

**CHƯƠNG TRÌNH HỌP ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**

**THE AGENDA OF 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

<b>Thời gian Time</b>	<b>Nội dung Contents of the meeting</b>
13:30 ÷ 14:00	<p><b>Đón khách và kiểm tra tư cách cổ đông /Welcome guests and shareholder's verification:</b></p> <ul style="list-style-type: none"> <li>○ Đón tiếp và đăng ký đại biểu /Welcome guests and guests' registration;</li> <li>○ Phát tài liệu cho cổ đông /Distribute documents to shareholders.</li> </ul>
14:00 ÷ 14:30	<p><b>Khai mạc Đại hội /Meeting opening:</b></p> <ul style="list-style-type: none"> <li>○ Tuyên bố khai mạc /Announce the opening;</li> <li>○ Thông qua biên bản kiểm tra tư cách cổ đông /Approve the Report on shareholder verification;</li> <li>○ Giới thiệu Chủ tọa, Thư ký cuộc họp /Introduce Chairman and Secretary of the GMS;</li> <li>○ Bầu ban kiểm phiếu /Election of the Voting committee;</li> <li>○ Thông qua Chương trình họp /Approval on GMS agenda.</li> </ul>
14:30 ÷ 15:30	<p><b>Trình bày về các nội dung nghị sự tại Đại hội và Chủ tọa Đại hội xin ý kiến biểu quyết của ĐHĐCĐ:</b>  <i>To present the contents to be discussed at the GMS and the Chairperson manage to collect opinions at the GMS:</i></p> <ol style="list-style-type: none"> <li>1. Quy chế Tổ chức và Biểu quyết của Đại hội /The Regulation on Organization and Vote at the GMS;</li> <li>2. Báo cáo của Hội đồng Quản trị /Report of the Board of Directors;</li> <li>3. Báo cáo của Tổng Giám đốc /Report of the General Director;</li> <li>4. Báo cáo của Ban Kiểm soát /Report of the Board of Supervisors;</li> <li>5. Tờ trình tổng hợp của Hội đồng Quản trị /General proposal of the Board of Directors;</li> <li>6. Tờ trình của Hội đồng Quản trị về việc thông qua phương án phát hành chứng quyền có bảo đảm /Proposal of the Board of Directors for the issuance of covered warrants;</li> <li>7. Tờ trình của Hội đồng Quản trị về việc sửa đổi, bổ sung Điều lệ của Công ty /Proposal of the Board of Directors on amending and supplementing of the Company's Charter;</li> <li>8. Nội dung khác theo quy định tại Điều lệ Công ty và đề xuất của Hội đồng Quản trị phù hợp với quy định của pháp luật (nếu có) /Other contents as at the Company's Charter and proposal of Board of Directors according to the law regulation (if any).</li> </ol>
15:30 ÷ 15:45	<p><b>Giải đáp ý kiến thắc mắc của cổ đông (nếu có) và biểu quyết thông qua các vấn đề tại Đại hội.</b>  <i>To answer shareholders' queries (if any) and to vote at GMS on the above contents.</i></p>
15:45 ÷ 16:00	<p><b>Nghỉ giải lao</b>  <i>Tea break</i></p>
16:00 ÷ 16:30	<p><b>Bế mạc Đại hội /Meeting closing:</b></p> <ul style="list-style-type: none"> <li>○ Công bố Biên bản kiểm phiếu /Declaration of voting results;</li> <li>○ Thông qua Biên bản họp và Nghị quyết ĐHĐCĐ /Approval on the Minutes and Resolutions of the GMS;</li> <li>○ Tuyên bố bế mạc Đại hội /Making speech to close the GMS;</li> </ul>

**Lưu ý:** Tất cả tài liệu liên quan đến Đại hội đồng cổ đông thường niên năm 2025 đã được cập nhật trên Website công ty: <https://pinetree.vn/post/category/quan-he-nha-dau-tu>. Quý cổ đông tải các biểu mẫu và tài liệu ĐHĐCĐ thường niên năm 2025 từ địa chỉ này.

**Note:** All of related documents of 2025 Annual GMS was disclosed on Pinetree's webpage and available at <https://pinetree.vn/en/post/category/investor-relations>. Shareholders can download all of documents of 2025 Annual GMS from this website.

**GIẤY ỦY QUYỀN THAM DỰ VÀ BIỂU QUYẾT  
TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025  
LETTER OF AUTHORIZATION FOR ATTENDING AND VOTING  
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

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

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

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

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

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

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

Tôi/ Chúng tôi đồng ý ủy quyền cho người có tên dưới đây thay mặt tôi/chúng tôi tham dự và biểu quyết với toàn bộ số cổ phần mà tôi/chúng tôi sở hữu tại Đại hội đồng Cổ đông thường niên năm 2025 của Công ty Cổ phần Chứng khoán Pinetree.

*I/We agree to authorize the below person for and on my/our behalf, and representing entire shares held by me/us, to attend and vote in the 2025 Annual General Meeting of Shareholders of Pinetree Securities Corporation.*

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

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

Giấy ủy quyền này có hiệu lực trong suốt thời gian tổ chức và diễn ra cuộc họp Đại hội đồng Cổ đông thường niên năm 2025 vào ngày 25/04/2025 của Công ty Cổ phần Chứng khoán Pinetree và chỉ chấm dứt hiệu lực sau khi cuộc họp kết thúc. Người được ủy quyền không được ủy quyền lại cho người thứ ba.

*This letter of authorization is valid during the 2025 Annual General Meeting of Pinetree Securities Corporation held on April 25, 2025 and will cease to be effective after the meeting ends. The authorized person is not authorized to the third person.*

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

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

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

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

**GIẤY ỦY QUYỀN THAM DỰ VÀ BIỂU QUYẾT TẠI ĐẠI HỘI ĐỒNG CỔ  
ĐÔNG THƯỜNG NIÊN NĂM 2025**  
**LETTER OF AUTHORIZATION FOR ATTENDING AND VOTING AT THE 2025  
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

Hôm nay, ngày / / 2025, tại ....., chúng tôi là những cổ đông của Công ty Cổ phần Chứng khoán Pinetree có tên trong danh sách dưới đây:

Today, / / 2025, at ....., we includes the following shareholders of Pinetree Securities Corporation:

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

Cùng nhất trí ủy quyền cho /Agreeing to authorize:

Ông (bà) /Mr. (Ms.): .....

CMND/CCCD/Hộ chiếu số: ..... Ngày cấp:.....Nơi cấp:.....  
ID/Passport No ..... dated:.....by: .....

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

Được thay mặt chúng tôi tham dự và biểu quyết với toàn bộ số cổ phần mà chúng tôi sở hữu tại Đại hội đồng Cổ đông thường niên năm 2025 của Công ty Cổ phần Chứng khoán Pinetree.

For and on our behalf, and representing entire shares held by us, to attend and vote in the 2025 Annual General Meeting of Shareholders of Pinetree Securities Corporation.

Giấy ủy quyền này có hiệu lực trong suốt thời gian tổ chức và diễn ra cuộc họp Đại hội đồng Cổ đông thường niên năm 2025 vào ngày 25/04/2025 của Công ty Cổ phần Chứng khoán Pinetree và chỉ chấm dứt hiệu lực sau khi cuộc họp kết thúc. Người được ủy quyền không được ủy quyền lại cho người thứ ba.

This letter of authorization is valid during the 2025 Annual General Meeting of Pinetree Securities Corporation held on April 25, 2025 and will cease to be effective after the meeting ends. The authorized person is not authorized to the third person.

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

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

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

<sup>(1)</sup>: Số cổ phần sở hữu theo danh sách cổ đông tại ngày chốt 31/03/2025 /Based on the list of shareholders as at the record date 31/03/2025.

**PHIẾU BIỂU QUYẾT**  
**TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**  
**VOTING PAPER**  
**AT 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

<b>Tên Cổ đông /Shareholders:</b>	<b>Mã số /Code:</b>
<b>Số cổ phần sở hữu /Number of owned shares:</b>	<b>cổ phần /shares</b>
<b>Số phiếu biểu quyết /Number of votes:</b>	<b>phiếu /votes</b>

Nội dung biểu quyết <i>Voting contents</i>	Ý kiến biểu quyết <i>Voting opinion</i>		
	Tán thành <i>Agree</i>	Không tán thành <i>Disagree</i>	Không có ý kiến <i>Abstain</i>
Quy chế Tổ chức và Biểu quyết tại Đại hội <i>The Regulation on Organization and Vote at the GMS</i>			
Báo cáo của Hội đồng Quản trị <i>Report of the Board of Directors</i>			
Báo cáo của Tổng Giám đốc <i>Report of the General Director</i>			
Báo cáo của Ban Kiểm soát <i>Report of the Board of Supervisors</i>			
Tờ trình Tổng hợp của Hội đồng Quản trị <i>General proposal of the Board of Directors</i>			
Tờ trình của Hội đồng Quản trị về việc thông qua phương án phát hành chứng quyền có bảo đảm <i>Proposal of the Board of Directors for the issuance of covered warrants</i>			
Tờ trình của Hội đồng Quản trị về việc sửa đổi, bổ sung Điều lệ của Công ty <i>Proposal of the Board of Directors on amending and supplementing the Company's Charter</i>			

**Ghi chú /Notes:**

- Đối với mỗi nội dung trên Phiếu biểu quyết, Cổ đông chọn một (01) trong ba (03) ý kiến Tán thành/Không tán thành/Không có ý kiến bằng cách đánh dấu (X) hoặc (√) vào ô lựa chọn;



*For each content on this Voting Paper, the Shareholder selects one (01) of three (03) voting items including Agree/Disagree/Abstain by putting a cross (X) or a tick (✓) into the selected box;*

- 01 cổ phần phổ thông tương đương với 01 phiếu biểu quyết. Tổng số phiếu biểu quyết của 01 Cổ đông bằng tổng số cổ phần sở hữu của Cổ đông đó tại ngày chốt danh sách Cổ đông;  
*01 common share corresponding to 01 vote. The total number of votes of 01 Shareholder is equal to the total number of shares owned by that Shareholder at the closing date of the list of Shareholders.*
- Phiếu biểu quyết này chỉ sử dụng cho cuộc họp Đại hội đồng cổ đông thường niên năm 2025 của Pinetree.  
*This Voting Paper is only be used for the 2025 Annual General Meeting of Shareholders of Pinetree.*

**Cổ đông/Đại diện Cổ đông**  
**Shareholder/representative**  
*(ký, họ tên, đóng dấu (nếu có))*  
*(Signature, full name, seal (if any))*

**PHIẾU LẤY Ý KIẾN BIỂU QUYẾT  
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**

**VOTING PAPER  
FOR 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

<b>Tên Cổ đông /Shareholders:</b>	<b>Mã số /Code:</b>
<b>Số cổ phần sở hữu /Number of owned shares:</b>	<b>cổ phần /shares</b>
<b>Số phiếu biểu quyết /Number of votes:</b>	<b>phiếu /votes</b>

Nội dung biểu quyết <i>Voting contents</i>	Ý kiến biểu quyết <i>Voting opinion</i>		
	Tán thành <i>Agree</i>	Không tán thành <i>Disagree</i>	Không có ý kiến <i>Abstain</i>
Quy chế Tổ chức và Biểu quyết tại Đại hội <i>The Regulation on Organization and Vote at the GMS</i>			
Báo cáo của Hội đồng Quản trị <i>Report of the Board of Directors</i>			
Báo cáo của Tổng Giám đốc <i>Report of the General Director</i>			
Báo cáo của Ban Kiểm soát <i>Report of the Board of Supervisors</i>			
Tờ trình Tổng hợp của Hội đồng Quản trị <i>General proposal of the Board of Directors</i>			
Tờ trình của Hội đồng Quản trị về việc thông qua phương án phát hành chứng quyền có bảo đảm <i>Proposal of the Board of Directors for the issuance of covered warrants</i>			
Tờ trình của Hội đồng Quản trị về việc sửa đổi, bổ sung Điều lệ của Công ty <i>Proposal of the Board of Directors on amending and supplementing the Company's Charter</i>			

**Ghi chú /Notes:**

- Đối với mỗi nội dung trên Phiếu lấy ý kiến biểu quyết, Cổ đông chọn một (01) trong ba (03) ý kiến biểu quyết bằng cách đánh dấu (X) hoặc (√) vào ý kiến biểu quyết lựa chọn;

*For each content on this Voting Paper, the Shareholder selects one (01) of three (03) voting ideas by putting a cross (X) or a tick (✓) on box Agree/Disagree/Abstain for those particular items;*

- 01 cổ phần phổ thông tương đương với 01 phiếu biểu quyết. Tổng số lượng phiếu biểu quyết của 01 Cổ đông bằng tổng số cổ phần sở hữu của Cổ đông đó tại ngày chốt danh sách Cổ đông;  
*01 common share corresponding to 01 vote. The total number of votes of 01 Shareholder is equal to the total number of shares owned by that Shareholder at the closing date of the list of Shareholders.*
- Phiếu lấy ý kiến biểu quyết này chỉ có giá trị cho cuộc họp Đại hội đồng cổ đông thường niên năm 2025 của Pinetree.  
*This Voting Paper is only valid during the 2025 Annual General Meeting of Shareholders of Pinetree.*
- Cổ đông không tham dự Đại hội đồng cổ đông gửi Phiếu lấy ý kiến biểu quyết và Thông báo mời họp về Công ty Cổ phần Chứng khoán Pinetree chậm nhất trước **17h30 ngày 24/04/2025** theo địa chỉ: Ban Tổ chức Đại hội đồng cổ đông thường niên năm 2025 - Công ty Cổ phần Chứng khoán Pinetree, Tầng 20, Tòa nhà ROX Tower, 54A Nguyễn Chí Thanh, phường Láng Thượng, quận Đống Đa, Hà Nội. Điện thoại: 024 6276 1818 (máy lẻ: 699) Email: report@pinetree.vn.
- *In case of not attending the General Meeting of Shareholders, please send this Voting Paper and original Invitation Letter to Pinetree Securities Corporation **before 17:30 on 24/04/2025** to following address: Organizing Committee of 2025 Annual General Meeting of Shareholders - Pinetree Securities Corporation – 20<sup>th</sup> Floor, ROX Tower, 54A Nguyen Chi Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi. Tel: 024 6276 1818 (ext.: 699) Email: report@pinetree.vn*

**Cổ đông/Đại diện Cổ đông**  
**Shareholder/Representative of Shareholder**

*(ký, họ tên, đóng dấu (nếu có))*  
*(Signature, full name, seal (if any))*

Hà Nội, 02/04/2025 /Hanoi, April 02, 2025

**QUY CHẾ TỔ CHỨC VÀ BIỂU QUYẾT  
TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**

**REGULATION ON ORGANIZATION AND VOTE AT THE 2025 ANNUAL GENERAL  
MEETING OF SHAREHOLDERS**

Cuộc họp Đại hội đồng Cổ đông thường niên năm 2025 (“**ĐHĐCĐ**”/“**Đại hội**”) của Công ty Cổ phần Chứng khoán Pinetree (“**Công ty**”) được tiến hành theo quy định như sau:

*The Annual General Meeting of Shareholders in 2025 (“**GMS**”/“**Meeting**”) of Pinetree Securities Corporation (“**Company**”) is conducted under the following regulations:*

**I. THAM DỰ ĐẠI HỘI/ PARTICIPATION**

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

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

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

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

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

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





4. Cổ đông phải nghiêm túc chấp hành Quy chế Tổ chức và Biểu quyết của ĐHĐCĐ (“**Quy chế Tổ chức**”) này, tôn trọng kết quả làm việc của ĐHĐCĐ và sự điều hành của Chủ tọa ĐHĐCĐ, đồng thời, thực hiện theo các hướng dẫn khác của Ban tổ chức Đại hội nhằm bảo đảm hiệu quả của cuộc họp ĐHĐCĐ.

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

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

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

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

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

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

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

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

## **III. BIỂU QUYẾT /VOTING**

### **1. Nguyên tắc chung/ General principles**

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

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

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

*The valid Voting Papers will be used for calculating the voting rate. A Voting Paper is considered valid if satisfying the following criteria:*

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

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

- Được Cổ đông điền thông tin biểu quyết theo đúng quy định tại Quy chế Tổ chức này.

*Being filled in voting information by Shareholders in compliance with provisions of this Organization Regulation.*

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

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

- c. Đối với Cổ đông biểu quyết trực tiếp tại Đại hội: Tùy theo từng nội dung họp, Cổ đông biểu quyết bằng cách giơ Thẻ biểu quyết và bỏ Phiếu biểu quyết vào hòm phiếu.

*For Shareholders voting directly at the Meeting: Depending on the voting content, Shareholders vote by*

*raising the Voting Cards and putting the Voting Papers into the voting box.*

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

*Each Shareholder will receive one Voting Card and one Voting Paper. The Voting Card has full name of the Shareholder, the Shareholders code and the number of votes of that Shareholder. The Voting Paper must have information as same as provided in Voting Card and also voting contents according to the agenda of the GMS.*

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

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

## **2. Phương thức biểu quyết trực tiếp tại Đại hội /Direct voting method at the GMS**

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

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

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

- Biểu quyết bằng hình thức giơ Thẻ biểu quyết: hình thức này được dùng để thông qua các vấn đề như: Nhân sự ban kiểm phiếu, Chương trình Đại hội, biên bản kiểm tra tư cách cổ đông, thông qua biên bản Đại hội, nghị quyết Đại hội và các nội dung khác phát sinh thêm tại Đại hội (nếu có);

*Voting by raising the Voting Card: this form is used to approve issues such as: Personnel of the Vote Counting Committee, Agenda of the GMS, Shareholder verification report, approval of the Minutes, Resolutions of the GMS and other additional contents arising at the GMS (if any);*

- Biểu quyết bằng hình thức điền vào Phiếu biểu quyết: hình thức này được dùng để thông qua các báo cáo, nội dung cần biểu quyết thông qua theo tờ trình của Hội đồng quản trị của Công ty.

*Voting by filling in the Voting Paper: this form is used to approve reports and contents that need to be voted on according to the proposal of the Board of Directors of the Company.*

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

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

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

- Khi tiến hành biểu quyết tại Đại hội, các Cổ đông biểu quyết **tán thành** sẽ giơ Thẻ biểu quyết. Thành viên Ban kiểm phiếu sẽ ghi nhận Mã số Cổ đông và số Thẻ biểu quyết tương ứng của từng cổ đông **tán**

<sup>1</sup> Mã số Cổ đông do Pinetree cấp cho từng Cổ đông theo danh sách chốt tại ngày 31/03/2025 /Shareholder code is issued by Pinetree to each Shareholder according to the closing list on March 31, 2025.



**thành.** Tương tự, theo sự điều hành của Chủ tọa, các cổ đông **không tán thành** hoặc **không có ý kiến** sẽ lần lượt giơ Thẻ biểu quyết và được Ban kiểm phiếu thống kê lại.

*When voting at the Meeting, the Shareholders agree by raising their Voting Cards. The members of the Voting Committee will record the Shareholder code and the number of Voting Card corresponding with each **agreeing** Shareholder. Similarly, under the management of Chairperson, other Shareholders will give their negative opinion (**disagree**) or no opinion (**abstain**), in turn, by raising their Voting Cards and their information and opinion will be recorded by the Voting Committee.*

- Trường hợp Cổ đông giơ Thẻ biểu quyết nhiều hơn một (01) lần khi biểu quyết **tán thành, không tán thành** hoặc **không có ý kiến** của cùng một vấn đề thì được xem như biểu quyết không hợp lệ.

*In case a Shareholder raises the Voting Card more than once (01) time when voting **agree, disagree** or **abstain** on the same issue, the vote will be considered invalid.*

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

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

*A Shareholder votes by putting a cross (X) or a tick (√) on one of the Agree/Disagree/Abstain box corresponding to each voting item specified in the Voting Paper, and his/her signature and full name in the Voting Paper. Shareholders are not allowed to fill in multiple boxes in the same voting content or to leave all boxes blank.*

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

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

**2.2. Phương thức biểu quyết bằng cách gửi Phiếu biểu quyết về Công ty/Voting by sending the Voting Paper to the Company**

- Cổ đông không tham dự trực tiếp Đại hội sẽ biểu quyết bằng cách gửi về Công ty Phiếu biểu quyết kèm Thông báo mời họp mà Ban tổ chức đã gửi cho Cổ đông. Trong đó:

*Shareholders who do not directly attend the Meeting will vote by sending to the Company their Voting Papers together with the Invitation Letters sent by the Organizing Committee to the Shareholders. In which:*

Cổ đông tích (X) hoặc (√) vào một trong các ô Tán thành/Không tán thành/Không có ý kiến đối với vấn đề cần lấy biểu quyết được ghi trong Phiếu biểu quyết, đồng thời, ký và ghi rõ họ tên vào Phiếu biểu quyết. Cổ đông không được điền vào nhiều ô trong cùng một nội dung biểu quyết hoặc bỏ trống không điền ô nào;

*Shareholders tick (X) or (√) in one of the boxes Agree/Disagree/Abstain on the issue to be voted on as stated in the Voting Paper, and at the same time, sign and clearly write their full name on the Voting Paper. Shareholders are not allowed to fill in multiple boxes in the same voting content or leave any box blank;*

- Cổ đông gửi tài liệu nêu trên về Công ty theo hình thức gửi thư, fax, thư điện tử hoặc hình thức khác quy định tại Điều lệ Công ty. Thời gian nhận **trước 17h30 ngày 24/04/2025** tại địa chỉ:

*Shareholders send the above documents to the Company by courier, fax, email or other methods provided in the Company Charter. The time of the Company's receipt is before 17h30, April 24, 2025 at the following address:*

Ban tổ chức Đại hội đồng cổ đông thường niên năm 2025 - Công ty Cổ phần Chứng khoán Pinetree – Tầng 20, tòa nhà ROX Tower, 54A Nguyễn Chí Thanh, phường Láng Thượng, quận Đống Đa, Hà Nội.

*Organizing Committee of the 2025 Annual General Meeting of Shareholder - Pinetree Securities Corporation - 20th Floor, ROX Tower, 54A Nguyen Chi Thanh, Lang Thuong Ward, Dong Da District, Hanoi.*

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

Email: report@pinetree.vn

### **3. THỂ LỆ BIỂU QUYẾT /Voting rules**

Thể lệ biểu quyết bằng Phiếu biểu quyết: Số lượng phiếu biểu quyết của một Cổ đông được tính theo nguyên tắc 01 (một) cổ phần phổ thông tương ứng với 01 (một) phiếu biểu quyết.

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

Tại ngày chốt danh sách cổ đông (ngày 31/03/2025), tổng số cổ phần có quyền biểu quyết của Công ty là 100.880.000 (Một trăm triệu tám trăm tám mươi nghìn) cổ phần, tương đương 100.880.000 (Một trăm triệu tám trăm tám mươi nghìn) phiếu biểu quyết.

*At the closing date of the list of shareholders (31/03/2025), the total voting shares of the Company is 100,880,000 (One hundred million eight hundred eighty thousand) shares, equivalent to 100,880,000 (One hundred million eight hundred eighty thousand ) votes.*

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

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

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

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

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

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

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

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

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

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

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

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

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

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



GMS.

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

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

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

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

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

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

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

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

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

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

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

*To inform the Meeting about the voting results;*

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

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

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

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

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

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



*Noh Eun Woo*

**Chủ tịch HĐQT/Chairman of BOD**



Hà Nội, 02/04/2025 /Hanoi, April 02, 2025

**BÁO CÁO CỦA HỘI ĐỒNG QUẢN TRỊ /REPORT OF BOARD OF DIRECTORS**  
**TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**  
**AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Kính thưa Đại hội,**

**To: The General Meeting of Shareholders**

Hội đồng Quản trị (“**HĐQT**”) Công ty cổ phần Chứng khoán Pinetree (“**Pinetree**”/“**Công ty**”) báo cáo Đại hội đồng Cổ đông Thường niên năm 2025 (“**GMS**”) về hoạt động năm 2024 và kế hoạch năm 2025 của HĐQT như sau:

*The Board of Directors (“**BOD**”) of Pinetree Securities Corporation (“**Pinetree**”/“**Company**”) would like to report to the 2025 Annual General Meeting of Shareholders (“**GMS**”) about activities in 2024 and plan for the year 2025 of BOD, as follows:*

**1. Tình hình hoạt động của Công ty năm 2024 /Operation situation of the Company in 2024:**

Năm 2024 đánh dấu hành trình 5 năm tự hào vươn cao của Pinetree kể từ khi bắt đầu hoạt động tại Việt Nam từ 04/12/2019. Trong 5 năm vừa qua, Pinetree đã lựa chọn một hướng đi táo bạo – chứng khoán số toàn diện: “không chi nhánh, không môi giới, chỉ có nền tảng số”. Đây vừa là sự đổi mới vừa là sự khác biệt, thể hiện triết lý kinh doanh: luôn đặt khách hàng làm trọng tâm.

*The year 2024 marks Pinetree's proud 5-year journey of growth since the Company began operating in Vietnam from December 4, 2019. Over the past 5 years, Pinetree has chosen a bold direction - comprehensive digital securities: "no branches, no brokers, only digital platforms". This is both an innovation and a difference, demonstrating the business philosophy: always putting customers at the center.*

Đóng vai trò người đồng hành tin cậy, kết nối tận tâm, sẵn sàng chia sẻ và hỗ trợ cho sự phát triển và vươn cao thịnh vượng tài chính của khách hàng, năm qua Pinetree tiếp tục tạo ra những sản phẩm, dịch vụ độc đáo, chất lượng. Có thể kể đến như sản phẩm Phái sinh 1 chạm – PineFuture với hệ thống đặt lệnh chuẩn Hàn, tốc độ xử lý lệnh nhanh, độ chính xác cao, chịu tải lớn, được Pinetree chính thức ra mắt ngày 22/07/2024, giúp Nhà đầu tư tận dụng biểu đồ đa tác vụ, xem biểu đồ full màn hình với tốc độ cập nhật realtime, lưu bố cục và chia sẻ biểu đồ dễ dàng. Ngoài ra, tại Pinetree, Nhà đầu tư có thể đa dạng hóa danh mục đầu tư với PineB, danh mục trái phiếu doanh nghiệp do Pinetree lựa chọn trong năm 2024 là trái phiếu đại chúng được phát hành bởi các doanh nghiệp uy tín, mức độ rủi ro được kiểm soát và thường có thời hạn còn lại ngắn với mức lợi tức hấp dẫn.

*Playing the role of a trusted companion, dedicated connection, ready to share and support the development and financial prosperity of customers, over the past year Pinetree has continued to create unique and quality products and services. One of them is the 1-touch Derivatives product -*





*PineFuture with a Korean standard order system, fast order processing speed, high accuracy, and high load capacity, officially launched by Pinetree on July 22, 2024, helping investors take advantage of multi-tasking charts, view full-screen charts with real-time update speed, save layouts and share charts easily. In addition, at Pinetree, Investors can diversify their investment portfolio with PineB, a corporate bond portfolio distributed by Pinetree with attractive interest rates without transaction fees. In 2024, the bonds selected by Pinetree are all public bonds issued by reputable businesses, with controlled risk levels and often have short remaining terms with attractive yields.*

Trong hành trình “phụng sự” khách hàng, một loạt hệ sinh thái số với các ứng dụng nổi bật được Công ty xây dựng và không ngừng cải tiến, đổi mới. Với mong muốn mang lại cho Nhà đầu tư sự thuận tiện, gia tăng sức mua và lợi nhuận bằng việc sử dụng đòn bẩy tài chính một cách dễ dàng, ngày 16/01/2024 Pinetree chính thức cho ra mắt tính năng mới cho phép người dùng mở tài khoản vay margin hoàn toàn trực tuyến chỉ với 1 click trên cả hai nền tảng AlphaTrading và WebTrading. Tháng 8/2024, Pinetree hoàn thiện nâng cấp phiên bản đồ thị nâng cao mới nhất từ thư viện của TradingView với giao diện thân thiện với người dùng, dữ liệu thị trường cập nhật real-time, chỉ báo và công cụ phân tích kỹ thuật đa dạng cùng nhiều tính năng vượt trội khác giúp Nhà đầu tư dễ dàng hơn trong việc phân tích và đưa ra quyết định đầu tư.

*In the journey of "serving" customers, a series of digital ecosystems with outstanding applications have been built and constantly improved and innovated by the Company. With the desire to bring investors convenience, increase purchasing power and profits by using financial leverage easily, on January 16, 2024, Pinetree officially launched a new feature that allows users to open a margin loan account completely online with just 1 click on both AlphaTrading and WebTrading platforms. In August 2024, Pinetree completed the upgrade of the latest advanced chart version from the TradingView library with a user-friendly interface, real-time updated market data, diverse indicators and technical analysis tools and many other outstanding features to help investors more easily analyze and make investment decisions.*

Năm 2024 còn là một năm thúc đẩy hợp tác mạnh mẽ giữa Pinetree và các đối tác trên nhiều phương diện. Với mục tiêu mang đến giải pháp đầu tư tài chính toàn diện, Chúng khoán Pinetree và Ngân hàng Nam Á tiếp tục hợp tác và cho ra mắt tính năng đầu tư chứng khoán trong ứng dụng Open Banking từ ngày 27/09/2024. Ngày 10/10/2024, Pinetree chính thức ký kết thỏa thuận hợp tác với Đại học Đại Nam, tài trợ Stock123 – ứng dụng học và thực hành chứng khoán số cho nhà trường, qua đó tiếp tục khẳng định sứ mệnh luôn sẵn sàng chia sẻ và mang đến giá trị bền vững cho cộng đồng, đặc biệt trong lĩnh vực giáo dục.

*2024 is also a year of promoting strong cooperation between Pinetree and partners in many aspects. With the goal of providing comprehensive financial investment solutions, Pinetree Securities and Nam A Bank continued to cooperate and launch the stock investment feature in the Open Banking application from September 27, 2024. On October 10, 2024, Pinetree officially signed a cooperation agreement with Dai Nam University, sponsoring Stock123 - a digital stock learning and practice application for the university, thereby continuing to affirm the mission of always being ready to share and bring sustainable values to the community, especially in the field of education.*

Không chỉ dừng lại ở việc cung cấp các sản phẩm và dịch vụ chất lượng, Pinetree còn góp phần xây dựng một hệ sinh thái đầu tư bền vững, cải thiện tính minh bạch thông tin trên thị trường chứng khoán, gia tăng chất lượng công bố thông tin và niềm tin của nhà đầu tư. Năm 2024, Pinetree cùng 34 định chế tài chính uy tín trong nước và quốc tế đang hoạt động tại Việt Nam (VinaCapital, MB Capital, SSI...) được chọn và trở thành thành viên Hội đồng Bình chọn của giải thưởng IR. Ngày



05/11/2024, Pinetree vinh dự nhận cúp “Hội đồng Bình chọn” từ IR Award 2024, ghi nhận cho những đóng góp quan trọng trong việc đánh giá và chọn ra các doanh nghiệp niêm yết có hoạt động IR tốt nhất.

*Not only providing quality products and services, Pinetree also contributes to building a sustainable investment ecosystem, improving information transparency in the stock market, increasing the quality of information disclosure and investors' trust. In 2024, Pinetree and 34 prestigious domestic and international financial institutions operating in Vietnam (VinaCapital, MB Capital, SSI,...) were selected and became members of the IR Award Voting Council. On November 5, 2024, Pinetree was honored to receive the "Voting Council" trophy from IR Award 2024, recognizing the Company's important contributions in evaluating and selecting listed companies with the best IR activities.*

Khép lại năm 2024 tổng giá trị giao dịch của khách hàng tại Pinetree đạt 154.423 tỷ đồng, doanh thu hoạt động đạt gần 310 tỷ đồng, lợi nhuận trước thuế đạt 63.8 tỷ đồng, tăng lần lượt tăng 39%, 25,5% và 128,8% so với năm 2023 cho thấy những nỗ lực mang lại giá trị cho khách hàng của Công ty đã đem đến những kết quả đáng ghi nhận.

*Closing 2024, the total transaction value of customers at Pinetree to 154,423 billion VND, operating revenue reached nearly 310 billion VND, pre-tax profit reached 63.8 billion VND, increased 39%, 25.5% and 128.8% respectively compared to 2023, showing that the Company's efforts to bring value to customers have brought remarkable results.*

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

Danh sách các thành viên HĐQT trong năm 2024 cho đến Đại hội của Công ty:

*The list of members of BOD in 2024 up to the GMS of Company:*

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

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

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

Trong năm 2024, các phiên họp của HĐQT bao gồm:

*In 2024, the BOD meetings include:*



<b>TT No</b>	<b>Ngày Date</b>	<b>Số thành viên tham dự Attendee</b>	<b>Nội dung chính Main content</b>
1	07/03/2024	3/3	Triệu tập Đại hội đồng cổ đông thường niên 2024 <i>Convening of the Annual General Meeting of Shareholders in 2024.</i>
2	30/05/2024	3/3	Thông qua phương án phát hành Trái phiếu ra công chúng năm 2024; Thông qua Phương Án Phát Hành Cổ Phiếu để tăng vốn điều lệ từ nguồn vốn chủ sở hữu, và Thông qua việc thỏa thuận, kí kết và thực hiện thỏa thuận bảo lãnh thanh toán cùng tài liệu liên quan giữa Pinetree và Hanwha Investment and Securities Co. Ltd. đối với khoản vay của Công ty tại một số tổ chức tín dụng. <i>Approval on the Bond Issuance Plan for public offering for Bonds in 2024; Approval on the Share Issuance Plan to increase charter capital from owner's equity, and Approval on the signing and implementation of the guarantee agreement of indebtedness and related documents between Pinetree and Hanwha Investment &amp; Securities Co.Ltd regarding the Company's loan at some credit institutions.</i>
3	06/08/2024	3/3	Thông qua Cơ cấu tổ chức của Công ty và Thông qua Bộ hồ sơ đăng ký chào bán Trái phiếu ra công chúng năm 2024. <i>Approval on the Company's Organization and Approval on the Company's 2024 Public Bond Offering Registration Documents.</i>
4	14/10/2024	3/3	Triệu tập họp Đại hội đồng cổ đông bất thường năm 2024. <i>Convening of the Extraordinary General Meeting of Shareholders in 2024.</i>
5	06/11/2024	3/3	Thông qua Bộ tài liệu họp Đại hội đồng cổ đông bất thường năm 2024. <i>Approval on the documents of Extraordinary GMS in 2024.</i>
6	29/11/2024	3/3	Thông qua việc triển khai Phương Án Phát Hành Cổ Phiếu để tăng vốn điều lệ từ nguồn vốn chủ sở hữu và Bộ hồ sơ đăng ký phát hành cổ phiếu để tăng vốn điều lệ từ nguồn vốn chủ sở hữu; và Thông qua tổng tiền lương, phụ cấp, thưởng, và lợi ích khác của Tổng Giám đốc Công ty. <i>Approval on the implementation of the Stock Issuance Plan to increase charter capital from owner's equity and the Stock Issuance Application Dossier to increase charter capital from owner's equity; and Approval on salary, allowances, bonus and other benefits of the Company's General Director.</i>

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

Trong năm 2024, HĐQT đã chỉ đạo và giám sát hoạt động của Tổng Giám đốc theo các phương thức và nội dung sau:

*In 2024, the BOD directed and supervise over the operations of the General Director based on following factors:*

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

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

- Thông qua các chỉ đạo, nghị quyết của HĐQT tại các cuộc họp của HĐQT năm 2024.

*Approved the instructions and resolutions of the BOD at the meetings of the BOD in 2024.*

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

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

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

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

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

*At meetings, the BOD of the Company approved the quarterly income statement and discussed*



*the next stage plan presented by the General Director. Meetings are discussed democratically, publicly and responsibly.*

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

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

#### **4. Kế hoạch hoạt động của HĐQT năm 2025 /Operation plan of the BOD in 2025:**

Trên cơ sở dự báo điều kiện kinh tế và tài chính năm 2025, HĐQT đã thống nhất về định hướng hoạt động của Công ty như sau:

*Based on the forecast of economic and financial conditions in 2025, the BOD agreed on the orientation of the Company's activities as follows:*

- Với những đánh giá về thị trường trong năm 2025, HĐQT sẽ tập trung vào các công việc: (1) Xây dựng kế hoạch phát triển kinh doanh phù hợp với tình hình thị trường; (2) Tập trung hoàn thiện hệ sinh thái nền tảng số nhằm đem đến trải nghiệm đầu tư dễ dàng, thuận tiện, ổn định và nhanh chóng cho Khách hàng; (3) Tập trung nâng cao năng lực cạnh tranh của Công ty thông qua phát triển nguồn nhân lực, nâng cao chất lượng của hệ thống quản trị, quản trị rủi ro để đưa các sản phẩm, dịch vụ có hàm lượng chất xám cao vì mục tiêu xây dựng cuộc sống thịnh vượng bền vững bằng các giải pháp tài chính số đến Khách hàng; (4) Nâng cao năng lực quản trị công ty, tuân thủ, kiểm soát nội bộ và kiểm toán nội bộ và tăng tính minh bạch trong hoạt động của doanh nghiệp nhằm đảm bảo Công ty hoạt động hiệu quả, an toàn và bền vững.

*With market assessments in 2025, the BOD will focus on: (1) Building business development plans in suitable with the market situation; (2) Focus on perfecting the digital platform ecosystem to bring an easy, convenient, stable and fast investment experience to customers; (3) Focus on improving the competitiveness of the Company through human resource development, improving the quality of the management system, risk management to bring high qualified products and services for the purpose of building a sustainable prosperous life with digital financial solutions to customers; (4) Improve corporate governance, compliance, internal control and internal audit capabilities and increase transparency in corporate operations to ensure the Company operates efficiently, safely and sustainably.*

- Tiếp tục triển khai các chỉ đạo, phê duyệt của Đại hội đồng cổ đông năm 2024, bao gồm phương án phát hành trái phiếu ra công chúng và các nội dung khác liên quan.


*Continue to implement the instructions and approvals of the 2024 General Meeting of Shareholders, including Bond Issuance Plan for public offering and other related contents.*

- Tiếp tục phối hợp, hỗ trợ Tổng Giám đốc và ban lãnh đạo phấn đấu đạt mức độ tăng trưởng về doanh thu và lợi nhuận như kế hoạch 2025 đề ra.

*Continue to coordinate and support the General Director and management board in striving to achieve the growth of revenue and profit as planned in 2025.*

Kính trình Đại hội xem xét và thông qua.

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

**TM. HỘI ĐỒNG QUẢN TRỊ**  
**FOR AND ON BEHALF OF BOARD OF**  
**DIRECTORS**  
  
**Noh Eun Woo**  
**Chủ tịch HĐQT/Chairman of BOD**





Hà Nội, 02/04/2025 /Hanoi, April 02, 2025

**BÁO CÁO CỦA TỔNG GIÁM ĐỐC /REPORT OF GENERAL DIRECTOR**  
**TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**  
**AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Kính thưa Đại hội,**

**To: The General Meeting of Shareholders**

Thay mặt ban lãnh đạo Công ty, Tổng Giám đốc Công ty Cổ phần Chứng khoán Pinetree (“Pinetree”/“Công ty”) báo cáo Đại hội đồng Cổ đông Thường niên năm 2025 về hoạt động kinh doanh năm 2024 và kế hoạch năm 2025 như sau:

*On behalf of the management board of the Company, the General Director of Pinetree Securities Corporation (“Pinetree”/“Company”) reports to the 2025 Annual General Meeting of Shareholders about Company’s business results for the year 2024 and business plan for the year 2025, as follows:*

**1. Hoạt động kinh doanh của Công ty năm 2024 /Business activities of the Company in 2024:**

Bất chấp những biến động trên thị trường chứng khoán năm 2024, Pinetree vẫn duy trì mức lãi vay margin thấp, cố định 9,9%/ năm và không kèm bất cứ điều kiện nào về dư nợ cho toàn bộ khách hàng hiện tại và khách hàng mở mới.

*Despite the volatility in the stock market in 2024, Pinetree still maintains a low, fixed margin interest rate of 9.9%/year out anyconditions on outstanding balance for all existing and new customers.*

Cùng với lãi suất margin hấp dẫn, Pinetree còn được biết đến là công ty chứng khoán tiên phong trong việc triển khai chính sách “zero fee” - phí 0 đồng để khuyến khích nhà đầu tư giao dịch. Đặc biệt, với những nhà đầu tư giao dịch giá trị lớn và tần suất giao dịch cao, việc miễn phí giao dịch sẽ là lợi thế đáng kể, đóng góp trực tiếp vào lợi nhuận đầu tư.

*Along with attractive margin interest rates, Pinetree is also known as a pioneer securities company in implementing the "zero fee" policy to encourage investors to trade. In particular, for investors who trade large values and high transaction frequency, free transaction fees will be a significant advantage, contributing directly to investment profits.*

Việc áp dụng 0 phí giao dịch và margin 9,9% không điều kiện đang là một trong những chính sách hấp dẫn nhất thị trường và giúp Pinetree thu hút khách hàng, tăng trưởng mạnh dư nợ trong năm vừa qua. Dư nợ cho vay cuối năm 2024 tăng 363 tỷ đồng tương đương 23% so với cuối năm ngoái lên 1.912,8 tỷ đồng.

*The application of 0 transaction fees and 9.9% margin unconditionally is one of the most attractive policies on the market and has helped Pinetree attract customers and grow outstanding loans strongly in the past year. Outstanding loans at the end of 2024 increased by 363 billion VND, equivalent to 23% compared to the end of last year, to 1,912.8 billion VND.*





Pinetree không ngừng đầu tư vào công nghệ và tự hào là một trong số ít doanh nghiệp tại Việt Nam tự xây dựng và sở hữu hoàn toàn hệ thống core chứng khoán. Việc ứng dụng thành tựu công nghệ vào tài chính là chìa khóa để tạo ra những cơ hội đầu tư mới và nâng cao trải nghiệm khách hàng. Hiện tại, Pinetree đang phục vụ nhà đầu tư trên 4 nền tảng: Ứng dụng học và thực hành đầu tư chứng khoán ảo (Stock123), Ứng dụng mạng xã hội đầu tư (PineX), Ứng dụng giao dịch chứng khoán chuyên nghiệp (Alpha Trading), và Web giao dịch chứng khoán (WTS).

*Pinetree continuously invests in technology and is proud to be one of the few enterprises in Vietnam that has built and fully owns its own core securities system. Applying technological achievements to finance is the key to creating new investment opportunities and improving customer experience. Currently, Pinetree is serving investors on 4 platforms: Virtual stock investment learning and practice application (Stock123), Investment social network application (PineX), Professional stock trading application (Alpha Trading), and Stock trading website (WTS).*

Tiếp tục hoàn thiện hệ sinh thái sản phẩm chứng khoán, ngày 22/7/2024, Pinetree chính thức triển khai PineFuture - phái sinh 1 chạm với loạt ưu đãi “kép” về phí dành cho nhà đầu tư. Song hành với chứng khoán cơ sở, phái sinh trở thành công cụ sinh lời hoặc phòng ngừa rủi ro đặc lực cho nhà đầu tư khi thị trường có xu hướng biến động mạnh, đảo chiều. Với lợi thế về công nghệ, sản phẩm phái sinh PineFuture của Pinetree có hệ thống đặt lệnh chuẩn Hàn với tốc độ xử lý lệnh nhanh, độ chính xác cao, chịu tải lớn. Sau hơn 5 tháng “trình làng”, tính đến cuối năm 2024, số lượng tài khoản giao dịch chứng khoán phái sinh của Nhà đầu tư tại Pinetree đạt 1.662 tài khoản, tổng khối lượng giao dịch hợp đồng tương lai chỉ số đạt 161.897 hợp đồng.

*Continuing to perfect the securities product ecosystem, on July 22, 2024, Pinetree officially launched PineFuture - 1-touch derivatives with a series of "double" incentives on fees for investors. Along with underlying securities, derivatives become an effective tool for profit-making or risk prevention for investors when the market tends to fluctuate strongly and reverse. With technological advantages, Pinetree's PineFuture derivatives product has a Korean standard order system with fast order processing speed, high accuracy, and high load capacity. After more than 5 months of launch, by the end of 2024, the number of derivative securities trading accounts of investors at Pinetree reached 1,662 accounts, the total trading volume of index futures contracts reached 161,897 contracts.*

Kết quả năm 2024, tổng tài sản Nhà đầu tư tại Công ty đạt hơn 7.124 tỷ đồng, tăng 7,2% so với năm 2023, doanh thu hoạt động đạt gần 310 tỷ đồng, lợi nhuận trước thuế đạt 63,8 tỷ đồng tăng lần lượt 96,8% và 135,3% so với năm 2023.

*As of 2024, total assets of investors at the Company reached more than 7,124 billion VND, an increase of 7.2% compared to 2023, operating revenue reached nearly 310 billion VND, pre-tax profit reached 63.8 billion VND, an increase of 96.8% and 135.3% respectively compared to 2023.*

#### **Kết quả kinh doanh năm 2024 /The business results in 2024**

<b>Chỉ tiêu Indicators</b>	<b>Đơn vị Unit</b>	<b>2024</b>	<b>Kế hoạch 2024 2024's Plan</b>	<b>% kế hoạch % Plan</b>
Doanh thu hoạt động Operating Revenue	Đồng	309.988.216.585	320.000.000.000	96,87%
Lợi nhuận trước thuế Profit before tax	Đồng	63.868.367.677	47.200.000.000	135,31%

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



Năm 2024 dù chịu ảnh hưởng sâu sắc từ các biến động kinh tế toàn cầu, áp lực lạm phát và sự rút lui tạm thời của dòng vốn ngoại, song thị trường chứng khoán Việt Nam vẫn duy trì đà tăng trưởng ổn định với sự gia tăng về chỉ số, thanh khoản và quy mô vốn hóa. Động lực tăng trưởng của thị trường chứng khoán đến từ sự phục hồi của nền kinh tế vĩ mô trong nước cùng với các chính sách linh hoạt và hiệu quả của Chính phủ trong điều hành tỷ giá, lãi suất và quản lý thị trường bất động sản... Bên cạnh đó, chính sách tiền tệ của Cục Dự trữ Liên bang Mỹ (FED) và biến động tỷ giá cũng đã tác động đến thị trường chứng khoán trong năm qua. Khép lại năm 2024, chỉ số VN-Index đạt 1.266,78 điểm, tăng 12,3% so với cuối năm 2023. Mức vốn hóa thị trường cổ phiếu đạt gần 7,2 triệu tỷ đồng, tăng 12,1% so với cuối năm 2023, tương đương 62,3% GDP ước tính năm 2023; giá trị giao dịch bình quân đạt 21,1 nghìn tỷ đồng/phiên, tăng 19,9% so với bình quân năm trước.

*In 2024, despite being deeply affected by global economic fluctuations, inflationary pressures and temporary withdrawal of foreign capital flows, the Vietnamese stock market still maintained a stable growth momentum with an increase in indexes, liquidity and capitalization scale. The growth momentum of the stock market comes from the recovery of the domestic macro economy along with the Government's flexible and effective policies in managing exchange rates, interest rates and real estate market management... In addition, the monetary policy of the US Federal Reserve (FED) and exchange rate fluctuations have also impacted the stock market over the past year. At the end of 2024, the VN-Index reached 1,266.78 points, up 12.3% compared to the end of 2023. The stock market capitalization reached nearly VND 7.2 million billion, up 12.1% compared to the end of 2023, equivalent to 62.3% of estimated GDP in 2023; the average trading value reached VND 21.1 trillion/session, up 19.9% compared to the average of the previous year.*

Quy mô vốn hóa của thị trường cổ phiếu trên ba sàn HOSE, HNX, và UPCoM đạt mức 7.200 nghìn tỷ đồng, tăng 20% so với cuối năm 2023, tương đương khoảng 70% GDP. Điều này phản ánh sự gia tăng giá trị của các doanh nghiệp niêm yết và dòng vốn mới đổ vào thị trường. Năm 2024 cũng chứng kiến sự gia tăng mạnh mẽ trong số lượng tài khoản chứng khoán. Tổng cộng, 2 triệu tài khoản cá nhân trong nước được mở mới, nâng tổng số tài khoản lên 9,3 triệu, đạt hơn 9% dân số Việt Nam.

*The capitalization of the stock market on the three exchanges HOSE, HNX, and UPCoM reached VND 7,200 trillion, an increase of 20% compared to the end of 2023, equivalent to about 70% of GDP. This reflects the increase in the value of listed enterprises and new capital flows into the market. 2024 also witnessed a sharp increase in the number of securities accounts. In total, 2 million new domestic personal accounts were opened, bringing the total number of accounts to 9.3 million, reaching more than 9% of Vietnam's population.*

Tại Pinetree, nhà đầu tư có thể dễ dàng mở tài khoản giao dịch chứng khoán với tiện ích mở tài khoản eKYC trên app hoặc website chỉ trong 2 phút. Pinetree cung cấp các ứng dụng hiện đại, dễ sử dụng để khách hàng giao dịch chứng khoán nhanh chóng, tìm hiểu thông tin và quản lý tài sản thuận tiện.

*At Pinetree, investors can easily open a securities trading account with the eKYC account opening utility on Pinetree's app or website in just 2 minutes. Pinetree provides modern, easy-to-use applications for customers to quickly trade securities, find information and manage assets conveniently.*

Xét cả năm 2024, thị phần giao dịch chứng khoán cơ sở của Pinetree đạt 1,27% giúp Công ty tiếp tục nằm trong Top 20 công ty có thị phần môi giới lớn nhất thị trường. Với chứng khoán phái sinh, tuy chỉ mới ra mắt chưa đầy 6 tháng, thị phần giao dịch phái sinh của Pinetree năm 2024 đạt 0,34% và có nhiều ngày đạt trên 1% cho thấy những nỗ lực mang lại giá trị cho khách hàng của Công ty đã đem



đến những kết quả đáng ghi nhận.

*Considering the whole year of 2024, Pinetree's underlying securities trading market share reached 1.27%, helping the Company continue to be in the Top 20 companies with the largest brokerage market share in the market. Regarding derivatives, although it has only been launched for less than 6 months, Pinetree's derivatives trading market share in 2024 reached 0.34% and on many days reached over 1%, showing that the Company's efforts to bring value to customers have brought remarkable results.*

### **Hoạt động hỗ trợ /Supporting activities**

Hướng đến việc trở thành công ty chứng khoán số hàng đầu và cam kết mang đến cơ hội đầu tư thịnh vượng bền vững cho khách hàng Việt Nam, Pinetree không ngừng đầu tư vào công nghệ và tự hào là một trong số ít doanh nghiệp tại Việt Nam tự xây dựng và sở hữu hoàn toàn hệ thống core chứng khoán. Việc ứng dụng thành tựu công nghệ vào tài chính là chìa khóa để tạo ra những cơ hội đầu tư mới và nâng cao trải nghiệm khách hàng.

*Aiming to become a leading digital securities company and committed to bringing sustainable and prosperous investment opportunities to Vietnamese customers, Pinetree constantly invests in technology and is proud to be one of the few enterprises in Vietnam that has built and completely owns the core securities system. Applying technological achievements to finance is the key to creating new investment opportunities and improving customer experience.*

Từ ngày 16/01/2024, Nhà đầu tư tại Pinetree có thể mở tài khoản margin hoàn toàn trực tuyến ứng dụng AlphaTrading hoặc WebTrading với hạn mức vay margin ban đầu là 1 tỷ đồng (hoặc hạn mức khác theo quy định của Pinetree từng thời kỳ). Việc thực hiện nâng cấp hạn mức sẽ được thực hiện trực tuyến bằng Videocall. Đây tính năng hoàn toàn mới nhằm mang đến Nhà đầu tư sự thuận tiện, gia tăng sức mua và lợi nhuận bằng việc sử dụng đòn bẩy tài chính một cách dễ dàng. Thêm vào đó, từ ngày 19/08/2024, Pinetree đã thực hiện tích hợp thành công TradingView – Công nghệ biểu đồ hàng đầu thế giới trên nền tảng giao dịch của Công ty. Với các ưu điểm nổi bật, Pinetree tin rằng TradingView sẽ giúp các Nhà đầu tư đưa ra quyết định giao dịch thông minh dựa trên phân tích thị trường chi tiết và chính xác.

*From January 16, 2024, Investors at Pinetree can open margin accounts completely online using the AlphaTrading or WebTrading platforms with an initial margin loan limit of 1 billion VND (or other limits as prescribed by Pinetree from time to time). The limit upgrade will be done online via Videocall. This is a completely new feature to bring Investors convenience, increase purchasing power and profits by using financial leverage easily. In addition, from August 19, 2024, Pinetree has successfully integrated TradingView - the world's leading charting technology on the Company's trading platform. With its outstanding advantages, Pinetree believes that TradingView will help Investors make smart trading decisions based on detailed and accurate market analysis.*

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

Với vai trò là người đồng hành tin cậy, hỗ trợ tận tâm khách hàng, Pinetree không ngừng đổi mới, mở rộng hệ sinh thái tài chính số và phát triển thêm nhiều sản phẩm và dịch vụ sáng tạo. Ngày 22/07/2024, Pinetree chính thức triển khai PineFuture - phái sinh 1 chạm với ưu đãi “kép” về phí



dành cho nhà đầu tư. Pinetree cũng cung cấp công cụ hỗ trợ là biểu đồ đa tác vụ “all-in-1” giúp Nhà đầu tư có thể xem biểu đồ full màn hình với tốc độ cập nhật realtime, lưu bố cục và chia sẻ biểu đồ dễ dàng.

*As a trusted companion, dedicated to supporting customers, Pinetree constantly innovates, expands the digital financial ecosystem and develops more innovative products and services. On July 22, 2024, Pinetree officially launched PineFuture - one-touch derivatives with "double" incentives on fees for investors. Pinetree also provides a support tool, an "all-in-1" multi-tasking chart, helping investors view full-screen charts with real-time updates, save layouts and share charts easily.*

Trong bối cảnh lãi suất tiết kiệm năm qua có nhiều biến động, danh mục PineB do Pinetree phân phối là một lựa chọn an toàn cho Nhà đầu tư.. Trái phiếu được Pinetree lựa chọn đều được phát hành bởi các doanh nghiệp uy tín, mức độ rủi ro được kiểm soát và thường có thời hạn còn lại ngắn với mức lãi suất trái phiếu hấp dẫn.

*In the context of the fluctuation of savings interest rates last year, the PineB portfolio distributed by Pinetree is a safe option for investors. The bonds selected by Pinetree are all issued by reputable businesses, with controlled risk levels and often have short remaining terms with attractive bond interest rates.*

Cùng với việc cung cấp các sản phẩm và dịch vụ chất lượng, trong năm 2024 Pinetree đem đến cho khách hàng nhiều chương trình khuyến mãi độc đáo như chương trình miễn phí giao dịch phái sinh đến 31/12/2024 cho Khách hàng mở tài khoản phái sinh trước 31/12/2024, chương trình khách hàng thân thiết Pino từ ngày 16/7/2024 đến hết ngày 31/8/2025, chương trình khuyến mại tặng 5 cổ phiếu NAB cho khách hàng mới mở tài khoản chứng khoán qua app Open Banking – Nam A Bank cùng nhiều ưu đãi khác.

*Along with providing quality products and services, in 2024 Pinetree offered customers many unique promotions such as a free derivatives transaction program until December 31, 2024 for customers who open derivatives accounts before December 31, 2024, Pino loyalty program from July 16, 2024 to August 31, 2025, promotion program to give away 5 NAB shares to new customers who open securities accounts via the Open Banking app - Nam A Bank and many other incentives.*

Đối với hoạt động Ngân hàng đầu tư (IB), trong năm 2024, Pinetree đã trở thành đại lý phát hành cho Trái phiếu của Ngân hàng TMCP Phát triển TP. Hồ Chí Minh - HDBank (mã trái phiếu HDBH2429027) với tổng giá trị phát hành 1.150 tỷ đồng, mang về doanh thu 11,5 tỷ đồng.

*Regarding Investment Banking (IB) activities, in 2024, Pinetree has become the issuing agent for Bonds of Ho Chi Minh City Development Joint Stock Commercial Bank - HDBank (bond code HDBH2429027) with a total issuance value of VND 1,150 billion, bringing in revenue of VND 11.5 billion.*

**Cơ cấu doanh thu hoạt động của Công ty giai đoạn 2022-2024 /The operating revenue structure in the period 2022-2024**

Đơn vị: Triệu đồng /Unit: Million dong

Cơ cấu DTHĐ <i>Structure of operating revenue</i>	2024		2023		2022	
	Giá trị	%DT	Giá trị	%DT	Giá trị	%DT
	<i>Value</i>	<i>% revenue</i>	<i>Value</i>	<i>% revenue</i>	<i>Value</i>	<i>% revenue</i>
DT Môi giới <i>Brokerage revenue</i>	40.973,89	13,22%	33.392,83	13,52%	34.011,84	15,60%

Lãi từ các khoản cho vay và phải thu <i>Margin Revenue</i>	194.496,02	62,74%	136.938,73	55,43%	122.727,65	56,30%
DT tự doanh <i>Proprietary trading revenue</i>	21.906,31	7,07%	36.666,76	14,84%	28.242,07	12,96%
DT nghiệp vụ bảo lãnh phát hành <i>Underwriting business revenue</i>	11.500,00	3,71%	0	0,00%	0	0,00%
Doanh thu khác <i>Other revenue</i>	41.112,00	13,26%	40.057,97	16,21%	33.010,49	15,14%
<b>TỔNG /TOTAL</b>	<b>309.988,22</b>	<b>100,00%</b>	<b>247.056,29</b>	<b>100,00%</b>	<b>217.992,05</b>	<b>100,00%</b>

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

Chỉ tiêu /Indicators	Đơn vị <i>Unit</i>			% tăng giảm
		2024	2023	% increase/decrease
Tổng tài sản <i>Total assets</i>	Đồng	3.377.591.665.104	2.545.673.353.077	32,68%
Các khoản cho vay <i>Loans</i>	Đồng	1.912.878.983.048	1.549.752.165.427	23,43%
Nợ phải trả <i>Liabilities</i>	Đồng	1.826.381.251.313	1.045.519.749.906	74,69%
Vốn chủ sở hữu <i>Owner's equity</i>	Đồng	1.551.210.413.791	1.500.153.603.171	3,40%
Doanh thu hoạt động <i>Operating revenue</i>	Đồng	309.988.216.585	247.056.290.523	25,47%
Lợi nhuận trước thuế <i>Profit before tax</i>	Đồng	63.868.367.677	27.916.377.730	128,78%
Lợi nhuận sau thuế <i>Profit after tax</i>	Đồng	51.056.810.620	22.333.098.774	128,61%

**Tình hình tài chính /Financial situation**

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

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



**Chi tiết khoản phải thu giai đoạn 2023-2024 /The detail receivables for the period 2023-2024**

Chỉ tiêu /Indicators	Đơn vị Unit	2024	2023	% tăng giảm % increase/decrease
Các khoản cho vay <i>Loans</i>	Đồng	1.912.878.983.048	1.549.752.165.427	23,43%
Cho vay hoạt động Margin <i>Margin balance</i>	Đồng	1.741.542.092.106	1.227.041.328.646	41,93%
Cho vay hoạt động ứng trước <i>Advance balance</i>	Đồng	171.336.890.942	272.710.836.781	-37,17%
Các khoản phải thu <i>Receivables</i>	Đồng	28.357.502.387	31.533.243.724	-10,07%
Trả trước cho người bán <i>Advanced payments to suppliers</i>	Đồng	366.847.000	647.855.000	-43,38%
Phải thu các dịch vụ CTCK cung cấp <i>Receivables from services provided by securities company</i>	Đồng	83.062.786	128.333.712	-35,28%
Các khoản phải thu khác <i>Other receivables</i>	Đồng	103.147.047	836.663.908	-87,67%

**2. Đánh giá hoạt động khác của Công ty năm 2024 /Evaluation of other activities of the Company in 2024:**

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

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

**Về hoạt động kiểm soát rủi ro:** Bên cạnh các công việc thường nhật trong quá trình kiểm soát rủi ro

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

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

### 3. Kế hoạch kinh doanh năm 2025 /The business plan for 2025:

Trong năm 2025, Công ty đặt các chỉ tiêu kinh doanh như sau:

*In 2025, the Company sets the following business targets*

Chỉ tiêu /Indicators	Đơn vị /Unit	Kế hoạch năm 2025 2025's Plan
Doanh thu hoạt động <i>Operating Revenue</i>	Đồng	382.000.000.000
Lợi nhuận trước thuế <i>Profit trước tax</i>	Đồng	72.800.000.000

Kính trình Đại hội xem xét và thông qua.

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

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



**Lee Jun Hyuck**





Số /No: 03/2025/BC-BKS

Hà Nội, 02/04/2025 /Hanoi, April 02, 2025

**BÁO CÁO CỦA BAN KIỂM SOÁT /REPORT OF BOARD OF SUPERVISORS  
TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025  
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Kính thưa Đại hội,

To: *The General Meeting of Shareholders*

Ban Kiểm soát (“BKS”) Công ty cổ phần Chứng khoán Pinetree (“Pinetree”/“Công ty”) báo cáo Đại hội đồng Cổ đông Thường niên năm 2025 (“Đại hội”) như sau:

*The Board of Supervisory (“BOS”) of Pinetree Securities Corporation (“Pinetree”/“the Company”) would like to submit to the 2025 Annual General Meeting of Shareholders as follow:*

**1. Hoạt động của BKS năm 2024 /Activities of the BOS in 2024**

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

Thành phần BKS tại thời điểm 31/12/2024 như sau:

*The members of BOS at 31/12/2024 as follow:*

- Ông Nguyễn Thạch Hoàn – Trưởng BKS /*Mr. Nguyen Thach Hoan – Head of BOS*
- Ông Lee Jun Hyeob – Thành viên BKS /*Mr. Lee Jun Hyeob – Member*
- Ông Shin Jae Yeol – Thành viên BKS /*Mr. Shin Jae Yeol – Member*

**1.2. Hoạt động của BKS năm 2024 /Operation of the BOS in 2024**

Trong năm 2024, BKS đã thực hiện và tiến hành các hoạt động theo Điều lệ của Pinetree cũng như tuân thủ các quy định khác của pháp luật:

*In 2024, the BOS has performed the following activities in accordance with the Charter of Pinetree and other regulations of laws:*

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

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

- Kiểm soát các báo cáo tài chính hàng quý, sáu tháng và báo cáo năm nhằm đánh giá tính hợp lý và chính xác của các số liệu tài chính trước khi đệ trình HĐQT.  
*Supervise the quarter, six-month and annual financial statements in order to assess the reasonableness and accuracy of financial data before submitting to the BOD.*
- Kiểm soát việc chấp hành chế độ chi tiêu nội bộ tại Công ty.  
*Control the compliance with the internal spending regime at the Company.*

Trong năm 2024, BKS được cung cấp đầy đủ thông tin về các quyết định của HĐQT, Tổng Giám đốc, ban điều hành; đồng thời nhận được sự hỗ trợ và tạo điều kiện thuận lợi để phục vụ cho công tác kiểm tra, giám sát của mình. HĐQT và BKS luôn có sự trao đổi thông tin trong các vấn đề liên quan đến định hướng của Pinetree, bám sát nhiệm vụ được giao.

*In 2024, the BOS were provided with sufficient information on the decisions of the BOD and General Director; management board; and at the same time received support and favorable conditions for inspection and supervision. The BOD and BOS always exchanged information on issues related to the direction of Pinetree, closely following the assigned tasks.*

## **2. Kết quả giám sát của BKS /The result of supervising activities of BOS 2024**

BKS đánh giá trong năm 2024, HĐQT, Tổng Giám đốc và ban lãnh đạo Pinetree đã tuân thủ các quy định của pháp luật trong công tác chỉ đạo, quản lý và điều hành. Các thành viên HĐQT, Tổng Giám đốc, và cán bộ quản lý đã thực hiện đúng chức năng, nhiệm vụ được giao theo quy định của Luật Doanh nghiệp, Điều lệ Công ty và Nghị quyết ĐHĐCĐ.

*BOS evaluated that, in 2024, BOD, General Director and management board of Pinetree have complied with the provisions of the law in administrative management. The members of the BOD, General Director and the management staff have implemented the functions and tasks assigned in accordance with the Enterprise Law, the Company Charter and the BOD' Resolution.*

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

- Tổ chức thành công ĐHĐCĐ thường niên năm 2024.  
*Successfully organized the 2024 Annual General Meeting of Shareholders.*
- Tổ chức thành công ĐHĐCĐ bất thường năm 2024.  
*Successfully organized the 2024 Extraordinary General Meeting of Shareholders.*
- HĐQT đã tiến hành các cuộc họp theo quy định để triển khai các Nghị quyết của ĐHĐCĐ phù hợp với tình hình hoạt động Công ty. Các cuộc họp đã tuân thủ quy định, quy chế của Công ty. BKS cũng đã được cung cấp đầy đủ các tài liệu, Biên bản, Nghị quyết của các cuộc họp HĐQT.  
*The BOD has conducted meetings according to regulations to implement the resolutions of the GMS, in accordance with the operation situation of the Company. Meetings are in compliance with regulations, statues of the Company. BOS has also been provided with full documents, resolutions and minutes of meetings of the BOD.*
- Trong các phiên họp, các thành viên của HĐQT đều tham gia đầy đủ, làm việc trách nhiệm, tuân thủ pháp luật và đặt lợi ích Công ty lên hàng đầu nhằm đưa ra các quyết định chính xác, kịp thời phục vụ hoạt động kinh doanh Công ty.  
*During its meetings, the members of the BOD fully participate, work responsibly, comply with the law and consider the Company's interests as first priority in order to make accurate and timely decisions for Company business operation.*
- Các Nghị quyết, Quyết định của HĐQT tuân thủ đúng theo Điều lệ Công ty và các quy định





pháp luật có liên quan.

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

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

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

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

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

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

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

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

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

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

## **3. Kế hoạch hoạt động của BKS năm 2025 /Operation plan of the BOS in 2025**

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

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

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

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

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

*Strengthen the supervision of the operation of the BOD, the General Director and Team leaders within its scope of functions to supervise and recommend measures in the organization, management and administration of business activities of the Company.*

Kính trình Đại hội xem xét và thông qua.

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

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

**TRƯỞNG BAN /HEAD OF BOS**

**Nguyễn Thạch Hoàn**

Số /No: 04/2025/TT-HĐQT

Hà Nội, 02/04/2025 /Hanoi, April 02, 2025

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

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

**Kính thưa Đại hội,**

**To: The General Meeting of Shareholders**

Hội đồng Quản trị (“**HDQT**”) Công ty Cổ phần Chứng khoán Pinetree (“**Pinetree**”/“**Công ty**”) kính trình Đại hội đồng Cổ đông Thường niên năm 2025 (“**DHĐCĐ**”/“**Đại hội**”) xem xét và thông qua các nội dung sau:

*The Board of Directors (“**BOD**”) of Pinetree Securities Corporation (“**Pinetree**”/“**the Company**”) hereby submit to the 2025 Annual General Meeting of Shareholders (“**GMS**”/“**Meeting**”) for consideration and approval of some contents as follows:*

**I. Thông qua Báo cáo Tài chính năm 2024 đã kiểm toán /Approval on the audited Financial Statements 2024:**

HDQT kính trình ĐHCĐ thông qua Báo cáo Tài chính năm 2024 của Pinetree đã được kiểm toán bởi Công ty TNHH Ernst & Young Việt Nam và đã được công bố thông tin theo quy định, đồng thời được đăng tải trên website của Công ty ([www.pinetree.vn](http://www.pinetree.vn)), bao gồm:

*The BOD would like submits to the GMS for approval on the Financial Statements 2024 audited by Ernst & Young Vietnam Limited and disclosed in accordance with laws and regulations, and posted on the Company’s website at ([www.pinetree.vn](http://www.pinetree.vn)), including:*

- Báo cáo của Kiểm toán độc lập (trong đó ý kiến của kiểm toán viên theo báo cáo kiểm toán độc lập số 12581961/12581961\_5230738\_68476086\_0000\_EL: “Theo ý kiến của chúng tôi, báo cáo tài chính kèm theo đã phản ánh trung thực và hợp lý, trên các khía cạnh trọng yếu, tình hình tài chính của Công ty tại ngày 31 tháng 12 năm 2024, cũng như kết quả hoạt động, tình hình lưu chuyển tiền tệ và tình hình biến động vốn chủ sở hữu cho năm tài chính kết thúc cùng ngày phù hợp với các Chuẩn mực kế toán Việt Nam, Chế độ kế toán doanh nghiệp Việt Nam, các hướng dẫn kế toán áp dụng cho công ty chứng khoán và các quy định pháp lý có liên quan đến việc lập và trình bày báo cáo tài chính”.

*Independent auditor’s report (opinion of auditor according to independent auditor’s report No. 12581961/12581961\_5230738\_68476086\_0000\_EL: “In our opinion, the accompanying financial statements give a true and fair view, in all material respects, of the financial position of the Company as at 31 December 2024, and of the results of its operations, its cash flow and its changes in equity for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System, accounting guidance applicable to securities companies and the statutory requirements*





relevant to preparation and presentation of the financial statements.”

- Báo cáo tình hình tài chính tại 31/12/2024.  
*Statement of financial position as at 31/12/2024.*
- Báo cáo kết quả hoạt động năm 2024.  
*Income statement for the year 2024.*
- Báo cáo lưu chuyển tiền tệ.  
*Cash flow statement.*
- Báo cáo tình hình biến động vốn chủ sở hữu.  
*Statement of changes in owner's equity.*
- Thuyết minh báo cáo tài chính.  
*Notes to the financial statements.*

Trong đó /In which:

1. Một số chỉ tiêu cơ bản trên Báo cáo tình hình tài chính tại 31/12/2024 đã được kiểm toán:  
*Key terms provided in the audited Statement of financial position as at 31/12/2024:*

<b>TT NO</b>	<b>Các chỉ tiêu Items</b>	<b>Số tiền (Đồng) Value (Dong)</b>
<b>I</b>	<b>Tổng Tài sản Total assets</b>	<b>3.377.591.665.104</b>
1	Tài sản ngắn hạn <i>Current assets</i>	3.302.903.842.788
	Tài sản tài chính <i>Financial assets</i>	3.296.236.843.359
	Tài sản ngắn hạn khác <i>Other current assets</i>	6.666.999.429
2	Tài sản dài hạn <i>Non-current assets</i>	74.687.822.316
	Tài sản tài chính dài hạn <i>Long-term financial assets</i>	0
	Tài sản cố định <i>Fixed assets</i>	44.886.742.574
	Tài sản dài hạn khác <i>Other long-term assets</i>	27.265.053.894
<b>II</b>	<b>Tổng Nguồn vốn Total Liabilities and Owner's Equity</b>	<b>3.377.591.665.104</b>
1	Nợ phải trả <i>Liabilities</i>	1.826.381.251.313
2	Vốn chủ sở hữu <i>Owner's Equity</i>	1.551.210.413.791

2. Một số chỉ tiêu cơ bản trên Báo cáo thu nhập toàn diện năm 2024 đã được kiểm toán:  
*Key terms provided in the audited Income statement for the year:*

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<b>TT No</b>	<b>Các chỉ tiêu Items</b>	<b>Số tiền (Đồng) Value (dong)</b>
1	Doanh thu hoạt động <i>Operating revenue</i>	309.988.216.585
2	Chi phí hoạt động <i>Operating expenses</i>	111.293.813.021
3	Doanh thu hoạt động tài chính <i>Finance income</i>	4.400.181.622
4	Chi phí tài chính <i>Finance expense</i>	67.358.854.246
5	Chi phí quản lý CTCK <i>General and administrative expense</i>	71.877.473.550
6	Kết quả hoạt động <i>Operating profit</i>	63.858.257.390
7	Thu nhập và Chi phí khác <i>Other income and other expense</i>	10.110.287
8	Lợi nhuận trước thuế <i>Profit before tax</i>	63.868.367.677
9	Thuế thu nhập doanh nghiệp <i>CIT expense</i>	12.811.557.057
10	Lợi nhuận sau thuế <i>Profit after tax</i>	51.056.810.620

## **II. Thông qua việc lựa chọn đơn vị kiểm toán năm 2025 /Approval on appointment of the audit firm for the year 2025:**

HDQT kính trình ĐHCĐ thông qua việc ủy quyền cho Người đại diện theo pháp luật của Công ty được lựa chọn, đàm phán, giao kết hợp đồng/thỏa thuận để thực hiện kiểm toán và soát xét Báo cáo tài chính, Báo cáo Tỷ lệ An toàn Tài chính trong năm 2025 của Pinetree, với một trong các Công ty kiểm toán được Ủy ban Chứng khoán Nhà nước chấp thuận kiểm toán cho đơn vị có lợi ích công chúng thuộc lĩnh vực chứng khoán năm 2025 và thuộc một trong các công ty kiểm toán trong danh sách dưới đây:

*The BOD would like to submit to the GMS for approval to authorize the Legal Representative to select, negotiate, sign contracts/agreement to audit and review the Financial Statement, Financial Safety Ratio Report in 2025 of Pinetree, with one of the independent audit firms which are approved to audit entities having public interests in the securities sector in 2025 by the State Securities Commission of Vietnam and belongs to one of the auditing firms in the list below:*

- Công ty TNHH Ernst & Young Việt Nam /Ernst & Young Vietnam Limited
- Công ty TNHH PwC Việt Nam /PwC Vietnam Limited
- Công ty TNHH Deloitte Việt Nam /Deloitte Vietnam Limited
- Công ty TNHH KPMG Việt Nam /KPMG Vietnam Limited



**III. Thông qua chính sách thù lao cho HĐQT, BKS /Approval on remuneration for the BOD, BOS for the year 2025**

HĐQT kính trình ĐHCĐ thông qua chính sách thù lao cho thành viên HĐQT, BKS năm 2025 như sau:

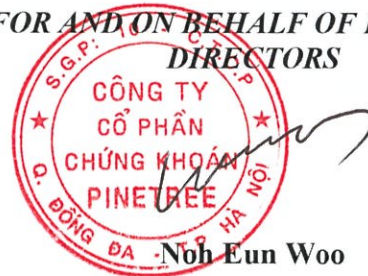
*The BOD submit to the GMS for approval on the remuneration for the members of the BOD, BOS for the year 2025, as follows:*

- Thù lao HĐQT : 0 đồng/tháng /dong/month  
*Members of BOD*
- Thù lao BKS : 0 đồng/tháng /dong/month  
*Members of BOS*

Kính trình Đại hội xem xét và thông qua.

*For the GMS's consideration and approval.*

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



**Noh Eun Woo**

**Chủ tịch HĐQT/Chairman of BOD**



Số /No: 05/2025/TT-HĐQT

Hà Nội, 02/04/2025 /Hanoi, April 02, 2025

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

V/v: Thông qua phương án chào bán Chứng quyền có bảo đảm  
*Subject: Approval on offering plan of Covered warrants*

**Kính thưa Đại hội,**

**To: The General Meeting of Shareholders**

Hội đồng Quản trị (“**HDQT**”) Công ty Cổ phần Chứng khoán Pinetree (“**Pinetree**”/“**Công ty**”) kính trình Đại hội đồng Cổ đông thường niên năm 2025 (“**DHĐCD**”/“**Đại hội**”) xem xét và thông qua phương án chào bán Chứng quyền có bảo đảm cụ thể như sau:

*The Board of Directors (“**BOD**”) of Pinetree Securities Corporation (“**Pinetree**”/“**the Company**”) hereby submit to the 2025 Annual General Meeting of Shareholders (“**GMS**”/“**Meeting**”) for consideration and approval on offering plan of Covered warrants detailed as follows:*

**1. Chào bán Chứng quyền có bảo đảm /Offering Covered warrants**

Chấp thuận/phê duyệt việc chào bán Chứng quyền có bảo đảm của Công ty và một số nội dung liên quan đến các đợt Chào bán Chứng quyền có bảo đảm như sau:

*Approve the offering of Covered warrants of the Company and some contents related to the Offerings of Covered warrants as follows:*

**1.1. Chủ trương chào bán:** Chấp thuận/phê duyệt việc Công ty thực hiện chào bán Chứng quyền có bảo đảm phù hợp với các quy định của pháp luật có liên quan, bao gồm các nghiệp vụ sau:

*Offering plan: Approve the Company's offering of Covered warrants in accordance with relevant legal regulations, including the following operations:*

- Chào bán và niêm yết Chứng quyền có bảo đảm /*Offering and listing of Covered warrants*
- Tạo lập thị trường cho Chứng quyền có bảo đảm /*Play the role of Market Maker for Covered warrants*
- Giao dịch nhằm mục đích phòng ngừa rủi ro cho Chứng quyền có bảo đảm /*Transactions aimed at hedging risks for Covered warrants*
- Môi giới và tư vấn đầu tư Chứng quyền có bảo đảm /*Brokerage and investment*



*consulting of Covered warrants*

- Các nghiệp vụ khác liên quan đến Chứng quyền có bảo đảm theo quy định pháp luật  
*/Other operations related to Covered warrants as prescribed by law.*

**1.2. Hạn mức chào bán chứng quyền có bảo đảm:** Tại thời điểm phát hành của mỗi đợt Chào bán, tổng hạn mức tối đa của Chứng quyền có bảo đảm là 20% (*hai mươi phần trăm*) vốn khả dụng của Công ty theo báo cáo tài chính kiểm toán gần nhất tại thời điểm phát hành và trong mọi trường hợp, không vượt quá mức giới hạn tối đa theo quy định của pháp luật liên quan và/hoặc quy chế của Ủy ban Chứng khoán Nhà nước từng thời điểm.

*Covered warrants offering limit: At the time of issuance of each Offering, the total maximum limit of Covered warrants is 20% (twenty percent) of the Company's available capital according to the most recent audited financial report at the time of issuance and in any case, does not exceed the maximum limit as prescribed by relevant laws and/or regulations of the State Securities Commission from time to time.*

**1.3. Phương án bảo đảm thanh toán và các nghĩa vụ của Công ty đối với người sở hữu Chứng quyền có bảo đảm trong trường hợp Công ty bị mất khả năng thanh toán, hợp nhất, sáp nhập, giải thể, phá sản, cụ thể như sau:**

*Guarantee plan for payment and obligations of the Company to the Covered warrants owners in case the Company becomes insolvent, merges, consolidates, dissolves, or goes bankrupt, specifically as follows:*

i) **Phương án bảo đảm thanh toán** cho các chứng quyền có bảo đảm đã phát hành: Căn cứ quy định của pháp luật và bản cáo bạch chứng quyền có bảo đảm, khi nhà đầu tư đặt lệnh thực hiện chứng quyền có bảo đảm hoặc tại ngày đáo hạn, nhà đầu tư sở hữu chứng quyền có bảo đảm có lãi được thanh toán bằng các nguồn sau:

*Payment guarantee plan for issued Covered warrants: Pursuant to the provisions of law and the Covered warrant prospectus, when an investor places an order to exercise a Covered warrant or on the maturity date, the investor owning a Covered warrant will receive interest paid from the following sources:*

- Nguồn vốn lưu động bố trí cho việc thanh toán chứng quyền có bảo đảm;  
*Working capital allocated for payment of Covered warrants;*
- Tài sản phòng ngừa rủi ro và các tài sản khác có trên tài khoản tự doanh;  
*Hedging assets and other assets in the proprietary account(s);*
- Tài sản có trên tài khoản ký quỹ tại ngân hàng lưu ký;  
*Assets in the deposit account(s) at the depository bank(s);*
- Ngân hàng lưu ký thực hiện nghĩa vụ bảo lãnh (nếu có);  
*The depository bank(s) performs the guarantee obligation (if any);*
- Các tài sản hợp pháp khác mà Công ty được phép dùng để thanh toán (nếu có).  
*Other legal assets that the Company is allowed to use for payment (if any).*

Trường hợp không đủ tài sản để thanh toán bảo đảm thực hiện chứng quyền có bảo đảm, việc giải quyết quyền lợi của nhà đầu tư được thực hiện theo quy định pháp luật liên quan áp dụng đối với chủ nợ có bảo đảm một phần.

*In case there are insufficient sources to pay for the Covered warrants, the settlement of the investor's rights shall be carried out in accordance with relevant legal provisions applicable to partially secured creditors.*

- ii) **Nghĩa vụ của Công ty** trong trường hợp Công ty bị mất khả năng thanh toán, chia tách, hợp nhất, sáp nhập, giải thể, phá sản:

*Obligations of the Company in case of insolvency, split-up, merger, consolidation, dissolution or bankruptcy:*

Khi Công ty bị mất khả năng thanh toán, chia tách, hợp nhất, sáp nhập, giải thể, phá sản thì việc bảo đảm quyền lợi cho nhà đầu tư sở hữu chứng quyền có bảo đảm được thực hiện theo quy định pháp luật liên quan áp dụng đối với chủ nợ có bảo đảm một phần và phương án chia tách, hợp nhất, sáp nhập, giải thể hoặc phá sản và các quy định về xử lý trường hợp đặc biệt tại Điều 15 Thông tư số 107/2016/TT-BTC hướng dẫn chào bán và giao dịch chứng quyền có bảo đảm và các quy định sửa đổi, bổ sung (nếu có).

*In case of insolvency, split-up, merger, consolidation, dissolution or bankruptcy, the guarantee of rights for investors owning Covered warrants shall be implemented in accordance with relevant legal provisions applicable to partially secured creditors and the plan for split, merge, consolidate, dissolve or go bankrupt and the provisions on handling special cases in Article 15 of Circular No. 107/2016/TT-BTC guiding the offering and trading of Covered warrants and amendments and supplements (if any).*

**1.4. Bổ sung các nội dung về việc Chào bán chứng quyền có bảo đảm tại Điều lệ Công ty:**

***Supplementing the contents on the Offering of Covered warrants in the Company Charter:***

Thông qua việc sửa đổi Điều lệ Công ty, trong đó có nội dung về quyền của người sở hữu chứng quyền có bảo đảm, theo Tờ trình số 06/2025/TT-HĐQT ngày 02/04/2025 của Hội đồng Quản trị Công ty về việc sửa đổi Điều lệ của Công ty.

*Approving the amendment of the Company Charter, including the content on the rights of Covered warrant holders, according to Proposal No. 06/2025/TT-HDQT dated April 02, 2025 of the Company's Board of Directors on amending the Company Charter.*

**2. Thông qua việc giao/phân quyền/ủy quyền cho Hội đồng quản trị thực hiện chào bán và niêm yết các đợt Chào bán, cụ thể như sau:**

***Approve the assignment/delegation/authorization to the Board of Directors to carry out the offering and listing of the Offerings, specifically as follows:***

- Quyết định và thực hiện các phương án chi tiết về nội dung của từng đợt Chào bán, bao gồm việc quyết định các nội dung đợt chào bán, lựa chọn mã chứng khoán cơ sở, loại Chứng quyền, kiểu thực hiện Chứng quyền có bảo đảm, giá trị của từng đợt Chào bán, số lượng Chứng quyền có bảo đảm đăng ký chào bán, giá thực hiện (chỉ số thực hiện), thời hạn của Chứng quyền có bảo đảm, ngày niêm yết dự kiến, và các thông tin liên quan khác liên quan đến đợt Chào bán.

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*Decide and implement detailed plans for each Offering, including deciding on the content of the Offering, selecting the underlying stock code, type of Covered warrants, type of exercise of Covered warrant, value of each Offering, number of Covered warrants registered for offering, exercise price (execution index), term of Covered warrants, expected listing date, and other relevant information related to the Offering.*

- Thực hiện mọi thủ tục pháp lý cần thiết để đăng ký, thực hiện, triển khai chào bán và niêm yết Chứng quyền có bảo đảm trên Sở Giao dịch Chứng khoán.

*Carry out all necessary legal procedures to register, implement and deploy the offering and listing of Covered warrants on the Stock Exchange.*

- Quyết định thời điểm thích hợp, phù hợp với tình hình thực tế kinh doanh của Công ty để thực hiện các thủ tục chào bán Chứng quyền có bảo đảm và kinh doanh của Công ty liên quan đến Chứng quyền có bảo đảm sau khi được sự chấp thuận của Ủy ban Chứng khoán Nhà nước.

*Decide on an appropriate time, consistent with the actual business situation of the Company, to carry out procedures for offering Covered warrants and the Company's business related to Covered warrants after receiving approval from the State Securities Commission.*

- HĐQT được quyền giao và ủy quyền một phần hoặc toàn bộ các công việc trên cho Tổng Giám đốc kiêm người đại diện theo pháp luật để quyết định, sửa đổi, thực hiện, triển khai tất cả công việc liên quan, phù hợp với quy định của pháp luật.

*The BOD has the right to partially or fully assign and authorize all of the above tasks to the General Director cum Legal representative to decide, amend, implement and deploy all related work.*

Kính trình Đại hội xem xét và thông qua.

*For the GMS's consideration and approval.*

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



**Noh Eun Woo**

**Chủ tịch HĐQT/Chairman of BOD**



Số /No: 06/2025/TT-HĐQT

Hà Nội, 02/04/2025 /Hanoi, April 02, 2025

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

V/v: Sửa đổi, bổ sung Điều lệ của Công ty Cổ phần Chứng khoán Pinetree  
Subject: Amendments and supplements to the Charter of Pinetree Securities Corporation

**Kính thưa Đại hội,**

**To: The General Meeting of Shareholders**

Hội đồng Quản trị (“**HDQT**”) Công ty Cổ phần Chứng khoán Pinetree kính trình Đại hội đồng Cổ đông thường niên năm 2025 (“**Đại hội**”) xem xét và thông qua nội dung liên quan đến việc sửa đổi, bổ sung Điều lệ Công ty Cổ phần Chứng khoán Pinetree, cụ thể như sau:

The Board of Directors (“**BOD**”) of Pinetree Securities Corporation hereby submit to the 2025 Annual General Meeting of Shareholders (“**GMS**”) to approve on the amendments and supplements to the Charter of Pinetree Securities Corporation, specifically as follows:

**1. Phê duyệt việc sửa đổi, bổ sung Điều lệ Công ty như toàn văn dự thảo Điều lệ đính kèm / Approval on the amendment and supplement to the Company Charter as the full text of the attached draft Charter:**

**Trong đó, bổ sung Điều 16A, Mục 1, Chương II, như sau:**

In which, supplement Article 16A, Section 1, Chapter II, as follows:

o **Nội dung bổ sung /Supplement contents:**

**“Điều 16A. Phát hành chứng quyền có bảo đảm**

1. Căn cứ quy định của pháp luật và chấp thuận của UBCK, Công ty sẽ phát hành chứng quyền có bảo đảm và thực hiện tất cả các nghiệp vụ liên quan đến chứng quyền có bảo đảm.

2. Chứng quyền có bảo đảm là chứng khoán có tài sản đảm bảo do Công ty phát hành, cho phép người sở hữu được quyền mua (chứng quyền mua) hoặc được quyền bán (chứng quyền bán) chứng khoán cơ sở cho Công ty theo một mức giá đã được xác định trước, tại hoặc trước một thời điểm đã được ấn định, hoặc nhận khoản tiền chênh lệch giữa giá thực hiện và giá chứng khoán cơ sở tại thời điểm thực hiện.

3. Người sở hữu chứng quyền là chủ nợ có bảo đảm một phần của Công ty (không bao gồm lượng chứng quyền chưa lưu hành). Bên cạnh đó, người sở hữu chứng quyền có các quyền và nghĩa vụ theo quy định của pháp luật và bản cáo bạch khi chào bán chứng quyền, bao gồm nhưng không giới hạn các quyền nhận thanh toán bằng tiền, chuyển nhượng, tặng cho, để lại thừa kế, cầm cố, thế chấp,...

**“Article 16A. Issuance of Covered warrants**





1. Pursuant to the provisions of law and approval of the State Securities Commission, the Company will issue covered warrants and perform all operations related to covered warrants.

2. Covered warrants are collateralized securities issued by the Company, allowing the owner the right to buy (call warrant) or sell (put warrant) underlying securities to the Company at a predetermined price, at or before a specified time, or to receive the difference between the exercise price and the price of the underlying securities at the time of exercise.

3. The warrant holder is a partially secured creditor of the Company (excluding the amount of unissued warrants). In addition, the warrant holder has the rights and obligations as prescribed by law and the prospectus when offering warrants, including but not limited to the rights to receive payment in cash, transfer, donate, bequeath, pledge, mortgage, etc.”

- **Lý do sửa đổi, bổ sung:** Bổ sung quy định về việc phát hành chứng quyền có bảo đảm để phù hợp với sản phẩm mới của Công ty và đáp ứng quy định của pháp luật về việc phát hành chứng quyền có bảo đảm.

**Reason for amendment, supplement:** Supplementing regulations on the issuance of covered warrants to be consistent with the Company's new products and meet legal regulations on the issuance of covered warrants,

**2. Phê duyệt thời điểm có hiệu lực của Điều lệ /Approval on the effective date of the Charter:** Điều lệ mới có hiệu lực kể từ ngày được Đại hội đồng cổ đông thông qua và thay thế cho bản Điều lệ hiện hành.

*The new Charter takes effect from the date of approval by the General Meeting of Shareholders and replaces the current Charter.*

**3. Giao Tổng giám đốc – Người đại diện theo pháp luật của Công ty:** tổ chức hoàn thiện và ký ban hành Điều lệ mới (sửa đổi, bổ sung).

**Assign the General Director - Legal Representative of the Company:** to organize the completion and signing of the new Charter (amended and supplemented).

Điều lệ sửa đổi kèm theo Tờ trình này.

*The amended Charter is enclosed with this Proposal.*

Kính trình Đại hội xem xét và thông qua.

*For the GMS's consideration and approval.*



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



**Noh Eun Woo  
Chủ tịch HĐQT/Chairman of BOD**

**PINETREE SECURITIES  
CORPORATION**

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**SOCIALIST REPUBLIC OF VIETNAM**

**Independence-Freedom-Happiness**

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**DRAFT**

**CHARTER  
PINETREE SECURITIES CORPORATION**

*Hanoi, / /2025*



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## LEGAL BASIS

Pursuant to:

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

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

- Relevant Resolutions of the General Meeting of Shareholders, the Board of Directors and 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/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 17 June 2020 as amended and supplemented from time to time;

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

f. "Related person" means any individual or organization related to each other in accordance with the Law on Securities and Law on Enterprises;

g. Vietnam means the Socialist Republic of Vietnam;

h. "State Securities Commission" means the State Securities Commission of Vietnam;

2. In this Charter any reference to one or some statutory provisions or other documents shall include any amendments, modifications or replacements thereof.

3. The headings (chapters or articles of this Charter) are inserted for convenience only and do not affect the contents of this Charter.

4. Any words or expressions defined in the Law on Enterprises and the Law on Securities (if not contrary to the subject or context) shall have the same meaning as prescribed herein.

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

1. Name of the Company:

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

b. Name in English: Pinetree Securities Corporation

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



d. Abbreviated name: Pinetree Securities

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

3. Legal forms of the Company:

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

4. Head-office of the Company:

a. Address: 20<sup>th</sup> 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](mailto:contact@pinetree.vn)

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

5. Operation network:

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

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

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

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

6. Term of operation:

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

### **Article 3. Legal representative**

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

2. The legal representative of the Company is the General Director.

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

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

5. If the legal representative is not present in Vietnam for more than 30 days without authorizing another person to act as the legal representative, or such person deceased, disappears, is prosecuted for criminal liability, is subject to temporary imprisonment, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, has his or her capacity for civil acts restricted or lost, has cognitive difficulties or difficulties with behavioral control, or is prohibited by a court from assuming a certain position, from practicing or from doing certain work, then the Board of Directors shall designate another person to act as the legal representative.

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

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

1. The Company's scope of business includes:

- a. Securities brokerage;
- b. Securities investment advisory;
- c. Securities Proprietary Trading;
- d. Underwriting;
- 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 Chief Executive Officer (GD) of an organization offering securities to the public or listing organizations;

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

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

## 3. Regulations for members of the Board of Directors, Chief of Board of Supervisor, General Director:

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

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

c. General Director, Deputy General Director (if any) may not concurrently work for other securities companies, fund management companies or enterprises. General Director, Deputy



General Director may not be a member of the Board of Directors, member of the Board of Members of other securities companies;

## **Chapter II CHARTER CAPITAL, SHARES, SHAREHOLDERS**

### **Section 1 CHARTER CAPITAL, SHARES**

#### **Article 10. Charter Capital**

The charter capital of the Company is VND 1,008,800,000,000 (in word: One thousand eight billion, eight hundred million Dong).

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

1. The Company's charter capital is divided into 100,880,000 shares. Each share shall have a par value of VND 10,000.

2. Classes of shares:

Ordinary shares: 100,880,000 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.

#### **Article 16A. Issuance of Covered warrants**

1. Pursuant to the provisions of law and approval of the State Securities Commission, the Company will issue covered warrants and perform all operations related to covered warrants.

2. Covered warrants are collateralized securities issued by the Company, allowing the owner the right to buy (call warrant) or sell (put warrant) underlying securities to the Company at a predetermined price, at or before a specified time, or to receive the difference between the exercise price and the price of the underlying securities at the time of exercise.

3. The warrant holder is a partially secured creditor of the Company (excluding the amount of unissued warrants). In addition, the warrant holder has the rights and obligations as prescribed by law and the prospectus when offering warrants, including but not limited to the rights to receive payment in cash, transfer, donate, bequeath, pledge, mortgage, etc.

## **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 law as 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 approved by at least 65% of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on any item which results in an adverse change of rights and obligations of a preference shareholder passed if it is agreed by the number of attending preference shareholders of the same type owning 75% or more of the total number of preference shares of such type or if it is agreed by the preference shareholders of the same type owning 75% or more of the total number of preference shares of such type if such resolution is passed by way of collection of written opinions.

The meeting of shareholders holding preference shares shall be valid only when there are at least two shareholders (or their authorized representatives) holding at least one-third of the value of issued shares. In the absence of quorum, the meeting shall be held again within thirty (30) days thereafter, and the holders of such class of shares (irrespective of the number of persons and number of shares) shall be deemed to be the quorum. At the above-mentioned separate meetings of preference shares, the holders of such shares in presence or by their representatives may request a secret ballot. Each same class of share shall have equal voting right at such meeting.

2. The procedures for conducting such separate meetings shall be the same as those set out in Articles 26 and 28 herein.

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

#### **Article 24. Convention of the General Meetings of Shareholders**

1. Number, time and place of the meeting:

a. The annual General Meeting of Shareholders shall take place once a year. In addition, the General Meeting of Shareholders may be held on ad-hoc basis. The location of the General Meeting of Shareholders shall be the place where the chairman is present and within the territory of Vietnam.

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

2. Power to convene the General Meetings of Shareholders

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

- The Board of Directors considers it necessary to do so in the interests of the Company;
- The number of remaining members of the Board of Directors, the Board of Supervisor is less than the minimum number of members required by law;
- Upon written request by a shareholder or a group of shareholders as stipulated in article 17.2 of this Charter for the General Meeting of Shareholders to be convened;
- The Board of Supervisor requests the convention of the General Meeting of Shareholders;

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

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

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

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

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

#### **Article 25. Agenda and contents of the General Meeting of Shareholders**

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

- a. The Company's annual business plan;
- b. Audited annual financial statements;
- c. Report of the Board of Directors on business administration and performance of the Board of Directors and each member thereof;
- d. Report of the Board of Supervisor on the company's business outcome, performance of the Board of Directors, Chief Executive Office;
- e. Amount of dividend payable on each class of share;
- f. Total remuneration payable to the Board of Directors and the Board of Supervisor;
- g. Self-evaluation reports on the operation of the Board of Supervisory and performance of Supervisors;
- h. Other issues falling within its competence.

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

3. The shareholder or group of shareholders stipulated in Clause 2 of Article 17 of this Charter may recommend issues to be included in the agenda of the General Meeting of Shareholders. Such recommendation must be made in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The written recommendation must include full name of each shareholder, number of shares of each class held by such shareholder, and the contents recommended to be included in the meeting agenda.

4. Where the convenor of a meeting of the General Meeting of Shareholders refuses the recommendation stipulated in Clause 2 of this Article, the convenor must provide a written reply specifying the reasons no later than 02 working days prior to the date of opening of the meeting. The convenor of the General Meeting of Shareholders may reject these 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 conducted where the number of attending shareholders represents more than 50% of votes.

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

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

#### **Article 27. Procedures for convening the General Meeting of Shareholders**

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

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

a. The Chairman of the Board of Directors shall act as Chairman or authorize a member of the Board of Directors to act as chairman of all meetings which are convened by the Board of Directors. In case the Chairman does not have authorization and is absent or is not temporarily able to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting. In the case where there is no person who is able to act as Chairman, the Head of Board of Supervisor control the Meeting to elect the chairman of the meeting and the person with the highest number of votes shall act as the Chairman of the meeting.

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

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

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

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



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

5. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Voting shall be conducted by votes which agree, which do not agree, and abstentions.

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

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

8. The chairman or the convenor (until the chairman has been elected) of a meeting of the General Meeting of Shareholders has the following rights:

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

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

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

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

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

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

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

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

#### **Article 28. Passing of resolutions of the General Meeting of Shareholders**

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

2. The Company may use information technologies in voting, such as absentee voting via electronic security system, internet or telephone 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 votes at the meeting, except for the cases provided in Clause 4, 6 and 7 of this Article.

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

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

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

#### **Article 29. Authority and formalities for collecting written opinions of shareholders to ratify resolutions of the General Meeting of Shareholders**

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

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

2. The Board of Directors shall prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution, and shall send same to all shareholders with voting rights no later than ten (10) days prior to the time-limit within which they are required to return their written opinion forms. Preparing the list of shareholders to send the written opinion forms shall follow to clause 1 and 2, Article 141 of Law on Enterprise. The request for and method of sending written opinion forms and enclosed documents shall be implemented in accordance with Article 143 of Law on Enterprise;

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

- Name, head office address, number and date of issuance of the Business Registration Certificate, and place of business registration of the Company;
- Purposes of collection of written opinions;
- Name and information of the shareholder or the representative of a the shareholder; number of shares of each class and number of votes of the shareholder;
- The issues that need voting;
- Options including affirmative, negative, and abstentions;
- Deadline for submitting the completed written opinion form to the Company;
- Full name and signature of the Chairman of the Board of Directors or a person authorized by the Chairman;

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

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

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

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

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

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

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



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

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

### **Article 30. Effect of resolutions of the General Meeting of Shareholders**

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

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

3. In case a shareholder or group of shareholders request to annul a Resolution of the General Meeting of Shareholders based on Article 151 of Law on Enterprise, such resolution is still effective until a dissenting decision is made by the court or arbitral tribunal, except for the case in which temporary emergency measures are taken under a decision of a competent authority.

### **Article 31. Minutes of General Meeting of Shareholders**

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

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

3. The chairman and secretary or any other person signing the minutes of meeting are jointly responsible for the truthfulness and accuracy of the minutes.

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

### **Article 32. Request for annulment of resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the day on which the resolution or minutes or the vote counting record is received, the shareholder or group of shareholders mentioned in Clause 2 Article 17 of this Chapter may request a court or arbitral tribunal to consider annulling the Resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. Order and procedures for convening and issuing a resolution of the General Meeting of Shareholders seriously breached the Law on Enterprises and the Company's Charter except for the case prescribed in Clause 2 of Article 30 herein.

2. The content of the resolution breach the Law or the Company's Charter.

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

## **II. The Board of Directors**

### **Article 33. Rights and obligations of the Board of Directors**

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

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

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

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

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

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

e. To make decisions on repurchase of no more than 10% of the total number of shares of each class already issued within a period of 12 months;

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

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

h. To approve the contracts on the purchase, sale, loan, loan grant and other contracts, transactions with their values equal or higher than 35% of the total value of assets stated in the latest financial statement of the Company, except contracts and transactions within the decision-making authority of the General Meeting of Shareholders as stipulated in sub-clause e, Clause 2 of Article 21 of this Charter and contracts, transactions between the Company and related persons according to the regulations of the Law on Enterprises and this Charter;

i. To appoint, dismiss the Board of Directors' Chairman, appoint, dismiss, sign and terminate the contract with the General Director and other Management Personnel of the Company. to make decisions on salaries remuneration, bonuses and other benefits of such executives; to appoint an authorized representative to exercise ownership rights of shares or of capital contributed to other companies, and to make decisions on the level of remuneration and other benefits of authorized representatives;

j. To supervise and direct the General Director and managers of the Company in conducting the daily business operation;

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

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

m. To submit annual financial statements of the Company the General Meeting of Shareholders;

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

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

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

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

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

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

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

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

4. When implementing its functions, rights and obligations, the Board of Directors must comply with the law, the Company's Charter and decisions of the General Meeting of Shareholders. If any resolution approved by the Board of Directors is contrary to the provisions of the law, resolutions of the General Meeting of Shareholders or the Company's Charter and causes damages to the Company, then the members who agreed to pass such resolution shall be jointly and personally liable for it and they must compensate the Company for such damages; any member who opposed the ratification of the above mentioned resolution shall be exempted from any responsibility. In such case, a shareholder of the company has the right to request a court to suspend implementation of or to rescind the above-mentioned resolution or decision.

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

a. Rights of members of the Board of Directors:

- Right to be provided with information:

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

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

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



- Right to obtain the remuneration and other benefits:

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

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

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

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

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

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

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

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

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

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

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

2. Term of members of the Board of Directors

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

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

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

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

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

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

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

c. Not being the General Director, member of the Board of Directors, member of the Board of Members of another securities company;

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

### **Article 36. Chairman of the Board of Directors**

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

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

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

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

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

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

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

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

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

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

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

### **Article 37. Meetings of the Board of Directors and minutes of meetings**

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

2. The Chairman of the Board of Directors will be elected at the first meeting of the Board of Directors within seven (07) working days counted from the date of completion of the election of such Board of Directors. Such meeting shall be convened by the member who obtains the highest number of votes or the highest percentage of votes. If more than one member have equal and highest numbers or percentage of votes, the voting members shall elect by majority vote one (01) of them to convene the meeting of the Board of Directors.

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

a. Upon request of The Board of Supervisor;

- b. Upon request of The General Director or at least five (05) other managers;
- c. Upon request of at least two (02) members of the Board of Directors;

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

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

5. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send the notice of and invitation to the meeting, at the latest three (03) days prior to the meeting date, to the members of the Board of Directors, members of the Board of Supervisor and General Director. The invitation must define specifically the time and venue of the meeting, agenda, issues to be discussed and decision with enclosed documents used at the meeting and the votes of members that will not attend the meeting. Invitations may be sent by method based on Law on Enterprise.

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

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

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

- a. They appeared and voted directly in the meeting;
- b. They authorised to other person to attend and vote at the meeting based on Clause 10 of this Article.
- c. They participated and voted in an online meeting by casting an electronic vote or by other electronic forms;
- d. They sent their voting cards to the conclave by mail, fax or email. Voting cards mailed to the conclave must be put in sealed envelopes and delivered to the Chairman of the Board of directors no later than one hour prior to the start of the conclave. Voting cards shall only be taken out of envelopes in the presence of all attendees..

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

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

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



shall prevail. The minutes of the meeting of the Board of Directors must be signed by the Chairperson and the secretary in charge of making the minutes of the meeting. The Chairperson and secretary in charge of making the minutes and any persons signing the minutes shall be liable for the truthfulness and accuracy of the contents in the Board of Directors' minutes of the meeting.

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

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

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

c. Upon written notice of resignation;

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

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

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

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

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

### **Article 39. Internal Audit and Risk Control Divisions of the Board of Directors**

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

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

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

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

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

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

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

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

- h. To assess the efficiency of the operations;
- i. To assess the compliance with the contractual commitments;
- j. To implement the control of the information technology system;
- k. To investigate the internal violations in the Company;
- l. To implement the internal audit of the Company and its subsidiaries;
- 2. To Function and operational principle of the Risk Control Division:
  - a. To prescribe the policy, strategy for risk control; criteria for evaluating the risks; overall risk level of the Company and of each department of the Company;
  - b. To assess independently the suitability and compliance with the policies, processes of risk control established in the Company;
  - c. To inspect, review and assess the adequacy, efficiency and effectiveness of the internal risk control system under the General Director in order to render this system perfect;
- 3. Requirement for the personnel of the Internal Audit Division:
  - a. A personnel of the division must not be penalized in the past by a fine or higher level of penalty for any act of violation in the sectors of securities, banking, insurance within five (05) most recent years to the year of his/her appointment to the division;
  - b. The Head of the Internal Audit Division must be a qualified person having the professional level in the fields of law, accounting, auditing, enough experiences, reputation, authority to implement efficiently the assigned duty;
  - c. A personnel of the Division must not be related to the heads of professional departments, person practicing the business of the Company, General Director, Deputy General Director (if any), Branch Director (if any) in the Company;
  - d. A personnel of the division must have the Certificate of basic matters related to the securities and securities market and Certificate of Law Study on the securities and securities market or Certificate of Practicing the securities business;
  - e. Staff of the division may not concurrently hold other positions in the Company.

### **III. General Director**

#### **Article 40. General Director; rights and obligations of General Director**

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

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

The General Director shall manage the day-to-day business operations of the Company; shall be subject to supervision by the Board of Directors and shall be responsible to the Board of Directors and before the law for the performance of his or her delegated duties. The specific duties and powers of the General Director shall be comprised of deciding, approving, signing all agreements, contracts, documents and other documents related to the following matters:

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

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

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

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

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

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

g. Employee recruitment;

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

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

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

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

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

4. Obligations and interests of members of General Director:

a. Interests of members of General Director:

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

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

b. Obligations of General Director:

- To exercise obligations of manager of the Company in accordance with the law;

- To publicize benefits and related persons in accordance with the provision of Article 164 of Law on Enterprises;

- Other obligations in accordance with the Law and the Charter of the Company.

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

The General Director must satisfy the following criteria:



1. Not be currently subject to prosecution for criminal liability or serving a prison sentence or be banned from securities practice in accordance with law;
2. Have at least 2 years' working experience in a professional section of any organization in the financial, securities, banking or insurance sector or in the financial, accounting or investment section of another enterprise;
3. Have a financial analysis practising certificate or fund management practising certificate;
4. Not have been penalized for any administrative breach in the securities and securities market sector in the 6 month period prior to being chosen as the General Director.
5. Not being concurrently a member of Board of Directors, Board of Members of another securities company; not working concurrently to other enterprises.

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

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

1. Failure to satisfy the criteria and conditions for being the General Director stipulated in Article 41 of this Charter.
2. Upon written notice of resignation.
3. Upon resolution of the Board of Directors.

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

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

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

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

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

d. Supervise the compliance with regulations of financial safety;

e. Separate the clients' assets;

f. Protect and preserve clients' assets;

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

h. Other tasks as assigned by the General Director.

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

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

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

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

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

e. Not concurrently take another job in the Company;

3. Duties of the risk management system:

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

b. Identify risks of the Company;

c. Measure risks;

d. Supervise, prevent, detect and handling risks.

#### **IV. Board of Supervisor**

##### **Article 44. Members, term and composition of the Board of Supervisor**

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

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

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

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

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

1. Rights of the Board of Supervisor :

a. Supervise the Board of Directors, Director and the General Director in managing the company;

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

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

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

e. Examine accounting books, accounting records and other documents of the Company; managerial and administrative works of the Company where necessary or under the Resolutions 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 manner to ensure that shareholders and the public investors can have equal access to information at the same time. The language used in the disclosure of information should be clear and easy to understand to avoid confusion to shareholders and the public investors.

### **2. Contents to be disclosed:**

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

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

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

- Disclose information upon request of the competent authorities.

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

3. **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 (63) 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     /     /
6. Signature of **Legal representative of the Company**  
(Sign, full name and stamp).

Số /No.: /2025/NQ-ĐHĐCĐ

Hà Nội, / /2025 /Hanoi, , 2025

DỰ THẢO /DRAFT

## NGHỊ QUYẾT /RESOLUTION

### ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025 2025 THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;  
*Pursuant to the Law on Enterprise No 59/2020/QH14 as at 17/06/2020;*
- Căn cứ Luật Chứng khoán số 54/2019/QH14 ngày 26/11/2019;  
*Pursuant to the 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 thường niên năm 2025 (“**ĐHĐCĐ**”) của Công ty ngày 25/04/2025.  
*Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders (“**GMS**”) of the Company on 25/04/2025.*

## QUYẾT NGHỊ /RESOLUTION

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

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

*The GMS has approved the Regulation on Organization and Vote at the GMS attached to this Resolution.*

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

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

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

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

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

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

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

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

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

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

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

- a. Thông qua Báo cáo Tài chính năm 2024 đã kiểm toán;  
*Approval on the 2024 audited financial statements;*
- b. Thông qua việc lựa chọn đơn vị kiểm toán năm 2025;  
*Approval on appointment of the independent audit firm for the fiscal year 2025;*
- c. Thông qua chính sách thù lao cho HĐQT, BKS cho năm 2025;  
*Approval on remuneration for the BOD, BOS for the year 2025;*

Toàn văn Tờ trình Tổng hợp và tài liệu kèm theo của Hội đồng Quản trị được ĐHĐCĐ thông qua được đính kèm Nghị quyết này.  
*The full version of the Proposal and related attached files of Board of Directors approved by the GMS is attached to this Resolution.*

**Điều 6. Thông qua Tờ trình của Hội đồng Quản trị về phương án phát hành chứng quyền có bảo đảm /Approval on the proposal of BOD for the issuance of covered warrants:**

ĐHĐCĐ thông qua Tờ trình của Hội đồng Quản trị về phương án phát hành chứng quyền có bảo đảm được đính kèm Nghị quyết này.  
*The GMS has approved on the proposal of BOD for the issuance covered warrants attached to this Resolution.*

**Điều 7. Thông qua Tờ trình của Hội đồng Quản trị về việc sửa đổi, bổ sung Điều lệ của Công ty /Approval on the proposal of BOD on amending and supplementing of the Company's Charter:**

ĐHĐCĐ thông qua Tờ trình của Hội đồng Quản trị về việc sửa đổi, bổ sung Điều lệ của Công ty được đính kèm Nghị quyết này.  
*The GMS has approved on the proposal of BOD on amending and supplementing the Company's Charter attached to this Resolution.*

**Điều 8. Hiệu lực thi hành /Enforcement**

Nghị quyết này có hiệu lực kể từ ngày ký. Hội đồng Quản trị, Ban Kiểm soát, 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, Board of Supervisors, General Director, all departments and employees of the Company are responsible for the proper implementation of this Resolution./.*

**Nơi nhận /Recipient:**

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

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

**Noh Eun Woo**