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Hà Nội, ngày 15 tháng 05 năm 2019
Hanoi, May 15, 2019

CÔNG BỐ THÔNG TIN
INFORMATION DISCLOSURE

Kính gửi:

- Ủy ban Chứng khoán Nhà nước
The State Securities Commission
- Sở Giao dịch Chứng khoán Hà Nội
Hanoi Stock Exchange
- Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh
Ho Chi Minh Stock Exchange

Công ty : Công ty Cổ phần Chứng khoán HFT
Name of Company : HFT Securities Corporation

Trụ sở chính : Số 46 Ngụy Như Kon Tum, Q.Thanh Xuân, Hà Nội
Headquarter : No 46 Nguy Nhu Kon Tum street, Nhan Chinh ward, Thanh Xuan district, Hanoi

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Nội dung thông tin công bố:
The content of disclosure information:

- Biên bản và Nghị quyết Đại hội đồng cổ đông thường niên năm 2019 ngày 15/05/2019 của Công ty.
- *The Minutes and Resolution of the 2019 Annual General Meeting of Shareholders on 15/05/2019.*
- Điều lệ sửa đổi, bổ sung.
The amending Charter of company.
- Biên bản họp HĐQT bầu Chủ tịch Hội đồng quản trị Công ty.
The minutes of BOD to appoint the Chairman of BOD.



Thông báo này và các tài liệu trên được công bố trên trang thông tin điện tử của Công ty: www.hft.vn.

This information and above documents were disclosed on HFT webpage and available at: www.hft.vn.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

We declare that all information provided in this paper is true and accurate; and that we shall be held liable for any misrepresentation.

Người được ủy quyền công bố thông tin

For and behalf of HFT

Representative authorized to disclosure information



Phan Thị Phương Thủy

Trưởng Tài Chính Doanh Nghiệp

Head of Corporate Financial Department



**HFT SECURITIES
CORPORATION**

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SOCIALIST REPUBLIC OF VIETNAM

Independence-Freedom-Happiness

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**CHARTER
HFT SECURITIES CORPORATION**

Hanoi, May 15th, 2019

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LEGAL BASIS

Pursuant to:

- Law on Enterprises No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Viet Nam dated November 26, 2014 and its guidelines;
- Law on Securities No.70/2006/QH11 adopted by the National Assembly of the Socialist Republic of Viet Nam dated June 29, 2006; Law amending and supplementing a number of articles of the Law on Securities adopted by the National Assembly of Socialist Republic of Viet Nam dated November 24, 2010 and guidelines of the Law on Securities;
- Decision of the General Meeting of Shareholders of HFT Securities Cor. in Resolution No 02/2019/NQ-ĐHĐCĐ dated May 15th, 2019.

Chapter I GENERAL PROVISION

Article 1. Interpretation of terms

1. In this Company's Charter, the terms below are construed as follows:

- a) "Company" means HFT Securities Corporation;
 - b) "Charter capital" means total face value of issued shares which have been fully paid by shareholders and recorded to Company's Charter;
 - c) "Law on Securities" means the Law on Securities adopted by the National Assembly of Socialist Republic of Viet Nam dated June 29, 2006 and Law amending and supplementing a number of articles of the Law on Securities adopted by the National Assembly of the Socialist Republic of Viet Nam dated November 24, 2010;
 - d) "Law on Enterprises" means Law on Enterprises No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Viet Nam dated November 26, 2014;
 - e) "“Management Personnel” include members of the Board of Directors, the Board of Management, Branch Director and other persons holding managerial positions who are competent to enter transactions on behalf of the Company as prescribed in this Charter;
 - f) "“Related person” means any individual or organization related to each other in accordance with the Law on Securities and Law on Enterprises;;
 - g) Vietnam means the Socialist Republic of Vietnam;
 - h) "State Securities Commission" means the State Securities Commission of Vietnam;
2. In this Charter any reference to one or some statutory provisions or other documents shall include any amendments, modifications or replacements thereof.
3. The headings (chapters or articles of this Charter) are inserted for convenience only and do not affect the contents of this Charter.
4. Any words or expressions defined in the Law on Enterprises and the Law on Securities (if not contrary to the subject or context) shall have the same meaning as prescribed herein.

Article 2. Name, legal forms, head-office, operation network and operation terms of the Company

1. Name of the Company:

- a. Name in Vietnamese: Công ty cổ phần Chứng khoán HFT

- b. Name in English: HFT Securities Corporation
- c. Transaction name: Công ty Cổ phần Chứng khoán HFT
- d. Abbreviated name: HFT

2. Legal forms of the Company:

The Company is a Joint Stock Company with legal entity status and licensed to establish and operate under the Law on Securities and applicable laws of Vietnam.

3. Head-office of the Company::

a. Address: No 46 Nguy Nhu Kon Tum street, Nhan Chinh ward, Thanh Xuan district, Hanoi

b. Telephone: 024.62761818 Fax: 024.62750077 Email: contact@hft.vn

c. Website: www.hft.vn

4. Operation network:

a. The Company may establish its branches, transaction offices and representative offices to conduct Company's operational objectives in accordance with the decision of the Board of Directors to the extent permitted by laws;

b. Branches, transaction offices, representative offices are units of the Company, for which the Company shall bear full responsibilities;

c. The company only works on securities business, provides securities services in the locations of head-office, branches and transaction offices which have been approved by the State Securities Commission;

d. Name of branches, transaction offices, representative offices shall comprise of name of the Company and the branch, transaction office, representative office phrase and their own name to distinguish.

5. Term of operation:

Unless the operation is terminated prior to the expiry of the duration in accordance with this Charter, the term of operation of the Company shall be indefinite from the establishment date.

Article 3. Legal representative

1. The legal representative of the Company is the individual that exercises the rights and fulfills the obligations when making transactions on behalf of the Company, represents the enterprise as the plaintiff, defendant, and person with relevant interests and duties before the arbitral tribunal, the court, exercises other rights and fulfills other obligations as prescribed by laws.

2. The legal representative of the Company is the Chairman of the Board of Directors.

3. In case the legal representative goes overseas, he must authorize in writing another person to exercise the rights and fulfill the obligations of the legal representative. In this case, the legal representative is still responsible for the performance of authorised rights and obligations.

4. In case the authorization term under clause 3 of this Article expires without any other authorization and the legal representative of the Company has not returned to Vietnam, the authorized person shall continue exercising the rights and fulfill the obligations of the Company's legal representative within the authorised scope until the legal representative of the

Company returns to work or until the Board of Directors decide to appoint another person as legal representative of the Company.

5. If the legal representative is not present in Vietnam for more than 30 days without authorizing another person to act as the legal representative, or such person is dead, missing, detained, sentenced to imprisonment, or legally incompetent, then the Board of Directors shall designate another person as the legal representative.

6. In some special cases, the legal representative will be designated by a competent court in the proceedings at the Court.

Article 4. Scope of business

1. The Company's scope of business includes:

- a. Securities brokerage;
- b. Securities investment advisory.

2. In addition to the securities business operations specified in Clause 1 of this Article, the Company also provides securities depository services, financial advisory, entrustment management of securities trading accounts of investors and other financial services as stipulated by the Ministry of Finance.

3. The Company may supplement or withdraw from one or a number of business operations referred to in clause 1 of this Article after being approved by the State Securities Commission.

Article 5. Operational objectives

The Company's operational objectives are to expand operation, develop business, create jobs, increase profits for shareholders.

Article 6. Operational principles

1. Comply with the law on securities and securities market and the relevant legislation.

2. Perform business activities in a fair and truthful manner.

3. Issue operational processes, internal control and risk management procedures, and professional ethics rules in line with the business operations of the Company.

4. Ensure human, capital and physical resources necessary to service securities operations in compliance with laws.

5. Have separate offices, personnel, data and reporting systems between operational departments to avoid conflicts of interest between the Company and clients, and between clients. The Company must disclose to clients any conflicts of interest that may arise between the Company, practitioners and clients.

6. Arrange securities practitioners whose competences match with business operations. Securities practitioners who implement securities self-trading may not concurrently perform securities brokerage operation.

7. The price forecast or transaction recommendations related to a specific type of securities on the media must clearly indicate the analysis basis and information sources.

Article 7. Rights of the Company

1. Exercise all the rights under the provisions of the Law on Enterprises if those rights do not conflict with the provisions of the Law on Securities.

2. Offer services on securities and financial services as permitted by laws.

3. Collect fees and charges in line with the regulations of the Ministry of Finance.
4. Prioritize the employment of domestic workers, ensure the rights and interests of employees under the provisions of the Labor Law, respect the rights to organize and participate in political organizations, political - social organizations in accordance with laws.

Article 8. Obligations of the Company

1. General principles:
 - a. Properly fulfill its obligations under the provisions of the Law on Enterprises;
 - b. Set up internal audit, internal control, risk management systems and supervise to prevent conflicts of interest within the Company and in transactions with related persons;
 - c. Adhere to the principles of corporate governance in accordance with laws and the Charter of the Company;
 - d. Comply with regulations on financial safety as stipulated by the Ministry of Finance;
 - e. Buy professional liability insurance for securities business operations at the Company or establish investor protection fund to pay damages to investors due to technical problems or negligence of staff;
 - f. Keep adequate documents and accounts reflecting transactions of the Company and clients in a detailed and accurate manner;
 - g. Organize selling of securities or facilitate selling of securities of clients in case they does not own such securities and provide securities lending services for clients in accordance with the provisions of the Ministry of Finance;
 - h. Comply with the regulations of the Ministry of Finance on the performance of the securities business operations;
 - i. Implement accounting, auditing, statistical regulations, financial obligations as stipulated by the relevant legislation;
 - j. Implement information disclosure, reporting and archiving in accordance with the Law on Enterprises, Law on Securities and the guidelines thereof;
 - k. Contribute to payment assistance funds according to regulations;
2. Obligations to shareholders:
 - a. Clearly define responsibilities between the General Meeting of Shareholders and the Board of Directors, the Chairman of the Board of Directors, the Board of Supervisor for consistent management in accordance with the provisions of law;
 - b. Establish communication systems with shareholders to ensure adequate provision of information and fair treatment between the shareholders, ensuring the legitimate rights and interests of shareholders;
 - c. Not to commit the following acts:
 - Make commitment on income, profits for shareholders (except for shareholders holding fixed dividend preference shares);
 - Illegally hold benefits, income from shares of shareholders;
 - Provide financing or guarantees to shareholders either directly or indirectly; lend in all forms to major shareholders, members of the Board of Supervisor, members of the Board of Directors, Chief Executive Officer, Chief Accountant, other management positions appointed by the Board of Directors and persons related to of these subjects;

- Generate income to shareholders by redeeming shares from shareholders under the forms against laws;

- Infringe upon the rights of shareholders such as: property rights, selection right, right to fair dealing, right to information access and other legitimate rights and interests;

3. Obligations to clients:

a. To maintain the trust given by clients and not to infringe property rights and other legal interests of clients;

b. Separately manage money and securities of each client, separately manage money and securities of clients with cash and securities of the Company. All monetary transactions of the clients must be performed via bank. Not to misuse assets entrusted for management by clients, transactions payment of clients and client securities deposited at the Company;

c. Sign a written contract with clients when offering services; provide complete and truthful information to clients when performing services;

d. Give appropriate advice to clients only on the basis of efforts to gather following information about the clients: income, financial situation, investment objectives, risk tolerance, profit expectations and update information in accordance with the provisions of law. Ensure the relevance of investment recommendations and advice that the Company gives to each client;

e. Take responsible for the reliability of the information disclosed to clients. Ensure clients make investment decisions based on proper information provision, including the contents and risks of products and services offered;

f. Be careful not to create conflicts of interest with clients. If it is unavoidable, the Company must inform clients and apply the necessary measures to ensure fair treatment to clients;

g. Give priority to perform client's order before Company's order;

h. Set up a specialized department to take responsibility for communication with clients and resolve their questions and complaints;

i. Complete its obligations to clients in the best way;

j. Ensure confidentiality of client's information:

- The Company is responsible for keeping confidentiality of information related to securities and money ownership of clients, refuse to investigate, freeze, retain, transfer client's assets without their prior consent;

- The provisions at this paragraph does not apply in the following circumstances:

+ Auditors perform audits of financial statements of the Company;

+ Provision of information at the request of the competent State authorities.

Article 9. Regulations on prohibition and restriction

1. Regulations applicable to the Company:

a. Not to make statements or guarantees to clients in terms of income or profits achieved on their investment or guarantees to clients not to incur losses, except for investments in securities with fixed income;

b. Not to agree or offer a specific interest rate or share profits/losses for the clients to entice clients to participate in the transaction;

c. Not to directly or indirectly establish locations outside the transaction venues approved by the State Securities Commission to sign a contract, receive orders and execute securities transactions orders or perform payment of securities transactions with clients;

d. Not to receive orders, perform payment transactions with other people rather than the transaction account holder without the client's authorization in writing;

e. Not to use client's name or account to subscribe, perform securities transactions;

f. Not to appropriate securities, cash or temporary withhold securities of clients in the form of custody under the Company's name;

g. Not to disclose client's information unless agreed by the client or requested by the competent State management agencies;

h. Not to perform acts that make clients and investors misunderstand the stock price;

i. Securities trading account opening contract must not contain agreements to evade legal obligations of the Company, limit the compensation scope of the Company or transfer risks from the Company to clients, force clients to make the compensation obligation in an unfair manner and unfairly detrimental agreements for clients;

2. Regulations applicable to securities practitioners:

a. Except for the cases of being elected as a representative of capital contribution as being elected to the Company's management by the organization that owns the Company or organization into which the Company invest, the securities practitioner may not::

- Concurrently work for other organizations that have ownership relationship with the Company;

- Concurrently work for other securities companies, fund management companies;

- Concurrently act as Chief Executive Officer (CEO) of an organization offering securities to the public or listing organizations;

b. Only open accounts for their securities transactions (if any) in the Company. This provision does not apply where the Company is not a member of the Stock Exchanges;

c. When conducting the operations of the Company, the securities practitioners shall carry out transactions with clients on behalf of the Company and the Company shall be responsible for all 10 operations of the securities practitioners. They may not use money or securities in the client's account without the Company's authorization under the client's entrustment to the Company in writing;

3. Regulations for members of the Board of Directors, Chief of Board of Supervisor , Chief Executive Officer:

a. Members of Board of Directors of the Company may not concurrently be members of the Board of Directors, members of the Board of Members, CEO of other securities companies;

b. Chief of Board of Supervisor may not concurrently be a member of the Board of Supervisor , manager of other securities companies;

c. Chief Executive Officer, Deputy Chief Executive Officer may not concurrently work for other securities companies, fund management companies or enterprises. Chief Executive Officer, Deputy Chief Executive Officer may not be a member of the Board of Directors, member of the Board of Members of other securities companies;

Chapter II CHARTER CAPITAL, SHARES, SHAREHOLDERS

Section 1 CHARTER CAPITAL, SHARES

Article 10. Charter Capital

The charter capital of the Company is VND 100,000,000,000 (in word: one hundred billion Dong).

Article 11. Types of shares

1. The Company's charter capital is divided into 10,000,000 shares. Each share shall have a par value of VND10,000.

2. Classes of shares:

a. Ordinary shares: 10,000,000 shares;

3. Those who are entitled to purchase preference shares: Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders. The method and ratios of conversion shall be approved by the General Meeting of Shareholders within the framework of law.

4. Ordinary shares cannot be converted into preference shares. Preference shares may be converted into ordinary shares under decisions of the Shareholders' Meeting. Conversion method and rate shall be approved by the General Meeting of Shareholders in accordance with laws.

5. Characteristics of each class of shares:

a. Ordinary shares: Holders of ordinary shares are ordinary shareholders. Each ordinary share has one (01) vote;

Article 12. Shareholder register

1. The Company shall make and keep the shareholder register rightly from the issuance date of the License for Establishment and Operation.

2. The shareholder register must contain principal information as prescribed by the Law on Enterprises.

3. Forms of shareholder register: Paper files or electronic files.

4. The shareholder register shall be kept at the head office of the Company or Vietnam Securities Depository.

5. Chairman of the Board of Directors shall be responsible for fully and promptly certifying of registration of shares of shareholders. At the same time, he shall be responsible for keeping the register and ensuring its accuracy to avoid any harm caused to shareholders or third parties by his failure to fulfill aforementioned obligations.

Article 13. Shares Certificates

1. Share certificates are certificates issued by the Company, book entries, or electronic data which certify ownership of one or an amount of shares of the Company.

2. Share certificate must contain the seal of the Company and signature of Company's legal representative in accordance with the provisions of the Law on Enterprises. If there is a mistake in the contents and format of the share certificates issued by the Company, the rights and interests of their holders may not be affected. The legal representative of the Company shall take responsibility for the damage caused by such mistakes.

3. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued with another share certificate at the shareholder's request based on Law on Enterprises.

Article 14. Share transfer

a. All shares may be transferred freely except otherwise provided for in the Law on Enterprises, this Charter;

b. Founding shareholders cannot transfer their shares in three (03) years' time upon incorporation. However, transfers among founding shareholders of the Company are permissible. Moreover, the transfer of their ordinary shares to entities who are not founding shareholders must acquire the approval of the General shareholders' meeting and abide by the laws. Such transfers must maintain founding shareholders' ratio of holdings as per current laws. Upon the expiration of such time, restrictions imposed on founding shareholders' ordinary shares shall be lifted. Transfer restrictions against founding shareholders shall only apply to capital shares purchased upon the incorporation of the Company.

3. Transactions that change the ownership of shares or account for at least 10% of the contributed charter capital, transactions that make ownership percentage of shareholders exceed or fall under the ownership levels of 10%, 25%, 50%, 75% of contributed charter capital must be approved by the State Securities Commission, unless where the Company's shares are listed or registered for trading at the Stock Exchange and transferred under the Court's decision.

Article 15. Redemption of shares

1. The Company may only redeem shares upon satisfaction of all conditions and the redemption ratio set out by law.

2. Cases of redemption of shares:

a. Redemption of shares at the shareholder's request:

A shareholder may request the Company to redeem his shares if such shareholder votes against the decision of the General Meeting of Shareholders on: Reorganization of the Company; amendment and supplementation of the contents of the Company's Charter concerning the rights and obligations of shareholders. Such request shall be made in writing and sent to the Company within 10 (ten) days since the approval by the General Meeting of Shareholders of the relevant resolution.

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

The Company may redeem ordinary shares, dividend preference shares which have been sold. The redemption ratio, method, procedures shall comply with the law on securities and securities market.

Article 16. Forms of increase and reduction of the charter capital

1. The Company may increase or reduce its charter capital as approved by the General Meeting of Shareholders in accordance with current regulations.

2. Forms of increase of the Company's charter capital:

- Issuing new shares to raise more capital in accordance with laws;
- Carrying over retained earnings and other valid capital sources in accordance with laws;
- Converting issued convertible bonds into shares;
- Issuing shares to pay dividends, issuing shares to increase the share capital from the equity;

- Converting debts into equity capital under the agreement between the Company and creditors.

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

Section 2

FOUNDING SHAREHOLDERS; RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Article 17. Information on founding shareholders

a. Founding members are buyers of shares who conducted to preparing, ratifying and signing the initial charter of the Company.

b. Basic information of founding shareholders:

Name, address, quantity and value of shares by par value when established Company based on following table.

THE LIST OF FOUNDING SHAREHOLDERS

No	Name	Address	Number of shares
1	Thuan Phat Limited Company	129 Mai Hac De street, Hai Ba Trung district, Hanoi	270,000
2	Mr. Vu Van Hung	1C, Dormitory of General Export-Import JSC No.1, Thanh Nhan ward, Hai Ba Trung district, Hanoi	130,000
3	Mr. Dang Ngoc Khang	25 Le Duan street, Cua Nam ward, Hoan Kiem district, Hanoi	90,000
4	Mr. Dam Quang Phong	Room 503, A2, Post-office Dormitory, Tho Quan ward, Dong Da disctric, Hanoi	40,000
5	Mr. Vu Ngoc Duong	R9 Q34 Truong Dinh street, Tuong Mai ward, Hai Ba Trung district, Hanoi	40,000
6	Mr. Doan Huy Long	A5, F21 Vinh Ho street, Thinh Quang ward, Dong Da disctric, Hanoi	30,000

Article 18. Rights of shareholders

a. Rights of ordinary shareholders:

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

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

- Sight, look up and make an extract of information in the list of Shareholders with voting rights and request amendment of incorrect information;

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

- Transfer their shares to other persons, except for the cases stipulated in the Law on Enterprises and this Charter;

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

- Upon dissolution or bankruptcy of the Company, be distributed a part of the remaining assets of the Company pro rata to its proportion of share capital contribution in the Company in accordance with laws;

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

- Nominate candidates to the Board of Directors and Board of Supervisor of the Company.

- Sight and make an extract of the book of minutes and resolutions of the Board of Directors midyear and annual financial statements according to the forms of the Vietnamese accounting regime and reports of the Board of Supervisor ;

- Request the convening of a General Meeting of Shareholders in following cases:

- The Board of Directors commits serious violations against the rights of shareholders, obligations of managers, or make decisions ultra vires;
- The term of office of the current Board of Directors has exceeded six (06) months and a new Board of Directors has not been elected;

The request for convention of the General Meeting of Shareholders shall be made in writing, bear the full name, address, Nationality, ID/passport number if the shareholder is an individual, name, enterprise identification number or establishment decision number, and headquarter address if the shareholder is an organization; the holding and time of shares registration of each shareholder; total shares of the whole group of shareholders and the proportion of shares to the Company's total shares; the basis and reason for requesting the convention of the General Meeting of Shareholders. It shall be accompanied by documents and evidence on the breaches of the Board of Directors, the seriousness of such breaches, or on the decision which falls outside its authority.

- Request the Board of Supervisor to check specific issues related to the management, operation of the Company, when needed. The request shall be made in writing, bear the full name, address, Nationality, ID/passport number if the shareholder is an individual; name, permanent residence, nationality, establishment decision number or establishment and operation certificate number if the shareholder is an organization; the holding and time of shares registration of each shareholder; total shares of the group of shareholders and the proportion of shares to the company's total shares; the issues that need inspecting, and inspection purposes;

c. The shareholder or group of shareholders that continuously holds at least 1% of ordinary shares for six (06) months is entitled to, whether single-handedly or on behalf of the Company, file civil lawsuits 15 against a Member of the Board of Directors; Chief Executive

Officer in accordance with laws. Procedures for proceedings are prescribed by corresponding regulations of law on civil proceedings.

D. Domestic shareholders and foreign shareholders have the same rights and obligations. No limitation on the ownership ratio of foreign shareholders, unless the law have other regulations. The maximum ownership ratio of foreign shareholders is 100%.

Article 19. Obligations of shareholders

a. To pay in full and on time for shares for which the shareholder has committed to subscribe and be responsible for debts and other asset obligations of the Company to the extent of the capital contributed to the Company. Not to be permitted to withdraw from the Company the capital contributed in any form, except for cases where such shares are re-deemed by the Company or others in accordance with laws. In case a shareholder withdraws a part of or all of the share capital contributed against this Clause, such shareholder and related person in the Company are jointly responsible for the debts and other liabilities of the Company up to the value of withdrawn shares and the damage caused;

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

c. To observe resolutions of the General Meeting of Shareholders and the Board of Directors;

d. To perform other obligations as regulated by the Law on Enterprises, the Law on Securities and the Company's Charter.

Article 20. Authorized representatives of shareholders

1. Authorized representative of a shareholder is a person authorized in writing on behalf of that shareholder to exercise the rights and fulfill the obligations in accordance with laws and Company's Charter.

2. The appointment of authorized representative shall comply with the following provisions: The shareholder as organization holding at least 10% of charter capital may appoint up to three (03) representatives. In other cases, the shareholder may only authorize one (01) representative.

3. If the shareholder being an organization appoints multiple authorized representatives, the shares of each representative must be determined. If the shareholder fails to determine the shares of each authorized representative, the shares shall be split equally among the representatives.

4. The authorized representative must satisfy criteria and requirements as follow:

a) Having full capacity of civil acts;

b) Not being prohibited from managing an enterprise as prescribed by the Law on Enterprises;

c) The shareholder as organization whose holded at least 50% of charter capital by government shall not be allowed to appoint the spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling of the manager and of the person authorized to appoint the manager of the company as the authorized representative in another company;

5. The appointment, dismissal or change of authorized representative must be notified to the Company in writing and is only effective when the Company receives the notification. The written authorization must contain main contents under the Law on Enterprises.

6. Responsibilities of the authorized representative:

- The authorized representative shall act on behalf of the shareholder in exercising all rights and performing all obligations of the shareholder at the General Meeting of Shareholders as in accordance with the law. All restrictions imposed by shareholders upon the authorized representative's performance of the rights and obligations of being shareholders at the General Meeting of Shareholders may not apply to any third party;

- Authorized representatives are responsible for attending every meeting of the General Meeting of Shareholders; perform given rights and obligations in a truthful and careful manner to protect the lawful interests of the authorizing shareholders;

- Authorized representatives are responsible to authorizing shareholders for failure to fulfill the obligations prescribed in this Article. The authorizing shareholders are responsible to the third party for the responsibility pertaining the rights and obligations performed by the authorized representatives.

Chapter III

MANAGEMENT AND ADMINISTRATION OF THE COMPANY

Article 21. Administration apparatus of the Company

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. The Board of Management.
4. The Board of Supervisor .

I. The General Meeting of Shareholders

Article 22. Authority of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall include all Shareholders with voting rights, and shall be the highest decision-making authority of the Company.

2. Rights and obligations of General Meeting of Shareholders:

- a. To adopt the development orientation of the Company;
- b. To make decisions on classes of shares and the total number of shares of each class which may be offered for issuance;
- c. To make decisions on the rate of annual dividend for each class of shares;
- d. To elect, remove or discharge members of the Board of Directors and members of the Board of Supervisor ;
- e. To make decisions on the investment or sale of assets valued at 35% or more of the total value of the Company's assets recorded in the Company's latest financial statement;
- f. To make decisions on amendments and supplements to the Company's Charter;
- g. To approve annual financial statements;
- h. To consider and deal with breaches by the Board of Directors and the Board of Supervisor which cause damage to the Company and its shareholders;
- i. To make decisions on re-organization and dissolution of the Company;
- j. Decisions on transactions to sell assets of the Company or its branches, or transactions to purchase a value of 35% or more of the total value of assets of the Company and its branches stated in the most recent audited financial statements;
- k. To make decisions on redemption of more than 10% of the total number of each class of shares issued;
- l. The concurrent holding of the position of Chairman of the Board of Directors by the Chief Executive Officer;

m. The execution by the Company or its branches of contracts with the persons provided in article 162 of the Law on Enterprises with a value of 35% or more of the total value of assets of the Company and its branches stated in the most recent audited financial statements;

n. Other rights and obligations as provided by law and this Chapter.

3. A shareholder may not vote in the following cases:

a. Approval of a contract provided in article 22.2 where such shareholder or a related person of such shareholder is a party to the contract.

b. Redemption of shares of such shareholder or a related person of such shareholder except for redemption of shares according to the ownership ratio of all shareholders, or redemption by way of order matching or public offer for purchase on the Stock Exchange.

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

Article 23. Authorized representatives

1. The shareholders who are entitled to attend the General Meeting of Shareholders in accordance with the law may authorize their representatives to attend. Where more than one representative is appointed, number of shares and number of votes authorized to each representative shall be specified.

2. The authorization to the representative to attend the General Meeting of Shareholders shall be made in writing in the form of the Company and shall be signed in accordance with the following provisions:

a. Where an authorized person is an individual shareholder, there must be signature of the shareholder and the person authorized to attend the meeting;

b. Where an authorized person is an organization, there must be the signature of the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;

c. In other cases, there must be the signature of the legal representative of the shareholder and the person authorized to attend the meeting.

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

3. Where a lawyer signs on behalf of the authorizing party to appoint the representative, it shall be only effective if the appointment letter is presented together with the letter of authorization (if previously not registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting slip of the authorized person within the scope of authorization shall be still effective in one of the following circumstances:

a. The authorizing party has died, has limited capacity for civil acts or lost his / her capacity;

b. The authorizing party has canceled the authorization;

c. The authorizing party has revoked the authority of the authorized party.

This Article shall not apply in cases where the Company receives notice of one of the events mentioned before opening time of the Shareholders' General Meeting or before the meeting is reconvened.

Article 24. Alternation of rights

1. Mỗi cổ phần cùng loại có quyền biểu quyết ngang bằng nhau tại các cuộc họp nêu trên. The alternation or cancellation of the special rights associated with a class of preference shares shall be effective when the attending shareholders holding at least 65% ordinary share approve and the shareholders holding at least 65% the voting right of preference shares of the shareholder approve; the meeting of shareholders holding preference shares shall be valid only when there are at least two shareholders (or their authorized representatives) holding at least one-third of the value of issued shares. In the absence of quorum, the meeting shall be held again within thirty (30) days thereafter, and the holders of such class of shares (irrespective of the number of persons and number of shares) shall be deemed to be the quorum. At the above-mentioned separate meetings of preference shares, the holders of such shares in presence or by their representatives may request a secret ballot. Each same class of share shall have equal voting right at such meeting

2. The procedures for conducting such separate meetings shall be the same as those set out in Articles 27 and 29 herein.

3. Unless otherwise provided in the issuance regulation, the special rights attached to preference shares of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 25. Convention of the General Meetings of Shareholders

1. Number, time and place of the meeting:

a. The annual General Meeting of Shareholders shall take place once a year. In addition, the General Meeting of Shareholders may be held on ad-hoc basis. The Board of Directors shall select appropriate venue for organizing the General Meeting of Shareholders. If the General Meeting of Shareholders is held at multiple locations at the same time, the location of the General Meeting of Shareholders shall be the place where the chairman is present.

b. An annual General Meeting of Shareholders shall be held within four (04) months from the end of the fiscal year. Depending on the decision of the Board of Directors, the Company may request the State Securities Commission to prolong the deadline for organization of the General Meeting of Shareholders but no longer than six (06) months from the end of the fiscal year.

2. . Power to convene the General Meetings of Shareholders

a. The Board of Directors shall be responsible to convene the annual General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

- The Board of Directors considers it necessary to do so in the interests of the Company;
- The number of remaining members of the Board of Directors, the Board of Supervisor is less than the number of members required by law;
- Upon written request by a shareholder or a group of shareholders as stipulated in article 18.b of this Charter for the General Meeting of Shareholders to be convened;
- The Board of Supervisor requests the convention of the General Meeting of Shareholders;

b. The Board of Directors must convene the General Meeting of Shareholders within a time-limit of thirty (30) days as from the number of remaining members of the Board of Directors, the Board of Supervisor is less than the number of members required by law or from the date of receipt of the request of shareholder or a group of shareholders stipulated in Point a Clause 2 of this Article. If the Board of Directors fails to convene the General Meeting of

Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall take legal responsibility and pay compensation for any damage to the Company.

c. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point b Clause 2 of this Article, the Board of Supervisor shall, in place of the Board of Directors, convene the General Meeting of Shareholders within thirty (30) subsequent days. If the Board of Supervisor fails to convene the General Meeting of Shareholders as prescribed, then the head of the Board of Supervisor shall take legal responsibility and pay compensation for any damage to the Company.

d. If the Board of Supervisor fails to convene the General Meeting of Shareholders as prescribed in Point c Clause 2 of this Article, the requesting shareholder or group of shareholders as prescribed in Point a Clause 2 of this Article shall be entitled, in place of the Board of Directors, Board of Supervisor, to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convention and organization of the meeting, if necessary. All the expenses for convening and conducting a meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs, including travel and accommodation costs, incurred by the shareholders when they attend the General Meeting of Shareholders.

Article 26. Agenda and contents of the General Meeting of Shareholders

1. The annual General Meeting of Shareholders shall discuss and ratify the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on business administration and performance of the Board of Directors and each member thereof;
- d) Report of the Board of Supervisor on the company's business outcome, performance of the Board of Directors, Chief Executive Office;
- e) Amount of dividend payable on each class of share;
- f) Total remuneration payable to the Board of Directors and the Board of Supervisor ;

2. The convenor of the General Meeting of Shareholders must prepare the program and agenda of the meeting and documents relevant to the agenda of the meeting.

3. The shareholder or group of shareholders stipulated in Clause b of Article 18 of this Charter may recommend issues to be included in the agenda of the General Meeting of Shareholders. Such recommendation must be made in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The written recommendation must include full name of each shareholder, number and class of shares held by such shareholder, and the contents recommended to be included in the meeting agenda. The convenor of the General Meeting of Shareholders may reject this recommendations in the following cases:

- a. The recommendation is not sent on time, is insufficient, or is in relation to an irrelevant matter; or
- b. The issue recommended does not fall within the scope of authority of the General Meeting of Shareholders for discussion and adoption;

Article 27. Conditions for convening the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted where the number of attending shareholders represents at least 51% of votes.

2. If the first meeting is still insufficient number of required participants based Clause 1 of this Article, the General Meeting of Shareholders must be reconvened within thirty (30) days from the initial date of the first meeting. The reconvened General Meeting of Shareholders can only take place where the participants, including shareholders and authorized representatives, represent at least 33% of total voting shares.

3. If the second convened General Meeting of Shareholders could not be held due to insufficient number of required participants based Clause 2 of this Article, the General Meeting of Shareholders can be reconvened for the third time within twenty (20) days from the intended date of the second meeting. . In this case, the third General Meeting of Shareholders shall be held regardless of the number of attending shareholders or authorized representatives and shall be valid and powered to make decision on all the matters that can be ratified under the first General Meeting of Shareholders.

Article 28. Procedures for convening the General Meeting of Shareholders

1. Registration of shareholders attending the General shareholders' meeting: On the date of holding the General Meeting of Shareholders, the Company must carry out registration of shareholders and such registration shall be carried out until all shareholders with the right to attend the meeting and who are present have been registered;

2. Election of the Chairman, Secretary, and Counting Board:

a) The Chairman of the Board of Directors shall act as Chairman of all meetings which are convened by the Board of Directors. In case of his/her absence, the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting. In the case where there is no person who is able to act as Chairman, the Head of Board of Supervisor control the Meeting to elect the chairman of the meeting and the person with the highest number of votes shall act as the Chairman of the meeting.

b) In other cases, the person who signed the document convening the meeting of the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a Chairman of the meeting, and the person with the highest number of votes shall act as the Chairman of the meeting;

c) The Chairman shall appoint a person to act as secretary to prepare minutes of the General Meeting of Shareholders;

d) The chairman shall nominate candidates for counting board election by the General Meeting of Shareholders;

3. Adoption of agenda and contents of the meeting: The agenda and contents of the meeting must be ratified by the General Meeting of Shareholders during the opening session. The agenda must specify the time for each issue on the agenda.

4. The Chair may take the actions which they find necessary in order to conduct the General Meeting of Shareholders in a proper and orderly manner, or in a way that will allow the General Meeting of Shareholders to reflect the wishes of the majority of attendees.

5. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. The voting shall be carried out by collecting affirmative votes, then negative votes, then count the affirmative votes, negative votes, and abstentions.

6. Vote counting result announcement: The chairman of the meeting shall announce the vote counting results before the closing of the meeting.

7. Any shareholder or person authorized to attend a meeting who arrives after the opening of the meeting shall be registered and has the right to participate in voting immediately after registration. In such case, the effectiveness of any voting which has already been conducted shall not be affected.

8. The convenor of a meeting of the General Meeting of Shareholders has the following rights:

a) To require all persons attending the meeting to be subject to a security check or other security measures;

b) To request a competent body to maintain order during the meeting; to expel from a meeting of the General Meeting of Shareholders any person who fails to comply with the right of the Chairman to control the meeting, who disrupts order or intentionally prevents normal progress of the meeting or who fails to comply with a request to undergo a security check;

9. The Chairman has the right to adjourn a meeting of the General Meeting of Shareholders for which sufficient attendees have registered as stipulated to another time or to change the location of the meeting in the following cases:

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

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

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

The maximum delay not exceeding three (03) days from the initial opening date.

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

Article 29. Passing of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall ratify decisions within its competence by voting at the meeting or by collecting written opinions.

2. The Company may use information technologies in voting, including absentee voting via electronic security system, voting via internet or telephone to facilitate the participation of shareholders.

3. The General Meeting of Shareholders may ratify all issues based on Article 22 of this Chapter within its competence in the form of collecting written opinions.

4. A resolution on one of the following issues shall be ratified when it is approved by a number of shareholders that represents at least 65% of votes of attending shareholders:

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

b. Changes of business lines;

c. Change of the Company's organizational structure;

d. Project of investment or sale of assets of which the values are equal to or higher than 35% of the total asset value recorded in the latest audited financial statement of the Company;

e. Reorganization or dissolution of the Company;

f. Transactions to sell assets of the Company or its branches, or transactions to purchase a value of 35% or more of the total value of assets of the Company and its branches stated in the most recent audited financial statements.

5. Except for the case in Clause 4 of this Article, the decisions of the General Meeting of Shareholders shall be ratified when being approved by at least 51% of total votes of attending shareholders.

6. Voting to elect members of the Board of Directors and of the Board of Supervisor must be implemented by the method of cumulative voting, whereby each shareholder shall have as its total number of votes the total number of shares it owns multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisor , and each shareholder has the right to accumulate all or part of its total votes for one or more candidates. Persons who are elected as members of the Board of Directors or inspectors shall be determined on the basis of a descending vote count, starting with the candidate with the highest number of votes until the number of members required by the company Articles of Association has been elected. If there are two or more candidates who obtain the same number of votes for being the last member of the Board of Directors or the Board of Supervisor , such member shall be elected amongst the number of candidates having an.

7. Any resolution of the General Meeting of Shareholders which is ratified with 100% of voting shares shall be legitimate and effective even if the procedures for ratifying such Resolution are not conformable with regulations.

8. Resolutions of the General Meeting of Shareholders must be notified to Shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of approval thereof. If the Company has a website, such Resolutions may be posted on the website instead of being sent to shareholders.

Article 30. Authority and formalities for collecting written opinions of shareholders to ratify resolutions of the General Meeting of Shareholders

Authority and formalities for collecting written opinions of shareholders to ratify resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

a. The Board of Directors is entitled to collect written opinions of shareholders to ratify decisions of the General Meeting of Shareholders at any time when it is deemed necessary for the Company's interest;

b. The Board of Directors shall prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution, and shall send same to all shareholders with voting rights no later than ten (10) days prior to the time-limit within which they are required to return their written opinion forms. Preparing the list of shareholders to send the written opinion forms shall follow to clause 1 and 2, Article 137 of Law on Enterprise. The request for and method of sending written opinion forms and enclosed documents shall be implemented in accordance with Article 139 of Law on Enterprise;

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

- Name, head office address, number and date of issuance of the Business Registration Certificate, and place of business registration of the Company;
- Purposes of collection of written opinions;
- Full name, permanent address, nationality, the number of Identity Card, passport or other lawful personal identification in respect of a shareholder that is an individual; name, permanent address, nationality, number of establishment decision or umber of business registration of a shareholder or authorized

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

- The issues that need voting;
- Options including affirmative, negative, and abstentions;
- Deadline for submitting the completed written opinion form to the Company;
- Full name and signature of the Chairman of the Board of Directors and Company's legal representative;

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

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

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

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

- Name, head office address, number and date of issuance of the Business Registration Certificate, and place of business registration of the Company;
- Purposes and issues that need voting;
- The number of shareholders and total number of votes casted. The numbers of valid and invalid votes, enclosed with the list of voting shareholders;
- Total number of affirmative votes, negative votes, and abstentions on each issue;
- The issues that have been ratified;
- Full name and signature of the Chairman of the Board of Directors, the company's legal representative, vote counting supervisors, and vote counters.

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

e. The vote counting record shall be sent to all shareholders within fifteen (15) days from the completion date of vote counting. If the Company has a website, the vote counting record may be posted on such website instead of being sent to shareholders;

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

g. Where a resolution is to be passed by collecting written opinions, the resolution of the General Meeting of Shareholders shall be passed when it is approved by a number of Shareholders representing at least 51% of the total voting shares. Resolutions ratified by

collecting written opinions of shareholders are as valuable as those ratified at the General Meeting of Shareholders.

Article 31. Effect of resolutions of the General Meeting of Shareholders

1. A Resolution of the General Meeting of Shareholders is effective from the day on which it is ratified or on the effective date written thereon.

2. Any resolution of the General Meeting of Shareholders which is ratified with 100% of voting shares shall be legitimate and effective even if the procedures for ratifying such Resolution are not conformable with regulations.

3. In case a shareholder or group of shareholders request to annul a Resolution of the General Meeting of Shareholders based on Article 147 of Law on Enterprise, such resolution is still effective until a dissenting decision is made by the court or arbitral tribunal, except for the case in which temporary emergency measures are taken under a decision of a competent authority.

Article 32. Minutes of General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in writing, audio recordings, or other electronic means of recordings with the principal contents as prescribed by the Law on Enterprises. The meeting minutes must be made in Vietnamese language and foreign languages if necessary and shall have equal legal effectiveness. In case of any discrepancy between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and ratified before the end of the meeting.

3. The chairman and secretary are jointly responsible for the truthfulness and accuracy of the minutes.

4. Minutes of the General Meeting of Shareholders shall be sent to all shareholders within fifteen (15) days from the date of the conclusion of such meetings. Such Resolutions may be posted on the Company's website instead of being sent to shareholders. The minutes of the General Meeting of Shareholders, list of registered shareholders, ratified resolutions, records containing signatures of attended shareholders and authorizations and relevant documents enclosed with the invitations must be kept at the Company's headquarter.

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

Within ninety (90) days from the day on which the minutes or the vote counting record is received, the members of the Board of Directors, the members of the Board of Supervisor , or the Chief Executive Officer, the shareholder or group of shareholders mentioned in Clause B Article 18 of this Chapter may request a court or arbitral tribunal to consider annulling the Resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. Order and procedures for convening the General Meeting of Shareholders are not conformable with the Law on Enterprises and the Company's Charter.

2. The order and procedures for issuing a resolution and the content of the resolution breach the Law or the Company's Charter.

Where the resolution of the General Meeting of Shareholders is cancelled under the decision of a court or arbitrator, the convenor of the meeting of the General Meeting of Shareholders the resolution of which is cancelled may consider and convene a second meeting of the General Meeting of Shareholders within 30 days in accordance with sequence and procedures prescribed in the Law on Enterprises and this Charter.

II. The Board of Directors

Article 34. Rights and obligations of the Board of Directors

1. The Board of Directors is a body with full power to exercise all the rights on behalf of the Company, except the powers of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors:

a. To decide on the medium-term development strategies and plans, the annual business plan of the Company;

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

c. To make decisions on offering new shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional funds in other forms;

d. To decide the offered price of bonds, shares;

e. To make decisions on repurchase of no more than ten (10) per cent of the total number of shares of each class already issued; and decisions on offer for sale and distribution of bonuses in the form of treasury shares in accordance with methods in compliance with the law;

f. To make decisions on investment plans and investment projects within its authority and limits stipulated in the Law on Enterprises, the Law on Securities and the Charter of the Company;

g. To make decisions on solutions for market expansion, on marketing and technology;

h. To approve the contracts on the purchase, sale, loan, loan grant and other ones with their values equal or higher than 35% of the total value of assets stated in the latest financial statement of the Company, except such contracts, transactions of the Company with related persons according to the regulations of the Law on Enterprises and this Charter;

i. To appoint, dismiss the Board of Directors' Chairman, appoint, dismiss, sign and terminate the contract with the Chief Executive Officer or managers or representative of the Company as follows: Deputy Chief Executive Officers, Chief accountant, Branches directors of the Company. to make decisions on salaries and other benefits of such executives; to appoint an authorized representative to exercise ownership rights of shares or of capital contributed to other companies, and to make decisions on the level of remuneration and other benefits of authorized representatives;

j. To supervise and direct the Chief Executive Officer and managers of the Company in conducting the daily business operation;

k. To make decisions on the organizational structure and internal management rules, to make decisions on the establishment of subsidiary companies, the establishment of branches, transaction offices and representative offices and on capital contribution to or purchase of shares in other enterprises within the limits stipulated by the law and the Charter of the Company;

l. To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or to obtain written opinions in order for the General Meeting of Shareholders to pass resolutions;

m. To submit annual final financial statements and reports on operation of the Board of Directors to the General Meeting of Shareholders;

n. To recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operation;

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

p. To establish a standard procedure for convening a meeting, voting and deciding a resolution at the meeting of the Board of Directors for obtaining the approval of the General Meeting of Shareholders; to set up the process and procedure for the nomination, candidacy, election, dismissal and removal of the Board of Directors' member; to establish the rules on the process, procedure for the selection, appointment, dismissal of the Company's manager and the procedure 26 for coordinating the operations between the Board of Directors with the Board of Supervisor and the Chief Executive Officer; to build up the mechanism for assessing the performance, appraising the merit, rewarding and imposing the penalty towards the members of the Board of Directors, the Chief Executive Officer and managers of the Company;

q. To establish the divisions or appoint a person in charge of internal control and risk management in order to prescribe the policy on the strategic management of risks during the operation of the Company and to check for assessing the suitability, efficiency of the risk management system already established in the Company;

r. To implement the prevention and settlement of the conflicts which may occur between the shareholders and the Company. The Board of Directors may appoint employees in order to implement the necessary systems or establish a specialized division in charge of handling the conflicts within the Company or serving such purpose;

3. The Board of Directors shall approve its decision by voting at the meeting, collecting written opinions. Each member of the Board of Directors shall have one (01) vote.

4. The Board of Directors may authorize its Chairman to partly implement the powers and functions of the Board of Directors during the period where it does not organize any meeting. The content of the authorization must be defined clearly, specifically. For critical issues related to the vital interests of the Company, it is not allowed to authorize the Chairman of the Board of Directors to make any decision.

5. When implementing its functions, rights and obligations, the Board of Directors must comply with the law, the Company's Charter and decisions of the General Meeting of Shareholders. If any resolution approved by the Board of Directors is contrary to the provisions of the law or the Company's Charter and causes damages to the Company, then the members who agreed to pass such resolution shall be jointly and personally liable for it and they must compensate the Company for such damages; any member who opposed the ratification of the above mentioned resolution shall be exempted from any responsibility.

6. If the resolutions approved by the Board of Directors are contrary to the provisions of the law and the Company's Charter, the shareholders holding shares in the Company for a minimum consecutive period of at least one (01) year shall be entitled to request the Board of Directors suspend the execution of the above mentioned resolution.

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

a. Rights of members of the Board of Directors:

- Right to be provided with information:

+ Members of the Board of Directors shall be entitled to request the members of the Management and the manager of the Company to provide information, documents on the financial situation, business operation of the Company and other units in the Company;

+ The manager of the Company is required to provide timely, fully and accurately the information, documents at the request of any member of the Board of Directors;

+ Order, procedure to request and supply information: the members of the Board of Directors send a written request for supplying information to members of the Board of Management and the manager of the Company. The document specifying the information to be provided, the time limit for the supply. Written requests for information should be sent simultaneously to other members of the Board of Supervisors for monitoring and supervision.

- Right to obtain the remuneration and other benefits:

+ The Company is entitled to pay remuneration and salaries to members of the Board of Directors based on the business results and efficiency;

+ The remuneration, salaries and other benefits of members of the Board of Directors shall be paid in accordance with the following provisions: Remuneration for work shall be calculated on the basis of the number of working days necessary to fulfil the duties of the members of the Board of Directors and the daily rate of remuneration. The Board of Directors shall estimate a rate of remuneration for each member on the principle of unanimous agreement or shall direct equal sharing in the case of disagreement. The total amount of remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting;

+ Members of the Board of Directors shall be entitled to get paid for all the expenses of traveling, meal, accommodation and other reasonable expenditures that they had to spend during the execution of their duties as members of the Board of Directors;

+ The remuneration of members of the Board of Directors shall be included in the business expenses of the Company in accordance with the laws on corporate income tax and shall be presented as a separate item in the annual financial statements of the Company and shall be reported to the General Meeting of Shareholders at its annual meeting.

b. Obligations of a member of the Board of Directors:

- To exercise his or her delegated powers and perform his or her delegated duties strictly in accordance with the law;

- To exercise transparency of interests and persons involved according to Article 159 of Law on Enterprise;

- To perform other obligations in accordance with the law and the Charter of the Company.

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

1. Number and composition of members of the Board of Directors

a) The number of members of the Board of Directors shall have three (03) members. Among them, the total number of independent members must occupy at least one third (1/3) of the total number of members in the Board of Directors.

b) The number of members of the Board of Directors residing permanently in Vietnam must be at 1/3 of the total number of members in the Board of Directors.

2. Term of members of the Board of Directors

a. The term of the members of the Board of Directors shall be three (03) years and members of the Board of Directors may be re-elected for unlimited number of terms.

b. In case all the members of the Board of Directors have their terms ended but the General Meeting of Shareholders has not yet voted new members, the above mentioned members shall remain to be members of the Board of Directors until the new members shall be elected for replacement and for taking over the works.

c. The term of an additional member who is elected or of a member who is elected to replace a member who was disqualified, removed or discharged during a term of office shall be the residual period of the term of the Board of Directors.

Article 36. Appointing a member of the Board of Directors and qualifications, conditions to be a member of the Board of Directors

1. The appointment of a person to the Board of Directors shall be implemented according to the following mechanism:

a. The shareholders holding shares with voting rights for at least six (06) consecutive months are entitled to add up the number of voting rights of each member to nominate candidates for the Board of Directors.

b. The number of norminated candidates depend on number of candicates decided by the General Meeting of Shareholders and the shareholding percentage of shareholders or shareholders group, as follows: A shareholder or group of shareholders holding 10% to less than 20% of total number of voting shares for a consecutive period of at least six (6) months shall be entitled to nominate one (01) candidate; those holding between 20% and less than 30%, 30% and less than 40%, 40% and less than 50%, 50% to less than 60%, 60% to less than 70%, 70% to 80%, 80% to less than 90% of share can nominate up to two (02), three (03), four (04), five (05), six (06), seven (07) and eight (08) candidates, respectively.

2. In case the number of candidates to the Board of Directors through nomination or candidacy still does not reach the necessary number of members, the incumbent Board of Directors or Board or Supervisor can nominate more candidates or organize the nomination following another mechanism. The mechanism of nominating candidates or the method by which the incumbent Board of Directors, the Board of Supervisor , other shareholders nominate the candidates to the Board of Directors must be clearly proclaimed and approved by the General Meeting of Shareholders before implementing any nomination.

3. The candidates to the Board of Directors must satisfy the qualifications and conditions stipulated in Clause 4 of this Article.

4. Qualifications and conditions for being a member of the Board of Directors:

a. Having full capacity of civil act, not being prohibited from managing an enterprise as prescribed by the Law on Enterprises;

b. Having professional level, experiences in business management or experiences in the securities, finance and banking sectors;

c. Not being the Chief Executive Officer, member of the Board of Directors, member of the Board of Members of another securities company; not concurrently being a member of the Board of Directors of more than five (05) other companies;

d. Not being a former member of the Board of Directors or legal representative of a company that was bankrupt or prohibited to operate due to serious violation of the law;

5. Unless otherwise prescribed by regulations of law on securities, The Independent members of the Board of Directors is a non-executive members of the Board of Directors and has criteria and requirements, as follows:

a. Not be a current employee of the company or its subsidiaries; not be a person that used to work for the company or the company's subsidiaries over the previous 03 consecutive years;

b. Not be a person receiving salaries, wages from the company, except for the benefits to which Members of the Board of Directors are entitled.

c. Not have a spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling being a major shareholder of the company, being a manager of the company or the company's subsidiary;

d. Not directly or indirectly hold at least 1% of the company's voting shares;

e. Not ever hold the position of Member of the Board of Directors, the Board of Supervisor over at least the previous 05 consecutive years.

6. Independent members of the Board of Directors must notify the Board of Directors of their failure to satisfy the conditions prescribed in Clause 2 of this Article. Such members are obviously no longer independent members of the Board of Directors from the day on which conditions are not satisfied. The Board of Directors shall report the cases in which independent members of the Board of Directors no longer satisfy conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect new independent members within 06 months from the day on which the independent member's notification is received.

7. The qualifications and conditions stipulated in this Article shall be applied at the same time to the members of the Board of Directors who are elected additionally and/or for replacement.

Article 37. Chairman of the Board of Directors

1. The Board of Directors shall select among its members and vote to obtain its Chairman.

2. Unless otherwise stated by the annual General Meeting of Shareholders, the Chairman of the Board of Directors may not concurrently act as the Chief Executive Officer of the Company. The Chairman of the Board of Directors cum Chief Executive Officer must be approved each year by the annual General Meeting of Shareholders.

3. The Chairman of the Board of Directors shall have the following rights and duties:

a. To prepare working plans and programs of the Board of Directors;

b. To prepare the agenda, contents and documents serving the meeting, convene the meetings of the Board of Directors;

c. To organize the implementation of the Board of Directors' resolution;

d. To supervise the organization the implementation of the Board of Directors' resolutions;

e. To preside the General Meeting of Shareholders and meetings of the Board of Directors;

f. To lead and ensure the efficient operation of the Board of Directors;

g. To build up, implement and review the procedures governing the operations of the Board of Directors;

h. To regularly meet the Chief Executive Officer and play the role of coordination between the Board of Directors and the Chief Executive Officer;

i. To ensure the exchange of full, timely, accurate and clear information between the members and the Chairman of the Board of Directors;

j. To ensure the efficient communication and contact with the shareholders;

k. To organize the periodical assessment of the works done by the Board of Directors, its divisions and each member;

1. To create favorable conditions to enable the independent members of the Board of Directors operate efficiently and to establish the positive relationship between the executive and nonexecutive members of the Board of Directors;

m. To exercise other duties and responsibilities as required by the General Meeting of Shareholders and the Board of Directors based on the actual demand and situation;

4. Where the Chairman of the Board of Directors is absent or cannot carry out his/her duties, another member shall be authorized by the Chairman to exercise the rights and fulfill the obligations of the Chairman of Board of Directors according to the principles established in this Charter. Where the Chairman temporarily cannot carry out his duty due to reasons of force majeure or lost the capacity to carry out his duty without any authorization to another member, the Board of Directors can elect another person among the members to carry out the duty of the Chairman based on the principle of majority.

5. Where necessary, the Chairman of the Board of Directors may employ a secretary to the company to help the Board of Directors and its Chairman fulfilling the obligations under their authorities in conformity with the law. The Company Secretary shall have the following rights and obligations as prescribed by the Article 46 of this Charter.

6. The Chairman of the Board of Directors may be dismissed according to the decision of the Board of Directors..

Article 38. Meetings of the Board of Directors and minutes of meetings

1. The Board of Directors may hold periodical or extraordinary meetings. Periodical meetings of the Board of Directors shall be convened by the Chairman at any time necessary, however, at least once (01) every quarter.

2. If the Board of Directors elects the Chairman, the first meeting of the Board of Directors' term of office for electing the Chairman and adopt other decisions under its authority shall be conducted within seven (07) working days counted from the date where the election of the Board of Directors in such term of office ended. Such meeting shall be convened by the member who obtains the highest number of votes. If more than one member have equal and highest numbers of votes, the voting members shall elect by majority vote one of them to convene the meeting of the Board of Directors.

3. The Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors in following cases:

- a. Upon request of The Board of Supervisor or independent members;
- b. Upon request of The Chief Executive Officer or at least five (05) other managers;
- c. Upon request of at least two (02) executive members of the Board of Directors;

The request of the meeting must be in writing, clearly states the objectives, issues to be discussed and decided under the competence of the Board of Directors.

4. The Chairman of the Board of Directors shall convene the meeting of the Board of Directors within seven (07) working days as of the receiving date of the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to do so, he/she shall be responsible for damages occurred to the Company and the requesters shall be entitled to convene the meeting of the Board of Directors by themselves

5. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send the notice of and invitation to the meeting, at the latest three (03) days prior to the meeting date, to the members of the Board of Directors, members of the Board of Supervisor and Chief Executive Officer. The invitation must define specifically the time and venue of the meeting, agenda, issues to be discussed and decision with enclosed documents used

at the meeting and the votes of members that will not attend the meeting. Invitations may be sent by method based on Law on Enterprise.

6. Supervisors shall be entitled to attend and discuss in the meetings of the Board of Directors but they have no voting right.

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

8. Members of the Board of directors are deemed to have been present and voted in the meeting in these circumstances:

a. They appeared and voted directly in the meeting;

b. They authorised to other person to attend the meeting based on Clause 10 of this Article.

c. They participated and voted in an online meeting or in similar manners;

d. They sent their voting cards to the conclave by mail, fax or email. Voting cards mailed to the conclave must be put in sealed envelopes and delivered to the Chairman of the Board of directors no later than one hour prior to the start of the conclave. Voting cards shall only be taken out of envelopes in the presence of all attendees..

9. The Board of Directors shall pass the resolutions and issue the decisions by complying with the positive votes of the majority of the members present at the meeting. In case the numbers of positive and negative votes are equal, the vote of the Chairperson shall be the final.

10. Members must attend all meetings of the Board of Directors. A member can authorise another attendee if approved by most of the members of the Board of Directors.

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

Article 39. Removing, dismissing and supplementing members of the Board of Directors

1. A member of the Board of Directors shall be removed and discharged in the following cases:

a. Any member of the Board of Directors who no longer satisfies the qualifications and conditions as prescribed in Article 32 of this Charter;

b. Any member of the Board of Directors who did not participate in any activity of the Board of Directors for a consecutive period of six (06) months, except in the event of Force majeure;

c. Upon written notice of resignation;

2. Upon resolution of the General Meeting of Shareholders.

3. The Board of Directors shall convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases: The number of members of the Board of Directors decreases by more than one third (1/3) of the number stated by the Charter of the Company. In this case, the Board of Directors shall convene a General Meeting of Shareholders within a period of not more than sixty (60) days from the day in which the number of members of the Board of Directors decreased by more than one third;

4. For other cases, the General Meeting of Shareholders shall vote new member for replacing the one being dismissed, removed in the most recent meeting.

Article 40. Internal Audit and Risk Control Divisions of the Board of Directors

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

a. To assess independently the suitability and compliance of the General Meeting of Shareholders, and the Board of Directors with the legal policies, Charter of the company and resolutions;

b. To inspect, review and assess the adequacy, efficiency and effectiveness of the internal control system under the Chief Executive Officer in order to render this system perfectly;

c. To assess the compliance of the business operation with the internal policies and procedures;

d. To advise the establishment of internal policies and procedures;

e. To assess the compliance with the laws, the control of the measures to ensure the safety of the Company's assets;

f. To assess the internal audit through the financial information and course of the business operations;

g. To assess the process for determining, evaluating and managing the business risks;

h. To assess the efficiency of the operations;

i. To assess the compliance with the contractual commitments;

j. To implement the control of the information technology system;

k. To investigate the internal violations in the Company;

1. To implement the internal audit of the Company and its subsidiaries;

2. To Function and operational principle of the Risk Control Division:

a. To prescribe the policy, strategy for risk control; criteria for evaluating the risks; overall risk level of the Company and of each department of the Company;

b. To assess independently the suitability and compliance with the policies, processes of risk control established in the Company;

c. To inspect, review and assess the adequacy, efficiency and effectiveness of the internal risk control system under the Chief Executive Officer in order to render this system perfect;

3. Requirement for the personnel of the Internal Audit Division:

a. A personnel of the division must not be penalized in the past by a fine or higher level of penalty for any act of violation in the sectors of securities, banking, insurance within five (05) most recent years to the year of his/her appointment to the division;

b. The Head of the Internal Audit Division must be a qualified person having the professional level in the fields of law, accounting, auditing, enough experiences, reputation, authority to implement efficiently the assigned duty;

c. A personnel of the Division must not be related to the heads of professional departments, person practicing the business of the Company, Chief Executive Officer, Deputy Chief Executive Officer, Branch Director in the Company;

d. A personnel of the division must have the Certificate of basic matters related to the securities and securities market and Certificate of Law Study on the securities and securities market or Certificate of Practicing the securities business;

e. Staff of the division may not concurrently hold other positions in the Company.

III. Board of Management

Article 41. Composition, term of members of Board of Management; rights and obligations of Chief Executive Officer and members of Board of Management

1. Composition of members of Board of Management includes: Chief Executive Officer, Deputy Chief Executive Officers and Chief Accountant.

2. The members of the Board of Management hired or appointed by the Board of Directors. The term of the Chief Executive Officer shall not exceed three (03) years; [the Chief Executive Officer] may be re-appointed for an unlimited number of terms.

3. The Board of Management must set up and maintain a risk management system comprising rules, apparatus and staff members to ensure prevention of risks which are likely to affect the interests of the Company and its clients; and an internal control system comprising the rules, apparatus and independent and full-time staff members, and internal rules or regulations applicable to all positions, entities, sections and activities of the Company to ensure the objectives in accordance with the law.

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

a. Specific responsibilities and duties of members of the Board of Management;

b. Regulations on order and procedures for holding and participation in meetings;

c. Responsibility of the Board of Management for reporting to the Board of Directors or the Supervisory Board.

5. Rights and obligations of the Chief Executive Officer

The Chief Executive Officer shall manage the day-to-day business operations of the Company; shall be subject to supervision by the Board of Directors and shall be responsible to the Board of Directors and before the law for the performance of his or her delegated duties. The specific duties and powers of the Chief Executive Officer shall comprise:

a. To make decisions on all issues relating to the day-to-day business operations of the Company not requiring resolutions of the Board of Directors;

b. To organize the implementation of resolutions of the Board of Directors;

c. To organize the implementation of business plans and investment plans of the Company;

d. To make recommendations on the organizational structure or issue regulations on internal management of the Company;

e. To appoint, remove and dismiss managerial positions in the Company, except for those subject to the approval of the Board of Directors;

- f. To make recommendations on plans for using profit or dealing with business losses;
- g. To recruit employees;
- h. To make decisions on wages and other benefits to the employees of the Company, including management positions under the appointment of the Chief Executive Officer;

6. The Chief Executive Officer shall manage the day-to-day business operations of the Company in accordance with the law, the Charter of Company, the labor contract signed with Company and resolutions of Board of Director. Where the Chief Executive Officer breaches this regulation causing damage to the Company, the Chief Executive Officer must be accountable to the law and responsibility for compensating for such damage.

7. Obligations and interests of members of Board of Management:

a. Interests of members of Board of Management:

- Members of Board of Management shall be entitled to salary based on the business results and efficiency. The salary and other interests of the members of Board of Management shall be determined by the Board of Directors.

- The remuneration and salary of members of the Executive Management Board shall be included in the business expenses of the Company in accordance with the law and shall be presented as a separate item in the annual financial statements of the Company and shall be reported to the General Meeting of Shareholders at its annual meeting.

b. Obligations of members of Board of Management:

- To exercise obligations of manager of the Company in accordance with the law;
- To publicize benefits and related persons in accordance with the provision of Article 159 of Law on Enterprises;
- Other obligations in accordance with the Law and the Charter of the Company.

Article 42. Standards and conditions of Chief Executive Officer

1. To have full capacity for civil acts and not being prohibited from management of enterprises by the Law on Enterprises.
2. To have qualifications and experiences in business administration sectors.
3. Not being concurrently a member of Board of Directors, Board of Members of another securities company; not working concurrently to other enterprises.
4. Meet the Conditions of Chief Executive Officer of a securities company as specified in legislative documents guiding the organization and operation of securities companies.

Article 43. Removing and dismissing of Chief Executive Officer

The Chief Executive Officer shall be removed or dismissed in the following cases:

1. Failure to satisfy the criteria and conditions for being the Chief Executive Officer stipulated in article 38 of this Charter.
2. Upon written notice of resignation.
3. Upon resolution of the Board of Directors.

Article 44. Internal Control Unit and Risk Management Unit under the direction of Chief Executive Officer

1. The Internal Control Unit is responsible for controlling the compliance within the Company regarding the following aspects:

a. Supervise the compliance with the provisions of Laws, the Company's Charter, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, rules, operational processes and risk management procedures of the Company, of relevant units and individuals within the Company operating in securities sector;

b. Supervise the implementation on internal regulations, the potential conflicts of interest within the Company, particularly in respect of the business activities of the Company and individual transactions of the Company's employees; supervise the enforcement of obligations of managers and employees in the Company, enforcement of obligations of partners regarding the authorized activities;

c. Review the contents of and supervise the implementation of the rules of professional conduct;

d. Supervise the compliance with regulations of financial safety;

e. Separate the clients' assets;

f. Protect and preserve clients' assets;

g. Control the compliance with laws on anti-money laundering;

h. Other tasks as assigned by the Chief Executive Officer.

2. Criteria and conditions for personnel of the Internal Control Unit:

a. The Head of Internal Control Unit must have qualifications in law, accounting, audit; have sufficient experience, prestige and competence to effectively execute assigned tasks;

b. Not being related person to the heads of professional departments, task executors, the Chief Executive Officer, Deputy Chief Executive Officers, Branch Directors in the Company;

c. Have practicing certificate in securities or a certification in "Fundamental issues of securities and securities market"; certification in "Laws on securities and securities market";

d. Not concurrently take another job in the Company;

3. Duties of the risk management system:

a. Identify the policies and the level of risk tolerance of the Company;

b. Identify risks of the Company;

c. Measure risks;

d. Supervise, prevent, detect and handling risks.

IV. Board of Supervisor

Article 45. Members, term and composition of the Board of Supervisor

1. The Company's Board of Supervisor consists of 03 members.

2. The term of office of a member of Board of Supervisor is up to three (03) years without term limit. If term of office of all Supervisors expires at the same time and Supervisors of the new term are not elected, the retiring Supervisors shall keep performing their rights and obligations until Supervisors of a new term are elected and take office.

3. Members of the Board of Supervisor are elected by the General Meeting of Shareholders on the principle of cumulative voting. Supervisors shall elect one of them as the Chairman of the Board of Supervisor under the majority rule.

4. Members of the Board of Supervisor are elected by the General Meeting of Shareholders on the following principles: The shareholders holding shares with voting rights for at least six (06) consecutive months are entitled to add up the number of voting rights of each

member to nominate candidates for the Board of Supervisor . A shareholder or group of shareholders holding 10% to less than 20% of total number of voting shares for a consecutive period of at least six (6) months shall be entitled to nominate one (01) candidate; those holding between 20% and less than 30%, 30% and less than 40%, 40% and less than 50%, 50% to less than 60%, of share can nominate up to two (02), three (03), four (04) and five (05) candidates, respectively.

5. Over a half of the Board of Supervisor must be permanently residing in Vietnam. Head of the Board of Supervisor must be a professional accountant or auditor. The Head of the Board of Supervisor shall have the rights and responsibilities as follows:

- On behalf of the Board of Supervisor, to supervise the Board of Directors and the Chief Executive Officer in managing and operating the Company according to the regular inspection and review plans;

- Other contents as assigned, agreed between Supervisors.

Article 46. Rights and obligations of the Board of Supervisor

1. Rights of the Board of Supervisor :

a. Supervise the Board of Directors, Director and the Chief Executive Officer in managing the company;

b. Inspect the rationality, legitimacy, truthfulness, and prudence in the management and business operations; systematicness, consistency and standardization of accounting, statistics and financial reporting;

c. Inspect the sufficiency, legitimacy, and truthfulness of business outcome reports, annual and biannual financial statements of the Company, assessment report of the management of the Board of Directors, and submit the inspection report at the annual general meeting;

d. Review, check, assess the effect and effectiveness of the internal control system, internal audit system, risk management and early warning system of the company;

e. Examine accounting books, accounting records and other documents of the Company; managerial and administrative works of the Company where necessary or under the Resolutions 39 of the General Meeting of Shareholders or at the request of the shareholder or group of shareholders prescribed in Article 18 of this Charter;

f. If there is a request from individual shareholders or a group of shareholders provided for in Article 18 of this Charter, the Board of Supervisor shall investigate within seven (07) working days from the date of receipt thereof. Within fifteen (15) days from the end of the inspection, the Board of Supervisor shall report the issues to the Board of Directors and the shareholder or group of shareholders who made the request. The inspection mentioned in this Clause must not obstruct the normal operation of the Board of Directors and must not interrupt the company's business administration;

g. Propose changes and improvements to the organizational structure, management, supervision, and operation of the Company to the Board of Directors or the General Meeting of Shareholders;

h. Upon detection of a member of the Board of Directors, or the Chief Executive Officer breaching the obligations of a manager of the Company as stipulated in the Law on Enterprises or this Charter, the Board of Supervisor shall give immediate written notice to the Board of Directors and request the person to cease the breach and take measures to remedy any consequences;

i. Upon detection of a member of the Board of Directors or Chief Executive Officer breaching the laws or this Charter to the detriment of the interests of the Company, shareholders

or customers, the Board of Supervisor has the responsibility to request the breaching person to explain within a certain period or request to convene the General Meeting of Shareholders to resolve. The Board of Supervisor must inform breaches of the laws in writing to the State Securities Commission within seven (07) working days from the date of detection;

j. Develop supervision process and procedures to be approved in the General Meeting of Shareholders;

k. Conduct other rights and duties stipulated in the Law on Enterprises, the Company's Charter and Resolution of the General meeting of Shareholders;

2. During their course of action, the Board of Supervisor have the following rights and duties:

a. Rights of the Board of Supervisor :

- Employ independent consultants and internal audit department of the Company to perform given duties;

- Attend and discuss at meetings of the Board of Directors, General Meetings of Shareholders, and other meetings of the Company;

- Seek opinions of the Board of Directors before submitting reports, conclusions, and proposals to the General Meeting of Shareholders;

- Be entitled to full access to information:

+ Invitations, absentee ballots, and enclosed documents shall be sent to the Board of Supervisor at the same time and in the same manner as Members of the Board of Directors;

+ Resolutions and minutes of meetings of the Board of Directors and General Meetings of Shareholders shall be sent to the Board of Supervisor at the same time and in the same manner as shareholders and Members of the Board of Directors;

+ Reports of the Chief Executive Officer submitted to the Board of Directors and other documents issued by the Company shall be sent to the Board of Supervisor at the same time and in the same manner as Members of the Board of Director;

+ Supervisors are entitled to access documents of the company which are kept at the headquarter, branches, and other locations; entitled to enter working places of managers and employees of the Company during working hours;

+ The Board of Directors, members of the Board of Directors, Chief Executive Officer, and other managers must provide sufficient, accurate, and timely information, documents about the management of the company at the request of members of the Supervisors or the Board of Supervisor .

- Members of the Board of Supervisor shall receive remuneration and other benefits under decisions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total remuneration and annual operating budget of the Board of Supervisor . Members of the Board of Supervisor shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services and expenses arising at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisor approved by the General Meeting of Shareholders, except where otherwise decided by the General Meeting of Shareholders. Remuneration and operating costs of the Board of Supervisor shall be included in business expenses of the Company in accordance with the laws on corporate income tax and other relevant laws, and must be presented in a separate item in the annual financial statements of the Company.

b. Duties of the Board of Supervisor :

- Comply with the laws, the Company's Charter, decisions of the Shareholders' Meeting and professional ethics in exercising assigned rights and tasks;

- Perform the given rights and obligations with honesty, prudence and in the best interest of the Company;

- Act in the best interest of the Company and its shareholders; do not use information, industry secrets, business opportunities or assets of the Company or misuse one's position, power, for self-seeking purposes or serving the interest of other entities;

- Other obligations as provided for by laws and this Charter.

3. The Supervisor who violates regulations in Paragraph b, Clause 2 of this Article and thus causes damage to the company or other persons shall take personal responsibility or pay compensation for such damage. All incomes and other benefits of such Supervisor shall be returned to the Company.

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

Article 47. Operations and meetings of the Board of Supervisor

1. The Board of Supervisor must issue regulations on operations, process, procedures and meetings of the Board of Supervisor to be approved by the General Meeting of Shareholders.

2. The Board of Supervisor shall meet at least two (02) times per year.

3. The Board of Supervisor meeting shall take place if at least two thirds (2/3) of the members attend the meeting.

Article 48. Standards and conditions of Supervisors

1. Be legally competent and not banned from establishing and managing businesses as prescribed by the Law on Enterprises.

2. Not hold any managerial position in the Company.

3. Not a spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling of any member of the Board of Directors, Chief Executive Officer, or any other manager.

4. The Chairman of the Board of Supervisor may not concurrently be a member of the Board of Supervisor or manager of another securities company.

Article 49. Dismissal of members of Supervisor Board

1. One person is no longer a member of the Board of Supervisor in the following cases:

a. No longer satisfies the standards and conditions to be a Supervisor prescribed in Article 44 of this Charter;

b. Fails to perform his/her rights and obligations for six (06) consecutive months, except for force majeure events;

c. written resignation is sent to the head office of the Company and approved;

2. Members of the Board of Supervisor may be dismissed in the following cases:

a. Fails to fulfill the given tasks or duties;

b. Commit serious or repeated violations of Supervisor's obligations prescribed by the Law on Enterprises and this Charter;

c. Under Resolution of the General Meeting of Shareholders.

Chapter IV HANDLING OF RELATIONSHIP WITH RELATED PARTIES

Article 50. Potential disputes

1. Cases shall be deemed as a dispute between the Company and the relevant partners when disputes or complaints arise between:

a. The shareholders and the Company;

b. C^o Shareholders and the Board of Directors, the Chairman of the Board of Directors, members of the Board of Management, Board of Supervisor, members of the Board of Supervisor, Chief Executive Officer or manager of the Company;

c. Clients or other relevant partners of the Company.

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

Article 51. Dispute resolution

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

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

3. Costs of negotiation, mediation and arbitration or court costs:

a. The parties will bear its costs related to the procedure of negotiation and reconciliation;

b. Who will bear cost of the arbitration and court shall be decided by the Arbitration and Court in accordance with law.

Article 52. Transactions subject to approval

a. Contracts and transactions between the Company and the following entities must be approved by the General Meeting of Shareholders or by the Board of Directors:

- A shareholder or authorized representative of a shareholder holding ten (10) percent of the ordinary shares of the Company and its related persons;

- A member of the Board of Directors, and of the Board of Management; Related persons of a member of the Board of Directors and of a member of the Board of Management;

- Other enterprises in accordance with Law on Enterprises;

b. Any contract and transaction valued at less than thirty (30) per cent of the total value of assets recorded in the most recent financial statement of the Company shall be approved by the Board of Directors. In this case, the legal representative shall send to members of the Board of Directors and at the same time, display at the head office and branches of the Company the draft contract or give notice of the main contents of the transaction to members of the Board of

Directors. The Board of Directors shall make a decision on approval of the contract or transaction within fifteen (15) days from the date of display; and any member with related interests shall not have the right to vote;

c. Contracts and transactions other than the case stipulated in Paragraph b Clause 1 of this article shall be approved by the General Meeting of Shareholders. In this case, the legal representative shall give notice to Board of Director and Board of Supervisor about objects related to such contract, transaction; and at the same time, display the draft contract or give notice of the main contents of the transaction. The Board of Directors shall submit the draft contract or explain the main contents of the transaction at the General Meeting of Shareholders or collect written opinions from shareholders. In this case, shareholders with related interests shall not have the right to vote. Contracts and transactions shall be approved where shareholders representing sixty five (65) per cent of the total remaining votes agree;

d. Contracts and transactions, which become binding or proceed against Point a and b of this Section and cause damage to the Company, shall be void and handled according to the laws. Individuals signing contracts or concluding transactions, contributing members involved and their related people shall make restitution for damage caused and return to the Company their earnings from such contracts or transactions, which were dealt against regulations or undermined the Company.

Article 53. Reporting and information disclosure

1. Disclosure obligations

a. The Company must follow the information disclosure regime, regular and ad hoc reporting in accordance with the law on securities and securities market or at the request of the competent State agency in an adequate and timely manner. The Company shall be liable for the accuracy and truthfulness of the information and data disclosed or reported;

b. The disclosure is made in a manner to ensure that shareholders and the public investors can have equal access to information at the same time. The language used in the disclosure of information should be clear and easy to understand to avoid confusion to shareholders and the public investors.

2. Contents to be disclosed:

a. The Company shall disclose information concerning its performance, including:

- Disclose financial statements, reports on prudential financial ratios and other reports on a regular basis in accordance with laws;

- Disclose unusual information within 24 hours since occurrence or detection of the event as prescribed by law;

- Disclose information upon request of the competent authorities.

b. The Company must disclose information about the corporate governance in annual Shareholders' Meetings and annual financial statements.

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

a. Possess knowledge of accounting, finance and adequate IT skills;

b. Publicize name, office phone number for shareholders to easily contact;

c. Have enough time to perform their functions, especially in communicating with shareholders, receiving their feedback and disclose information, respond to feedback and other corporate governance issues on a regular basis as prescribed by laws.

4. Information discloser: The disclosure must be done by legal representatives of the Company or a person authorized to disclose information. The Company's legal representative shall be liable for the content of information disclosed.

Chapter V

FINANCIAL MANAGEMENT AND ACCOUNTING

Article 54. Fiscal year

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

2. The first fiscal year of the Company commences on the establishment date and ends on the 31st December of that year. Where the first fiscal year of the Company is less than four (04) months, the financial statement for such year shall be audited together with the financial statements for the next fiscal year.

Article 55. Accounting System

1. The Company uses the Vietnam Accounting System (VAS) or accounting system approved by the Ministry of Finance and in compliance with accounting policies for securities firms issued by the Ministry of Finance and related guidelines. The company is subject to the inspection of state agencies on the implementation of accounting - statistics policies.

2. The Company prepares accounting books in Vietnamese and keeps the records and accounting books in line with the Company's business activity. Records and accounting books must be accurate, current, and complete to demonstrate and explain the Company's transactions.

Article 56. Audit

1. Annual financial statements, reports of prudential financial ratios as at December 31, semi-annual financial statements, reports of prudential financial ratios as at June 30 of the Company must be audited by an independent audit firm in accordance with regulations.

2. Independent audit firm and their staff performing the audit for the Company must be first approved by the State Securities Commission. Annual General Meeting of Shareholders shall designate an independent audit firm or approve the list of the independent audit firm and authorize the Board of Directors to select one of these for conducting audit of the Company for the next fiscal year based on the Terms and Conditions agreed with the Board of Directors. Securities companies may not change the approved auditor within the fiscal year, unless the parent company changes their approved auditor or the approved auditor is suspended or disqualified.

3. After the end of the fiscal year, the Company shall prepare and submit annual financial statements to the independent audit firm. Independent auditing firm shall verify and certify the Company's annual financial statements showing the Company's revenues and expenses, prepare the audit report to submit to the Board of Directors within ninety (90) days from the end of the fiscal year.

4. A copy of the audit report shall be attached to the Company's annual financial statements.

5. Auditors performing the audit shall be allowed to attend any general meeting of the Shareholders and be entitled to receive the same notices and other information related to the

Shareholders' General Meeting as the shareholders and voice their opinions in the Meeting on audit-related issues.

Article 57. Principles of profit distribution

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

3. Where the payment of dividends or other payments relating to one class of share is made in cash, the Company must make such payment in Vietnamese Dong. The payment may be made directly or via banks based on bank details provided by shareholders. The payment of dividends in respect of shares listed on the Stock Exchange may be made via a securities company or Vietnam Securities Depository.

4. Date of closure of the list of shareholders and date of payment of dividends or bonus:

The Board of Directors shall make a decision on the date of closure of the list of shareholders and date of payment of dividends or bonuses in accordance with the plan of the General Meeting of Shareholders.

Article 58. Dealing with losses in business

Losses in the previous year shall be dealt with in the subsequent year if the Company generates profit from its business in such subsequent year.

Article 59. Establishment of funds in accordance with regulations

1. Each year, the Company shall set aside an amount from the after-tax profits for establishing the following funds:

- a. Reserve fund for supplementing charter capital;
- b. Reserve for finances and professional risks;
- c. Reward and welfare fund;
- d. Other funds stipulated by law.

2. The rate of contribution, limits of contribution and the management and use of the funds set out in clause 1 of this article shall be implemented in accordance with the applicable laws.

Chapter VI

RESTRUCTURING, DISMISSAL AND BANKRUPTCY OF THE COMPANY

Article 60. Company Restructuring

1. The Company shall be consolidated, merged, or transformed upon approval of the State Securities Commission.

2. The order and procedures for consolidation, merger or transformation shall follow the Law on Enterprises, Law on Securities and relevant laws.

Article 61. Dismissal

1. The Company shall be dismissed or terminated in either of the following cases:

- a. At the expiration of the term of operation of the Company, even after extension;
- b. Đại hội đồng cổ đông quyết định giải thể Công ty trước thời hạn và được UBCK chấp thuận;

c. The General Meeting of Shareholders decides to dismiss the Company before expiration and be approved by the State Securities Commission;

d. Other cases prescribed by law.

2. The Company shall only be dismissed if all debts and liabilities can be settled and the Company is not involved in any dispute at a court or arbitration tribunal.

3. The process, procedures and dossiers of dismissal shall follow the provisions of this Charter, the Law on Enterprises, the Law on Securities and guiding documents.

Article 62. Bankruptcy

The bankruptcy of the Company shall follow the provisions of the law on bankruptcy of enterprises operating in the fields of finance and banking.

Chapter VII

SUPPLEMENTATION AND AMENDMENT TO THE CHARTER

Article 63. Supplementation and amendment to the charter

1. Amendments and supplementations to this Charter shall be considered and decided by the General Meeting of Shareholders.

2. Where the provisions of law relating to the Company's operations are not mentioned in this Charter or where new rules of law specifically regulating the operation of securities companies conflict with the terms of this Charter, the provisions of law shall prevail and The Company's Charter shall be adjusted accordingly.

Chapter VIII

EFFECTIVENESS

Article 64. Effective date

1. This Charter consists of eight (08) Chapters and sixty-four Articles and the whole text was approved by the HFT's General Meeting of Shareholders in the annual General Meeting of Shareholders 2019 in accordance with Resolution no. 02/2019/NQ-ĐHĐCĐ dated May 15th, 2019.

2. This Charter is made into one (01) original copy.

3. This Charter is the official and original.

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

5. This Charter has been effective since May 15th, 2019.

6. Signature of **Legal representative of the Company**

(Sign, full name and stamp).