

**CHƯƠNG TRÌNH HỌP ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2023**

**THE AGENDA OF 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

<b>Thời gian Time</b>	<b>Nội dung Contents of the meeting</b>
8:30 ÷ 9:00	<p><b>Đón khách và kiểm tra tư cách cổ đông /Welcome guests and shareholder's verification:</b></p> <ul style="list-style-type: none"> <li>○ Đón tiếp và đăng ký đại biểu /Welcome guests and guests' registration;</li> <li>○ Phát tài liệu cho cổ đông /Distribute documents to shareholders.</li> </ul>
9:00 ÷ 9:30	<p><b>Khai mạc Đại hội /Meeting opening:</b></p> <ul style="list-style-type: none"> <li>○ Tuyên bố khai mạc /Announce the opening ;</li> <li>○ Thông qua biên bản kiểm tra tư cách cổ đông /Approve the Report on shareholder's verification;</li> <li>○ Cử Chủ tọa Đại hội và Thư ký Đại hội /Appointing Chairperson and Secretary of the GMS;</li> <li>○ Bầu ban kiểm phiếu /Election of the voting committee;</li> <li>○ Thông qua Chương trình họp /Approval on GMS agenda.</li> </ul>
9:30 ÷ 10:30	<p><b>Trình bày về các nội dung nghị sự tại Đại hội và Chủ tọa Đại hội xin ý kiến biểu quyết của ĐHĐCĐ:</b>  <b>To present the contents to be discussed at the GMS and the Chairperson manage to collect opinions at the GMS:</b></p> <ol style="list-style-type: none"> <li>1. Quy chế Tổ chức, Biểu quyết và Bầu cử của Đại hội /the Regulation on organization, Vote and Elect at the GMS.</li> <li>2. Báo cáo của Hội đồng Quản trị /Report of the Board of Directors;</li> <li>3. Báo cáo của Tổng Giám đốc /Report of the General Director;</li> <li>4. Báo cáo của Ban Kiểm soát /Report of the Board of Supervisors;</li> <li>5. Tờ trình Tổng hợp của Hội đồng Quản trị /General proposal of the Board of Directors;</li> <li>6. Tờ trình của Hội đồng quản trị về triển khai và thực hiện kinh doanh chứng khoán phái sinh và hoạt động cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán phái sinh; Proposal of the Board of Directors for deploying and implementing the derivatives business and derivatives clearing and settlement services;</li> <li>7. Tờ trình của Hội đồng Quản trị về Miễn nhiệm thành viên HĐQT, BKS nhiệm kỳ 2021-2023 và bầu thành viên HĐQT, BKS nhiệm kỳ 2023-2026; Proposal of the Board of Directors for Dismissal of members of BOD and BOS for the term of 2021-2023 and election of members of BOD and BOS for the term of 2023-2026;</li> <li>8. Các nội dung khác (nếu có) phù hợp với Điều lệ và pháp luật liên quan. Other contents (if any) in accordance with the Charter and relevant law.</li> </ol>
10:30 ÷ 10:45	<p><b>Giải đáp ý kiến thắc mắc của cổ đông (nếu có) và biểu quyết thông qua các vấn đề tại Đại hội.</b>  <b>To answer shareholders' queries (if any) and to vote at GMS on the above contents.</b></p>
10:45 ÷ 11:00	<p><b>Nghỉ giải lao</b>  <b>Tea break</b></p>
11:00 ÷ 11:30	<p><b>Bế mạc Đại hội /Meeting closing:</b></p> <ul style="list-style-type: none"> <li>○ Công bố Biên bản kiểm phiếu /Declaration of voting results;</li> <li>○ Thông qua Biên bản họp và Nghị quyết ĐHĐCĐ /Approval on the Minutes and Resolutions of the GMS;</li> <li>○ Tuyên bố bế mạc Đại hội /Making speech to close the GMS;</li> </ul>

**Lưu ý:** Tất cả tài liệu liên quan đến Đại hội đồng cổ đông thường niên năm 2023 đã được cập nhật trên Website công ty: (<http://www.pinetree.vn>), Quý cổ đông tải các biểu mẫu và tài liệu ĐHĐCĐ thường niên năm 2023 từ địa chỉ này.

**Note:** All of related documents of 2023 AGM was disclosed on Pinetree's webpage and available at <http://www.pinetree.vn>. Shareholders can download all of documents of 2023 AGM from this website.

**GIẤY ỦY QUYỀN THAM DỰ VÀ BIỂU BIỂU QUYẾT  
TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2023  
LETTER OF AUTHORIZATION FOR ATTENDING, VOTING  
AT THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Kính gửi: CÔNG TY CỔ PHẦN CHỨNG KHOÁN PINETREE  
To: PINETREE SECURITIES CORPORATION**

Tên cổ đông:.....  
Name of shareholders:.....

CMND/Hộ chiếu/Giấy CNĐKKD số:..... cấp ngày:..... tại:.....  
ID/Passport/Business registration certificate No:..... dated:..... by:.....

Người đại diện theo pháp luật (đối với tổ chức):.....  
Legal representative (for organization):.....

CMND/Hộ chiếu số:..... cấp ngày:..... tại:.....  
ID/Passport No:..... dated:..... by:.....

Địa chỉ:..... Điện thoại:.....  
Address:..... Tel:.....

**Số cổ phần sở hữu<sup>(1)</sup>:**.....  
**The number of owned shares<sup>(1)</sup>:**.....

Tôi/ Chúng tôi đồng ý ủy quyền cho người có tên dưới đây thay mặt tôi/chúng tôi tham dự và biểu quyết với toàn bộ số cổ phần mà tôi/chúng tôi sở hữu tại Đại hội đồng Cổ đông Thường niên năm 2023 của Công ty Cổ phần Chứng khoán Pinetree.

*I/We agree to authorize the below person for and on my/our behalf, and representing entire shares held by me/us, to attend, vote and elect in the 2023 Annual General Meeting of Shareholders.*

**Thông tin người được ủy quyền /Information of authorize:**

- Họ và tên /Name:.....
- CMND/Hộ chiếu số:..... cấp ngày:..... tại:.....  
ID/Passport No:..... Dated:..... by:.....
- Địa chỉ:..... Điện thoại:.....  
Address:..... Tel:.....

Giấy ủy quyền này có hiệu lực trong suốt thời gian tổ chức và diễn ra cuộc họp Đại hội đồng Cổ đông Thường niên năm 2023 vào ngày 05/05/2023 của Công ty Cổ phần Chứng khoán Pinetree và chỉ chấm dứt hiệu lực sau khi cuộc họp kết thúc. Người được ủy quyền không được ủy quyền lại cho người thứ ba.

*This letter of authorization is only valid during the 2023 Annual General Meeting held on May 05, 2023 and will cease to be effective after the meeting ends. The authorized person is not authorized to the third person.*

Tôi/Chúng tôi hoàn toàn chịu trách nhiệm về việc ủy quyền này và cam kết tuân thủ nghiêm chỉnh các quy định hiện hành của pháp luật và Điều lệ của Công ty Cổ phần Chứng khoán Pinetree, đồng thời, cam kết không đưa ra bất cứ khiếu nại và/hoặc tranh chấp nào đối với Công ty.

*I/We are fully in charge about this authorization and commit strictly comply with the laws and regulations of Pinetree and commit to not give any complaint against the Company.*

**Cổ đông ủy quyền /Authorizer**  
(ký, ghi rõ họ tên và đóng dấu (nếu có))  
(Sign, full name and seal (if any))

**Người được ủy quyền /Authorizee**  
(Ký và ghi rõ họ tên)  
(Sign, full name)

<sup>(1)</sup>: Theo danh sách cổ đông tại ngày chốt 10/04/2023 /Based on the list of shareholders as at the record date 10/04/2023

**GIẤY ỦY QUYỀN THAM DỰ VÀ BIỂU QUYẾT TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2023**  
**LETTER OF AUTHORIZATION FOR ATTENDING, VOTING AT THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Kính gửi: CÔNG TY CỔ PHẦN CHỨNG KHOÁN PINETREE**  
**To: PINETREE SECURITIES CORPORATION**

Hôm nay, ngày / / 2023, tại ....., chúng tôi là những cổ đông của Công ty Cổ phần Chứng khoán Pinetree có tên trong danh sách dưới đây:

Today, / / 2023, at ....., we are shareholders of Pinetree Securities Corporation as follow list:

STT No	Họ tên Full name	Số CMTND ID No.	Số cổ phần sở hữu <sup>(1)</sup> The number of owned shares	Địa chỉ liên hệ Address	Ký tên Signature

Cùng nhất trí ủy quyền cho /Agreeing to authorize:

Ông (bà) /Mr (Ms): .....

CMTND số: ..... Ngày cấp:..... Nơi cấp:.....  
ID No ..... dated:..... by: .....

Địa chỉ thường trú:.....  
Address: .....

Được thay mặt chúng tôi tham dự tham dự và biểu quyết với toàn bộ số cổ phần mà chúng tôi sở hữu tại Đại hội đồng Cổ đông Thường niên năm 2023 của Công ty Cổ phần Chứng khoán Pinetree.

For and on our behalf, and representing entire shares held by us, to attend and vote in the 2023 Annual General Meeting of Shareholders.

Giấy ủy quyền này có hiệu lực trong suốt thời gian tổ chức và diễn ra cuộc họp Đại hội đồng Cổ đông Thường niên năm 2023 vào ngày 05/05/2023 của Công ty Cổ phần Chứng khoán Pinetree và chỉ chấm dứt hiệu lực sau khi cuộc họp kết thúc. Người được ủy quyền không được ủy quyền lại cho người thứ ba.

This letter of authorization is only valid during the 2023 Annual General Meeting held on May 05, 2023 and will cease to be effective after the meeting ends. The authorized person is not authorized to the third person.

Chúng tôi hoàn toàn chịu trách nhiệm về việc ủy quyền này và cam kết tuân thủ nghiêm chỉnh các quy định hiện hành của Pháp luật và Điều lệ của Công ty Cổ phần Chứng khoán Pinetree, đồng thời cam kết không đưa ra bất cứ một khiếu nại, kiện cáo gì đối với Công ty.

I/We are fully in charge about this authorization and commit strictly comply with the laws and regulations of Pinetree and commit to not give any complaint against the Company.

**CHỮ KÝ XÁC NHẬN CỦA NGƯỜI ĐƯỢC ỦY QUYỀN**  
**SIGNATURE OF AUTHORIZED**

<sup>(1)</sup>: Số cổ phần sở hữu theo danh sách cổ đông tại ngày chốt 10/04/2023 /Based on the list of shareholders as at the record date 10/04/2023.

Hà Nội, / /2023 /Hanoi, , 2023

**QUY CHẾ TỔ CHỨC, BIỂU QUYẾT VÀ BẦU CỬ  
TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2023**

**REGULATION ON ORGANIZATION, VOTE AND ELECTION AT THE 2023 GMS**

Cuộc họp Đại hội đồng Cổ đông thường niên năm 2023 (“**ĐHĐCĐ**”/“**Đại hội**”) của Công ty Cổ phần Chứng khoán Pinetree (“**Công ty**”) được tiến hành theo quy định như sau:

*The Annual General Meeting of Shareholders in 2023 (“**GMS**”/“**Meeting**”) of Pinetree Securities Corporation (“**Company**”) is conducted under the following regulations:*

**I. THAM DỰ ĐẠI HỘI/ PARTICIPATION**

1. Cổ đông tham dự Đại hội bằng cách tham gia trực tiếp, ủy quyền cho tổ chức, cá nhân khác tham dự hoặc gửi Phiếu biểu quyết/Phiếu lấy ý kiến biểu quyết (sau đây gọi chung là “Phiếu biểu quyết”) và/hoặc Phiếu bầu cử đến cuộc họp thông qua gửi thư, fax, thư điện tử hoặc hình thức khác theo quy định của Công ty. Việc ủy quyền phải thực hiện theo mẫu văn bản ủy quyền của Công ty. Người được ủy quyền tới dự ĐHĐCĐ phải xuất trình văn bản ủy quyền bản gốc.

*A Shareholder participates in the Meeting by directly attending or authorizing another organization or individual to attend the meeting or sending his/her Voting Paper/Poll Card (hereinafter collectively referred to as the “Voting Paper”) and/or Election Card to the GMS by post, fax, email or other means specified by Company. The authorization must follow the authorization form notified by the Company. The authorized person attending the GMS must present the original authorization document.*

2. Cổ đông hoặc Người được ủy quyền của Cổ đông (sau đây gọi chung là “Cổ đông”) khi vào phòng Đại hội phải ngồi đúng vị trí hoặc khu vực do Ban tổ chức Đại hội hướng dẫn; Không hút thuốc lá trong phòng Đại hội; Không để chuông điện thoại trong lúc diễn ra Đại hội.

*A Shareholder or an authorized person of a Shareholder (hereinafter referred collectively to as the “Shareholder”) must sit in the right position or area guided by the Meeting Organizing Committee after entering the Meeting room, do not smoke and leave the phone ringing during the Meeting;*

3. Cổ đông đến dự ĐHĐCĐ sau khi cuộc họp khai mạc phải thực hiện các thủ tục đăng ký tham dự ĐHĐCĐ với Ban tổ chức và có quyền tham gia biểu quyết ngay sau khi hoàn tất đăng ký. Chủ tọa Đại hội không có trách nhiệm dừng ĐHĐCĐ để cho Cổ đông đăng ký và hiệu lực của các nội dung đã được biểu quyết trước đó không thay đổi và không bị ảnh hưởng.

*A Shareholder attends the GMS after the Meeting opening must carry out the procedure for registration to attend the GMS with the Organizing Committee and has the right to vote immediately after completing the registration. The Chairperson of the GMS is not responsible for stopping the GMS for a Shareholder to conduct his/her registration and the validity of the previous voting contents remains unchanged and not be affected.*

4. Cổ đông phải nghiêm túc chấp hành Quy chế Tổ chức, Biểu quyết và Bầu cử của ĐHĐCĐ (“**Quy chế**”

*Tổ chức*”) này, tôn trọng kết quả làm việc của ĐHĐCĐ và sự điều hành của Chủ tọa ĐHĐCĐ, đồng thời, thực hiện theo các hướng dẫn khác của Ban tổ chức Đại hội nhằm bảo đảm hiệu quả của cuộc họp ĐHĐCĐ.

*Shareholders must strictly abide by this Regulation on Organization, Vote and Election at the GMS ("Organization Regulation"), respect the results of the GMS and the management of the Chairperson of the GMS, follow other instructions of the Organizing Committee to ensure the effectiveness of the GMS.*

## **II. ĐIỀU KIỆN VÀ PHƯƠNG THỨC TIẾN HÀNH ĐẠI HỘI /CONDITION AND METHOD OF CONDUCTING THE MEETING**

### **1. Điều kiện tiến hành Đại hội /Condition of conducting the Meeting**

Cuộc họp ĐHĐCĐ được tiến hành khi có số Cổ đông tham dự họp theo hình thức quy định tại Mục I.1 Quy chế Tổ chức này đại diện cho trên 50% tổng số phiếu biểu quyết của Công ty.

*The GMS is held when the number of Shareholders attending the meeting, by the method provided in Section I.1 herein, represents more than 50% of the total votes of the Company.*

### **2. Phương thức tiến hành Đại hội /Method of conducting the Meeting**

Cuộc họp ĐHĐCĐ sẽ lần lượt được tiến hành theo từng nội dung của Chương trình họp ĐHĐCĐ.

*The GMS will be conducted according to the order of contents of the GMS Agenda.*

## **III. BIỂU QUYẾT /VOTING**

### **1. Nguyên tắc /Principles**

- a. Cổ đông biểu quyết trực tiếp tại Đại hội, ủy quyền cho tổ chức, cá nhân khác biểu quyết hoặc gửi Phiếu biểu quyết và/hoặc Phiếu bầu cử về Đại hội trong trường hợp không tham dự trực tiếp.

*A Shareholder gives his/her vote directly in the Meeting, authorizes other organization or individual to vote, or sends his/her Voting Paper and/or Election Card to the Meeting in case of not attending directly.*

- b. Phiếu biểu quyết và Phiếu bầu cử hợp lệ sẽ có giá trị để tính tỷ lệ biểu quyết và tỷ lệ bầu cử. Phiếu biểu quyết và Phiếu bầu cử được coi là hợp lệ khi đáp ứng được các tiêu chuẩn sau:

*The valid Voting Papers and Election Cards will be used for calculating the voting and election rate. A Voting Paper and an Election Card are considered valid if satisfying the following criteria:*

- Là phiếu do Ban tổ chức ĐHĐCĐ phát hoặc gửi cho Cổ đông, được in và đóng dấu bởi Công ty, không bị rách, tẩy, xóa, sửa chữa các nội dung trong phiếu.

*Be distributed or sent by the GMS's Organizing Committee to Shareholders, printed and sealed by the Company, and its contents must not be torn, erased or changed.*

- Được Cổ đông điền thông tin biểu quyết theo đúng quy định. Cổ đông không được điền vào nhiều ô trong cùng một nội dung biểu quyết hoặc bỏ trống không điền ô nào.

*Being filled in voting information by Shareholders in compliance with regulations. Shareholders are not allowed to fill in multiple boxes in the same voting content or to leave all boxes blank.*

- Được Cổ đông bỏ phiếu hoặc gửi phiếu về cho Công ty đúng thời gian quy định tại Quy chế Tổ chức này.

*Be voted or sent to the Company by the Shareholders on time according to this Organization Regulations.*

- c. Đối với Cổ đông biểu quyết trực tiếp tại Đại hội: Tùy theo từng nội dung biểu quyết, Cổ đông biểu

quyết bằng cách giơ Thẻ biểu quyết và bỏ Phiếu biểu quyết, Phiếu bầu cử vào hòm phiếu.

*For Shareholders voting directly at the Meeting: Depending on the voting content, Shareholders vote by raising the Voting Cards and putting the Voting Papers, Election Cards into the voting box.*

Mỗi Cổ đông được cấp một Thẻ biểu quyết, một Phiếu biểu quyết và một Phiếu bầu cử (nếu có). Trên Thẻ biểu quyết ghi rõ họ tên Cổ đông, mã số Cổ đông<sup>1</sup>, số phiếu biểu quyết của Cổ đông đó. Trên Phiếu biểu quyết, ngoài các thông tin như Thẻ biểu quyết còn có các nội dung biểu quyết theo Chương trình họp của ĐHĐCĐ. Trên Phiếu bầu cử ghi rõ họ tên Cổ đông, mã số Cổ đông, số cổ phần sở hữu, số phiếu bầu.

*Each Shareholder will receive one Voting Card, one Voting Paper and one Election Card (if any). The Voting Card has full name of the Shareholder, the Shareholders code and the number of votes of that Shareholder. The Voting Paper must have information as same as provided in Voting Card and also voting contents according to the agenda of the GMS. The Election Card contain shareholders code, the number of owned shares or represented, the number of voting right.*

- d. Đối với Cổ đông không tham dự ĐHĐCĐ trực tiếp: Cổ đông biểu quyết bằng cách gửi Phiếu biểu quyết, Phiếu bầu cử kèm Thông báo mời họp bản gốc về Đại hội, trong đó, Phiếu biểu quyết và Phiếu bầu cử được Công ty in, đóng dấu treo và gửi cho các Cổ đông cùng Thông báo mời họp ĐHĐCĐ. Mỗi Cổ đông được cấp một Phiếu biểu quyết và một Phiếu bầu cử.

*For Shareholders who do not attend the GMS in person: Shareholders vote by sending Voting Paper, Election Card and the original Invitation Letter to the GMS, in which the Voting Paper and Election Card are printed, stamped and sent to Shareholders together with the Invitation Letter of GMS. Each Shareholder is granted one Voting Paper and one Election Card.*

## **2. Phương thức biểu quyết/ Voting methods**

### **2.1. Biểu quyết trực tiếp tại Đại hội /Voting directly at the GMS**

Theo sự điều khiển của Chủ tọa, các Cổ đông biểu quyết trực tiếp tại Đại hội bằng cách giơ Thẻ biểu quyết hoặc thông qua Phiếu biểu quyết đối với các nội dung cần biểu quyết theo Chương trình họp.

*Following the direction of the Chairperson, Shareholders vote directly at the Meeting by raising their Voting Cards or using the Voting Papers with regard to the contents required to be voted in the Meeting Agenda.*

#### **a. Cách thức biểu quyết bằng Thẻ biểu quyết /The method of voting by the Voting Card**

- Cổ đông biểu quyết (tán thành, không tán thành, không có ý kiến) đối với một vấn đề bằng cách giơ Thẻ biểu quyết tại Đại hội.

*The Shareholders vote (agree, disagree, abstain) for each content by raising their Voting Cards at the Meeting.*

- Khi tiến hành biểu quyết tại Đại hội, các Cổ đông biểu quyết **tán thành** sẽ giơ Thẻ biểu quyết. Thành viên Ban kiểm phiếu sẽ ghi nhận Mã số Cổ đông và số Thẻ biểu quyết tương ứng của từng cổ đông **tán thành**. Tương tự, theo sự điều hành của Chủ tọa, các cổ đông **không tán thành** hoặc **không có ý kiến** sẽ lần lượt giơ Thẻ biểu quyết và được Ban kiểm phiếu thống kê lại.

*When voting at the Meeting, the Shareholders agree by raising their Voting Cards. The members of the Voting Committee will record the Shareholder code and the number of Voting Card corresponding with*

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<sup>1</sup> Mã số Cổ đông do Pinetree cấp cho từng Cổ đông theo danh sách chốt tại ngày 10/4/2023 /Shareholder code is issued by Pinetree to each Shareholder according to the closing list on April 10, 2023.

each **agreeing** Shareholder. Similarly, under the management of Chairperson, other Shareholders will give their negative opinion (**disagree**) or abstention (**no opinion**), in turn, by raising their Voting Cards and their information and opinion will be recorded by the Voting Committee.

**b. Cách thức biểu quyết bằng Phiếu biểu quyết /The method of voting by the Voting Paper**

- Cổ đông biểu quyết bằng cách tích (X) hoặc (√) vào một trong các ô Tán thành/Không tán thành/Không có ý kiến đối với vấn đề cần lấy biểu quyết được ghi trong Phiếu biểu quyết, đồng thời, ký và ghi rõ họ tên vào Phiếu biểu quyết.

*A Shareholder votes by putting a cross (X) or a tick (√) on one of the Agree/Disagree/Abstain box corresponding to each voting item specified in the Voting Paper, and his/her signature and full name in the Voting Paper.*

- Sau khi hoàn thành, Cổ đông bỏ phiếu vào hòm phiếu.

*After completing, the Shareholder puts his/her Voting Paper into the voting box.*

**c. Cách thức biểu quyết bằng Phiếu bầu cử /The method of voting by the Election Card**

- Nếu có nội dung về bầu cử thành viên Hội đồng quản trị (HĐQT) và/hoặc Ban Kiểm soát (BKS) trong ĐHĐCĐ, Cổ đông sẽ biểu quyết bằng Phiếu bầu cử. Thông tin ứng viên được đề cử/tự ứng cử (sau đây được gọi chung là “Ứng viên”) thành viên HĐQT/BKS được nêu trong Phiếu bầu cử, tài liệu Đại hội hoặc được cập nhật trên trang thông tin điện tử của Công ty.

*If there is content on election of members of the Board of Directors (BOD) and/or Board of Supervisors (BOS) in the GMS, a Shareholder will vote by his/her Election Card. Information on the nominees/candidates (hereinafter collectively referred to as the “Candidate”) for members of the BOD/BOS are included in the Election Card, the GMS documents or updated on the website of the Company.*

- Cổ đông điền số phiếu bầu tương ứng cho mỗi Ứng viên theo nguyên tắc bầu cử nêu tại Quy chế Tổ chức này, đồng thời, ký và ghi rõ họ tên vào Phiếu bầu cử.

*Shareholders fill in the number of their votes for each Candidate according to the election principles stated in this Regulation, sign and add their full names in their Election Cards.*

- Sau khi hoàn thành, Cổ đông bỏ Phiếu bầu cử vào hòm phiếu.

*After completing, Shareholders put their Election Cards into the voting box.*

**2.2. Biểu quyết bằng cách gửi Phiếu biểu quyết và Phiếu bầu cử về Công ty/Voting by sending the Voting Paper and Election Card to the Company**

- Cổ đông không tham dự trực tiếp Đại hội sẽ biểu quyết bằng cách gửi về Công ty Phiếu biểu quyết và/hoặc Phiếu bầu cử kèm Thông báo mời họp mà Ban tổ chức đã gửi cho Cổ đông. Cổ đông tích (X) hoặc (√) vào nội dung mình chọn, ký và ghi rõ họ tên vào Phiếu biểu quyết; điền số phiếu bầu tương ứng cho mỗi Ứng viên theo nguyên tắc bầu cử nêu tại Quy chế Tổ chức này, ký và ghi rõ họ tên vào Phiếu bầu cử.

*Shareholders who do not directly attend the Meeting will vote by sending to the Company their Voting Papers and/or Election Cards together with the Invitation Letters sent by the Organizing Committee to the Shareholders. Shareholders put a cross (X) or a tick (√) to their selected contents, sign and write their full names into their Voting Papers; fill in the number of votes for each Candidate according to the election principles stated in this Regulation, sign and write their full names into their Election Cards.*

- Cổ đông gửi tài liệu nêu trên về Công ty theo hình thức gửi thư, fax, thư điện tử hoặc hình thức khác quy định tại Điều lệ Công ty. Thời gian nhận **trước 17<sup>h</sup>30 ngày 04/05/2023** tại địa chỉ: \_\_\_\_\_

*Shareholders send the above documents to the Company by courier, fax, email or other methods provided in the Company Charter. The time of the Company's receipt is before 17h30, May 04, 2023 at the following address:*

Ban tổ chức Đại hội đồng cổ đông thường niên năm 2023 - Công ty Cổ phần Chứng khoán Pinetree – Tầng 20, tòa nhà TNR, 54A Nguyễn Chí Thanh, phường Láng Thượng, quận Đống Đa, Hà Nội.

*Organizing Committee of the 2023 Annual General Meeting of Shareholder - Pinetree Securities Corporation - 20th Floor, TNR Building, 54A Nguyen Chi Thanh, Lang Thuong Ward, Dong Da District, Hanoi.*

Điện thoại/Tel: +84 24 6276 1818 (Máy lẻ/Ext: 699) Fax: +84 24 6275 0077

Email: [thuyp@pinetree.vn](mailto:thuyp@pinetree.vn)

### **3. Thể lệ biểu quyết và bầu cử/ *Voting and electing rules***

- a. Số lượng phiếu biểu quyết của một Cổ đông được tính theo nguyên tắc 01 (một) cổ phần phổ thông tương ứng với 01 (một) phiếu biểu quyết.

*The number of votes of a Shareholder is determined on the principle of 01 (one) common share corresponding to 01 (one) vote.*

Tại ngày chốt danh sách cổ đông (ngày 10/04/2023), tổng số cổ phần có quyền biểu quyết của Công ty là 97.000.000 (Chín mươi bảy triệu) cổ phần, tương đương 97.000.000 (Chín mươi bảy triệu) phiếu biểu quyết.

*At the closing date of the list of shareholders (10/4/2023), the total voting shares of the Company is 97,000,000 (Ninety seven million) shares, equivalent to 97,000,000 (Ninety seven million) votes.*

- b. Việc bầu thành viên HĐQT/BKS được thực hiện theo phương pháp bầu dồn phiếu. Mỗi Cổ đông có tổng số phiếu biểu quyết tương ứng với tổng số cổ phần sở hữu nhân với số thành viên được bầu của HĐQT/BKS. Cổ đông có quyền dồn hết hoặc một phần tổng số phiếu bầu của mình cho một hoặc một số ứng viên. Người trúng cử thành viên HĐQT/BKS được xác định theo số phiếu bầu tính từ cao xuống thấp, bắt đầu từ ứng viên có số phiếu bầu cao nhất cho đến khi đủ số thành viên được bầu trong Đại hội.

*The election of members of the BOD/BOS is implemented by the method of cumulative voting. Each Shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the BOD/BOS. Shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected member of the BOD/BOS is determined by the number of votes from high to low, starting from the candidate with the highest number of votes until a sufficient number of members are elected in the GMS.*

### **IV. THẢO LUẬN TẠI ĐẠI HỘI /DISCUSSION AT THE MEETING**

1. Việc thảo luận tại Đại hội chỉ được thực hiện trong thời gian quy định theo Chương trình và điều khiển của Chủ tọa Đại hội;

*Discussion at the GMS will be conducted within the prescribed time in the agenda and managed by the Chairperson of the GMS.*

2. Cổ đông có ý kiến cần đăng ký vào Phiếu đặt câu hỏi và chuyển cho Thư ký Đại hội;

*Any Shareholder raising his/her opinion has to register by Question form and sends it to the Secretary of the Meeting;*

3. Thư ký Đại hội sẽ sắp xếp các Phiếu đặt câu hỏi của cổ đông theo thứ tự đăng ký và chuyển lên cho Chủ tọa Đại hội.



*The Secretary of GMS will arrange the Question forms of Shareholders according to the order of registration and submit them to the Chairperson of the Meeting.*

4. Chủ tọa hoặc thành viên do Chủ tọa chỉ định sẽ giải đáp các ý kiến thắc mắc của cổ đông.

*The Chairperson or another member appointed by the Chairperson will answer the questions of shareholders.*

## **V. ĐỀ CỬ, ỨNG CỬ THÀNH VIÊN HĐQT/BKS /NOMINATIONS CANDIDATES OF BOD/BOS**

1. Ứng viên cho vị trí thành viên HĐQT/BKS phải đáp ứng các điều kiện được quy định tại Điều lệ và/hoặc văn bản pháp luật liên quan.

*Candidates for members of the BOD/BOS must meet the conditions prescribed in the Charter and/or related legal documents.*

2. Các Cổ đông nắm giữ cổ phần có quyền biểu quyết trong thời hạn liên tục ít nhất sáu (06) tháng tính đến thời điểm chốt danh sách cổ đông dự họp có quyền cùng nhau lập nhóm đề cử.

*Shareholders holding voting shares for at least six (06) consecutive months up to the time of closing the list of attending shareholders have the right to form a group to nominate.*

3. Việc đề cử, ứng cử phải được thực hiện bằng văn bản. Nội dung đề cử phải ghi rõ tên Cổ đông, số lượng cổ phần của Cổ đông, tên người được đề cử, chữ ký của cổ đông đề cử và người được đề cử.

*Nomination or application must be made in writing. The nominated content must specify the name of the shareholder, the number of owner's shares, the name of the nominated person, the signature of the shareholder and the nominated person.*

4. Hồ sơ tham gia đề cử, ứng cử thành viên HĐQT/BKS:

*Dossiers for nominating and applying for members of the BOD/BOS:*

- Đơn đề cử, ứng cử hoặc biên bản đề cử nhóm (nếu nhóm cổ đông đề cử) theo mẫu của Công ty;

*Nomination sheet, application or group nomination sheet (if gathering to nominate by a group of shareholders) according to the Company's specified forms;*

- Bản cung cấp thông tin do Ứng viên tự khai theo mẫu của Công ty;

*Personal curriculum vitae provided by the Candidate according to the Company's specified form;*

- Bản sao CMND/CCCD/Hộ chiếu và các bằng cấp, chứng chỉ liên quan của ứng viên.

*Copy of ID/Passport and related qualifications and licenses of the Candidates.*

5. Dựa trên hồ sơ nhận được, Ban tổ chức sẽ lập danh sách các Ứng viên đáp ứng đủ điều kiện theo quy định và cập nhật danh sách này trong tài liệu Đại hội.

*Based on the received documents, the Organizing Committee will make a list of Candidates who meet the prescribed conditions and update this list in the Meeting documents.*

6. Các vấn đề khác liên quan đến việc ứng cử, đề cử thành viên HĐQT/BKS được thực hiện theo quy định tại Điều lệ và quy định pháp luật liên quan.

*Other issues related to the application and nomination of members of the BOD/BOS shall comply with the provisions of the Charter and relevant law provisions.*

## **VI. TRÁCH NHIỆM CỦA CHỦ TỌA /RESPONSIBILITIES OF THE CHAIRPERSON**

1. Điều khiển Đại hội theo đúng nội dung Chương trình họp, Quy chế Tổ chức được Đại hội thông qua.

*To control the Meeting in accordance with the Agenda and the Organization Regulations approved by*

*the Meeting.*

2. Hướng dẫn Đại hội thảo luận, lấy ý kiến biểu quyết các vấn đề trong nội dung Chương trình họp của Đại hội và các vấn đề có liên quan trong suốt quá trình họp ĐHĐCĐ.

*To instruct the Meeting to discuss, vote on the contents in GMS Agenda and related issues during the GMS.*

3. Quyết định và tổ chức giải quyết các vấn đề phát sinh trong suốt quá trình họp ĐHĐCĐ.

*To make decision and to organize the settlement of problem arising during the GMS.*

#### **VII. TRÁCH NHIỆM CỦA THƯ KÝ ĐẠI HỘI /RESPONSIBILITIES OF THE SECRETARY**

1. Ghi chép đầy đủ, trung thực toàn bộ nội dung diễn biến Đại hội và những vấn đề đã được các Cổ đông thông qua hoặc trao đổi tại ĐHĐCĐ vào Biên bản họp ĐHĐCĐ;

*To fully and truthfully record the entire contents of the Meeting and the issues agreed or discussed by Shareholders in the minutes of the GMS;*

2. Soạn thảo Nghị quyết về các vấn đề đã được thông qua tại ĐHĐCĐ.

*To draft the Resolutions on issues approved at the GMS.*

#### **VIII. TRÁCH NHIỆM CỦA BAN KIỂM PHIẾU /RESPONSIBILITIES OF VOTING COMMITTEE**

1. Thống kê và xác định chính xác kết quả biểu quyết của Cổ đông về các vấn đề thông qua, biểu quyết tại ĐHĐCĐ;

*To collect and determine exactly the voting results on issues approved or voted of Shareholders at the GMS;*

2. Báo cáo cho Đại hội về kết quả biểu quyết;

*To inform the Meeting about the voting results;*

3. Báo cáo ĐHĐCĐ những trường hợp vi phạm thể lệ biểu quyết hoặc đơn thư khiếu nại về kết quả biểu quyết (nếu có).

*To report to the GMS on any violation of the voting rules or complaints about voting results (if any).*

#### **IX. BIÊN BẢN VÀ NGHỊ QUYẾT HỌP ĐẠI HỘI ĐỒNG CỔ ĐÔNG/ MINUTES AND RESOLUTION OF GMS**

Biên bản họp ĐHĐCĐ và Nghị quyết ĐHĐCĐ phải được đọc và thông qua trực tiếp tại cuộc họp trước khi bế mạc Đại hội.

*The GMS Minutes and Resolution must be read and approved directly at the GMS before the closing of the Meeting.*

**TM. HỘI ĐỒNG QUẢN TRỊ  
FOR AND BEHALF OF BOARD OF DIRECTORS**

**Lee Jun Hyuck**

Số /No: /2023/BC-HĐQT

Hà Nội, / /2023 /Hanoi, , 2023

**BÁO CÁO CỦA HỘI ĐỒNG QUẢN TRỊ /REPORT OF BOARD OF DIRECTORS**  
**TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2023**  
**AT THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Kính thưa Đại hội,**

**To: The General Meeting of Shareholders**

Hội đồng Quản trị (“**HĐQT**”) Công ty cổ phần Chứng khoán Pinetree (“**Pinetree**”/“**Công ty**”) báo cáo Đại hội đồng Cổ đông Thường niên năm 2023 (“**GMS**”) về hoạt động năm 2022 và kế hoạch năm 2023 của HĐQT như sau:

*The Board of Directors (“**BOD**”) of Pinetree Securities Corporation (“**Pinetree**”/“**Company**”) would like to report to the 2023 Annual General Meeting of Shareholders (“**GMS**”) about activities in 2022 and plan for the year 2023 of BOD, as follows:*

**1. Tình hình hoạt động của Công ty năm 2022 /Operation situation of the Company in 2022:**

Với mục tiêu ngày càng hoàn thiện trải nghiệm của Khách hàng trên môi trường số, năm 2022 Pinetree tiếp tục đẩy mạnh nhiều hoạt động nâng cấp hệ sinh thái ứng dụng đầu tư chứng khoán. Có thể kể đến như ra mắt giao diện WebTrading mới hiện đại, thân thiện, số hóa; nâng cấp ứng dụng AlphaTrading với nhiều giao diện và tính năng mới, tối ưu trải nghiệm người dùng. Ngoài ra thông qua hoạt động hợp tác với Lotte Finance và Grab, năm qua Pinetree còn đem tới các gói sản phẩm cũng như giải pháp tài chính ưu việt và các chương trình khuyến mãi khủng cho khách hàng.

*With the goal of increasingly perfecting customer's experience in the digital environment, in 2022 Pinetree continued to promote many activities to upgrade the securities investment application ecosystem. These include the launch of a new, modern, user-friendly, digitized WebTrading interface; upgrade AlphaTrading application with many new interfaces and features, optimizing user experience. In addition, through cooperation with Lotte Finance and Grab, last year Pinetree also brought superior product packages as well as financial solutions and great promotions to customers.*

Trong điều kiện biến động của nền kinh tế diễn ra trong năm 2022, sức ép tỷ giá kết hợp cùng nhiều lần điều chỉnh nâng lãi suất điều hành của Ngân hàng Nhà nước khiến các công ty chứng khoán đồng loạt nâng lãi suất margin. Tuy nhiên, với phương châm số hóa toàn diện, tối ưu chi phí nhờ mô hình không chi nhánh, không môi giới, Pinetree vẫn tiếp tục duy trì chính sách lãi suất cho vay giao dịch ký quỹ và ứng trước tiền bán 9%/năm đến hết ngày 31/12/2022, qua đó giảm áp lực cho nhà đầu tư giữa bối cảnh bất ổn kinh tế toàn cầu gia tăng.

*In the context of economic fluctuations in 2022, the exchange rate pressure combined with adjustments to raise the operating interest rate of the State Bank caused a series of securities companies to increase margin interest rates. However, with the motto of comprehensive digitization, optimizing costs with the model of no branch, no brokerage, Pinetree continued to maintain the policy of interest rate for margin lending and advance payment of 9%/ year to December 31, 2022, thereby reducing pressure on investors amid a rising in global economic uncertainty.*

Tháng 12/2022, Pinetree cho ra mắt sản phẩm trái phiếu PineB nhằm chia sẻ cơ hội đầu tư với khách hàng, giúp khách hàng đa dạng hóa danh mục đầu tư. Trái phiếu mà Pinetree lựa chọn mở bán đều được phát hành bởi các doanh nghiệp uy tín, mức độ rủi ro được kiểm soát với mức lãi suất hấp dẫn.  
*In December 2022, Pinetree launched PineB bond product to share investment opportunities with customers, helping customers diversify their investment portfolios. The bonds that Pinetree choose to open for sale are all issued by reputable businesses, the level of risk is controlled with attractive interest rates.*

Cũng trong tháng cuối năm 2022, nhân dịp kỷ niệm 30 năm thiết lập quan hệ ngoại giao Việt Nam – Hàn Quốc, Hiệp hội người Hàn tại Hà Nội, Việt Nam đã tổ chức lễ hội mang tên “Con đường hữu nghị Việt – Hàn 2022”. Là công ty chứng khoán số Hàn Quốc tiên phong các giải pháp sản phẩm, dịch vụ số hóa khác biệt, tại gian hàng triển lãm, Pinetree đã giới thiệu hệ sinh thái ứng dụng đầu tư chứng khoán và các dịch vụ đang cung cấp tới khách hàng trong và ngoài nước.

*Also in the last month of 2022, on the occasion of the 30th anniversary of the establishment of diplomatic relations between Vietnam and Korea, the Association of Koreans in Hanoi, Vietnam held a festival called “Vietnam - Korea Friendship Road 2022”. As a Korean digital securities company pioneering different digital product and service solutions, at the exhibition booth, Pinetree introduced several securities investment application ecosystem and services to domestic and foreign customers.*

Chỉ sau một năm chính thức ra mắt, với các tính năng hấp dẫn, PineX đã thu hút hơn 200.000 người dùng— trở thành ứng dụng đầu tư chứng khoán thông minh thế hệ mới giúp nhà đầu tư giao dịch dễ dàng trên nền tảng một mạng xã hội đầu tư độc đáo – hiện đại – dẫn đầu xu thế. Nằm trong chiến lược số của Pinetree, PineX được ra mắt nhằm hoàn thiện hệ sinh thái ứng dụng số phục vụ nhà đầu tư từ bước đầu làm quen thị trường cho đến khi trở thành những nhà đầu tư kinh nghiệm. PineX không chỉ kết nối nhà đầu tư mới với cộng đồng nhà đầu tư kinh nghiệm, cho phép chia sẻ, thảo luận không giới hạn, mà còn tích hợp nhiều tính năng thông minh với độ bảo mật cao cùng trải nghiệm đầu tư hoàn toàn khác biệt. Trong năm 2022, ngoài chính sách giao dịch 0 phí trọn đời gắn liền với thương hiệu Pinetree, PineX còn tung nhiều chương trình hấp dẫn chưa từng có, cùng nhiều hoạt động thú vị với phần thưởng lớn và độc đáo đến đồng đảo người dùng.

*After only one year of official launching, with attractive features, PineX has attracted more than 200,000 users – becoming a new generation smart investment application that helps investors to trade easily on the platform of a unique - modern - trend-leading investment social network. As part of Pinetree's digital strategy, PineX was launched to perfect the digital application ecosystem to serve investors from the initial getting acquainted with the market to becoming experienced investors.. PineX not only connects new investors with a community of experienced investors, allowing unlimited sharing and discussion, but also integrates many smart features with high security and a completely different investment experience. In 2022, in addition to the lifetime zero-fee transaction policy associated with the Pinetree brand, PineX also launched many unprecedented attractive programs, along with many interesting activities with great and unique rewards to users.*

Trong năm 2022, số lượng tài khoản mở mới của khách hàng đã tăng 417%, tài sản của khách hàng tại Pinetree tăng 16%, tổng giá trị giao dịch của khách hàng cũng tăng 7.5% so với năm 2021. Theo đó, thị phần giá trị giao dịch của Pinetree trên thị trường đã tăng 41% từ 0.79% năm 2021 lên 1.12% vào năm 2022.

*In 2022, the number of new accounts opened by customers increased by 417%, customer assets at Pinetree increased by 16% and the total trading value of customers also increased by 7.5% compared to 2021. Accordingly, Pinetree's market share regarding to trading value in the market increased by 41% from 0.79% in 2021 to 1.12% in 2022.*

## **2. Hoạt động của HĐQT /Activities of the BOD:**

Danh sách các thành viên HĐQT trong năm 2022 cho đến Đại hội của Công ty:

*The list of members of BOD in 2022 up to the GMS of Company:*

<b>STT No</b>	<b>Thành viên HĐQT Members of BOD</b>	<b>Chức vụ Position</b>
1	Ông Noh Eun Woo <i>Mr. Noh Eun Woo</i>	Chủ tịch HĐQT <i>Chairman</i>
2	Ông Lee Jun Hyuck <i>Mr. Lee Jun Hyuck</i>	Thành viên HĐQT <i>Member</i>
3	Ông Nguyễn Huy Dương <i>Mr. Nguyen Huy Duong</i>	Thành viên HĐQT <i>Member</i>

Trong thời gian trên, HĐQT đã ban hành các Nghị quyết và Quyết định tập trung vào giải quyết chỉ đạo các nội dung quan trọng liên quan tới xây dựng chiến lược hoạt động của Công ty, triển khai kế hoạch kinh doanh, hoàn thiện các quy chế hoạt động để củng cố hệ thống quản trị của Công ty.

*On above period, the BOD has issued Resolutions and Decisions focusing on directing important issues related to the development of the Company's operational strategy, implementing business plans, finalizing regulations activities to strengthen the corporate governance system.*

Trong năm 2022, các phiên họp của HĐQT bao gồm:

*In 2022, the BOD meetings include:*

<b>TT No</b>	<b>Ngày Date</b>	<b>Số thành viên tham dự Attendee</b>	<b>Nội dung Content</b>
1	11/03/2022	3/3	Triệu tập đại hội đồng cổ đông thường niên 2022 <i>Convening of the Annual General Meeting of Shareholders in 2022</i>
2	23/05/2022	3/3	Thông qua việc ký các Phụ lục, quyết định và/hoặc thỏa thuận sửa đổi, bổ sung Hợp đồng lao động của Tổng Giám đốc. <i>Approval on the signing of the Annexes, decisions and/or agreements to amend and supplement the Labor Contract of the General Director.</i>
3	11/08/2022	3/3	Thông qua việc bổ nhiệm bà Nguyễn Thị Tuyết giữ chức danh Trưởng bộ phận Kiểm toán nội bộ Pinetree kể từ ngày 11/8/2022. <i>Approval on the appointment of Ms. Nguyen Thi Tuyet to hold the position of Head of Internal Audit Department of Pinetree Securities Corporation from August 11, 2022.</i>
4	03/10/2022	3/3	Thông qua việc tái bổ nhiệm bà Đinh Thị Lan Phương tiếp tục giữ chức vụ Kế toán trưởng của Công ty với thời hạn tái bổ nhiệm 03 năm kể từ ngày 03/10/2022. <i>Approval on the re-appointment of Ms. Dinh Thi Lan Phuong to continue to hold the position of Chief Accountant of the Company with re-appointment term of 3 years from October 3, 2022.</i>

### **3. Kết quả giám sát của HĐQT đối với Tổng Giám đốc /*BOD's Supervision to the General Director:***

Trong năm 2022, HĐQT đã chỉ đạo và giám sát hoạt động của Tổng Giám đốc theo các phương thức và nội dung sau:

*In 2022, the BOD directed and supervise over the operations of the General Director based on following factors:*

- Thông qua cơ chế báo cáo định kỳ: Trong quá trình hoạt động, Tổng Giám đốc đã tuân thủ chế độ báo cáo định kỳ hàng tháng, quý, bán niên và thường niên về tình hình hoạt động kinh doanh, tình hình tài chính của Công ty. Ngoài ra, công tác giám sát còn được triển khai thông qua các chỉ đạo về rà soát lại các quy chế, quy trình nhằm củng cố tổ chức hoạt động đảm bảo tuân thủ quy định pháp luật và hoạt động minh bạch.

*Approved the periodical reporting mechanism: During the operation process, the General Director has complied with the regime of monthly, quarterly and semi-annual and annual reports on business performance and financial situation of the Company. In addition, the supervision is also carried out through the instructions to review the regulations and processes to strengthen the organization and activities of the Company and ensure compliance with legal regulations and transparent activities.*

- Thông qua các chỉ đạo, nghị quyết của HĐQT tại các cuộc họp của HĐQT năm 2022.

*Approved the instructions and resolutions of the BOD at the meetings of the BOD in 2022.*

- Thông qua công tác kiểm tra, giám sát của Ban Kiểm soát: HĐQT đã phối hợp tích cực với Ban Kiểm soát, dưới sự giám sát hoạt động của Ban Kiểm soát để duy trì sự an toàn và hoàn thiện cơ chế hoạt động của Pinetree.

*Approved the inspection and supervision of the Board of Supervisors: The BOD has actively cooperated with the Board of Supervisors, under the supervision of the BOS to maintain the safety of and to improve the operational mechanism of the Company.*

- Ngoài ra, HĐQT còn chú trọng công tác quản trị rủi ro, triển khai đồng thời việc chuẩn hóa các quy trình, quy chế quản trị; tăng cường kiểm tra, giám sát việc thực thi các quy trình, quy chế trong mọi hoạt động của Công ty. Hoạt động của HĐQT cũng được tăng cường nhằm phát huy vai trò quan trọng trong việc giám sát hoạt động của Công ty, kịp thời phát hiện và khắc phục các điểm yếu, tạo đà cho sự phát triển bền vững, đảm bảo cân đối hài hòa lợi ích của Công ty, của cổ đông và đối tác cũng như quyền lợi của người lao động.

*In addition, the BOD also focused on risk management, simultaneously implementing the standardization of management processes and regulations; enhance inspection and supervision of the implementation of procedures and regulations in all activities of the Company. Activities of the BOD were also strengthened to promote the important role in monitoring the Company's activities, timely detecting and overcoming weaknesses, creating momentum for sustainable development, ensuring a harmonious balance. harmonize the interests of the Company, shareholders and partners as well as the rights of employees.*

- Tại các phiên họp định kỳ, HĐQT Công ty đều tiến hành thông qua báo cáo kết quả hoạt động kinh doanh hàng quý và bản kế hoạch giai đoạn sau do Tổng giám đốc trình bày. Các cuộc họp đều được thảo luận dân chủ, công khai và có trách nhiệm cao.

*At regular meetings, the BOD of the Company approved the quarterly income statement and discussed the next stage plan presented by the General Director. Meetings are discussed*

*democratically, publicly and responsibly.*

HĐQT đánh giá hoạt động của Công ty đã được đảm bảo an toàn, tuân thủ theo đúng quy định của pháp luật, triển khai thực hiện theo đúng các Nghị quyết của Đại hội cổ đông và HĐQT; Tổng Giám đốc và cán bộ chủ chốt đã thực hiện đúng và đầy đủ công việc, trách nhiệm trong phạm vi quyền hạn của mình.

*The BOD assessed that the Company's activities were ensured safely, complied with the provisions of law, implemented in accordance with the Resolutions of the General Meeting of Shareholders and the BOD; The General Director and key staff have correctly and fully performed the tasks and responsibilities within their powers.*

#### **4. Kế hoạch hoạt động của HĐQT năm 2023 /Operation plan of the BOD in 2023:**

Trên cơ sở dự báo điều kiện kinh tế và tài chính năm 2023, HĐQT đã thống nhất về định hướng hoạt động của Công ty như sau:

*Based on the forecast of economic and financial conditions in 2023, the BOD agreed on the orientation of the Company's activities as follows:*

- Với những đánh giá về thị trường trong năm 2023, HĐQT sẽ tập trung vào các công việc: (1) Xây dựng kế hoạch phát triển kinh doanh phù hợp với tình hình thị trường; (2) Tập trung hoàn thiện hệ sinh thái nền tảng số nhằm đem đến trải nghiệm đầu tư dễ dàng, thuận tiện, ổn định và nhanh chóng cho Khách hàng; (3) Tập trung nâng cao năng lực cạnh tranh của Công ty thông qua phát triển nguồn nhân lực, nâng cao chất lượng của hệ thống quản trị, quản trị rủi ro để đưa các sản phẩm, dịch vụ có hàm lượng chất xám cao vì mục tiêu xây dựng cuộc sống thịnh vượng bền vững bằng các giải pháp tài chính số đến Khách hàng; (4) Nâng cao năng lực quản trị công ty, tuân thủ, kiểm soát nội bộ và kiểm toán nội bộ và tăng tính minh bạch trong hoạt động của doanh nghiệp nhằm đảm bảo Công ty hoạt động hiệu quả, an toàn và bền vững.

*With market assessments in 2023, the BOD will focus on: (1) Building business development plans in suitable with the market situation; (2) Focus on perfecting the digital platform ecosystem to bring an easy, convenient, stable and fast investment experience to customers; (3) Focus on improving the competitiveness of the Company through human resource development, improving the quality of the management system, risk management to bring high qualified products and services for the purpose of building a sustainable prosperous life with digital financial solutions to customers; (4) Improve corporate governance, compliance, internal control and internal audit capabilities and increase transparency in corporate operations to ensure the Company operates efficiently, safely and sustainably.*

- Tiếp tục phối hợp, hỗ trợ Tổng Giám đốc và ban lãnh đạo phấn đấu đạt mức độ tăng trưởng về doanh thu và lợi nhuận như kế hoạch 2023 đề ra.

*Continue to coordinate and support the General Director and management board in striving to achieve the growth of revenue and profit as planned in 2023.*

Kính trình Đại hội xem xét và thông qua.

*For the General Meeting of Shareholders consideration and approval.*

**TM. HỘI ĐỒNG QUẢN TRỊ  
FOR AND ON BEHALF OF BOARD OF  
DIRECTORS**

**Lee Jun Hyuck**



**BÁO CÁO CỦA TỔNG GIÁM ĐỐC /REPORT OF GENERAL DIRECTOR**  
**TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2023**  
**AT THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Kính thưa Đại hội,**

**To: The General Meeting of Shareholders**

Thay mặt ban lãnh đạo Công ty, Tổng Giám đốc Công ty Cổ phần Chứng khoán Pinetree (“Pinetree”/“Công ty”) báo cáo Đại hội đồng Cổ đông Thường niên năm 2023 về hoạt động kinh doanh năm 2022 và kế hoạch năm 2023 như sau:

*On be half of the management board of the Company, the General Director of Pinetree Securities Corporation (“Pinetree”/“Company”) reports to the 2023 Annual General Meeting of Shareholders about Company’s business results for the year 2022 and business plan for the year 2023, as follows:*

**1. Hoạt động kinh doanh của Công ty năm 2022 /Business activities of the Company in 2022:**

Năm 2022, Pinetree tập trung xây dựng, phát triển nguồn nhân lực chất lượng cao cho hoạt động kinh doanh của công ty, cũng như phát triển các nền tảng, ứng dụng và sản phẩm chất lượng nhằm chia sẻ các cơ hội đầu tư giá trị đến khách hàng. Ngoài hoạt động môi giới và cho vay, Công ty cũng thúc đẩy sự phát triển của các hoạt động Ngân hàng đầu tư, Tự doanh nhằm đáp ứng tối đa nhu cầu của Khách hàng.

*In 2022, Pinetree focuses on building and developing high-quality human resources for the company's business activities, as well as develop quality platforms, applications and products to share valuable investment opportunities with customers. In addition to brokerage and lending activities, the Company also promotes development of Investment Banking and Proprietary Trading activities to meet the needs of customers to the fullest extent.*

Trong bối cảnh biến động của thị trường năm 2022, để phù hợp với mức lãi suất điều hành mới sau hai lần điều chỉnh từ Ngân hàng Nhà nước, nhiều công ty chứng khoán đã tiến hành tăng lãi suất cho vay margin từ giữa cuối năm 2022 và nhiều khả năng sẽ tiếp tục tăng tới năm sau, riêng Pinetree vẫn giữ ổn định chính sách lãi vay margin 9%/năm và 0 phí giao dịch trong suốt 3 năm và kéo dài hết 2022. So với lãi suất cho vay margin trung bình ở các công ty chứng khoán khác trong khoảng 12-14%/ năm, chính sách phí và lãi suất ổn định hấp dẫn của Pinetree đã tạo ra hiệu ứng tích cực. Trong năm 2022, công ty ghi nhận lượng tài khoản mở mới tăng gấp hơn 5 lần so với năm 2021, chiếm 3.0% thị phần.

*In the context of market volatility in 2022, in order to match the new operating interest rate after two adjustments from the State Bank, many securities companies have increased margin lending rates since the middle of the year 2022 and is likely to continue to increase until next year, but Pinetree still*

*maintains the policy of margin lending interest at 9%/year and 0 transaction fees for 3 years and lasts until the end of 2022. Compared to average margin lending rates in other securities companies in the range of 12-14%/year, Pinetree's attractive stable interest rate and fee policy has created a positive effect. In 2022, the Company recorded a 5 times increase in the number of new accounts opened compared to 2021, accounting for 3.0% of the market share.*

Ngoài ra, bằng việc kiên định với chính sách miễn phí giao dịch trọn đời, cùng kết nối nhanh, ổn định và dễ sử dụng, Công ty đã đạt được những kết quả tích cực trong năm 2022 khi tổng giá trị giao dịch của nhà đầu tư đạt 112,705 tỷ đồng tăng gần 15%, tài sản của khách hàng tại Pinetree đạt 4,070 tỷ đồng tăng 16% so với năm 2021. Kết thúc năm 2022, Công ty đạt gần 218 tỷ đồng doanh thu hoạt động, tăng 51% so với năm 2021.

*In addition, by being consistent with the policy of free trading for life, with fast, stable and easy-to-use connection, Pinetree did achieved encouraging results in 2022 as the total transaction value of investors reached VND 112,705 billion, increased nearly 15%, customer assets at Pinetree reached VND 4,070 billion, increased 16% compared to 2021. By the end of 2022, Pinetree achieved nearly VND 218 billion in operating revenue, increased 51% compared to 2021.*

Tuy nhiên, Pinetree và hầu hết các công ty chứng khoán trên thị trường cũng đã trải qua một năm 2022 với nhiều gam trầm do thị trường cổ phiếu suy giảm, thị trường trái phiếu doanh nghiệp bị siết chặt, các điều kiện tài chính thắt chặt hơn, đi kèm tâm lý thận trọng của nhà đầu tư cá nhân. Chi phí vay tăng mạnh dẫn tới lợi nhuận sụt giảm. Song, với các yếu tố tích cực cho triển vọng thị trường năm 2023, bao gồm dự đoán áp lực tỉ giá giảm và ra mắt nền tảng giao dịch KRX, thị trường chứng khoán Việt Nam được kỳ vọng sẽ có những khởi sắc trong năm tới.

However, *Pinetree and most securities companies in the market have also experienced a negative year 2022 due to the decline of the stock market, the tightening of the corporate bond market, tighter financial conditions, and the cautious sentiment of personal investors. The sharp increase in borrowing costs leads to a decrease in profit.* Yet, with the positive factors for the market outlook in 2023, including the prediction of downward exchange rate pressure and the launch of the KRX trading platform, Vietnamese stock market is expected to prosper in the next year.

#### **Kết quả kinh doanh năm 2022 /The business results in 2022**

<b>Chỉ tiêu Indicators</b>	<b>Đơn vị Unit</b>	<b>2022</b>	<b>Kế hoạch 2022 2022's Plan</b>	<b>% kế hoạch % Plan</b>
Doanh thu hoạt động <i>Operating Revenue</i>	Đồng	217,992,053,355	291,000,000,000	75%
Lợi nhuận sau thuế <i>Profit after tax</i>	Đồng	13,048,435,081	30,700,000,000	43%

#### **Hoạt động Môi giới chứng khoán /Securities Brokerage Activities**

2022 là năm đầy biến động của thị trường chứng khoán Việt Nam, năm phục hồi kinh tế sau đại dịch COVID-19, song lại bị áp lực bởi với nhiều thông tin nổi cộm trong và ngoài nước. Chỉ số VN-Index từng có thời điểm lần đầu tiên trong lịch sử vượt ngưỡng 1.500 điểm. Song, cũng có thời điểm chìm sâu xuống dưới 900 điểm - mức thấp nhất trong vòng 2 năm. Tính trung bình, thanh khoản mỗi phiên trong năm 2022 đạt 15.728 tỷ đồng, giảm mạnh gần 22% so với năm 2021.

*2022 is a volatile year for Vietnam stock market, the year of economic recovery after the COVID-19 pandemic, but pressured by many noticeable domestic and foreign information. VN-Index once had*

*the first time in history surpassing the threshold of 1,500 points. However, there was also a time when it sank below 900 points - the lowest level in 2 years. On average, the trading value per trading session in 2022 reached VND 15,728 billion, a sharp decrease of nearly 22% compared to 2021.*

Là một năm khó khăn nhưng số lượng tài khoản mở mới năm 2022 vẫn lập kỷ lục. Lũy kế cả năm 2022, nhà đầu tư cá nhân trong nước đã mở mới gần 2,6 triệu tài khoản chứng khoán. Đây là con số cao nhất trong 22 năm hoạt động. Con số này thậm chí còn vượt qua tổng số lượng tài khoản mở mới của 6 năm từ 2016 đến 2021 cộng lại.

*It has been a difficult year, but number of 2022 new opening accounts still set a record. In the whole year of 2022, domestic individual investors have opened nearly 2.6 million accounts. This is the highest number in 22 years. This number even exceeds the total number of new accounts opened for the 6 years from 2016 to 2021 combined.*

Đặc biệt, tại Pinetree, nhà đầu tư có thể dễ dàng mở tài khoản giao dịch chứng khoán với tiện ích mở tài khoản eKYC trên app hoặc website chỉ trong 2 phút, đồng thời có thể sử dụng dịch vụ hoàn thiện hồ sơ E-contract hoặc nhận bản cứng tại nhà miễn phí do Viettel post cung cấp. Pinetree cung cấp các ứng dụng hiện đại, dễ sử dụng để khách hàng giao dịch chứng khoán nhanh chóng, tìm hiểu thông tin và quản lý tài sản thuận tiện. Với mong muốn trở thành người đồng hành tin cậy, Pinetree đã áp dụng chính sách phí giao dịch 0% trọn đời ngay từ đầu cho tất cả các nhà đầu tư. Vì vậy trong năm 2022, Pinetree đã đạt được số tài khoản mở mới tăng gấp gần 4,2 lần so với năm 2021.

*Especially, at Pinetree, investors can easily open a securities trading account with the eKYC account opening utility on Pinetree's app or website in just 2 minutes, and can also use the E-contract completion service. or get a free hard copy at home provided by Viettel post. Pinetree provides modern, easy-to-use applications for customers to quickly trade securities, find information and manage assets conveniently. With the desire to become a trusted companion, Pinetree has applied it mainly. lifetime 0% trading fee book from the beginning for all investors. So in 2022, Pinetree has achieved an increase of nearly 4.2 times the number of new accounts opened compared to 2021.*

### **Hoạt động dịch vụ hỗ trợ /Supporting services activities**

Giao dịch ký quỹ là dịch vụ hỗ trợ vốn cho khách hàng dưới hình thức vay vốn để thực hiện giao dịch mua chứng khoán nằm trong danh mục quy định của UBCK. Với danh mục chứng khoán cho vay đa dạng, tỷ lệ hỗ trợ vốn đến 50%, khách hàng có thể nhanh chóng gia hạn khoản vay với mức lãi suất thấp (9%/năm đến hết 31/12/2022). Việc sử dụng dịch vụ giao dịch ký quỹ tại Pinetree sẽ giúp khách hàng gia tăng lợi suất đầu tư với chi phí vốn thấp nhất thị trường.

*Margin trading is a service to lend money for customer to purchase securities on the list of margin stock based regulation of SSC. With a diversified margin stock list, capital support ratio up to 50%, customers can quickly extend their loans at low interest rates (9%/year until 31/12/2022). The use of margin trading services at Pinetree will help customers increase their investment yields with the lowest cost of capital in the market.*

Trung tâm thông tin là dịch vụ hỗ trợ cung cấp thông tin cho nhà đầu tư. Xuất phát từ mong muốn tạo giá trị gia tăng cho khách hàng, các ứng dụng của Công ty (Alphatrading, Webtrading, PineX, Stock123...) bên cạnh cung cấp các tiện ích cơ bản liên quan đến giao dịch, đều bổ sung các tiện ích tìm kiếm thông tin dễ dàng về chứng khoán, thị trường, kinh tế vĩ mô...

*Information center is an information support service for investor. Stemming from the desire to create*

added value for customers, the Company's applications (Alphatrading, Webtrading, PineX, Stock123...) in addition to providing basic utilities related to transactions, also supplement information utilities to search for stocks, markets, macroeconomics...

**Đang dạng hóa hoạt động kinh doanh nhằm đưa đến nhiều sản phẩm, dịch chất lượng đến Khách hàng /Diversifying business activities to bring more products and quality services to customers**

Cùng với sự đầu tư, phát triển nền tảng số phục vụ Nhà đầu tư, Công ty đã xây dựng các chính sách nguồn lực phù hợp nhằm thu hút các nhân sự tài năng cho hoạt động mới của Công ty như mảng Ngân hàng đầu tư và Tự doanh. Bên cạnh phát triển nền tảng nhằm tạo thuận tiện cho khách hàng trong quá trình giao dịch, Công ty định hướng tìm kiếm, cung cấp và giới thiệu các cơ hội đầu tư, nhằm đa dạng hóa các sản phẩm đầu tư cho khách hàng. Đây sẽ là mục tiêu hoạt động của bộ phận Ngân hàng đầu tư và Tự doanh của Công ty, với phương châm đồng hành phát triển cùng khách hàng trên con đường đi đến tự do tài chính và phát triển tài sản.

*Along with the investment and development of a digital platform for investors, Pinetree has developed appropriate policies to attract talented personnel for new activities such as investment banking and proprietary trading. In addition to developing platforms to facilitate customers in the transaction process, Pinetree aims to seek, provide and introduce investment opportunities, in order to diversify investment products for customers. This will be the operational target of the investment banking and proprietary trading of Pinetree, with the motto of accompanying customers on the path to financial freedom and asset development.*

**Cơ cấu doanh thu của Công ty giai đoạn 2020-2022 /The revenue structure in the period 2020-2022**

Đơn vị: Triệu đồng /Unit: Million dong

Cơ cấu DTHD <i>Structure of operating revenue</i>	2022		2021		2020	
	Giá trị <i>Value</i>	%DT <i>% revenue</i>	Giá trị <i>Value</i>	%DT <i>% revenue</i>	Giá trị <i>Value</i>	%DT <i>% revenue</i>
DT Môi giới <i>Brokerage revenue</i>	34,011.84	15.6%	35,032.28	24.3%	11,288.42	23.5%
Lãi từ các khoản cho vay và phải thu <i>Margin Revenue</i>	122,727.65	56.3%	89,115.08	61.7%	16,205.83	33.8%
DT tự doanh <i>Proprietary trading revenue</i>	28,242.07	13.0%	10,330.56	7.2%	308.88	0.6%
Doanh thu khác <i>Other revenue</i>	33,010.50	15.1%	9,843.63	6.8%	20,138.74	42.0%
<b>TỔNG /TOTAL</b>	<b>217,992.05</b>	<b>100.0%</b>	<b>144,321.55</b>	<b>100.0%</b>	<b>47,941.88</b>	<b>100.0%</b>

**Một số chỉ tiêu về tình hình tài chính của Công ty /Some indicators of the financial situation of Pinetree**

Chỉ tiêu /Indicators	Đơn vị <i>Unit</i>	2022	2021	% tăng giảm <i>% increase/decrease</i>
Tổng tài sản <i>Total assets</i>	Đồng	2,533,215,197,432	2,131,428,431,858	18.9%

Chỉ tiêu /Indicators	Đơn vị Unit	2022	2021	% tăng giảm % increase/decrease
Các khoản cho vay <i>Loans</i>	Đồng	871,586,956,636	1,685,666,532,157	-48.3%
Nợ phải trả <i>Liabilities</i>	Đồng	1,055,394,693,035	666,656,362,542	58.3%
Vốn chủ sở hữu <i>Owner's equity</i>	Đồng	1,477,820,504,397	1,464,772,069,316	0.9%
Doanh thu hoạt động <i>Operating revenue</i>	Đồng	217,992,053,355	144,321,547,341	51.0%
Lợi nhuận trước thuế <i>Profit before tax</i>	Đồng	17,222,320,722	25,382,657,607	-32.1%
Lợi nhuận sau thuế <i>Profit after tax</i>	Đồng	13,048,435,081	25,382,657,607	-48.6%

### Tình hình tài chính /Financial situation

Công ty tiếp tục duy trì sự ổn định và đảm bảo khả năng an toàn tài chính nhằm xây dựng nền tảng vững chắc cho Công ty trong quá trình kinh doanh.

*Regarding the financial situation, the Company continues to maintain stability and ensure financial safety to build a solid foundation for the Company in the business process.*

### Chi tiết khoản phải thu giai đoạn 2021-2022 /The detail receivables for the period 2021-2022

Chỉ tiêu /Indicators	Đơn vị Unit	2022	2021	% tăng giảm % increase /decrease
Các khoản cho vay <i>Loans</i>	Đồng	871,586,956,636	1,685,666,532,157	-48.3%
Cho vay hoạt động Margin <i>Margin balance</i>	Đồng	761,528,436,675	1,204,524,997,861	-36.8%
Cho vay hoạt động ứng trước <i>Advance balance</i>	Đồng	110,058,519,961	481,141,534,296	-77.1%
Các khoản phải thu <i>Receivables</i>	Đồng	22,042,617,945	9,024,311,509	144.3%
Trả trước cho người bán <i>Advanced payments to suppliers</i>	Đồng	644,254,496	1,608,436,050	-59.9%
Phải thu các dịch vụ CTCK cung cấp <i>Receivables from services provided by securities company</i>	Đồng	60,579,592	311,573,427	-80.6%
Các khoản phải thu khác <i>Other receivables</i>	Đồng	1,193,721,823	670,741,878	78.0%

### 2. Đánh giá hoạt động khác của Công ty năm 2022 /Evaluation of other activities of the Company in 2022:

**Về công nghệ thông tin:** Với định hướng phát triển nền tảng tài chính số, cung cấp cho Khách hàng các dịch vụ trực tuyến, dễ dàng và thuận tiện trong việc sử dụng và đáp ứng đa dạng nhu cầu đầu tư,

Công ty đã đầu tư nâng cấp hệ thống phần cứng nhằm tăng cường khả năng đáp ứng nhu cầu trong hiện tại và tương lai, cũng như đảm bảo sự an toàn khi số hóa hoạt động. Bên cạnh đó, Công ty cũng đã đầu tư xây dựng lại hệ thống phần mềm nhằm đồng bộ hóa tất cả các hoạt động, sản phẩm nhằm tạo sự thuận tiện cho Khách hàng trong quá trình giao dịch. Với phương châm, con người là thành tố quan trọng nhất trong sự phát triển hệ sinh thái tài chính số, Công ty đã thực hiện các chính sách để thu hút nhân sự tài năng trong lĩnh vực phát triển công nghệ, nhằm đem đến cơ hội để đẩy mạnh việc hoàn thiện hệ sinh thái tài chính số.

***About IT:** With the orientation of developing a digital financial platform, providing customers with online services, easy and convenient to use and meet a variety of investment needs, the Company has invested in upgrading the system. hardware to enhance the ability to meet current and future needs, as well as ensure the safety of digital operations. Besides, the Company has also invested in rebuilding the software system to synchronize all activities and products to create convenience for customers during the transaction. With the motto, people are the most important element in the development of the digital financial ecosystem, the Company has implemented policies to attract talented personnel in the field of technology development, in order to provide opportunities to promote the improvement of the digital financial ecosystem.*

**Về hoạt động kiểm soát rủi ro:** Bên cạnh các công việc thường nhật trong quá trình kiểm soát rủi ro của hoạt động, Pinetree đã thực hiện hoàn chỉnh các quy trình nghiệp vụ liên quan cùng với các quy trình, quy chế hiện có nhằm đáp ứng được nhu cầu quản trị rủi ro, đảm bảo an toàn trong hoạt động của Công ty mà vẫn đáp ứng được yêu cầu của sự phát triển. Công ty tiếp tục tổ chức một số buổi tập huấn chuyên môn cho bộ phận nghiệp vụ môi giới, chăm sóc khách hàng. Các quy trình nghiệp vụ tiếp tục được cập nhật nhằm phù hợp với tình hình thực tế và yêu cầu của pháp luật. Ban Lãnh đạo Pinetree xác định hoạt động kiểm soát tuân thủ nội bộ là nguồn thông tin quan trọng giúp Hội đồng Quản trị, Cổ đông nắm rõ hoạt động công ty và có chính sách, chiến lược phù hợp.

***About risk control activities:** In addition to the daily work in the process of risk control of operations, Pinetree has completed relevant business processes with existing processes and regulations to meet the risk management needs to ensure safety in the Company's operations and still meet the requirements of development. The company continues to organize a number of professional training for the brokerage and customer care department. Business processes continue to be updated to suit the actual situation and legal requirements. The BOM of Pinetree determines that internal compliance control is an important source of information to help the Board of Directors and shareholders understand the company's operations and have appropriate policies and strategies.*

### **3. Kế hoạch kinh doanh năm 2023 /The business plan for 2023:**

Trong năm 2023, Công ty đặt các chỉ tiêu kinh doanh như sau:

*In 2023, the Company sets the following business targets*

<b>Chỉ tiêu /Indicators</b>	<b>Đơn vị /Unit</b>	<b>Kế hoạch năm 2023 2023's Plan</b>
Doanh thu hoạt động <i>Operating Revenue</i>	Đồng	247,200,000,000
Lợi nhuận trước thuế <i>Profit before tax</i>	Đồng	8,500,000,000

Kính trình Đại hội xem xét và thông qua.

*For the General Meeting of Shareholders consideration and approval.*

**TỔNG GIÁM ĐỐC**  
***GENERAL DIRECTOR***

**Lee Jun Hyuck**

Số /No: /2023/BC-BKS

Hà Nội, / /2023 /Hanoi, , 2023

**BÁO CÁO CỦA BAN KIỂM SOÁT /REPORT OF BOARD OF SUPERVISORS  
TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2023  
AT THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Kính thưa Đại hội,

*To: The General Meeting of Shareholders*

Ban Kiểm soát (“**BKS**”) Công ty cổ phần Chứng khoán Pinetree (“**Pinetree**”/“**Công ty**”) báo cáo Đại hội đồng Cổ đông Thường niên năm 2023 (“**Đại hội**”) như sau:

*The Board of Supervisory (“**BOS**”) of Pinetree Securities Corporation (“**Pinetree**”) would like to submit to the 2023 Annual General Meeting of Shareholders as follow:*

**1. Hoạt động của BKS năm 2022 /Activities of the BOS in 2022**

**1.1. Cơ cấu của BKS /Structure of the BOS**

Thành phần BKS tại thời điểm 31/12/2022 như sau:

*The members of BOS at 31/12/2022 as follow:*

- Bà Chu Thị Lua – Trưởng BKS /*Ms. Chu Thi Lua – Head of BOS*
- Ông Lee Jun Hyeob – Thành viên BKS /*Mr. Lee Jun Hyeob – Member*
- Ông Kim Ji Yoon – Thành viên BKS /*Mr. Kim Ji Yoon – Member*

**1.2. Hoạt động của BKS năm 2022 /Operation of the BOS in 2022**

Trong năm 2022, BKS đã thực hiện và tiến hành các hoạt động theo Điều lệ của Pinetree cũng như tuân thủ các quy định khác của pháp luật:

*In 2022, the BOS has performed the following activities in accordance with the Charter of Pinetree and other regulations of laws:*

- Thực hiện giám sát hoạt động và việc tuân thủ theo quy định của pháp luật và Điều lệ Công ty đối với Hội đồng Quản trị (“**HDQT**”), Tổng Giám đốc và ban lãnh đạo trong việc quản lý, điều hành Công ty.  
*Monitoring the operation and compliance with the provisions of law and the Charter of the Company for the Board of Directors (“**BOD**”), General Director, management board in the management and administration of the Company.*
- Tham gia các cuộc họp của HDQT và một số buổi họp của ban lãnh đạo Pinetree về kế hoạch kinh doanh năm và báo cáo tình hình thực hiện kế hoạch năm.  
*Participate in meetings of the BOD and a number of meetings of the management board of Pinetree on annual business plan and report on the implementation of the annual plan.*
- Thường xuyên kiểm soát hoạt động sử dụng vốn của Pinetree, theo dõi luân chuyển vốn tài sản của Pinetree.



*Regularly control the operation of capital use of Pinetree, track asset rotation of Pinetree.*

- Kiểm soát các báo cáo tài chính hàng quý, sáu tháng và báo cáo năm nhằm đánh giá tính hợp lý và chính xác của các số liệu tài chính trước khi đệ trình HĐQT.

*Supervise the quarter, six-month and annual financial statements in order to assess the reasonableness and accuracy of financial data before submitting to the BOD.*

- Đề xuất lựa chọn Công ty Kiểm toán độc lập (là Công ty Kiểm toán có trong danh sách các Công ty Kiểm toán được UBCKNN chấp thuận kiểm toán cho các tổ chức phát hành, tổ chức niêm yết và tổ chức kinh doanh chứng khoán năm 2022 và có kinh nghiệm, uy tín trong công tác kiểm toán cho các Công ty niêm yết).

*Proposing the selection of an Independent Auditing Company (an Auditing Company in the list of Auditing Companies approved by SSC to audit [securities] issuing organizations, listing organizations and securities trading organizations in 2022 and has experience and reputation in auditing for listed companies).*

- Kiểm soát việc chấp hành chế độ chi tiêu nội bộ tại Công ty.

*Control the compliance with the internal spending regime at the Company.*

Trong năm 2022, BKS được cung cấp đầy đủ thông tin về các quyết định của HĐQT, Tổng Giám đốc, ban điều hành; đồng thời nhận được sự hỗ trợ và tạo điều kiện thuận lợi để phục vụ cho công tác kiểm tra, giám sát của mình. HĐQT và BKS luôn có sự trao đổi thông tin trong các vấn đề liên quan đến định hướng của Pinetree, bám sát nhiệm vụ được giao.

*In 2022, the BOS were provided with sufficient information on the decisions of the BOD and General Director; management board; and at the same time received support and favorable conditions for inspection and supervision. The BOD and BOS always exchanged information on issues related to the direction of Pinetree, closely following the assigned tasks.*

## **2. Kết quả giám sát của BKS /The result of supervising activities of BOS 2022**

BKS đánh giá trong năm 2022, HĐQT, Tổng Giám đốc và ban lãnh đạo Pinetree đã tuân thủ các quy định của pháp luật trong công tác chỉ đạo, quản lý và điều hành. Các thành viên HĐQT, Tổng Giám đốc, và cán bộ quản lý đã thực hiện đúng chức năng, nhiệm vụ được giao theo quy định của Luật Doanh nghiệp, Điều lệ Công ty và Nghị quyết ĐHĐCĐ.

*BOS evaluated that, in 2022, BOD, General Director and management board of Pinetree have complied with the provisions of the law in administrative management. The members of the BOD, General Director and the management staff have implemented the functions and tasks assigned in accordance with the Enterprise Law, the Company Charter and the BOD' Resolution.*

### **2.1. Nhận xét về hoạt động của HĐQT /Evaluation of the management of BOD**

- Tổ chức thành công ĐHĐCĐ thường niên năm 2022.

*Successfully organized the 2022 Annual General Meeting of Shareholders.*

- HĐQT đã tiến hành các cuộc họp theo quy định để triển khai các Nghị quyết của ĐHĐCĐ phù hợp với tình hình hoạt động Công ty. Các cuộc họp đã tuân thủ quy định, quy chế của Công ty. BKS cũng đã được cung cấp đầy đủ các tài liệu, Biên bản, Nghị quyết của các cuộc họp HĐQT. *The BOD has conducted meetings according to regulations to implement the resolutions of the GMS, in accordance with the operation situation of the Company. Meetings are in compliance with regulations, statues of the Company. BOS has also been provided with full documents, resolutions and minutes of meetings of the BOD.*

- Trong các phiên họp, các thành viên của HĐQT đều tham gia đầy đủ, làm việc trách nhiệm,

tuân thủ pháp luật và đặt lợi ích Công ty lên hàng đầu nhằm đưa ra các quyết định chính xác, kịp thời phục vụ hoạt động kinh doanh Công ty.

*During its meetings, the members of the BOD fully participate, work responsibly, comply with the law and consider the Company's interests as first priority in order to make accurate and timely decisions for Company business operation.*

- Các Nghị quyết, Quyết định của HĐQT tuân thủ đúng theo Điều lệ Công ty và các quy định pháp luật có liên quan.

*Resolutions and Decisions of the BOD comply with the Company's Charter and relevant legal provisions.*

- HĐQT cũng đã thực hiện việc công bố thông tin định kỳ, đột xuất theo đúng quy định của Ủy ban Chứng khoán Nhà nước và của pháp luật.

*The BOD has also made periodic and extraordinary disclosure of information in accordance with the regulations of the State Securities Commission and the Law.*

Qua quá trình giám sát, BKS không phát hiện bất kỳ bất thường nào trong các hoạt động quản trị, điều hành của HĐQT.

*Through the supervision process, the BOS did not find anything unusual in the management and administration activities of the BOD.*

## **2.2. Nhận xét về hoạt động của Tổng Giám đốc /Evaluation of the executive work of the General Director**

- Tổng Giám đốc đã có nhiều nỗ lực trong việc triển khai các Nghị quyết, Quyết định của ĐHĐCĐ và HĐQT. Trong quá trình điều hành, Tổng Giám đốc đã có báo cáo về tình hình hoạt động trong tháng và kế hoạch, định hướng dự kiến của tháng tiếp theo báo cáo HĐQT.

*The General Director has made great efforts in implementing resolutions and decisions of the GMS and the BOD. In the process of management, the General Director has reported on the operation situation in the month and the plan and expected orientation of the following month to the BOD.*

- Cung cấp đầy đủ tài liệu cho BKS phục vụ việc kiểm tra, giám sát.

*Provide sufficient documents for the BOS' inspection and supervision.*

Qua quá trình giám sát, BKS không phát hiện bất kỳ bất thường nào trong các hoạt động của Tổng Giám đốc Công ty.

*Through the supervision process, the BOS did not find anything unusual in the activities of the General Director.*

## **3. Kế hoạch hoạt động của BKS năm 2023 /Operation plan of the BOS in 2023**

- Tiếp tục duy trì hiệu quả trong phạm vi chức năng của BKS.

*Continue to maintain efficiency within the functions of the BOS.*

- Không ngừng tăng cường sự phối hợp giữa BKS, HĐQT, Tổng Giám đốc và ban lãnh đạo nhằm tăng cường sự hiệu quả trong công tác quản trị Công ty.

*Constantly strengthening the coordination between the BOS, BOD, General Director and management board to enhance the effectiveness of operation management over Company.*

- Tăng cường giám sát tình hình hoạt động của HĐQT, Tổng Giám đốc và các cán bộ quản lý trong phạm vi chức năng nhằm giám sát và kiến nghị những biện pháp trong tổ chức, quản lý, điều hành hoạt động kinh doanh của Công ty.

*Strengthen the supervision of the operation of the BOD, the General Director and Team leaders*

*within its scope of functions to supervise and recommend measures in the organization, management and administration of business activities of the Company.*

Kính trình Đại hội xem xét và thông qua.

*For the General Meeting of Shareholders consideration and approval.*

**TM. BAN KIỂM SOÁT /FOR AND ON BEHALF OF BOS**  
**TRƯỞNG BAN /HEAD OF BOS**

**Chu Thị Lụa**

Số /No: /2023/TT-HĐQT

Hà Nội, / /2023 /Hanoi, , 2023

## TỜ TRÌNH CỦA HỘI ĐỒNG QUẢN TRỊ /PROPOSALS OF BOARD OF DIRECTOR

V/v: Thông qua các nội dung về hoạt động kinh doanh  
Subject: Approval on some business operations

Kính thưa Đại hội,

To: *The General Meeting of Shareholders*

Hội đồng Quản trị (“**HĐQT**”) Công ty Cổ phần Chứng khoán Pinetree (“**Pinetree**”/“**Công ty**”) kính trình Đại hội đồng Cổ đông Thường niên năm 2023 (“**ĐHĐCĐ**”/“**Đại hội**”) xem xét và thông qua các nội dung sau:

*The Board of Directors (“**BOD**”) of Pinetree Securities Corporation (“**Pinetree**”) hereby submit to the 2023 Annual General Meeting of Shareholders (“**GMS**”/“**Meeting**”) for consideration and approval of some contents as follows:*

### **I. Thông qua Báo cáo Tài chính năm 2022 đã kiểm toán /Approval on the audited Financial Statements 2022:**

HĐQT kính trình ĐHĐCĐ thông qua Báo cáo Tài chính năm 2022 của Pinetree đã được kiểm toán bởi Công ty TNHH Ernst & Young Việt Nam và đã được công bố thông tin theo quy định, đồng thời được đăng tải trên website của Công ty ([www.pinetree.vn](http://www.pinetree.vn)), bao gồm:

*The BOD would like submits to the GMS for approval on the Financial Statements 2022 audited by Ernst & Young Vietnam Limited and disclosed in accordance with laws and regulations, and posted on the Company’s website at ([www.pinetree.vn](http://www.pinetree.vn)), including:*

- Báo cáo của Kiểm toán độc lập (trong đó ý kiến của kiểm toán viên theo báo cáo kiểm toán độc lập số 61591189/22987493: “Theo ý kiến của chúng tôi, Báo cáo tài chính kèm theo đã phản ánh trung thực và hợp lý, trên các khía cạnh trọng yếu, tình hình tài chính của Công ty tại ngày 31 tháng 12 năm 2022, kết quả hoạt động, tình hình lưu chuyển tiền tệ và tình hình biến động vốn chủ sở hữu cho năm tài chính kết thúc cùng ngày, phù hợp với các Chuẩn mực kế toán Việt Nam, Chế độ kế toán doanh nghiệp Việt Nam, các hướng dẫn kế toán áp dụng cho các công ty chứng khoán và các quy định pháp lý khác có liên quan đến việc lập và trình bày Báo cáo tài chính”).

*Independent auditor’s report (opinion of auditor according to independent auditor’s report No 61591189/22987493: “In our opinion, the accompanying financial statement give a true and fair view, in all material respects, of the financial position of the Company as at 31 December 2022, and of the results of its operations, its cash flow and its change in equity for the year ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System, accounting guidance applicable to securities company and the statutory requirements relevant to preparation and presentation of financial statements”).*

- Báo cáo tình hình tài chính tại 31/12/2022.  
*Statement of financial position as at 31/12/2022.*
- Báo cáo kết quả hoạt động năm 2022.  
*Income statement for the year 2022.*
- Báo cáo lưu chuyển tiền tệ.  
*Cash flow statement.*
- Báo cáo tình hình biến động vốn chủ sở hữu.  
*Statement of changes in owner's equity.*
- Thuyết minh báo cáo tài chính.  
*Notes to the financial statements.*

Trong đó /In which:

1. Một số chỉ tiêu cơ bản trên Báo cáo tình hình tài chính tại 31/12/2022 đã được kiểm toán:  
*Key terms provided in the audited Statement of financial position as at 31/12/2022:*

<b>TT NO</b>	<b>Các chỉ tiêu Items</b>	<b>Số tiền (Đồng) Value (Dong)</b>
<b>I</b>	<b>Tổng Tài sản Total assets</b>	<b>2,553,215,197,432</b>
1	Tài sản ngắn hạn <i>Current assets</i>	2,461,897,420,174
	Tài sản tài chính <i>Financial assets</i>	2,454,967,641,053
	Tài sản ngắn hạn khác <i>Other current assets</i>	6,929,779,121
2	Tài sản dài hạn <i>Non-current assets</i>	71,317,777,258
	Tài sản tài chính dài hạn <i>Long-term financial assets</i>	0
	Tài sản cố định <i>Fixed assets</i>	58,028,207,669
	Tài sản dài hạn khác <i>Other long-term assets</i>	13,289,569,589
<b>II</b>	<b>Tổng Nguồn vốn Total Liabilities and Owner's Equity</b>	<b>2,553,215,197,432</b>
1	Nợ phải trả <i>Liabilities</i>	1,055,394,693,035
2	Vốn chủ sở hữu <i>Owner's Equity</i>	1,477,820,504,397

2. Một số chỉ tiêu cơ bản trên Báo cáo thu nhập toàn diện năm 2022 đã được kiểm toán:  
*Key terms provided in the audited Income statement for the year:*

<b>TT No</b>	<b>Các chỉ tiêu Items</b>	<b>Số tiền (Đồng) Value (dong)</b>
1	Doanh thu hoạt động <i>Operating revenue</i>	217,992,053,355
2	Chi phí hoạt động	99,473,057,776

<b>TT No</b>	<b>Các chỉ tiêu Items</b>	<b>Số tiền (Đồng) Value (dong)</b>
	<i>Operating expenses</i>	
3	Doanh thu hoạt động tài chính <i>Finance income</i>	3,133,229,892
4	Chi phí tài chính <i>Finance expense</i>	48,801,251,381
5	Chi phí quản lý CTCK <i>General and administrative expense</i>	55,177,100,786
6	Kết quả hoạt động <i>Operating profit</i>	17,673,873,304
7	Thu nhập và Chi phí khác <i>Other income and other expense</i>	(451,552,582)
8	Lợi nhuận trước thuế <i>Profit before tax</i>	17,222,320,722
9	Thuế thu nhập doanh nghiệp <i>CIT expense</i>	(4,173,885,641)
10	Lợi nhuận sau thuế <i>Profit after tax</i>	13,048,435,081

**II. Thông qua việc lựa chọn đơn vị kiểm toán năm 2023 /Approval on appointment of the audit firm for the year 2023:**

HĐQT kính trình ĐHĐCĐ thông qua việc ủy quyền cho Người đại diện theo pháp luật của Công ty được lựa chọn, đàm phán, giao kết hợp đồng/thỏa thuận với một trong các Công ty kiểm toán được Ủy ban Chứng khoán Nhà nước chấp thuận kiểm toán cho đơn vị có lợi ích công chúng thuộc lĩnh vực chứng khoán năm 2023 để thực hiện kiểm toán và soát xét Báo cáo tài chính, Báo cáo Tỷ lệ An toàn Tài chính trong năm 2023 của Pinetree.

*The BOD would like to submit to the GMS for approval to authorize the Legal Representative to select, negotiate, sign contracts/agreement with one of the independent audit firms which are approved to audit entities having public interests in the securities sector in 2023 by the State Securities Commission of Vietnam to audit and review the Financial Statement, Financial Safety Ratio Report in 2023 of Pinetree.*

**III. Thông qua sửa đổi, bổ sung Điều lệ Công ty Cổ phần Chứng khoán Pinetree /Approval on amendments and supplementations to the Charter of Pinetree**

HĐQT kính trình ĐHĐCĐ thông qua Điều lệ sửa đổi bổ sung (Điều lệ đính kèm theo Tờ trình này).

*The BOD submit to the GMS for approval on the amendments and supplementation to the Charter (attached Charter complying with this Proposal).*

**IV. Thông qua chính sách thù lao cho HĐQT, BKS /Approval on remuneration for the BOD, BOS for the year 2023**

HĐQT kính trình ĐHĐCĐ thông qua chính sách thù lao cho thành viên HĐQT, BKS năm 2023 như sau:

*The BOD submit to the GMS for approval on the remuneration for the members of the BOD, BOS for the year 2023, as follows:*

- Thù lao HĐQT : 0 đồng/tháng /dong/month

*Members of BOD*

- Thù lao BKS : 0 đồng/tháng /dong/month

*Members of BOS*

Kính trình Đại hội xem xét và thông qua.

*For the GMS's consideration and approval.*

**TM. HỘI ĐỒNG QUẢN TRỊ**  
**FOR AND ON BEHALF OF BOARD OF**  
**DIRECTORS**

**Lee Jun Hyuck**

**PINETREE SECURITIES  
CORPORATION**

**---o0o---**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence-Freedom-Happiness**

**---o0o---**

**CHARTER  
PINETREE SECURITIES CORPORATION**

*Hanoi, 16/11/2021*



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## LEGAL BASIS

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 17 June 2020 as amended and supplemented from time to time and its guidelines;

- Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 26 November 2019 as amended and supplemented from time to time and its guidelines;

- Relevant Resolutions of the General Meeting of Shareholders, the Board of Directors and General Director of the Company.

### 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 Pinetree 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 No. 54/2019/QH14 adopted by the National Assembly of Socialist Republic of Viet Nam dated 26 November 2019 as amended and supplemented from time to time;

d. "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 17 June 2020 as amended and supplemented from time to time;

e. "Management Personnel" include members of the Board of Directors, General Director of the Company;

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 Pinetree

b. Name in English: Pinetree Securities Corporation

c. Transaction name: Công ty Cổ phần Chứng khoán Pinetree

d. Abbreviated name: Pinetree Securities

2. Licence on Establishment and Securities Operation No. 10/GPHĐKD issued by the State Securities Commission on 18 February 2003 and its amendments and supplements from time to time.

3. 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.

4. Head-office of the Company::

a. Address: 20th Floor, TNR Tower, 54A Nguyen Chi Thanh street, Lang Thuong ward, Dong Da district, Hanoi

b. Telephone: 024.62761818 Fax: 024.62750077 Email: [contact@pinetree.vn](mailto:contact@pinetree.vn)

c. Website: [www.pinetree.vn](http://www.pinetree.vn)

5. 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.

6. 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 to act as the person lodging a petition for resolution of a civil matter, 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 General Director.

3. In case the legal representative goes overseas, he must authorize in writing another person who resides in Vietnam 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 deceased, disappears, is prosecuted for criminal liability, is subject to temporary imprisonment, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, has his or her capacity for civil acts restricted or lost, has cognitive difficulties or difficulties with behavioral control, or is prohibited by a court from assuming a certain position, from practicing or from doing certain work, then the Board of Directors shall designate another person to act as the legal representative.

6. Courts and other agencies authorized to perform legal proceedings have the right to appoint the legal representative to participate in legal proceedings in accordance with law..

#### **Article 4. Scope of business**

1. The Company's scope of business includes:

- a. Securities brokerage;
- b. Securities investment advisory;
- c. Securities Proprietary Trading;
- d. Underwriting.

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, fund certificate distribution 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;

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, General Director, 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, except for online trading;

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 without plausible reason, limit the compensation scope of the Company without plausible reason 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 (GD) 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, General Director:

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, GD 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. General Director, Deputy General Director (if any) may not concurrently work for other securities companies, fund management companies or enterprises. General Director, Deputy General Director 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 970,000,000,000 (in word: Eight hundred fifteen billion Dong).

#### **Article 11. Types of shares**

1. The Company's charter capital is divided into 97,000,000 shares. Each share shall have a par value of VND10,000.

2. Classes of shares:

Ordinary shares: 97,000,000 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:

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.

#### **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.

#### **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 enterprises, 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**

## **RIGHTS AND OBLIGATIONS OF SHAREHOLDERS**

#### **Article 17. Rights of shareholders**

1. 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 about name and address of such shareholder 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 holding share in the Company in accordance with laws;

2. A shareholder or group of shareholders, who holds at least 5% of overall ordinary shares of the Company, shall be entitled to:

- Sight and make an extract of the book of minutes and resolutions of the Board of Directors midyear and annual financial statements, reports of the Board of Supervisor and contracts and transactions which must be approved by the Board of Directors and other data except for data relating to commercial secrets or business secrets of the Company;

- Request the convening of a General Meeting of Shareholders in case that The Board of Directors commits serious violations against the rights of shareholders, obligations of managers, or make decisions ultra vires;

The request for convention of the General Meeting of Shareholders shall be made in writing, bear the full name, contact address, Nationality, ID/passport number if the shareholder is an individual, name, enterprise code or number of organizational legal document, 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, contact address, Nationality, ID/passport number if the shareholder is an individual; name, headquarter address, enterprise code or number of organizational legal document 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;

3. The shareholder or group of shareholders that continuously holds at least 1% of total ordinary shares is entitled to, whether single-handedly or on behalf of the Company, to initiate a legal action regarding personal liability or joint liability against a Member of the Board of Directors; General Director for refund of benefits or payment of compensation for loss to the Company or to others in accordance with laws. Procedures for proceedings are prescribed by corresponding regulations of law on civil proceedings.

4. Shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors or the Board of Supervisor. The nomination procedure shall be in accordance with Law on Enterprise.

5. 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 18. Obligations of shareholders**

1. 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 persons with related interests 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;

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

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

4. To preserve confidentiality of information provided by the Company pursuant to the charter and law; and only to use information provided in order to perform and protect their lawful rights and interests, and not to distribute, copy or send such information to other organizations or individuals.

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

#### **Article 19. 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. Not fall into the category of entities which are not entitled to establish and manage enterprises in Vietnam according to the lawas prescribed by the Law on Enterprises;

b. The shareholder as organization being a State owned enterprise under the laws shall not appoint any person with a family relationship with a manager of the company or the person having authority 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 20. Administration apparatus of the Company**

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

#### **I. The General Meeting of Shareholders**

#### **Article 21. 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. To make decisions on redemption of more than 10% of the total number of shares already sold of each class of shares issued;
- k. To decide the budget or the total remuneration, bonuses and other benefits of the Board of Directors and of the Board of Supervisors;
- l. To approve the internal management rules, and the operational rules of the Board of Directors and of the Board of Supervisors;

m. To approve the list of independent auditing companies, and to decide on an independent auditor to conduct inspection of activities of the company, and to remove the independent auditor when considered necessary;

n. To accept contracts and transactions as prescribed in Clause 51.3 of this Charter;

o. Other rights and obligations as provided by law and this Charter.

#### **Article 22. Exercise of the right to attend meeting of General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders being organizations may attend the meeting directly, authorize one or several other individuals, organizations to attend the meeting, or attend the meeting via one of the methods stipulated in Clause 3 below. Where more than one representative is appointed, number of shares each representative shall be specified.

2. The authorization to the other individual(s), organization(s) to attend the General Meeting of Shareholders shall be made in writing in compliance with the civil laws and shall specify name of the authorized person(s) or organization(s) and number of authorized shares. The individuals and organizations authorized to attend meetings of the General Meeting of Shareholders shall present their written authorization letter before entering the meeting room.

3. A shareholder shall be deemed to attend and vote at a meeting of the General Meeting of Shareholders in the following cases:

a. Such shareholder attends and votes directly at the meeting;

b. Such shareholder authorizes another organization(s) or individual(s) to attend and vote at the meeting;

c. Such shareholder attends and votes via an online conference, or by casting an electronic vote or by other electronic forms;

d. Such shareholder sends his or her voting slip to the meeting by mail, by fax or email;

e. Such shareholder sends his or her voting slip to the meeting by other method under notice of invitation to the General Meeting of Shareholders.

#### **Article 23. Alternation of rights**

1. The alternation or cancellation of the special rights associated with a class of preference shares shall be effective when being approve by at least 65% of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on any item which results in an adverse change of rights and obligations of a preference shareholder passed if it is agreed by the number of attending preference shareholders of the same type owning 75% or more of the total number of preference shares of such type or if it is agreed by the preference shareholders of the same type owning 75% or more of the total number of preference shares of such type if such resolution is passed by way of collection of written opinions.

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 26 and 28 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 24. 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 location of the General Meeting of Shareholders shall be the place where the chairman is present and within the territory of Vietnam.

b. An annual General Meeting of Shareholders shall be held within four (04) months from the end of the fiscal year. If the meeting cannot be held within such period, the Company must report the State Securities Commission in writing, in which specify reason and shall held the annual General Meeting of Shareholders in the next subsequent 02 months.

### 2. Power to convene the General Meetings of Shareholders

a. 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 minimum number of members required by law;
- Upon written request by a shareholder or a group of shareholders as stipulated in article 17.2 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 minimum number of members required by law or from the date of receipt of the request for organizing General Meeting of Shareholders as 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 in accordance with provisions under this Charter and Law on Enterprise. 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.

All the expenses for convening and conducting a meeting of the General Meeting of Shareholders according to Clause b, c, d of this Article shall be reimbursed by the Company.

## **Article 25. 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;
  - g. Self-evaluation reports on the operation of the Board of Supervisory and performance of Supervisors;
  - h. Other issues falling within its competence.
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 2 of Article 17 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 of shares of each class held by such shareholder, and the contents recommended to be included in the meeting agenda.
4. Where the convenor of a meeting of the General Meeting of Shareholders refuses the recommendation stipulated in Clause 2 of this Article, the convenor must provide a written reply specifying the reasons no later than 02 working days prior to the date of opening of the meeting. The convenor of the General Meeting of Shareholders may rejects this recommendations in the following cases:
- a. The recommendation is not sent in accordance with clause 3 of this Article; or
  - b. The issue recommended does not fall within the scope of authority of the General Meeting of Shareholders for discussion and adoption.
5. The convenor of a meeting of the General Meeting of Shareholders must accept and include the recommendations stipulated in clause 3 above into the draft program and agenda for the meeting, except in the cases stipulated in clause 4 above; the recommendation shall be added officially to the program and agenda for the meeting if the General Meeting of Shareholders so agrees.

#### **Article 26. Conditions for convening the General Meeting of Shareholders**

1. A meeting of the General Meeting of Shareholders shall be conduct where the number of attending shareholders represents more than 50% of votes.
2. If the first meeting is still insufficient number of required participants based Clause 1 of this Article, the notice of invitation to the second meeting must be sent 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 notice of invitation to the third meeting must be sent 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 27. 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 or authorize a member of the Board of Directors to act as chairman of all meetings which are convened by the Board of Directors. In case the Chairman does not have authorization and is absent or is not temporarily able to work, 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. Voting shall be conducted by votes which agree, which do not agree, 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 chairman or the convenor (until the chairman has been elected) 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) working 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 28. 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, such as absentee voting via electronic security system, internet or telephone telephone or other methods according to the notice of invitation to the General Meeting of Shareholders to facilitate the participation of shareholders.

3. The General Meeting of Shareholders may ratify all issues based on Article 21 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 representing at least 65% of votes of all shareholders who attends and votes at the meeting, except for the cases provided in Clause 6 and 7 of this Article:

- 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;

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 a number of shareholders representing more than 50% of total votes of all shareholders who attends and and votes at the meeting, except for the cases provided in Clause 4, 6 and 7 of this Article.

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 equal number of votes or selected in accordance with the criteria stated in the regulations on election.

7. Where a resolution is passed by way of collection of written opinions, a resolution of the General Meeting of Shareholders passed when it is agreed by a number of shareholders owning more than 50% of the total votes of all shareholders having the voting right.

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 29. 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:

1. 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;

2. 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 141 of Law on Enterprise. The request for and method of sending written opinion forms and enclosed documents shall be implemented in accordance with Article 143 of Law on Enterprise;

3. 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;
- Name and information of the shareholder or the representative of a the shareholder; 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 or a person authorized by the Chairman;

4. 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;

5. 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, or a person authorized by the Chairman of the Board of Directors, vote counting supervisors, and vote counters.

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

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

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

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

### **Article 30. 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 Law on Enterprise and this Charter.

3. In case a shareholder or group of shareholders request to annul a Resolution of the General Meeting of Shareholders based on Article 151 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 31. 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 or any other person signing the minutes of meeting 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. The minutes of vote-counting 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 32. Request for annulment of resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the day on which the resolution or minutes or the vote counting record is received, the shareholder or group of shareholders mentioned in Clause 2 Article 17 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 and issuing a resolution of the General Meeting of Shareholders seriously breached the Law on Enterprises and the Company's Charter except for the case prescribed in Clause 2 of Article 30 herein.

2. 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 33. 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 unsold 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 10% of the total number of shares of each class already issued within a period of 12 months;

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 contracts, transactions with their values equal or higher than 35% of the total value of assets stated in the latest financial statement of the Company, except contracts and transactions within the decision-making authority of the General Meeting of Shareholders as stipulated in sub-clause e, Clause 2

of Article 21 of this Charter and contracts, transactions between the Company and 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 General Director and other Management Personnel of the Company. to make decisions on salaries remuneration, bonuses 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 General Director 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, 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 financial statements of the Company 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 General Director; 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 General Director 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;

s. To make decisions on the investment or sale of assets valued from higher 10% to under 35% of the total value of the Company's assets recorded in the Company's latest financial statement;

t. Other rights and obligations in accordance with Law on Enterprise and this Charter.

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. 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, resolutions of the General Meeting of Shareholders 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. In such case, a shareholder of the company has the right to request a court to suspend implementation of or to rescind the above-mentioned resolution or decision.

5. 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 General Director 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 General Director 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 bonus 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 and bonus 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 Law on Enterprise;

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



### **Article 34. Number, composition and term of the Board of Directors' members**

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

The number of members of the Board of Directors shall have three (03) members

#### 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 35. Qualifications, conditions to be a member of the Board of Directors**

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

a. Not fall into the category of entities which are not entitled to establish and manage enterprises in Vietnam 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 General Director, member of the Board of Directors, member of the Board of Members of another securities company;

2. 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 36. Chairman of the Board of Directors**

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

2. 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. Other rights and obligations in accordance with the Law on Enterprises and this Charter.

3. Where the Chairman of the Board of Directors is absent or cannot carry out his/her duties, another member shall be authorized by the Chairman to exercise the rights and fulfill the obligations of the Chairman of Board of Directors. Where no person is authorized or the chairman of the Board of Directors dies, goes missing, is temporarily detained in prison, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, absconds from his or her place of residence, has his or her capacity for civil acts restricted or lost, has cognitive difficulties or difficulties with behavioral control, or is prohibited by a court from assuming a certain position or practicing or doing certain work, then the other members of, 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 until there is a new decision of the Board of Directors.

4. Where necessary, the Board of Directors may appoint 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.

5. The Chairman of the Board of Directors may be removed or dismissed according to the decision of the Board of Directors.

### **Article 37. 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. The Chairman of the Board of Directors will be elected at the first meeting of the Board of Directors within seven (07) working days counted from the date of completion of the election of such Board of Directors. Such meeting shall be convened by the member who obtains the highest number of votes or the highest percentage of votes. If more than one member have equal and highest numbers or percentage of votes, the voting members shall elect by majority vote one (01) 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;
- b. Upon request of The General Director or at least five (05) other managers;
- c. Upon request of at least two (02) 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 General Director. 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 and vote at the meeting based on Clause 10 of this Article.

c. They participated and voted in an online meeting by casting an electronic vote or by other electronic forms;

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 and any persons signing the minutes shall be liable for the truthfulness and accuracy of the contents in the Board of Directors' minutes of the meeting.

### **Article 38. Removing, dismissing and supplementing members of the Board of Directors**

1. A member of the Board of Directors shall be discharged by the General Meeting of Shareholders in the following cases:

a. Any member of the Board of Directors who no longer satisfies the qualifications and conditions as prescribed in Article 35 of this Charter;

c. Upon written notice of resignation;

2. A member of the Board of Directors shall be removed by the General Meeting of Shareholders if such member did not participate in any activity of the Board of Directors for a consecutive period of six (06) months, except for the event of Force majeure;

if such member did not participate in activities of the Board of Directors for six consecutive months, except for cases of force majeure.

3. When considered necessary, the General Meeting of Shareholders shall decide to replace any member of the Board of Directors; or discharge or remove any member of the Board of Directors in the cases other than those stipulated in clauses 1 and 2 of this article..

4. The Board of Directors shall convene the General Meeting of Shareholders to elect additional members of 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;

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 39. 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 General Director 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;

l. 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 General Director 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, General Director, Deputy General Director (if any), Branch Director (if any) 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. General Director**

#### **Article 41. General Director; rights and obligations of General Director**

1. The General Director hired and/or appointed by the Board of Directors. The term of the General Director shall not exceed five (05) years; the General Director may be re-appointed for an unlimited number of terms.

#### 2. Rights and obligations of the General Director

The General Director 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 General Director shall be comprised of deciding, approving, signing all agreements, contracts, documents and other documents related to the following matters:

a. Issues relating to the day-to-day business operations of the Company and other issues which are not falling within the authority of the Board of Directors stated in Clause 2 Article 33 of the Charter and the authority of the General Meeting of Shareholders stated in Clause 2 Article 21 of the Charter;

b. Organization of the implementation of resolutions of the Board of Directors;

c. Organization of the implementation of business plans and investment plans of the Company;

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

e. Appointment, removal and dismissal of managerial positions in the Company, except for those subject to the approval of the Board of Directors and the General Meeting of Shareholders;

f. Making of recommendations on plans for using profit or dealing with business losses;

g. Employee recruitment;

h. Decisions on wages and other benefits to the employees of the Company, including management positions under the appointment of the General Director;

i. The purchase, sale, borrowing and lending of and other contracts and transactions with respect to and/or in relation to, including but not limited to assets for daily business operations of the Company, securities, valuable papers, with the value of under 35% of the total value of assets recorded in the latest financial statement of the Company, unless another percentage or value is specified in the company charter, and contracts and transactions falling within the deciding competence of the Board of Directors and the General Meeting of Shareholders according to this Charter, and contracts and transactions between the Company and related persons according to the regulations of the Law on Enterprises and this Charter.

j. The investment or sale of assets valued at or under 10% of the total value of the Company's assets recorded in the Company's latest financial statement;

k. Other powers and obligations in accordance with provisions of law, this Charter and resolutions and decisions of the Board of Directors.

3. The General Director 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 General Director breaches this regulation causing damage to the Company, the General Director must be accountable to the law and responsibility for compensating the Company for such damage.

4. Obligations and interests of members of General Director:

a. Interests of members of General Director:

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

- The remuneration and salary of members of the General Director 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 General Director:

- 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 164 of Law on Enterprises;
- Other obligations in accordance with the Law and the Charter of the Company.

#### **Article 41. Standards and conditions of General Director**

The General Director must satisfy the following criteria:

1. Not be currently subject to prosecution for criminal liability or serving a prison sentence or be banned from securities practice in accordance with law;

2. Have at least 2 years' working experience in a professional section of any organization in the financial, securities, banking or insurance sector or in the financial, accounting or investment section of another enterprise;

3. Have a financial analysis practising certificate or fund management practising certificate;

4. Not have been penalized for any administrative breach in the securities and securities market sector in the 6 month period prior to being chosen as the General Director.

5. Not being concurrently a member of Board of Directors, Board of Members of another securities company; not working concurrently to other enterprises.

#### **Article 42. Removing and dismissing of General Director**

The General Director shall be removed or dismissed in the following cases:

1. Failure to satisfy the criteria and conditions for being the General Director stipulated in Article 41 of this Charter.

2. Upon written notice of resignation.

3. Upon resolution of the Board of Directors.

#### **Article 43. Internal Control Unit and Risk Management Unit under the direction of General Director**

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 General Director.

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

a. There must be at least 01 compliance officer in the Company

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

c. Not being related person to the heads of professional departments, task executors, the General Director, Deputy General Directors (if any), Branch Directors (if any) in the Company;

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

e. 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 44. 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 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. More than half of the inspectors of the Board of Supervisors must reside permanently in Vietnam. The head of the Inspection Committee must have a university or higher graduation degree in one of the following specialties: economics, finance, accounting, auditing, law, business management or in a specialized faculty relating to the business activities of the Company.

#### **Article 45. Rights and obligations of the Board of Supervisor**

##### 1. Rights of the Board of Supervisor :

a. Supervise the Board of Directors, Director and the General Director 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 17 of this Charter;

f. If there is a request from individual shareholders or a group of shareholders provided for in Article 17 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 General Director 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 General Director 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 General Director 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, General Director, 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 finding Supervisor shall send a written notification to the Board of Supervisor, requesting the violator to stop the violations and take remedial measures.

#### **Article 46. 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 47. Standards and conditions of Supervisors**

1. Not fall into the category of entities which are not entitled to establish and manage enterprises in Vietnam as prescribed by the Law on Enterprises.

2. Not hold any managerial position in the Company, and is not required to be a shareholder or an employee of the company, unless otherwise stipulated in the charter of the company.

3. Not a spouse, natural father, adoptive father, natural mother, adoptive mother, father-in-law, mother-in-law, child, adopted child, son-in-law, daughter-in-law, sibling, brother-in-law and sister-in-law, and siblings of the spouse of any member of the Board of Directors, General Director, or any other manager.

4. Having been trained in one of the following specialties: economics, finance, accounting, auditing, law, business management or in a specialized faculty appropriate for the business activities of the Company;

5. 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 48. Dismissal of members of Supervisor Board**

1. The General Meeting of Shareholders shall remove 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 47 of this Charter;

c. written resignation notice which is approved;

2. The General Meeting of Shareholders shall dismiss a members of the Board of Supervisor in the following cases:

a. Fails to fulfill the given tasks or duties;

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

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

d. Other cases pursuant to a Resolution of the General Meeting of Shareholders.

### **Chapter IV HANDLING OF RELATIONSHIP WITH RELATED PARTIES**

#### **Article 49. 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. The 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, General Director 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 50. 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 51. Transactions subject to approval**

1. 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 which is an organization holding more than ten (10) percent of the ordinary shares of the Company and its related persons;

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

- Enterprises to be declared by members of the Board of Management, inspectors, the General Director and other managers of the Company as stipulated in Law on Enterprise.;

2. Any contract and transaction stipulated in Clause 1 of this Article valued at less than thirty-five (35) 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 of Board of Directors with related interests relating to the parties to the contract or transaction shall not have the right to vote;

3. The following Contracts and transactions shall be approved by the General Meeting of Shareholders:

a. Contracts and transactions other than those stipulated in clause 2 of this Article;

b. Contracts for and transactions of borrowing, lending or sale of assets valued at more than ten (10) percent of the total value of assets of the Company stated in the most recent financial statements between the Company and shareholders owning fifty one (51) or more per cent of the total number of voting shares or their related persons.

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 relating to the parties to the contract or transaction shall not have the right to vote. Contracts and transactions shall be approved in accordance with Clause 2 and 3 of Article 28 of this Charter;

4. Contracts and transactions, which were signed not in accordance with the provisions of this Article, shall be void pursuant to a decision of a court and handled according to the laws. Individuals signing contracts shareholders, members of the Board of Directors or the involved General Director shall make restitution for damage caused and return to the Company their earnings from such contracts or transactions.

5. The company must publicize relevant contracts and transactions in accordance with relevant laws.

#### **Article 52. 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 53. 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 54. 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 55. 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.

### **Article 56. 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.

2. 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.

3. 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 57. 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 58. 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 59. 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 60. 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. The General Meeting of Shareholders decides to dismiss the Company before expiration and be approved by the State Securities Commission;
- c. License on establishment and operation of the Company is revoked by SSC.

d. The Company does not have the minimum number of shareholders stipulated in Law on Enterprise for a period of six consecutive months and does not conduct procedures to convert the form of enterprise.

e. 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 61. 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 62. 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 63. Effective date**

1. This Charter consists of eight (08) Chapters and sixty-three Articles and the whole text was approved based on law.

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

3. This Charter is the official and original.

4. Any copy or extract of Charter shall be deemed valid if it is signed by the Chairman of the Board of Directors or the General Director or a person duly authorized by the Chairman or the General Director.

5. This Charter has been effective since .../..../2023.

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

(Sign, full name and stamp).

Số /No: /2023/TT-HĐQT

Hà Nội, / /2023 /Hanoi, , 2023

## TỜ TRÌNH CỦA HỘI ĐỒNG QUẢN TRỊ /PROPOSAL OF BOARD OF DIRECTORS

V/v: Triển khai và thực hiện kinh doanh chứng khoán phái sinh và hoạt động cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán phái sinh

*Ref: Deploying and implementing the derivatives business and derivatives clearing and settlement services*

**Kính thưa Đại hội,**

**To: The General Meeting of Shareholders**

Hội đồng Quản trị (“**HĐQT**”) Công ty Cổ phần Chứng khoán Pinetree (“**Pinetree**”) kính trình Đại hội đồng Cổ đông Thường niên năm 2023 (“**DHĐCĐ**”/“**Đại hội**”) xem xét và thông qua việc triển khai và thực hiện kinh doanh chứng khoán phái sinh và hoạt động cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán phái sinh của Pinetree như sau:

*The Board of Directors (“**BOD**”) of Pinetree Securities Corporation (“**Pinetree**”) hereby submit to the 2023 Annual General Meeting of Shareholders (“**GMS**”) for consideration and approval of deploying and implementing the derivatives business and derivatives clearing and settlement services of Pinetree as follows:*

1. Thông qua việc triển khai và thực hiện kinh doanh chứng khoán phái sinh và cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán phái sinh khi đáp ứng đủ các điều kiện theo quy định pháp luật, bao gồm các hoạt động sau:

*Approval to the deployment and implementation of derivatives business and derivatives clearing and payment services when satisfying conditions prescribed by laws, including the following activities:*

- Thực hiện kinh doanh phái sinh: Bao gồm Môi giới chứng khoán phái sinh, Tự doanh chứng khoán phái sinh và Tư vấn đầu tư chứng khoán phái sinh.

*Conduct derivatives business: Including the derivatives brokerage, derivatives trading and derivatives investment consulting.*

- Thực hiện hoạt động cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán phái sinh: Bao gồm ký quỹ, đối chiếu, xác nhận kết quả giao dịch, xử lý lỗi, thế vị giao dịch, bù trừ, xác định nghĩa vụ thanh toán, chuyển giao tiền hoặc chuyển giao tiền và tài sản cơ sở vào ngày thanh toán, các hoạt động khác liên quan.

*Provide derivatives clearing and settlement services: Including making of margins, comparison and certification of transaction results, handling of errors, trading replacement, clearing, determination of payment obligations, transfer of money or transfer of money and underlying assets on the date of payment, and other related activities.*

- Thực hiện các hoạt động khác liên quan đến chứng khoán phái sinh phù hợp với quy định



pháp luật.

*Perform other activities relating to derivatives in accordance with the laws.*

2. ĐHĐCĐ giao và ủy quyền cho Ông Lee Jun Hyuck – Tổng Giám đốc kiêm Người đại diện theo pháp luật – được toàn quyền quyết định, ký, ban hành các văn bản liên quan và tổ chức, thực hiện toàn bộ các công việc liên quan đến việc triển khai, xin giấy phép và thực hiện các hoạt động nêu tại Mục 1 trên, bao gồm nhưng không giới hạn bởi các công việc như sau:

*The GMS appoints and authorizes Mr. Lee Jun Hyuck – General Director cum Legal Representatives - to have full authority to decide, sign and issue relevant documents, and organize and perform all work related to the implementation and application for licenses and implementation of activities mentioned in Section 1 above, including but not limited to the following tasks:*

- Chuẩn bị các điều kiện cần thiết theo quy định của pháp luật để thực hiện các hoạt động nêu tại Mục 1 của Tờ trình này.

*Prepare necessary requirements as prescribed by law to perform activities mentioned in Section 1 of this Proposal.*

- Xây dựng, quyết định, tổ chức và thực hiện kế hoạch triển khai; ký và ban hành các quy trình nghiệp vụ; tổ chức nhân sự và thực hiện các công việc khác có liên quan để thực hiện các hoạt động nêu tại Mục 1 của Tờ trình.

*Develop, decide, organize and carry out the implementation plan; sign and issue operation processes; organize personnel resources and perform other related tasks to implement activities mentioned in Section 1 of this Proposal.*

- Quyết định lựa chọn nghiệp vụ kinh doanh chứng khoán phái sinh cụ thể và thời điểm triển khai theo nhu cầu của Pinetree.

*Decide and choose specific derivatives operations and time of deployment according to the demand of Pinetree.*

- Tổ chức thực hiện các thủ tục xin cấp phép, đăng ký cho các hoạt động nêu tại Mục 1 Tờ trình này tại Ủy ban Chứng khoán Nhà nước và các cơ quan, đơn vị có liên quan theo quy định của pháp luật.

*Organize the implementation of procedures for licensing and registration of activities mentioned in Section 1 of this Proposal at the State Securities Commission and other relevant agencies and units in accordance with the law.*

- Sửa đổi, bổ sung Điều lệ của Pinetree và ký ban hành nhằm bổ sung các nghiệp vụ kinh doanh sau khi được cơ quan có thẩm quyền cấp phép và/hoặc chấp thuận.

*Amend, supplement and sign the Charter of Pinetree for issuance in order to add business operations after being licensed and/or approved by competent authorities.*

- Tổ chức thực hiện việc báo cáo, công bố thông tin và các thủ tục khác liên quan theo quy định của pháp luật.

*Organize the performance of reporting, information disclosure and related procedures as prescribed by law.*

- Thực hiện các công việc khác theo yêu cầu của cơ quan có thẩm quyền và/hoặc phát sinh tại từng thời điểm để triển khai và thực hiện các hoạt động nêu tại Mục 1 Tờ trình này.

*Carry out other tasks at the request of competent authorities and/or arising at from time to time for deployment and implementation of activities mentioned in Section 1 of this Proposal.*

Kính trình Đại hội xem xét và thông qua.

*For the GMS's consideration and approval.*

**TM. HỘI ĐỒNG QUẢN TRỊ**  
**FOR AND ON BEHALF OF BOARD OF**  
**DIRECTORS**

**Lee Jun Hyuck**

Số /No: /2023/TT-HĐQT

Hà Nội, / /2023 /Hanoi, ,2023

## TỜ TRÌNH CỦA HỘI ĐỒNG QUẢN TRỊ /PROPOSAL OF BOARD OF DIRECTORS

V/v: Miễn nhiệm thành viên HĐQT, BKS nhiệm kỳ 2021-2023 và bầu thành viên HĐQT, BKS nhiệm kỳ 2023-2026

*Subject: Dismissal of members of BOD, BOS for the term of 2021-2023 and election of members of BOD, BOS for the term of 2023-2026*

**Kính thưa Đại hội,**

**To: The General Meeting of Shareholders**

Hội đồng Quản trị (“**HĐQT**”) Công ty Cổ phần Chứng khoán Pinetree kính trình Đại hội đồng Cổ đông Thường niên năm 2023 (“**Đại hội**”) xem xét và thông qua các nội dung liên quan đến việc miễn nhiệm thành viên HĐQT, Ban kiểm soát (“**BKS**”) nhiệm kỳ 2021-2023 và bầu thành viên HĐQT, BKS nhiệm kỳ 2023-2026 như sau:

*The Board of Directors (“**BOD**”) of Pinetree Securities Corporation hereby submit to the 2023 Annual General Meeting of Shareholders (“**GMS**”) to approve on dismissal members of BOD, Board of Supervisor (“**BOS**”) for the term of 2021-2023 and election of members of BOD, BOS for the term of 2023-2026 as follows:*

- 1. Thông qua việc miễn nhiệm các thành viên HĐQT, BKS nhiệm kỳ 2021-2023.**  
*Approval on the dismissal of members of BOD and BOS for the term of 2021-2023.*
- 2. Thông qua việc bầu thành viên HĐQT, BKS nhiệm kỳ 2023-2026.**  
*Approval on the election of members of BOD and BOS for the term of 2023-2026.*
- 3. Thông qua danh sách ứng viên được đề cử, ứng cử để bầu vào HĐQT, BKS cho nhiệm kỳ 2023-2026 (theo tài liệu Đại hội).**  
*Approval on the list of nominees/candidates for being elected to the BOD and BOS for the term of 2023-2026 (according to the GMS’s documents ).*

Kính trình Đại hội xem xét và thông qua.

*For the GMS’s consideration and approval.*

**TM. HỘI ĐỒNG QUẢN TRỊ  
FOR AND ON BEHALF OF BOARD OF  
DIRECTORS**

**Lee Jun Hyuck**

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập - Tự do - Hạnh phúc

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ĐƠN ĐỀ CỬ /NOMINATION SHEET

ỦNG VIÊN THAM GIA HĐQT/BKS /NOMINATION OF MEMBERS OF BOD/BOS  
CTCP CHỨNG KHOÁN PINETREE /PINETREE SECURITIES CORPORATION

**Kính gửi:** BAN TỔ CHỨC ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2023  
CÔNG TY CỔ PHẦN CHỨNG KHOÁN PINETREE

**To:** THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDER ORGANIZATION  
COMMITTEE  
PINETREE SECURITIES CORPORATION

Tôi tên là (tổ chức/cá nhân): .....  
Name of Nominator:.....

CMND/Hộ chiếu/ĐKKD số:..... Ngày cấp: ..... Nơi cấp: .....  
ID/Passport/License No: ..... Date of Issuance: ..... Place of Issuance: .....

Địa chỉ:.....  
Address: .....

Người đại diện theo pháp luật (đối với tổ chức): .....  
Legal representative (for organization):.....

Hiện đang sở hữu/đại diện: ..... cổ phần (Bằng chữ: ..... )  
Number of shares owned: ..... shares (In words:..... )

Tương ứng với tổng mệnh giá là (đồng): .....  
Corresponding to the total par value (dong): .....

**Tôi/Chúng tôi đồng ý đề cử /Hereby nominate:**

Ông (Bà): .....  
Name of Nominee:.....

CMTND số: ..... Ngày cấp:..... Nơi cấp: .....  
ID/Passport: ..... Date of Issuance: ..... Place of Issuance: .....

Địa chỉ:.....  
Address: .....

Trình độ học vấn: ..... Chuyên ngành: .....  
Education level: ..... Major: .....

Làm ứng viên để bầu vào Hội đồng Quản trị (“HĐQT”)/Ban Kiểm soát (“BKS”) Công ty Cổ phần Chứng khoán Pinetree nhiệm kỳ 2023-2026 trong kỳ Đại hội đồng cổ đông thường niên năm 2023.

As candidate for member of the Board of Directors /Board of Supervisors (“BOS”) for term of 2023-2026 at the 2023 Annual General Meeting of Shareholders.

Tôi/chúng tôi hoàn toàn chịu trách nhiệm về việc đề cử này và cam kết tuân thủ nghiêm chỉnh các quy định hiện hành của Pháp luật và của Điều lệ Công ty.

I/we hereby consent to my nomination for the election and am/are willingness to comply with existing regulations of the law and the Company Charter.

Trân trọng cảm ơn /Best regards!

...../...../...../2023

**Người được đề cử /Nominee**

(Ký và ghi rõ họ tên)  
Signature, full name)

**Cổ đông /Nominator**

(Ký và ghi rõ họ tên, đóng dấu (nếu có))  
(Signature, full name and stamed (if any))

**Tài liệu gửi kèm: /Attachments:**

- Bản Thông tin cá nhân và Bản cung cấp thông tin do ứng viên tự khai (theo mẫu);  
Curriculum vitae of Nominee;
- Bản sao CMND/CCCD/Hộ chiếu và các bằng cấp, văn bằng chứng chỉ chứng nhận trình độ văn hoá, trình độ chuyên môn của ứng viên.  
Copy of ID card (or passport) and diplomas and certificates of Nominee;

**Cộng hòa xã hội chủ nghĩa Việt Nam**

Độc lập - Tự do - Hạnh phúc

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**BIÊN BẢN HỌP NHÓM /MINUTES OF SHAREHOLDERS GROUP**  
**ĐỀ CỬ ỨNG VIÊN THAM GIA HĐQT/BKS /NOMINATION OF MEMBERS OF**  
**BOD/BKS**  
**CTCP CHỨNG KHOÁN PINETREE /PINETREE SECURITIES CORPORATION**

Hôm nay, ngày \_\_/\_\_/2023, tại \_\_\_\_\_, chúng tôi là những cổ đông của Công ty Cổ phần Chứng khoán Pinetree cùng nhau nắm giữ ..... cổ phần, chiếm .....% trên tổng số cổ phần có quyền biểu quyết của Công ty, có tên trong Danh sách dưới đây:

Today, \_\_/\_\_/2023, at \_\_\_\_\_, We are shareholders of Pinetree Securities Corporation together holding ..... shares, corresponding to .....% of the total voting shares of the Company, with Name in the List below:

Cổ đông Shareholders	Số CMND/ĐKKD ID/Passport/ License No	Địa chỉ Address	Số cổ phần sở hữu Number of owner's share	Ký tên Sign
		<b>Tổng cộng</b> <b>Total</b>		

**cùng nhất trí đề cử /Hereby nominate:**

Ông (Bà):.....

Name of Nominee:.....

CMTND số:..... Ngày cấp:..... Nơi cấp:.....

ID/Passport:..... Date of Issuance:..... Place of Issuance:.....

Địa chỉ:.....

Address:.....

Trình độ học vấn:..... Chuyên ngành:.....

Education level:..... Major:.....

làm ứng viên để bầu vào Hội đồng quản trị (“HĐQT”)/Ban kiểm soát (“BKS”) Công ty Cổ phần Chứng khoán Pinetree nhiệm kỳ 2023-2026 trong kỳ Đại hội đồng cổ đông thường niên năm 2023.

*As candidate for member of the Board of Directors (“BOD”)/Board of Supervisors (“BOS”) for term of 2023-2026 at the 2023 Annual General Meeting of Shareholders.*

*Đồng thời chúng tôi thống nhất cử /We also agree to appoint:*

*Ông (Bà):.....*

*Name of Nominee:.....*

*CMTND số:..... Ngày cấp:..... Nơi cấp:.....*

*ID/Passport:..... Date of Issuance:..... Place of Issuance:.....*

*Địa chỉ:.....*

*Address:.....*

*Hiện đang sở hữu:..... cổ phần (Bằng chữ:.....)*

*Number of shares owned:..... shares (In words:.....)*

*Tương ứng với tổng mệnh giá là (đồng):.....*

*Corresponding to the total par value (dong):.....*

*làm đại diện nhóm để thực hiện các thủ tục đề cử theo đúng Quy chế Tổ chức, Biểu quyết và Bầu cử của ĐHĐCĐ thường niên năm 2023 CTCP Chứng khoán Pinetree.*

*as a group representative to implement the nomination procedures in accordance with the Regulations on Organization, Voting and Election at the 2023 Annual General Meeting of Shareholders.*

*Chúng tôi hoàn toàn chịu trách nhiệm về việc đề cử này và cam kết tuân thủ nghiêm chỉnh các quy định hiện hành của Pháp luật và của Điều lệ Công ty.*

*I/we hereby consent to my nomination for the election and are willingness to comply with existing regulations of the law and the Company Charter.*

*Biên bản này được lập vào lúc .... giờ, ngày ...../...../2023 tại .....*

*This minute made at .. :... on ...../...../2023.*

**Người được đề cử /Nominee**

*(Ký và ghi rõ họ tên)*

*(Signature, full name)*

**Đại diện Nhóm cổ đông /Representative of Nominator**

*(Ký và ghi rõ họ tên)*

*(Signature, full name)*

**Tài liệu gửi kèm /Attachments::**

- Bản cung cấp thông tin và Bản thông tin cá nhân do ứng viên tự khai (theo mẫu);  
*Curriculum vitae of Nominee;*
- Bản sao CMND (hoặc hộ chiếu) và các bằng cấp, văn bằng chứng chỉ chứng nhận trình độ văn hoá, trình độ chuyên môn của ứng viên.  
*Copy of ID card (or passport) and diplomas and certificates of Nominee.*

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**  
**Độc lập - Tự do - Hạnh phúc**

**BẢN THÔNG TIN CÁ NHÂN /*CIRRICULLUM VITAE***

Kính gửi: - Công ty Cổ phần Chứng khoán Pinetree;  
- Đại hội đồng cổ đông Công ty;  
To: - *Pinetree Securities Corporation*;  
- *The General Meeting of Shareholders*;

Ảnh/Image  
4x6

1) Họ và tên (in hoa):.....

*Full name:.....*

Giới tính:

*Gender:*

2) Ngày sinh:.....

*Date of birth:*

3) Nơi sinh:

*Place of birth:*

4) Quốc tịch:

*Nationality:*

5) Số chứng minh nhân dân/căn cước công dân/hộ chiếu..... ngày cấp.....nơi cấp..... có giá trị đến ngày..... (đối với hộ chiếu).

*ID card No. (or Passport No.): ..... Date of issue:..... Place of issue..... valid until ..... (for passports).*

6) Nơi đăng ký hộ khẩu thường trú: số nhà..... khối/xóm/thôn/.....phường/xã.... quận/huyện.... tỉnh/thành phố....

*Permanent residence:*

7) Chỗ ở hiện tại /*Current address:*

- Nước ngoài (đối với người nước ngoài):

*For foreigner:*

- Việt Nam:

*Vietnam:*

8) Trình độ đại học: Có

Không

*University education: Yes*

*No*

9) Nghề nghiệp:

*Job:*

10) Chứng chỉ hành nghề chứng khoán /*Securities Certificate*:

TT No	Loại Chứng chỉ hành nghề chứng khoán <i>Type of securities certificate</i>	Số Chứng chỉ hành nghề <i>Number of securities certificate</i>	Ngày cấp <i>Issuance date</i>	Mã số người hành nghề chứng khoán <i>Code of person with securities certificate</i>

11) Quá trình làm việc /*Employment history*:

TT No	Thời gian (Tháng/Năm) <i>Period</i>	Nơi làm việc (Tên tổ chức làm việc) <i>Work place</i>	Chức vụ <i>Title</i>	Vị trí làm việc <i>Dept.</i>

12) Người có liên quan (là người có liên quan theo quy định của Luật Chứng khoán):

*List of related persons (based on 2019 Securities Law)*

TT No	Tên người có liên quan <i>Name of related person</i>	Mối quan hệ <i>Relationship</i>	GCNĐKKD (tổ chức)/ CMND, CCCD (Công dân Việt Nam)/ Hộ chiếu (Người nước ngoài) ngày cấp, nơi cấp <i>ID/Passport/License/ Business Registration No., date of issue, place of issue</i>	Nơi học tập/ làm việc/ khác <i>Other learning place/ Work place</i>	Vị trí công việc <i>Position</i>	Tên công ty chứng khoán <i>Name of securities companies</i>	Tỷ lệ nắm giữ (%) <i>Ownership rate (%)</i>

13) Tên và địa chỉ pháp nhân mà mình sở hữu cổ phần hoặc tỷ lệ vốn góp được đại diện:

*Name and address of institutional what you represent, the percentage of shares represented:*

TT No	Tổ chức góp vốn <i>Institutional</i>	Địa chỉ <i>Address</i>	Số lượng cổ phiếu nắm giữ <i>Number of holding shares</i>	Tỷ lệ đại diện (%) <i>Representative rate (%)</i>	Tỷ lệ nắm giữ (%) <i>Ownership rate (%)</i>

Tôi cam kết và chịu trách nhiệm về tính chính xác, trung thực các nội dung nêu trên.

*I hereby certify that the information provided in this CV is true and correct and I will bear the full responsibility to the law.*

..., .../.../2021 /....., .....,2021

**Xác nhận của Công ty Cổ phần Chứng  
khoán Pinetree**

**Người khai /*Declarant***  
(Ký, ghi rõ họ tên)



***Confirming of Pinetree Securities  
Corporation***

*(Signature, full name)*

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**  
**Độc lập - Tự do - Hạnh phúc**  
**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**  
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Hà Nội, ngày ... tháng ... năm 2023  
....., day .... month .... year .....

**BẢN CUNG CẤP THÔNG TIN/CIRRICULLUM VITAE**

Kính gửi: - Ủy ban Chứng khoán Nhà nước  
- Sở Giao dịch chứng khoán Hồ Chí Minh  
- Sở Giao dịch chứng khoán Hà Nội  
To: - *The State Securities Commission*  
- *Ho Chi Minh Stock Exchange*  
- *Hanoi Stock Exchange*

1/ Họ và tên /Full name: ...

2/ Giới tính/Sex:...

3/ Ngày tháng năm sinh/Date of birth: ...

4/ Nơi sinh/Place of birth: ...

5/ Số CMND (hoặc số hộ chiếu)/ID card No. (or Passport No.): ....Ngày cấp/Date of issue ... Nơi cấp/Place of issue ....

6/ Quốc tịch/Nationality: ...

7/ Dân tộc/Ethnic:

8/ Địa chỉ thường trú/Permanent residence:

9/ Số điện thoại/Telephone number:

10/ Địa chỉ email/Email:

11/ Tên tổ chức là đối tượng công bố thông tin/ Organisation's name subject to information disclosure rules:

12/ Chức vụ hiện nay tại tổ chức là đối tượng công bố thông tin/Current position in an institution subject to information disclosure Rules:

13/ Các chức vụ hiện đang nắm giữ tại tổ chức khác/Positions in others companies:

14/ Số CP nắm giữ: ... cổ phần, chiếm ...% vốn điều lệ, trong đó:/Number of shares in possession ... stock , accounting for ...% of registered capital, of which:

+ Đại diện (tên tổ chức là Nhà nước/cổ đông chiến lược/tổ chức khác) sở hữu: */Possess on behalf of (State/strategic investor/other institution): .... cổ phần.*

+ Cá nhân sở hữu/ *Possess for own account: ... cổ phần*

15/ Các cam kết nắm giữ (nếu có)/ *Other commitment of holding shares (if any): Không có*

16/ Danh sách người có liên quan của người khai\* / *List of related persons of declarant:*

Stt No.	Mã CK Securities symbol	Họ tên Name	Tài khoản giao dịch chứng khoán (nếu có) Securities trading accounts (if available)	Chức vụ tại công ty (nếu có) Position at the company (if available)	Mối quan hệ đối với công ty/ người nội bộ Relationship with the company/ internal person	Loại hình Giấy NSH (*) (CMND/ Passport/ Giấy ĐKKD) Type of documents( ID/Passport/ Business Registration Certificate)	Số Giấy NSH (*)/ NSH No.	Ngày cấp Date of issue	Nơi cấp Place of issue	Địa chỉ trụ sở chính/ Địa chỉ liên hệ Address of Head office address	Số cổ phiếu sở hữu cuối kỳ Number of shares owned at the end of the period	Tỷ lệ sở hữu cổ phiếu cuối kỳ Percent age of shares owned at the end of the period	Thời điểm bắt đầu là người có liên quan của công ty/ người nội bộ Time the person became an affiliated person/ internal person	Thời điểm không còn là người có liên quan của công ty/ người nội bộ Time the person ceased to be an affiliated person/ internal person	Lý do (khi phát sinh thay đổi liên quan đến mục 13 và 14) Reasons (when arising changes related to sections of 13 and 14)	Ghi chú (về việc không có số Giấy NSH và các ghi chú khác) Notes (i.e. not in possession of a NSH No. and other notes)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

17/ Lợi ích liên quan đối với công ty đại chúng, quỹ đại chúng (nếu có) / *Related interest with public company, public fund (if any):*

18/ Quyền lợi mâu thuẫn với công ty đại chúng, quỹ đại chúng (nếu có) / *Interest in conflict with public company, public fund (if any):*

Tôi cam đoan những lời khai trên đây là đúng sự thật, nếu sai tôi xin hoàn toàn chịu trách nhiệm trước pháp luật.

*I hereby certify that the information provided in this cv is true and correct and I will bear the full responsibility to the law.*

**NGƯỜI KHAI /DECLARANT**

(Ký, ghi rõ họ tên)

(Signature, full name)

\* Người có liên quan theo quy định tại khoản 46 Điều 4 Luật Chứng khoán ngày 26 tháng 11 năm 2019 / *Affiliated persons are stipulated in Article 4, clause 46 of the Law on Securities dated 26th Nov 2019.*

Số /No.: /2023/NQ-ĐHĐCĐ

Hà Nội, / /2023 /Hanoi, , 2023

DỰ THẢO /DRAFT

## NGHỊ QUYẾT /RESOLUTION

### ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2023 2023 THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;  
*Pursuant to the Law on Enterprise No 59/2020/QH14 as at 17/06/2020;*
- Căn cứ Luật Chứng khoán số 54/2019/QH14 ngày 26/11/2019;  
*Pursuant to the Securities Law No 54/2019/QH14 as at 26/11/2019;*
- Căn cứ Điều lệ Công ty Cổ phần Chứng khoán Pinetree (“**Công ty**”);  
*Pursuant to the Charter of Pinetree Securities Corporation (“Company”);*
- Căn cứ Biên bản họp Đại hội đồng Cổ đông Thường niên năm 2023 (“**ĐHĐCĐ**”) của Công ty.  
*Pursuant to the Minutes of the 2023 Annual General Meeting of Shareholders (“AGM”) of the Company.*

## QUYẾT NGHỊ /RESOLUTION

**Điều 1. Thông qua Quy chế Tổ chức, Biểu quyết và Bầu cử tại ĐHĐCĐ/ Approval on the Organization, Vote and Elect Regulation at the AGM**

ĐHĐCĐ thông qua Quy chế Tổ chức, Biểu quyết và Bầu cử tại ĐHĐCĐ được đính kèm Nghị quyết này.

*The AGM has approved the Organization, Vote and Vote Regulation at the AGM attached to this Resolution.*

**Điều 2. Thông qua Báo cáo của Hội đồng Quản trị (“**HĐQT**”)/Approval on the report of the Board of Directors (“**BOD**”):**

ĐHĐCĐ thông qua Báo cáo của Hội đồng Quản trị được đính kèm Nghị quyết này.

*The AGM has approved the report of Board of Director attached to this Resolution.*

**Điều 3. Thông qua Báo cáo của Tổng Giám đốc /Approval on the report of the General Director:**

ĐHĐCĐ thông qua Báo cáo của Tổng Giám đốc được đính kèm Nghị quyết này.

*The AGM has approved the report of General Director attached to this Resolution.*

**Điều 4. Thông qua Báo cáo của Ban Kiểm soát (“**BKS**”)/Approval on the report of the Board of Supervisor (“**BOS**”):**

ĐHĐCĐ thông qua Báo cáo của Ban Kiểm soát được đính kèm Nghị quyết này.

*The AGM has approved the report of the Board of Supervisor attached to this Resolution.*

**Điều 5. Thông qua Tờ trình Tổng hợp của Hội đồng Quản trị về một số nội dung trong hoạt động của Công ty/Approval on the Proposal of the Board of Directors of some operation contents of the Company:**

ĐHĐCĐ thông qua Tờ trình Tổng hợp của Hội đồng Quản trị về các vấn đề sau:  
*The AGM has approved the Proposal of the Board of Directors of following contents:*

- a. Thông qua Báo cáo Tài chính năm 2022 đã kiểm toán;  
*Approval on the 2022 audited financial statements;*
- b. Thông qua việc lựa chọn đơn vị kiểm toán năm 2023;  
*Approval on appointment of the independent audit firm for the fiscal year 2023;*
- c. Thông qua sửa đổi, bổ sung Điều lệ Công ty Cổ phần Chứng khoán Pinetree;  
*Approval on amendments and supplementations to the Charter of Pinetree.*
- d. Thông qua chính sách thù lao cho HĐQT, BKS cho năm 2023;  
*Approval on remuneration for the BOD, BOS for the year 2023;*

Toàn văn Tờ trình Tổng hợp và tài liệu kèm theo của Hội đồng Quản trị được ĐHĐCĐ thông qua được đính kèm Nghị quyết này.

*The full version of the Proposal and related attached files of Board of Directors approved by the AGM is attached to this Resolution.*

**Điều 6. Thông qua Tờ trình của Hội đồng quản trị về triển khai và thực hiện kinh doanh chứng khoán phái sinh và hoạt động cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán phái sinh/ Approval on Proposal of the Board of Directors for Deploying and implementing the derivatives business and derivatives clearing and settlement services**

ĐHĐCĐ thông qua Tờ trình được đính kèm Nghị quyết này.  
*The AGM has approved the Proposal attached to this Resolution.*

**Điều 7. Thông qua Tờ trình của Hội đồng Quản trị về miễn nhiệm thành viên HĐQT, BKS nhiệm kỳ 2021-2023 và bầu thành viên HĐQT, BKS nhiệm kỳ 2023-2026/ Approval on Proposal of the BOD for Dismissal of members of BOD, BOS for the term of 2021-2023 and election of members of BOD, BOS for the term of 2023-2026**

ĐHĐCĐ thông qua Tờ trình được đính kèm Nghị quyết này.  
*The AGM has approved the Proposal attached to this Resolution.*

**Điều 8. Thông qua thành viên HĐQT được miễn nhiệm của nhiệm kỳ 2021-2023 và thành viên HĐQT của nhiệm kỳ mới 2023-2026 như sau /Approval on dismissal of members of BOD for the term of 2021-2023 and election of members of BOD for the new term of 2023-2026, as follow:**

**a. Thành viên HĐQT nhiệm kỳ 2021-2023 được miễn nhiệm /The dismissed member of BOD for the term of 2021-2023:**

- Họ tên:    Giới tính:  
*Full name:    Gender:*
- Ngày sinh:    Quốc tịch:  
*Date of birth:    Nationality:*
- CMND/CCCD/Hộ chiếu số:  
*ID/Passport No.:*

**b. Thành viên HĐQT được bầu cho nhiệm kỳ 2023-2026 /The elected member of BOD for the term of 2023-2026:**

- Họ tên: Giới tính:  
*Full name: Gender:*
- Ngày sinh: Quốc tịch:  
*Date of birth: Nationality:*
- CMND/CCCD/Hộ chiếu số:  
*ID/Passport No.:*

**Điều 9. Thông qua thành viên BKS được miễn nhiệm của nhiệm kỳ 2021-2023 và thành viên BKS của nhiệm kỳ mới 2023-2026 như sau /Approval on dismissal of members of BOS for the term of 2021-2023 and election of members of BOS for the new term of 2023-2026, as follow:**

**a. Thành viên BKS được miễn nhiệm của nhiệm kỳ 2021-2023 /The dismissed member of BOS for the term of 2021-2023:**

- Họ tên: Giới tính:  
*Full name: Gender:*
- Ngày sinh: Quốc tịch:  
*Date of birth: Nationality:*
- CMND/CCCD/Hộ chiếu số:  
*ID/Passport No.:*

**b. Thành viên BKS được bầu cho nhiệm kỳ 2023-2026 /The elected member of BOS for the term of 2023-2026:**

- Họ tên: Giới tính:  
*Full name: Gender:*
- Ngày sinh: Quốc tịch:  
*Date of birth: Nationality:*
- CMND/CCCD/Hộ chiếu số:  
*ID/Passport No.:*

**Điều 10. Hiệu lực thi hành /Enforcement**

Nghị quyết này có hiệu lực kể từ ngày ký. Hội đồng Quản trị, Tổng Giám đốc, các bộ phận và nhân sự liên quan trong Công ty có trách nhiệm thi hành đúng Nghị quyết này./.  
*This Resolution shall take effect on the issued date. Board of Directors, General Director, all departments and employees of the Company are responsible for the proper implementation of this Resolution./.*

**Nơi nhận /Recipient:**

- Các Cổ đông /Shareholders;
- UBCKNN, SGDCK, Website (để CBTT);  
SSC, Stock Exchanges, Website (for information disclosure)
- Như Điều 8 /As stated in Article 8;
- Lưu HC /Filed at HRGA

**TM. ĐẠI HỘI ĐỒNG CỔ ĐÔNG  
FOR AND ON BEHALF OF THE AGM  
CHỦ TỌA/ CHAIRMAN**

**Lee Jun Hyuck**