CÔNG TY CP CHỨNG KHOÁN PINETREE

Số: 451 /2024/CV-PTSV

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do - Hạnh phúc
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Hà Nội, ngày 29 tháng 11 năm 2024

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi:
- **Ủy Ban Chứng khoán Nhà nước**
  The State Securities Commission
- **Sở Giao dịch Chứng khoán Việt Nam**
  Vietnam Exchange
- **Sở Giao dịch Chứng khoán Hà Nội**
  Hanoi Stock Exchange
- **Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh**
  Ho Chi Minh Stock Exchange

1. Tên Tổ chức : **Công ty Cổ phần Chứng khoán Pinetree**
   Name of organization: ***Pinetree Securities Corporation***
   Mã thành viên : 010
   Member code : 010
   Địa chỉ : Tầng 20, Tòa nhà ROX Tower, 54A Nguyễn Chí Thanh, Quận Đống Đa, Hà Nội
   Address : 20th Floor, ROX Tower, 54A Nguyen Chi Thanh Street, Dong Da district, Hanoi
   Điện thoại : +84 24.6276 1818 Fax: +84 24.6275 0077
   Tel : +84 24.6276 1818 Fax: +84 24.6275 0077
   Email : report@pinetree.vn

2. **Nội dung thông tin công bố /*The content of disclosure information:***

- Điều lệ sửa đổi của Công ty.
  The amended Charter of the Company.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 29/11/2024 tại đường dẫn: https://pinetree.vn/post/category/quan-he-nha-dau-tu
   This information were disclosured on Company's webpage at 29/11/2024 and available at: https://pinetree.vn/en/post/category/investor-relations

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.
We declare that all information provided in this paper is true and accurate; and that we shall be held liable for any misrepresentation.

Tài liệu đính kèm/*Attached documents:*
- Nghị quyết ĐHĐCĐ và Điều lệ */the Resolution of GMS and Charter.*

Người được ủy quyền thực hiện công bố thông tin
For and behalf of Pinetree
Representative authorized to disclosure information

CÔNG TY CỔ PHẦN CHỨNG KHOÁN PINETREE

Phan Thị Phương Thủy
Trưởng phòng Quản trị Vận hành
Head of Operation Management Department

CÔNG TY CỔ PHẦN CHỨNG KHOÁN PINETREE ***PINETREE SECURITIES CORPORATION*** ----------	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập – Tự do - Hạnh phúc** *SOCIALIST REPUBLIC OF VIETNAM* *Independence – Freedom – Happiness* ----------
Số /*No.*: 02/2024/NQ-ĐHĐCĐ	

Hà Nội, 29/11/2024 /*Hanoi, November 29, 2024*

NGHỊ QUYẾT /*RESOLUTION*
ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG NĂM 2024
2024 THE EXTRAORDINARY 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 Law on Securities 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 bất thường năm 2024 ("**ĐHĐCĐ**") của Công ty ngày 29/11/2024.
  *Pursuant to the Minutes of the 2024 Extraordinary General Meeting of Shareholders ("**GMS**") of the Company on 29/11/2024.*

QUYẾT NGHỊ /*RESOLUTION*

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

ĐHĐCĐ thông qua Quy chế Tổ chức, Biểu quyết và Bầu cử tại ĐHĐCĐ được đính kèm Nghị quyết này.
The GMS has approved the Organization, Vote and Election Regulation at the GMS attached to this Resolution.

Điều 2. **Thông qua Phương án tăng vốn điều lệ từ nguồn vốn chủ sở hữu và các nội dung khác có liên quan theo Tờ trình số 06/2024/TT-HĐQT ngày 06/11/2024 của Hội đồng quản trị và được đính kèm Nghị quyết này /*Approval on the Plan increasing charter capital by owners' equity sources and other related contents according to Proposal No. 06/2024/TT-HDQT dated 06/11/2024 of the BOD and attached to this Resolution.***

Điều 3. **Thông qua việc miễn nhiệm và bổ nhiệm bổ sung thành viên BKS nhiệm kỳ 2023-2026 theo Tờ trình số 07/2024/TT-HĐQT ngày 06/11/2024 của Hội đồng quản trị và được đính kèm Nghị quyết này /*Approval on the dismissal and appointment of additional members of the BOS for the 2023-2026 term according to Proposal No. 07/2024/TT-HDQT dated 06/11/2024 of the BOD and attached to this Resolution.***

Trong đó /*In which:*

Miễn nhiệm ông Kim Ji Yoon thôi giữ chức danh thành viên BKS nhiệm kỳ 2023-2026 /*Dismiss Mr. Kim Ji Yoon from the position of member of the BOS for the 2023-2026 term.*

Điều 4. **Thông qua việc sửa đổi, bổ sung Điều lệ của Công ty theo Tờ trình số 08/2024/TT-HĐQT ngày 06/11/2024 của Hội đồng quản trị và được đính kèm Nghị quyết này.** ***/Approval on amending and supplementing the Charter of the Company according to Proposal No. 08/2024/TT-HDQT dated 06/11/2024 of the BOD and attached to this Resolution.***

Điều 5. **Thông qua việc bổ nhiệm bổ sung Thành viên BKS cho thời gian còn lại của nhiệm kỳ 2023-2026 như sau** ***/Approval on the additional appointment the member of the BOS for the remaining term of 2023-2026 as follows:***

- Họ tên: **SHIN JAE YEOL** Giới tính: Nam
  Full name: SHIN JAE YEOL *Gender: Male*
- Ngày sinh: 29/04/1982 Quốc tịch: Republic of Korea
  Date of birth: 29/04/1982 *Nationality: Republic of Korea*
- CMND/CCCD/Hộ chiếu số: M041X5236
  ID/Passport No.: M041X5236

Điều 6. **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 /*Receipient*:
- Các Cổ đông /*Shareholders*;
- UBCKNN, SGDCK, Website (để CBTT); *SSC, Stock Exchanges, Website (for information disclosure);*
- Như Điều 6 /*As stated in Article 6*;
- Lưu HC /*Filed at HRGA.*

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



Noh Eun Woo



PINETREE SECURITIES CORPORATION

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SOCIALIST REPUBLIC OF VIETNAM

Independence-Freedom-Happiness

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CHARTER
PINETREE SECURITIES CORPORATION

Hanoi, 29/11/2024

TABLE OF CONTENT

LEGAL BASIS 5
Chapter I 5
GENERAL PROVISION 5
Article 1. Interpretation of terms 5
Article 2. Name, legal forms, head-office, operation network and operation terms of the Company 5
Article 3. Legal representative 6
Article 4. Scope of business 7
Article 5. Operational objectives 7
Article 6. Operational principles 7
Article 7. Rights of the Company 8
Article 8. Obligations of the Company 8
Article 9. Regulations on prohibition and restriction 9
Chapter II 11
CHARTER CAPITAL, SHARES, SHAREHOLDERS 11
Section 1 11
CHARTER CAPITAL, SHARES 11
Article 10. Charter Capital 11
Article 11. Types of shares 11
Article 12. Shareholder register 11
Article 13. Shares Certificates 11
Article 14. Share transfer 12
Article 15. Redemption of shares 12
Article 16. Forms of increase and reduction of the charter capital 12
Section 2 13
RIGHTS AND OBLIGATIONS OF SHAREHOLDERS 13
Article 17. Rights of shareholders 13
Article 18. Obligations of shareholders 14
Article 19. Authorized representatives of shareholders 14
Chapter III 15
MANAGEMENT AND ADMINISTRATION OF THE COMPANY 15
Article 20. Administration apparatus of the Company 15
I. The General Meeting of Shareholders 15
Article 21. Authority of the General Meeting of Shareholders 15
Article 22. Exercise of the right to attend meeting of General Meeting of Shareholders 16
Article 23. Alternation of rights 16
Article 24. Convention of the General Meetings of Shareholders 17

Article 25. Agenda and contents of the General Meeting of Shareholders 18
Article 26. Conditions for convening the General Meeting of Shareholders 18
Article 27. Procedures for convening the General Meeting of Shareholders 19
Article 28. Passing of resolutions of the General Meeting of Shareholders 20
Article 29. Authority and formalities for collecting written opinions of shareholders to ratify resolutions of the General Meeting of Shareholders 21
Article 30. Effect of resolutions of the General Meeting of Shareholders 22
Article 31. Minutes of General Meeting of Shareholders 23
Article 32. Request for annulment of resolutions of the General Meeting of Shareholders 23
II. The Board of Directors 23
Article 33. Rights and obligations of the Board of Directors 23
Article 34. Number, composition and term of the Board of Directors' members 26
Article 35. Qualifications, conditions to be a member of the Board of Directors 26
Article 36. Chairman of the Board of Directors 26
Article 37. Meetings of the Board of Directors and minutes of meetings 27
Article 38. Removing, dismissing and supplementing members of the Board of Directors. 28
Article 39. Internal Audit and Risk Control Divisions of the Board of Directors 29
III. General Director 30
Article 41. General Director; rights and obligations of General Director 30
Article 41. Standards and conditions of General Director 31
Article 42. Removing and dismissing of General Director 31
Article 43. Internal Control Unit and Risk Management Unit under the direction of General Director 32
IV. Board of Supervisor 32
Article 44. Members, term and composition of the Board of Supervisor 32
Article 45. Rights and obligations of the Board of Supervisor 33
Article 46. Operations and meetings of the Board of Supervisor 35
Article 47. Standards and conditions of Supervisors 35
Article 48. Dismissal of members of Supervisor Board 35
Chapter IV 36
HANDLING OF RELATIONSHIP WITH RELATED PARTIES 36
Article 49. Potential disputes 36
Article 50. Dispute resolution 36
Article 51. Transactions subject to approval 36
Article 52. Reporting and information disclosure 37
Chapter V 38
FINANCIAL MANAGEMENT AND ACCOUNTING 38
Article 53. Fiscal year 38
Article 54. Accounting System 38

Article 55. Audit 38
Article 56. Principles of profit distribution 39
Article 57. Dealing with losses in business 39
Article 58. Establishment of funds in accordance with regulations 39
Chapter VI 39
RESTRUCTURING, DISMISSAL AND BANKRUPTCY OF THE COMPANY 39
Article 59. Company Restructuring 39
Article 60. Dismissal 39
Article 61. Bankruptcy 40
Chapter VII 40
SUPPLEMENTATION AND AMENDMENT TO THE CHARTER 40
Article 62. Supplementation and amendment to the charter 40
Chapter VIII 40
EFFECTIVENESS 40
Article 63. Effective date 40

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 Decision of 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/QH14adopted 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 Directorof 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. Lisence on Establishment and Securities Operation No. 10/GPHĐKD issued by the State Securities Commission on 18 February 2003 and its amenments 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, ROX Tower, 54A Nguyen Chi Thanh street, Lang Thuong ward, Dong Da district, Hanoi

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

c. Website: 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;

e. Derivatives securities business: Brokearge, Investment advisory and Prop-trading of derivatives securities;

f. Providing clearing and settlement services for derivative securities transactions.

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 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 Chife 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 convener 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 eleted) 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 implimentation 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**

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 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 deem as a dispute between the Company and the relevant partners when disputes or complaints arise between:

a. The shareholders and the Company;

b. Cổ 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 are 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 maner 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. Tổ 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 29/11/2024.

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

(Sign, full name and stamp).

S.G.P: 10 C.T.C.P
CÔNG TY CỔ PHẦN CHỨNG KHOÁN PINETREE
Q. ĐỐNG ĐA - TP HÀ NỘI

TỔNG GIÁM ĐỐC
LEE JUN HYUCK