

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

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# **CHARTER**

**ORGANIZATION AND OPERATION**

**VNDIRECT SECURITIES CORPORATION**

*Hanoi, 26 December 2017*

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## INTRODUCTION

The Charter of Organization and Operation of VNDIRECT (“Company”) has been adopted by the General Shareholders Meeting of the Company at the meeting held on 29/05/2017, amended and supplemented on 26/12/2017.

### CHAPTER I. DEFINITIONS OF TERMS

#### Article 1: Definitions

- 1.1 This this Charter, following terms shall have the meaning set out below:
- a. “*Company*” means VNDIRECT Securities Corporation established and operated according to the License No.22/UBCK-GPHDKD issued by State Securities Commission of Vietnam on 16/11/2006.
  - b. “*Business area*” means territory of Vietnam and overseas.
  - c. “*Charter*” means the Charter of organization and operation of the Company.
  - d. “*Charter Capital*” means the total face value of the issued shares fully paid by the shareholders as specified in Article 11 hereof.
  - e. “*Shareholder*” means any organization or individual holding at least one share of the Company.
  - f. “*Management Board*” means the Management Board of the Company.
  - g. “*Supervisory Board*” means Supervisory Board of the Company.
  - h. “*Law*” means all legal documents prescribed by law on issuing legal documents and/or Law on legal documents issued by People’s Council and People’s Committee.
  - i. “*Corporate Law*” means Corporate Law No. 68/2014/QH13 adopted by the National Assembly on 26/11/2014.
  - j. “*Law on Securities*” means Law on Securities No.70/2006/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam on 29/06/2006 and Law No.62/2010/QH12 amending and supplementing some articles of the Law on Securities No.70/2006/2011.
  - k. “*Establishment date*” means the date on which the Business Registration Certificate is granted to the Company;
  - l. “*Officers*” means CEO, Deputy CEO, Managing Director, CFO, Chief Accountant and other managers in the Company appointed by the Management Board from time to time.
  - m. “*Related persons*” means any individual or organization specified in the Clause 17 Article 4 of Corporate Law and Clause 34 Article 6 of Law on Securities.
  - n. “*Majority shareholder*” means the shareholder directly or indirectly holding at least 5% of Company’s shares with voting right.
  - o. “*Vietnam*” means the Socialist Republic of Vietnam.


- p. “SSC” means State Securities Commission of Vietnam.
  - q. “*Stock Exchange*” means HoSE and / or HNX.
  - r. “*Independent, Non-executive Member of Management Board*” means a Member of Management Board who is not CEO, Deputy CEO, Managing Director, CFO, Chief Accountant and other managers appointed by Management Board or Majority Shareholders.
- 1.2 In this Charter, any reference to one or some statutory provisions or other documents shall include the amendments, modifications or substitutions thereof.
  - 1.3 The headings (chapters or articles of this Charter) are used for convenience only and do not affect the construction of this Charter.
  - 1.4 Terms or expressions defined in the Corporate Law (if not contrary to the subject or context) shall have the same meaning as prescribed herein.

## **CHAPTER II**

### **NAME, FORM, HEAD-OFFICE, BRANCH, REPRESENTATIVE OFFICE AND DURATION OF OPERATION**

#### **Article 2: Name, form, head-office, legal representative, branch, representative office and duration of operation**

- 2.1. Name of Company:
  - a. Name of Company in Vietnamese: **Công ty Cổ phần Chứng khoán VNDIRECT**
  - b. Transaction name: **VNDIRECT Securities Corporation**
  - c. Abbreviated name: **VNDIRECT**
- 2.2. Legal status of Company:

Company is a Joint Stock Company which has legal status in compliance with law of Vietnam.
- 2.3. Registered head-office:
  - a. Address: No.1 Nguyen Thuong Hien, Nguyen Du ward, Hai Ba Trung district, Hanoi
  - b. Tel: 024 39410510                      Fax: 024 39410500
  - c. Email: [support@vndirect.com.vn](mailto:support@vndirect.com.vn)
  - d. Website: [www.vndirect.com.vn](http://www.vndirect.com.vn)
  - e. Company’s logo: 
  - f. Any change in head-office shall be determined by the Management Board and approved by the SSC in writing.
- 2.4. The Company’s Legal Representative is the person acting on behalf of the Company to exercise the rights and obligations arising from the transactions of the Company, the Company’s representative in position of plaintiff, defendant, person who has relevant

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benefits, obligations before the Arbitrator, Court and other rights and obligations in compliance with law.

a. Company's legal representatives: Chairman of Management Board, CEO, Managing Director and CFO.

b. The rights and obligations of the legal representative who is Chairman of Management Board are specified in Clause 32.2.1, Article 32 hereof.

c. The rights and obligations of the legal representative who is CEO are specified in Clause 37.1, Article 37 hereof.

d. The rights and obligations of the legal representative who is Managing Director are specified in Clause 37.2, Article 37 hereof.

e. The rights and obligations of the legal representative who is CFO are specified in Clause 37.3, Article 37 hereof.

f. CEO shall act as legal representative to provide documents and contact with SSC.

g. The method of handing over rights and obligations among the legal representatives in case the legal representative is absent from Vietnam, resigns, be dismissed/removed, evades from place of residence, put in temporary detention, punished by imprisonment, missing or restricted, incapable of civil acts or forfeiture of practicing right:

- If the legal representative who is Chairman of Management Board falls in case mentioned above the CEO shall exercise the rights and obligations of the Chairman of Management Board;

- If the legal representative who is CEO falls in case mentioned above the Chairman of Management Board shall exercise the rights and obligations of the CEO;

- If the legal representative who is Managing Director falls in case mentioned above the CEO shall exercise the rights and obligations of the Managing Director;

- If the legal representative who is CFO falls in case mentioned above the CEO shall exercise the rights and obligations of the CFO;

### 2.5 Branch, representative office, transaction office:

The Company may establish, close any branch, transaction office and representative office to realize its business activities in compliance with the approval by the Management Board with the prior consent in writing of the SSC;

### 2.6 Except for the case of ceasing operation before term as specified in Article 56, the operation term of the Company shall commence from the establishment date and it shall be permanent.

## CHAPTER III:

### OBJECTIVES, SCOPE OF BUSINESS, OPERATION PRINCIPLES AND RESTRICTIONS

#### Article 3: Objectives

#### 3.1. VNDirect Securities Corporation is established and operating in field of securities in compliance with law in order to maximize the shareholders' profits, improve working conditions and increase income for its employees, fulfill statutory obligations to the State Budget and develop the Company in high speed.

- 3.2. Any object of those specified in Clause 3.1 hereof is needed to be approved the Company may realize such objective only after obtaining the approval of the competent authorities.

**Article 4: Scope of business and operation**

- 4.1 Business operations of the Company consist of:
- a. Securities brokerage;
  - b. Securities self-trading;
  - c. Securities issuance guarantee;
  - d. Consulting services in securities investment, finance and other financial services;
  - e. Securities depository;
  - f. Act as a trustee of the securities transaction account entrusted by the investor.
- 4.2. The Company may make plan and implement all business activities in compliance with its License of establishment and operation and this Charter as regulated by applicable law and take necessary measures to reach the goals of the Company.
- 4.3. The Company may make any amendment or supplementation to one or more in respect of the scope of business as specified in Clause 4.1 hereof and decided by the Management Board after approval by the SSC.

**Article 5: Principles in organization, management, direction and business in securities**

**5.1 Principles in organization, management, direction**

- 5.1.1 VNDIRECT Securities Corporation shall manage and distribute the rights and obligations in principle of joint ownership by shares and in compliance with law.
- 5.1.2 The highest powerful body of the Company is General Shareholders Meeting.
- 5.1.3 General Shareholders Meeting shall elect the Management Board who will manage the Company, elect the Supervisory Board who will control all business and operation activities of the Company from time to time.
- 5.1.4 Business activities shall be directed by the CEO. CEO shall be appointed and removed by the Management Board.

**5.2 Principles in securities business operation**

- 5.2.1 Comply with the law on securities, securities market and relevant law;
- 5.2.2 Comply with professional code of conduct;
- 5.2.3 Honest and implement business operation in fair manner;
- 5.2.4 Fulfill its obligations with the customers in the best way;
- 5.2.5 Assure sources in respect of personnel, capital and other necessary material facilities for securities trading and issue documents in business procedures conformity with regulations



of the law;

- 5.2.6 Provide consultancy to customers on the basis of collection of customers' information;
- 5.2.7 Should be prudent avoiding conflict of interest with the customers. If unavoidable, the Company shall give notice in advance to the customers and/or take necessary measures to ensure that the customers are treated in fair manner;
- 5.2.8 Issue and apply professional procedures, internal control and risk management procedures, code of conduct in line with business operation of the Company;

## **Article 6: The Company's rights and obligations**

### **6.1 Company's rights**

#### **6.1.1 Self-control in business:**

- a. Sign contract with customers in term of securities trading, securities registration and depository, securities issuance guarantee, consultancy in securities investment, finance and other services in compliance with law;
- b. Collect fees at the rate prescribed by the Ministry of Finance;
- c. Manage and use the capital contributed by shareholders to realize the business objects of the Company according to the Charter, Resolution made by the General Shareholders Meeting and Management Board;
- d. Organize management and personnel apparatus, business activities in line with the purpose, content specified in the Resolution, Decision issued by the Management Board;
- e. Proactive in all business activities registered;
- f. Innovate technology and equipment in line with the needs of development and business efficiency of the Company;
- g. Make decision on establishing, merging or closing any Branch, Representative Office in compliance with applicable regulations;
- h. Have all rights prescribed by Corporate Law provided not contrary to Law on Securities;
- i. Provide services in securities and finance in compliance with law.

#### **6.1.2 Company's right of financial management:**

- a. Use capital and fund of the Company for meeting the business needs in principle of profit hedging and profitable;
- b. Use the foreign currency in compliance with applicable regulations on foreign exchange management;
- c. Request the customers to provide information about financial position, production and business in case of any transaction arising with the customers and may refuse such transaction which is in breach of law, ineffective or unrealizable;
- d. Make decision on use and distribution of profit to the shareholders after fully fulfilling financial obligation to State budget, make and use the funds regulated by State and Resolution of the General Shareholders Meeting.
- e. Other rights in compliance with this Charter and law.

**6.2 Company's obligations:**

**6.2.1 Company's obligations of business management:**

- a. Establish internal control system, manage risks and supervise, prevent conflicts of interest in the Company and in the transactions with relevant persons;
- b. Manage and separate securities of each investor, separate money and securities of the investor from those of the Company;
- c. Sign contract in writing to provide services to the customers, provide sufficient and accurate information to the customer.
- d. Give priority to place order of the customer before the company's order.
- e. Investigate and collect information about financial position, investment goal, risk acceptance of the customer; provide suitable investment recommendation, consultancy to the each customer.
- f. Take out professional liability insurance for securities business operation of the company or charge for investor protection fund as compensation for them caused by technical problem or negligence of the company's employee.
- g. Maintain all documents and accounts reflecting in detail and accurately the transactions of customers and the Company;
- h. Sell or allow customer to sell securities which are not owned and lend securities for sale in accordance with regulations of the Ministry of Finance;
- i. Comply with regulations of the Ministry of Finance on securities trading operation;
- j. Publicize information in line with regulations of Law on Securities Law and reporting regime regulated by the Ministry of Finance;
- k. Comply with principles on company governance in compliance with Law on Securities;
- l. Do business within the scope specified in the License;
- m. Give priority to domestic laborers, ensure their benefits in compliance with Labor Law, respect the organization of trade union in compliance with law on trade union;

**6.2.2 Company's obligations of financial management:**

- a. Self-control in finance, expenses, take responsibility for business results, capital growth and hedging of the company;
- b. Comply with regulations on accounting, audit, statistics, financial obligation in compliance with law;
- c. Make contribution to payment support fund in compliance with the Regulation on securities registration, depository, off-set and payment;
- d. Tax registration, declaration, payment and other obligations to State budget in compliance with law;
- e. Comply with regulations, ensure available capital regulated by the Ministry of Finance;

**Article 7. Restrictions**

**7.1 Restrictions to the Company:**

- 7.1.1** Make no any representation or warranty with the customer about the income or profit

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gained from their investments nor guarantee that they will not suffer loss except for the investment in securities with fixed income;

7.1.2 Not disclose any information about the customer except with the prior consent of the customer or as required by the State management agency;

7.1.3 Not make any act making the customers misunderstand the price of securities;

### **7.2 Restrictions to the stock broker of the Company:**

7.2.1 Not work concurrently with other organization which has ownership relation with the securities company where he/she is working;

7.2.2 Not work concurrently with other securities or fund management companies;

7.2.3 Not work concurrently as CEO of an organization which sells securities to the public or listed organization;

7.2.4 Open securities transaction account only at his/her company;

7.2.5 Not use money, securities on the customer's account which has not been authorized by the company as entrusted in writing by the customer to the company;

### **Article 8: Internal control**

8.1 Internal control procedure shall be made in writing and announced within the company;

8.2 Any employee of the company shall comply with the regulations on internal control;

8.3 Company shall periodically inspect and improve internal control measures;

8.4 Internal control department shall be responsible for the internal control to be complied, periodically make report to the CEO to improve the internal control measures;

### **Article 9. Confidentiality**

9.1 Company shall keep in strict confidentiality all information relating to the ownership of securities and customer's money, refuse the investigation, blockage, retention, charge for or transfer of the customer's assets without customer's consent.

9.2 Clause 1 hereof shall not apply in following cases:

9.2.1 Auditor shall audit the financial statements of the Company;

9.2.2 Customer wants to know the information relating to their securities ownership and money;

9.2.3 Provide information as required by the competent authorities;

### **Article 10. Code of conduct**

10.1 The Code of conduct (if any) issued in writing by Vietnam Association of Securities Business shall be announced in the Company. The Chairman of Management Board or Board of Directors shall issue the Rules of the Company, concretize the content of this Code of Conduct.

- 10.2 Any employee of the Company shall strictly comply with this Code of Conduct.
- 10.3 Internal Control Department shall be responsible for supervising the compliance with the Code of Conduct by the management, officers and employees.

**CHAPTER IV**  
**CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

**Article 11. Charter capital, shares, founding shareholders**

- 11.1 Charter capital of the Company is VND 1,549,981,650,000 (One thousand five hundred forty five billion, nine hundred eighty one million, six hundred fifty thousand Vietnam dong). Total number of Charter capital of the Company is divided into 154,998,165 shares (one hundred fifty four million, nine hundred ninety eight thousand, one hundred sixty five shares) with face value of VND 10,000 (ten thousand)/01 share.
- 11.2 The Company shall, at all time, keep the charter capital equal to or more than the legal capital in accordance regulations of the Law. If charter capital is lower than legal capital, the Company shall raise the Company's charter capital in line with regulations of the Law.
- 11.3 The Company may increase charter capital under the approval of General Shareholders Meeting and in line with regulations of the Law.
- 11.4 Charter capital of the Company shall be raised in the following cases:
- 11.4.1 Issuance of new shares for additional capital mobilization in accordance with regulations of the Law;
- 11.4.2 Conversion of issued bonds into shares;
- 11.4.3 Issuance of shares for purpose of dividend payment
- 11.4.4 Carrying over sources of capital surplus for additional charter capital.
- 11.5 Reduction of the Company's charter capital shall be determined by the General Shareholders Meeting but legal capital shall meet regulations of the law.
- 11.6 Upon the increase, decrease in Charter capital, the Company shall register new charter capital at the State competent authorities and announce this new charter capital in accordance with regulations of the law.
- 11.7 The Company shall use no charter capital for purposes of distribution of dividends, distribution or dispersion of assets of the Company in any form, except the Company's dissolution or bankruptcy.
- 11.8 The Company's shares as at the approval date of this Charter shall consist of common shares only. Rights and obligations attached to common shares as stipulated in Article 17 and Article 18.
- 11.9 The Company may issue other preferred shares upon the approval of General Shareholders Meeting and in line with regulations of the law.
- 11.10 Common shares shall be preferred for sale to existing shareholders with the ratio corresponding to their common share ownership ratio in the Company, unless otherwise

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specified at the General Shareholders Meeting. The company shall issue notice of share offer which clarifies number of shares offered for sale and valid purchase term (at least twelve working days) to facilitate the shareholders' registration for purchase. Shares which are not purchased by shareholders' registration shall be subject to the Management Board's determination. The Management Board may distribute these shares to subjects in accordance with appropriate conditions and methods as determined by the Management Board but shall not sell these shares in accordance with the conditions which are more convenient than those offered for sale to the existing shareholders, unless otherwise approved by General Shareholders Meeting or shares are sold via Stock Exchange.

- 11.11 The Company may purchase its shares (including shares preferred for reimbursement) in line with the methods specified herein and the current law. Common shares repurchased by the Company shall be treasury shares which may be offered for sale by the Management Board in accordance with the measures suitable to provisions of this Charter, Law on Securities and other relevant regulations of the Law.
- 11.12 The Company may re-issue other kinds of securities upon written approval of General Shareholders Meeting and in line with regulations of the Law on Securities and securities market.
- 11.13 Founding shareholders shall transfer no shares or their contributed capital within 03 years since the date of Certificate of establishment and operation, except transfer to other founding shareholders. Other shareholders acting as members of Management Board or those holding position of General Director of the Company shall strictly comply with the provisions herein.

### **Article 12. Share Certificate**

- 12.1 Share Certificate shall be granted to the Shareholder holding shares, which have not been deposited, for recognizing share ownership in proportion with the number and class owned by the Shareholder.
- 12.2 Share Certificate shall be attached with the Company's seal and the Company's legal representative. In addition, Share Certificate shall specifies number and type of share owned by the Shareholder, surname and name of owner and other information in line with regulations of the Corporate law.
- 12.3 Within 7 (seven) days since the date of sufficient submission of application for transfer of share ownership in line with regulations of the Company or within twelve months (or more as specified in issuing clause) since the date of sufficient payment of share purchase amount as stipulated in the Company's share issuing plant, Shareholder Certificate shall be granted to share owner. No payment of Shareholder Certificate printing fee or other related fee for issuing the initial Shareholder Certificate shall be borne by share owner but transfer fee in accordance with regulations of the Management Board.
- 12.4 If Shareholder Certificate is lost, torn, burned or destroyed in other form, the Company shall reissue Shareholder Certificate to Shareholder as required by the Shareholder. Shareholder shall, however, pay fee for this reissue of Shareholder Certificate in line with stipulation of the Management Board. Shareholder's request shall include the following details:
  - 12.4.1 Actual loss, burn or destruction in other forms of Shareholder Certificate; in case of loss, it should be included with confirmation of best effort for search and return to the Company

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for destruction in case of retrieval;

- 12.4.2 To assume responsibilities for dispute arising from the issue of new Shareholder Certificate;
- 12.4.3 For Shareholder Certificate with nominal value at more than VND 10 million, the Company's legal representative may, before receipt of request for issue of new Shareholder Certificate, ask owner of Shareholder Certificate posting notice of loss, burn or destruction in other forms of Shareholder Certificate. After fifteen days since the date of notice, the Company's legal representative shall ask the Company for issuing new Shareholder Certificate.
- 12.5 Notwithstanding the provisions of Clause 12.4 above, the Shareholder shall keep Shareholder Certificate in good condition without any tear, damage, blur, opaque and assume sole responsibilities for preservation of Shareholder Certificate while the Company shall assume no responsibility for any loss or use of Shareholder Certificate for purpose of fraudulence.
- 12.6 The Company may, from time to time, change method of recognition of Shareholder's share ownership in line with regulations of the law.
- 12.7 Other securities certificates: Bond certificate or other securities certificates of the Company (excluding sale offers, temporary certificates and similar documents) shall be issued under the seal and signature of legal representative of the Company, unless otherwise specified in terms and condition of issue.

### **Article 13. Register of Shareholders**

- 13.1 The Company shall make and manage Register of Shareholders when the establishment and operation license is granted to the Company.
- 13.2 The Register of Shareholders shall be included with the following main details:
  - 13.2.1 Name, address of the Company's head office;
  - 13.2.2 Surname, name, permanent address, nationality, identity card number, passport number or other identification paper number of shareholder as individual; name, address of head office, nationality, establishment decision number or business registration certificate number of shareholder as legal entity;
  - 13.2.3 Value of contributed capital at the contribution time and the contributed capital of each member, contribution time; number of each type of shares of each shareholder, share registration date;
  - 13.2.4 Total number of share offered for sale, type of share offered for sale and number of shares offered for sale in each type;
  - 13.2.5 Total number of the sold shares of each type and value of the contributed shares.
- 13.3 Form of the Register of Shareholders as determined by the company may be in writing or e-file or both.
- 13.4 The Register of Shareholders shall be recorded at the head office or Vietnam Securities Depository.

**Article 13a. Covered Warrant and Rights of Covered Warrant Owner**

The Covered warrant as defined in regulations of the Law on Securities means the contract by and between the investor and the Company. The Covered warrant owner shall be both the investor holding covered warrant and creditor with partial warranty by the Company.

The covered warrant owner shall have the following rights:

- To receive any payment in cash or transfer basic securities in accordance with regulations of the law and the Company;
- To receive any payment in cash when listing of covered warrant is cancelled by regulations of the law;
- To make any transfer, offer or grant inheritance, put on pledge, mortgage in civil – economic relations in accordance with regulations of the law;
- Payment priority when the Company is dissolved or goes bankrupt in accordance with regulations of the law;
- Other rights as specified by the law.

**Article 14. Transfer of share**

- 14.1 Unless otherwise specified by this Charter, the resolution of the General Meeting of Shareholders and/or Management Board and/or the Law. The share listed on the Stock Exchange shall be transferred in accordance with regulations of the Law on securities and securities market and/or of Stock Exchange.
- 14.2 No share which has not been fully paid shall be allowed for transfer or dividend receipt.
- 14.3 Unless the Company's share is listed on the Stock Exchange or otherwise specified by the Management Board, the share transfer shall be performed in accordance with procedures set out by the Management Board and confirmed by the legal representative of the Company. Share transferred shall be recognized in both Shareholder Certification Book and Register of Shareholders of the Company. The transferee shall be considered as shareowner and become the Company's shareholder only when information about Shareholder and his/her shares are fully recognized in the Company's Register of Shareholders.

**Article 15. Forfeiture of shares**

- 15.1 The shares which have not been fully and timely paid by Shareholder may be forfeited by the Management Board.
- 15.2 The Management Board shall have the right (without any obligation) to make a request for such Shareholder's payment of the remaining amount and the interest rate and expenses arising from such inadequate payment to the Company in accordance with regulations.
- 15.3 The Management Board's notice as specified in Clause 15.2 should clarify new payment term (at least seven days since the date of notice), payment place and specify that in case of inappropriate payment, shares which have not been fully paid shall be forfeited. If request of this notice is not fulfilled, these shares may be forfeited by the Management Board.
- 15.4 The forfeited shares shall become the Company's assets. The Management Board may

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directly or grant authorization to others to sell or redistribute these shares or make settlement to owners of forfeited shares or other subjects in accordance with the conditions and measures that the Management Board thinks fit.

- 15.5 The shareholder of forfeited shares shall be ceased from the position as Shareholder of such forfeited shares but under payment of related amount and the interest rate (not exceeding 12%/year) as applicable at the forfeiture time as decided by the Management Board since the initial due date until the actual date of payment. The Management Board may coerce the payment of total share value at the time of forfeiture or exempt payment of part or all of such amount.
- 15.6 Notice of forfeiture shall be sent to the owner of forfeited shares before the forfeiture. No error or negligence in sending notice shall invalidate the forfeiture.

### CHAPTER V

#### ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

##### Article 16. Organizational structure

The organizational structure of the Company:

- a. General Shareholders Meeting;
- b. Management Board;
- c. Board of General Directors;
- d. Supervisory Board;

### CHAPTER VI

#### SHAREHOLDERS AND GENERAL SHAREHOLDERS MEETING

##### Article 17: Shareholders' Rights

- 17.1 The shareholders shall have the rights and obligations equivalent to number of shares and type of shares they own. The shareholders shall be only responsible for debts and other asset obligations of the Company within the amount of capital committed to contribute to the Company.
- 17.2 The common shareholders shall have the following rights:
- a. Participate in the General Shareholders Meeting and directly exercise voting rights or through authorized representative; each common share has a vote;
  - b. Receive any dividend at the rate regulated by the General Shareholders Meeting ;
  - c. Freely transfer the shares paid as regulated in the Charter and the applicable law unless otherwise provided by this Charter, the law or resolutions of the General Shareholders Meeting/Management Board;
  - d. Receive the priority to buy new shares to be offered equivalent to the percentage of common shares which they own;
  - e. Check any information related to the Shareholders in the List of Shareholders entitled to



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attend the General Shareholders Meeting and the request for adjustment of any inaccurate information;

- f. Consider, look up, extract or copy the Company's charter, Minutes of General Shareholders Meeting and resolution of General Shareholders Meeting ;
- g. In case of the company dissolution, shareholders shall be entitled to a part of the remaining assets equivalent to the number of shares contributed to the Company upon the Company payment to creditor and shareholder holding other types of share as regulated by the law;
- h. Any shareholder as organization shall be entitled to assign one or some representative authorized to exercise its shareholder's rights as regulated by the law. In case of more than one authorized representative, number of shares and votes of each representative shall be determined. Assignment, termination or change of representative under authorization shall be made with prior written notice to the Company as soon as possible;
- i. Require the Company to acquire shareholders' shares in such cases as regulated by the Enterprise Law;
- j. Other rights as regulated by the law and / or this Charter.

17.3 Any shareholder or group of shareholders holding more than 5% (five percent) of total common shares for a continuous period of 6 months or more shall have the following rights:

- a. Assign members of Management Board or Supervisory Board as specified in Article 30.2, Article 30.3, Article 42.2, Article 42.3 herein;
- b. Request to convene the General Shareholders Meeting in such cases as regulated by the Enterprise Law;
- c. Consider and extract the Minutes book and resolutions of the Management Board, Mid-year financial statements and the Annual financial statements in accordance with the form of Vietnamese accounting system and reports of Supervisory Board;
- d. Request the Supervisory Board to control and inspect each specific problem related to the Company management and operation activities when needed. The request shall be in writing with full name, permanent residence, nationality, ID card number, passport number or other personal authentication paper of shareholder as individual; full name, permanent residence, nationality, establishment decision or business registration number for shareholder as organization; number of shares and time of share registration of each Shareholder, total number of shares of group of shareholders and ownership rate in total shares of the Company; problems to be inspected, inspection purpose;
- e. Other rights specified herein.

17.4 Rights of the Shareholders holding other types of share shall be regulated by the resolution made by the General Shareholders Meeting.

### **Article 18: Shareholders' Obligations**

The shareholders shall have the following obligations:

18.1 Comply with the Company's charter and regulations; obey with any decision made by the

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General Shareholders Meeting, or the Management Board;

- 18.2 Fully and timely pay the amount of shares registered to buy;
- 18.3 Fully and timely, make contribution of capital and shares as committed and take the responsibility for the debt and other asset obligations of the Company within the amount of capital commitment.
- 18.4 Provide the accurate address for shares purchase registration;
- 18.5 Complete other obligations as regulated by applicable law;
- 18.6 Take the sole responsibility when being in the name of the Company in any form to perform any behavior including but not limited to the following behaviors:
  - a. Breach the law;
  - b. Perform any business and other transactions for personal benefits or for benefits of other organizations and individuals;
  - c. Pay any undue debts for financial risks that may occur to the Company
- 18.7 The obligations of the Company's major shareholders holding shares listed at the Stock Exchange: Within 7 days from the date of becoming major shareholders, they shall announce the Company, State Security Commission of Vietnam and Stock Exchange in which the shares are listed. Disclose any information according to the legal regulations in stock trading in the Company.

### **Article 19. General Shareholders Meeting**

- 19.1 The General Shareholders Meeting includes all Shareholders with voting rights, is the highest authority in the Company. General Shareholders Meeting is held once a year. Besides the annual meeting, the General Shareholders Meeting shall convene an extraordinary meeting. Place for the General Shareholders Meeting shall be in Vietnam. In case that the General Shareholders Meeting is concurrently held in other places, the place for the General Shareholders Meeting shall be the place in which the Chairman attends.

The General Shareholders Meeting shall be annually held within four months, since the fiscal year end date. As requested by the Management Board, the Business Registration Authority may get an extension, but not exceeding 06 months, since the fiscal year end date.
- 19.2 The Management Board shall convene the annual General Shareholders Meeting and choose the appropriate place. The Annual General Shareholders Meeting shall make decisions as regulated by the law and this Charter. Any Independent Accountants may be invited to the meeting to give advice on annual financial statements approval.
- 19.3 The Management Board shall convene the extraordinary General Shareholders Meeting in the following cases:
  - a. The Management Board consider it necessary for the sake of the Company;
  - b. Annual balance sheet, quarterly reports, mid-year reports or audit reports reflecting charter capital is lost in half;

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- c. When the number of members of the Management Board is fewer than the least number of members as regulated by the law or fewer than half the number of members as regulated herein;
- d. The shareholders or group of Shareholders as specified in Article 17.3 herein submits a written petition. Reason and purpose of the meeting, signatures of related shareholders shall be specified in the written petition on convening (the written petition on convening may be made into copies with signatures of all related shareholders);
- e. The Supervisory Board requires to convene the meeting if they deem that members of the Management Board or officers seriously violate their obligations as regulated by the Enterprise Law or the Management Board acts or acts beyond its power;
- f. Other cases as regulated by the legal regulations and this Charter.

### 19.4 Convene the extraordinary General Shareholders Meeting

- a. The Management Board shall convene the General Shareholders Meeting within thirty days from the date of the number of members of the Management Board left as specified in Article 19.3 (c) or receiving request as specified in Article 19.3 (d) or Article 19.3 (e).
- b. In case that the Management Board does not convene the General Shareholders Meeting as Article 19.3 (a), within the next thirty days, the Supervisory Board shall, in place of the Management Board, to convene the General Shareholders Meeting as regulated by the Enterprise Law.
- c. In case that the Supervisory Board does not convene the General Shareholders Meeting as specified in Article 19.4 (b), within the next thirty days, the Shareholders, group of Shareholders that makes the request as specified in Article 19.3 (d) may in place of the Management Board to convene the General Shareholders Meeting as regulated by the Enterprise Law. In this case, the Shareholders may require the Business Registration Agency to supervise the meeting convening and conducting if they deem it necessary.
- d. All reasonable expenses for the General Shareholders Meeting convening and conducting as specified in Article 19.4 (c) shall be refunded by the Company. These expenses exclude expenses including travel and accommodation expenses incurred by the Shareholders in attending the General Shareholders Meeting.

### **Article 20. General Shareholders Meeting's Rights and Obligations**

- 20.1 The Annual General Shareholders Meeting has the right to discuss and adopt the following matters:
  - a. Annual financial (audit) statements;
  - b. Reports of Supervisory Board;
  - c. Reports of Management Board;
  - d. Annual business plan of the Company;
  - e. Dividend rate applicable to each type of share;
  - f. Other matters under authority.

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- 20.2 The General Shareholders Meeting has the following rights and obligations:
- a. Adoption of the annual financial statements
  - b. The dividend yield annually paid to each type of share is in accordance with the Enterprise Law and the rights attached to such shares as required by the Management Board;
  - c. A number of members of the Management Board;
  - d. Selection of auditing company
  - e. Election and dismissal, removal and replacement of members of the Management Board and the Supervisory Board;
  - f. Total remuneration and remuneration policy of the members of the Management Board and the remuneration report of the Management Board;
  - g. Supplementation and amendment of the Company Charter;
  - h. Type of share and the number of shares entitled to be issued;
  - i. Division, splitting, consolidation, merger or transformation of the Company;
  - j. Reorganization and dissolution of the Company;
  - k. Inspection and handling of violations of the Management Board or Supervisory Board causing damages to the Company and the shareholders of the Company
  - l. Any decision on investment and transaction of sale of the Company's assets with a value equal to or greater than 35% of the total value of the Company's assets stated in the most recent financial statements;
  - m. The company buys back more than 10% of a class of shares issued;
  - n. Any issue concerning the CEO concurrently the Chairman of the Management Board;
  - o. Contracts or transactions performed with the persons specified in Clause 1, Article 162 of the Enterprise Law with a value equal to or greater than 35% of the total value of assets of the Company stated in the most recent financial statements;
  - p. Adaptation of the Company's development orientation;
  - q. Other issues in accordance with the legal regulations and the Company's Charter;
- 20.3. The Shareholder shall not vote in the following cases:
- a. Contracts or transactions as specified in Article 39 hereof, of which such Shareholder or such Shareholder's Related Person is a party;
  - b. Purchase of any share of such Shareholders or such Shareholder's Related Person.
- 20.4. All resolutions and issues given in the agenda shall be discussed and voted at the General Shareholders Meeting.
- 20.5. Information and notices shall be delivered to the Shareholders in writing by registered

mails, telephone, fax, and email or posted in the Company's website. Such information or notices may be posted in national or local websites, newspapers (including e-newspapers).

**Article 21. Proxy to attend General Shareholders Meeting**

- 21.1. The Shareholders may authorize any of their duly representative to attend the General Shareholders Meeting. In case more than one duly authorized representative is appointed to attend, it is required to determine the number of shares and votes of each representative.
- 21.2. The authorization to the representative to attend the General Shareholders Meeting shall be made in writing in the form set out by the Company and signed according to the following provisions:
- a. In case the individual Shareholder is the authorizer, signatures of such Shareholder and the authorized person to attend the meeting are required;
  - b. In case the Shareholder's duly authorized representative is any institution which is the authorizer, signatures of the duly authorized representative and/or legal representative of the Shareholder and the authorized person to attend the meeting are required;
  - c. In other cases, signatures of legal representative of the Shareholder and the authorized person to attend the meeting are required.

The authorized person to attend the General Shareholders Meeting shall submit the written authorization before entering the meeting room.

- 21.3. Any vote of the authorized person to attend the meeting in the scope of authorization shall remain in effect when there is one of the following cases:
- a. The authorizer dies, is restricted from civil act capacity or loses civil act capacity;
  - b. The authorizer has cancelled the authorization appointment;
  - c. The authorizer has cancelled the competence of the authorized person.

This provision does not apply in the event the Company receives any notice of one of the above events forty-eight hours before the opening of the General Shareholders Meeting or before the meeting is re-convened.

**Article 22. List of shareholders entitled to attend the General Shareholders Meeting**

- 22.1. The list of shareholders entitled to attend the General Shareholders Meeting is prepared on the register of shareholders and/or list of securities owners confirmed by Vietnam Securities Depository. The list of shareholders entitled to attend the General Shareholders Meeting shall not be prepared earlier than 15 days before the date of invitation letter of the General Shareholders Meeting.
- 22.2. The list of shareholders entitled to attend the General Shareholders Meeting shall specify full name, permanent address, nationality, citizen card number, identity card number, passport or other legal identity of individual shareholders; enterprise code or establishment decision number, head office of shareholders as organizations; number of shares of each kind, number and registration date of each shareholder.

- 22.3. The shareholders shall be entitled to check, search, extract and copy the list of shareholders entitled to attend the General Shareholders Meeting; request to correct any wrong information or add any necessary information to the list of shareholders entitled to attend the General Shareholders Meeting. The company officers shall supply in timely manner information included in the register of shareholders, correct any wrong information at the shareholders' request; also take responsibility for compensating any damage arising out due to failure of supply or supply of inaccurate information included in the register of shareholders as required. The order and procedures of request for supplying information included in the register of shareholders shall be in accordance with the regulations of the Management Board.

**Article 23. Convention of General Shareholders Meeting, Agenda and Notice of General Shareholders Meeting**

- 23.1. The Management Board convenes the General Shareholders Meeting, or the General Shareholders Meeting is convened in the cases specified in Article 19.4(b) or Article 19.4(c).
- 23.2. The person who convenes the General Shareholders Meeting must carry out the following duties:
- a. Prepare the list of shareholders entitled to attend the meeting;
  - b. Provide information and handle with any claims related to the list;
  - c. Prepare the agenda and contents of the meeting;
  - d. Prepare documents of the meeting;
  - e. Prepare the draft resolution of the General Shareholders Meeting according to the expected contents of the meeting; list and details of candidates in case of election of members of the Management Board, Controllers;
  - f. Determine the time and place of the meeting;
  - g. Send notice of the meeting to every shareholder entitled to attend the meeting in accordance with the Enterprise Law and this Charter;
  - h. Other duties.
- 23.3. The notice of the General Shareholders Meeting shall include the agenda and information related to issues to be discussed and voted at the meeting. The notice of the General Shareholders Meeting shall be sent to the Shareholders in person or by post in the form of registered mail (or express) or other methods to the Shareholders' address. In case the Shareholders give the Company their fax or email address in writing, the notice of General Shareholders Meeting may be sent to such fax or email address.

Regarding any Shareholder whose shares have been deposited, the notice of General Shareholders Meeting may be sent to depository institution, also published in the media of the Stock Exchange, or 01 national or local newspaper at the place where the Company head office is located.

The notice of the General Shareholders Meeting shall be sent to all Shareholders at the same time published in the Company's website. The notice of the General Shareholders

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Meeting published in the Company's website shall be as valid as the Notice of meeting to shareholders in person in the following cases: (i) address of the shareholders is unidentified, or (ii) the Company has no enough information of the shareholders entitled to receive the notice; (iii) the notice sent to the shareholder's address but returned to the Company because of without any recipient.

The notice of the General Shareholders Meeting shall be delivered at least ten (10) days before the date of the General Shareholders Meeting (from the date when the notice is validly delivered with prepaid freight or posted in postbox).

The delivery of documents under the notice of meeting may be replaced by publishing in the Company's website. In such case, the notice of meeting must specify place, way of downloading documents and the Company shall send documents of the meeting to the shareholders if required.

- 23.4. The Shareholder or group of Shareholders referred to in Article 17.3 hereof shall have the right to propose any issues included in the agenda of the General Shareholders Meeting. The proposal must be made in writing and sent to the Company at least three business days prior to the opening day of the General Shareholders Meeting. The proposal must be included the Shareholders' full names, the number and class of shares he or she holds, and the contents for inclusion in the agenda.
- 23.5. The person convening the General Shareholders Meeting has the right to reject any proposal related to Article 23.4 in the following cases:
- a. The proposals are not sent in timely manner or inadequate or improper content;
  - b. At the time of the proposal, the Shareholder or group of Shareholders do not have at least 5% of ordinary shares in the period of six continuous months;
  - c. The proposed issues are not subject to the authority of the General Shareholders Meeting.
- 23.6. The Management Board must prepare the draft resolution for each issue in the agenda.
- 23.7. The decisions approved at the General Shareholders Meeting by the Shareholders in person and duly authorized representatives representing 100% of total voting shares are legal and valid even when the order and procedures of convention, agenda and procedures of the meeting are not in accordance with the regulations.

### **Article 24. Conditions to hold the General Shareholders Meeting**

- 24.1. The General Shareholders meeting shall be conducted when the number of Shareholders represents at least 51% of voting shares.
- 24.2. Where the first meeting is not conducted (because there is no sufficient number of shareholders required within thirty minutes from the fixed time of opening), the second General Shareholders Meeting shall be convened within thirty days from the planned date of the first General Shareholders Meeting. The secondly convened General Shareholders Meeting shall be conducted when there is sufficient number of shareholders representing at least 33% of total voting shares.
- 24.3. Where the second meeting is not conducted (due to insufficient number of shareholders required within thirty minutes from the fixed time of opening), the third General

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Shareholders Meeting shall be convened within twenty days from the planned date of the second General Shareholders Meeting, and in this case, the meeting shall be conducted regardless of total voting shares of shareholders attending the meeting.

The Management Board may notify the planned date of the second General Shareholders Meeting (if the first general shareholders meeting is not conducted due to insufficient number of shareholders required) and/or the date of the third General Shareholders Meeting (of the second general shareholders meeting is not conducted due to insufficient number of shareholders required) included in the notice of the first General Shareholders Meeting.

- 24.4. At the request made by the Chairman, the General Shareholders Meeting may change the agenda attached to the notice of meeting as specified in Article 23.3 hereof.
- 24.5. The Shareholder is considered to attend and vote at the General Shareholders Meeting in the following cases:
- a) Attend and vote in person at the General Shareholders Meeting;
  - b) Send the vote to the meeting by mail, fax, email;
  - c) Authorize the other person to attend and vote at the General Shareholders Meeting. In case the shareholder is any institution without any duly authorized representative as specified in Clause 4, Article 15 of the Enterprise Law, the other person shall be authorized to attend the General Shareholders Meeting.
  - d) Attend and vote through video conference, electronic voting or other electronic means.
- 24.6. The Company may concurrently hold the General Shareholders Meeting at one or more places in the territory of Vietnam in the principle: (i) One place of the General Shareholders Meeting must be in the City where the Company's head office is located; this place will be the central location where the Chairman attends the meeting; (ii) The places of the General Shareholders Meeting must be online connected with each other, and all places of the meeting must be notified to the shareholders; (iii) the Shareholder has the right to register to attend at one of the places. The number of shareholders attending the meeting and the results of voting shall be collected from all places of meeting; (iv) At each place, there are separate *Shareholders'* eligibility verification Committee and Vote Counting Committee selected by shareholders attending the meeting at such place.

### **Article 25. Procedures of Meeting and Voting at General Shareholders Meeting**

- 25.1. On the date of the General Shareholders Meeting, the Company must perform the procedures for registration of Shareholders and fulfill the registration until the Shareholders entitled to attend the meeting are present and complete the registration. Any Shareholder who comes to the General Shareholders Meeting late may immediately register and vote at the General Shareholders Meeting from the time of presence. The Chairman shall not stop the meeting so that late Shareholder registers and the validity of voting completed before the attendance of such late Shareholder shall not be affected.
- 25.2. When the registration of Shareholders is performed, the Company shall provide each Shareholder or duly authorized representative with a vote which specifies the registration number, full name of Shareholder, full name of duly authorized representative and number of votes of such Shareholder. The vote may be encoded or digitalized so that the voting and/or vote counting may be performed on the software or technological or digital means.



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- 25.3. The voting and vote counting are performed as follows: (i) Count the affirmative votes, negative votes; then collect the number of affirmative votes, negative votes and abstention; or (ii) by software and technological or digital means; or (iii) other methods in accordance with Regulations of organization of the General Shareholders Meeting and/or approved by the General Shareholders Meeting.

The General Shareholders Meeting shall select some of the delegates as person in charge of counting votes or control the vote counting, if no, the Chairman shall appoint such person. The number of members of vote counting committee shall not exceed three. The result of vote counting shall be declared by the Chairman before closing the meeting.

- 25.4. The General Shareholders Meeting shall be presided by the Chairman of the Management Board. In case the Chairman of the Management Board is absent, Vice Chairman of the Management Board or any person selected by the General Shareholders Meeting shall preside the meeting. In case neither of them can act as the chairman, the present member of the Management Board who has the highest power shall hold the meeting to elect the Chairman of the Management Board who is not necessary to be the member of the Management Board. The Chairman, Vice Chairman or Chairman of the General Shareholders Meeting elected by the General Shareholders Meeting shall nominate a secretary to prepare the minutes of the General Shareholders Meeting. In case of electing the Chairman, the name of such nominated Chairman and number of votes for the Chairman must be publicized.
- 25.5. The Chairman shall have the highest power to decide the order, procedures or events arising out of the agenda of the General Shareholders Meeting.
- 25.6. The Chairman of the General Shareholders Meeting may postpone the meeting even upon the sufficient quorum to other time and place decided by the chairman without opinion of the general shareholders meeting if it is acknowledged that: (a) participants have no favourable seats at the place of the meeting; (b) acts of persons present at the meeting may disorder or potentially disorder the meeting; or (c) the postponement is necessary so that the business of the general shareholders meeting is validly carried out. In addition, the Chairman of the meeting may postpone the meeting upon the consent or request of the General Shareholders Meeting with sufficient quorum. The maximum time of postpone shall not exceed three days from the planned date of opening. The reconvened General Shareholders Meeting shall only consider any affairs which are legally handled with at the formerly postponed meeting unless otherwise provided by the General Shareholders Meeting.
- 25.7. In case the Chairman postpones or suspends the General Shareholders Meeting in contravention of Article 25.6, the General Shareholders Meeting shall elect one of the participants to replace the Chairman to manage the meeting until the end and validity of voting at such meeting shall not be affected.
- 25.8. The Chairman or Secretary of the meeting may carry out the activities which they think necessary to control the General Shareholders Meeting legally and orderly; or let the meeting reflect the desire of majority of participants.
- 25.9. The Management Board may require the Shareholders or their duly authorized representatives attending the General Shareholders Meeting to be under the control or security measures that the Management Board thinks appropriate. Where any Shareholder or duly authorized representative fails to comply with the regulations on such control or security measures, the Management Board upon careful consideration may refuse or drive

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out such Shareholder or duly authorized representative from the General Shareholders Meeting.

- 25.10. The Management Board may, upon careful consideration apply any measures that the Management Board think appropriate to:
- a. Adjust the number of participants present at the main place of the General Shareholders Meeting;
  - b. Ensure the safety of everyone present at the meeting place;
  - c. Facilitate the Shareholders to attend (or continue to attend) the meeting.

The Management Board reserves the full power to change such measures and apply all measures if the Management Board thinks appropriate. The applicable measures may be the issue of admission or other forms.

- 25.11. In case the General Shareholders Meeting may apply the measures as specified in Article 25.10, the Management Board upon the determination of meeting place, may:
- a. Notify that the meeting shall be conducted at the place stated in the notice and the Chairman of the meeting is present there (“Main place of meeting”).
  - b. Arrange and organize so that the Shareholders or duly authorized representatives who cannot attend the meeting hereunder or persons who wish to participate in any place other than the main place of meeting may concurrently attend the meeting.

The notice of the meeting does not need to specify the methods of organization in details hereunder.

- 25.12. In this Charter (unless otherwise the context requires), all Shareholders shall be considered to attend the meeting at the main place of the meeting.
- 25.13. The Company shall annually hold the General Shareholders Meeting at least once. The annual General Shareholders Meeting shall not be held in the form of obtaining opinions in writing.

### **Article 26. Adoption of General Shareholders Meeting’s Resolution**

- 26.1. The General Shareholders Meeting shall adopt the resolutions under its authority by voting at the meeting or collection of opinions in writing.
- a. The General Shareholders Meeting’s Resolution on the following issues may be adopted by voting at the meeting or collection of opinions in writing:
    - Amendment or supplement to the Charter;
    - Adoption of the company development orientation;
    - Class of shares and total shares to be offered; annual dividends of each class of shares;
    - Election, dismissal, removal of members of the Management Board and Supervisory Board;

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- Acquisition of more than 10% of total offered shares of each class;
  - Other issues under the authority of the General Shareholders Meeting and not be subject to clause 26.1.b hereunder.
- b) The General Shareholders Meeting's Resolution on the following issues may be adopted by voting at the General Shareholders Meeting:
- Investment project or sale of assets valued at or higher than 35% of total value of assets as stated in the latest financial statements of the Company;
  - Adoption of annual financial statements;
  - Restructure or dissolution of the Company.
- 26.2. Unless otherwise provided in Article 26.3 and Article 26.4, any resolutions made by the General Shareholders Meeting shall be adopted when the affirmative votes make up 51% of total votes of all attending Shareholders.
- 26.3. The General Shareholders Meeting's Resolutions related to the following contents shall be adopted if they are agreed by the shareholders representing at least 65% of total votes of all shareholders attending the meeting: the amendment or supplement to the Charter; class of stock and total shares of each class; change of scope and lines of business; change of organizational structure of the company; Investment project or sale of assets valued at or higher than 35% of total value of assets as stated in the latest financial statements of the Company; Restructure or dissolution of the Company.
- 26.4. The voting to appoint members of the Management Board and the Supervisory Board shall be in accumulative basis, thereby each Shareholder has the total votes equal to its total shares owned multiplied by number of the members of Management Board or Supervisory Board to be elected and the Shareholder may accumulate all of its votes for one or some candidates.
- The elected members of the Management Board or members of the Supervisory Board are determined according to the number of votes, from any candidate whose number of votes is highest until sufficient number of members is reached as stipulated. In case there are two or more candidates who have the equal number of votes to the final member of the Management Board or Supervisory Board, the voting shall be carried out again regarding the candidates who have the equal number of votes or in accordance with regulation of election or the Company Charter.
- 26.5. In case the attending shareholder who is related person does not have the voting right on any issue, the voting to adopt the General Shareholders Meeting's resolution on such issue shall exclude the vote of such shareholder in the number of votes.
- 26.6. In case the resolution is adopted in the form of collecting opinions in writing: (i) The General Shareholders Meeting's resolutions related to the following contents shall be adopted if it is agreed by the number of shareholders representing at least 75% of total legal votes: the amendment or supplement to the Charter; class of stock and total shares of each class; (ii) The resolutions related to the following issues shall be adopted if it is agreed by the number of shareholders representing at least 65% of total legal votes: change of scope and lines of business; change of organizational structure of the company; Investment project or sale of assets valued at or higher than 35% of total value of assets as stated in the latest financial statements of the Company; Restructure or dissolution of the Company; (ii)

the General Shareholders Meeting's resolutions on other issues shall be adopted if they are agreed by the number of shareholders representing at least 51% of total legal votes.

**Article 27. Power and procedures to collect written opinions of Shareholders to adopt General Shareholders Meeting's Resolution**

The power and procedures to collect written opinions of Shareholders to adopt the General Shareholders Meeting's resolution shall be carried out as follows:

- 27.1. The Management Board has the right to collect written opinions of Shareholders to adopt the General Shareholders Meeting's resolution at any time, if necessary, for the benefits of the Company.
- 27.2. The Management Board shall prepare the opinion-collection notes, draft General Shareholders Meeting's resolution and clarification documents. The opinion-collection notes attached to the draft resolutions and clarification documents shall be delivered to all shareholders who have voting right at least 10 days before the expiration date of receipt of opinion-collection notes.
- 27.3. The opinion-collection note shall include the following contents:
  - a. Full name, head office, number and issue date of Business Registration Certificate, place of business registration of the Company;
  - b. Purpose of opinion collection;
  - c. Full name, permanent address, nationality, Citizen/Identity card number, passport or other legal papers of the Shareholder who is individual; name, permanent address, nationality, number of establishment decision or number of business registration certificate of the Shareholder or its proxy who is Enterprise; number of shares of each class, and number of votes;
  - d. Issues of which the adoption is required by opinion collection;
  - e. Methods of voting, included affirmative, negative and abstention;
  - f. Deadline to deliver the answered opinion-collection notes to the Company;
  - g. Full name, signature of the Chairman of the Management Board and the legal representative of the Company.
- 27.4. The Shareholders shall send the answered opinion-collection notes to the Company in one of the following ways:
  - a. By mail. The answered opinion-collection notes shall be signed by shareholder as an individual, the proxy or legal representative of shareholder as an organization. The opinion-collection notes sent to the Company shall be put in sealed envelopes and no one is entitled to open before vote counting;
  - b. By fax or email. The opinion-collection notes sent to the Company by fax or email shall be kept confidential until vote counting.
  - c. The opinion-collection notes sent to the Company upon the time stated in the content of opinion-collection notes or opened in case of mail and disclosed in case of fax or email shall be invalid. The opinion-collection notes that are not sent (including those,

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which cannot be sent to shareholders because of unidentified address or incorrect address of shareholders...) shall not be considered as votes.

- 27.5. The Management Board shall count the votes and make the minutes in the presence of the Supervisory Board or the Shareholders who do not hold any management position in the Company. The minutes of vote counting shall include the main contents as follows:
- a. Full name, head office, number and issue date of Business Registration Certificate, place of business registration;
  - b. Purpose and issues of which the approval is required by opinion collection;
  - c. Number of Shareholders with total votes, including the valid and invalid ones, enclosed with the list of Shareholders taking part in voting;
  - d. Total affirmative votes, negative votes and abstention;
  - e. Adopted decisions;
  - f. Full name, signature of the Chairman of Management Board, legal representative of the Company, vote counter and vote-counting inspector.

The members of Management Board, vote counter and vote counting inspector shall be jointly responsible for the genuineness and accuracy of the minutes of vote counting; for any damage arising out from any decision adopted by incorrect and inaccurate vote counting;

- 27.6. The minutes of vote counting results shall be sent to the Shareholders within fifteen days from the end of vote counting. The delivery of such minutes shall be replaced by publishing in the Company's website.
- 27.7. The answered opinion-collection notes, minutes of vote counting and the adopted resolution in full and related documents attached to the opinion-collection notes shall be recorded at the Company's head office.
- 27.8. Any resolution adopted in the form of collect written opinions of the Shareholders shall be as valid as the Resolution adopted at the General Shareholders Meeting.

### **Article 28. General Shareholders Meeting's Minutes, General Shareholders Meeting's Resolution**

- 28.1. The General Shareholders Meeting shall be made in Minutes and recorded in other electronic means. The General Shareholders Meeting's Minutes shall be completed and adopted prior to the end of the meeting.

The Chairman and secretary of the meeting shall be jointly responsible for the accuracy and truthfulness of the minutes.

The person who presides the General Shareholders Meeting shall be responsible for recording and sending the General Shareholders Meeting's Minutes to all Shareholders within 15 days from the end of the General Shareholders Meeting. The delivery of such Minutes may be replaced by publishing in the Company's website.

The General Shareholders Meeting's Minutes shall be considered as authentic evidences of the business executed at the General Shareholders Meeting unless any opposition to the

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minutes is given as defined within ninety (90) days from the date of sending minutes. The Minutes shall be made in Vietnamese and signed by the Chairman and Secretary of the meeting in accordance with the Enterprise Law and this Charter.

The General Shareholders Meeting's Minutes, list of shareholders registering to attend the meeting, the approved resolution in full and documents related to the General Shareholders Meeting shall be recorded at the company's head office.

- 28.2. The Chairman of the General Shareholders Meeting shall promulgate the General Shareholders Meeting's Resolution within ten working days from the adoption date of the General Shareholders Meeting's Resolutions, unless the Minutes specify in details the promulgation term of Resolution differing from such term.

The General Shareholders Meeting's Resolution shall be valid and enforceable from the adoption date or from the effective date as specified in such Resolution.

### **Article 29. Request for Cancelling General Shareholders Meeting's Decision**

Within ninety (90) days from the day of receiving the General Shareholders Meeting's minutes or minutes of vote counting results to collect opinions of the General Shareholders Meeting, the Shareholders or group of Shareholders as specified in Clause 2, Article 114 of the Enterprise Law may request any Court or Arbitrator to consider, cancel the full or partial General Shareholders Meeting's resolution in the following cases:

- 29.1. The order and procedures of convention and making decisions of the General Shareholders Meeting fail to comply with the Enterprise Law and the Company's Charter, unless otherwise provided in clause 2, Article 148 of the Enterprise Law;
- 29.2. The contents of resolution are in breach of the law or the Company's Charter.

## CHAPTER VII

### MANAGEMENT BOARD

#### **Article 30. Composition and office term of members of Management Board**

- 30.1 The number of members of Management Board is five (05) persons. Office term of Management Board is five (05) years. Office term of members of Management Board is no more than five (05) years; members of Management Board may be re-elected for an unlimited number of terms. Total number of independent non-executive members of the Management Board shall be at least one third of the total number of members of Management Board.
- 30.2 Members of Management Board nominated basing on share ownership ratio by Shareholders. Shareholders or group of Shareholders holding from 5% (five percent) to under 10% (ten percent) of total number of shares with voting rights for a continuous period of at least six months have the right to nominate 01 (one) member of Management Board, those who hold from 10% to under 30% of total number of those shares have the right to nominate three members; those who hold from 30% to under 50% shall have the right to nominate four members and those who hold 50% or more shall have the right to nominate all the member of the Management Board.
- 30.3 Shareholders holding under 5% (five percent) total number of common shares have the right to add up number shares of each member to nominate candidate for Management

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Board as specified in Article 30.2 herein.

- 30.4 Member of Management Board shall meet the following standards:
- a. Has full civil capacity, not subject to the prohibition of Enterprise management in accordance with the Enterprise Law;
  - b. Has qualifications and experience in business management and/or securities, banking, finance field;
  - c. Is not the Director / CEO, member of Management Board, member of Members Council of another securities company;
  - d. Not use to be the member of Management Board or legal representative of a company bankrupt or prohibited from operating due to serious legal violations;
  - e. Is not concurrently a member of Management Board of more than five (05) other companies, except for member of Management Board of the companies in the corporation or the companies operating under group of companies, including holding company – affiliate company, economic group or representative of fund management company, securities investment company.
- 30.5 In case that the number of candidates for Management Board by nomination and self-nominating is not enough as regulated, the incumbent Management Board may nominate other candidates or organize nomination in accordance with another mechanism. Nomination mechanism or method of candidate nomination by the Management Board shall be clearly announced and adopted by the General Shareholders Meeting before the nomination.
- 30.6 Members of Management Board shall be dismissed in the following cases:
- a. The member is not eligible to be a member of the Management Board in accordance with Enterprise Law or prohibited from being a member of Management Board;
  - b. The member submits resignation letter;
  - c. The member has a mental disorder or other members of the Management Board have professional evidences that the member no longer has legal capacity;
  - d. The member does not attend meetings of the Management Board for a continuous period of six months, except in cases of force majeure;
- 30.7 Member of Management Board may be dismissed under resolution of General Shareholders Meeting.
- 30.8 Member of Management Board appointment shall be announced in accordance with legal regulations on securities and stock market.
- 30.9 Member of Management Board shall not necessary be the person holding the Company's shares.
- 30.10 The Management Board shall convene the General Shareholders Meeting to fully elect the member of Management Board in case that the number of Management Board reduces to more than one third in comparison with the number regulated herein. In this case, the

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Management Board shall convene the General Shareholders Meeting within 60 days, from the date of the number of member reducing to one third;

In other cases, in the latest meeting, the General Shareholders Meeting shall elect new members to replace dismissed members of the Management Board.

### **Article 31. Management Board's Rights and Obligations**

- 31.1 Management Board is the company management agency, with full authority in the name of the company to make decisions, exercise the rights and obligations of the company not under the authority of the General Shareholders Meeting.
- 31.2 The Management Board is obliged to supervise the CEO and other officers.
- 31.3 Management Board's Rights and Obligations:
- a. Determine the company's medium-term development strategy and plan and annual business plan of the company;
  - b. Recommend type of shares and total number of shares to be offered for each type of shares;
  - c. Decide to sell new shares within the number of shares to be offered for each type of shares; decide to mobilize capital by other methods;
  - d. Determine selling price of the Company's shares and bonds;
  - e. Decide to acquire shares as specified in Clause 1 Article 130 of Enterprise Law;
  - f. Decide investment plan and investment project under the scope of competence;
  - g. Adopt contracts and transactions (buying, selling, lending and other transactions) with a value of equal to or greater than 20% of total assets stated in the latest financial statements of the Company. The regulation is not applicable to the contracts and transactions specified in point d clause 2 Article 135, clause 1 and clause 3 Article 162 of Enterprise Law;
  - h. Determine market, marketing and technology development solution;
  - i. Elect, dismiss, remove Chairman of Management Board; Elect, dismiss, sign and terminate contract with CEO or important managers as regulated by the company's Charter; decide salary and other benefits of those managers; appoint authorized representatives to join in Members Council or General Shareholders Meeting in other companies; decide their remuneration and other benefits;
  - j. Decide organizational structure, internal management regulations of the company; decide to establish company's affiliates, branches, representative office, transaction office; contribute, purchase shares of other companies within the scope of regulations of the Law and the Company's Charter.
  - k. Inspect program, content of documents used in General Shareholders Meeting; Convene General Shareholders Meeting or gathering approval of General Shareholders Meeting;
  - l. Submit the report of annual financial settlement to General Shareholders Meeting;



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- m. Propose dividend yield to be paid; decide duration and dividend payment procedure or manage losses arising during business operation;
  - n. Propose to re-organize, dissolve, require the company's bankruptcy;
  - o. Establish regulations on order; procedures of selection, appointment, dismissal for managers and procedures of cooperation between Management Board and Supervisory Board, Board of Directors; Create mechanisms for evaluation of activities, rewards and discipline with Members of Management Board, Board of Directors and other managers;
  - p. Establish departments or appoint staff to carry out internal auditing and control risks;
  - q. Prevent and resolve conflicts which may arise among shareholders and the Company. Management Board can appoint staff to implement necessary systems or establish specialized departments to manage conflicts in the Company or to serve this purpose;
  - r. Valuation of the assets contributed to the Company not in cash related to the issuance of stocks or bonds of the Company, including gold, land use rights, intellectual property rights, technology and know-how technology;
  - s. Business issues or transactions decided by Management Board need to have the approval to the extent of its authority and responsibility;
  - t. Adopt/approve contracts and transaction of the Company with subjects regulated in Clause 1 Article 162 of Enterprise law worth under 35% of the total value of the assets stated in the most recent quarter financial statements of the Company;
  - u. Other rights and obligations regulated by Law, this Charter and decision of General Shareholders Meeting.
- 31.4 Management Board must report General Shareholders Meeting on its activities, in particular on the supervision of the Management Board over the CEO and other managers in the financial year. If the Management Board fails to submit a report to General Shareholders Meeting, the Company's annual financial statements are considered invalid and not approved by Management Board.
- 31.5 Unless otherwise specified by the Law and Charter, Management Board may authorize its subordinates and managers to represent and handle work on behalf of the Company.
- 31.6 Members of Management Board (excluding the alternative authorized representative) shall receive remuneration for their work as Members of Management Board. Total remuneration for the Management Board shall be decided by the General Shareholders Meeting. This remuneration is divided to the Members of Management Board as agreed upon in the Management Board or divided in case no agreement is reached.
- 31.7 Total amount paid to each member of the Management Board shall be written in details in Company's Annual Report.
- 31.8 Members of Management Board holding Executive positions (including Chairman and Vice Chairman) or Members of Management Board working in the committee of the Management Board or performing other tasks that are beyond the scope of the common task of member of the Management Board may be paid additional remuneration in the form of a remuneration package for each time, salary, commission, percentage of profits or otherwise as decided by the Management Board.

- 31.9 Members of Management Board are entitled to be paid all travel expenses, accommodation and other reasonable expenses they have to pay when performing the responsibility of the Board members, including expenses incurred in attending the General Shareholders Meeting, the Board of Directors or the sub-committees of the Board.

**Article 32: Chairman of Management Board**

- 32.1 Management Board select from among the members of Management Board to elect a Chairman. Management Board has the right to dismiss the position of Chairman that they voted. Unless otherwise decided by General Shareholders Meeting, the Chairman of Management Board will not concurrently hold the position of CEO of the Company. That the Chairman of Management Board cum the CEO must be approved annually at the General Shareholders Meeting annually.

- 32.2 Chairman of Management Board has rights and obligations as followed:

- a. Design program and make operation plan for Management Board;
- b. Prepare programs, content and documents of the Meeting; convene and chair General Shareholders Meeting;
- c. Adopt resolution and decision made by Management Board;
- d. Supervise organization and implementation process of decisions made by Management Board;
- e. As a chairman of General Shareholders Meeting; sign resolution on behalf of General Shareholders Meeting approved by General Shareholders Meeting;
- f. Manage and ensure effective operation of Management Board;
- g. Establish, carry out and review procedures controlling work of Management Board;
- h. Ensure the information exchanged fully, punctually, exactly and clearly between members of Management Board and Chairman of Management Board;
- i. Ensure the information and effective communication with shareholders;
- j. Carry out periodic assessment for work of Management Board, departments under management of Management Board and each member in Management Board;
- k. Facilitate non-executive members of Management Board work effectively and set up constructive relationships between executive and non-executive members in Management Board;
- l. Rights and obligations of legal representative of the Company as regulated by Enterprise law, company's charter, resolution of General Shareholders Meeting, and/or resolution/regulation and Company's Management Board. In details:
  - Act as a representative for the Company to perform rights and obligations incurred from Company's transaction, representative for the Company in front of the competent state agencies, representative for the Company to make and carry out transaction as regulated by the Law, representative for the Company to sign the contract with individuals/ organizations, legal representative of Company's accounts opened at credit institutions;

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- Decide to invest, sell assets, decide and sign contract of purchase, sale, loan, commerce, civil, finance, pledging, mortgage, guarantee, ensured transaction, compensation and other contracts worth under 20% or more of the total value of the assets stated in the most recent quarter financial statements of the Company;
  - Run and decide issues relating to business operation of the Company every day. An operation will be considered business operation of the Company every day if it is not under the competence of General Shareholders Meeting or Management Board.
  - Chairman of Management Board has the right to appoint, dismiss or remove other positions as regulated by this Charter or General Shareholders Meeting's resolution or Management Board's resolution. Salary, remuneration, other benefits, sign labour contract and terminate labour contract with manager positions are decided by Management Board or Chairman of Management Board;
  - Other rights and duties of legal representative of the Company as regulated by Enterprise law, Civil Law, Company's charter, General Shareholders Meeting's resolution and/or Management Board's resolution.
- m. Operate Board of Directors to carry out resolutions of Management Board, business plan and investment plan approved by Management Board and/or General Shareholders Meeting;
- n. Approve proposals of members of Board of Directors measures to improve the operation and management of the Company;
- o. On behalf of Management Board decides or approve proposal made by members of Board of Directors about organizational structure or issue internal management regulations of the Company.
- p. Perform other rights and obligations as regulated by the Law, charter of the Company and resolution of General Shareholders Meeting and/or resolutions/rules of Company's Management Board.
- 32.3 In case the Chairman of Management Board is absent from the Meeting or is unable to perform his duties, he shall authorize others by document to perform duties and rights of the Chairman as regulated in this Charter. If there is not any authorized person, the remaining members elect one of temporary members to hold the position of Chairman of Management Board by majority rule.
- 32.4 Chairman of Management Board shall be responsible for ensuring the Board shall submit the annual financial report, activity report of the Company, audit reports and inspection reports of the Management Board to the shareholders at the General Shareholders Meeting;
- 32.5 In case both Chairman and Vice Chairman resign or are dismissed, Management Board shall have to elect alternative people within 10 days.

### **Article 33. Alternative Member of Management Board**

- 33.1 Member of Management Board (except for authorized alternative person to that member) can appoint other Member of Management Board or a person approved by Management Board who is willing to perform these duties to be his alternative person and has the right to dismiss him.
- 33.2 Alternative Member of Management Board has the right to receive notice of Meetings of Management Board and committees under Management Board in which appointer is a member, has the right to attend and vote at meetings when his appointer is absent, and is

authorized to perform appointer's duties when he is absent. This alternative member has no right to receive any remuneration from the Company for his capacity as Alternative Member of Management Board. However, the Company is not required to send notice of abovementioned meeting to Alternative Member of Management Board if he is not present in Vietnam.

- 33.3 Alternative Member of Management Board shall have to give up capacity as Member of Management Board in case this appointed person shall no longer have his capacity as the member of the Management Board. If office term of a member of Management Board expires but he is reappointed or considered to be reappointed in the General Shareholders Meeting in which that member's office term expires, the appointment of Alternative Member before the expiry of office term will be valid immediately after that member is appointed.
- 33.4 The appointment and removal shall be carried out by Members of Management Board in written notice consigned to the Company or in other forms approved by Management Board.
- 33.5 Besides other regulation mentions in this Charter, alternative member of Management Board will be considered to be member of Management Board in all aspects and shall be responsible for his behavior and mistakes without being regarded as a representative authorized by members of Management Board who appointed him.

#### **Article 34. Meetings of Management Board**

- 34.1 The first meeting of the term of the Management Board to elect the Chairman and make other decisions under the competence should be made within seven (07) working days from the end date of the Board election of that tenure. This meeting is convened by the member with the highest number of votes. Where there is more than one (01) member with the equal highest number of votes, these members shall elect one of them to convene a meeting of the Management Board by majority rule.
- 34.2 Management Board can hold regular or extraordinary meetings. The Management Board holds a meeting at the Company's headquarter or in other places. The Management Board can convene a meeting when deemed it necessary and at least once a quarter. The Chairman of Management Board shall convene the regular Board meetings, set the agenda, time and place of the meeting at least seven days before the scheduled meeting date.
- 34.3 The Chairman of Management Board shall convene the regular a meeting , and must not delay without plausible reason , when one of the following subjects has written proposal to present the purpose of the meeting and the issues to be discussed:
- a. CEO or at least other five managers
  - b. At least two Board members
  - c. Supervisory Board or independent members
- 34.4 The Chairman of Management Board shall convene the Board meetings within 7 days after the meeting proposal in Article 34.3. Where the Chairman of the Board of Directors does not accept to convene under the proposal, the Chairman shall be responsible for the damages caused to the Company; the person who suggests the meeting specified in Article 34.3 may themselves convene a Board meeting.

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34.5 Where there is a request from the independent auditor, the Chairman of Management Board shall convene a Board meeting to discuss the audit reports and situation of the company.

34.6 Board meetings are conducted in the address of Company's headquarter registered or any other address in Vietnam or abroad according to the decision of the Chairman of Management Board and with the consent of the Management Board

34.7 Notice and agenda.

Notice of the Board meeting must be sent to the members of Management Board at least three days before the meeting. Notice of the Board meeting shall be informed of the time, place, program of the meeting, matters to be discussed and decided. There shall be necessary documents and votes attached with the notice.

Notice of the meeting shall be sent by post, fax, e-mail or other means, but making sure it shall get to the address of each Board member registered at the Company

34.8 The meetings of Management Board shall be conducted only when there are at least three-fourths (3/4) of the Members of Management Board present in person. In case there are not enough members to attend the meeting as prescribed, the meeting must be reconvened within 7 days after the first intended meeting. In this case, the meeting reconvened shall be conducted if there is more than one half (1/2) of the Members of Management Board attending the meeting.

The Members of Management Board are considered to attend and vote at the meeting in the following cases: Attend and vote in person at the meeting; Authorize others to attend; Attend and vote via online conference or other equivalent forms; Send votes to meeting through letters, fax, and email.

In case votes are sent via letters, they shall be put in sealed envelopes and sent to Chairman of Management Board no later than 1 hour before the opening of the meeting. Votes shall only be opened at the witness of all attendants.

34.9 Voting

- a. Unless otherwise specified at Article 34.9 (b), each member of Management Board or the person authorized directly present personally at the Board meeting shall have one vote;
- b. The Members of Management Board are not entitled to vote on the contracts, transactions or proposals of which such members or persons related to such members have the benefits and these benefits conflict or could conflict with the interests of the Company. The Members of Management Board are not included in the minimum number of delegates needed to be present to organize the Board meeting on the decisions which such members do not have voting rights
- c. As prescribed at Article 34.9(d), when issues arise in a meeting of Management Board relating to the interests of Members of Management Board or relating to the voting rights of a member but those problem cannot be solved by voluntary waiver of the voting right of the Members of Management Board concerned, these issues arising shall be forwarded to the Chairman of the meeting for decision. The award of the Chairman regarding these issues is a valid and final decision except where the nature or extent of the interests of members of the

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Board concerned has not been published in full.

- d. The Members of Management Board enjoying benefits from a contract specified at Article 40.4(a) and Article 40.4(b) of this Charter are considered to have significant benefits in the contract.

34.10 Publication of interest: The Members of Management Board directly or indirectly enjoy benefit from a contract or transaction has been signed or expected to be signed with the company and know themselves to have benefits including the responsibility for publication of the nature and content of that interest in the meeting in which the Board firstly considers the issue of signing of this contract or transaction. The member of the Board of Directors must disclose relevant interests in the first meeting of the Board held after this member know that he has interests or will have interests in the transaction or contract involved

34.11 Majority vote: Unless there is other regulation in this Charter, Management Board shall adopt all resolutions and make decisions on the basis of the approval of a majority of the Members of Management Board present (above 50%). Where the number of votes for and against is equal, the vote of the Chairman of Management Board is the decisive vote.

34.12 Telephone meeting or other forms: Board meeting can be held in the form of agenda between members of the Management Board when all or some of the members are indifferent locations, provided that each member attending the meeting can:

- a. Listen to each of the other Board member to express their opinions in the meeting;
- b. Speak with all the other participants simultaneously, if desire.

The discussion among members can be carried out directly by telephone or by other means of communication (including the use of these means at the time of adoption of Charter or later) or the combination of all these methods. According to this Charter, the Members of Management Board participate in such a meeting is considered to be "present" at the meeting. The meeting location is held in accordance with this regulation is the location where the group of the largest members of the Management Board gather, or if there is no such group, the location shall be the place where the Chairman of the meeting is present.

The decisions adopted in a meeting through telephone are held and conducted properly and effectively right at the end of the meeting, but must be confirmed by the signature in the minutes of all members of the Management Board attending this meeting.

34.13 Opinion gathering in writing. Management Board may adopt resolutions by gathering opinion in writing. In this case, Chairman of Management Board shall deliver the questionnaire to all members of Management Board, content, order, procedure are applied as same as gathering shareholders' opinion in writing as regulated in Article 27 hereof. A resolution which is adopted by gathering opinion in writing must be approved by no less than 2/3 of members of Management Board. This resolution is effective and valid as resolutions passed by the members of Management Board at a meeting convened and held as usual. A resolution can be adopted by using several copies of a document if each copy has at least a member's signature.

34.14 Minutes of Management Board Meeting: Chairman of Management Board shall transfer the minutes of Management Board meeting to the members and the minutes is the true evidence of work that has been carried out in the meetings except there are objections on the content of the minutes within ten days after transfer. The minutes of Management Board meetings shall be made in Vietnamese language and its major content shall be in

accordance with Clause 1 Article 154 of Corporate Law.

- 34.15 **Committees of Management Board:** Management Board may establish and authorize affiliated sub-committees. The members of the committees may include one or more members of the Board and one or more external members as decided by the Board but the number of external members must be less than a half of total members of a sub-committee. Resolutions passed by committees are valid as resolutions passed by Management Board provided that (i) the content of the resolution is within the authorization from Management Board for that sub-committee, (ii) these resolutions are approved by the majority of members who attend and voted at the meeting of the sub-committee and (iii) majority of members of the sub-committee are approved by Members of Management Board who attend.
- 34.16 **Validity of the action:** The implementation of the decision of Management Board, or of the sub-committee directly under Management Board, or of the person as a sub-committee member of the Management Board will be considered to be valid even in the case the election or appointment of sub-committee members or the Management Board may have certain errors.

**Article 34a: Independent, Non-executive Member of Management Board**

- 34a.1 Non-executive member is the member who does not hold executive position in the Company, i.e. is not concurrently member of Management Board, Chief Accountant or other Officer appointed by the Management Board.

Independent member of Management Board is the member who has not interest to directly or indirectly own for the Company; is not officer, employee or related party of the Company and meets sufficient standards stated in Clause 2, Article 151 of the Corporate Law.

- 34a.2 Total non-executive or independent members of Management Board shall account at least one-third (1/3) of total members of Management Board. Minimum number of non-executive/independent members of Management Board is determined by rounding down.

**Article 34b. Internal Audit and Risk Management Department of Management Board**

- 34b.1 The Internal Auditing Department shall perform its functions in the independent, honest, objective and confidential principles. The specific functions and duties of the Internal Auditing Department are as follows:
- a. Assess independently the suitability and compliance with legal policies, Charter, decisions made by General Shareholders Meeting, Management Board;
  - b. Inspect, consider and evaluate the adequacy, efficiency and validity of the internal control system under the Board of Directors to perfect such system;
  - c. Assess the compliance of business operation with policies and internal process;
  - d. Advise the establishment of policies and internal process;
  - e. Assess the compliance with legal regulations, control security measures of assets;
  - f. Assess the internal control through financial information and business process;

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- g. Assess the process of determination, assessment and management of business risks;
- h. Assess the performance of activities;
- i. Assess the compliance with undertakings as specified in any contract;
- j. Control the information technology system;
- k. Inquire any breach inside the Company;
- l. Carry out the Company's internal auditing;

### 34b.2 Functions and operation principles of the Risk Management Department:

- a. Stipulate policies and strategies of risk management; standards of risk assessment; general risk level of the Company and each department in the Company;
- b. Assess independently the suitability and compliance with the policies and process of risk management given in the Company;
- c. Inspect, consider and assess the adequacy, efficiency and validity of the risk management system under the Board of Directors to perfect such system;

### 34b.3 Personnel requirements of the Internal Auditing Department:

- d. Those who have not been imposed any fine on any breach involved in securities, banking, insurance within the latest (05) five years up to the year of appointment;
- e. Head of Internal Auditing Department shall be qualified in law, accounting, auditing; experienced, prestigious and competent to execute effectively any assigned duties;
- f. Not relate to any head of any specialized department, people in charge, CEO, Vice CEO, Director of the Company's branch;
- g. Obtain Certificate of Basic matters on securities and securities market, and Certificate of Law on securities and securities market or Certificate of securities practice;
- h. Not hold concurrently other positions in the Company.

## **CHAPTER VIII. CEO, OTHER OFFICERS AND SECRETARY**

### **Article 35: Composition and Office term of Members of Board of Directors**

- 35.1 Composition of Board of Directors includes: CEO, Managing Director, CFO and important managers regulated by Management Board.
- 35.2 Members of Board of Directors are employed or appointed by Management Board. The office term of CEO and other members of Board of Directors is not more than five (05) years and may be reappointed with unlimited numbers of office term.

If office term of the incumbent CEO ends but the new CEO has not been appointed, office term of the incumbent CEO shall be extended until the new CEO is appointed.

- 35.3 Board of Directors shall establish and maintain implementing system to ensure that risks



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which may affect benefits of the Company and Customers are prevented; establish and maintain internal control systems including organizational structure, independent and specialized personnel. Internal procedure and regulation are applied to all positions, units, departments and activities of the Company to ensure objectives as regulated by the Law.

35.4 Board of Directors shall create working regulations in order to be approved by Management Board. Working regulations at least must have the following content:

- a. Specific rights, responsibility and duties of each member of Board of Directors;
- b. Order and procedure of organizing and attending the Meetings;
- c. Responsibility to report of Board of Directors to Management Board and Supervisory Board.

35.5 Benefits and responsibility of members of Board of Directors:

- a. Benefits of members of Board of Directors:
  - Members of Board of Directors are entitled to receive their salary under business result and performance. Other salary and benefits of the Board of Directors are paid in accordance with general regulation of the Company for employees.
  - Salary of member of Board of Directors is calculated into the business expenses of the Company in accordance with the law and shall be shown in separate item in the annual financial statements of the Company, shall be reported to the General Shareholders Meeting in the annual meeting.
- b. Responsibilities of members of Board of Directors:
  - Implement responsibilities of officer in accordance with the law;
  - Disclosure benefit and related person in accordance with regulation in this Charter and regulation of the law;
  - Other responsibilities in accordance with the law and the Company Charter.

### **Article 36. Criteria and Conditions of CEO, Dismissal/removal of CEO**

36.1 CEO shall meet following criteria and conditions:

- Fully capable of civil acts, not prohibited from enterprise management in accordance with Corporate law.
- Have qualifications, experience in business administration or finance, securities;
- Not act as member of Management Board, Members Council of other securities company;
- Meet all conditions applied to a CEO of securities company in compliance with legal documents regarding organization and operation of the securities company.

36.2 CEO shall be dismissed, removed in the following cases:

- Not meet the criteria and conditions to act as CEO in accordance with this Charter and legal documents regarding organization and operation of the securities company;

- Submit letter of resignation;
- As decided by the Management Board.

**Article 37. Rights and Obligations of CEO, Managing Director, CFO**

**37.1 Rights and obligations of CEO:**

CEO is the person responsible for daily business activities of the Company under the supervision by the Management Board and takes responsibility to the Management Board and law for its exercising rights and obligations. The works obliged by CEO shall be specified in the Resolution/Regulations of the Management Board.

CEO shall have following rights and obligations:

- a. Make decision on daily business activities of the Company;
- b. Organize to realize the resolutions made by the Management Board;
- c. Organize to realize the business plan and investment plan of the Company;
- d. Propose the plan of organizational structure, internal management of the Company;
- e. Appoint, dismiss and remove the management positions in the Company;
- f. Make decision on salary and other allowances for the employees;
- g. Recruit employees;
- h. Propose the plan of dividend payment or loss settlement in business;
- i. Make decision on transaction and sign contracts of the Company in compliance with Corporate law, this Charter and Resolution/Regulations of the Management Board;
- j. On behalf of the Company to work with the competent authorities and/or other individual, organization relating to the Company's business operation;
- k. Other rights and obligations in compliance with law, this Charter and Resolution/Regulations of the Management Board;

CEO shall exercise the rights and obligations mentioned above in relation to the works assigned according to the Resolution/Regulations of the Management Board; CEO shall direct the daily business activities of the Company in compliance with law, Charter, employment contract signed with the Company and Resolution/Regulations of the Management Board; If CEO directs the business in contrary to this clause causing any damage, loss, CEO shall be responsible to law for such damage and loss make compensation for such damage and loss.

**37.2 Rights and obligations of the Managing Director:**

Managing Director is the person in charge of direction, support to daily business activities of the Company, under the supervision of the Management Board and take responsibility to the Management Board, law for its rights and obligations as assigned. The works obliged by Managing Director shall be specified in the Resolution/Regulations of the Management Board.

Managing Director shall have following rights and obligations:

- a. Make decision on issues relating to direction, support to daily business activities of the Company within his authority;

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- b. Propose the plan of organizational structure, internal management of the Company within his authority;
- c. Appoint, dismiss and remove the management positions in the Company within his authority;
- d. Recruit employees and make decision on salary and other allowances for the employees within his authority;
- e. Make decision on transactions and sign contracts of the Company in compliance with Corporate law, this Charter and Resolution/Regulations of the Management Board;
- f. On behalf of the Company to work with the competent authorities and/or other individual, organization relating to the Company's operation management;
- g. Other rights and obligations in compliance with law, this Charter and Resolution/Regulations of the Management Board;

Managing Director shall exercise the rights and obligations mentioned above in relation to the works assigned according to the Resolution/Regulations of the Management Board; Managing Director shall direct the business activities of the Company in compliance with law, Charter, employment contract signed with the Company and Resolution/Regulations of the Management Board; If Managing Director directs the business in contrary to this clause causing any damage, loss, Managing Director shall be responsible to law for such damage and loss and make compensation for such damage and loss.

### 37.3 CFO's rights and obligations:

CFO is the person in charge of the works relating to finance and capital source of the Company, under the supervision of the Management Board and take responsibility to the Management Board, law for its rights and obligations as assigned. The works obliged by CFO shall be specified in the Resolution/Regulations of the Management Board.

CFO shall have following rights and obligations:

- a. Make decision on issues relating to daily business, finance and capital source within his/her authority;
- b. Propose the plan of organizational structure, internal management of the Company within his/her authority;
- c. Appoint, dismiss and remove the management positions in the Company within his/her authority;
- d. Recruit employees and make decision on salary and other allowances for the employees within his/her authority;
- e. Make decision on transactions and sign contracts of the Company in compliance with Corporate law, this Charter and Resolution/Regulations of the Management Board;
- f. On behalf of the account owner of the Company's accounts opened at the credit institutions; on behalf of the Company to work with the State's competent authorities and/or other individual, organization relating to the Company's financial operation and capital source;
- g. Other rights and obligations in compliance with law, this Charter and Resolution/Regulations of the Management Board;

CFO shall exercise the rights and obligations mentioned above in relation to the works assigned according to the Resolution/Regulations of the Management Board; CFO shall direct the business activities of the Company in compliance with law, Charter, employment

## CHARTER OF VNDIRECT SECURITIES CORPORATION

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contract signed with the Company and Resolution/Regulations of the Management Board; If CFO directs the business in contrary to this clause causing any damage, loss for the Company, CFO shall be responsible to law for such damage and loss and make compensation for such damage and loss for the Company.

### **Article 38: Secretary**

The Management Board shall appoint one (or more) persons as Company Secretary for office term and the provisions decided by the Management Board. The Management Board may dismiss the Company Secretary when needed but not contrary to the provisions of the current labor law. The Management Board may also appoint one or more Company Secretary Assistant from time to time. The role and duties of the Company Secretary include:

- a. Hold the meetings of the Management Board, Supervisory Board and the General Shareholders Meeting at the request of the Chairman of Management Board or the Supervisory Board;
- b. Make minutes of meeting;
- c. Consult on the procedures of the meetings;
- d. Provide financial information, copies of minutes of meetings of the Management Board and other information to members of the Management Board and Supervisory Board.

The Company Secretary is responsible for information security in accordance with the provisions of law and the Company's Charter.

### **Article 38a. Internal Control and Risk Management Department of Board of Directors**

- 38a.1 The Internal Control Department shall control the compliance with the following contents:
- a. Control and inspect the compliance with the law, Company's Charter, decisions made by the General Shareholders Meeting, decisions made by the Management Board, rules, professional process or risk management process of the company, of related departments and of securities trader in the company;
  - b. Inspect the enforcement of internal regulations, activities which potentially cause benefit dispute inside the company, particularly business activities of the company and individual transactions of its employees; inspect the implementation of duties by officers and employees of the company or duties of partners regarding authorized activities;
  - c. Check contents and inspect the implementation of rules on code of ethics;
  - d. Inspect the calculation and compliance with regulations on financial safety;
  - e. Separate customer's assets;
  - f. Maintain customer's assets;
  - g. Control the compliance with the anti-money laundering law;

h. Other contents under duties assigned by CEO from time to time.

38a.2. Personnel requirements of the Internal Control Department:

- a. Head of internal control department shall be qualified in law, accounting, auditing; Sufficient experience, prestige and jurisdiction to effectively execute all assigned duties;
- b. Not relate to any head of any specialized department, persons in charge, CEO, Vice CEO, Director of any securities company's branch;
- c. Obtain Certificate of securities practice or Certificate of Basic matters on securities and securities market, and Certificate of Law on securities and securities market;
- d. Not concurrently hold other positions in the Company;
- e. Other requirements in accordance with the Company's internal regulations.

38a.3. Duties of risk management system:

- a. Determine implementation policies and risk acceptance level of the Company;
- b. Determine the Company's risks;
- c. Measure risks;
- d. Inspect, prevent, detect and handle with risks.

## **CHAPTER IX**

### **OBLIGATIONS OF MEMBERS OF MANAGEMENT BOARD, CEO AND OFFICERS**

#### **Article 39. Duty of Care of Members of Management Board, CEO and Officers**

The members of Management Board, CEO and other Officers are responsible for the execution of their duties, including duties as members of the committee of the Management Board, honestly for the best interests of the Company and with the prudent level that a careful person must have upon taking on the same position and in similar circumstances.

#### **Article 40. Duty of Honesty and Avoiding Interest Conflict**

- 40.1. The members of Management Board, CEO and Officers are not allowed to use the business opportunities that are profitable to the Company for the individual purpose, at the same time not permitted to use the information gained thanks to their position for personal benefit or to serve the interests of the organization or individual.
- 40.2. The members of Management Board, CEO and other Officers are obliged to inform the Management Board of all interests that may conflict with the interests of the Company that they can enjoy through the economic entity, transactions or other individual. The above subjects are only used such opportunities when the members of Management Board without related interest have decided to not investigate this issue.
- 40.3. The Company does not provide loans or guarantees or credits to the members of Management Board, CEO, other Officers and the persons related to the members above mentioned or legal entity who has financial interests, except the otherwise decisions made

by the General Shareholders Meeting.

- 40.4. The contract or transaction between the Company with one or more of the members of Management Board, CEO, Officers or the persons related to them or the Company, partnership, association, or organization that the one or more members of Management Board, Officers or the persons related to them as the members, or related to the financial benefits shall not be disabled in the foresaid relationships, or because that member of Management Board/Officer who are present or participate in the related meeting or in the Management Board or committee have allowed to implement the contract or transaction, or because their votes are also counted when voting to approve that issue, provided that such contracts/transactions meet following conditions:
- a. For contracts valued at less than 35% of the total value of assets recorded in the most recent financial report, the key elements of the contract or transaction as well as the relationships and interests of Officers or members of Management Board have been reported to the Management Board or relevant committee. At the same time, the Management Board or that committee which has allowed the implementation of such contract or transaction honestly by a majority of votes of the members of Management Board without relevant interests; or
  - b. For contracts with a value greater than 35% of the total value of assets recorded in the last financial report, the key elements of the contract or transaction as well as the relationships and interests of the officers or members of Management Board are announced to the shareholders having no relevant benefits with the right to vote on that issue, provided that those shareholders voting for the contract or transaction shall be at 51% of total shares with voting right (excluding shares of the shareholders as related persons) unless otherwise stated herein; or
  - c. The contract or transaction is regarded as fairness and reasonability by an independent consulting organization in all aspects related to the company's shareholders at the time the transaction or contract is permitted for the implementation, adopted or approved by the Management Board or a committee under the Management Board or Shareholders.

The members of Management Board, CEO, Officers or the persons related to the above members are not permitted to buy, sell or make transaction in any way other than shares of the Company or its subsidiaries at time when they obtain information which definitely affect price of such shares and other Shareholders do not know these information.

#### **Article 41. Obligations for Damage and Compensation**

- 41.1. Obligations for damage. The members of Management Board, CEO and Officers who violate their honest and prudent obligations and responsibilities, fail to fulfill their obligations with care, diligence and professional capacity shall take responsibility for the damage caused by their acts of violations.
- 41.2. Compensation. The Company shall compensate for persons who have, are or may become a party involved in the complaints, lawsuits and prosecution which were, are and may be conducted whether civil and administrative cases (and not the lawsuits initiated by the Company as the petitioner) if that person was or is a member of the Management Board, Officers, employees, or representatives authorized by the Company or that person has or is implementing at the request of the Company as members of Management Board, officers, employees, or authorized representative of the Company, partner, joint venture, trustee or

the legal entity provided that (i) he or she has acted honestly and prudently and diligently with professional capacity for the benefit without being against the highest interests of the Company, (ii) on the basis of compliance with the law, (iii) in accordance with authority and (iv) under order, procedures in accordance with the regulations of the Company and the law. The Company has right to buy insurance for such persons to avoid above obligations for compensation.

- 41.3 The compensation expense include accrued expenses (including attorney fees), judgment expense, fines, amounts payable arising actually or is considered to be reasonable when dealing with these cases in the framework of the law allowed.

**CHAPTER X  
SUPERVISORY BOARD**

**Article 42. Supervisory Board**

- 42.1 The Company shall establish a Supervisory Board which consists of three (03) members. Supervisors of the Company shall be auditors or accountants. Supervisors shall appoint a person among them to hold the position as Head of Supervisory Board on the principle of majority. Head of Supervisory Board shall be a professional auditor or accountant working for the Company. Rights and obligations of Head of Supervisory Board shall be as follows:
- a. To summon meetings of Supervisory Board and act as Head of Supervisory Board;
  - b. To ask the Company to supply relevant information to report to members of Supervisory Board;
  - c. To prepare and sign reports of Supervisory Board upon reference to opinions of Management Board to submit to General Shareholders Meeting.
- 42.2 Shareholders or group of shareholders holding from 5% to below 10% of shares with voting right in at least six consecutive months shall have right to recommend another member; from 10% to below 30% to recommend two members; from 30% to below 50% to recommend three members; from 50% to below 65% to recommend four members while from 65% or more to recommend the whole candidates.
- 42.3 Shareholders holding below 5% share with voting right in at least six consecutive months may collect votes together to recommend candidates of Supervisory Board in accordance with the provisions herein.
- 42.4 Supervisors shall be appointed by the General Shareholders Meeting. Term of office of Supervisor shall not last more than five (05) years. Supervisors may be re-appointed to hold position without limitation in term of office

Supervisor shall satisfy following criteria:

- Have full capacity of civil behavior, not be banned to establish and manage any enterprise in accordance with Corporate Law.
- Not hold position of management in the Company.
- Not be spouse, natural parent, adoptive parent, offspring, adopted child or siblings, brother-in-law or sister-in-law of member of Management Board, Board of

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Directors and other officer.

- The Head of Supervisory Board shall not concurrently be member of the Supervisory Board or officer of other securities company.

42.5 Status of member of Supervisory Board shall be ceased in the following cases:

- a. The member is prohibited by the law to become member of Supervisory Board;
- b. The member submit resignation under a written notice sent to head office of the Company;
- c. The member is suffered from mental disorder while other members of Supervisory Board have proof of such member's loss of civil act capacity;
- d. The member is absent from meetings of Management Board for six consecutive months while the Supervisory Board does not accept his/her absence and judged that position of this member has been left blank;

42.6 The member is ceased from position of member of Supervisory Board under decision of General Shareholders Meeting.

### **Article 43. Supervisory Board's Rights and Obligations**

43.1 Supervisory Board shall have the rights and obligations as specified in Article 165 of the Corporate law and this Charter, principal rights and obligations are as follows:

- a. To propose the recruitment of independent auditing company, auditing fee and all issues regarding the withdrawal or dismissal of independent auditing company;
- b. To discuss with independent auditors about nature and scope of auditing before the state of auditing work;
- c. To consult opinions from independent professional consultant or legal consultant and ensure the participation of experts outside the Company who have adequate qualification and experience to work for the Company, if required;
- d. To check annual, mid-year and quarterly financial statements before submission to the Management Board;
- e. To discuss about difficulties and shortcomings detected from results of mid-term or term-end financial statements as suggested by independent auditors;
- f. To consider management letter of independent auditors and feedback of management unit of the Company;
- g. To consider the Company's report on internal control system before the Management Board's approval; and
- h. To consider results of internal inspection and feedback of management unit.

43.2 Members of Management Board, General Director and other Managers shall provide information and documents regarding the Company's activities under Supervisory Board's request. The Company's secretary shall ensure that all photocopies of financial information, other information supplied to members of Management Board and copies of minutes of



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General Shareholders Meeting shall be supplied to Supervisory Board at the same time with those supplied to Management Board.

- 43.3 After consulting the Management Board's opinions, the Supervisory Board may issue regulations regarding meetings of Supervisory Board and form of operation of Supervisory Board. Supervisory Board shall hold at least two meetings per year with the minimum attendants of two members/meeting.
- 43.4 The total remuneration payable to Supervisors shall be approved by General Shareholders Meeting on yearly basis. Supervisors shall be entitled to payment for travel fee, accommodation fee and reasonably arising fees and expenses upon their participation in meetings of Supervisory Board or in relation to the Company's business operations.
- 43.5 Supervisory Board shall, in implementing its work, assume the following obligations:
- a. To strictly comply with the law, Charter of Company, decisions of General Shareholders Meeting and occupational morality in implementing the assigned rights and work;
  - b. To implement the assigned rights and work honestly, carefully in order to assure maximum legal interest of the Company and shareholders;
  - c. To be loyal to interests of the Company and shareholders; to use no information, recipe, business opportunity of the Company, to abuse no status, condition and assets of the Company for personal interest or interests of other organizations, individuals;
- 43.6 In case of the Supervisor's violation to obligations specified in Clause 43.5 herein leading to damage to the Company or others, Supervisors shall assume personal or joint responsibilities thereto. All revenues and other interests directly or indirectly obtained by Supervisor from the violations to his obligations shall be under the Company's ownership.

If a Supervisor is detected to violate obligations during the implementation of the assigned rights and tasks, the Management Board shall send written notice to Supervisory Board to ask for termination of violation actions and provide recovery measures.

### CHAPTER XI

#### RIGHT TO INSPECT ACCOUNTS AND RECORDS

##### Article 44. Right to Inspect Accounts and Records

- 44.1 Shareholders or group of Shareholders as mentioned in Clause 17.3, Clause 30.2 herein may directly or via their authorized lawyer or other authorized person, send written request for permission for inspection during working hours and at principal business place of the Company of list of Shareholders, minutes of General Shareholders Meeting and copy or photocopy such documents. Request for inspection by lawyer or other authorized person of Shareholders shall be attached by the Shareholder's letter of authorization or the notarized copy of such letter of authorization.
- 44.2 Members of Management Board, Supervisors, CEO and other Managers may check register of Shareholders of the Company, list of Shareholders and other accounts and records of the Company for the purposes relating to their position provided that these information should be kept confidential.
- 44.3 The Company shall record this Charter and any amendment, supplement thereto, Business Registration Certificate, Operation License, regulations, asset ownership proof, minutes of

General Shareholders Meeting and Management Board, reports of Supervisory Board, annual financial statements, accounting books and other papers in accordance with regulations of the law at head office or other place provided that the place recording these documents shall be notified to Shareholders and business management units

- 44.4 The Company shall issue without any charge a copy of Charter of the Company which shall be posted on the Company's website.

## **CHAPTER XII**

### **STAFF AND TRADE UNION**

#### **Article 45. Staff and Trade Union**

The Board of Directors shall approve plans on recruitment, employee, salary and wages, social insurance, welfare, reward and discipline applicable to Officers and employee as well as relations of the Company with trade unions recognized by the best standards, general rules and management policies, general rules and policies specified herein, the Company's regulations and applicable law, made by the Management Board.

## **CHAPTER XIII**

### **PROFIT DISTRIBUTION**

#### **Article 46. Dividends**

- 46.1 In accordance with decision of General Shareholders Meeting and regulations of the law, dividends shall be published and paid from profit held by the Company under decision of General Shareholders Meeting basing on proposal made by the Management Board.
- 46.2 In accordance with regulations of Corporate Law, the Management Board may decide to pay mid-term dividends if they deem it appropriate with the Company's profitability.
- 46.3 The Company shall not pay interest for dividend amount or payment amount relating to a type of share.
- 46.4 The Management Board shall request the General Shareholders Meeting to adopt entire or a part of the dividends by specific assets (shares or bonds fully paid issued by another Company) and the Management Board shall directly perform this resolution.
- 46.5 In case that dividends or other amount relating to some types of share is paid in cash, the Company shall pay in Vietnam dong and make payment in cash or via bank transfer into the Shareholder's account registered with the Company.

In case the Company transfers money into bank account in accordance with bank's details provided by the Shareholder, but the Shareholder does not receive the money, the Company shall not take any responsibility for the amount the Company transfers to beneficiary shareholder. Payment of shares listed in the Stock Exchange may be made by another securities company or Vietnam Securities Depository.

- 46.6 In case of General Shareholders Meeting's consent, the Management may determine and announce that persons holding common share may receive dividend by common share instead of dividend in cash. The additional amount for dividend payment shall be recorded as fully paid shares basing on value of dividend-paying share being equivalent to dividend amount received by shareholder.

46.7 Basing on Corporate Law, the Management Board may adopt a resolution prescribing a specific date as entitlement list closing date (“List closing date”). Other shareholders or persons holding other stocks named in the list of shareholders or list of persons holding other stocks in the list closing date shall have the right to participate in General Shareholders Meeting, receive shareholders feedback voucher, receive dividend, interest rate, profit distribution, enjoy purchase rights, receive bonus issues and all other related rights as regulated by the Management Board or / and General Shareholders Meeting. The List closing date may be at the same date or before the rights are performed. This does not affect the rights of both parties in related stock transfer or securities transactions.

**Article 47. Other matters related to profit distribution**

Other matters related to profit distribution shall be implemented as regulated by the law.

**CHAPTER XIV**

**BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM**

**Article 48: Bank Account**

- 48.1 The Company shall open account at Vietnamese banks or foreign banks permitted to operate in Vietnam.
- 48.2 Upon prior approval by competent authority, if it is necessary, the Company may open bank account in foreign country in accordance with legal regulations.
- 48.3 Payments of Company shall be made through those accounts or by another method at the discretion of Management Board and/or General Managing Director.

**Article 49: Funds**

Annually, the Company shall extract from profit after tax to make the following funds:

- a- Additional reserve fund to Charter capital equal to 5% of net profit until it is equal to 100% of Charter capital;
- b- Reserve for finance and professional risk equal to 5% of net profit until it is equal to 10% of charter capital;
- c- Reserve for stock price discount
- d- Fund for reward and welfare
- e- Other funds as regulated by the law

**Article 50: Fiscal Year**

Financial year of Company starts on the first day of January every year and ends on the 31<sup>st</sup> day of December of the same year. The first financial year starts on the date of issuing Business registration certificate (or business license for conditional business lines) and ends on the 31<sup>st</sup> day of December right after the date of issuing such Business registration certificate (Business license).

**Article 51: Accounting system**

- 51.1 Accounting system used by the Company is Vietnam Accounting System (VAS) or other accounting system approved by Ministry of Finance.
- 51.2 The Company prepares accounting records in Vietnamese. The Company shall keep the accounting records on the basis of category of business operation participated by the Company. These documents must be accurate, updated, systematic and sufficient to prove and explain the Company's transactions.
- 51.3 The Company uses Vietnam Dong as currency in accounting.

**CHAPTER XV**

**REPORT, RESPONSIBLE FOR PUBLICATION OF INFORMATION AND  
ANNOUNCEMENT TO THE PUBLIC**

**Article 52: Annual report, Half-year report and Quarterly report**

- 52.1 The Company shall prepare annual financial statements in accordance with the law and regulations of State Securities Commission of Vietnam. The financial statements must be audited in accordance with Article 54 hereof. Within 90 days after the end of each financial year, the Company shall submit annual financial statements to competent tax authority, State Securities Commission of Vietnam, Stock Exchange Center and business registration agency. If it is compulsory as regulated by the law, these financial statements must be audited by an auditing company approved by the State Securities Commission of Vietnam.
- 52.2 The annual financial statements shall include income statement reflecting honestly and objectively the profit and loss of the Company in the fiscal year and the balance sheet reflecting honesty and objectively the Company's operations until the reporting date, cash flow statement and notes to the financial statements. In case the Company is a parent company, in addition to its annual financial statements, it must also include a consolidated balance sheet on the operation of the Company and its subsidiaries at the end of each financial year.
- 52.3 When the Company's shares are listed or as required by law, the Company must prepare bi-annually and quarterly reports in accordance with the regulations of the State Securities Commission of Vietnam and submit them to the State Securities Commission and Stock Exchange Center.
- 52.4 The audited financial statements, quarterly and bi-annually reports of the Company shall be published on the official website of Company.
- 52.5 Any organization and individual who cares may inspect or copy the audited annual financial statements, bi-annually and quarterly reports during the working hours of the Company, at the head office of the Company and pay a reasonable fee for the copy.

**Article 53: Publication of information and Announcement to the Public**

The company shall disclose information in accordance with the law. Annual financial statements and other supporting documents must be made public in accordance with the law and submitted to the relevant tax authority and business registration agency in accordance with the provisions of Corporate law.

**CHAPTER XVI**

**AUDIT**

**Article 54: Audit**

- 54.1 In the annual general shareholders meeting, it is designated an independent auditing firm, operating legally in Vietnam and approved by the State Securities Commission to audit for the displayed Company, conducting Company auditing for the next financial year based on the terms and conditions agreed with the Management Board. For the first financial year, the Management Board shall appoint an auditing firm to audit the Company after obtaining business registration certificate.
- 54.2 The Company shall prepare and send annual financial statements to the independent auditing firm after the end of financial year.
- 54.3 The independent auditing firm shall audit, confirm, and report on the annual financial statements giving information on revenue and expenses of the Company, prepare auditing report and submit such report to the Management Board within 02 months after the end of financial year. Staffs of the independent auditing firm who conduct auditing for the Company shall be approved by the State Securities Commission.
- 54.4 A copy of auditing report shall be enclosed to every annual financial statement of the Company.
- 54.5 Auditors who conduct auditing of the Company may attend all general shareholders meetings and receive the same notices and other notifications relating to the general shareholders meeting as those received by the shareholders and may give opinions at the meetings on any issue relating to the auditing.

**CHAPTER XVII**

**SEAL**

**Article 55: Seal**

- 55.1 The seal is an asset of the Company and is etched in accordance with the law. The Management Board of the Company has the authority to make specific decisions on the number and form of the Company's seal within the scope in accordance with the provisions of law.
- 55.2 The Management Board and the Board of Directors shall use and manage the seal in accordance with regulations of the law.

**CHAPTER XVIII**

**TERMINATION OF OPERATION AND LIQUIDATION**

**Article 56: Termination of Operation**

- 56.1 The Company may be dissolved or terminated in the following circumstances:
- a. The court declares the company bankrupt according to the current law
  - b. Early dissolution as decided by the General Assembly of Shareholders
  - c. Other cases prescribed by law.
- 56.2 Early dissolution shall be decided by the General Assembly of Shareholders and

implemented by the Management Board. This decision on dissolution must be notified to and obtain approval by the competent authority (if compulsory) in accordance with regulations.

**Article 57: Controversy among Members of Management Board and/or Shareholders**

Except otherwise provided in this Charter, the Shareholders holding half of the outstanding shares with voting right in the election of members of Management Board may file a complaint to the court requesting the dissolution under one or more of the following grounds:

- 57.1 Members of Management Board do not agree on the management of the Company's affairs resulting in the failure to reach the required number of votes in order for the Management Board.
- 57.2 The Shareholders don't agree resulting in failure to reach the required number of votes to elect the members of Management Board.
- 57.3 There is internal disagreement and the shareholders are divided into two or more factions, making dissolution the best plan for all shareholders.

**Article 58: Liquidation**

- 58.1 After the decision on dissolution is made, the Management Board shall establish a Board of Liquidation including three members. Two members shall be appointed by the Management Board among the shareholders or the company's officers or staffs and one member shall be appointed by the Management Board from an independent auditing firm. The Board of liquidation shall prepare its operation regulations. All costs relating to liquidation shall be paid in priority against other debts by the Company.
- 58.2 The Board of liquidation shall report to business registration agency about the establishment date and starting date of operation. From that time, the Board of liquidation shall act on behalf of the Company in all affairs relating to liquidation before the Court and administrative agencies.
- 58.3 Proceeds from liquidation shall be paid in the following orders:
  - a. Liquidation costs;
  - b. Salary and insurance cost for employees;
  - c. Tax and other public duties payable to the state budget;
  - d. Loans (if any);
  - e. Other debts of the Company;
  - f. The remaining balance after payment of all debts from (a) to (e) above will be distributed to the shareholders. Preferred shares will be paid in priority.

**CHAPTER XIX**

**INTERNAL DISPUTE SETTLEMENT**

**Article 59: Internal Dispute Settlement**

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- 59.1 In case of dispute or claim relating to the Company's operation or shareholders' rights arisen out of this Charter or from any rights or obligations provided by Corporate law or other laws or administrative regulations, between:
- a. Shareholder with Company, or
  - b. Shareholder with Management Board, Supervisory Board, CEO or other senior officer.

The parties concerned shall try to resolve the dispute through negotiation and conciliation. Except for disputes concerning the Management Board or the Chairman of Management Board, the Chairman of Management Board shall resolve the disputes and require each party to present practical factors related to the dispute within 60 working days from the date the dispute arising. In case of disputes related to the Management Board or the Chairman of Management Board, any party may request Supervisory Board to appoint an independent expert to act as an arbitrator for the dispute settlement process.

- 59.2 In case of failure to achieve the reconciliation decision within six 60 days from the start of the process of reconciliation or if the mediator's decision is not accepted by the parties, any party may refer the dispute to the Arbitration Court of Vietnam to settle.

- 59.3 The parties shall bear their own costs related to the negotiation and mediation procedures, unless otherwise there is other agreement. The payment of the costs of the court shall comply with the judgment of the Court.

### **CHAPTER XX:**

#### **SUPPLEMENTATION AND AMENDMENT OF CHARTER**

##### **Article 60 : Supplementation and Amendment of Charter**

- 60.1 The supplementation and amendment of this Charter must be approved by the General Shareholders Meeting for consideration and decision. In case these is amendment of charter capital due to issuing new shares which can be offered/issued in accordance with Resolution approved by the General Shareholders Meeting, the Management Board will carry out the amendment of the Charter basing on it.
- 60.2 In case there are provisions of the law related to the Company's operations have not been mentioned in this Charter or in the case of the new provisions of Law (compulsory to apply) other than the provisions of this Charter, the provisions of the law which, of course, shall apply and adjust the operation of the Company.

### **CHAPTER XXI.**

#### **EFFECTIVE DATE**

##### **Article 61: Effective date**

- 61.1 This Charter including XXI chapters was adopted and approved by the General Shareholders Meeting of VNDIRECT Securities Corporation on 29 May 2017.
- 61.2 This Charter is approved by the General Shareholders Meeting on 29/05/2017 and replaces all previous Charters. Article 2.4, Article 13a, Article 32.2, Article 32.3, Article 35, Article 36, Article 37, Article 60, Article 61.2 were amended and supplemented in accordance with the Resolution of the General Shareholders Meeting on 26/12/2017 and have taken effect

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since their supplementation and amendment.

- 61.3 This Charter is made in 6 copies of equal value, in which: 01 copy is submitted to State Securities Commission of Vietnam, 05 copies are kept at the Headquarters of the Company.
- 61.4 This Charter is unique and official one of the Company since this Charter takes effect.
- 61.5 The copies or extracts of the Company's Charter become valid only when they are signed by Legal representative of the Company or the Chairman of Management Board or at least one-half ( $\frac{1}{2}$ ) the total number of Members of Management Board or Company's Secretary.

### **Article 62: Signatures**

This Charter is signed by the Legal representative of the Company after being approved by the General Shareholders Meeting.

### **LEGAL REPRESENTATIVE**

#### **CHAIRMAN OF MANAGEMENT BOARD**

*(Signed and sealed)*

**Pham Minh Huong**

#### **CEO**

*(Signed)*

**Nguyen Hoang Giang**