

COMPANY CHARTER
BAO MINH SECURITIES COMPANY

BAO MINH SECURITIES COMPANY

*(Issued with Resolution No. 02/2026-BMSC/NQ-ĐHĐCĐ dated January 10th, 2026
of the 2025 Ad hoc General Meeting of Shareholders of Bao Minh Securities Company)*



Ho Chi Minh City, January 2026



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INTRODUCTION

This Company Charter is adopted pursuant to Resolution No. .../2026-BMSC/NQ-DHDCD dated 10/01/2026 of the General Meeting of Shareholders.

CHAPTER I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of terms.

1.1. In this *Company Charter*, the following terms shall have the meanings ascribed to them below

- a) “Company” means Bao Minh Securities Company;
- b) “Charter capital” means the total par value of shares that have been sold or are registered for subscription upon establishment of the joint stock company and as provided in Article 8 of this *Company Charter*;
- c) “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) “Law on Securities” means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) “Vietnam” means the Socialist Republic of Vietnam;
- f) “Date of establishment” means the date on which the Company is first issued its License for Establishment and Operation;
- g) “Executives of the Company” means the General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors;
- h) “Managers of the Company” means persons managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, members of the Board of General Directors, and individuals holding other managerial positions appointed by the Board of Directors;
- i) “Related person” means an individual or organization as defined in Clause 46 Article 4 of the Law on Securities;
- j) “Shareholder” means any individual or organization owning at least one (01) share of the Company;
- k) “Founding shareholder” means a shareholder who owns at least one (01) ordinary share and signs the list of founding shareholders of the Company;

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND THE COMPANY'S LEGAL REPRESENTATIVE

Article 2. Name, form, head office, branches, representative offices, business locations, and term of operation of the Company.

2.1. Name of the Company:

- a) Vietnamese name of the Company: Công ty Cổ phần Chứng khoán Bảo Minh;
- b) Foreign name of the Company: Bao Minh Securities Company;
- c) Abbreviated name of the Company: BMSC.

2.2. The Company is a joint stock company having legal status in accordance with the prevailing laws of Vietnam.

2.3. Registered head office of the Company:

- a) Head office address: 3rd Floor, Pax Sky Building, No. 34A Pham Ngoc Thach Street, Xuan Hoa Ward, Ho Chi Minh City;
- b) Telephone: 028 7306 8686;
- c) Fax: 028 3824 7436;
- d) E-mail: info@bmsc.com.vn;
- e) Website: <https://www.bmsc.com.vn/>.

2.4. Operational network:

- a) The Company may establish branches and representative offices in business locations to carry out the operational objectives of the Company in accordance with resolutions of the Board of Directors and within the limits permitted by law;
- b) Branches, transaction offices, and representative offices are units under the Company, and the Company shall be fully responsible for all activities of its branches, transaction offices, and representative offices;
- c) The Company may only conduct securities business and provide securities services at the locations of its head office, branches, and transaction offices that have been approved by the State Securities Commission;
- d) The names of branches, transaction offices, and representative offices must include the Company's name together with the words "branch," "transaction office," or "representative office," and a specific distinguishing name.

2.5. Term of operation: Unless terminated earlier in accordance with Clause 57.2 Article 57 of this Company Charter, the term of operation of the Company shall be indefinite

nor use information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of another organization or individual;

- d) Promptly, fully, and accurately notify the Company of enterprises in which he/she or his/her related persons own shares or capital contributions in accordance with the Law on Enterprises;
- e) Exercise other rights and fulfill other obligations prescribed by law, this Company Charter, and the Company's internal regulations.

- 4.4. Operational objectives of the Company: To mobilize and use capital effectively in order to achieve maximum profit; create employment for employees; increase returns for shareholders; contribute to the State budget; and promote the sustainable development and growth of the Company

Article 5. Business scope and operations of the Company.

The Company is permitted to conduct business in the sectors specified in *this Charter* that have been registered, reported for changes with the business registration authority, and publicly disclosed on the National Business Registration Portal. In addition, the Company must satisfy all business conditions prescribed under securities laws.

Article 6. Principles of corporate governance and administration of the Company.

- 6.1. Comply with the provisions of *the Law on Securities, the Law on Enterprises, the Company Charter*, and other relevant laws on corporate governance.
- 6.2. Clearly define the responsibilities among the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, and the Board of General Directors in accordance with *the Law on Securities, the Law on Enterprises*, and other relevant laws.
- 6.3. Establish a communication system with shareholders to ensure full provision of information and fair treatment among shareholders, and to protect the lawful rights and interests of shareholders.
- 6.4. Establish an internal control system, risk management system, and monitoring mechanisms to prevent conflicts of interest within the Company and in transactions with related persons.
- 6.5. Ensure that employees working in professional business departments hold securities practice certificates appropriate for the operations they perform in accordance with securities laws and the securities market.

Article 7. Principles for the Company's professional operations.

When conducting professional operations, the Company must ensure the following principles:

- 7.1. Issue operational procedures for each type of business operation.
- 7.2. Issue a code of professional ethics.
- 7.3. The Company and its employees must not make investments on behalf of clients, except in cases of entrusted management of individual investors' securities trading accounts in accordance with *Article 19 of Circular No. 121/2020/TT-BTC dated December 31, 2020 of the Minister of Finance on the operations of securities companies*.

CHAPTER IV. CHARTER CAPITAL AND SHARES

Article 8. Charter capital and shares.

- 8.1. The charter capital of the Company is VND 789,326,520,000 (in words: *Seven hundred eighty-nine billion, three hundred twenty-six million, five hundred twenty thousand Vietnamese dong*).

The total charter capital of the Company is divided into 78,932,652 shares with a par value of VND 10,000 per share, comprising:

- a) Ordinary shares: 78,932,652 shares
- b) The Company has not yet issued preference shares.

- 8.2. The Company may change its charter capital upon approval of the General Meeting of Shareholders and in accordance with the law.

- 8.3. As of the date of adoption of *this Company Charter*, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each type of shares are provided in Articles 13 and 14 of this Company Charter.

- 8.4. The Company may issue other classes of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the law.

- 8.5. Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed for by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on conditions not more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

- 8.6. The Company may repurchase its issued shares in the manners provided in *this Company Charter* and applicable law.

- 8.7. The Company may issue other types of securities in accordance with the law.

Article 9. Stock certificates.

- 9.1. Shareholders of the Company shall be issued stock certificates corresponding to the number and type of shares they own.

- 9.2. A stock certificate is a type of security that certifies the lawful rights and interests of its holder with respect to a portion of the share capital of the issuing organization. A stock certificate must contain all information required under *Clause 1, Article 121 of the Law on Enterprises*.

- 9.3. Within five (05) working days from the date of submitting a complete application for

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 12. Organizational structure, governance and control.

The Company is organized, managed, and operated under the organizational model specified at *Point a), Clause 1, Article 137 of the Law on Enterprises*. The organizational structure for management, governance, and control of the Company includes the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, and the General Director.

13.2. A shareholder or group of shareholders owning five percent (05%) or more of the total number of ordinary shares shall have the following rights:

- a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with *Clause 3 Article 115 and Article 140 of the Law on Enterprises*;
- b) To review, inspect, extract minutes and resolutions/decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Board of Supervisors; contracts and transactions required to be approved by the Board of Directors; and other documents, except those relating to the Company's trade secrets or business secrets;
- c) To request the Board of Supervisors to examine specific issues relating to the management and administration of the Company when deemed necessary. The request must be made in writing and must include the following information: full name, contact address, nationality, and legal document number of the shareholder being an individual; name, enterprise identification number or legal document number, and head office address of the shareholder being an organization; number of shares and the time of share registration of each shareholder; total shares held by the group of shareholders and their ownership percentage in the Company; the matters to be examined and the purpose of the examination;
- d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each class of shares owned, and the proposed matter to be included in the agenda;
- e) Other rights as prescribed by law and *this Company Charter*.

13.3. A shareholder or group of shareholders owning ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate persons to the Board of Directors and the Board of Supervisors. The nomination process for the Board of Directors and the Board of Supervisors is as follows:

- a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the grouping to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more persons as decided by the General Meeting of Shareholders to be candidates for the Board of Directors and the Board

to perform any of the following acts:

- (i) Violating the law;
- (ii) Conducting business or other transactions for personal gain or for the benefit of another organization or individual;
- (iii) Paying undue debts before maturity in circumstances that may cause financial risks to the Company;

h) To fulfill other obligations in accordance with applicable laws.

14.2. Shareholders must comply with *Points c) and d), Clause 2, Article 74 of the Law on Securities*.

14.3. A shareholder owning ten percent (10%) or more of the Company's charter capital must not abuse their dominant position to cause harm to the rights and interests of the Company or other shareholders.

14.4. A shareholder owning ten percent (10%) or more of the Company's charter capital must fully notify the Company within twenty-four (24) hours from the time the shareholder receives information in the following cases:

- a) Shares or contributed capital being frozen, pledged, or handled pursuant to a court decision;
- b) The shareholder being an organization decides to change its name, or undergoes division, separation, dissolution, or bankruptcy.

Article 15. General Meeting of Shareholders.

15.1. The General Meeting of Shareholders comprises all shareholders entitled to vote and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be convened once every year and within four (04) months from the end of the financial year.

If the meeting cannot be held within the time limit above, the Board of Directors may decide to extend the convening of the Annual General Meeting of Shareholders when necessary for the interests of the Company and shall report in writing to the State Securities Commission, stating the reasons, and the Annual General Meeting of Shareholders must be held within the following two (02) months. In addition to the annual meeting, the General Meeting of Shareholders may also hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be the location where the chairman of the meeting participates and must be within the territory of Vietnam.

15.2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall

In this case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses do not include expenses incurred by shareholders for attending the meeting, including accommodation and travel expenses;

- d) Procedures for convening the General Meeting of Shareholders shall comply with *Clause 5 Article 140 of the Law on Enterprises*.

Article 16. Rights and obligations of the General Meeting of Shareholders.

16.1. The General Meeting of Shareholders has the following rights and obligations:

- a) To approve the development orientation of the Company;
- b) To decide the classes of shares and the total number of shares of each class authorized for offering; to determine the annual dividend rate for each class of shares;
- c) To elect, dismiss, and remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investment in, or sale of, assets valued at thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements of the Company;
- e) To decide on amendments and supplements to *the Company Charter*;
- f) To approve the audited annual financial statements;
- g) To decide the repurchase of more than ten percent (10%) of the total number of issued shares of each class;
- h) To review and handle violations committed by members of the Board of Directors or members of the Board of Supervisors causing damage to the Company or its shareholders;
- i) To decide on reorganization or dissolution of the Company;
- j) To decide the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) To approve the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors and the Board of Supervisors;
- l) To approve the list of approved audit firms to audit the financial statements and financial safety ratio reports; to decide the approved audit firm to conduct inspections of the Company's operations; and to dismiss approved auditors when

- q) The Company's entry into contracts or transactions with parties specified in *Clause 1 Article 167 of the Law on Enterprises* with a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the latest financial statements;
- r) Approval of the transactions specified in *Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities*;
- s) Approval of the *Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors*;
- t) Other matters as prescribed by law and this Company Charter.

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

16.4. For matters approved under previous resolutions of the General Meeting of Shareholders that have not yet been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. Where any changes relate to matters within the authority of the General Meeting of Shareholders, the Board of Directors must submit such changes to the General Meeting of Shareholders for approval at the nearest meeting prior to implementation.

Article 17. Authorization to attend the General Meeting of Shareholders.

17.1. A shareholder, or an authorized representative of an institutional shareholder, may directly attend the meeting or authorize one (01) or more other individuals or organizations to attend the meeting, or attend the meeting through one of the methods specified in *Clause 3 Article 144 of the Law on Enterprises*.

17.2. Authorization for an individual or organization to represent a shareholder at a meeting of the General Meeting of Shareholders under Clause 17.1 of this Article must be made in writing. The power of attorney must be prepared in accordance with civil law and must specify the name of the shareholder granting the authorization; the name of the authorized individual or organization; the number of shares being authorized; the contents, scope, and term of authorization; and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the written authorization when registering for attendance. In the case of sub-authorization, the person attending the meeting must also present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if this has not previously been registered with the Company).

Company issues additional shares of the same class.

Article 19. Convocation, meeting agenda and notice of the General Meeting of Shareholders.

19.1. The Board of Directors shall convene the Annual General Meeting of Shareholders and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 15.3 Article 15 of this Company Charter.

19.2. The person convening the General Meeting of Shareholders must perform the following tasks:

- a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than ten (10) days prior to the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the meeting at least twenty (20) days prior to the last registration date;
- b) Prepare the agenda and contents of the meeting;
- c) Prepare meeting materials;
- d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
- e) Determine the time and venue of the meeting;
- f) Notify and send the notice of meeting of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Perform other tasks necessary for the organization of the meeting.

19.3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's registered contact address, and shall also be published on the Company's website, and on the website of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting must send the notice of meeting to all shareholders in the list of shareholders entitled to attend at least twenty-one (21) days before the meeting date (calculated from the date the notice is validly sent or dispatched). The meeting agenda and documents relating to the matters to be voted on shall be sent to shareholders and/or posted on the Company's website. If the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must specify the link to all meeting materials so that shareholders may access them, including:

- a) The meeting agenda and documents to be used at the meeting;

Shareholders shall be conducted regardless of the total number of voting shares represented by the shareholders attending the meeting.

Article 21. Order of proceedings and voting at the General Meeting of Shareholders.

21.1. Before opening the meeting, the Company must carry out shareholder registration procedures and must continue the registration until all shareholders entitled to attend have registered, following the procedure below:

- a) When registering shareholders, the Company shall issue each shareholder or authorized representative entitled to vote one (01) card and/or voting ballot, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the corresponding number of votes;
- b) Shareholders, authorized representatives of institutional shareholders, or sub-authorized representatives arriving after the meeting has commenced may register immediately and thereafter have the right to participate and vote at the meeting upon completion of registration. The chairman is not required to halt the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall not be affected.

21.2. The appointment of chairman, secretary, and vote counting committee is regulated as follows:

- a) The Chairman of the Board of Directors shall act as the chairman of the meeting, or may authorize another member of the Board of Directors to act as chairman of the meeting convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one (01) of themselves to act as the meeting chairman by majority vote. If no meeting chairman can be elected, the Head of the Board of Supervisors shall conduct the procedures for the General Meeting of Shareholders to elect a chairman from among the attendees; the person receiving the highest number of votes shall act as chairman;
- b) Except for the case specified in *Point a) Clause 21.2 of this Article*, the person signing the notice convening the General Meeting of Shareholders shall conduct the procedures for the General Meeting of Shareholders to elect a chairman; the person receiving the highest number of votes shall act as chairman;
- c) The chairman shall appoint one (01) or several persons to act as secretaries of the meeting;
- d) The General Meeting of Shareholders shall elect one (01) or several persons to the vote counting committee as proposed by the chairman.

21.3. The agenda and contents of the meeting must be approved by the General Meeting of

the meeting until its conclusion. All resolutions passed at such meetings shall remain valid.

- 21.9.** Where the Company applies modern technology to hold the General Meeting of Shareholders via online conferencing, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic voting or other electronic methods in accordance with *Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.*

Article 22. Conditions for passing resolutions of the General Meeting of Shareholders.

- 22.1.** A resolution on any of the following matters shall be approved if it receives the affirmative votes of shareholders representing sixty-five percent (65%) or more of the total voting shares of all shareholders attending and voting at the meeting, except in the cases specified in *Clauses 3, 4, and 6 Article 148 of the Law on Enterprises:*
- a) Classes of shares and the total number of shares of each class;
 - b) Changes to business lines and sectors;
 - c) Changes to the Company's organizational and management structure;
 - d) Investment projects or sale of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements of the Company, unless the *Company Charter* provides for a different ratio or value;
 - e) Reorganization or dissolution of the Company.
- 22.2.** Other resolutions shall be approved when they receive the affirmative votes of shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting, except for the matters specified in *Clause 22.1 of this Article* and *Clauses 3, 4, and 6 Article 148 of the Law on Enterprises.*
- 22.3.** Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares are lawful and valid even if the procedures for convening the meeting and adopting the resolution violate the provisions of the *Law on Enterprises* or *this Company Charter.*

Article 23. Authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders.

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be conducted as follows:

- 23.1.** The Board of Directors has the authority to collect written opinions of shareholders

the institutional shareholder. The ballot must be placed in a sealed envelope, and no one is allowed to open it before the vote counting;

- b) If sent by fax or email, the ballot must be kept confidential until the time of vote counting;
- c) Written ballots sent to the Company after the deadline specified in the ballot or those opened prematurely (for mailed ballots) or disclosed (for fax or email ballots) shall be deemed invalid. Ballots not returned shall be considered as votes not participating in the voting.

23.5. The Board of Directors shall count the votes and prepare a vote-counting minutes under the supervision of the Board of Supervisors or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes must contain the following principal information:

- a) Name, head office address, and enterprise identification number of the Company;
- b) Purpose and matters for which written opinions were collected;
- c) Number of shareholders and total number of voting rights participating in the voting, distinguishing between valid and invalid votes, and the method of ballot submission, accompanied by an appendix listing the shareholders participating in the voting;
- d) Total number of votes “for,” “against,” and “abstain” for each matter;
- e) Matters approved and the corresponding approval ratios;
- f) Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the honesty and accuracy of the vote-counting minutes, and jointly liable for damages arising from resolutions passed due to dishonest or inaccurate vote counting.

23.6. The vote-counting minutes and the resolution must be sent to shareholders within fifteen (15) days from the date the vote counting is completed. The sending of the vote-counting minutes and the resolution may be replaced by publishing them on the Company’s website within twenty-four (24) hours from the time the vote counting is completed.

23.7. The completed written ballots, vote-counting minutes, adopted resolutions, and all documents attached to the written ballots must be kept at the Company’s head office.

23.8. A resolution adopted by written ballot shall be passed if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote, and it shall have the same validity as a resolution

market disclosure requirements and must be kept at the Company's head office.

Article 25. Request for annulment of resolutions of the General Meeting of Shareholders.

Within ninety (90) days from the date of receipt of the resolution, meeting minutes of the General Meeting of Shareholders, or the minutes of vote-counting for written ballots, a shareholder or group of shareholders as specified in Clause 13.2 Article 13 of this Company Charter has the right to request a Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- 25.1.** The order and procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violate the *Law on Enterprises* or *this Company Charter*, except as provided in Clause 22.3 Article 22 of this Company Charter.
- 25.2.** The contents of the resolution violate the law or *this Company Charter*.

26.4. Members of the Board of Directors must satisfy the following standards and conditions:

- a) Members must meet the standards and conditions prescribed in *Clauses 1 and 2 Article 155 of the Law on Enterprises*;
- b) The Chairman of the Board of Directors must not concurrently hold the position of General Director;
- c) A member of the Board of Directors may concurrently serve as a member of the Board of Directors or Board of members in no more than five (05) other companies and must not fall under the prohibited cases specified in *Point d) of this Clause*;
- d) A member of the Board of Directors must not concurrently serve as a member of the Board of Directors, member of the Board of members, or General Director (Director) of another securities company;
- e) Other standards as prescribed by law (if any).

These standards and conditions also apply to members elected as replacements or additional members of the Board of Directors.

Article 27. Composition and term of office of the Board of Directors

27.1. The Board of Directors shall consist of five (05) members.

27.2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors for no more than two (02) consecutive terms. If all members of the Board of Directors end their term at the same time, they shall continue to serve until new members are elected to replace them and assume their duties.

27.3. The composition of the Board of Directors is as follows:

The Company shall minimize the number of members of the Board of Directors who concurrently hold executive positions in order to ensure the independence of the Board. The structure of the Board of Directors must ensure:

- a) At least one (01) non-executive member; and
- b) At least one (01) independent member.

27.4. A member of the Board of Directors shall cease to hold office if removed, dismissed, or replaced by the General Meeting of Shareholders as prescribed in *Article 160 of the Law on Enterprises*.

27.5. The appointment of members of the Board of Directors must be disclosed in accordance with regulations on information disclosure in the securities market.

such authorized representatives;

- j) Supervise and direct the General Director and other managers in operating the Company's day-to-day business activities;
- k) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- l) Approve the agenda, contents, and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to adopt resolutions;
- m) Submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Recommend the dividend rate; decide the time and procedures for dividend payment or the handling of losses incurred during business operations;
- o) Propose the reorganization or dissolution of the Company; request initiation of bankruptcy proceedings for the Company;
- p) Adopt the Operating Regulations of the Board of Directors and the Internal Corporate Governance Regulations after they are approved by the General Meeting of Shareholders; decide on the promulgation of the Company's Information Disclosure Regulations;
- q) Establish departments or appoint individuals to perform internal audit and risk control functions;
- r) Resolve internal conflicts within the Company by preventing and settling conflicts that may arise between shareholders and the Company. The Board of Directors may appoint officers to implement the necessary systems or establish a specialized unit to resolve conflicts within the Company or for this purpose;
- s) Approve transactions outside the scope of the business and financial plans submitted by the General Director and the Executive Management Board (if any);
- t) The Board of Directors has the right to veto decisions of the General Director and the Board of General Directors in carrying out any standard operations, provided that such veto is reasonable and well-grounded;
- u) Other rights and obligations as prescribed by *the Law on Enterprises, the Law on Securities*, and other relevant laws.

28.3. The Board of Directors must report to the General Meeting of Shareholders on its operational results in accordance with *Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities*.

- 30.3.** The Chairman of the Board of Directors has the following rights and obligations:
- a) Formulate the operational program and plan of the Board of Directors;
 - b) Prepare the agenda, contents, and documents for meetings; convene, preside over, and act as the chairman of the meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Oversee the implementation of resolutions and decisions of the Board of Directors;
 - e) Act as the chairman of the General Meeting of Shareholders;
 - f) Other rights and obligations as prescribed by the *Law on Enterprises* and the *Company Charter*.
- 30.4.** If the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within twenty (20) days from the date of receiving the resignation letter or the date of dismissal or removal.
- 30.5.** If the Chairman is absent or unable to perform his/her duties, he/she must authorize another Board member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with this *Company Charter*. If no authorization is made, or if the Chairman dies, goes missing, is temporarily detained, is serving a prison sentence, is subject to compulsory administrative measures at a compulsory rehabilitation establishment or compulsory education establishment, absconds from place of residence, is restricted or loses civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions or practicing certain professions, the remaining members shall elect one Board member to act as Chairman of the Board of Directors by majority vote until a new decision of the Board of Directors is made.
- 30.6.** When deemed necessary, the Board of Directors may appoint a company secretary. The company secretary has the following rights and obligations:
- a) Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; take minutes of meetings;
 - b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
 - c) Assist the Board of Directors in applying and implementing principles of corporate governance;
 - d) Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; ensure compliance with information disclosure obligations and administrative procedures;

The notice of meeting of the Board of Directors may be sent via letter, telephone, fax, electronic means, or other methods, and must be ensured to reach the contact address of each member of the Board of Directors registered at the Company.

- 31.7.** The Chairman or the person convening the meeting must send the notice of meeting and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they may participate in discussions but do not have voting rights.

- 31.8.** A meeting of the Board of Directors may proceed when at least three-fourths (3/4) of the total members are present. If the meeting convened under this clause fails to meet the required quorum, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In such cases, the meeting may proceed if more than half of the members of the Board of Directors are present.

- 31.9.** A member of the Board of Directors shall be deemed present and voting at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 31.11 of this Article;
- c) Attending and voting through online meetings, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting by mail, fax, or e-mail;
- e) Sending a voting ballot by other means permitted by law.

- 31.10.** In the case where voting ballots are sent to the meeting via mail, the ballots must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting ballots may only be opened in the presence of all persons attending the meeting.

- 31.11.** Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf only if such authorization is approved by the majority of the members of the Board of Directors.

- 31.12.** Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of members attending the meeting. In case of an equal number of votes, the final decision shall follow the vote of the Chairman of the Board of Directors.

A member of the Board of Directors who has a related interest in the matter being decided by the Board of Directors is not permitted to vote on that matter and shall not be counted in the number of members required for quorum. Such a member is also not permitted to give authorization to or receive authorization from another member

- e) Evaluate compliance with legal requirements and control measures to safeguard assets;
- f) Assess internal controls through financial information and business processes;
- g) Evaluate processes for identifying, assessing, and managing business risks;
- h) Assess the effectiveness of operations;
- i) Evaluate compliance with contractual commitments;
- j) Perform control over the information technology system;
- k) Investigate internal violations within the Company;
- l) Conduct internal audits of the Company.

32.4. The nomination, candidacy, election, dismissal, and removal of members of the subcommittees under the Board of Directors, as well as their terms of office, number of members, qualifications, and structure, shall be decided by the Board of Directors in accordance with the Company's operational circumstances. Personnel of the Internal Audit Subcommittee must satisfy the following criteria:

- a) Individuals working in this subcommittee must not have been subject to administrative sanctions of monetary fines or more for violations in the fields of securities, banking, or insurance within the most recent five (05) years up to the year of appointment;
- b) The Head of the Internal Audit Subcommittee must possess professional qualifications in law, accounting, or auditing, and have sufficient experience, credibility, and authority to effectively perform the assigned duties;
- c) Individuals working in this subcommittee must not be a related person of heads of professional departments, operational staff, the General Director (Director), Deputy General Directors (Deputy Directors), or Branch Directors of the securities company;
- d) Individuals working in this subcommittee must possess a professional certificate in Fundamentals of Securities and the Securities Market or a Securities Practitioner Certificate, and a professional certificate in Securities and Securities Market Law;
- e) Individuals working in this subcommittee must not concurrently hold other positions within the securities company.

32.5. Functions and Principles of Operation of the Risk Management Subcommittee:

- a) Establish risk management policies and strategies; risk assessment standards; and the overall risk level applicable to the Company and each of its departments;
- b) Independently assess the adequacy and compliance with risk-related policies and

CHAPTER VIII. BOARD OF GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 34. Organizational management structure.

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the Board of Directors' supervision and direction in the Company's day-to-day business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved through a resolution or decision of the Board of Directors.

Article 35. Executives of the Company.

- 35.1.** Executives of the Company include the General Director, Deputy General Directors, the Chief Accountant, and other managerial positions appointed by the Board of Directors.
- 35.2.** Upon the recommendation of the General Director and with approval from the Board of Directors, the Company may recruit executives in quantities and with qualifications appropriate to the organizational structure and management regulations stipulated by the Board of Directors. Executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.
- 35.3.** The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.
- 35.4.** Salaries of executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

Article 36. Standards and conditions for the Board of General Directors.

- 36.1.** The General Director and Deputy General Directors must not concurrently work for another securities company, fund management company, or other enterprise.
- 36.2.** The General Director and Deputy General Directors in charge of professional operations must satisfy the standards prescribed in *Clause 5 Article 74 of the Law on Securities*.
- 36.3.** The General Director must not be a member of the Board of Directors or a member of the Board of members of another securities company; must not fall within the categories specified in *Clause 2 Article 17 of the Law on Enterprises*; must not be a person with family relations to corporate managers or members of the Company's

- 37.5. The Board of Directors may dismiss the General Director if the majority of voting members of the Board of Directors attending the meeting approve, and shall appoint a new General Director as a replacement.

Article 38. Internal Control Department and risk management enforcement system under the Board of General Directors.

- 38.1. The Internal Control Department is responsible for monitoring compliance with the following:

- a) Inspecting and supervising compliance with the provisions of law, the *Company Charter*, resolutions of the General Meeting of Shareholders, decisions of the Board of Directors, internal regulations, operational procedures, and risk management procedures of the Company, of relevant departments, and of securities practitioners in the Company;
- b) Supervising the implementation of internal regulations and activities with potential conflicts of interest within the Company, particularly with respect to the Company's own business activities and personal transactions of Company employees; supervising the performance of duties by officers and employees of the Company and the performance of duties by partners regarding authorized activities;
- c) Inspecting the content of and supervising compliance with rules on professional ethics;
- d) Supervising the calculation and compliance with financial safety requirements;
- e) Segregating clients' assets;
- f) Preserving and safeguarding clients' assets;
- g) Controlling compliance with laws on anti-money laundering;
- h) Other responsibilities assigned by the General Director.

38.2. Personnel requirements of the Internal Control Department

- a) The Head of the Internal Control Department must have professional qualifications in law, accounting, or auditing; possess sufficient experience, reputation, and authority to effectively carry out assigned duties;
- b) Personnel must not be a related person of department heads, operational staff, the General Director, Deputy General Directors, or branch directors of the Company;
- c) Personnel must possess a professional certificate in Fundamentals of Securities and the Securities Market or a Securities Practitioner Certificate, and a professional certificate in Securities and Securities Market Law;
- d) Personnel must not concurrently hold other positions in the Company;

CHAPTER IX. BOARD OF SUPERVISORS

Article 39. Nomination and candidacy of members of the Board of Supervisors.

- 39.1.** The nomination and candidacy of members of the Board of Supervisors shall be carried out similarly to the provisions in Clauses 26.1 and 26.2 of Article 26 of this Company Charter.
- 39.2.** If the number of candidates for the Board of Supervisors obtained through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance with the Company's Internal Corporate Governance Regulations and the Board of Supervisors' Operating Regulations. The incumbent Board of Supervisors' introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as prescribed by law.

Article 40. Composition of the Board of Supervisors.

- 40.1.** The Board of Supervisors of the Company shall consist of three (03) members. The term of office of members of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
- 40.2.** Members of the Board of Supervisors must satisfy the standards and conditions prescribed in *Article 169 of the Law on Enterprises* and the following requirements:
- a) Members of the Board of Supervisors must not work in the accounting or finance department of the Company;
 - b) Members of the Board of Supervisors must not be a member or employee of an independent auditing firm that has performed audits of the Company's financial statements within the preceding three (03) consecutive years.
- 40.3.** A member of the Board of Supervisors shall be relieved of duty in the following cases:
- a) The member is no longer meeting the standards and conditions for membership in the Board of Supervisors as prescribed in Clause 40.2 of this Article;
 - b) The member has submitted a resignation letter and has it approved;
 - c) Other cases as determined by resolutions or decisions of the General Meeting of Shareholders.
- 40.4.** A member of the Supervisory Board shall be dismissed in the following cases:
- a) Failure to fulfill the assigned duties or tasks;
 - b) Failure to perform his/her rights and obligations for six (06) consecutive months,

shareholders.

- 42.5. If detecting violations of law or violations of the Company Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose corrective solutions.
- 42.6. Develop the *Operating Regulations of the Board of Supervisors* and submit them to the General Meeting of Shareholders for approval.
- 42.7. Report to the General Meeting of Shareholders in accordance with *Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities*.
- 42.8. Have the right to access documents and records of the Company stored at the head office, branches, and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.
- 42.9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.
- 42.10. When detecting that any member of the Board of Directors, the Board of members, or the Board of General Directors violates laws or the Company Charter, causing harm to the rights and interests of the Company, shareholders, or customers, the Board of Supervisors is responsible for requesting an explanation within a specified period or recommending the convening of a General Meeting of Shareholders to resolve the matter. For violations of law, the Board of Supervisors must report in writing to the State Securities Commission within seven (07) working days from the date of detection.
- 42.11. Other rights and duties as prescribed by law.

Article 43. Meetings of the Board of Supervisors.

- 43.1. The Board of Supervisors must meet at least two (02) times per year, and the number of attending members must be at least two-thirds (2/3) of the total members of the Board of Supervisors. Minutes of the meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and all members of the Board of Supervisors attending the meeting must sign the meeting minutes. All minutes of the Board of Supervisors must be kept for the purpose of determining the responsibilities of each member of the Board of Supervisors.
- 43.2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives must perform their duties, including their duties as members of committees of the Board of Directors, with honesty and prudence for the benefit of the Company.

Article 45. Duty of honesty and avoidance of conflicts of interest.

- 45.1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must disclose their related interests in accordance with the *Law on Enterprises* and relevant legal regulations.
- 45.2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and persons related to these members may only use information obtained through their positions for the benefit of the Company.
- 45.3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, or other companies in which the public company holds more than fifty percent (50%) of charter capital, and such persons or their related persons, in accordance with the law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities laws on information disclosure.
- 45.4. A member of the Board of Directors is not allowed to vote on transactions that bring benefits to that member or that member's related persons, in accordance with the *Law on Enterprises and this Company Charter*.
- 45.5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may not use or disclose internal information to others to conduct related transactions.
- 45.6. Transactions between the Company and one (01) or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to such persons shall not be invalidated in the following cases:
 - a) For transactions valued at less than or equal to thirty-five percent (35%) of the total asset value stated in the latest financial statements, material contents of the contract or transaction, as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General

CHAPTER XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 47. Right to inspect books and records.

47.1. Ordinary shareholders have the following rights to inspect books and records:

- a) Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request corrections of inaccurate information; review, inspect, extract, or make copies of the *Company Charter*, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- b) Shareholders or groups of shareholders holding five percent (05%) or more of the total number of ordinary shares have the right to review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions requiring approval by the Board of Directors, and other documents, except documents related to the Company's trade secrets or business secrets.

47.2. If an authorized representative of shareholders or groups of shareholders requests to inspect books and records, such request must be accompanied by the authorization letter from the shareholders or groups of shareholders they represent, or a notarized copy of such authorization letter.

47.3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to inspect the Company's register of shareholders, shareholder lists, books, and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

47.4. The Company must keep *this Company Charter* and its amendments, the Enterprise Registration Certificate, internal regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at the head office or another location provided that shareholders and the Business Registration Authority are notified of the storage location of such documents.

47.5. The *Company Charter* must be published on the Company's website.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 49. Profit distribution.

- 49.1. The General Meeting of Shareholders shall decide the annual dividend rate and the form of dividend payment from the Company's retained earnings.
- 49.2. The Company shall not pay interest on dividends or any other amounts related to any one (01) class of shares.
- 49.3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.
- 49.4. In cases where dividends or other amounts related to any one (01) class of shares are paid in cash, the Company must make payment in Vietnamese dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds in accordance with the bank details provided by the shareholder but the shareholder fails to receive the funds, the Company shall not be responsible for the amount already transferred. Dividend payments for shares listed/registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
- 49.5. Based on *the Law on Enterprises and the Law on Securities*, the Board of Directors shall pass a resolution or decision to determine a specific date for closing the shareholder list. Based on this date, those registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, notices, or other documents.
- 49.6. Other matters related to profit distribution shall be carried out in accordance with the provisions of law.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE OBLIGATIONS

Article 53. Annual, semi-annual and quarterly financial statements.

- 53.1.** The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure on the securities market and submit them to the competent state authorities.
- 53.2.** Annual financial statements must include all reports, appendices, and explanatory notes as prescribed by the laws on enterprise accounting. Annual financial statements must truthfully and objectively reflect the Company's operating results and financial position.
- 53.3.** The Company must prepare and disclose the reviewed semi-annual financial statements and the quarterly financial statements in accordance with the laws on information disclosure on the securities market and submit them to the competent state authorities.

Article 54. Annual report.

The Company must prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

CHAPTER XVII. COMPANY SEAL

Article 56. Company seal.

- 56.1.** The seal includes the seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the laws on electronic transactions.
- 56.2.** The Board of Directors shall decide on the type of seal, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
- 56.3.** The Board of Directors and the General Director shall use and manage the seal in accordance with current laws.

Article 59. Reorganization of the Company.

- 59.1.** The Company may proceed with consolidation, merger, or transformation after obtaining approval from the State Securities Commission of Vietnam.
- 59.2.** The order and procedures for consolidation, merger, and transformation shall be carried out in accordance with the Law on Enterprises, the Law on Securities, and relevant legislation.

CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 61. Company Charter.

- 61.1. Amendments and supplements to *this Company Charter* must be reviewed and decided by the General Meeting of Shareholders.
- 61.2. In cases where legal provisions relating to the Company's operations are not addressed in *this Company Charter*, or where new legal provisions differ from those in *this Company Charter*, such legal provisions shall apply to regulate the Company's operations.

