting shareholders;

d. Total number of affirmative votes, negative votes, and abstentions on each issue;

e. The issues that have been ratified;

f. Full name and signature of the Chairman of the Board of Directors, the company**'**s legal representative, vote counting supervisors, and vote counters.

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

6. The vote counting record and the resolution shall be sent to all shareholders within fifteen (15) days from the completion date of vote counting. If the Company has a website, the vote counting record may be posted on such website within 24 hours since the vote counting is ended.

7. Completed written opinion forms, the vote counting record, ratified resolutions, and relevant documents enclosed with written opinion forms shall be kept at the Company's headquarter.

8. Where a resolution is to be passed by collecting written opinions, the resolution of the General Meeting of Shareholders shall be passed when it is approved by a number of Shareholders representing over 50% of the total voting shares.

Article 23. Resolutions, Minutes of General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in writing, audio recordings, or other electronic means of recordings. The minutes must include main contents as follows:

a. Name, business code and registered office address of the Company;

b. Time and venue of General Shareholders' Meeting;

c. Meeting agenda and contents;

d. Full name of the chairman and secretary;

e. Summary of meeting development and opinions delivered at the General Meeting of Shareholders for each aspect in the meeting agenda contents;

f. Number of shareholders and total votes of the participants, appendices of the list of shareholder registration, the representatives of the participants with the corresponding shares and votes;

g. Total vote for each voting issue; specifying the voting method, total eligible and illegible votes, affirmative, against and attestation votes; corresponding rate in the total votes of participants;

h. The approved issues and corresponding approval voting rate;

i. Signature of the chairman and secretary. In the event that the chairman and secretary refuse to sign the meeting minutes, such minutes shall be effective if it is signed by all other participants and fully included with contents specified at this Clause. The minutes shall specify the refusal on signing the minutes of the chairman and secretary.

2. The minutes at the General Meeting of Shareholders must be completed and approved before the meeting is ended. The chairman and the secretary are jointly responsible for the truthfulness, accuracy of the minutes contents.

3. The minutes prepared in Vietnamese and foreign languages shall have the same legal validity. In case of difference in contents of Vietnamese and foreign language version, the contents in the Vietnamese version shall prevail.

4. The Resolutions and Minutes of General Meeting of Shareholders must be delivered to all shareholders within fifteen (15) days since the meeting is ended. The delivery of the Resolutions and Minutes of General Meeting of Shareholders may be replaced by posting on the Company's website.

5. The Resolutions, Minutes of General Meeting of Shareholders, appendix of the list of shareholders registered to participate into the meeting, letter of authorization, all attachments to the Minutes (if any) and relevant documents with the notice must be kept at head office of the Company.

Article 24. Request for annulment of resolutions of the General Meeting of Shareholders

1. Within ninety (90) days from the day on which the Resolutions or Minutes or the vote counting record is received or since the disclosure date of those documents on Company's website, the shareholder or group of shareholders mentioned in Clause 2 Article 12 of the Charter may request a court or arbitral tribunal to consider annulling the Resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

   a. Sequences and procedures on meeting convention and decision-making of the General Meeting of Shareholders seriously violate the regulations of the Law on Enterprises and the Company's Charter, except for cases specified in Clause 4 of Article 21 herein.

   b. Contents of the resolution violate the laws or this Charter.

2. In the event that the shareholders or groups of shareholders request the Court or Arbitration to cancel the resolutions of General Meeting of Shareholders as prescribed in Clause 1 herein, such resolutions are still valid and enforceable till such annulment decisions of the Court or Arbitrator are valid, except for the relief released by the competent authority.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nominate, appoint Member of Board of Directors

1. In the event that the candidates to the Board of Directors have been determined, the candidate-related information must be announced at least 10 days before the General Meeting of Shareholders is opened on the Company's website so that the shareholders may understand the information about such candidates before voting. The candidates to the member of the Board must have written commitments on truthfulness and accuracy of the personal information to be announced and committed to fulfill the assigned tasks in the honest and due diligence manner for the highest benefits of the Company if they are elected as the member of the Board. The announced information related to the candidate of the Board of Directors include:

   a. Full name, date of birth;

b. Qualifications;

c. Employment history;

d. Other managerial titles (including the title of the Board of other Companies);

e. Benefits related to the Company and its related parties;

f. Other information (if any) as prescribed herein;

The public company must announce the information about the companies that are held by the candidates holding the member of Board of Directors, other managerial titles and benefits related to the Company of the candidate (if any).

2. A shareholder or group of shareholders, who for at least 10% of overall ordinary shares, shall be entitled to nominate candidates to the Board of Directors in accordance with the following mechanism: Shareholders or group of shareholders holding 10% to less than 20% of voting shares shall nominate one (01) the candidate to the Board of Directors. Shareholder or group of shareholders holding 20% to less than 30% of the shares with voting right shall be entitled to nominate two (02) members; from 20% to less than 50% shall be entitled to nominate three (03) members; from 50% to less than 65% shall be entitled to nominate four (04) members; and if from 65% and more shall be entitled to nominate all the members.

3. In case the number of candidates to the Board of Directors through nomination or candidacy still does not reach the necessary number of members, the incumbent Board of Directors can nominate more candidates or organize the nomination following the operating mechanism of the Board of Directors. The Board's nomination of candidate to the Board of Directors must be clearly announced before the member of Board of Directors is voted and elected by the General Meeting of Shareholders as prescribed by the laws.

4. Member of the Board of Directors must be qualified with the following criteria and conditions, concretely:

   a. Having full capacity of civil act, not being prohibited from managing an enterprise as prescribed by 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 Chief Executive Officer, member of the Board of Directors, member of the Board of Members of another securities company; not concurrently being a member of the Board of Directors of more than five (05) other companies;

   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;

   e. Members of the Board of Directors are not necessarily the Company's shareholders.

5. Independent member of the Board of Directors must be qualified with the following criteria and conditions, concretely:

   a. Not being employee who is working for the Company, Holding Company or its subsidiaries; not be former employee who worked for the Company, its Holding Company or its subsidiaries in at least three (03) last consecutive years;

   b. Not being person enjoyed the salary and remuneration from the Company, except for the required allowances to be enjoyed by the member of the Board of Directors;

   c. Not being person whom spouse, natural parents, adopted child, natural child, adopted child, natural siblings, adopted brother and adopted sister of the Company's major shareholder; as the Manager of the Company or its subsidiaries;

   d. Not being person who directly or indirectly owns at least 01% of total voting share in the Company;

   e. Not being former member of Board of Directors of the Company for at least 05 consecutive years, unless he/she is appointed for 02 consecutive terms.

6. The independent member of the Board of Directors shall notify the Board of Directors about the ineligibility for the conditions specified in clause 5 of this Article and he is implicitly no longer an independent member of the Board of Directors since conditions and criteria are not fully satisfied. The notice shall be released by the Board of Directors in case that the independent member of

the Board of Directors is disqualified with the conditions in the latest Board meetings or the General Meeting of Shareholders shall be convened to elect additionally or replace such independent member of the Board of Directors within 06 months since the notice is received from the related independent member of the Board of Directors.

Article 26. Composition and term of office of the Board of Directors' members

1. The number of members of the Board of Directors shall be at least five (05) persons and in maximum eleven (11) members.

2. The term of the members of the Board of Directors shall be five (05) years and members of the Board of Directors may be re-elected for unlimited number of terms. Each individual is only elected as independent member of the Board of a company not exceeding 02 consecutive terms. In case all the members of the Board of Directors have their terms ended, the above mentioned members shall remain to be members of the Board of Directors until the new members shall be elected for replacement and for taking over the works.

3. The structure of the member of the Board is described as follows:

   a. The structure of the Board of Directors must ensure at least 1/3 total members of the Board are non-executive member. The Company minimizes the fact that the member of Board of Directors concurrently hold the managing title of the Company to ensure the independence of the Board of Directors. The Company concentrates on balance between gender, age, experience and knowledge for position Board of Directors Member, which aims to suitable to long-term orientation.

   b. Total independent members of the Board of Directors must comply with the following regulations:

      - Having at least 01 independent member in case the Company has 05 members of Board of Directors;
      - Having at least 02 independent member in case the Company has 06 - 08 members of Board of Directors;
      - Having at least 03 independent member in case the Company has 09 - 11 members of Board of Directors.

4. Member of Board of Directors is deprived the capacity of member of Board of Directors when such member is removed, dismissed or replaced as prescribed at Article 31 herein.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is the Company's management authority, having absolute rights to act on behalf of the Company to decide and fulfill the rights and obligations of the company, except for rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be governed by the law, Charter, internal rules of the Company and the decisions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:

   a. To take responsibilities to the shareholders for the Company's operations.

   b. To fairly treat all shareholders and respect the benefits of the persons having the Company-related benefits.

   c. To ensure the Company's operations are complied with the laws, the Charter and the Company's internal regulations;

   d. To approve the medium-term development plan, the annual business plan of the Company;

   e. To propose classes of shares to be issued and the total number of issued shares for each class;

   f. To decide the issuance of bonds and warrant, propose the issuance of bonds convertible into shares and the securities rights allowing the owner to buy securities at a predetermined price;

   g. To decide to sell new shares within the offered shares of each class; decide to mobilize capital in order forms;

   h. To decide the offered price of bonds, shares and convertible securities;

i. To decide to redeem the shares as prescribed at Article 132 of the Law on Enterprises and redemption stipulated in Clause 2 Article 36 of Law on Securities, excepting for redeeming to fix errors or buy fractional shares as Chief Executives Officer's decision; to decide the sales and treasury share bonus distribution plan under proper manner in accordance with the applicable laws

j. To approve the investment plan and investment project within the authority and limitation as prescribed by the laws, excepting for authorization of Board of Investments;

k. To ratify the market development, marketing and technology solutions;

l. To approve the sales contract, loan contract and other contracts and transactions having value from 35% of total asset value recorded in the latest financial statements of the Company, unless the transaction is covered by the decision authority of the General Meeting of Shareholders as prescribed at point d, clause 1, Article 15 of this Charter and clauses 1 & 3, Article 167 of the Law on Enterprises;

m. To appoint, remove and dismiss the Board of Directors' Chairman, appoint, dismiss, sign and terminate the contract with the Chief Executive Officer and other Company Executives defined by the Charter; decide the salary, remuneration, bonus and other benefits of such Executives;

n. To appoint an authorized representative to participate in the board of members or the General Meeting of Shareholders of another company, decide the remuneration and other benefits of such representative;

o. To supervise and direct the Chief Executive Officer and other managers in routine business management of the Company;

p. To decide the organizational structure, internal control regulations of the Company, decide to establish the subsidiaries, branches, transaction offices, representative offices as well as capital contribution and acquisition of shares from other companies;

q. To approve the meeting agenda and material contents to serve for the General Meeting of Shareholders, convene the General Meeting of Shareholders or consult the General Meeting of Shareholders to approve the resolutions;

r. To submit the audited annual financial statements to the General Meeting of Shareholders.;

s. To recommend the dividend to be paid; decide the period and procedures on dividend payment or settle loss arisen during business; decide dividend advance payment;

t. The pricing of the non-cash assets contributed in the Company related to the issue of shares or bonds by the Company shall include gold, land use right, right on intellectual property, technology and technological know-how;

u. To propose the re-organization, dissolution or request of the Company.

v. To decide to promulgate the Operating Regulations of the Board of Directors, the Internal Regulations on Corporate Governance after it is adopted by the General Meeting of Shareholders; to decide to promulgate the Operating Regulations of the Audit Board under the Board of Directors, the Regulations on News Disclosure of the Company;

w. To supervise and prevent the conflict of benefits of the members of Board of Directors, the Chief Executive Officer and other managers, including misuse of the company's assets and abuse of transactions with related parties;

x. To organize training and coaching about corporate governance and necessary skills for the member of Board of Directors, Chief Executive Officer and other managers of the Company.

y. Other rights and obligations as prescribed by the Law on Enterprises, Law on Securities, the provisions of the law and the Company's Charter.

3. The Member of Board of Directors has rights and obligations under Article 277 of the Decree No. 155/2020/NĐ-CP of the Government dated 31 December 2020 on detailing the implementation of a number of Articles of the Law on Securities.

4. The Board of Directors shall report the General Meeting of Shareholders about their operation results as prescribed at Article 280 of the Decree No. 155/2020/NĐ-CP of the Government dated 31 December 2020 on detailing the implementation of a number of Articles of the Law on Securities.

Article 28. Remuneration, bonus and other benefits of members of the Board of Directors

1. The Company may pay the remuneration and bonus to members of the Board of Directors in accordance with the business results and performance.
2. The members of the Board of Directors are entitled to remuneration for the work and bonus. The remuneration is calculated in accordance with the required man-days to complete the assigned tasks of BOD members and daily remuneration. The remuneration is estimated for each BOD member in accordance with the consensus principle. Total remuneration and bonus of the Board member is determined at the annual meeting by the General Meeting of Shareholders;
3. Remuneration of the Board members are included into the Company's operating costs as prescribed by the law on corporate income tax and presented in separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders on its annual meeting.
4. The Board member holding the manager title or the Board member working at subcommittee of the Board of Directors or perform other tasks out of the normal scope of work of a Board member may be additionally paid with remuneration in the form of lump-sum one-time wage, salary, commission, profit percent or other forms as decided by the Board of Directors.
5. The Board member may be entitled to all payments of traveling, foods, accommodation and other proper costs incurred by them during performing the responsibilities of the Board member, including accruals related to participation into the meetings of the General Meeting of Shareholders, the Board of Directors or Board subcommittees.
6. The Board members may be covered with the liability insurance by the Company after approval is obtained from the General Meeting of Shareholders. This insurance excludes liability insurance for the Board member related to the violations to the law and the Company's Charter.

Article 29. Chairman of Board of Directors

1. The Chairman of Board of Directors shall be elected, removed and dismissed from the Board members by the Board of Directors.
2. The Chairman of Board of Directors shall not concurrently hold the title of Chief Executive Officer.
3. The Chairman of the Board of Directors shall have the following rights and duties:
    a. To prepare working plans and programs of the Board of Directors;
    b. To prepare the agenda, contents and documents serving the meeting, convene the meetings of the Board of Directors;
    c. To organize the adoption of the Board of Directors' resolutions and decisions;
    d. To supervise the organization the implementation of the Board of Directors' resolutions and decisions;
    e. To preside the General Meeting of Shareholders and meetings of the Board of Directors;
    f. To lead and ensure the efficient operation of the Board of Directors;
    g. To build up, implement and review the procedures governing the operations of the Board of Directors;
    h. To regularly meet the Chief Executive Officer and play the role of coordination between the Board of Directors and the Chief Executive Officer;
    i. To ensure the exchange of full, timely, accurate and clear information between the members and the Chairman of the Board of Directors;
    j. To ensure the efficient communication and contact with the shareholders;
    k. To organize the periodical assessment of the works done by the Board of Directors, its divisions and each member;
    l. To create favorable conditions to enable the independent members of the Board of Directors operate efficiently and to establish the positive relationship between the executive and non-executive members of the Board of Directors;
    m. To ensure that the Board of Directors shall deliver the annual financial statement, report on the operation of the Company, audit statement and report on the inspection of the Board of Directors to the shareholders at the General Meeting of Shareholders;

n. 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;

o. Other rights and obligations as prescribed by the Law on Enterprises.

4. Where the Chairman of Board of Director submits a letter of resignation or he is removed and dismissed, the Board of Directors must elect a substitution within 10 days since the letter of resignation is received or the Chairman is removed and dismissed.

5. Where the Chairman of the Board of Directors is absent or cannot carry out his/her duties, another member shall be authorized by the Chairman to exercise the rights and fulfill the obligations of the Chairman of Board of Directors. Where the authorized person is not found or the Chairman dies, misses or is seized or enforced with imprison sentence or administrative sanctions at the mandatory detoxication facilities, mandatory education facilities, escapes from the residing place, has restricted civil act capacity or has difficulties in recognition or mastering the behavior, or he is prohibited to undertake the title, operate or involve in a certain works, then the remaining members shall elect one of them as the Chairman of Board of Directors in accordance with the majority principles till a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days since the date of finishing the election of such Board of Directors. Such meeting is convened and presided by the members with the highest number of votes or rates. In the event that a member having the highest and equal number of votes or rates, the members shall vote in accordance with the majority principle to elect one of them to convene the Board meeting.

2. The Board of Directors must hold once a quarter and can be hold extraordinary meetings.

3. The meeting of the Board of Directors must be convened by the Chairman in following circumstances:

   a. To have request of at least 02 independent members of the Board of Directors;

   b. To have request submitted by the Chief Executive Officer or at least 05 other managers;

   c. To have request of at least 02 Board members;

4. The petition specified at Clause 3 of this Article must be made into writing, specifying the purposes and issues to be discussed and decided under the authority of the Board of Directors.

5. The meeting of Board of Directors shall be convened by the Chairman within 07 working days since the petition is received as prescribed in Clause 3 of this Article. In the event that the Chairman fails to convene the Board meeting as per request, he shall be responsible for damages incurred by the Company; the requester may act on behalf of the Chairman of Board of Directors to convene the Board meeting.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send the notice of and invitation to the meeting, at the latest five (05) days prior to the meeting date, excepting necessary circumstances. The invitation must define specifically the time and venue of the meeting, agenda, issues to be discussed and decision with enclosed documents used at the meeting and the votes of members that will not attend the meeting.

7. Invitations may be sent by post, fax, email or other means, however, they shall be ensured to reach the address of each member of the Board of Directors that was registered at the Company.

8. The meeting of the Board of Directors according to the first invitation notice shall be conducted if it is attended by three fourths (3/4) of the total number of members. Where the meeting convened for the first time is not conducted because of the number of attendants is less than the quorum, it will be convened for the second time within seven (07) days as of the intended date of the first meeting. In this case, the meeting shall be conducted if attended by half of the total members of the Board of Directors.

9. Member shall fully attend the meetings. The Board members are considered to participate and vote in the meeting in following circumstances:

   a. To directly participate and vote in the meeting;

   b. To authorize another person to participate and vote at the meeting if it is approved by majority of the Board members;

c. To participate and vote through the online conference, e-voting or other electronic forms;

d. To deliver the votes to meeting through registered mail, fax or email;

e. To send the votes by other means as instructed in the Operating Regulations of the Board of Directors.

10. In the event that the votes are delivered to the meeting by mail, the votes must be contained in the sealed envelope and submitted to the Chairman not later than one hour before opening the meeting. The vote is only opened under the witness of all participants.

11. Teleconference or other online forms. The meeting 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:

a. Hear any member of the Board of Directors talking during the meeting;

b. If needed, such member can talk to all other attending members at the same time.

The exchange between the members can be done directly through the 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 member 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 gathers together, or if such group is not available, the location where the Chairperson of the meeting shall be present.

12. Language. Discussions in the meetings of the Board of Directors shall be conducted in Vietnamese. Members of the Board of Directors unable to speak or understand Vietnamese can bring the interpreter along with him/her to the meetings of the Board of Directors.

13. Organization of the meeting of the Board of Directors may be replaced by written consultation form. The Chairman of Board of Directors shall prepare the Vote Checking Minutes in accordance with the voting results of all Board members and promulgate the Resolutions of the Board of Directors in accordance with the approved contents. Number of voting participants must not be lower than the quorum to organize the meeting of the Board of Directors.

The resolution of such type shall be effective and valid same as any resolution passed by the members of the Board of Directors in a regular meeting. A resolution can be passed by using several copies of the same document provided that each of such copies shall be signed by at least one (01) member.

14. Minutes of the Board of Directors' meetings. Meetings of the Board of Directors must be noted in the minutes of the meeting and can be recorded, saved and kept under any other electronic forms at the head office of the Company. The minutes of the meeting shall be made in Vietnamese or can be additionally made in foreign language with full and main contents as prescribed by the Law on Enterprises. Minutes in Vietnamese and foreign language 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 minutes of the meeting of the Board of Directors must be signed by the Chairperson and the secretary in charge of making the minutes of the meeting. The Chairperson and secretary in charge of making the minutes shall be liable for the truthfulness and accuracy of the contents in the Board of Directors' minutes of the meeting.

15. The resolutions and decisions are approved by the Board of Directors if the consent is obtained from majority of participants; in case of equal number of votes, the Chairman shall have the cast vote.

Article 31. Removing, dismissing and supplementing members of the Board of Directors

1. Any member of the Board of Directors shall be disqualified from being the member of the Board of Directors in the following cases:

a. Any member of the Board of Directors who no longer satisfies the qualifications and conditions as prescribed in Clauses 4 & 5 Article 25 of this Charter;

b. A member submitted the letter of resignation to the head office of the Company and got the approval for resignation;

2. The Board Member shall be removed by the General Meeting of Shareholders if he fails to participate into the activities launched by BOD within 06 consecutive months, except for the Force Majeure events and notification to the meeting Chairman.

3. As necessary, the General Meeting of Shareholders may decide to replace the Board member; remove and dismiss the Board members except for the cases specified in clauses 1 & 2 of this Article.

4. The General Meeting of Shareholders shall be convened by the Board of Directors to elect the additional Board members in following circumstances:

   a. Number of Board members is reduced over one third against those prescribed herein. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 working days since the date of reducing more than 1/3 of Board members;

   b. b) Number of independent members of BOD reduces, not ensuring the ratio as prescribed in clause 3, Article 26 of the Law on Enterprises.

5. Except for the cases specified in clause 4 of this Article, in the nearest meeting, the new members shall be elected to replace the removed or dismissed Board member by the General Meeting of Shareholders.

Article 32. Divisions of the Board of Directors

1. The Board of Directors may establish their divisions to be responsible for development, HR, salary and bonus and sub-committees. Number of member of the divisions decided by the Board of Directors is at least 2 persons, including the member of the Board of Directors and external member. The divisions' operations must be complied with the regulations of the Board of Directors. Any resolutions of the divisions shall be effective only when the majority of members attending and voting at the meeting of the division agree.

2. Enforcement of the decisions approved by the Board of Directors or their divisions must be complied with the provisions of the applicable laws, the Company's Charter, and Internal Regulations on Corporate Governance.

3. The Board of Directors must establish the department or appoint person to perform the duties of risk management and internal control as prescribed at Articles 11 & 12 of the Circular No. 121/TT-BTC of the Minister of Finance dated 31 December 2020 on defining the activities of the securities company.

Article 33. Person in charge of corporate governance and Company Secretary

1. The Board of Directors must appoint at least 01 person in-charge of corporate governance to support the corporate governance duties at the enterprise. If necessary, the Board of Directors shall appoint The Company's Manager may concurrently act as the Company Secretary.

2. The Person in charge of corporate governance must not concurrently work for the approved auditor organization who is being involved in auditing the Company's financial statements.

3. The Person in charge of corporate governance shall have following rights and obligations:

   a. To advise the Board of Directors to organize the General Meeting of Shareholders as prescribed and related works between the Company and the Shareholders;

   b. To prepare the meeting of Board of Directors and General Meeting of Shareholders as required by the Board of Directors;

   c. To provide advice on procedures of meetings;

   d. To participate into the meetings;

   e. To advise the procedures and prepare the resolutions of the Board of Directors as prescribed by the laws;

   f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;

   g. To monitor and report the Board regarding the Company's news disclosures;

   h. To act as the focal contacts with the parties having related benefits;

   i. To keep information confidential as prescribed by the laws and the Charter;

j. Other rights and obligations as prescribed by the laws, the Articles and the requirements of the Board of Directors.

4. Company Secretary shall have following rights and obligations:

   a. Assist in convening the GMS and meetings of the Board of Directors; takes minutes of the meetings;

   b. Assists members of the Board of Directors in performing their rights and obligations;

   c. Assists the Board of Directors in applying and implementing the business administration rules;

   d. Assist the company in development of shareholder relationship, protection of lawful rights and interests of shareholders; fulfillment of the obligation to provide and disclose information and administrative procedures;

   e. Attending the meetings of General Meeting of Shareholders, the Board of Directors;

   f. Keep information in confidentiality as regulations of Charter and the applicable laws, not allowed to provide any information to any third party or use this information for personal purposes during working process at Company, participating in meetings which have negative effects or harms for the Company.

CHAPTER VIII. AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Article 34. Nominate, appoint Member of Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and not the Company's Manager.

2. Appointment of the Chairman of Audit Committee and other members of the Audit Committee must be approved at the meeting of Board of Directors.

Article 35. Composition of Audit Committee

1. The Audit Committee shall have 02 members or more. The Chairman of the Audit Committee must be independent member of Board of Directors. Other member of the Audit Committee must be non-executive members of Board of Directors.

2. Members of the Audit Committee must have knowledge about accounting, audit and general background about legislation and Company's operations and not be fallen in following circumstances;

   a. To work in the Company's finance and accounting department;

   b. To be member or employee of the approved auditor who audits the Company's financial statements in three (03) last consecutive years.

3. The chairman of the Audit Committee must have degree of university or more, involving in one of major: economics, finance, accounting, auditing, laws and business administration.

Article 36. Rights and obligations of the Audit Committee

1. To access to the documents related to the Company's operation situation, exchange with other members of Board of Directors, the Chief Executive Officer, Chief Accountant and other managers to collect information to serve for the operations of the Audit Committee.

2. To have rights to request the approved auditor representative to participate and answer the issues related to the finance and accounting reports at the meetings of the Audit Committee.

3. To use the legal, accounting consultancy services or other external consultancy services as necessary.

4. To setup and submit the Board of Directors the policies on risk identification and management; propose the risk management solutions during the Company's operation to the Board of Directors.

5. To prepare a written report to submit to the Board of Directors when the Board member, Chief Executive Officer and other managers are found not to fully perform the responsibilities as prescribed in the Law on Enterprises and the Company's Charter.

6. To monitor the honesty of the Company's financial statements and official disclosures on the Company's financial results.

7. To review the internal control and risk management system.

8. To review the transactions with the related person under the approval authority of the Board of Directors or the General Meeting of Shareholders and put forward the recommendations on transactions to be approved by the Board of Directors or the General Meeting of Shareholders.

9. To supervise the Company's internal audit department and performance of internal audit functions and duties, internal auditing principles under Clauses 2 & 3, Article 9 of the Circular No. 121/TT-BTC of the Minister of Finance dated 31 December 2020 on defining the operations of the securities company.

10. To recommend the independent auditor, remuneration and relevant terms in the Contract signed with the auditor to the Board of Directors for approval before it is submitted to the Annual General Meeting of Shareholders for approval.

11. To supervise and assess the independences and objectives of the auditor and efficiency of audits, especially when the non-auditing services of the auditor are used.

12. To monitor to ensure that the Company complies with the provisions of the law, requirements of the regulators and other internal regulations of the Company.

13. To develop the Operation Regulation of the Audit Committee and submit to the Board of Directors for approval.

Article 37. Meetings of the Audit Committee

1. The meeting of the Audit Committee must be held at least twice per year. The meeting minutes must be made in detailed, clear and fully kept. The person recording minutes and participants of the Audit Committee meetings must sign into the meeting minutes.

2. The Audit Committee approves the decision by voting at the meeting, taking the written consultation or other forms as prescribed by the Audit Committee's Operating Regulations. Each member of the Audit Committee has one vote. Unless other higher percent is specified in the Audit Committee's Operating Regulations, the decisions of the Audit Committee shall be approved if the consent is obtained from majority of participants; in case of equal number of votes, the Chairman of the Audit Committee shall have the cast vote.

Article 38. Operating report of the independent member of the Board of Directors in the Audit Committee at the Extraordinary General Meeting of Shareholders

1. The independent member of the Board of Directors in the Audit Committee is obligated to report the operations at the Annual General Meeting of Shareholders.

2. The operating report of the independent member of the Board of Directors in the Audit Committee at the Extraordinary General Meeting of Shareholders must include following contents:

    a. Remuneration, operating costs and other benefits of the Audit Committee and each member of Audit Committee as prescribed at the Law on Enterprises;

    b. Summary of meetings of the Audit Committee, its conclusions and recommendations;

    c. Supervision results to the financial statements, operating conditions and financial position of the Company;

    d. Assessment report on transactions between the Company, subsidiaries and other companies which the Company holds the controlling rights over 50% of the chartered capital with member of Board of Directors, Chief Executive Officer and their related persons; the transactions between the Company and company which the member of Board of Directors, Chief Executive Officer and other managers of the Company are the founding member or Enterprise Managers in the 03 recent years before transaction date;

    e. Assessment results on internal control and risk management system of the Company;

    f. Supervision results to the Board of Directors, Chief Executive Officer and other managers of the Company;

    g. Assessment results on operating coordination between the Audit Committee and the Board of Directors, Chief Executive Officer and shareholders.

CHAPTER IX. THE BOARD OF INVESTMENT

Article 39. Organizational structure, functions of Board of Investment

1. The Board of Investment comprises of members:
   a. The Chairman of the Board of Directors;
   b. The Chief Executive Officer;
   c. The Deputy CEO;
   d. The Chief Financial Officer;
   e. The Head of Treasury and ; and
   f. The Head of Risk Management Department
2. The Chairman of the Board of Directors shall hold the position of Chairman of the Board of Investment.
3. The individuals elected or appointed to hold the above mentioned positions shall be obviously members of the Board of Investment and shall lose their status as members of the Board of Investment when they shall no longer hold the above mentioned titles.
4. The Board of Investment shall have the power to decide the following issues:
   a. Investments not included in the business plan and budget approved by the General Meeting of Shareholders;
   b. The contribution of capital or trade of capital contributed in enterprises, purchase or sale of listed stock or unlisted stocks (short term trade excluded);
   c. The plan of the construction, procurement of equipment's, fixed assets in each year or the demand for additional procurement which may occur during the year to meet the demand of the business operations;
   d. The borrowing of loan and the implementation of the mortgages, securities, guarantees and compensations of the Company;
   e. Other contracts that are not within the power of the General Meeting of Shareholders or the Board of Directors and not assigned to the Chief Executive Officer for deciding such contracts; and
   f. The implementation of the underwriting business.

Article 40. Operational mechanism of the Board of Investment

1. The meeting of the Board of Investment shall be conducted at the presence of at least four (04) members of the Board of Investment or the authorized persons however among them there must be the Chairman of the Board of Investment or his/her authorized representative. The Board of Investment may convene a meeting in person or collect the written opinions, exchange through means of communication. The decisions of the Board of Investment shall be expressed in writing.

   When considering as necessary, the Chairman of the Board of Investment may invite other individuals to attend and express their opinions in the meeting of the Board of Investment, however, those invited individuals have no right to vote.
2. Any decision of the Board of Investment shall be passed when more than half (1/2) of the total number of the Board of Investment's members attending the meeting vote for such decision, among them there must be the Chairman of the Board of Investment.
3. The Board of Investment shall promulgate the Rules for the operation of the Board of Investment stipulating the detailed contents of the Article 39 and Article 40 of this Charter and other issues related to the operation of the Board of Investment.
4. The General Meeting of Shareholders shall decide the remuneration to the Board of Investment.

CHAPTER X. CHIEF EXECUTIVE OFFICER AND OTHER COMPANY EXECUTIVES

Article 41. Organization of the management apparatus

The Company's management system must be responsible to the Board of Directors and under the supervision and direction of the Board of Directors for the daily business affairs of the Company. The Company has a Chief Executive Officer and several Deputy Chief Executive Officers and a Chief Accountant appointed by the Board of Directors. The appointment, removal and dismissal of the aforesaid titles shall be approved by resolutions and decisions of the Board of Directors.

Article 42. Company Executives

1. At the proposal of the Chief Executive Officer and approved by the Board of Directors, the Company shall employed a number of Company Executives to meet the requirements of the Company's management structure and practices suggested by the Board of Directors from time to time. A Company Executive should act with due diligence to support the operational and organizational activities of the Company to achieve its targets.
2. The Chief Executive Officer is paid with salary and bonus. The salary and bonus of the Chief Executive Officer is decided by the Board of Directors.
3. Remuneration of the Company's Executives are included into the Company's operating costs as prescribed by the law on corporate income tax and presented in separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders on its annual meeting.

Article 43. Appointment, dismissal, duties and rights of the Chief Executive Officer

1. The Board of Directors shall appoint a member of the Board of Directors or another person to take the position of Chief Executive Officer.
2. The Chief Executive Officer shall manage the routine business works of the company; subject to the supervision of the Board of Directors; take responsibility to the Board of Directors and the laws for fulfilling the assigned rights and obligations.
3. Term of office of the Chief Executive Officer shall be three (03) years, unless otherwise determined by the Board of Directors. The Chief Executive Officer may be re-appointed with unlimited term of office.
4. The Chief Executive Officer shall satisfy the criteria and conditions as follows:
    a. Have full civil act capacity, not subject to the prohibition to corporate government as prescribed at Clause 2, Article 17 of the Law on Enterprises, not be person who have been or being criminally prosecuted, jailed or deprived with the securities practice rights as prescribed by the laws.
    b. Have at least 02 years of experience in working at operating departments of the organizations in the fields of finance, securities, banking, insurance or finance- accounting and investment departments in other enterprises;
    c. Have certificate of financial analysis practice or certificate of fund management practice;
    d. Not involve in sanctions to administrative violations in the fields of securities and stock market in 06 recent months;
    e. Not be currently Member of the Board of Directors and Board of Members for other securities companies; not work for other securities companies, fund management company and enterprises;
    f. Other conditions applicable to the Chief Executive Officer of the securities company and public company as prescribed by the laws.
5. The Chief Executive Officer has the following rights and duties:
    a. Decide the issues related of the company's routine business without resolutions of the Board of Directors, including on behalf of the Company to sign the contracts on finance, commerce and business operation;
    b. Implement the resolutions and decisions of the Board of Directors;
    c. Organize to implement the business plan and investment plan of the Company;
    d. Recommend the plan on organizational structure, internal management regulations of the Company;

e. Elect, dismiss and remove the managers in the Company, except for the titles under the authority of the Board of Directors;

f. Decide salary and other benefits for the Company's employees, including manager under the authority of the Chief Executive Officer;

g. Propose the quantity and category of the Company's Executives within authorization of the Board of Directors and the Company shall hire and appoint or dismiss to match with management structure, consult for them to decide the salary, remuneration, other benefits and terms in labor contact with Company's Executives;

h. Recruit;

i. Suggest the dividend payment plan or operating loss settlement;

j. At the latest of November 30 annually, Chief Executives Officer must submit for getting approval from the Board of Directors on detailed business plan for next year to adapt the budget's requirement, 5 years period financial plan, excepting for other decisions of the Board of Directors;

k. Propose the solution to enhance the operation and management of the Company;

l. Prepare the long-term monthly and annual provisions for the Company (herein called Provision) in order to serve for long-term, monthly, annual management as business plan. The annual provision (including the accounting balance, business operation report and estimated cashflow statements) for each year, which will be submitted for approval of the Board of Directors and must includes required information stipulated in Company's regulations;

m. Other rights and obligations as prescribed by the laws, the Company's Charter, the resolutions and decisions of the Board of Directors.

6. The Board of Directors may remove the Chief Executive Officer when consent is obtained from majority of the participatory Board members and appoint a new Chief Executive Officer.

CHAPTER XI. RESPONSIBILITIES OF MEMBER OF BOARD OF DIRECTORS, CHIEF EXECUTIVE OFFICER AND OTHER COMPANY EXECUTIVES

The member of Board of Directors, Chief Executive Officer and other Company Executives shall perform their tasks, including duties as members of divisions of the Board of Directors, in an honest, due diligence manner for the benefits of the Company.

Article 44. Duty of honesty and avoid conflicts of interest

1. Members of the Board of Directors, Chief Executive Officer and Company Executives must publicly disclose the related benefits as prescribed by the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, Chief Executive Officer, Company Executives and their related persons must only use the information obtained from their title to serve for the benefits of the Company.

3. Members of the Board of Directors, Chief Executive Officer and other Company Executives are obligated to notify in writing the Board of Directors about transactions between the Company, subsidiaries and other companies which the public company holds the control rights 50% of charter capital or more for such subjects or their related persons as prescribed by the laws. For the aforesaid transactions approved by the General Meeting of Shareholders. Or the Board of Directors, the Company shall disclose such resolutions in accordance with the law on securities on news disclosures.

4. Member of Board of Directors shall not vote for the transactions offering benefits to him or their related person as prescribed by the Law on Enterprises and the Company's Charter.

5. The member of Board of Directors, Chief Executive Officer, other Company Executives and their related persons shall not use or disclose the inside information to conduct the relevant transactions.

6. Transactions between the Company and one or more member of Board of Directors, Chief Executive Officer, other executives and their relevant individuals and organizations shall not be invalid in following circumstances:

   a. For the transactions having value of equal to or less than 35% of total asset value recorded in the latest financial statements, the critical contents of the contract or transaction as well as relationship and benefits of the member of Board of Directors, Chief Executive Officer, and other Company Executives are reported to the Board of Directors and approved by the Board of Directors with majority of affirmative votes delivered by the member of Board of Directors, having no relevant benefits;

   b. For the transactions worth greater than 35% of transactions resulting in transaction value within 12 months since the date of first transaction having value of 35% of total assets recorded in the latest financial statements, the critical contents of such transactions as well as relationship and benefits of the member of Board of Directors, Chief Executive Officer and other Company Executives are disclosed to the shareholders and approved by votes of the shareholders having non-relevant benefits.

Article 45. Liabilities for damage and compensation

1. Members of the Board of Directors, Chief Executive Officer, Company Executives failing to act with honesty, prudence, diligence and professional capabilities shall be liable for any damage caused by such violations.

2. The company will compensate those who have been and are at risk to become a stakeholder in the complaint, lawsuit and prosecution were, are or may be conducted whether this is a civil case or administrative violation (which is not initiated by the company) if that person was or is a member of the Board of Directors, Chief Executive Officer, other Company Executives, employees or authorized representatives of the Company.

3. Expenses eligible for compensation include: adjudication fees, fines, amounts actually paid (including lawyer's fee) in settling these cases to the extent allowed by the laws. The Company may buy insurance for these people to avoid responsibility for the above-mentioned compensation.

CHAPTER XII. RIGHTS TO INSPECT THE COMPANY'S BOOKS AND DOSSIERS

Article 46. Rights to inspect the company's books and dossiers

1. The ordinary shareholders shall have rights to inspect the company's books and dossiers as follows:

   a. The ordinary shareholders shall have rights to sight, look up and make an extract of information about name and contact address in the list of Shareholders with voting rights and request amendment of incorrect information; sight, look up and make an extract or copy of the Charter of the Company, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

   b. Shareholder or group of shares holding 05% of total ordinary shares shall have rights to sight, look up and make an extract of the book of minutes, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, contract and transactions to be approved by the Board of Directors and other documents, unless documents are related to the trade secrets and business secrete of the Company.

2. In the event that authorized person of shareholder and group of shareholders requests to inspect the company's books and dossiers, the letter of authorization of the concerned shareholder and group of shareholders or notarized copy of such letter of authorization must be attached.

3. Member of Board of Directors, Chief Executive Officer and other Company Executives shall have rights to inspect the Company's Register of Shareholder, list of shareholders, other books and dossiers for the purposes related to their title, provided that such information must be kept confidential.

4. The Company shall archive this Charter and the charter amendments and supplements, the Enterprise Registration Certificate, regulations, evidence of ownership of assets, minutes of the General Meetings of Shareholders and Board of Directors meetings, the Supervisory Board's report, annual financial statements, accounting records and any other documents as prescribed by

law at the head office or another place and inform shareholders and registry agency of these archiving locations.

5. This Charter must be published on the Company's website.

CHAPTER XIII. EMPLOYEES AND TRADE UNION

Article 47. Employees and trade union

1. The Chief Executive Officer shall prepare the plan and submit to the Board of Directors for approval of policies related to recruitment, employee retirement, salary, social insurance, welfares, award and discipline to the employee and Enterprise Executives.

2. The Chief Executive Officer shall prepare the plan and submit to the Board of Directors for approval of policies related to the Company relation with the trade union organizations or organization on behalf of employees in accordance with the best management criteria, practices and policies, the practices and policies specified herein, the Company's regulations and provisions of the applicable laws.

CHAPTER XIV. PROFIT DISTRIBUTION

Article 48. Profit distribution

1. Every year, the General Meeting of Shareholders shall decide on the payment/distribution of dividend, earnings and bonuses from retained earnings of the Company.

2. The Company does not pay interest on dividends or other payments related to a class of shares.

3. The Board of Directors may propose the General Assembly of shareholders to approve the payment, in part or in whole, of the dividend by shares and the Board of Directors shall implement this resolution.

4. Where the dividends or other payments related to a class of shares are paid in cash, the VND payment shall be made by the Company. Payment may be directly made or via banks in accordance with the bank account details provided by shareholders. In the event that the Company has transferred in accordance with the provided bank details but such shareholders fail to receive it, the Company shall not be liable for the amount transferred to such shareholders. Dividend payment for the shares listed on the Stock Exchange may be initiated through the securities company or VSD.

5. According to the Law on Enterprises and Law on Securities, the Board of Directors shall approve resolutions and decisions, determining a specific day to finalize the list of shareholders. According to such date, the registered persons as shareholders or owners of other securities shall be entitled to dividends in cash or by shares, receiving notices or other documents.

6. The Board of Directors can decide the dividend payment or payment in advance, which considered as suitable to payment capability of the Company.

7. Other profit distribution-related issues are complied with the provisions of the laws.

CHAPTER XV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 49. Bank account

1. The company shall open a bank account in a Vietnamese bank or foreign bank licensed to operate in Vietnam.

2. With prior approval of the competent authorities, where necessary, the Company may open bank accounts in foreign countries under the provisions of law.

3. The Company will conduct all payments and accounting transactions through a VND or non-VND bank account in the banks where the Company's accounts are opened.

Article 50. Fiscal year

The fiscal year of the Company commences on the 1st January and ends on the 31st December of every calendar year. The first fiscal year of the Company commences on the establishment date and ends on the 31st December of that year.

Article 51. Accounting system

1. The accounting system applied by the Company is the enterprise accounting system or specific accounting system promulgated and approved by the competent authorities.
2. The Company prepares accounting books in Vietnamese and keeps the records and accounting books in accordance with the laws on accounting and relevant laws. Such records and accounting books must be accurate, current, systematic and complete to demonstrate and explain the Company's transactions.
3. The Company's accounting currency is Vietnamese Dong. In the event that the Company has the economic operations mainly denominated in a foreign currency, then such foreign currency shall be selected as accounting currency unit and the Company shall be responsible for such option to the laws and notifying the direct tax authority.

CHAPTER XVI. FINANCIAL STATEMENTS, ANNUAL REPORT AND RESPONSIBILITIES FOR NEWS DISCLOSURES

Article 52. Annual, semi-annual and quarterly financial statements

1. The Company shall prepare the annual financial statements and the annual financial statements must be audited as prescribed by the laws. The Company shall announce the audited annual financial statements as prescribed by the laws on news disclosure on the stock market and submit to the State competent authority.
2. The Company shall prepare and announce the reviewed semi-annual and quarterly financial statements as prescribed by the laws on news disclosure on the stock market and submit to the State competent authority.
3. The financial statements shall include complete reports, appendix and notes as prescribed by the law on corporate accounting. The annual financial statements shall give a true and fair view about the Company's operating situation.

Article 53. Annual Report

The Company shall prepare and announce the Annual Report in accordance with the legal regulations on securities and stock market.

CHAPTER XVII. AUDITOR

Article 54. Auditor

1. The General Meeting of Shareholders shall designate an independent audit firm or approve the list of the independent audit firm and authorize the Board of Directors to select one of these for conducting audit of the Company for the next fiscal year based on the Terms and Conditions agreed with the Board of Directors.
2. The auditor's report is enclosed with the Company's annual financial statements.
3. The independent auditor involving in audit of the Company's financial statements shall participate the meetings of the General Meeting of Shareholders and receive the notices and other information related to the General Meeting of Shareholders and deliver the viewpoint at the meeting for the issues related to audits of the Company's financial statements.

CHAPTER XVIII. STAMP OF THE COMPANY

Article 55. Stamp of the company

1. Stamp comprises the stamp prepared at the stamp engraving facilities or stamp in the digital signature form as prescribed by the laws on electronic transactions.
2. The Board of Directors shall decide class, quantity, design and contents of the stamp of the Company, branches, transaction offices and representative offices (if any).
3. The Board of Directors, Chief Executive Officer and other Company Executives shall use and manage the stamp in accordance with the applicable laws and the internal regulations of the Company.

CHAPTER XIX. RESTRUCTURING, DISMISSAL AND BANKRUPTCY OF THE COMPANY

Article 56. Company restructuring

1. The Company restructuring (consolidation, merger, or transformation) is complied with the approval of the General Meeting of Shareholders.
2. The order and procedures for consolidation, merger or transformation shall follow the Law on Enterprises, Law on Securities and relevant laws.

Article 57. Dismissal

1. The Company shall be dismissed or terminated in either of the following cases:
   a. According to the resolutions and decisions of the General Meeting of Shareholders;
   b. Withdrawal of Enterprise Registration Certificate unless otherwise specified by the laws;
   c. Others as prescribed by the laws.
2. Early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be noticed or approved by the competent authorities (if it is required) as prescribed.
3. The Company shall only be dismissed if all debts and liabilities can be settled and the Company is not involved in any dispute at a court or arbitration tribunal.
4. The process, procedures and dossiers of dismissal shall follow the provisions of this Charter, the Law on Enterprises, the Law on Securities and guiding documents.

Article 58. Liquidation

1. Following the decision to dismiss the Company, the Board of Directors shall establish the Liquidation Committee consisting of 03 members. Two members are designated by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee will formulate their own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to the liquidation of the Company shall be paid before any other debts of the Company.
2. The Liquidation Committee shall report to the business registration agency on the date of establishment and operation. Since that time, the Liquidation Committee shall represent the Company in all issues related to the liquidation of the Company before courts and administrative agencies.
3. Proceeds from the liquidation will be paid in the following order:
   a. The liquidation expenses;
   b. Wages, severance allowances, social insurance as prescribed by the laws and other benefits of the employees in accordance with the collective bargaining agreements and the signed labor contracts;
   c. Tax debts;
   d. Other debt obligations of the Company;
   e. The remaining balance after payment of all liabilities from (a) to (d) above shall be distributed to the shareholders. The preference shareholders shall be paid first.

Article 59. Bankruptcy

The Company's bankruptcy is complied with the law on bankruptcy.

CHAPTER XX. INTERNAL DISPUTE SETTLEMENT

Article 60. Internal dispute settlement

1. In case of disputes and claims related to the Company's activities, rights and obligations of the shareholders as prescribed in the Law on Enterprises, the Company's Charter and other legal regulations or agreement between:

   a. The shareholders and the Company;

   b. The shareholders and Board of Directors, Chief Executive Officer or other Company Executives;

   The Parties shall make great efforts to handle the dispute by negotiation and reconciliation. Unless the disputes are related to the Board of Directors or Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside the dispute settlement and request each party to present the dispute-related information within 10 working days since date of dispute. Where the disputes are related to the Board of Directors or the Chairman of the Board of Directors, any party may request or appoint an independent expert as intermediary reconciler for the dispute settlement.

2. If the reconciliation decision is not made within 30 working days since commencement date of the reconciliation or if the decision of the intermediary reconciler is not accepted by the parties, such disputes shall be put forward to the Court or tribunal.

3. Costs related to the negotiation and amicable settlement procedure shall be borne by each party. Payment of Court fees shall be complied with the Court's judgment.

CHAPTER XXI. AMENDMENT AND SUPPLEMENT TO THE COMPANY'S CHARTER

Article 61. Amendment and supplement to the Company's Charter

1. Amendments and supplements to this Charter must be reviewed and approved by the General Meeting of Shareholders. The Board of Directors shall update the capital charter and total issued shares stipulated in Article 6.1 equivalent to total actual issued shares after completing each issuance period in compliance with the Resolution of the General Meeting of Shareholders.

2. In the event that the legal regulations related on the Company's operations are not covered herein or the new regulations of the laws are different from the provisions of the Articles, the regulations of such laws shall implicitly prevail and govern the Company's activities.

CHAPTER XXII. EFFECTIVE DATE

Article 62. Effective date

1. This Charter comprises of 22 Chapters, 62 Articles, adopted on 22 May 2021 by the General Meeting of Shareholders of SSI and accepted the full text validity of this Charter.

2. This Charter is made into one (01) original copy and kept at the head office of the Company.

3. This Charter is the official and original.

4. Any reproduced version or extract of the Charter shall be deemed valid with the signature of the Chairman of the Board of Directors or of at least one half (1/2) of the members of the Board of Directors.

Full name and signature of SSI's legal representative.