

CÔNG TY CPCK SÀI GÒN – HÀ NỘI
SAIGON – HA NOI SECURITIES JSC.,

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
THE SOCIALIST REPUBLIC OF VIETNAM

Độc lập – Tự do – Hạnh phúc
Independence - Freedom - Happiness

Số/No: 385/2025/CV - SHS
(V/v/Ref: Công bố thông tin về việc họp
ĐHĐCĐ thường niên năm 2025 và đường
dẫn đến toàn bộ tài liệu họp/
Information disclosure of the 2025 Annual
General Meeting of Shareholders and link to
all meeting documents)

Hà Nội, ngày 20 tháng 03 năm 2025
Hanoi, March 20th, 2025

CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA
ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ CÁC SỞ GIAO DỊCH CHỨNG KHOÁN/
INFORMATION DISCLOSURE ON ELECTRONIC PORTAL
OF THE STATE SECURITIES COMMISSION AND STOCK EXCHANGES

Kính gửi/To: Ủy ban Chứng khoán Nhà nước/*The State Securities Commission*
Sở Giao dịch Chứng khoán Việt Nam/*Vietnam Stock Exchange*
Sở Giao dịch Chứng khoán Hà Nội/*Ha Noi Stock Exchange*
Sở Giao dịch Chứng khoán Tp. Hồ Chí Minh/*Hochiminh Stock Exchange*

1. Tên công ty: **Công ty Cổ phần Chứng khoán Sài Gòn - Hà Nội**

Organization name: Saigon-Hanoi Securities JSC

2. Mã chứng khoán/*Securities Code*: SHS

3. Mã thành viên/*Member code*: 069

4. Địa chỉ trụ sở chính/Tầng 1-5, Toà nhà Unimex Hà Nội, số 41, Ngô Quyền, Hoàn Kiếm, Hà Nội

Address of head office: 1st -5th Floors, Unimex Hanoi Building, No. 41, Ngo Quyen street, Hoan Kiem district, Hanoi city, Vietnam

5. Điện thoại/*Telephone*: 024.38.181888

Fax/Fax: 024.38.181688

6. Người thực hiện công bố thông tin: Nguyễn Chí Thành – Tổng Giám đốc đồng thời là Người đại diện theo pháp luật

Spokesman: Mr. Thanh, Nguyen Chi – CEO and Legal Representative

7. Địa chỉ: Tầng 1-5, Tòa nhà Unimex Hà Nội, số 41, Ngô Quyền, Hàng Bài, Hoàn Kiếm, Hà Nội

Address: 1st -5th Floors, Unimex Ha Noi Building, No. 41, Ngo Quyen street, Hang Bai ward, Hoan Kiem district, Hanoi, Vietnam

9. Điện thoại (di động, cơ quan, nhà riêng)/*Tel*: 024.38 181.888 *Fax*: 024.38 181.688

10. Loại thông tin công bố: Định kỳ/*Information disclosure type: Periodicity*

11. Nội dung của thông tin công bố/*Contents of information disclosure*:

(Căn cứ quy định tại Điểm a, Khoản 3, Điều 10; Khoản 1, Điều 14; Khoản 1, Điều 22 của Thông tư số 96/2020/TT-BTC ngày 16/11/2020 của Bộ trưởng Bộ Tài Chính hướng dẫn công bố thông tin trên Thị trường Chứng khoán)

(Pursuant to the provisions in Point a, Clause 3, Article 10; Clause 1, Article 14; Clause 1, Article 22 of Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Minister of Finance guiding information disclosure on the Stock Market)

Công ty CP Chứng khoán Sài Gòn – Hà Nội công bố thông tin về việc họp ĐHĐCĐ thường niên năm 2025 và đường dẫn đến toàn bộ tài liệu họp như sau:

Saigon - Hanoi Securities Joint Stock Company announces information about the 2025 Annual General Meeting of Shareholders and link to all meeting documents as follows:

- Thời gian tổ chức: 13h30 ngày 10/04/2025/ *Time: 13:30 April 10th, 2025*
- Địa điểm tổ chức: Khách sạn PAN PACIFIC HANOI, số 01 Đường Thanh Niên, Phường Trúc Bạch, Quận Ba Đình, TP Hà Nội, Việt Nam

Venue: PAN PACIFIC HOTEL, No.1 Thanh Nien road, Truc Bach ward, Ba Dinh District, Hanoi, Vietnam

- Hình thức họp/*Meeting format*: trực tiếp và trực tuyến/*offline and online*
- Tài liệu họp được Công ty đăng tải trên website tại đường dẫn/*Meeting documents are posted on the Company's website at links: <https://www.shs.com.vn> ; <https://dhcd.shs.com.vn/>*

12. Địa chỉ website đăng tải thông tin công bố:

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 20/03/2025 tại đường dẫn:

The website's address of the disclosure: This information was published on the company's website on March 20th, 2025, as in the link:

<https://www.shs.com.vn/News/2025320/1012596/shs-cbtt-ve-viec-hop-dhcd-thuong-nien-nam-2025-va-duong-dan-den-toan-bo-tai-lieu-hop.aspx>

<https://www.shs.com.vn/News/2025320/1012597/shs-cbtt-ve-viec-hop-dhcd-thuong-nien-nam-2025-va-duong-dan-den-toan-bo-tai-lieu-hop.aspx>

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

We hereby certify that the information provided is true and correct and we will bear the full responsibility to the law.

Trân trọng/*Best regards,*

Tài liệu kèm theo/Attached documents:

- Tài liệu họp ĐHĐCĐ thường niên năm 2025/*Documents for the 2025 Annual General Meeting of Shareholders.*

Nơi nhận/Recipients:

- Như trên /*As stated above;*
- Lưu VT, P.PC&QTRR/
Kept at Archives and Legal&Risk Management Department.

**CÔNG TY CP CK SÀI GÒN – HÀ NỘI
SAIGON – HA NOI SECURITIES JSC.,
TỔNG GIÁM ĐỐC/CEO**



NGUYỄN CHÍ THÀNH

No: 16-2025/QĐ-HĐQT

Hanoi, March 20th, 2025

DECISION

*(Re: Approval of the Agenda, contents, and documents for the
2025 Annual General Meeting of Shareholders)*

BOARD OF DIRECTORS

SAIGON – HANOI SECURITIES JOINT STOCK COMPANY

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, along with its amendments, supplements, and implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, along with its amendments, supplements, and implementing guidelines;*
- *The current Charter of Saigon - Hanoi Securities Joint Stock Company ("SHS"/ "The Company");*
- *The Resolution No. 01-2025/NQ-HĐQT dated February 13, 2025 of SHS Board of Directors ("BOD") regarding the organization of the 2025 Annual General Meeting of Shareholders (2025 AGM);*
- *The Minutes of the BOD's Meeting No. 12-2025/BBH-HĐQT dated March 20, 2025;*
- *The Proposal No. 17-2025/TTr-SHS dated March 17, 2025, submitted by the BOD's Office and the Organizing Committee of the 2025 AGM,*

DECISION:

- Article 1:** Approve the Program of the Company's Annual General Meeting of Shareholders 2025 (2025 AGM) as detailed in the Agenda attached to Proposal No. 17-2025/TTr-SHS dated March 17, 2025.
- Article 2:** Approve the documents for the convening and holding of SHS 2025 AGM as detailed in the Appendix attached to Proposal No. 17-2025/TTr-SHS dated March 17, 2025.
- Article 3:** SHS BOD hereby authorizes the Chairman with full authority to decide and instruct the organization of the 2025 AGM in accordance with the plan and method approved by the BOD. This authorization extends to all related tasks, including but not limited to the following:
- Determining any changes to the time and venue of the AGM, the format of the meeting, the Agenda, and the contents and documents to be submitted for approval at the General Meeting of Shareholders (if deemed necessary);

- The Chairman is permitted to delegate/authorize Mr. Nguyen Chi Thanh – Chief Executive Officer, and other executives of the Company, to be responsible for implementing one or all the aforementioned tasks, depending on their significance/relevance.

Article 4. This Decision takes effect from the date of signing.

The Board of Directors, the Chief Executive Officer, the Organizing Committee of the 2025 Annual General Meeting of Shareholders, and other relevant units and individuals in Saigon – Hanoi Securities Joint Stock Company shall be responsible for implementing this Decision.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- As above;
- For disclosure: Stock Exchanges,
State Securities Commission;
- For filing: Archives, BOD's Office.



DO QUANG VINH





AGENDA

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 13h30, April 10th, 2025

Venue: Conference Hall, 2nd Floor, Pan Pacific Hanoi Hotel, No. 1 Thanh Nien Street, Truc Bach Ward, Ba Dinh District, Hanoi City, Vietnam

Online meeting: <https://dhcd.shs.com.vn/>

NO.	TIME	CONTENTS	IMPLEMENTATION
	From 20h00, March 20 th , 2025 to 13h00, April 10 th , 2025	Shareholders may log into the Online General meeting system at https://dhcd.shs.com.vn/ to follow updates and authorize online participation in the General meeting	The Organizing Committee will provide support as needed
	From 08:00, April 10 th , 2025 until the end of the meeting session	The Online General meeting system will be remain open for shareholders to log in, monitor, and check the connection in preparation for the official meeting session	
	13h30, April 10 th , 2025	Welcoming Guests and Shareholders attending in person Shareholders register to participate, receive voting ballots and election ballots	The Organizing Committee will facilitate this process
ANNUAL MEETING 2025 ON APRIL 10th, 2025 OF SHS GENERAL MEETING OF SHAREHOLDERS			
1	14:00	Declaration of reasons, introduction of participants	MC
2	14:05	Report on the verification of shareholder eligibility to attend the General Meeting	Shareholder Eligibility Verification Committee
3	14:10	Introduction and approval of the Chairgroup	MC
4	14:15	Introduction of Secretariat Team; Introduction and approval of the Vote Counting Committee	Chairperson of the AGM
5	14:20	Approval of the Working Regulations and Agenda of the	Chairperson of

		AGM	the AGM
6	14:30	Report on the activities of the Board of Directors (BOD) and the BOD's members	BOD's Members
7	14:45	Report on the activities of independent BOD's members in the Audit Committee	Independent BOD's Member
8	15:00	CEO's report	CEO
9	15:15	Proposals from the BOD	Member of Chairgroup
10	15:50	Report on the nomination and candidacy of BOD's members Announcement of the list of candidates for the supplementary election of BOD's members	Member of Vote Counting Committee
11	16:00	Discussion Vote to approve Reports and Proposals Vote to elect BOD's members	Chairperson of the AGM
12	16:15	Tea break	MC
13	16:35	Announcement of voting results and election results	Vote Counting Committee
14	16:45	Introduction of newly elected supplementary BOD's member	Chairperson of the AGM
15	16:50	Approval of the AGM Meeting Minutes	Secretariat
16	17:00	Closing statement	Chairperson of the AGM

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



DO QUANG VINH

NOTICE OF MEETING

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

The Board of Directors of Saigon - Hanoi Securities Joint Stock Company ("SHS") respectfully invites Shareholders to attend SHS Annual General Meeting of Shareholders ("AGM") 2025:

1. **Time:** 1:30 PM on April 10, 2025.
2. **Venue:** 2nd Floor, Pan Pacific Hanoi Hotel, No. 1 Thanh Nien Road, Truc Bach Ward, Ba Dinh District, Hanoi, Vietnam.
3. **Meeting Format:** Hybrid (both in-person and online).
4. **Participants:** Shareholders listed in the SHS securities ownership registry as of the record date **March 6, 2025**, provided by the Vietnam Securities Depository and Clearing Corporation.
5. **Agenda:** Discussion and approval of topics within the authority the AGM, as specified in the meeting documents.
6. **Meeting Documents:** The documents are published on the Company's website at <https://dhcd.shs.com.vn> or can be downloaded by scanning the QR code included in this invitation. (Available from March 20, 2025).
7. **Participation and Voting at the AGM:** Shareholders can participate and vote in one of the following ways:
 - 7.1. **In-person Attendance:** Shareholders who attend the AGM in person should bring: 1. Meeting Invitation (Optional); 2. Original ID Card/Citizen ID/Passport or other legally recognized identification; 3. Power of Attorney (if attending as an authorized representative); 4. Certified copy of Business Registration Certificate (for institutional/organization shareholders).

Note: Smoking is not allowed at the meeting venue (as per venue regulations).
 - 7.2. **Online Attendance:** Access the online meeting system at <https://dhcd.shs.com.vn> or scan the QR code in the invitation.

Username: (Ownership Registration Number)
Password: (randomly generated by the system)
8. **Proxy Authorization for AGM Attendance:**

When being unable to attend the meeting, you may authorize one or more individuals/organizations to attend on your behalf by submitting a valid Power of Attorney via one of the following methods: (1) Direct submission/by mail/courier to the address below; (2) Direct submission at the meeting venue; (3) Email submission to: investor@shs.com.vn; or (4) Online authorization via the online system at <https://dhcd.shs.com.vn>. Power of Attorney form can be downloaded from the above website or created by your own, being ensured to clearly state the Authorizer's information, Authorized Person's information, scope of authorization, and the number of SHS shares being authorized.
9. **Contact Information for AGM Organization: Board of Directors' Office - Saigon - Hanoi Securities JSC:**

UNIMEX Hanoi Building, no. 41 Ngo Quyen, Hang Bai Ward, Hoan Kiem, Hanoi

Phone: (8424) 38181888 (Ext. 310, 312)

Email: investor@shs.com.vn

Zalo OA: SHS Quan Hệ Cổ Đông

Sincerely,



Meeting materials, online authorization, and online participation information available on the website



Shareholder's support

Hanoi, March 10, 2025

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



DO QUANG VINH

AUTHORIZATION LETTER

For attending the 2025 Annual General Meeting of Shareholders
Saigon - Hanoi Securities Joint Stock Company (SHS)

Grantor (Authorizing Party): Full name:

Address:

ID Card/Passport/Business Registration Certificate/Operating License No.:

Date of Issue: Place of Issue:

Phone: Email:

Number of SHS shares owned:

**AUTHORIZATION TO REPRESENT ALL SHS SHARES OWNED TO ONE OF THE FOLLOWING AUTHORIZED REPRESENTATIVES:
(Please check one box)**

☐

Mr. Do Quang Vinh - SHS Chairman

☐

Mrs. Nguyen Dieu Trinh - Independent member of SHS Board of Directors – Chairwoman of Audit Committee

☐

Mr. Nguyen Chi Thanh - SHS Chief Executive Officer

OR AUTHORIZATION TO ANOTHER INDIVIDUAL WITH THE FOLLOWING INFORMATION:

Authorized Representative: Mr./Mrs/Ms:

Address:

ID Card/Passport No:.....

Date of Issue: Place of Issue:

Phone: Email:

Number of SHS shares authorized:

1. The Authorized Representative has the right to attend, vote, and exercise all rights and obligations at SHS Annual General Meeting of Shareholders in accordance with the number of shares authorized and as per applicable laws.
2. Both parties take full responsibility for this authorization and commit to strictly comply with current legal regulations and the SHS Charter.
3. This authorization is effective from the date of signing until the conclusion of the General Meeting.

AUTHORIZED REPRESENTATIVE

Date: _____, 2025,
GRANTOR (AUTHORIZING PARTY)
Signature & Seal (if applicable)

Shareholders are requested to submit a valid Authorization Letter to SHS using one of the following methods:
1. Direct submission/by mail/courier to the address below; 2. Email submission to: investor@shs.com.vn; 3. Online authorization via the online system at <https://dhcd.shs.com.vn>; 4. Direct submission at the meeting venue during the time of AGM.
Power of Attorney form can be downloaded from the above website or created by your own, being ensured to clearly state the Authorizer's information, Authorized Person's information, scope of authorization, and the number of SHS shares being authorized.
For any inquiries regarding AGM arrangements, material submission, or information exchange, please contact:
Board of Directors' Office – Saigon - Hanoi Securities Joint Stock Company (SHS)
UNIMEX Hanoi Building, 41 Ngo Quyen, Hang Bai Ward, Hoan Kiem, Hanoi, Vietnam
Phone: (84-24) 38181888 (ext. 310, 312) Email: investor@shs.com.vn
Zalo Official Account: SHS Quan Hệ Cổ Đông
Mobile/Zalo/Viber support: 84.38.929.8080 / 84.93.63.88887



SAIGON – HANOI SECURITIES JOINT STOCK COMPANY (SHS)

Floors 1-5, Unimex Hanoi Building, 41 Ngo Quyen, Hang Bai Ward,
Hoan Kiem District, Hanoi

- Tel: 84.24.38181888
- Email: contact@shs.com.vn
- Fax: 84.24.38181688
- Website: www.shs.com.vn

DRAFT

WORKING REGULATIONS 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Hanoi, April 2025

DRAFT

WORKING REGULATIONS

2025 Annual General Meeting of Shareholders (AGM)

Pursuant to:

- *Enterprise Law No 59/2020/QH14 approved by The National Assembly of the Socialist Republic of Vietnam and guiding, amending, supplementing and implementing legal documents;*
- *Securities Law No 54/2019/QH14 approved by The National Assembly of the Socialist Republic of Vietnam and guiding, amending, supplementing and implementing legal documents;*
- *Charter of Saigon – Hanoi Securities Company effective from June 06, 2024.*

CHAPTER I

GENERAL REGULATIONS

Article 1. Scope and subjects of application

1. The Regulations are promulgated guiding about the organization in 2025 AGM of Saigon-Hanoi Securities Joint Stock Company.
2. This Regulation specifically stipulates the organization, attendance, vote, execution of shareholders right in the General Meeting of Shareholder
3. The Regulations will be applicable to all shareholders, relevant institution and individuals who organize the AGM.

Article 2. Definition

Definitions and abbreviations used in these Regulations are as follows:

1. “Company” or “SHS”: Saigon – Hanoi Securities Joint Stock Company
2. GMS: General meeting of Shareholder;
3. BOD: Board of Directors of the Company;
4. VSDC: Vietnam Securities Depository and Clearing Corporation
5. AGM: Annual General Meeting of Shareholders;
6. CBR: Certificate of Business Registration;
7. ID: Identification Card;
8. Committee Eligibility Verification Committee: Committee for checking shareholder Eligibility to Attend the General Meeting of Shareholders.

CHAPTER II

RIGHTS AND OBLIGATIONS OF PARTIES ATTENDING THE AGM

Article 3. Shareholders attending the AGM

1. Conditions for attending the AGM:
 - 1.1. **Object:** All individuals and institutions in Shareholder list at last registration Date (March 06, 2025) provided by VSDC or duly authorized representatives of shareholders whose names are on the above list have the rights to attend and vote on issues at the AGM.
 - 1.2. Shareholder shall be responsible for all costs and equipment for travel, accommodation, living, and other equipment and material conditions necessary for attending the AGM.
 - 1.3. Shareholders must ensure that they have sufficient legal capacity and capacity to act to attend the AGM and vote on the contents at the AGM.
2. Rights and obligations of shareholders (with eligible rights) when attend the AGM:
 - 2.1. Attend, discuss and vote on all matters within the authority of the GMS as prescribed by law and the Company's Charter after completing the registration for attendance.
 - 2.2. Provide accurate, complete information about shareholder or authorized representatives of shareholders to the Company.
 - 2.3. Authorize a proxy to attend and vote on his/her behalf at the GMS. A person authorized to attend the AGM may not authorize another person to attend the AGM.

The authorization to attend and vote at the AGM is complied with the provisions of the Internal Regulations on Corporate Governance, the Company Charter and current Law.

Authorization method:

(i) **Written authorization:**

- ✓ Shareholder prepare Proxy letter in compliance with Law of download Proxy letter form in Company website. Proxy letter must include below information:
 - Shareholder;
 - Full name of individual/organization, information on ownership registration number (including ID/Business Registration Certificate/Establishment and Operation License/Transaction Code or equivalent legal documents);
 - Number of authorized shares;
 - Signature and seal (if representative is an organization) of the authorizing shareholder and authorized person (except in case of authorization for a member of the BOD);
 - Authorization content.
- ✓ Proxy Letter is sent to Company under following methods:
 - Send directly/by post/delivery to the Company's Head Office, and/or the mailing address stated in the AGM Invitation letter.
 - Send to email address: investor@shs.com.vn;
 - Directly provided at AGM.

(ii) **Online authorization:** Shareholder executes direct authorization in online system <https://dhcd.shs.com.vn>. (Refer to part 2.8.h this Article for detail).

Comply with the regulations of the AGM, respect the working results of the AGM and the direction of the Chairperson; behave civilly, politely, and ensure security of AGM.

- 2.4. Shareholders attending the AGM who want to express their opinions must obtain the consent of the Chairperson, speak briefly and focus on the key issues that need to be discussed, in accordance with the approved agenda of the AGM. Issues that have been raised by previous participants must not be raised again to avoid duplication. Shareholders attending the AGM can also write down the contents on the questionnaire form, send it to the Secretariat (if directly attending in AGM) or send their opinions on the Online GMS System (If attending online).
- 2.5. Shareholders or authorized representatives who arrive after the AGM has opened, after completing the registration procedure, are allowed to attend and vote on the remaining voting contents according to the approved AGM agenda. In this case, the validity of the votes that have been conducted shall not be affected.
- 2.6. For shareholders directly attending in AGM (including those who have registered to attend online but then attend directly).
 - a) Registration to attend the AGM: Shareholders or authorized representative must present the following documents to the Shareholder status verification Board:
 - AGM Invitation letter (not compulsory);
 - For individual: ID/passport/ other Legal identity document;
 - For organization: Copy of Business Registration Certificate/Establishment and Operation License or equivalent document; Letter of appointment and authorization to attend the AGM, represent the capital contribution (if the Attendee is not the Legal Representative), Personal identification documents of the Representative attending the AGM as prescribed for individual Shareholders.
 - Proxy letter (*For authorized representative*).

After successful registration, each Shareholder will receive AGM documents, including a Voting ballot and a Election ballot.

 - b) Shareholders who register to attend the AGM online but then attend the AGM directly must re-register with the Shareholder status verification Board and have the right to give opinions and vote on issues except for those that the AGM has already voted on. The Chairperson is not responsible for stopping the meeting or re-presenting issues that have been previously presented.
- 2.7. For shareholder who have registered to attend online:
 - a) Shareholders/Authorized representatives access the SHS Online AGM System by accessing the Company's Online AGM Information Website, link <https://dhcd.shs.com.vn> (or other Websites provided by the Company), providing identification information and email to receive username and password to log in to the SHS Online AGM System.
 - b) The Shareholder/Authorized representatives acknowledges that any communication sent to or from the email address, telephone, fax or other online method that the Shareholder/Authorized representatives has registered, provided to the Company or on the shareholder list provided by VSDC is from the Shareholder/Authorized representatives himself/herself and is implicitly understood to have been sent to or from the Shareholder/Authorized Person.

- c) The Company will send the Shareholder/Authorized representatives the login information including login name and password via the email that the Shareholder/Authorized representatives has registered on the AGM System, and the Shareholder/Authorized representatives will use this information to access the AGM System, execute voting rights, online meetings and other rights (if any). The Shareholder/Authorized representatives logging in for the first time should change the password and authenticate OTP according to the instructions to protect the account and complete the sequential steps according to the system.
- d) Shareholders and authorized representatives need to regularly check the emails/SMS sent to them to have information on meeting attendance and voting. Shareholders/authorized representatives are only allowed to change the contents registered on the AGM System once. Authorized representatives are not allowed to change information related to the authorized shareholder and the information provided by the authorized representatives on the online AGM System. In case of further changes or any support, Shareholders should contact the Company at phone number (84-24).38181888, or email investor@shs.com.vn, or other phone numbers and email addresses provided by the Company.
- e) Shareholders and Authorized Representatives are responsible for keeping confidential the identification information, accounts, login passwords, and OTP codes provided by the Company; and are solely responsible for the use of accounts and voting results made from the provided account information.
- f) Register to attend the AGM: Shareholders log in the Online AGM System by accessing the Company's Online AGM Information Page, link <https://dhcd.shs.com.vn> (or other Website provided by the Company), enter the username and password provided from the time the System allows access until the voting time ends.
- g) When attending the AGM and voting through the Online General Meeting of Shareholders System, Shareholders and Authorized Persons must review and fully provide personal information including:
- Personal information, personal identification documents in accordance with information registered at VSDC;
 - Method of attending and voting at the AGM;
 - Method of receiving OTP;
 - Carefully study the Terms and Conditions and confirm that you have read, understood and agreed to these Terms and Conditions;
 - Scope of authorization (If authorize to representatives);
 - Provide other necessary information as required to ensure the Company correctly identifies Shareholders/Authorized Representatives attending the online AGM.
- h) Authorize a Representative to attend the online meeting:
- Authorize on the Online AGM System: Shareholders log in to the Online AGM System <https://dhcd.shs.com.vn>, fill in all required information in the form and follow the system's instructions.
- i) Shareholders understand that conducting online meetings and electronic voting always have potential risks due to system issues, technical, transmission line, virus errors, errors of any third-party service provider or force majeure events and accept all of the above risks.

Article 4. Chairgroup, Chairperson of the AGM

1. The Chairperson of the BOD of the Company is the Chairperson of the AGM
The Chairperson of the BOD may appoint another individual from the Company to assist the Chairperson in monitoring the AGM (forming the Chairing group) and submit it to the AGM for approval.
2. Rights and obligations of Chairgroup:
 - a) Manage the activities of the AGM according to the program approved by the AGM. Carry out necessary work so that the AGM takes place in an orderly manner; meeting the requirement of the majority of attending shareholders.
 - b) Instruct the Shareholder to discuss.
 - c) Submit necessary documents and files related to the contents that need the AGM to comment and approve.
 - d) Answer to questions raised by AGM or appoint a person to answer.
 - e) Other rights and obligations as prescribed in the Company Charter and the law.

Article 5. Shareholder status verification Board

1. Shareholder status verification Board is established by BOD.
2. Obligations of Shareholder status verification Board:
 - a) Check the status of shareholders or authorized representatives attending the meeting, determine the validity of the right to attend the AGM according to the provisions of law and cross-check the information, documents Shareholders/Authorized Representatives provided with the information in the List of Shareholders entitled to attend the meeting on the Last Registration Date;
 - b) Check and ensure that the registration and online meeting attendance of Shareholders are valid and accurate;
 - c) Shareholder status verification Board provides AGM document and Voting Cards, Voting Ballots to Shareholders;
 - d) Report to the AGM and be responsible for the results of the verification of shareholders' status to attend the AGM before the AGM is officially started.

Article 6. AGM Secretariat

1. AGM Secretariat is appointed by Chairperson.
2. AGM Secretariat performs supported tasks assigned by Chairperson, including:
 - a) Record fully and accurately all the contents of AGM;
 - b) Assist the Presidium in drafting and publishing draft Minutes and Resolutions of the AGM and sending notices of the Presidium to shareholders upon request;
 - c) Receive and summarize questions and opinions of shareholders.

Article 7. The Ballot Counting Committee

The Vote Counting Board consists of 05 people nominated by the Chairperson and approved by the GMS. The Ballot Counting Committee has the following duties:

- a) Supervise the voting of shareholders/authorized representatives attending the AGM (including direct attendance and online attendance);
- b) Instruct shareholders/authorized representatives to vote at the AGM;
- c) Collecting Voting Cards, voting ballots and counting votes;
- d) Prepare the vote counting minutes and report the vote counting results to the AGM.

CHAPTER III

PROCEEDING THE AGM

Article 8. Conditions for conducting the AGM

According to the provision of Enterprise Law and Company Charter:

1. The AGM is conducted when the number of shareholders attending (including directly attending and online attending) represents more than 50% of the total votes.
2. In case the first AGM does not meet the conditions for conducting as prescribed in Clause 1 of this Article, the notice of invitation to the second AGM must be sent within 30 days from the date of the first meeting, unless otherwise provided in the Company Charter. The second GMS shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total number of votes.
3. In case the second meeting does not meet the conditions for conducting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting.

The third AGM will be conducted regardless the total number of votes of shareholder attending the AGM.

4. Only the GMS has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in Article 142 of the Law on Enterprises.

Article 9. Voting procedures at AGM

1. All contents to be voted in the agenda and contents of the AGM must be discussed and voted on publicly by the GMS.
2. Voting method:
 - 2.1. For shareholders directly attend the AGM:
 - a) Shareholders vote by **raising their Voting Ballot (in yellow)**: Raising Voting Cards to display Agree/Disagree/No opinion when the Chairperson request to vote by Voting card with following contents:
 - Approve the member of Presidium, Vote counting Board, Working Regulations of AGM and Agenda of AGM;
 - And other content arising in the AGM.
 - b) Shareholders vote by **marking in Voting Ballot (in pink)**: MARKING in corresponding checkbox to vote Agree/Disagree/No opinion when the Chairperson request to vote by Voting Ballot with following contents:

- Approve Business result report, BOD report, Report of Independent BOD's member at Audit Committee;
- Approve other content of AGM.

If shareholder mark in wrong checkbox, the cross-out and re-mark the checkbox according to your opinion and sign next to the check box to confirm your final decision.

After voting on all the contents stated in the Voting Ballot, the Shareholder/authorized representatives must sign and state full name to confirm

c) Invalid Voting ballot:

- Voting ballot is recorded as not issued by AGM Organization Board and does not have seal of the Company;
- Vote ballot is recorded as are erased, deleted, corrected, or added to in addition to the pre-printed content, except for the case of adjusting voting opinions stated in Point b above;
- The Voting ballot is recorded as no longer intact and does not have the shareholder's signature;
- The Voting ballot does not fill in any box or fills in 2 or more boxes for each content to be voted on but does not sign next to it to confirm the final opinion, this voting content will be considered invalid (For content recorded on the pink Voting Ballot);
- Voting Ballots are sent to the Vote Counting Board after the voting time has ended;
- Voting ballot with contents not included in the meeting agenda approved by the GMS or contents/issues not subject to voting based on actual developments at the AGM.

2.2. For shareholders attend the AGM online:

- a) Shareholders/Authorized representative execute vote card/vote ballot by electronic voting on the Online AGM system on the website provided by the Company, select the "Voting Card" / "Voting Ballot" section and vote on the contents. Electronic voting card and Voting balloting can be done immediately after the Shareholders/Authorized persons have registered to attend the online meeting and successfully logged in or can be done at each time the voting content arises when following the online meeting.
- b) When conducting electronic voting, shareholders choose one of three options: "Agree", "Disagree" or "No opinion" on the Online AGM system.
- c) The end time of voting for each content will be determined according to the AGM agenda and depends on the process of AGM.
- d) The Chairperson has the right to request the end of electronic voting on all/each issue on the Online AGM System when the Shareholders attending the AGM have completed voting or decided another time limit.
- e) Each voting event taking place or has ended will be announced on the Online AGM System so that Shareholders can follow and vote.
- f) In case the Shareholder has not completed voting due to the online AGM System being disconnected, the voting results will still be recorded for the issues that the Shareholder has voted on. The Shareholder can contact the Company directly for support in voting for additional issues that have not been voted on during the voting period.

3. In case shareholders vote in different method, and/or have many different opinions, the valid voting results that the Company and/or the online AGM system receives from the last Shareholder during the voting period will be recorded.

Article 10. Voting and counting votes

1. Vote counting Board check the Ballot box under the observation of Shareholders.
2. Voting begins when the distribution of the Voting Ballot/Election Ballot is completed and finish when the last shareholder puts the Voting Ballot into the Ballot box and/or the electronic voting time ends according to the actual situation as determined by the Chairperson.
For the Election Ballot: Shareholder can refer to the instruction in Appendix 1 of this Regulation.
3. The vote counting must be conducted immediately after the voting time finish. The Vote counting Board must preserve the Ballot and must not erase or make any corrections on the Voting Ballot or Election Ballot.

Article 11. Preparation and publication of the Minutes of Vote counting

1. Voting results must be recorded in Minutes of Vote counting.
 - 1.1 Minutes of Vote counting includes following content:
 - Issue which needs shareholder's opinion to approve the Resolution;
 - Number of shareholders with total number of votes participated in voting, in which classify valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
 - Total number of votes Agree/Disagree/No opinion on each content;
 - Approved content with percentage of Agree Vote;
 - Full name and signature of Vote counting Board members.
 - 1.2 Minutes of Vote Election ballot counting includes:
 - Full name of the Candidate.
 - Total Vote election ballot sent out/received, valid/invalid.
 - Total vote for each Candidate.
 - Full name and signature of Vote counting Board members.
2. Publication of Minutes of Vote counting:
Head of Vote counting Board is responsible for announcing the full content of Minutes of Vote counting upon request of Chairperson.
3. The vote counter and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
4. Complaints about vote counting (if any) will be resolved by the Chairperson of the AGM and recorded in the Minutes of the AGM.

Article 12. AGM Resolution approval

According to Article 148 of Enterprise Law and the Company Charter:

1. Resolution on the following contents will be approved if agreed by the number of shareholders representing 65% or more of the total votes of all shareholders attending and voting at the AGM, except for cases specified in Clauses 3, 4, 6 Article 148 of Enterprise Law:
 - a) Types of shares and total shares of each type;
 - b) Change of company business sector/industry;
 - c) Change in Company Organization chart/structure;
 - d) Investment project or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statement;
 - e) Reorganization or dissolution of the company;
 - f) Other contents as prescribed by current laws.
2. Resolution will be approved if agreed by the number of shareholders representing 50% or more of the total votes of all shareholders attending and voting at the AGM, except for cases specified in Clause 1 this Article and Clauses 3, 4, 6 Article 148 of Enterprise Law.

Article 13. Minutes and Resolution of AGM and other related documents

1. Minutes and Resolution of AGM must be completed and approved before the closing of AGM.
2. The Minutes and Resolution of AGM are published in full content on the company's website at www.shs.com.vn for all shareholders to know, to disclose information and send to State management agencies in accordance with legal regulations on information disclosure.
3. The Minutes and Resolution of AGM, other Minutes, Voting Cards/Voting Ballot/Election Ballot, related documents used in AGM must be archived at Company in accordance with legal regulations and Company Charter.

CHAPTER IV

BOD MEMBER ELECTION

Article 14. Standards and conditions of BOD member

Members of the BOD must meet the standards and conditions currently in effect under the Enterprise Law, the Law on Securities, other provisions in the SHS Charter, the Company's internal regulations and relevant laws.

1. The following persons may not be members of SHS BOD (Point a, Clause 1, Article 155 of the Enterprise Law 2020).
 - a) Minors, people with limited or lost civil capacity; people with difficulty in cognition and behavior control;
 - b) Persons who are being prosecuted for criminal liability, detained, serving a prison sentence, serving an administrative measure at a compulsory drug rehabilitation facility, a compulsory education facility, or who are prohibited by the Court from holding a position, practicing a profession or doing certain work; other cases as prescribed by the Bankruptcy Law and the Law on Anti-Corruption;
 - c) Cadres, civil servants and public employees as prescribed by the Law on Cadres, Civil Servants and the Law on Public Employees;

- d) Officers, non-commissioned officers, professional soldiers, workers and national defense officials in agencies and units of the Vietnam People's Army; officers, professional non-commissioned officers, police workers in agencies and units of the Vietnam People's Public Security, except for those appointed as authorized representatives to manage the State's capital contribution in enterprises or to manage state-owned enterprises;
 - e) Professional leaders and managers in state-owned enterprises as prescribed in Point a, Clause 1, Article 88 of the Enterprise Law (100% stated owned Enterprises), except for those appointed as authorized representatives to manage the State's capital contribution in other enterprises;
 - f) Other cases as prescribed by Law and the Company Charter (if any).
2. Other standards and condition for BOD member
- a) Being legally competent, not being banned from business administration as prescribed in Clause 2 of Article 18 of the Enterprise Law;
 - b) Having qualifications and experience of business administration in business field of the company and not being necessarily shareholders of The Company;
 - c) A member of the BOD of the Company must not concurrently be a member of the BOD of more than 05 other Companies;
 - d) A member of the BOD of the Company must not concurrently be a member of the BOD, Member of the Board of Members, Chief Executive Officer/General Director (Director) of another Securities Company;
 - e) Having good health, good moral character, honesty and integrity;
 - f) Other Standards and conditions as prescribed by law and the Company Charter (if any).
3. Standards and condition for BOD independent member.
- a) Meet the above standards and conditions for members of the BOD;
 - b) Not being a person currently working for the company, parent company or subsidiary of the company; not being a person who has worked for the company, parent company or subsidiary of the company for at least the previous 3 consecutive years;
 - c) Not a person receiving salary or remuneration from the company, except for allowances that members of the BOD are entitled to according to regulations;
 - d) Not being a person whose wife or husband, father, adoptive father, mother, adoptive mother, child, adopted child, brother, sister, or sibling is a major shareholder of the company; is a manager of the company or a subsidiary of the company;
 - e) Not being a person who directly or indirectly owns at least 01% of the total number of voting shares of the company;
 - f) Not a person who has been a member of the BOD or Board of Supervisors of the company for at least the previous 5 consecutive years, except in the case of being appointed for 2 consecutive terms;
 - g) Other Standards and conditions as prescribed by law and the Company Charter (if any).

Article 15. Nomination and candidacy of the Member of BOD

1. The number of candidates that shareholders or groups of shareholders have the right to nominate or propose for election is specifically stipulated in the Charter of SHS. In case shareholders or groups of shareholders do not nominate or propose for election enough candidates who meet the conditions and standards prescribed by law, the current BOD will make additional nominations.
2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares with voting rights have the right to nominate and propose for election as members of the BOD according to the following provisions:
 - Shareholders or groups of shareholders holding from 10% to less than 20% of voting shares may nominate a maximum of 01 member;
 - Shareholders or groups of shareholders holding from 20% to less than 30% of voting shares may nominate a maximum of 02 member;
 - Shareholders or groups of shareholders holding from 30% to less than 40% of voting shares may nominate a maximum of 03 member;
 - Shareholders or groups of shareholders holding from 40% to less than 50% of voting shares may nominate a maximum of 04 member;
 - Shareholders or groups of shareholders holding from 50% of voting shares may nominate maximum number of candidates.
3. Procedures for nomination and candidacy according to the Company Charter and legal regulations.

Article 16. BOD member nomination document

Shareholders and groups of shareholders would like to nominate members of the BOD must send the following documents to SHS:

1. Notice on nomination, candidacy (03 copies) under the form published in website www.shs.com.vn.
2. Curriculum vitae of nominees (03 copies) under the form published in website www.shs.com.vn (according to the Information Provision Form Appendix III of Circular 96/2020/TT-BTC and disclose information according to the principles prescribed in Article 4 of Circular 96/2020/TT-BTC).
3. Personal information form (according to Form No. 67 - Decree 155/2020/ND-CP and according to the requirements in the form authorized by State management agencies).
4. 4x6 portrait photo taken within the last 6 months (03 photos).
5. Notarized copy of ID card (01 copy).
6. Judicial record form.
7. Commitment statement of the Candidate Participating in the Board of the Directors (under the form posted on the website www.shs.com.vn).
8. Notarized copy (within the last 6 months) of all professional qualification certificates of the candidates (03 copies).

9. Report on related interests (according to the form posted on the website www.shs.com.vn) as prescribed in Article 164 of the Enterprise Law 2020 (03 copies).
10. Other documents proving that the candidate meets the conditions and standards prescribed by law (if any) (03 copies).
11. In case the candidate does not have Vietnamese nationality, in addition to the above documents, it must also include a Judicial record form issued by the competent authority of the country where the foreigner resided before coming to Vietnam. This form must have consular legalization. In case the foreigner has currently resided in Vietnam for 06 months or more, the Judicial record form shall be issued by the competent authority of Vietnam where the foreigner is residing.

Article 17. Selection of candidates

1. In case the candidates for the BOD have been identified, the Company shall publish information related to the candidates at least 10 days before the opening date of the AGM on the Company's website so that shareholders can notice before voting. The candidates for the BOD must have a written commitment to the honesty and accuracy of the published personal information and must commit to perform their duties honestly, carefully and in the best interests of the Company if elected.
2. Based on the applications and nominations of shareholders/groups of shareholders, the BOD will prepare a list of candidates who meet the standards and conditions as prescribed, submit it to the GMS for approval of the list of candidates and proceed to elect members of the BOD.

Article 18. Persons participate in voting

Shareholders owning shares with voting rights and authorized representatives of shareholders attending the meeting have the right to elect members of the BOD.

Article 19. Election method and elected candidates

The vote for the Member of BOD shall be made by cumulative voting method, as below:

1. Each Shareholder/authorized representative has the total number of votes equivalent to the total number of shares multiplied by number of elected Member of BOD.
2. Shareholders and representatives have the right to gather all or part of their total votes on one or several candidates on the list approved by the GMS, but not exceeding the total number of votes held by that shareholder or representative.
3. The elected members of the BOD are determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members decided by the Congress is sufficient. In case there are 02 or more candidates with the same number of votes, a re-election will be conducted among the candidates with the same number of votes to select the candidate with the higher number of votes to be elected.

Article 20. BOD member Election Ballot

1. The BOD member election ballot includes the following information: Name of shareholder/authorized representative; Shareholder code; Full name of candidates; Total number of voting shares of shareholders, Total number of votes of shareholders. The names of candidates in the ballot will be arranged in alphabetical order.

2. Shareholder/authorized representative will receive the Election Ballot according to AGM attendance code.
3. Shareholders or authorized representatives must personally write the number of votes for each candidate in the blank box of that candidate on the Ballot, sign and state their full name.
4. In case a shareholder wants to change the selection or information that the shareholder has written on the Ballot, the shareholder shall request the Vote Counting Board to change the Ballot or cross it out, write it down and sign next to the correction. Adjusting the content on the Ballot and replacing the Ballot shall only be done before the ending time of the election of members of the BOD.
5. Invalid Election Ballot includes
 - Election ballot is recorded as not issued by AGM Organization Board and/or does not have seal of the SHS;
 - Election ballot is recorded as are erased, deleted, corrected without attached signature of shareholder;
 - The Election ballot is recorded as with additional candidates outside the list of candidates approved by the GMS;
 - The Election ballot is recorded as the total number of votes used by the Shareholder to vote exceeds the total number of votes held by that Shareholder or representative;
 - The Election ballot is recorded as not having full name and signature of Shareholder;
 - The Election ballot is sent to Vote counting Board after the election time is finished;
 - For Shareholder attend the AGM online: Shareholders/Authorized representative vote by electronic voting on the Online AGM System on the website provided by the Company, select the Election Section and vote for the candidates. Electronic voting can be done immediately after the Shareholder/Authorized Representative has registered to attend the AGM online and successfully logged in.

CHAPTER V

IMPLEMENTING PROVISION

Article 21. Implementing provision

1. The regulations are issued by the BOD of Saigon - Hanoi Securities Joint Stock Company in accordance with the provisions of the Law, the Charter and other internal regulations of the Company.
2. Shareholders, BOD, Board of Management, Organizing Board of the 2025 AGM of Saigon - Hanoi Securities Joint Stock Company and parties participating in the AGM are responsible for implementing the provisions of the Regulations /,

ON BEHALF OF BOD

CHAIRMAN

DO QUANG VINH

APPENDIX 1 **BOD MEMBER ELECTION GUIDELINE** *(By cumulative voting method)*

- Each Shareholder has the total number of votes equivalent to the total number of shares (including shares of shareholder and authorized representative) multiplied by number of elected Member of BOD.
- Shareholders can divide the total number of votes among all candidates, or gather all votes on one or several candidates, but the total number of votes for candidates cannot exceed the total number of their votes.

Example:

GMS elect 01 BOD member between 2 candidates. Shareholder Nguyen Van A has (including shares of shareholder and authorized representative) 10,000 shares. In this case, total number of votes of Shareholder A is:

$10,000 \text{ shares} \times 1 = 10,000 \text{ votes}$

Shareholder Nguyen Van A can elect by cumulative voting method as follow:

Case 1: Shareholder Nguyen Van A divides his number of votes (can be equally divided) to 2 candidates:

Full name of candidate	Number of votes
1. Candidate 1	3,000
2. Candidate 2	7,000
Total of votes	10,000

Case 2: Shareholder Nguyen Van A gathers all votes for 1 candidate

Full name of candidate	Number of votes
1. Candidate 1	0
2. Candidate 2	10,000
Total of votes	10,000

Hanoi, March 20, 2025

BOARD OF DIRECTORS (BOD) REPORT ABOUT 2024 ACTIVITIES AND DIRECTION OF 2025

To: Valued Shareholders of Saigon - Hanoi Securities Joint Stock Company (SHS)

SHS Board of Directors (BOD) would like to report to General Meeting of Shareholders about 2024 BOD activities and direction of 2025 as below:

A. Company Information

- Company management structure:

- ✓ From December 03, 2007 – May 15, 2024: General Meeting of Shareholders (GMS), Board of Directors (BOD), Board of Supervisors, Chief Executive Officer (CEO) with Board of Management (BOM).
- ✓ From May 15, 2024: GMS, BOD, Audit Committee (AC) under BOD, CEO with BOM.

- In 2024, SHS BOD has 05 (five) member, including 01 (one) BOD independent member. The current structure of the BOD is balanced and consistent with the Company's business orientation. The members have experience, knowledge, understanding of management, law, finance, securities and are consistent with the structure prescribed by law, ensuring independence and objectivity. The independent member of the BOD has completed the training course and has a certificate in corporate governance.
- In 2024, SHS' profit before tax reached VND 1,239.3 billion, which completed 119.7% comparing to the plan approved by 2024 Annual GMS. At December 31, 2024, Total assets of SHS is about VND 14,027.7 billion, in which Total equity is VND 11,211.2 billion VND, ROE reached 8.8%.

B. Report on BOD's activities

1. Summary of meetings and decisions of the BOD

- In 2024, the BOD had 40 formal meetings, including: regular meetings by quarter and extraordinary/specialized meetings for discussion and approval of matters within its jurisdiction, summoning and participating in the Annual GMS 2024, the attendance rate reached 100% for all meetings.
- BOD approved 01 Resolution and 71 Decisions to implement Resolutions of GMS as well as perform other content under BOD authority (*The details are described in attached Appendix 1*).
- Report on implementation of Resolution No 01-2024/NQ-DHĐCĐ of GSM.

No	Content	Results
1.	<p>Charter capital increasing plan in 2024, including:</p> <p>(1) The plan of issuing shares for 2023 dividend payment and Authorizing BOD to implement.</p> <p>(2) The plan on Shares issuance for Charter capital injection from Owner equity and Authorizing BOD to implement</p> <p>(3) The plan on additional shares offering to existing shareholders and Authorizing BOD to implement</p> <p>(4) The plan on share issuance under the Employee stock ownership plan (ESOP 2024) and Authorizing BOD to implement</p>	<ul style="list-style-type: none"> Pursuant to Resolution 01-2024/NQ-ĐHĐCĐ of GSM, SHS BOD issued Decision No 35-2024/QĐ-HĐQT in June 21, 2024 and Decision No 48-2024/QĐ-HĐQT in September 29, 2024 to implement plan (1), (2), (3). On March 18, 2025, the Company received the Certificate of Public Offering Registration No. 63/GCN-UBCK and official documents regarding the receipt of complete reports on the issuance of shares for dividend payment and the issuance of shares to increase charter capital, thereby increasing owners' equity, No. 278/UBCK-QLKD and 279/UBCK-QLKD from the State Securities Commission of Vietnam (SSC). SHS will continue to implement the approved plans according to the scheduled roadmap to complete the issuance. Plan (4) (ESOP 2024) is not implemented in 2024, SHS BOD submits a replacement of 2025 ESOP plan in Proposal No 04-2025/TTr-ĐHĐCĐ.
2.	<p>Policy of relocating SHS Headquarters</p>	<p>The Company is implementing under direction approved by GSM and plan to complete in 2025:</p> <ul style="list-style-type: none"> The site's facilities and infrastructure in on completion phase. Company will carry out procedures to apply for a License when the facilities and infrastructure of the new location have met the requirements according to regulations and submit to GSM in Proposal No.11-2025/TTr-ĐHĐCĐ.
3.	<p>Plan of implementing clearing service activity, securities transaction payment by central clearing partner and offering financial products at SHS</p>	<ul style="list-style-type: none"> Clearing service activity, securities transaction payment by central clearing partner has not been implemented yet because the State management agency has not yet implemented. Financial products offering activity was not implemented in 2024.
4.	<p>Plan of SHS bond listing and public offering in 2024</p>	<ul style="list-style-type: none"> In 2024, the Company did not offer Bond to public.

Other contents of the Resolution No 01-2024/NQ-ĐHĐCĐ: Changes in Company organization structure, amendment of Charter and Regulations; signing and implementing contract, deals, transactions with related parties... have been implemented in compliance

with Law and the Resolution of GMS 2024.

2. **Report on transactions between the company, subsidiaries, companies in which SHS controls from 50% of the charter capital with the BOD member and related persons of that member; transactions between SHS and companies in which the BOD's member is a founder or a manager within the last 3 years prior to the transaction date**
 - Report on transactions between the company, subsidiaries, companies in which SHS controls from 50% or more of the charter capital with the BOD's member and related persons of that member: SHS does not have subsidiaries, companies in which SHS controls from 50% or more of the charter capital. Therefore, SHS does not have transactions with these above entities.
 - Transactions between SHS and companies in which the BOD's member is a founder or a manager within the last 3 years prior to the transaction date (*Refer to detail in attached Appendix 2*).
3. **Activities of Independent BOD's Member and evaluation results of Independent BOD Members regarding the BOD operation**
 - In BOD, 1/5 member is independent member (Mrs. Nguyen Dieu Trinh). In June, 2024, independent member of BOD has been appointed as Chairwoman of AC under BOD – Unit Head of Risk Management Unit under AC, after GMS approved the changes in company organization structure with AC under BOD.
 - Independent BOD member participates in the AC and is in charge of issues related to risk management and internal audit, with the main tasks of reviewing and advising the BOD on policies, risk limits, risk management strategies and internal audit; assessing the level of compliance, accounting standards, effectiveness of risk management and internal audit activities of the Company; reporting to the BOD on the activities and effectiveness of internal control activities implemented during the year; proposing solutions to overcome issues and limitations to improve the Company's business activities.
 - The BOD ensures that the number of BOD's meetings and the number of members participated must meet the requirements of legality and effectiveness, and determines the role of each member of the BOD, between independent members of the BOD, non-executive members and executive members of the BOD. The activities of the BOD in 2024 fully comply with the provisions of law, the Charter and other governance regulations of the Company. The BOD regularly reviews the Company's policies and regulations and promptly adjusts them to adapt with the new situation or requirements. The BOD adopts resolutions in accordance with the business strategy in each period, and supervises the implementation of resolutions of the GMS. At the same time, the BOD also provides orientation, direction and regular supervision over the activities of the BOM as well as departments supporting the BOM, ensuring that operations are in accordance with the Company's regulations and policies.

66 -
ÔNG T
Ồ PHẢ
NG KH
ÀI G
IÀ N
KIỂM

4. Activities of AC under BOD

- AC meetings:

Member	Number of 2024 meeting	Meeting attendance percentage	Voting percentage	Reason for not attending
Mrs. Nguyen Dieu Trinh	02	100%	100%	No
Mr. Le Dang Khoa	02	100%	100%	No

- **The AC reviews and evaluates the financial statements, operations, and financial situation of the company:** Reviewed the data in the Company's 2024 Financial Statements and 2024 Prudential Ratio statement.
- **AC already reviewed:** transactions between the company, subsidiaries, companies in which SHS controls from 50% of the charter capital with the BOD's member and related persons of that member; transactions between SHS and companies in which the BOD's member is a founder or a manager within the last 3 years prior to the transaction date; SHS did not have subsidiaries, companies in which SHS controls from 50% or more of the charter capital. Therefore, SHS did not have transactions with these above entities.
- **The AC performs an assessment of the company's internal control and risk management system:** In 2024, the BOM highly focused to internal control and risk management, especially in investment, brokerage, and financial services activities to minimize risks for the Company.

5. Report on activities of other sub-committees under BOD

- In the first 6 months of 2024, the sub-committees under the BOD operated according to Decision No. 25-2022/QĐ-HĐQT dated April 27, 2022, including the Development Policy Subcommittee; Human Resources and Remuneration, System Administration; Finance and Accounting, Risk Management and Internal Audit; Technology, Product Services, Communications, Branding. Since mid-2024, due to changes in the organization structure, the BOD has restructured the organization and tasks of the units under the BOD. The BOD has dissolved and dismissed the personnel of the above subcommittees and at the same time issued decisions to establish, promulgate the Operating Regulations, and setup the personnel structure of the Strategy Committee ("SC"), the AC and its affiliated units.
- The SC was established and operates under BOD's Decision No. 39-2024/QĐ-HĐQT dated July 23, 2024, in which the members of the SC are members of the BOD, independent BOD members and other personnel decided by the Chairman in accordance with each development stage of the Company. In 2024, the BOD has successfully completed its tasks in advising the BOD in supervising and evaluating the implementation results of business strategies and investment strategies in each phase of the market, ensuring successful implementation and exceeding the 2024 business plan approved by the GMS, as well as advising the BOD in setting up personnel structure according to the new organization chart, orienting communication strategies, and repositioning the brand in

6. Supervision result of BOD with CEO and other Executives

6.1 Supervision result with CEO

- The BOD directs the CEO to implement the Resolutions of the GMS and the Resolutions/Decisions of the BOD, including: implementing the 2024 business plan; preparing the 2025 business plan to submit to the 2025 Annual GMS; continuing to update and upgrade the information technology system, researching, building and developing new business products and services; reviewing the system, ensuring safety, proactively managing risks; implementing plans to increase charter capital ...
- The BOD highly appreciates and acknowledges the efforts of the BOM and all employees on the business results of SHS achieved in 2025: In 2024, operating income reached more than VND 1,997.6 billion, an increase of 36.4% compared to 2023; profit before tax reached VND 1,239.3 billion, an increase of 81.1%; profit after tax reached more than VND 1,015.6 billion, an increase of 81.6% comparing to 2023.

6.2 Supervision result with other Executives

According to BOD assessment, all Executives are highly qualified, professionally trained from quality universities at home and abroad, have many years of experience in the field of finance and securities, and have certificates and degrees appropriate to the assigned job positions and ensure the highest interests of shareholders

7. Remuneration, Operational Expenses, and Other Benefits of the BOD and BOD member

- The company pays remuneration, operating expenses, bonuses, allowances and other benefits to members of the BOD, Board of Supervisors/AC, and pays salaries and bonuses to the CEO and other Executives based on business results with detailed reports in the audited financial statements
- BOD structure is unchanged, which includes: 05 (five) BOD members.
- Board of Supervisors included 03 members (Chairwoman is executive member) and remains unchanged until May 15, 2024. From May 15, 2024, members of Board of Supervisors are dismissed.

CONTENT	VALUE
1. The budget, total remuneration, allowances, bonuses, and other benefits approved by GMS	Maximum 1,5% of 2024 Profit after tax and not less than VND 4.57 billion. <i>(According to 2024 Audited Financial statement, 1,5% of Profit after tax equals to VND 15.2 billion)</i>
2. SHS has disbursed payments to the BOD:	VND 7,625,126,265
3. SHS has disbursed payments to the Board of Supervisors:	VND 718,397,908
4. The total amount disbursed by SHS to the BOD and Board of Supervisors combined	VND 8,343,524,173

Details of remuneration for each member of the BOD/Board of Supervisors are reflected in the 2024 Audited Financial statement and submitted to the Annual GMS for approval.

8. Plans and direction on activities of 2025

The BOD sets growth targets for 2025 and identifies some directions for the Company's operations as follows:

- Complete the process of restructuring the operation model and personnel setup in accordance with the new organization structure approved by the 2024 Annual GMS.
- Promote digitalization and digital transformation, innovate business models, create new, higher and more effective revenue to create sustainable and long-term value for customers
- Utilize the advantage of capital scale to provide superior products and services to customers and partners;
- Enhance the effectiveness of risk management system for business operations;
- Complete the comprehensive internal regulations which suitable to reality and in compliance with the law

These plans and directions will be specified in the presentation of the 2025 business plan of CEO.

The BOD would like to report and submit to the GMS for approval.

ON BEHALF OF BOD
CHAIRMAN

Recipients:

- As mentioned above;
- For information disclosure;
- Archived at BOD office, Admin department



MR. DO QUANG VINH

APPENDIX NO.01

(attached to Activity Report of SHS Board of Directors at 2025 AGM)

LIST OF DECISIONS, RESOLUTIONS APPROVED BY SHS BOD IN 2024

No.	Number	Date (dd/mm/yyyy)	Brief contents
	Resolutions approved and issued by SHS BOD in 2024		
	01-2024/NQ-HĐQT	11/03/2024	Prepare a List of shareholders and organize SHS 2024 AGM
	Decisions approved and issued by SHS BOD in 2024		
1	01-2024/QĐ-HĐQT	16/01/2024	Additional purposes of using capital according to the limit Loan at VPBank
2	02-2024/QĐ-HĐQT	25/01/2024	To reward Group with Outstanding Achievement 2023
3	03-2024/QĐ-HĐQT	25/01/2024	Reward Individuals with Outstanding Achievement 2023
4	04-2024/QĐ-HĐQT	02/02/2024	Change of SHS CEO, Legal Representative
5	05-2024/QĐ-HĐQT	02/02/2024	Delegate rights and responsibilities of the position of CEO
6	06-2024/QĐ-HĐQT	02/02/2024	Appointing new CEO, Legal Representative
7	07-2024/QĐ-HĐQT	08/03/2024	Promulgating Regulations on Management of Shareholders, Shares, Shares, and Organization of Exercise of Rights of SHS Shareholders
8	08-2024/QĐ-HĐQT	11/03/2024	Establishment of the Organizing Committee of SHS 2024 AGM
9	09-2024/QĐ-HĐQT	13/03/2024	Remuneration of the Board of Directors and Supervisory Board in 2024
10	10-2024/QĐ-HĐQT	15/03/2024	Change SHS Representative to implement the loan plan and receive credit at VPBank
11	11-2024/QĐ-HĐQT	15/03/2024	SHS CEO's salary
12	12-2024/QĐ-HĐQT	28/03/2024	Change of SHS Chief Accountant
13	13-2024/QĐ-HĐQT	28/03/2024	Recruitment and appointment of Chief Accountant_Mrs. Pham Thi Thanh Hao
14	14-2024/QĐ-HĐQT	01/04/2024	Terminate the labor contract with Mrs. Tran Thi Thu Thanh - Deputy CEO
15	15-2024/QĐ-HĐQT	09/04/2024	Established SHS Board of Management's Office
16	16-2024/QĐ-HĐQT	09/04/2024	Dissolve the Financial Accounting Department
17	17-2024/QĐ-HĐQT	09/04/2024	Establishment of Finance and Administration Department
18	18-2024/QĐ-HĐQT	09/04/2024	Establishment of Accounting Department
19	19-2024/QĐ-HĐQT	10/04/2024	Change of SHS HCMC Branch's Director
20	20-2024/QĐ-HĐQT	10/04/2024	Recruitment and appointment of Pham Thanh Vu_Director of HCMCity Branch



No.	Number	Date (dd/mm/yyyy)	Brief contents
21	21-2024/QĐ-HĐQT	11/04/2024	Limited loan plan at VCB – Hanoi Branch
22	22-2024/QĐ-HĐQT	23/04/2024	Change SHS Representative to implement the loan plan and receive credit at VPBank
23	23-2024/QĐ-HĐQT	23/04/2024	Establishment of the Shareholder Eligibility Inspection Committee at the 2024 AGM
24	24-2024/QĐ-HĐQT	23/04/2024	Approve the contents submitted to the General Meeting of Shareholders for approval
25	25-2024/QĐ-HĐQT	23/04/2024	Approving the Agenda and Documents of the 2024 GMS
26	26-2024/QĐ-HĐQT	26/04/2024	Terminate the labor contract with the Head of BOD's office
27	27-2024/QĐ-HĐQT	26/04/2024	Terminating the contract with Mr. Nguyen Duc Quang - Senior Advisor
28	28-2024/QĐ-HĐQT	10/05/2024	Recruiting and appointing the Head of BOD's Office
29	29-2024/QĐ-HĐQT	07/05/2024	Approval of additional content and documents submitted to the GMS for approval
30	30A-2024/QĐ-HĐQT	24/05/2024	Approval of the financial plan for 2024
31	30-2024/QĐ-HĐQT	05/06/2024	SHS provides SHB with services related to the public offering of bonds
32	31-2024/QĐ-HĐQT	06/06/2024	Amending and promulgating the Charter and Internal Regulations under SHS GMS authority
33	32-2024/QĐ-HĐQT	06/06/2024	Appointing the Chairman and members of the Audit Committee.
34	33-23024/QĐ-HĐQT	06/06/2024	Issuing the Operating Regulations of the Audit Committee
35	34-2024/QĐ-HĐQT	11/06/2024	Loan limit plan at Vietnam Thuong Tin Commercial Joint Stock Bank
36	34A-2024/QĐ-HĐQT	12/06/2024	Handling the receivables of the Company
37	35-2024/QĐ-HĐQT	21/06/2024	Implementing the plan to issue shares to increase charter capital in 2024
38	36-2024/QĐ-HĐQT	21/06/2024	Approval of the dossier for additional public offering of shares to existing shareholders
39	37-2024/QĐ-HĐQT	01/07/2024	SHS provides SHB with advisory services related to the private placement of bonds
40	38-2024/QĐ-HĐQT	09/07/2024	Loan plan with limit at Woori Bank Vietnam Limited - Bac Ninh Branch
41	39-2024/QĐ-HĐQT	23/07/2024	Establishing the Strategic Committee under the Board of Directors
42	39A-2024/QĐ-HĐQT	23/07/2024	Adjusting the name of the Debt Handling Committee under the Board of Directors
43	40-2024/QĐ-HĐQT	23/07/2024	Adjusting Decision No. 09-2024/QĐ-HĐQT dated March 13, 2024 (regarding remuneration)
44	41-2024/QĐ-HĐQT	26/07/2024	Approval of the organizational structure of SHS
45	42-2024/QĐ-HĐQT	26/07/2024	Organizing the structure of the Board of Directors' Office.

No.	Number	Date (dd/mm/yyyy)	Brief contents
46	43-2024/QĐ-HĐQT	01/08/2024	Changing the organizational structure and personnel of the Internal Audit Department
47	43A-2024/QĐ-HĐQT	06/08/2024	Loan limit option at OceanBank-Hanoi for the years 2024-2025
48	44-2024/QĐ-HĐQT	21/08/2024	Determining the salary of SHS CEO
49	45-2024/QĐ-HĐQT	21/08/2024	Loan limit option at Vietnam Technological and Commercial JSBank (Techcombank)
50	46-2024/QĐ-HĐQT	27/08/2024	Loan limit option at BIDV Ha Thanh
51	47-2024/QĐ-HĐQT	20/09/2024	Coordinating with financial institutions to provide services for customers borrowing money to buy stocks, and advancing the funds for stock sales.
52	48-2024/QĐ-HĐQT	26/09/2024	Amending and supplementing the content of the work plan for implementing the share issuance plan to increase charter capital in 2024 according to Decision No. 35-2024/QĐ-HĐQT.
53	49-2024/QĐ-HĐQT	26/09/2024	Approval of the dossier for additional public offering of shares to existing shareholders
54	50-2024/QĐ-HĐQT	26/09/2024	Issuing regulations on reporting to the Board of Directors of SHS
55	51-2024/QĐ-HĐQT	02/10/2024	Loan limit option at IndovinaBank for the years 2024-2025
56	52-2024/QĐ-HĐQT	08/10/2024	Issuing regulations on the organization and operation of the Investment Board
57	53-2024/QĐ-HĐQT	08/10/2024	Issuing SHS Investment Regulations
58	54-2024/QĐ-HĐQT	08/10/2024	Issuing regulations on the approval authority for SHS investments
59	55-2024/QĐ-HĐQT	15/10/2024	SHS collaborates with SHB to provide loan services for customers to buy stocks and advances the funds for stock sales
60	56-2024/QĐ-HĐQT	15/10/2024	Collaborating with Hanoi Football Club for publicity/mass media
61	57-2024/QĐ-HĐQT	15/10/2024	Supporting fellow citizens severely affected by the 2024 floods
62	58-2024/QĐ-HĐQT	24/10/2024	Loan limit option at ACB (Asia Commercial Bank) for the years 2024-2025
63	59-2024/QĐ-HĐQT	01/11/2024	Loan limit option at TPBank for the years 2024-2025
64	60-2024/QĐ-HĐQT	15/11/2024	Issuing and applying the new trademark recognition document for the SHS brand
65	61-2024/QĐ-HĐQT	20/11/2024	Loan/credit limit plan at HDBank for the years 2024-2025
66	62-2024/QĐ-HĐQT	29/11/2024	Loan limit option at VPBank for the years 2024-2025
67	63-2024/QĐ-HĐQT	02/12/2024	Loan limit option at Eximbank for the years 2024-2025.
68	64-2024/QĐ-HĐQT	12/12/2024	Signing and executing contracts and transactions related to renting a location for the head office
69	65-2024/QĐ-HĐQT	17/12/2024	Mr. Luu Danh Duc resigns from the Board of Directors
70	66-2024/QĐ-HĐQT	17/12/2024	Resolving the remuneration and benefits of Board of Directors' member
71	67-2024/QĐ-HĐQT	27/12/2024	Dismiss Mr. Tran Sy Tien from the position of Deputy General Director to terminate the labor contract

APPENDIX NO. 02

(attached to Activity Report of SHS Board of Directors at 2025 AGM)

Transactions between companies in which SHS BOD's members are founding members or have been business managers within the past three years prior to the transaction.

No.	Name of organization/individual	Relationship with the Company	Time of transaction with the Company (dd/mm/yyyy)	Resolution No. or Decision No. approved by GMS/BOD (if any, specifying date of issue (dd/mm/yyyy))	Content, quantity, total value of transaction (VND)
1	Saigon - Hanoi Commercial Joint Stock Bank	Affiliated persons of BOD's member Le Dang Khoa (SHB Deputy CEO) since Mar 22, 2013 and of BOD's Chairman Do Quang Vinh (SHB Vice Chairman cum Deputy CEO) since Apr 27, 2022.	04/04/2024 to 02/10/2024	SHS BOD's Decision No. 24-2023 dated 23/10/2023 (Total limit: VND 1,800 billion)	SHS borrows capital within the limit at SHB - Dong Do Branch (SHB Dong Do) Credit loan at SHB Dong Do: VND 445,000,000,000
2			05/04/2024 to 03/10/2024		Repayment of loan at SHB Dong Do: VND 45,193,068,493
3			22/05/2024 to 17/12/2024	SHS BOD's Decision No. 26-2023 dated 02/11/2023 (Total limit: VND 800 billion)	SHS borrows capital within the overdraft limit at SHB - Dong Do Branch (SHB Dong Do). Credit loan at SHB Dong Do: VND 823,958,550,000
4			20/06/2024		Repayment of loan at SHB Dong Do: VND 824,144,803,460
5			To be continued implemented in 2024	SHS BOD's Decision No. 23-2023/QĐ-HĐQT dated 04/10/2023	The plan to sign a cooperation agreement between SHS and SHB for the provision of data to SHB; Total transaction value: VND 0.
6			26/12/2024	SHS BOD's Decision No. 28-2023/QĐ-HĐQT dated 25/12/2023	SHS provides bond consulting services to SHB; Total transaction value 2024: VND 700,000,000
7			6/6/2024	SHS BOD's Decision No. 30-2024/QĐ-HĐQT dated 05/06/2024	SHS provides SHB with services related to public bond offerings; Total transaction value: VND 300,000,000
8			2/7/2024	SHS BOD's Decision No. 37-2024/QĐ-HĐQT 01/7/2024	SHS BOD approves the plan for SHS to provide SHB with consulting services related to private bond offerings; Total transaction value: VND 670,000,000
9	Saigon - Hanoi Commercial Joint Stock Bank	Affiliated persons of BOD's member Le Dang Khoa (SHB Deputy CEO) since Mar 22, 2013 and of BOD's Chairman Do Quang Vinh (SHB Vice Chairman cum Deputy CEO) since Apr 27, 2022.	15/10/2024	SHS BOD's Decision No. 55 - 2024/QĐ-HĐQT dated 15/10/2024	SHS BOD approves the collaboration with SHB to provide services for customers to borrow money for purchasing stocks and advance funds for selling stocks. Outstanding balance disbursed by SHB for SHS's customers to cover stock purchase shortfalls as of 31/12/2024 is VND 35,694,925,520
10			9/1/2024	SHS BOD's Decision No. 24-2019/QĐ-HĐQT 26/07/2019	Government bond transactions (SHB and SHS secondary trading): VND 1,203,663,950,000 (Total value of bonds traded) Transaction fee: VND 0

No.	Name of organization/individual	Relationship with the Company	Time of transaction with the Company (dd/mm/yyyy)	Resolution No. or Decision No. approved by GMS/BOD (if any, specifying date of issue (dd/mm/yyyy))	Content, quantity, total value of transaction (VND)
11	Saigon - Hanoi Commercial Joint Stock Bank	Affiliated persons of BOD's member Le Dang Khoa (SHB Deputy CEO) since Mar 22, 2013 and of BOD's Chairman Do Quang Vinh (SHB Vice Chairman cum Deputy CEO) since Apr 27, 2022	June, July, September, October 2024	SHS BOD's Decision No. 24-2019/QĐ-HĐQT 26/07/2019	Transaction of Deposit Certificates at SHB (Issued by SHB to SHS): VND 12,500,000,000,000 (Total value of bonds traded) Net transaction fee earned: VND 15,340,909,091
12			In 2024		4 transactions of signing deposit contracts and settling deposit contracts with SHB have a total transaction value of over VND 200.6 billion 1. SHS signs a deposit contract at SHB: VND 50,000,000,000 2. Closing a deposit contract at SHB: VND 50,428,493,151 3. SHS signs a deposit contract at SHB: VND 50,000,000,000 4. Closing a deposit contract at SHB: VND 50,174,109,589
13	Mr. Do Vinh Quang	Mr. Do Vinh Quang is the younger brother (a related person) of SHS BOD's Chairman - SHS insider Do Quang Vinh, and he is also the Vice Chairman - Deputy CEO of T&T Corporation (related person of a major shareholder)	12/12/2024	SHS BOD's Decision No. 64-2024/QĐ-HĐQT dated 12/12/2024	SHS enters into and executes contracts and transactions related to renting the headquarters for the company with Mr. Do Vinh Quang - Related Party of SHS's BOD Temporary advance: VND 20,000,000,000
14	Saigon - Hanoi Commercial Joint Stock Bank	Related entities: Mr. Do Quang Hien (until April 26, 2022); Mr. Do Quang Vinh (from April 27, 2022); Mr. Le Dang Khoa (from March 22, 2013.); Mr. Luu Danh Duc from April 27, 2022.	In 2022	SHS Decisions No. 08-2021/QĐ-HĐQT- 03/06/2021; No. 29-2021/QĐ-HĐQT- 23/11/2021; No. 34-2021/QĐ-HĐQT - 16/12/2021; No. 19-2022/QĐ-HĐQT - 20/04/2022	Loan and debt repayment transactions with SHB (related party) according to the audited 2022 Financial Statement: Total value of transactions: VND 12,499,980,000,000 (1) Total SHS loan received: VND 5,381,490,000,000. (2) Total SHS loan repayment: VND 7,118,490,000,000.

Hanoi, March 20, 2025

REPORT ON THE ACTIVITIES OF THE INDEPENDENT BOARD MEMBERS IN THE AUDIT COMMITTEE IN 2024

To: THE GENERAL MEETING OF SHAREHOLDERS

The Audit Committee and independent member of the Board of Directors within the Audit Committee report on their activities in 2024 and the objectives in 2025 to the General Meeting of Shareholders (“GMS”) as follows:

I. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee

According to Resolution No.01-2024/NQ-ĐHĐCĐ on May 15, 2024, the GMS approved the change in the organizational structure model, with the Audit Committee (“AC”) under the Board of Directors (“BoD”).

On June 6, 2024, the BoD appointed 02 members of the AC. In 2024, remuneration of members of the Audit Committee are as follows:

No.	Name	Title	Date of appointment	Remuneration (including remuneration for BoD member, AC member and personal income tax) (VND)
1	Nguyen Dieu Trinh (Mrs.)	Independent BoD's member ; Chairwoman of the AC	June 06, 2024	1,624,444,448
2	Le Dang Khoa (Mr.)	Non – executive BoD's member; AC member		886,666,667

II. Meetings, Conclusion and Recommendation of the Audit Committee

In 2024, the Audit Committee held two in-person meetings, with full attendance from all members. Meeting No. 01, as recorded in Minutes No. 01-2024/BBH-UBKT dated September 25, 2024, focused on the AC's activity plan. Meeting No. 02, as recorded in Minutes No. 02-2024/BBH-UBKT dated December 27, 2024, was centered on summarizing the activities of 2024 and setting directions for the 2025 plan. The voting rate for both meetings was 100% .

III. Inspection and supervision results

Established in the second half of 2024, the Audit Committee has effectively fulfilled its role and performed all functions in accordance with its Operating Regulations. Specifically:

1. Supervision results on financial statements

- Based on the list of auditing firms approved by the GMS, the Audit Committee recommended the BoD selecting AASC Auditing Firm Co., Ltd. to audit the Company's financial statements. The Board also monitored AASC to ensure the audit was conducted in accordance with the agreed scope, methodology, and timeline specified in the audit contract;
- Financial statements review results: a thorough review was conducted, and no material misstatements were identified in accounting transactions. The 2024 financial statements were prepared and presented fairly, in compliance with auditing standards and current legal regulations (*detailed assessment results are presented in Appendix 01 of this report*).

2. Supervision results on business operations

Under the guidance and close supervision of the BoD, the Company exceeded the business targets approved by the GMS for 2024, achieving 108.3% of the revenue plan and 119.7% of the profit target. Throughout its operations, the Company continuously sought and implemented solutions to enhance efficiency and promptly comply with regulatory and corporate governance requirements.

3. Supervision results on financial position

The Company consistently ensured compliance with financial safety ratios as required by law. In 2024, the financial safety ratio reached **717.4%**.

4. Supervision results on transactions with related parties

In 2024, the Company had no subsidiary nor affiliate in which SHS held control more than 50% charter capital, meaning no transactions occurred with such entities. The Company sought and obtained approval from the 2024 Annual GMS for transactions with related parties and adhered to all legal requirements when executing these transactions.

5. Supervision results on internal control and risk management system

The Company has reviewed, updated, and fully implemented internal control and risk management procedures in compliance with legal regulations and corporate governance principles. These documents have been communicated to all employees to ensure understanding and execution. Control activities are conducted at all levels per regulations and are periodically evaluated by the competent authority.

6. Supervision results on the BoD

- The BoD held regular meetings to assess and update the Company's business and financial position. Additionally, the BoD convened meetings on specific topics as needed. All meetings were duly convened and conducted in accordance with the

Company's Charter, with discussions and voting carried out in compliance with legal regulations and the BoD's authority ;

- Through these meetings, the BoD formulated strategic business and governance directions and made key decisions to achieve the objectives set forth in the 2024 Annual GMS Resolutions;
- BoD members attended all meetings, fulfilled their assigned responsibilities, and contributed to the Company's strategic development through active participation and voting;
- The BoD consistently supervised and directed the CEO and other executives to perform their assigned duties, provided strategic guidance, approved matters within its authority, and reported to the GMS per the Company Charter and legal regulations.

7. Supervision results on the CEO and other executives

- In 2024, there were personnel changes within the Board of Management as follows:

No.	Name	Title	Date of appointment	Date of dismissal
1	Nguyen Chi Thanh (Mr.)	CEO	Mar 25, 2024	Incumbent
2	Vu Duc Tien (Mr.)	CEO	Sep15, 2014	Mar 25, 2024
3	Tran Sy Tien (Mr.)	Deputy CEO	Apr16, 2014	Dec 27, 2024
4	Tran Thi Thu Thanh (Mrs)	Deputy CEO	Aug 01, 2018	Apr 01, 2024

- CEO and other executives have performed their duties within their authority, functions, and responsibilities with the highest level of dedication and effort. This has helped the Company not only achieve but also exceed its 2024 business targets as set out in the GMS Resolutions;
- During the management process, the CEO has fully and promptly reported, actively coordinated, and sought approval from the BoD/Chairman of the BoD in compliance with reporting regulations and delegated authority to execute assigned tasks as per the Resolutions and decisions of the GMS and the BoD;
- In 2024, the CEO focused on internal control and risk management, particularly in investment, brokerage, and financial services, to minimize risks for the Company.
- In 2024, the activities of the CEO and other executives complied with Company regulations. The AC found no irregularities in SHS' governance or management by the Board of Management and other executives.

8. Evaluation of coordination between the AC and the BoD, CEO, and Shareholders

- In 2024, the AC requested the CEO to provide necessary documents for supervision, conducted multiple direct discussions with the CEO and Company management, and received full cooperation. This facilitated the Audit Committee's work and enabled appropriate recommendations for the BoD's directives and decisions. The Audit

Committee maintained close coordination with the BoD, CEO, and employees, ensuring smooth execution of inspection and oversight tasks;

- Audit Committee members attended all BoD meetings and regularly engaged in direct discussions with other BoD members and the Chairman regarding Company operations, supervision results, and necessary recommendations (if any) within the scope of their responsibilities to the BoD;
- Throughout the year, the AC did not receive any proposals or complaints from shareholders.

IV. The Audit Committee's 2025 directions and tasks

Based on the BoD's strategic direction, as approved by the GMS, the Audit Committee sets forth the following objectives and plans:

- Direct the Internal Audit Department to monitor the independence and objectivity of the external auditor and promptly address any issues arising during the audit process.
- Review the 2024 audited financial statements and the 2025 semi-annual reviewed financial statements;
- Advise and recommend the selection of an independent auditing firm to ensure transparency and accountability;
- Develop and coordinate with BoD Committees/Departments to oversee the Company's operations, financial status, and legal compliance;
- Provide recommendations to the BoD on risk policies and appetite, monitor implementation, and propose adjustments if necessary;
- Supervise SHS transactions with related parties and ensure timely disclosure of information to protect shareholders' rights and interests;
- Maintain close collaboration with the BoD, Board of Management, executives and relevant departments;
- Participate in training programs to enhance professional expertise and attend relevant industry conferences and seminars related to corporate oversight;
- Perform other tasks that arise based on the Company's actual operations within the Audit Committee's and Independent BoD Members' authority and responsibilities.

This report presents the 2024 activities of the Independent BoD Members within the Audit Committee and the Audit Committee's 2025 plans. We respectfully submit it to the General Meeting of Shareholders for consideration and approval.

Best regards!

**FOR AND ON BEHALF OF THE
AUDIT COMMITTEE
CHAIRWOMAN**



NGUYEN DIEU TRINH

APPENDIX NO.01

The Internal Audit Department has conducted an assessment of the 2024 financial statements and the prudential ratio statement while concurrently reviewing the Company's audited financial statements, which were audited by AASC Auditing Firm Co., Ltd.

The Audit Committee concurs with AASC's figures and confirms that the financial statements fairly and accurately reflect, in all material respects, the Company's financial position as of December 31, 2024, the business performance, and the cash flow statement for the period from January 1, 2024 to December 31, 2024. The prudential ratio statement as of December 31, 2024 is in compliance with Vietnamese Accounting Standards (VAS), the applicable accounting regulations, and relevant legal provisions.

Based on this, the Audit Committee respectfully requests the GMS to approve the 2024 audited financial statements, which were audited by AASC Auditing Firm Co., Ltd. (Audit Report No. 030325.021/BCTC.KT2), with the key figures as follows:

BALANCE SHEET

As at December 31, 2024 (Condensed format)

Unit: VND

No.	Item	12/31/2024	12/31/2023	Variance 2024/2023	% 2024/2023
I	Total assets	14,027,689,764,553	11,457,207,540,011	2,570,482,224,542	122.4
1	Cash and cash equivalent	680,759,314,148	851,889,363,555	(171,130,049,407)	79.9
2	Financial assets at fair value through profit or loss (FVTPL)	8,144,359,839,930	5,032,173,035,088	3,112,186,804,842	161.9
3	Held-to-maturity investments (HTM)				
4	Loan receivables	4,186,915,656,373	3,835,138,903,480	351,776,752,893	109.2
5	Available-for-sale financial assets (AFS)	612,635,941,500	660,595,904,800	(47,959,963,300)	92.7
6	Receivables	275,448,793,675	103,125,243,995	172,323,549,680	267.1
7	Advances to suppliers	1,242,070,000	1,750,718,531	(508,648,531)	71.0
8	Receivables from services rendered	498,761,210,182	1,378,240,211,577	(879,479,001,395)	36.2
9	Other receivables	-	45,006,580,297	(45,006,580,297)	0.0
10	Provision for impairment of receivables	(506,988,446,900)	(530,005,389,746)	23,016,942,846	95.7
11	Other short-term assets	41,938,740,314	7,520,460,402	34,418,279,912	557.7
12	Fixed assets	29,871,928,911	10,087,224,075	19,784,704,836	296.1
13	Construction in progress	2,679,303,760	10,660,476,000	(7,981,172,240)	25.1
14	Other long-term assets	60,065,412,660	51,024,807,957	9,040,604,703	117.7
II	Total Equity &	14,027,689,764,553	11,457,207,540,011	2,570,482,224,542	122.4

No.	Item	12/31/2024	12/31/2023	Variance 2024/2023	% 2024/2023
	Liabilities				
1	Short-term debt	2,725,781,171,831	1,120,505,210,757	1,605,275,961,074	243.3
2	Long-term debt	90,743,382,337	73,191,584,636	17,551,797,701	124.0
3	Equity	11,211,165,210,385	10,263,510,744,618	947,654,465,767	109.2

2024 INCOME STATEMENT

Unit: VND

No.	Item	2024	2023	Variance 2024/2023	2024/2023 (%)
1	Operating income	1,991,305,549,188	1,460,069,441,257	531,236,107,931	136.4
2	Operating expenses	566,042,768,853	606,441,083,579	(40,398,314,726)	93.3
3	Financial income	3,600,855,932	4,715,313,949	(1,114,458,017)	76.4
4	Financial expenses	63,188,301,632	58,742,468,822	4,445,832,810	107.6
5	General and administrative expenses	129,127,044,887	115,526,401,141	13,600,643,746	111.8
6	Operating profit	1,236,548,289,748	684,074,801,664	552,473,488,084	180.8
7	Other income	2,742,462,207	98,697,011	2,643,765,196	2,778.7
8	Total profit before tax	1,239,290,751,955	684,173,498,675	555,117,253,280	181.1
9	Corporate income tax	223,676,322,888	124,880,101,105	98,796,221,783	179.1
10	Profit after tax	1,015,614,429,067	559,293,397,570	456,321,031,497	181.6
11	Earnings per share	1,249	688	561	181.5

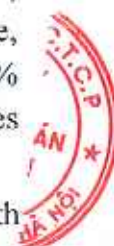
FINANCIAL INDICATORS ACHIEVED BY THE COMPANY (Compared to the Business Plan as per 2024 AGM Resolution)

No.	Item	Unit	2023 actual	2024 plan	2024 actual	% plan	2024/2023 (%)
1	Total revenue	VND	1,464,883,477,740	1,844,700,000,000	1,997,648,879,426	108.3	136.4
2	Total expenses	VND	780,709,979,065	809,400,000,000	758,358,127,471	93.7	97.1
3	Profit before tax	VND	684,074,801,664	1,035,300,000,000	1,239,290,751,955	119.7	181.2
4	Profit after tax	VND	559,293,397,570		1,015,614,429,067		181.6
5	Profit after tax /revenue (ROS)	%	38.2		50.8		133.2

No.	Item	Unit	2023 actual	2024 plan	2024 actual	% plan	2024/2023 (%)
6	Profit after tax /Total assets (ROA)	%	4.9		7.2		148.4
7	Profit after tax /Equity (ROE)	%	5.5		9.1		166.2
8	EPS	VND	688		1,249		181.5

In general:

- Total Revenue:** In 2024, total revenue of the company reached VND 1,997.6 billion, equivalent to 108.3% of the 2024 business plan and 136.4% compared to 2023. The total revenue surpassed the initial target set at the beginning of the year and showed growth over 2023.
- Total Expenses:** The total expenses for 2024 amounted to VND 758.4 billion, representing 93.7% of the 2024 plan and 97.1% compared to 2023. The total expenses incurred in 2024 remained within the planned budget and were lower than those of 2023.
- Profit:** In 2024, the company's pre-tax profit reached VND 1,239.3 billion, equivalent to 119.7% of the 2024 plan and 181.2% compared to 2023. Meanwhile, the post-tax profit for 2024 stood at VND 1,015.6 billion, equivalent to 181.6% compared to 2023. This increase was driven by rising revenue while expenses decreased.
- Financial Safety Ratio:** The company consistently maintained compliance with financial safety regulations. In 2024, the financial safety ratio reached 717.4%.





**SAIGON – HANOI SECURITIES JOINT STOCK
COMPANY**

Headquarters: Floor 1-5, Unimex Building, 41 Ngo Quyen
Street, Hoan Kiem District, Hanoi

Tel: 024.3.8181.888 Fax: 024.3.8181.688

Website: www.shs.com.vn

BUSINESS PERFORMANCE IN 2024
AND
BUSINESS PLAN FOR 2025

Hanoi
March 2025

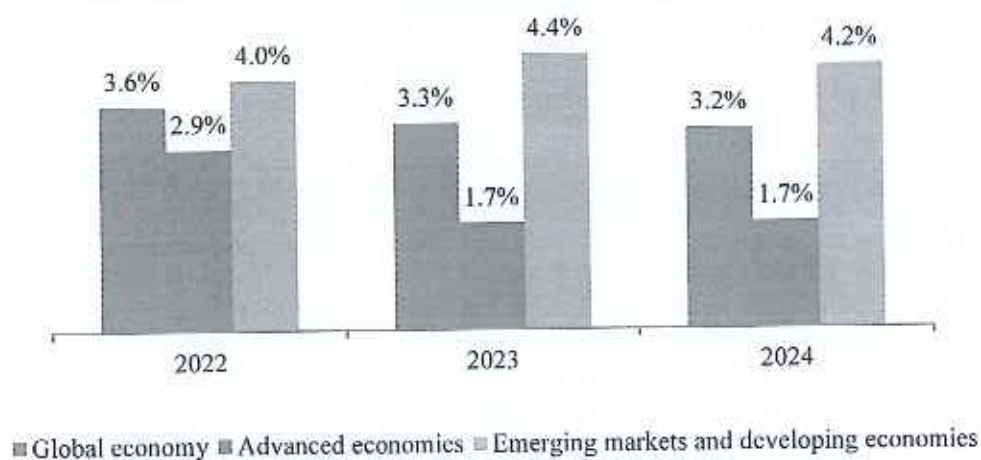


PART 1: REPORT ON BUSINESS PERFORMANCE IN 2024

I. OVERVIEW OF THE BUSINESS ENVIRONMENT IN 2024

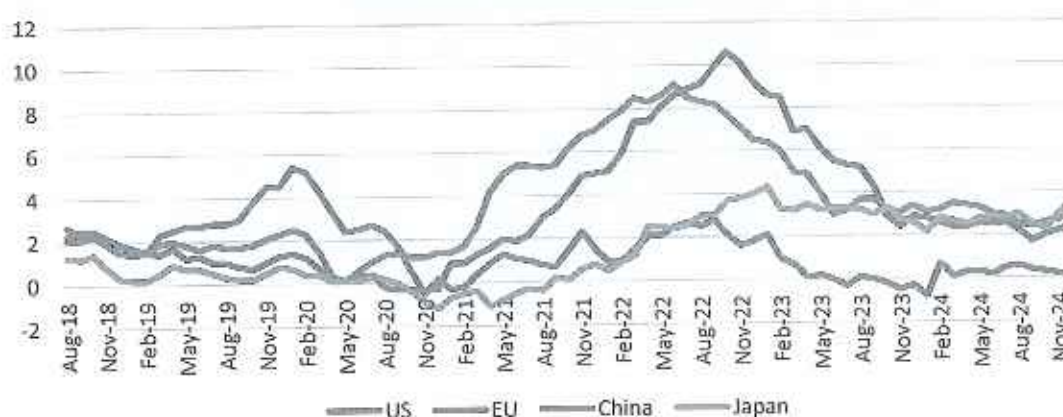
- **Rising geopolitical tension:** Tensions in the Middle East have intensified and expanded in 2024 as the Israel– Hamas war has drawn in more parties, together with the collapse of the Syrian government after a long period in power has further destabilized the region. Meanwhile, the Russia–Ukraine conflict has entered its third year with no signs of ending.
- **Uneven global economic growth:** According to the IMF, global GDP is projected to grow by 3.2% in 2024, which is 0.1% lower than in 2023 but slightly higher than the early-year forecast of 3.1%. Contrary to many concerns, the U.S economy has maintained solid growth at 2.8%, slightly down from 2.9% in 2023. China has managed to slow its economic downturn thanks to aggressive stimulus measures, with growth reaching 4.8%, surpassing the initial forecast of 4.6%. Meanwhile, the Eurozone remains stagnant, with its leading economy, Germany, experiencing negative growth for the second consecutive year. Japan, despite achieving positive growth (0.1%), saw a slowdown compared to 2023 and lower than expectations.

GDP Growth



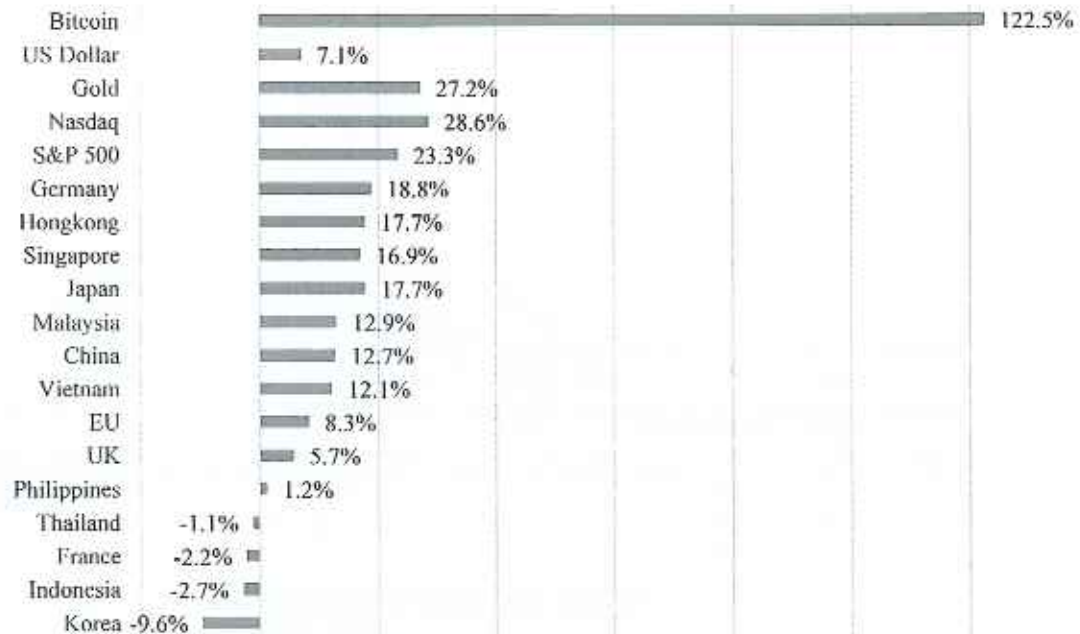
- **Cooling inflation:** Global price have clearly declined, approaching central banks' target levels, creating favorable conditions for interest rate cuts and supporting economic growth. In 2024, the European Central Bank (ECB) has implemented four rate cuts totaling -1.35%, while the U.S. Federal Reserve (FED) has made three rate cuts, reducing rates by -1%.

Inflation in major economies (%)

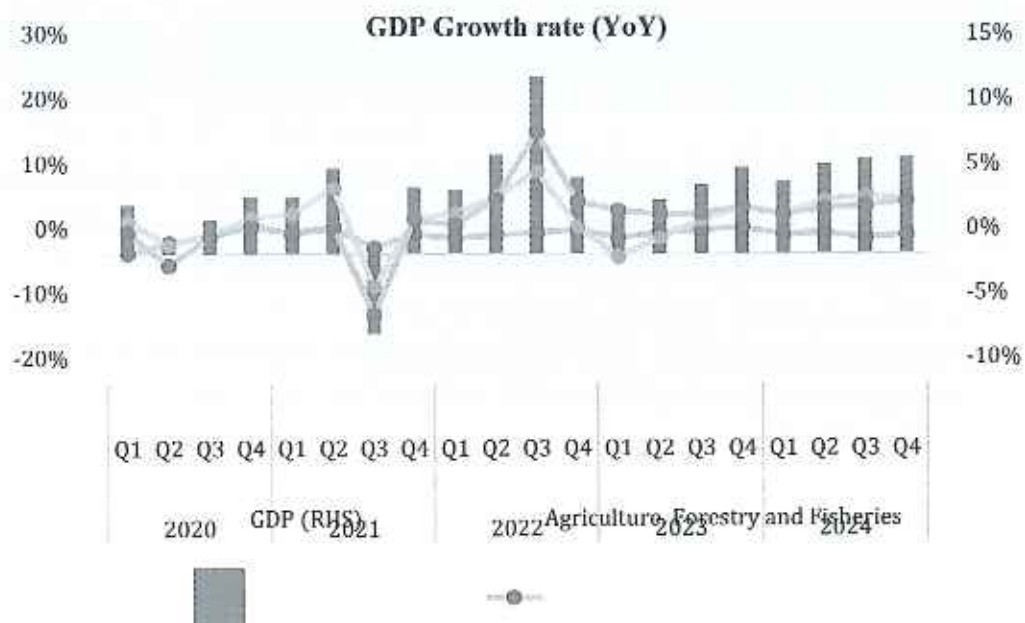


- **Global financial markets in 2024:** Stock indices in many countries, especially in the U.S., have surged, driven by positive economic growth, lower interest rates, and a tech stock boom. Meanwhile, geopolitical tensions, declining interest rates, and diversification in reserves have contributed to the rise in gold and cryptocurrencies. Gold, in particular, has set over 30 new record highs throughout the year.

Stock indices, forex, gold, crypto in 2024

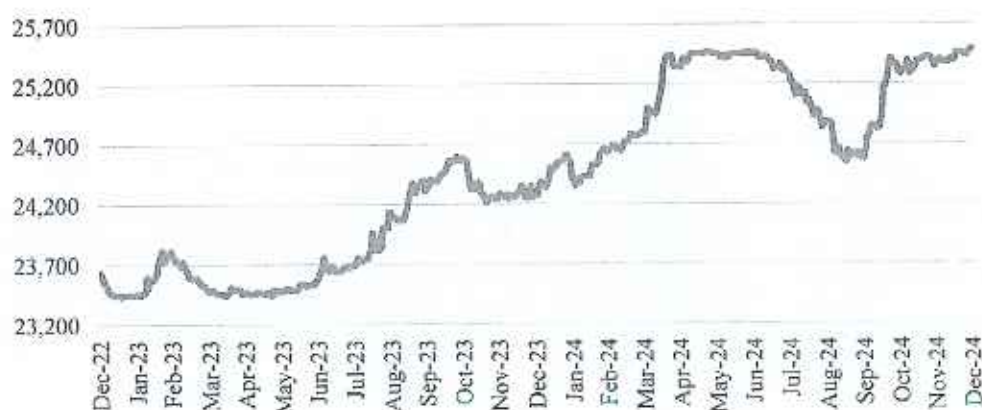


- **Vietnam's strong economic recovery:** Despite the impact of typhoon Yagi, Vietnam's economy experienced strong growth in the second half of the year, leading to an annual GDP growth of 7.09% in 2024. The industrial and construction sectors expanded by 8.24%, the highest since 2020. Disbursed FDI reached approximately \$25.35 billion, marking a 9.36% increase compared to the previous year. Inflation remained under control, with the average CPI rising by 3.63%, staying within the <4% target set by the National Assembly. Exports hit a new record, with domestic enterprises showing a remarkable 19.8% growth in export turnover, outpacing FDI enterprises, which grew by 12.3%.



- **Slow public investment disbursement, volatile gold prices, and rising exchange rates.** By the end of 2024, public investment disbursement was estimated at 72.9% of the annual plan, slightly lower than the 73.34% in 2023. Amid global gold price fluctuations, domestic gold prices surged by 13.8% in 2024, with SJC gold surpassing 90 million VND/tael at times. The widening price gap prompted the State Bank of Vietnam (SBV) to intervene by auctioning gold, stabilizing prices through four state-owned commercial banks, and inspecting gold trading activities. Additionally, the exchange rate faced unfavorable movements, with the VND depreciating by 5% against the USD, reaching a record 25,485 VND/USD despite SBV's intervention.

USD/VND exchange rate



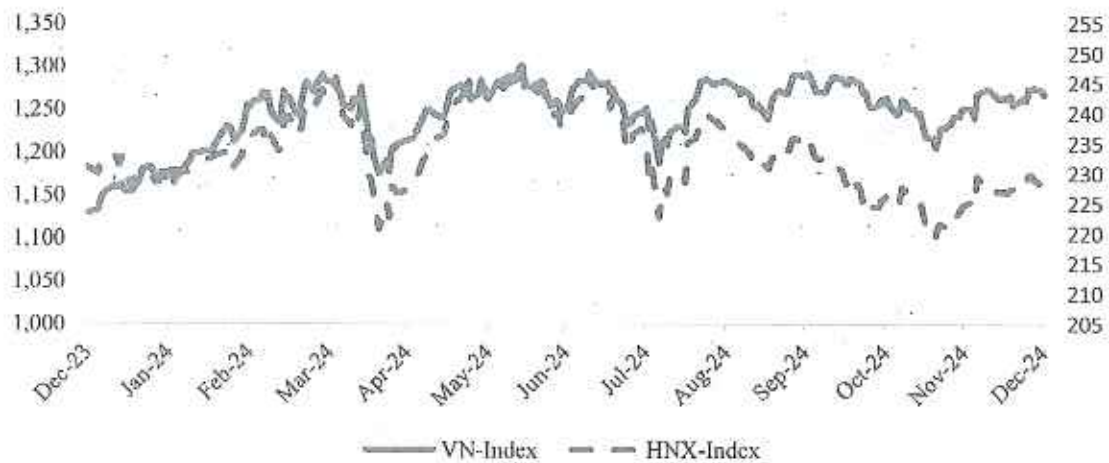
Major economic indicators 2024

Indicator	2019	2020	2021	2022	2023	2024
GDP Growth rate (%)	7.02	2.91	2.58	8.02	5.05	7.09
Average CPI (%)	2.79	3.23	1.84	3.15	3.25	3.63
Credit growth rate (%)	13.6	12.13	12.97	14.5	13.7	15.08
Central bank exchange rate (USD/VND)	23,155	23,131	23,145	23,612	23,866	24,335
Foreign exchange reserve (USD Bill.)	80	92	105	84	100	
Surplus/Deficit State Budget as per GDP (%)	2.62	-1.99	-3.76	2.34	-0.14	1.8

Source: GSO, WB, HSBC, SBV, SHS Research

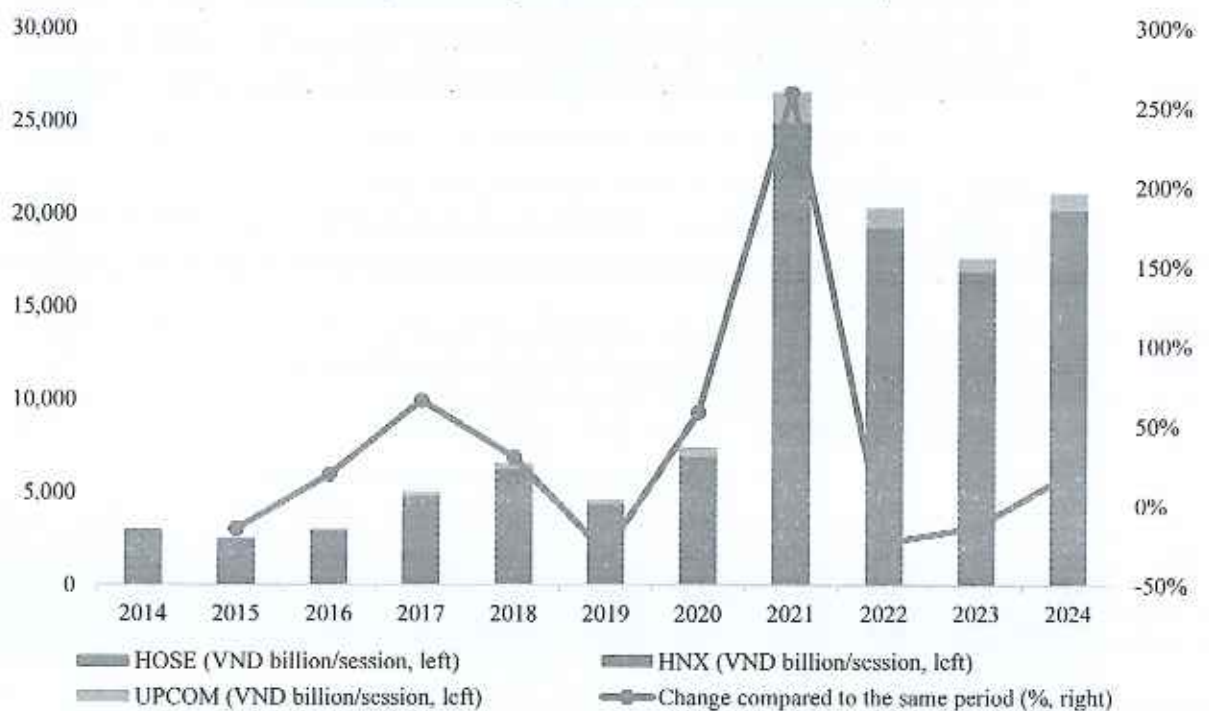
- **Vietnam Stock Market accumulated in 2024.** After a sharp correction and recovery at the end of 2023, the market rose in Q1 before entering a wide consolidation range between 1,166 and 1,306. By the end of 2024, the VN-Index had gained 12.1% compared to the end of 2023, closing at 1,266.78. HNX-Index closed at 227.43, down 1.6% and Upcom-Index ended at 95.06, up 9.2%. VN-30 outperformed the VN-Index with an 18.9% gain, led by strong performances from key stocks such as GVR (+43.2%), FPT (+82.5%), TCB (+55%) MWG (+42.5%).

Vietnam Stock Indices in 2024



- Total market average trading value in 2024 was VND 20,985 bill per session, +19% YoY.

Average Trading Volume (VND billion/session)



- The anticipated KRX trading system implementation in 2024 did not materialize, causing Vietnam to miss the opportunity to upgrade its stock market to FTSE's Secondary Emerging Market category. Despite the Ministry of Finance issuing Circular 68, effective November 2, 2024, to address regulatory obstacles related to Prefunding requirements for foreign institutional investors, the market upgrade was not achieved. Amid global capital flow shifts and unfavorable exchange rate fluctuations, foreign investor sentiment remained negative. Net foreign outflows hit a record high of VND 92,565 billion, four times the net outflows in 2023.



- The listing market remained lackluster in 2024, with only three new companies listing on HOSE and two on HNX throughout the year. The privatization and divestment of state-owned enterprises (SOEs) also progressed slowly with only five State divestment, totaling VND 145 billion and three parent corporate divestment totaling VND 40.9 billion.
- Corporate bond market in 2024. According to VMBA, the total value of corporate bonds issued in 2024 reached VND 443.5 trillion, marking a 30.8% increase compared to 2023 of which VND 410.5 trillion (+38.3%) was private placement and VND 32.9 trillion (-11%) was public issuance. Early bond redemptions was nearly VND 200 trillion (-20% YoY).

II. EVALUATION OF BUSINESS OPERATION IN 2024

1. General Assessment

Business Performance in 2024

Unit: VND Billion

No.	Indicator	2024 Plan	2024 Actual	% Actual Vs Plan
I	Total Revenue	1,844.7	1,997.6	108.3%
II	Total Expense	809.4	758.3	93.7%
III	Pre-tax Profit	1,035.3	1,239.3	119.7%

Comparison of 2024 Business Results with 2023

Unit: VND Billion

No.	Indicator	2024	2023	2024/ 2023
1	Total Assets	14,027.7	11,457.2	122.4%
2	Total Equity	11,211.2	10,263.5	109.2%
3	Operating Income	1,991.3	1,460	136.4%
	Securities Trading & Investment	1,194.7	618.4	193.2%

No.	Indicator	2024	2023	2024/ 2023
	<i>Interest Income from Loans & Receivables</i>	497.7	547.1	91.0%
	<i>Brokerage Fees Income</i>	237.9	222.4	107.0%
	<i>Underwriting income and placing fee income</i>	8.7	37.7	23.1%
	<i>Investment Consultancy Service Income</i>	10.5	2.2	477.3%
	<i>Securities Custody Income</i>	13.5	15.5	87.1%
	<i>Financial Consultancy Service Income</i>	25.5	16.3	156.4%
	<i>Other Operating Income</i>	2.5	0.4	625.0%
4	Operating Expense	566.0	606.4	93.3%
5	Total Financial Income	3.6	4.7	76.6%
6	Total Financial Expenses	63.2	58.7	107.7%
7	General and Administrative Expenses	129.1	115.5	111.8%
8	Operating Result	1,236.6	684.1	180.8%
9	Net Other Income	2.7	0.1	2700.0%
10	Net Accounting profit before tax	1,239.3	684.2	181.1%
11	Net Profit after tax	1,015.6	559.3	181.6%

- In 2024, SHS recorded total revenue of VND 1,997.6 billion, achieving 108.3% of the annual target. The Company's total expenses was VND 758.3 billion, corresponding to 93.7% of the plan, including VND 629.3 billion of operating expense and VND 129.1 billion of General and Administrative expense. Net profit before tax (PBT) reached VND 1,239.3 billion, achieving 119.7% of the plan.
- The brokerage fee and custody income was VND 251.4 billion, accounting for 12.6% of total revenue. Interest income from loans and receivables was VND 497.7 billion, representing for 25% total revenue. Investment income reached VND 1,194.7 billion, contributing 60% of total revenue. Financial Advisory and Underwriting Income recorded VND 34.2 billion, making of 1.7% total revenue. Investment Consultancy Service and other income recorded VND 13.1 billion, comprising of 0.7% total revenue.
- Compared to the objectives and strategic direction set at the beginning of the year, the Company has achieved the following results:
 - ✓ Profit before tax achieved 119.7% of the target set by the General Meeting of Shareholders;
 - ✓ Bond trading activities maintained positive results. SHS' market share in government bond brokerage remained among the top groups with over 10% market share on HNX in 2024;
 - ✓ Enhanced solutions to improve customer experience across services by streamlining procedures, increasing automation features on trading platforms, and launching new products such as T-Plus and SHI69;

- ✓ IT infrastructure continued to be strengthened, enhancing security measures to ensure a stable and secure operational system. The company successfully completed testing of the core trading system, making it ready to meet the requirements of the KRX project by HOSE. Additionally, several technology projects are being implemented to support future business development, internal management, and improve operational efficiency;
- ✓ Successfully completed the development of the new Brand Identity System, which was launched on the company's anniversary on November 15, 2024;
- ✓ The company achieved the Top 10 Corporate Governance Report 2024 in the large-cap group; received the Best Workplace in Asia 2024 and Most Caring Company awards from HR Asia; was honored with the Outstanding Financial Brokerage Service in Vietnam 2024 award by the Vietnam Wealth Advisor Summit; and received a Certificate of Merit from the Chairman of the Hanoi People's Committee for outstanding achievements in connecting SMEs in Hanoi.

2. Evaluation of SHS Business Activities

2.1. Proprietary Investment

- In 2024, thanks to a strategic approach in allocating investment capital into fundamentally strong stocks with growth potential, maintaining a sound financial position, and seizing market opportunities to realize profits from securities that reached expected returns, the company's investment activities recorded VND 1,194.7 billion in revenue, achieving 127% of the target and marking a 93.2% increase compared to 2023;
- The investment portfolio was diversified to mitigate risks, including not only stocks but also bonds and money market instruments. All bonds invested by SHS were thoroughly evaluated based on business performance, financial capacity, and debt repayment ability. Bank bonds accounted for 81%, while corporate bonds made up 19% of the total bond portfolio;
- Investment management adhered strictly to established procedures and investment steps, with standardized documentation and reporting. The investment process and data technology systems were improved to ensure efficiency and completion of tasks;
- The company proactively and regularly updated and monitored business activities of the enterprises within its investment portfolio.

2.2. Brokerage and Financial Services

- In 2024, competition among securities companies remained intense as many firms reduced financial service interest rates along with zero brokerage fees. The company's Brokerage Services revenue (including custody services) reached VND 251.4 billion, marking a 5.7% increase compared to 2023.
- Financial service activities recorded VND 497.7 billion, a 9%-decrease compared to 2023.
- Total revenue from brokerage and financial service activities amounted to VND 749.1 billion (-4.6% YoY).
- In 2024, the company implemented various initiatives to enhance service quality and improve customer experience across its products and services. This was achieved through technological advancements, the addition of useful features on trading platforms, and the automation of certain operational processes to increase convenience while maintaining robust risk management in brokerage and financial services. Additionally, the company

launched new products such as T-Plus and SH69, offering attractive incentives on both fees and lending interest rates.

2.3. Investment Banking

- While the bond market showed a more positive trend in 2024 than in 2023, listing, issuance, divestment, and privatization activities remained subdued, negatively impacting SHS's advisory services. As a result, revenue from financial advisory, underwriting, and issuance agency services stood at VND 34.2 billion, a 36.7% decline compared to 2023.
- SHS continued to provide bond issuance advisory services for commercial banks and enterprises, with the total par value increasing by 50% compared to 2023. Additionally, the company advised on bond registration, depository services at VSDC, and listing or registration for trading on HNX.
- In listing advisory activities, SHS successfully advised the IPO and listing of one out of three new stocks on HOSE (Ticker: RYG). By the end of 2024, the company had signed advisory contracts with several corporations, with the execution and revenue recognition scheduled for 2025.
- Furthermore, SHS advanced its advisory services in the DB Insurance acquisition of stakes in Vietnam Aviation Insurance Corporation (VNI) and Saigon – Hanoi Insurance Corporation (BIII), with a total transaction value of VND 2,900 billion.
- SHS maintained a strong network of advisory clients, including major corporations, financial institutions, and commercial banks.
- Beyond traditional advisory services, SHS continued research into issuing bonds backed by international credit guarantee organizations and green bonds. The company also actively facilitated connections between buyers and sellers to develop future M&A advisory services.

2.4. Treasury Management

- In 2024, the company effectively balanced capital resources, ensuring strong liquidity to meet business demands and provide financial services to clients. All bank credit loans were unsecured, and SHS expanded credit relationships with Vietcombank, Techcombank, Vietbank, and ACB.
- Capital management was structured scientifically and efficiently, with a focus on governance, leading to high capital utilization efficiency and contributing to the company's overall financial performance.

2.5. Other activities

- Throughout 2024, SHS ensured the stable and secure operation of both securities and derivatives core trading systems, aligning with upcoming software upgrades required by HSX, HNX, and VSD. The company also completed order management system (OMS) project to provide direct order placement for institutional clients.
- As of the end of 2024, SHS had 312 employees, including 299 full-time staff and 13 on probation.
- Labor relations, including planning, appointments, dismissals, and disciplinary actions, were well-managed. Employee benefits such as salaries and social insurance were implemented effectively, with no disputes or grievances reported. Employees with outstanding contributions received timely recognition and rewards.

- In 2024, SIIS strengthened risk control measures for high-risk operations, ensuring strict adherence to internal policies and regulations. Any discrepancies were promptly identified and rectified. Regular audits were conducted across departments and branches to maintain compliance and operational efficiency.
- The company also ensured timely and comprehensive reporting and information disclosure in compliance with all regulatory requirements.

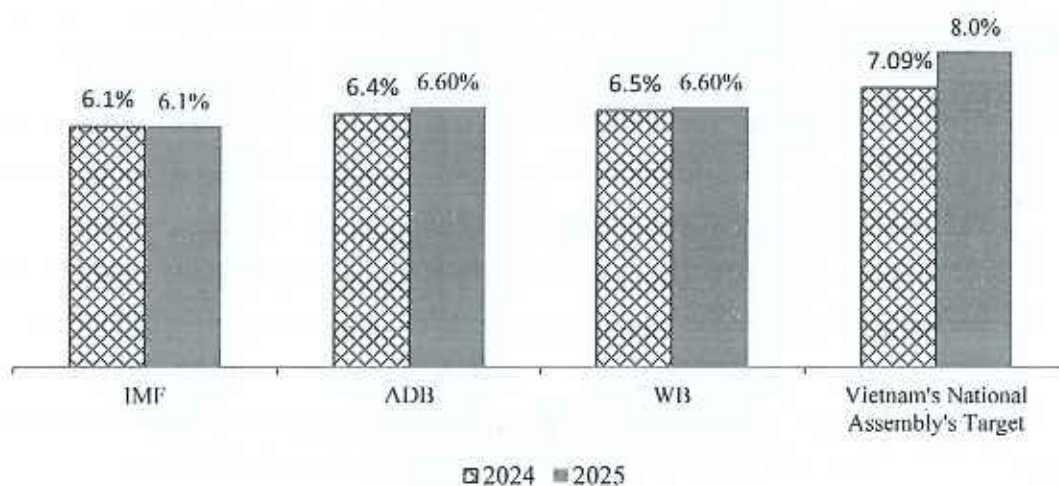
PART TWO: BUSINESS OPERATION PLAN FOR 2025

I. GENERAL ASSESSMENT FOR 2025

1. Outlook for 2025

- **Modest global economic growth with uncertainties.** Most international organizations are not overly optimistic about global GDP growth in 2025, forecasting a growth rate similar to or slightly higher than in 2024. However, the level of uncertainty surrounding the outlook have increased with US newly elected president Donald Trump. The U.S. administration's policy of raising tariffs on imported goods is expected to drive up domestic prices, making the Federal Reserve (FED) more hesitant in its interest rate decisions, which could negatively impact the country's economic growth outlook. At the same time, these tariff increases also triggered retaliatory tariff responses from major trade partners, especially China, raising the risk of a renewed trade war similar to 2018. These factors are likely to influence global growth, the prices of various commodities, policy shifts, and capital flows across international markets.
- **Vietnam's economic outlook remains positive.** The key growth drivers in 2025 will be increased public investment, a recovery in domestic demand, and the continued expansion of the manufacturing sector reaping the benefit of the ongoing global supply chain diversification trend. The government set a record-high public investment target of 791 trillion VND (+44% YoY) in 2025, the final year of Vietnam's 2021-2025 mid-term plan. Additionally, credit growth is expected to be around 16% to support investment activities. However, Vietnam faces several risks, including: 1/ Weaker-than-expected global economic growth, which could impact Vietnam's exports and industrial output; 2/ Potential tariff increases on Vietnamese exports, as Vietnam ranks among the top countries with a trade surplus with the U.S; 3/ Slower-than-expected interest rate cuts in the U.S, which could put continued pressure on Vietnam's exchange rate.

Vietnam GDP Outlook



2. Business Plan in 2025

The stock market outlook in 2025 is positive but still with high volatility, the SHS Executive Board proposes the following business plan for 2025 as follow:

Market Assumptions

	2024	2025F
VN-Index	1,266.78	1,394 – 1,420
Average Trading Value per Session (VND billion)	20,985	23,100 – 25,200

Business Plan 2025

Unit: VND Billion

No.	Indicator	2024 Actual	2025 Plan	% 2025 Plan/2024 Actual
I	Total Revenue	1,997.6	2,519.8	126.1%
II	Total Expense	758.3	919.2	121.2%
III	Pre-tax Profit	1,239.3	1,600.6	129.2%

3. Objectives for Departments

Department	Objectives for 2025
Management Organization	<ul style="list-style-type: none"> ▪ Complete the new organizational model based on market best practices while maximizing the effectiveness of governance tools and refining the functions and responsibilities of departments under the new structure; ▪ Enhance recruitment efforts and develop HR policies to retain and attract high-quality talent; ▪ Strengthen training programs to equip employees with the necessary skills to meet job requirements; ▪ Foster a dynamic, modern, and well-equipped working environment that encourages creativity and innovation among employees; ▪ Successfully complete the relocation of headquarters to a new location.
Account Management	<ul style="list-style-type: none"> ▪ In 2025, SHS will undergo a major transformation, shifting from a traditional transaction service model to a professional account management platform that meets international standards. This new approach will offer a diverse range of services, tailored specifically for high-net-worth client segments; ▪ The company is also laying a solid foundation to expand its account management offerings to all investors by 2026. SHS' diverse and flexible products will be designed to cater to various investment appetites and needs, leveraging quantitative investment strategies to serve a wide range of clients.

Department	Objectives for 2025
Information Technology (IT)	<ul style="list-style-type: none"> ▪ Ensure secure and stable system operations, fully prepared for the KRX system Go-Live in alignment with regulatory timelines; ▪ Upgrade software and enhance IT infrastructure to immediately support the company's various business segments; ▪ Develop and implement a technology governance model capable of meeting both immediate and long-term business demands.
Investment Advisory	<ul style="list-style-type: none"> ▪ Establish a high-quality investment advisory system to deliver long-term value for clients utilizing SIIS's brokerage and investment advisory services; ▪ Develop the most optimal electronic trading system via web trading and app trading, integrating features tailored for both self-directed investors and those requiring expert advisory support during transactions.
Financial Services	<ul style="list-style-type: none"> ▪ Maintain product stability while diversifying service delivery methods; ▪ Develop new, flexible, and competitive products aligned with market trends; ▪ Strengthen risk management activities to enhance capital efficiency; ▪ Ensure strict compliance with legal regulations and the Company's Charter.
Treasury	<ul style="list-style-type: none"> ▪ Ensure liquidity throughout the Company; ▪ Ensure safety and maximize the efficiency of capital utilization; ▪ Meet the maximum capital needs of business units; ▪ Expand credit relationships with large and reputable financial institutions; ▪ Successfully complete the charter capital increase.
Proprietary Investment	<ul style="list-style-type: none"> ▪ Building an efficient investment portfolio, managing it flexibly in line with market conditions; ▪ Continue to identify value investment opportunities that align with SHS's capabilities.
Investment Banking	<ul style="list-style-type: none"> ▪ Identify clients in high-growth sectors with strong medium and long-term potential. Establish a network of key partners, including major investors and domestic and international investment funds, to support M&A and IPO advisory services; ▪ Focus on providing green bond, sustainable development bond, and social bond issuance advisory for institutional clients; ▪ Develop specialized advisory processes tailored to the evolving market landscape. Strengthen training programs to enhance advisory quality.
Financial Product Business	<ul style="list-style-type: none"> ▪ Continue to develop financial products, expand distribution channels; ▪ Diversify customer base; ▪ Utilize fixed-income product trading opportunities.

Department	Objectives for 2025
Research	<ul style="list-style-type: none"> ▪ The company will provide professional and effective analytical products to assist clients in making independent investment decisions, while also supporting investment advisors in offering tailored recommendations to clients with advisory needs; ▪ SHS will develop comprehensive analysis reports on asset management and allocation, tailored to the Vietnamese investment environment. These reports will serve as valuable references, helping clients make informed decisions on asset allocation and selection for optimal investment outcomes.

4. Action Plan

4.1. Investment Advisory and Financial Services

- Implement competitive and appropriate policies to attract high-quality Investment Advisory (IA) personnel, enhancing motivation and improving efficiency. Strengthen training programs to elevate customer advisory services to a more professional level.
- Expand and strengthen the existing network, especially in Ho Chi Minh City, while developing a client base in other potential localities.
- Apply digital solutions to improve customer service capabilities and reduce operational errors.
- Maintain stable funding sources for clients while continuously enhancing service quality. Develop new products catering to different customer segments with flexible and competitive conditions. Standardize internal procedures and simplify product-related processes. Prepare all necessary conditions for the issuance of Covered Warrants when market conditions are favorable.
- Continue upgrading IT infrastructure to enhance the stability of trading systems and introduce advanced features on SIIWeb and Mobile Trading platforms.

4.2. Proprietary Investment

- Leverage opportunities in the listed market with a cautious approach, prioritizing capital preservation. Enhance the application of digital solutions to identify opportunities, provide early warnings, and mitigate risks.
- Seek value investment opportunities through M&A, Private Equity (PE), strategic shareholder participation, and bidding for SOEs undergoing IPOs or state divestment. Focus on investing in leading enterprises within high-potential sectors for mid-to-long-term growth.
- Continue enhancing workforce quality by strengthening training in investment-related areas such as technical analysis, due diligence, real estate valuation, corporate accounting and auditing, and derivatives trading.

4.3. Investment Banking

- For the bond segment, maintain relationships with existing clients (financial institutions, banks, credit organizations, and enterprises with regular bond issuance needs) while actively seeking new clients to provide services.
- Diversify the client base across various high-potential industries and expand relationships with foreign institutional investors and credit rating agencies. Develop new advisory

products, such as bond agency services, international green bonds, and social bonds.

- Strengthen traditional advisory services such as equitization, divestment, share offerings, listings, issuance, and underwriting, focusing on SOEs and well-established private enterprises.
- Enhance Corporate Access (CA) activities to offer in-depth consulting on restructuring, capital raising, and M&A transactions.
- Expand other advisory services, including shareholder meeting organization, stock valuation consulting, and investor relations advisory. While providing advisory services, identify businesses with stable core industries, feasible business strategies, and sustainable cash flows to propose M&A opportunities.
- Establish CA and Investor Relations (IR) teams to strengthen relationships with clients, businesses, partners, and investors, supporting investment banking services.
- Recruit and train high-quality personnel to meet the demands of specialized financial services.
- Focus on expanding and intensifying efforts to attract clients in Ho Chi Minh City and Da Nang.

4.4. Fixed-Income Products Business

- Maintain relationships with existing clients while expanding the client network to include banks and asset management companies for opening trading accounts at SHS.
- Continue seeking investment opportunities in the bond market.
- Review and refine operational processes, updating and supplementing reports, templates, proposals, and databases.
- Develop and implement software systems to enhance operational efficiency.
- Strengthen training programs to ensure streamlined, dynamic, and professional execution of financial operations.

4.5. Treasury Management and Business Operations

- Expand credit relationships with multiple commercial banks and develop capital mobilization plans if necessary to ensure sufficient funding for business operations.
- Implement SHS's charter capital increase to strengthen the company's financial capacity.
- Closely monitor market developments, forecast scenarios, and proactively manage capital to ensure company-wide liquidity safety.
- Implement risk management measures to enhance capital efficiency and maintain an optimal capital structure.
- Research and develop new financial products for investors in compliance with legal regulations, the State Securities Commission (SSC) guidelines, and the company's charter.

4.6. Other Activities

- Continue ensuring the stable operation of systems, meeting the KRX system operation requirements as per regulatory agencies' plans, while maintaining security and safety.
- Complete IT projects to enhance the customer experience on existing trading platforms (MTS, WTS), build a robust infrastructure for new products and services, and strengthen customer management, internal governance, and working efficiency.

- Optimize the company's organizational structure towards a modern, lean, efficient, and professional model, aligned with SHS's development strategy and market position.
- Improve corporate governance by implementing the BSC-KPI system (Balanced Scorecard – Key Performance Indicators) to enhance strategic and performance management across departments and individuals, ensuring sustainable growth.
- Strengthen quantitative and qualitative aspects of market analysis, aiming to establish SHS as a hub for timely information processing, training, and advisory services for both internal operations and client needs.
- Expand recruitment efforts to support the company's development, including hiring mid- and senior-level leadership to boost operational effectiveness.
- Enhance employees' knowledge and skills through internal and external training programs, with specialized management training for mid-level leaders.
- Relocate the headquarters, upgrade branch facilities to support growth, improve SHS's brand image, and create a modern working environment for employees.
- Launch brand promotion and marketing campaigns across multiple platforms to attract new clients, increase brand recognition, drive product and service adoption, and implement customer care and appreciation programs.
- Strengthen risk management to meet corporate governance requirements and State Securities Commission (SSC) regulations.
- Regularly monitor contracts, agreements, and legal documents to ensure compliance with the law, maintain accurate reporting, and fulfill regulatory disclosure obligations.

This concludes the Report on the business performance in 2024 and the Business Plan for 2025 of Saigon - Hanoi Securities Joint Stock Company.

Submitted for consideration by the General Meeting of Shareholders.

Sincerely yours!

Hanoi, Nov 20, 2025

ON BEHALF OF SAIGON-HANOI SECURITIES J.S.C

CHIEF EXECUTIVE OFFICER



NGUYỄN CHI THANH

No: 01-2025/TTr-ĐHĐCĐ

Hanoi, March 20, 2025

PROPOSAL

(Re: Approval of the Audited Financial Statements for the FY 2024)

To: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, along with its amendments, supplements, and implementing guidelines;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019, along with its amendments, supplements, and implementing guidelines;
- The current Charter of Saigon - Hanoi Securities Joint Stock Company;
- The FY 2024 Financial Statements audited by AASC Auditing Firm Company Limited.

The Board of Directors hereby submits to the General Meeting of Shareholders for approval the **FY 2024 Financial Statements of Saigon - Hanoi Securities Joint Stock Company audited by AASC Auditing Firm Company Limited.**

The FY 2024 Audited Financial Statements have been disclosed in accordance with the relevant regulations. The details are as follows:

- Independent Auditor's Report;
- Statement of Financial Position;
- Off-Balance Sheet items;
- Income Statement;
- Cash Flow Statement;
- Notes to the Financial Statements.

The Board of Directors hereby submits to the General Meeting of Shareholders for approval.

Best regards,

Recipients:

- As above;
- For disclosure: Stock Exchanges,
State Securities Commission;
- For filing: Archives, BOD's Office.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



ĐO QUANG VINH

Hanoi, March 30, 2025

No: 02-2025/TTr-ĐHĐCĐ

PROPOSAL

(Re: 2024 fund allocation and profit distribution plan)

To: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, along with its amendments, supplements, and implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, along with its amendments, supplements, and implementing guidelines;*
- *The current Charter of Saigon - Hanoi Securities Joint Stock Company;*
- *The Company's 2024 business results in The FY 2024 Financial Statements audited by AASC Auditing Firm Company Limited,*

The Board of Directors hereby submit to the General Meeting of Shareholders for approval the 2024 fund allocation and profit distribution plan as follows:

No	Item	Amount (VND)
1	Profit after tax in 2024: $(1)=(1.1)+(1.2)$ 1.1. Realised profit after tax: 1.2. Unrealised profit after tax:	1,015,614,429,067 945,407,238,265 70,207,190,802
2	Fund allocation in 2024: $(2)=(2.1)+(2.2)$ 2.1. Bonus fund: 2.2. Welfare fund:	40,000,000,000 10,000,000,000 30,000,000,000
3	Undistributed and realized profit remaining in 2024 after the fund allocation: $(3)=(1.1)-(2)$	905,407,238,265
4	Cash dividend Rate: 10% per share (01 share will receive VND 1,000)	813,156,748,000
5	Undistributed retained earnings in 2024 $(5)=(1)-(2)-(4)$	162,457,681,067

The General Meeting of Shareholders assigns/authorizes the Board of Directors to: Decide on the timing of the cash dividend distribution, issue relevant documents, and carry out administrative and legal procedures to ensure compliance with legal regulations.

Best regards!

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- As above;
- For disclosure: Stock Exchanges,
State Securities Commission;
- For filing: Archives, BOD's Office.



DO QUANG VINH

No.: 03-2025/ITr-DHDCB

Hanoi, March 20, 2025

PROPOSAL

(Re: Approval the 2025 Business Plan)

To: GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, along with its amendments, supplements, and implementing guidelines;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019, along with its amendments, supplements, and implementing guidelines;
- The current Charter of Saigon - Hanoi Securities Joint Stock Company,

The Board of Directors would like to propose General Meeting of Shareholders to approve the 2025 Business Plan with the following key contents:

Unit: VND billion

Items	2024 Actual	2025 Plan	% 2025 Plan /2024 Actual
Total Revenue	1,997.6	2,519.8	126.1%
Total Expenses	758.3	919.2	121.2%
Total Income Before Tax	1,239.3	1,600.6	129.2%

(Details in the report of Chief Executive Officer on the 2024 business result and 2025 business plan).

Respectfully submits to the General Meeting of Shareholders for review and approval.

Best regards,

Recipients:

- As above;
- For disclosure: Stock Exchanges, State Securities Commission;
- For filing: Archives, BOD's Office

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



ĐO QUANG VINH

Hanoi, March 20, 2025

PROPOSAL

*(Re: Increase of Charter Capital through Shares Issuance under
the Employee Stock Ownership Plan for SHS employees)*

To: THE GENERAL MEETING OF SHAREHOLDERS**Pursuant to:**

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, along with its amendments, supplements, and implementing guidelines;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019, along with its amendments, supplements, and implementing guidelines;
- The current Charter of Saigon - Hanoi Securities Joint Stock Company ("the Company"/"SHS"),

The Board of Directors ("BOD") hereby submits to the General Meeting of Shareholders ("GMS") for approval the plan of shares issuance under the Employee Stock Ownership Plan (ESOP 2025) with detailed information appended hereto.

**I. RATIONALE OF THE ISSUANCE**

The issuance of shares under the ESOP program holds significant importance as it acknowledges the contributions of employees at all levels within the Company while also aiming to recognize the elite and key talents of the Company. A skilled and committed workforce is a driving force in achieving the Company's goals and development strategies for the future.

II. ISSUANCE PLAN (ESOP 2025)

1. Name of share:	Shares of Saigon - Hanoi Securities Joint Stock Company
2. Type of share:	Common share
3. Currency:	Vietnamese Dong (VND)
4. Number of Shares planned to be issued:	5,000,000 (Five million) shares.
5. Par value:	VND 10,000/share
6. Total par value of issuance:	VND 50,000,000,000 (Fifty billion dong).
7. Eligible Participants:	Employees of the Company Criteria, list of eligible employees, and principles for determining and allocating shares: The GMS authorizes the BOD to approve these specifics after the GMS has approved

	the overall ESOP share issuance plan.
8. Issuance Method:	Issuance of shares under the Employee Stock Ownership Plan for employees of the Company.
9. Principle for Determining the Offering Price	In alignment with the Company's development strategy and to incentivize employees while boosting their motivation and performance, the BOD proposes an offering price of VND 10,000 per share for Company employees.
10. Transfer of rights:	The right to purchase ESOP shares cannot be transferred to other parties.
11. Solution for Odd Shares and Unsubscribed Shares after Issuance (if any)	+ Odd shares: The GMS authorizes the BOD to handle after the allocation process. + Unsubscribed shares: In the event that, upon completion of the offering, any shares remain unsubscribed by employees on the approved allocation list (if any), the GMS authorizes the BOD to redistributing the remaining shares to employees within the Company to ensure the full issuance as intended.
12. Use of Proceeds Plan:	Upon completion of the issuance, the additional charter capital are expected to be used to supplement the Company's working capital.
13. Expected Time of Issuance:	In 2025 and/or after SHS completes reporting the share issuance under the ESOP program to the State Securities Commission (SSC).
14. Expected Completion Date:	Expected within 2025 or upon completion of all legal procedures as required by law.
15. Related Restrictions:	The issued shares will be restricted from transfer for 01 (one) year from the end date of issuance.
16. Additional Registration and Listing	The newly issued shares will be registered for centralized custody at the Vietnam Securities Depository and Clearing Center (VSDC) and registered for additional listing on the Hanoi Stock Exchange. The GMS authorizes the BOD to deciding on the registration and listing of these additional shares in accordance with legal requirements.

III. THE BOD HEREBY PROPOSES THE GMS FOR CONSIDERATION AND APPROVAL THE CONTENTS AS FOLLOWS:

- 3.1. Approve the plan to increase charter capital as outlined above;
- 3.2. Approve the updates to the charter capital in the Enterprise Registration Certificate and the Establishment and Operation License, as well as for the amendments to the provisions related to charter capital and shares in the Company Charter, following the completion of the share issuance. These updates will be formally reported to the GMS

at the nearest meeting;

3.3. The GMS assigns and authorizes the BOD to decide and implement the following tasks:

- Approve the selection criteria and the list of eligible employees in the ESOP 2025 program, principles of determining the number of shares to be distributed to each eligible employee, and the implementation schedule.
- Decide and carry out all related necessary tasks and procedures in order to complete the share issuance to increase SHS charter capital;
- Decide on amendments, supplements, or adjustments to the ESOP share issuance plan approved by the GMS; Prepare, revise, and provide explanations for all documents and procedures related to the issuance as required by competent authorities (if applicable), to ensure the effective implementation of the issuance plan in accordance with SIIS' business needs, legal regulations, the Company Charter, and shareholders' interests.
- Decide on the detailed plan for using the capital in accordance with the purpose approved by the GMS above. Allocate the proceeds from the offering to specific business activities or adjust the intended use of the proceeds to align with actual circumstances. Any adjustments to the capital utilization plan will be reported and updated at the nearest meeting of shareholders;
- Determine the record date and schedule for the issuance of shares to increase charter capital, as well as the timing for listing and registering the additional shares for custody;
- Decide on the handling of unsubscribed shares (if any);
- Proactively carry out necessary legal procedures after the completion of the capital increase, including amendments to the Enterprise Registration Certificate, Establishment and Operation License, provisions related to charter capital and shares in the Company Charter following the issuance as well as other legal documents as required by laws;
- Decide on a plan to ensure the share issuance complies with regulations on foreign ownership ratios.
- Decide on and carry out any additional tasks (if arise) to ensure the successful completion of the issuance.

The Board of Directors hereby submits to the GMS for approval.

Best regards,

Recipients:

- As above;
- For disclosure: Stock Exchanges,
- State Securities Commission;
- For filing: Archives, BOD's Office..

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



ĐO QUANG VINH

No: 05-2025/TTr-ĐHĐCĐ

Hanoi, March 20, 2025

PROPOSAL

*(Re: Selection of an independent auditing firm for the FY2025
of Saigon – Hanoi Securities Joint Stock Company)*

To: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, along with its amendments, supplements, and implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, along with its amendments, supplements, and implementing guidelines;*
- *The current Charter of Saigon - Hanoi Securities Joint Stock Company ("the Company"/"SHS");*

According to the functions and duties of the Board of Directors ("BOD") as stipulated by law and the Company's Charter,

Based on the recommendation of the Audit Committee, the Board of Directors submits to the General Meeting of Shareholders ("GMS") the **Plan for selecting an independent auditing firm** to audit and review the Financial Statements and the Financial Safety Ratio Report for the FY 2025, as well as other reports required by law or State Management Agency ("SMA") to be audited or reviewed to support the Company's operations in accordance with legal regulations and the SHS Charter. The detailed are as follows:

I. Criteria for Selecting an Independent Auditing Firm:

- Must be an auditing company approved by the State Securities Commission to audit public interest entities in the securities sector in 2025;
- Must have a team of auditors with high qualifications and extensive experience;
- Must have a reputable track record in audit quality;
- Must meet SHS' requirements regarding the scope and timeline of the audit;
- Must offer reasonable audit fees that align with the quality of the audit.

II. Proposed List for Selection:

Based on the criteria outlined in Section I, the BOD proposes the following list of independent auditing firms:

1. AASC Auditing Firm Company Limited
2. A&C Auditing and Consulting Company Limited
3. Vietnam Auditing and Valuation Company Limited (AVA)

III. Proposals for Approval by the GMS:

1. Approve the list of independent auditing firms mentioned above;
2. Authorize the BOD, on behalf of the Company, to select one of the three firms listed above to conduct audits and reviews the Financial Statements and the Financial Safety Ratio Report for the FY 2025, as well as other reports required by law or SMA to be audited or reviewed to support SHS' operations.
3. Contingency plan in case the above auditing firms are unable to perform the audit work as required by law, the SMA, or if SHS fails to reach an agreement on signing the audit contract:

To ensure that independent auditing activities at SIIS are conducted without interruption, the GMS is requested to approve the following:

- 3.1. Authorize the BOD to select an alternative independent auditing firm based on the recommendation of the Audit Committee to conduct audits and reviews the Financial Statements and the Financial Safety Ratio Report for the FY 2025, as well as other reports required by law or SMA to be audited or reviewed to support SHS' operations in accordance with legal regulations.
- 3.2. The auditing firm selected by the BOD must meet the criteria outlined in Section I of this Proposal.
- 3.3. The BOD shall be responsible for reporting to the GMS at the nearest meeting regarding the implementation of the above authorization (*if applicable*).

The Board of Directors hereby submits to the GMS for approval.

Best regards,

Recipients:

- As above;
- For disclosure: Stock Exchanges, State Securities Commission;
- For filing: Archives, BOD's Office..

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



ĐO QUANG VINH

No.: 06-2025/TTr-DHĐCĐ

Hanoi, March 20, 2025

PROPOSAL

*(Re: Approval of the Policy for Signing and Executing
Contracts, Agreements, and Transactions with Related Parties)*

To: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, along with its amendments, supplements, and implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, along with its amendments, supplements, and implementing guidelines;*
- *The current Charter of Saigon - Hanoi Securities Joint Stock Company ("the Company"/"SHS"),*

To ensure compliance with legal regulations and adhere to the guidance of State Management Agencies regarding information transparency and the enhancement of the Company's governance, The Board of Directors ("BOD") hereby reports and submits to the General Meeting of Shareholders ("GMS") for consideration and approval the following matters:

1. Approval of contracts and transactions with a value equal to or exceeding 35% (or such other ratio as stipulated by applicable laws at the relevant time) or those that result in the aggregate value of contracts and transactions arising within 12 months from the date of the first contract or transaction reaching 35% or more (or such other ratio as stipulated by applicable laws at the relevant time) of the Company's Charter Capital, as recorded in the most recent audited financial statements, as well as other contracts and transactions falling under the approval authority of the GMS involving related parties, as detailed below:
 - a. **Entities entering into and executing contracts and transactions with the Company include:**
 - (i) Individuals and organizations classified as "Related Parties" or "Related Persons" under the Law on Accounting, Vietnamese Accounting Standards, Law on Securities, Law on Enterprises and guidance documents for implementation of laws in effect at the time of signing and executing the contracts, agreements, or transactions.
 - (ii) Individuals and organizations classified as "Related Parties" or "Related Persons" (under the Law on Accounting, Vietnamese Accounting Standards, Law on Securities, Law on Enterprises and guidance documents for implementation of laws in effect at the time of signing and executing the contracts, agreements, or

transactions) of the entities listed in item (i) above.

- b. **The main contents of the contracts and transactions include:** service provision, securities trading, borrowing, lending, guarantee, business cooperation, purchase, sale, use, supply, rental, leasing and other transactions for the Company's business activities.
 - c. **The specific value of each contract and transaction:** to be determined at each specific time and activity, while ensuring the Company's interests and compliance with applicable laws and the Company's internal regulations.
 - d. **Signing and Executing:** The contracts and transactions shall be signed and executed prior to and during the period from the date this Proposal is approved by the General Meeting of Shareholders (GMS) until the next annual meeting of the GMS.
 - e. **Principles for executing contracts and transactions:** The terms and conditions of the contracts must not contravene the Company's current regulations and applicable laws, shall be implemented in accordance with the Company's standard templates at the relevant time or as approved by the competent authority, while ensuring the Company's interests.
2. Delegation and authorization to the BOD to decide on specific contracts and transactions and to implement them in accordance with the Company's actual circumstances, the Company Charter, and relevant internal regulations. The BOD shall be responsible for reporting the implementation of this delegated authority at the Company's next annual GMS.
 3. Depending on the significance and suitability to actual circumstances, the BOD is permitted to delegate/authorize the General Director or other senior management within the Company to partially or fully undertake the related tasks and disclose information, on the principle of complying with the Resolutions/Decisions of the GMS/BOD, the Charter, the Company's internal regulations, and applicable laws, ensuring the highest benefits for the Company and its Shareholders.

The Board of Directors hereby submits to the General Meeting of Shareholders for approval.

Best regards,

Recipients:

- As above;
- For disclosure: Stock Exchanges, State Securities Commission;
- For filing: Archives, BOD's Office.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



DO QUANG VINH

No.: 07-2025/TTr-ĐHĐCĐ

Hanoi, March 20, 2025

PROPOSAL

(Re: The budget, total remuneration, bonuses, allowances and other benefits for the Board of Directors in the fiscal year 2025)

To: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, along with its amendments, supplements, and implementing guidelines;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019, along with its amendments, supplements, and implementing guidelines;
- The current Charter of Saigon - Hanoi Securities Joint Stock Company ("the Company"/"SHS"),

1. Report on the use of the budget, total remuneration, bonuses, allowances and other benefits for the Board of Directors and the Supervisory Board in the fiscal year 2024:

The Board of Directors ("BOD") of the Company reports to the General Meeting of Shareholders ("GMS") on the use of the budget, total remuneration, bonuses, allowances and other benefits in the fiscal year 2024 for the BOD and the Supervisory Board ("SB") of SHS as follows:

Regarding the number of personnel and payment timeline:

- From January 01, 2024 to May 15, 2024: The Company paid remuneration to 08 individuals, including 05 (five) BOD's members and 03 (three) SB's members (including the full-time Head of the SB).
- From May 15, 2024: The Company paid remuneration to 05 (five) BOD's members only.

(For the reason that the Company changed its management organizational structure, eliminating the SB. The Company's management structure consists of only 05 (five) members of the BOD and the Audit Committee under the BOD.

- The budget, total remuneration, bonuses, allowances and other benefits for the BOD and SB in the year 2024 were approved by the GMS: A maximum of 1.5% of the after-tax profit in 2024 (not less than VND 4.57 billion).

- SIIS paid to the BOD in 2024: VND 7,625,126,265

- SHS paid to the SB in 2024: VND 718,397,908

- Total amount that SHS paid to the BOD and the SB in 2024: VND 8,343,524,173

2. **The plan of budget, total remuneration, bonuses, allowances and other benefits for the BOD in the fiscal year 2025:**

- *Based on the structure of the BOD for the 2022-2027 term and the new management model approved by the GMS at the 2024 annual meeting;*
- *Based on the Company's 2025 Business plan;*
- *Based on the requirements for governance and supervision of business activities in 2025,*

The BOD would like to propose GMS to approve:

The budget, total remuneration, bonuses, allowances and other benefits for the BOD (excluding units and departments under the BOD) in the fiscal year 2025 shall be: a **maximum of 01% of the after-tax profit of Saigon - Hanoi Securities JSC and not exceed VND 10 billion**. The specific allocation for each member will be assigned to SHS Chairman to decide in accordance with the Company's 2025 business result.

Respectfully submits to the GMS for review and approval.

Best regards,

Recipients:

- *As above;*
- *For disclosure: Stock Exchanges, State Securities Commission;*
- *For filing: Archives, BOD's Office*

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



DO QUANG VINH

No: 08-2025/TTr-ĐHĐCĐ

Hanoi, March 20, 2025

PROPOSAL

*(Re: Amendments to the Charter and Internal Regulations under the Authority of the
General Meeting of Shareholders)*

To: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, along with its amendments, supplements, and implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, along with its amendments, supplements, and implementing guidelines;*
- *The Circular 116/2020/TT-BTC guiding corporate governance applicable to public companies in Decree 155/2020/ND-CP guiding the Law on Securities,*

In 2024, pursuant to Resolution No. 01-2024/NQ-ĐHĐCĐ dated May 15, 2024, of the General Meeting of Shareholders (GMS) of Saigon - Hanoi Securities Joint Stock Company ("Company"/"SHS") at the 2024 Annual Meeting and Decision No. 31-2024/QĐ-HĐQT dated June 6, 2024, of the Board of Directors (BOD), the Company has conducted one (01) amendment to the following documents under the approval authority of the GMS:

1. The Company Charter.
2. The Regulations on the Organization and Operation of the Company's Board of Directors.
3. The Internal Regulations on Corporate Governance.

The above documents have been effective since June 6, 2024, and are the sole versions, which have been fully disclosed in accordance with legal requirements.

In fulfilling the responsibilities entrusted by the GMS, the Board of Directors, its sub-committees, the BOD Office, and the Legal & Risk Management Department have continued to review, draft, develop, and finalize the Draft Charter and the Company's internal regulations under the GMS's approval authority.

In comparison with the newly issued provisions of applicable laws and their implementing guidelines, it is necessary to amend and supplement certain clauses in SHS Charter under the GMS's approval authority and the regulations, with the following objectives:

- To ensure compliance with legal provisions and the actual operations of the enterprise;



- To protect the rights and interests of Shareholders, the Company, Investors, and the Company's Partners;
- To enhance the Company's accountability, strengthening transparency, legal compliance, financial safety, and risk management across all governance, management, and operational activities;
- To establish a comprehensive Charter and internal regulation system for SHS that adheres to legal standards, ensures consistent content, aligns with operational realities, creates a legal framework for stable, sustainable, and transparent development, and meets the integration and development requirements of SIIS within the financial system and stock market.

On that basis, the Board of Directors hereby submits the following recommendations to the General Meeting of Shareholders for consideration and approval:

1. Approval of the following documents to replace the corresponding existing versions:

- a. The Draft Charter of Saigon - Hanoi Securities Joint Stock Company and the Table outlining key contents amended, supplemented, and proposed for amendment and supplementation in the Charter (attached Appendix);
- b. The Draft Regulations on the Organization and Operation of the Company's Board of Directors (attached Appendix);
- c. The Draft Internal Regulations on Corporate Governance (attached Appendix);
- d. Draft Regulation on the Organization of the Online General Meeting of Shareholders and Electronic Voting (attached Appendix).

The Appendixes of the draft documents mentioned above has been and are being published on the Company's website (<https://dhcd.shs.com.vn>) and included in the GMS Documentation.

2. Ratification of the delegation and authorization to the Board of Directors to undertake the following tasks:

- To draft, update, revise, and amend the content of related provisions, adjust the order of Articles/Clauses/Items, clarify necessary contents, etc., in the Charter, Internal Regulations on Corporate Governance, Regulations on the Organization and Operation of the BOD, Regulations on Organizing the Online General Meeting of Shareholders and Electronic voting, and other relevant existing internal documents of the Company if deemed necessary, to support the Company's operations in line with the policies approved by the GMS and/or in cases where adjustments are mandatorily required due to changes, amendments, or replacements in legal regulations and/or guidelines and provisions of State Authorities.
- To issue entirely the Charter, Internal Regulations on Corporate Governance, Internal Governance Regulations, Regulations on the Organization and Operation of the BOD, Regulations on Organizing the Online General Meeting of Shareholders and Electronic voting, and other related internal documents (if any) after revising and

amending their contents. The entire documents will be disclosed, reported to all shareholders, investors, and state management agencies in accordance with legal regulations.

- The drafting, updating, revising, amending, and issuance of the aforementioned documents must be conducted in compliance with legal regulations and the Company's internal provisions.

The Board of Directors hereby submits the Proposal to the General Meeting of Shareholders for approval.

Best regards,

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



DO QUANG VINH

To:

- As above;
- Stock Exchange, SSC for disclosure;
- General Office, BOD Office for archiving.



No.: 09-2025/TTr-DHĐCĐ

Hanoi, March 20, 2025

PROPOSAL

(Re: Implementation of Issuance, Offering, Listing of Secured Covered Warrants)

To: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementing guidelines;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementing guidelines;
- The current Charter of Saigon – Hanoi Securities Joint Stock Company ("the Company"/"SHS"),

The General Meeting of Shareholders ("GMS") of the Company, at its Annual General Meetings in 2023 and 2024, unanimously approved matters related to the Company's issuance, offering, and listing of secured covered warrants.

In accordance with the policy approved by the GMS, the Company has developed internal procedures related to the aforementioned activities. However, the issuance, offering, and listing of secured covered warrants have not yet been implemented. In practice, due to market conditions in recent times being unsuitable for deploying highly leveraged products like warrants, SHS' operational direction has been to focus on effective risk management and ensure financial safety to protect the interests of Shareholders and Investors during a period of significant market volatility. SHS has prioritized effective risk management and financial stability to safeguard the interests of shareholders and investors amid significant market volatility, the Company has not proceeded with the implementation of these activities.

Nevertheless, to establish a legal basis for implementing these activities in 2025, when the market stabilizes and clear business opportunities emerge, the Board of Directors ("BOD") reports and respectfully submits to the GMS for approval the following matters related to covered warrants:

1. Approval of the Policy to Implement the Issuance, Offering, Listing, and Market Making of Secured Covered Warrants at the Company, with Details as Follows:
 - a. Rights of Covered Warrant Holders: Exercised in accordance with the Company's current Charter and applicable laws.
 - b. Issuance and Offering Limits: The total value of all covered warrants issued/offered by the Company (including those already offered and registered for offering, excluding delisted or matured covered warrants) shall not exceed 15% of the Company's available capital as per the most recent financial statements at the time of issuance or offering. In all cases, it must comply with the maximum limit prescribed by applicable laws.

- c. Obligations of the Company to Covered Warrant Holders in Cases of Insolvency, Consolidation, Merger, Dissolution, or Bankruptcy: Covered warrant holders shall be regarded as partially secured creditors of the Company. The rights and benefits of covered warrant holders in the aforementioned cases shall be handled in accordance with relevant legal regulations.
- d. Plan to Ensure Payment and Obligations of SHS to Covered Warrant Holders in Cases of Insolvency, Dissolution, Bankruptcy, Consolidation, or Merger:
 - (i) In the event of insolvency, the Company guarantees the use of the following resources to fulfill payment and obligations to holders of secured covered warrants:
 - + Risk reserve assets for covered warrants held in the proprietary trading account;
 - + Payment collateral assets deposited by the Company at the custodian bank for the issuance tranches of secured covered warrants;
 - + Payment guarantees or other assets (if any);
 - + The Company shall apply additional safeguard measures (if any) as prescribed by law to ensure payment and fulfillment of obligations to warrant holders.
 - (ii) In the event of dissolution or bankruptcy of SHS, the assurance of payment and fulfillment of obligations shall comply with legal regulations on dissolution and bankruptcy applicable to partially secured creditors.
 - (i) In the event of consolidation or merger of SHS, the assurance of payment and fulfillment of obligations shall comply with applicable legal regulations.
- e. The listing of covered warrants issued/offered by the Company shall be carried out upon the completion of the offering process in accordance with legal regulations.
- f. Market-making activities for secured covered warrants shall be carried out upon the completion of the offering and listing processes, in compliance with applicable legal regulations.
2. Approval of the authorization for SHS BOD to decide on matters related to the issuance and offering of covered warrants, specifically:
 - a. Decide on the timing for the issuance, offering, listing, and market-making of secured covered warrants at the Company, and complete all necessary procedures, including signing and issuing the required dossiers and documents, to ensure compliance with legal regulations, resolutions of the GMS, and the Company's Charter
 - b. Amend and supplement SHS Charter regarding matters related to the offering, issuance, listing, and market making of covered warrants as required by law (if necessary);
 - c. Decide on detailed contents of the offering/issuance tranche, including:
 - (i) Type of warrants, category of warrants, and method of warrant exercise;
 - (ii) Underlying securities used as the basis for the warrants;
 - (iii) Value of the offering tranche, offering price, and number of warrants registered for offering/issuance;

- (iv) Exercise price (or index level), registered offering price, conversion ratio, and multiplier (in the case of warrants based on a stock index);
- (v) Term of the warrants and anticipated listing date;
- (vi) Other matters related to the warrants and/or the offering/issuance tranche.
- d. Organize and conduct secured covered warrant business operations in accordance with legal regulations, ensuring the safety and efficiency of the Company's operations.
- e. Where deemed necessary, SHS BOD is authorized to delegate to the Chairman or the Chief Executive Officer part or all of the authorized matters outlined above.
- f. SHS BOD is responsible for reporting to the GMS on the implementation of activities related to covered warrants, in accordance with the plan approved by the GMS, at the next Annual General Meeting.

Respectfully submits to the GMS for approval.

Best regards,

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS**

CHAIRMAN

Recipients

- As above;
- For disclosure: Stock Exchanges,
State Securities Commission;
- For filing: Archives, BOD Office.



ĐO QUANG VINH



No.: 10-2025/ITr-DHĐCĐ

Hanoi, March 20, 2025

PROPOSAL

(Re: Provision of Securities Transaction Clearing and Settlement Services through a Central Counterparty Clearing Partner and Offering of Financial Products)

To: GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, along with its amendments, supplements, and implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, along with its amendments, supplements, and implementing guidelines;*
- *Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;*
- *The current Charter of Saigon – Hanoi Securities Joint Stock Company (“the Company”/“SHS”);*

The plan for implementing the provision of securities transaction clearing and settlement services through a Central Counterparty Clearing Partner and the offering of financial products was approved by the General Meeting of Shareholders at the 2024 Annual General Meeting.

The activity of providing securities transaction clearing and settlement services through a Central Counterparty Clearing Partner has not yet been implemented, as the State Management Agency (“SMA”) has not yet organized its execution. Once the competent authority initiates the implementation of this activity, the Company will register and organize the execution of this business line in accordance with legal regulations.

The activity of offering financial products has not been implemented due to unfavorable market conditions in 2024.

However, to provide a legal basis for implementing these activities in 2025 when market conditions stabilize, opportunities become clearer, and the SMA provides guidance and organizes their execution in the securities market, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the following plan:

1. Approval for SHS to Expand the Following Business Activities:
 - (i) Provision of securities transaction clearing and settlement services through a Central Counterparty Clearing Partner;
 - (ii) Offering of financial products that comply with applicable laws, guidelines from the State Management Agency, and the Company’s regulations.
2. Authorize the Board of Directors to determine and approve the specific plan for

implementing the activities mentioned in Section 1 above.

3. Chief Executive Officer is assigned to organize the registration and implementation of the activities outlined in Item 1 above, based on the specific plans decided and approved by the Board of Directors, in coordination with the competent State authorities. This includes, but is not limited to, the preparation, completion, and submission of documents and dossiers, as well as the execution of other related tasks, such as:
 - (i) Application dossier for the Certificate of Eligibility to Provide Securities Transaction Clearing and Settlement Services through a Central Counterparty Clearing Partner;
 - (ii) Application dossier for the Certificate of Eligibility to Offer Financial Products;
 - (iii) Other documents as required by the State Securities Commission, the Stock Exchange, and other relevant regulatory authorities.
4. Authorize the Board of Directors to issue additional regulations related to the provision of securities clearing and settlement services through the Central Counterparty and the offering of financial products in the Company's Charter and internal documents (if necessary) to ensure compliance with the law and alignment with the requirements of regulatory authorities
5. The Board of Directors is authorized to delegate to the General Director the authority to decide on the matters outlined in Section 2 and Section 4 above, within the scope of permitted authority.
6. The Board of Directors is responsible for reporting the progress of the assigned and authorized tasks to the General Meeting of Shareholders at the nearest Annual General Meeting of the Company.

Respectfully submitted to the General Meeting of Shareholders for approval.

Sincerely thank you!

Recipients:

- As above;
- For disclosure: Stock Exchange, State Securities Commission;
- For filing: Archives, BOD Office.

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS**

CHAIRMAN

ĐO QUANG VINH

No.: 11-2025/TTr-DHDCD

Hanoi, March 20, 2025

PROPOSAL

(Re: Relocation of the Company's Headquarters)

To: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; The Law on Securities No. 54/2019/QH14 on November 26, 2019 along with their amendments, supplements, and implementing guidelines;*
- *The Decision No. 132/QĐ-UBCK dated March 06, 2013 of the State Securities Commission providing guidelines on office headquarters, physical facilities for securities business activities and other related regulations;*
- *The current charter of Saigon - Hanoi Securities Joint Stock Company ("The Company"/"SHS");*
- *The report of Chief Executive Officer on the current use of the Company's building as the Headquarters, the actual business activities and operations of the Company, as well as the continuous expansion of personnel, physical facilities and infrastructure,*

The Board of Directors ("BOD") would like to propose the General Meeting of Shareholders ("GMS") to review and approve the continued implementation of the plan to relocate the Company's Headquarters. The proposed contents for GMS' approval are as follows:

1. Approving the policy of relocating the Company's Headquarters.

- a. Current address: **Floors 1st-5th, UNIMEX Hanoi Building, No. 41 Ngo Quyen Street, Hang Bai Ward, Hoan Kiem District, Hanoi, Vietnam**
- b. New address: **No. 43 Ly Thuong Kiet Street, Hang Bai Ward, Hoan Kiem District, Hanoi, Vietnam**

2. Delegating and authorizing the BOD to:

- a. Have full authority to decide on all matters related to the plan for relocating the Company's Headquarters in accordance with legal regulations and SHS' internal regulations and report the implementation to the GMS at the nearest meeting.
- b. Determine the official and complete address of the Company's Headquarters based on the legal documents of the building after completion and the Company's actual usage needs.
- c. Proactively amend and adjust the provisions of the Company's Charter related to the change of the Headquarters address.

- d. Carry out the procedures for obtaining approvals, reporting, disclosing information, amending the Establishment and operation license, Business registration certificate and other related procedures.
- e. On behalf of the GMS, proactively assign tasks and delegate authority to the Chairman, the CEO and other officers in the Company to implement the plan for relocating the Company's Headquarters (if deemed necessary and depending on the relevance/importance of the tasks) *(including but not limited to renovations, new construction, procurement of equipment, facilities, machinery, office supplies, technology, infrastructure, interior and exterior design and decoration, insurance and fire protection, as well as organizing the inauguration and opening ceremonies, etc.)*.

Respectfully submits to the GMS for approval.

Best regards,

Recipients:

-As above;

- For disclosure: Stock Exchanges,
State Securities Commission;

- For filing: Archives, BOD's Office.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



DO QUANG VINH

No.: 12-2025/TTr-DHĐCĐ

Hanoi, March 20, 2025

PROPOSAL

*(Re: Dismissal and election of an additional member of the Board of Directors
for the term 2022 – 2027)*

To: GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementing guidelines;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementing guidelines;
- The current Charter of Saigon – Hanoi Securities Joint Stock Company ("the Company"/"SHS");
- The resignation letter from the position of SHS Board of Directors' member of Mr. Luu Danh Duc;
- Notice No. 386-2025/CV-SHS dated March 20, 2025 of SHS Board of Directors regarding the nomination and candidacy for an additional BOD's Member for the term 2022 – 2027,

The Board of Directors ("BOD") respectfully submits to the General Meeting of Shareholders for approval the dismissal and election of a replacement BOD's Member for the term 2022 – 2027, with details as follows:

1. Approval of the resignation and dismissal of Mr. Luu Danh Duc from his position as a BOD's Member, effective from April 10, 2025.
2. To ensure the number of BOD's Members remains at five as required by law and the Company's Charter, and to effectively implement the BOD's duties of, the 2025 Annual General Meeting of Shareholders shall proceed with the election of an additional BOD's Member as follows:
 - Number of additional BOD's members to be elected: 01 member.
 - Requirements for standards and conditions of the additional BOD's member: The candidate elected as an additional member must meet the standards and conditions stipulated by applicable laws and the Company's Charter, as detailed in Notice No. 386-2025/CV-SHS dated March 20, 2025 of the Board of Directors regarding the nomination and candidacy for BOD Members for the term 2022 – 2027.
 - Term of the Additionally Elected BOD Members: The remaining duration of the current BOD term 2022 – 2027.
3. List of candidates for the Board of Directors

- The list of candidates shall be compiled from individuals who fully meet the above standards and conditions and have submitted complete dossiers in accordance with the requirements specified in Notice No. 386.-/2025/CV-SHS dated March 20, 2025 of the Board of Directors.
- In the event that, by the deadline for receiving nomination and candidacy dossiers, the number of candidates nominated and proposed remains insufficient, the incumbent Board of Directors shall nominate additional candidates to meet the required number as stipulated in this Proposal.

Information regarding the candidates for the additional election to the Board of Directors is published on the Company's website at: www.shs.com.vn.

Respectfully submits to the General Meeting of Shareholders for approval.

Best regards,

Recipients:

- As above;
- For disclosure: Stock Exchanges, State Securities Commission;
- For filing: Archives, BOD Office.

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS
CHAIRMAN**



DO QUANG VINH



Empower
Financial Prosperity

SAIGON – HANOI SECURITIES JOINT STOCK COMPANY (SHS)

Floors 1-5, Unimex Hanoi Building, 41 Ngo Quyen St., Hang Bai Ward,
Hoan Kiem District, Hanoi City

- Tel: 84.24.38181888
- Email: contact@shs.com.vn
- Fax: 84.24.38181688
- Website: www.shs.com.vn

DRAFT

CHARTER

(Pursuant to the Resolution No.01-2025/NQ-DHĐCĐ dated April 10, 2025, of the Annual General Meeting of Shareholders (AGM) of Saigon – Hanoi Securities Joint Stock Company)

Hanoi, April 2025

TABLE OF CONTENT

I. DEFINITIONS OF TERMS IN THE CHARTER	1
Article 1. Interpretation of Terms	1
II.NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD, AND LEGAL REPRESENTATIVE OF THE COMPANY	2
Article 2. Name, Form, Headquarters, Branches, Representative Offices, Business Locations, and Operating Period of the Company	2
Article 3. Legal Representative of the Company	3
III.OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY	4
Article 4. Objectives and Principles of Operation of the Company	4
Article 5. Scope of Business and Operations of the Company	5
IV.CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	6
Article 6. Charter Capital, Shares, Founding Shareholders	6
Article 7. Share Certificate	7
Article 8. Other Securities Certificates	7
Article 9. Transfer of Shares	8
V.ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL	8
Article 10. Organizational Structure, Management, and Control	8
VI.SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	8
Article 11. Rights of Shareholders	8
Article 12. Obligations of Shareholders	9
Article 13. General Meeting of Shareholders	10
Article 14. Rights and Obligations of the General Meeting of Shareholders	11
Article 15. Right to Attend the General Meeting of Shareholders	12
Article 16. Changes to Rights	13
Article 17. Convening, Agenda, and Notice of the General Meeting of Shareholders	13
Article 18. Conditions for Holding the General Meeting of Shareholders	15
Article 19. Procedures for Conducting and Voting at the General Meeting of Shareholders	15
Article 20. Conditions for Passing Resolutions of the General Meeting of Shareholders	17
Article 21. Authority and Procedures for Collecting Shareholders' Written Opinions to Approve Resolutions of the General Meeting of Shareholders	17
Article 22. Resolutions and Minutes of the General Meeting of Shareholders	19
Article 23. Request for Annulment of a Resolution of the General Meeting of Shareholders	20
VII.BOARD OF DIRECTORS	21
Article 24. Candidacy and Nomination of Board Members	21

Article 25. Composition and Term of Board Members	23
Article 26. Powers and Duties of the Board of Directors	23
VIII.CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES	30
Article 36. Internal Control Unit under the CEO	32
IX.AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS	32
Article 37. Candidacy and Nomination of Audit Committee Members	32
Article 38. Composition of the Audit Committee	33
Article 39. Rights and Duties of the Audit Committee	33
Article 40. Meetings of the Audit Committee	34
Article 41. Reporting by Independent Board Members in the Audit Committee at the Annual General Meeting of Shareholders	34
X.RESPONSIBILITIES OF BOD MEMBERS, CEO, AND OTHER EXECUTIVES	35
Article 42. Honesty and Avoidance of Conflicts of Interest	35
Article 43. Approval of Contracts and Transactions Between the Company and Related Person	35
Article 44. Liability for Damages and Compensation	36
XI.RIGHT TO INSPECT THE COMPANY'S RECORDS AND DOCUMENTS	36
Article 45. Right to Inspect Records and Documents	36
XII.EMPLOYEES AND TRADE UNIONS	37
Article 46. Employees and Trade Unions	37
XIII.FUNDS ALLOCATION AND PROFIT DISTRIBUTION	37
Article 47. Funds Allocation	37
Article 48. Profit Distribution	37
XIV.BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM	38
Article 49. Bank Accounts	38
Article 50. Fiscal Year	38
Article 51. Accounting System	38
XV.FINANCIAL REPORTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES	38
Article 52. Annual, Semi-Annual, and Quarterly Financial Reports	38
Article 53. Annual Reports	39
Article 54. Information Disclosure Responsibilities	39
XVI.COMPANY AUDIT	39
Article 55. Audit	39
XVII.COMPANY SEAL	39
Article 56. Company Seal	39
XVIII.REORGANIZATION AND DISSOLUTION OF THE COMPANY	40
Article 57. Reorganization of the Company	40
Article 58. Dissolution of the Company	40
Article 59. Extension of Operations	40
Article 60. Liquidation	40
XIX.INTERNAL DISPUTE RESOLUTION	41

Article 61. Internal Dispute Resolution	41
XX.AMENDMENTS AND SUPPLEMENTS TO THE CHARTER	41
Article 62. Company Charter	41
XXI.EFFECTIVE DATE	41
Article 63. Effective Date	41
ANNEX	43

DRAFT

CHARTER

SAIGON – HANOI SECURITIES JOINT STOCK COMPANY

(Issued pursuantly to the Resolution No.01-2025/NQ-DHĐCĐ dated April 10, 2025, of the Annual General Meeting of Shareholders (AGM) of Saigon – Hanoi Securities Joint Stock Company)

INTRODUCTION

This Charter was adopted pursuant to Resolution No. 01-2025/NQ-DHĐCĐ of the General Meeting of Shareholders of Sai Gon – Ha Noi Securities Joint Stock Company on April 10, 2025.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be understood as follows:
 - a) "Company" refers to Sai Gon – Ha Noi Securities Joint Stock Company;
 - b) "Charter Capital" means the total par value of shares that have been sold or registered for purchase at the time of the Company's establishment and as specified in Article 6 of this Charter;
 - c) "Enterprise Law" refers to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) "Securities Law" refers to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e) "Vietnam" means the Socialist Republic of Vietnam;
 - f) "Date of Establishment" refers to the date the Company was first issued its Enterprise Registration Certificate (Business Registration Certificate or equivalent documents);
 - g) "Company Management" includes the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals appointed by the Board of Directors as Executive Officers (explicitly stated as "Executive Officer" in the appointment decision) and in accordance with relevant laws;
 - h) "Related Person" refers to individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;

- i) *"Shareholder"* refers to individuals and organizations holding at least one share of the Company;
 - j) *"Founding Shareholder"* refers to shareholders owning at least one common share and listed in the list of founding shareholders of the Company;
 - k) *"Major Shareholder"* refers to shareholders as defined in Clause 18, Article 4 of the Securities Law;
 - l) *"Operating Period"* refers to the duration of the Company's operation as specified in Article 2 of this Charter and any extensions approved by the General Meeting of Shareholders;
 - m) *"Stock Exchange"* refers to the Vietnam Stock Exchange and its subsidiaries;
 - n) *"Securities Business License"* refers to License No. 66/GP-UBCK issued by the State Securities Commission and amendments or adjustments to this license over time;
 - o) *"Non-executive Board Member"* refers to a member who does not hold an executive position in the Company.
2. References to any provision or document in this Charter shall include any amendments, supplements, or replacements thereof.
 3. Titles (Sections, Articles in this Charter) are for convenience only and do not affect the contents of this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Headquarters, Branches, Representative Offices, Business Locations, and Operating Period of the Company

1. Company Name:
 - a) Name in Vietnamese: Công ty Cổ phần Chứng khoán Sài Gòn - Hà Nội.
 - b) Name in English: Sai Gon – Ha Noi Securities Joint Stock Company.
 - c) Abbreviated Name: SHS
2. The Company is a joint-stock company with legal status in accordance with the current laws of Vietnam.
3. Registered Headquarters:
 - a) Address: Floors 1 – 5, Unimex Hanoi Building, No. 41, Ngo Quyen Street, Hang Bai Ward, Hoan Kiem District, Hanoi City.
 - b) Telephone: (84.24) 38 181 888.
 - c) Fax: (84.24) 38 181 688.
 - d) E-mail: contact@shs.com.vn
 - e) Website: www.shs.com.vn
4. Operational Network:

- a) The Company may establish branches, transaction offices, and representative offices to achieve its operational objectives, in accordance with decisions of the Board of Directors and within the scope permitted by law.
- b) Branches, transaction offices, and representative offices (if any) are dependent units of the Company, and the Company shall be fully responsible for their operations.
- 5. Unless terminated earlier as provided in Clause 2, Article 58 or extended in accordance with Article 59 of this Charter, the Company's operational term is indefinite from the date of establishment.

Article 3. Legal Representative of the Company

- 1. The General Director is the Legal Representative of the Company.
- 2. The Legal Representative of the Company is an individual who represents the Company in exercising rights and fulfilling obligations arising from the Company's transactions, representing the Company as a petitioner, plaintiff, defendant, or relevant party before arbitration, courts, and other legal obligations in accordance with the law.
- 3. Responsibilities of the Legal Representative of the Company:
 - a) Perform assigned rights and obligations honestly, prudently, and in the best manner to ensure the legitimate interests of the Company;
 - b) Remain loyal to the interests of the Company, refrain from abusing position and power, and avoid using information, business opportunities, and other assets of the Company for personal gain or to benefit another individual or organization;
 - c) Promptly, fully, and accurately notify the Company about any business entity where they or their related persons hold ownership, shares, or capital contribution as required by the Enterprise Law, Securities Law, the Company's Charter, and relevant regulations.
- 4. The Legal Representative of the Company shall be personally liable for damages caused to the Company due to violations of responsibilities stipulated in Clause 3 of this Article.
- 5. The Legal Representative of the Company must reside in Vietnam.
- 6. If the Legal Representative exits Vietnam, they must authorize another individual residing in Vietnam with full legal capacity to exercise the rights and obligations of the Legal Representative.
- 7. In this case, the Legal Representative remains responsible for the rights and obligations delegated.
- 8. If the authorization period in Clause 6 expires and the Legal Representative has not returned to Vietnam or has not appointed another representative, the authorized individual continues to exercise the Legal Representative's rights and obligations until the Legal Representative returns or until the Board of Directors appoints another individual as the Legal Representative.
- 9. If the Legal Representative of the Company is absent from Vietnam for more than 30 days without appointing another representative; or in cases of death, disappearance, criminal

prosecution, detention, imprisonment, or incapacitation as determined by law, the Board of Directors shall appoint another person as the Company's Legal Representative.

10. If the General Director, who is also the Legal Representative, dies, disappears, is prosecuted, detained, imprisoned, restricted in legal capacity, or removed from office before a replacement is appointed, the Chairman of the Board of Directors shall automatically assume the role of Legal Representative until a new appointment is made by the Board of Directors.
11. Courts or other competent legal authorities have the right to appoint the Legal Representative of the Company during legal proceedings as required by law.

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Objectives and Principles of Operation of the Company

1. Objectives of the Company:
 - a) Conduct business to maximize profits for shareholders while complying with legal regulations;
 - b) Achieve long-term sustainable development, integrate into the regional and global economy to become one of the leading securities companies in Vietnam;
 - c) Provide benefits to shareholders, employees, and deliver high-quality products and services to customers.
2. Principles of governance and management of the Company¹:
 - a) Comply with legal regulations of the Securities Law, Enterprise Law, the Company's Charter, and other relevant legal provisions;
 - b) Clearly define the responsibilities among the General Meeting of Shareholders, the Board of Directors, and the Executive Board in accordance with the Securities Law, Enterprise Law, the Company's Charter, and other relevant legal provisions;
 - c) Establish a communication system with shareholders to ensure full disclosure of information and fair treatment among shareholders, ensuring shareholders' legal rights and benefits;
 - d) Establish an internal control system, risk management, and supervision to prevent conflicts of interest within the Company and transactions with related parties;
 - e) Ensure employees working in professional departments hold appropriate securities practice certificates in accordance with securities and stock market regulations.
3. Principles of business operations of the Company²:
 - a) Fully establish operational procedures for business activities and ethical professional codes;
 - b) The Company and its employees must not make investments on behalf of customers, except in cases of entrusted management of securities trading accounts of individual investors;

¹ Article 3 of Circular 121/2020/TT-BTC

² Article 4 of Circular 121/2020/TT-BTC

- c) Maintain honesty with customers, refrain from infringing on assets, rights, and other legal benefits of customers. Ensure the segregation of each customer's assets and separate customer assets from the Company's assets;
- d) Sign contracts with customers when providing services; fully and truthfully disclose information to customers;
- e) Unless otherwise prescribed by law, the Company must not directly or indirectly engage in the following activities when providing services to customers:
 - Making investment decisions on behalf of customers;
 - Agreeing with customers to share profits or losses;
 - Advertising or claiming that its content, effectiveness, or securities analysis methods are superior to those of other securities companies;
 - Providing false information to entice or persuade customers to buy or sell a specific security;
 - Providing false, fraudulent, or misleading information to customers;
 - Other activities prohibited by law.
- f) Implement accounting, auditing, statistical, and financial obligations as prescribed by law;
- g) Timely, fully, and accurately disclose and report information in accordance with legal regulations;
- h) Develop an information technology system and backup database to ensure safe and continuous operations;
- i) Conduct securities transaction supervision as per the Minister of Finance's regulations;
- j) Establish a specialized department responsible for communicating with customers and resolving customer inquiries and complaints;
- k) Fulfill other obligations as prescribed by securities laws and other related legal provisions.

Article 5. Scope of Business and Operations of the Company

1. The Company is permitted to conduct investment and business activities in industries, products, and services as specified in the Company's Charter, licenses, legal regulations, registered business activities, and changes notified to regulatory authorities and published on the National Business Registration Portal if required by law. If the Company operates in a conditional business sector, it must meet the business conditions specified in the Investment Law and other relevant legal provisions.
2. The Company's business sectors:
 - a) Securities business activities:
 - i. Securities brokerage;
 - ii. Proprietary trading: trading securities in proprietary accounts, investing, contributing capital, issuing, and offering financial products as per applicable regulations;
 - iii. Underwriting securities issuance;
 - iv. Securities investment consulting.

- b) Securities business services:
- i. Managing securities trading accounts on behalf of individual clients; distributing or acting as an agent to distribute securities; managing securities trading accounts; providing services for maintaining the list of securities owners for other enterprises;
 - ii. Providing online securities trading services; offering or collaborating with credit institutions to provide margin lending for securities purchases or securities lending services; providing or collaborating with credit institutions to offer advance payment for securities sales; securities depository; securities clearing and settlement;
 - iii. Consulting on securities offering dossiers, assisting with pre-offering procedures; acting as a custody, payment, and securities transfer agent; advising on restructuring, mergers, acquisitions, reorganization, and corporate transactions; corporate governance consulting, business strategy consulting; advising on securities issuance, listing, and trading registration; advising on enterprise equitization;
 - iv. Derivatives trading, including brokerage, proprietary trading, investment consulting, clearing, settlement, and related services;
 - v. Providing intraday securities trading services;
 - vi. Market-making activities;
 - vii. Issuing covered warrants and performing related activities (offering, listing, market-making, hedging transactions for covered warrants, brokerage, and investment consulting for covered warrants, etc.). Covered warrant holders have rights and obligations as specified by law, including:
 - Right to receive cash payment or transfer of underlying securities under specified conditions and payment methods; other rights and obligations defined by the Company in the prospectus for each issuance and related legal provisions;
 - Right to purchase (call warrants) or sell (put warrants) underlying securities to the Company at a pre-determined price at a specified time or before a specified date, or receive the price difference between the execution price and the underlying security price at the time of execution as per warrant terms;
 - Right to cash payment when covered warrants are delisted as per regulations;
 - Right to transfer, gift, inherit, pledge as collateral for loans in civil transactions under legal provisions;
 - Right to priority payment in case of Company dissolution or bankruptcy as per legal regulations;
 - And other rights as stipulated by law.
 - viii. Other services in compliance with legal provisions applicable from time to time.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Company's charter capital is stated in the Appendix attached to this Charter.

The total charter capital of the Company is divided into 813,156,748 shares with a par value of VND 10,000 (Ten thousand) per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.
3. As of the date of adoption of this Charter, all shares of the Company are common shares. The rights and obligations of shareholders holding each type of share are specified in Articles 11 and 12 of this Charter.
4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in compliance with legal regulations.
5. The names, addresses, number of shares, and other details of the founding shareholders as required by the Enterprise Law are listed in the Appendix attached to this Charter.
6. Common shares must be offered for sale to existing shareholders in proportion to their ownership percentage unless the General Meeting of Shareholders decides otherwise. Any unsold shares shall be handled by the Board of Directors. The Board of Directors may allocate such shares to other shareholders and persons under terms not less favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase shares issued by the Company in accordance with the provisions of this Charter and applicable laws.
8. The Company may issue other types of securities as permitted by law.
9. Foreign ownership ratio in the Company:
 - a) The maximum foreign ownership ratio in the Company is 49% (forty-nine percent) of the Company's Charter Capital;
 - b) The Company shall report to the State Securities Commission and disclose the foreign ownership ratio on its website and through other methods as required by law.

Article 7. Share Certificate

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own. The share certificate must contain the full details as prescribed in Clause 1, Article 121 of the Law on Enterprises.
2. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a new share certificate by the Company upon request. The shareholder's request must include:
 - a) Information regarding the lost, damaged, or destroyed share certificate;
 - b) A commitment to bear responsibility for any disputes arising from the issuance of the new share certificate.

Article 8. Other Securities Certificates

Bonds or other securities certificates of the Company shall be issued in accordance with operational requirements and in compliance with applicable laws.

Article 9. Transfer of Shares

1. All shares shall be freely transferable except where otherwise provided in this Charter, issuance terms, or applicable laws. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with securities laws and market regulations.
2. Shares that have not been fully paid for shall not be transferred and shall not entitle the shareholder to benefits such as receiving dividends, bonus shares from equity, pre-emptive rights to purchase newly issued shares, and other rights under the law.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 10. Organizational Structure, Management, and Control

The Company's management, governance, and control structure includes:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Audit Committee under the Board of Directors;
3. The General Director (Internal Control Division under the General Director).

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Common shareholders shall have the following rights³:
 - a) To attend, express opinions, and exercise voting rights at the General Meeting of Shareholders through the methods stipulated in this Charter and applicable laws. Each common share shall carry one voting right;
 - b) To receive dividends as determined by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to purchase new shares in proportion to their ownership percentage of common shares in the Company;
 - d) To freely transfer their shares to others, except where otherwise stipulated in this Charter, issuance terms, and applicable laws;
 - e) To inspect, review, and extract information regarding names and contact addresses in the list of shareholders entitled to vote and to request corrections of incorrect information;
 - f) To inspect, review, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g) In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
 - h) To request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class shall entitle the shareholder to the same rights, obligations, and benefits. If the Company has preferred shares, the rights and

³ Clause 1, Article 115 of the Enterprise Law
Clause 1, Article 41 of the Securities Law

obligations associated with each type of preferred share must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

- j) To access full periodic and extraordinary information disclosed by the Company in accordance with legal regulations;
 - k) To have their legitimate rights and interests protected and to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
 - l) Other rights as prescribed by law and this Charter.
2. A shareholder or a group of shareholders holding at least 5% (five percent) of the total common shares shall have the following rights⁴:
- a) To request the Board of Directors to convene the General Meeting of Shareholders in case the Board of Directors seriously violates shareholders' rights, managerial obligations, or makes decisions beyond its authority;
 - b) To inspect, review, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions requiring Board of Directors approval, and other documents, except for trade secrets and business secrets of the Company;
 - c) To propose issues to be included in the agenda of the General Meeting of Shareholders;
 - d) Other rights as prescribed by law and this Charter.
3. A shareholder or a group of shareholders holding at least 10% of the total common shares shall have the right to nominate members to the Board of Directors⁵.

Article 12. Obligations of Shareholders⁶

Common shareholders shall have the following obligations:

- 1. To fully and timely pay for subscribed shares.
- 2. Not to withdraw contributed capital in the form of common shares from the Company in any manner, except where the Company or another party repurchases their shares. If a shareholder illegally withdraws part or all of their contributed capital, such shareholder and any related beneficiary must jointly bear liability for the Company's debts and other obligations up to the value of the withdrawn shares and any resulting damages.
- 3. To comply with the Charter and internal management regulations of the Company.
- 4. To abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To maintain the confidentiality of information provided by the Company as stipulated in this Charter and the law; to use such information only to exercise and protect their legitimate

⁴ Clause 2, 3, Article 115; Clause 2, Article 142 of the Enterprise Law

⁵ Clause 5, Article 115 of the Enterprise Law

⁶ Article 119 of the Enterprise Law

rights and interests; and not to distribute, duplicate, or send the information to other organizations or individuals.

6. To bear personal liability when acting on behalf of the Company in any form to⁷:
 - a) Violate the law;
 - b) Conduct business or transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Pay undue debts in anticipation of financial risks to the Company.
7. To comply with the provisions of Points c and d, Clause 2, Article 74 of the Securities Law.
8. To fulfill other obligations as required by current laws.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders is held annually once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year and must report the extension to the State Securities Commission. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam⁸.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate location. The annual General Meeting of Shareholders decides on matters in accordance with the law and the Company's Charter, particularly the approval of the audited annual financial statements. In case the Company's annual financial statements contain material exceptions, adverse opinions, or disclaimers in the audit report, the Company must invite a representative of the approved audit firm that audited the financial statements to attend the annual General Meeting of Shareholders, and the representative of the approved audit firm is responsible for attending the annual General Meeting of Shareholders of the Company⁹.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases¹⁰:
 - a) The Board of Directors deems it necessary for the benefit of the Company;
 - b) The number of remaining Board members is less than the minimum number required by law;
 - c) Upon the request of shareholders or groups of shareholders as stipulated in Clause 2, Article 11 of this Charter; The request to convene an extraordinary General Meeting of Shareholders must comply with the format and content specified in Clause 4, Article 115 of

⁷ Sample Charter

⁸ Clause 1, 2, Article 139 of the Enterprise Law; Clause 2, Article 7 of Circular 121/2020/TT-BTC

⁹ Point c, Clause 2, Article 41 of the Securities Law; Clause 4, Article 273 of Decree 155/2020/ND-CP

¹⁰ Clause 1, Article 140 of the Enterprise Law

the Law on Enterprises, and the written request must be signed by the relevant shareholders or compiled into multiple documents with all relevant shareholders' signatures;

d) Other cases as prescribed by law and this Charter.

4. Time limit for convening an extraordinary General Meeting of Shareholders¹¹:

a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining Board members, independent Board members is as prescribed in Point b, Clause 3 of this Article (except for the case specified in Point a, Clause 3, Article 30 of this Charter) or from the date of receipt of the request specified in Point c, Clause 3 of this Article;

b) If the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Point a of this Clause, within the next 30 days, the shareholders or group of shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to request the Company's representative to convene the General Meeting of Shareholders under the Law on Enterprises;

In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening, conducting meetings, and making decisions of the General Meeting of Shareholders. All costs for convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the expenses incurred by shareholders for attending the General Meeting of Shareholders, including accommodation and travel costs.

Article 14. Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations¹²:

- a) Approving the development orientation of the Company;
- b) Deciding on the type and total number of shares of each type that may be offered for sale; deciding the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Directors;
- d) Deciding on investments or selling assets with a value of 35% or more of the total asset value recorded in the most recent financial statement of the Company;
- e) Amending and supplementing the Company's Charter;
- f) Approving annual financial statements;
- g) Deciding to repurchase issued shares of each type in accordance with Article 133 of the Law on Enterprises and Article 36 of the Law on Securities;
- h) Reviewing and handling violations of members of the Board of Directors that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization, dissolution of the Company, and appointing liquidators;

¹¹ Clause 2, 3, 4, Article 140 of the Enterprise Law

¹² Article 138 of the Enterprise Law

- j) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
 - k) Approving the Internal Governance Regulations, Organization and Operation Regulations of the Board of Directors;
 - l) Approving the list of approved audit firms; deciding on an approved audit firm to audit the Company's activities, dismissing approved auditors when deemed necessary;
 - m) Other rights and obligations as prescribed by law.
2. The annual General Meeting of Shareholders discusses and approves the following matters:¹³
- a) The Company's annual business plan;
 - b) The audited annual financial statements;
 - c) The report of the Board of Directors on governance and operational results of the Board of Directors and each Board member;
 - d) The report of the independent Board member in the Audit Committee;
 - e) The dividend rate for each type of share;
 - f) Other matters within its authority as prescribed by law and this Charter.
3. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Right to Attend the General Meeting of Shareholders¹⁴

- 1. Shareholders, authorized representatives of institutional shareholders may directly attend meetings or authorize one or more individuals or organizations to attend the meeting or participate through one of the forms specified in Clause 2 of this Article.
- 2. Shareholders are considered to be present and vote at the General Meeting of Shareholders in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing an individual or organization to attend and vote at the meeting;
 - c) Attending and voting via online conferences, electronic voting, or other electronic means;
 - d) Sending voting ballots to the meeting via mail, fax, email, or other means as prescribed by the Board of Directors from time to time.
- 3. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders under Clause 1 of this Article must be in writing. The authorization document must be made in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number

¹³ Clause 3, Article 139 of the Enterprise Law

¹⁴ Article 144 of the Enterprise Law
(Clauses 4 and 5 according to the Sample Charter)

of shares authorized, the scope and content of the authorization, the duration of the authorization, and the signatures of both the authorizing and authorized parties.

4. The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In case of further delegation, the attendee must present the initial authorization document from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).
5. The voting ballot of the authorized representative attending the meeting remains valid in the following cases, except when the Company receives notice of one of these events before the opening of the General Meeting of Shareholders or before the meeting is reconvened:
 - a) The authorizing shareholder has died, been restricted in civil capacity, or lost civil capacity;
 - b) The authorizing shareholder has revoked the authorization;
 - c) The authorizing shareholder has revoked the authority of the person executing the authorization.

Article 16. Changes to Rights¹⁵

1. Changes or revocation of special rights attached to a type of preferred shares shall be effective when approved by at least 65% of the total voting shares of all attending shareholders. The resolution of the General Meeting of Shareholders concerning matters that adversely change the rights and obligations of preferred shareholders shall only be approved if at least 75% of the total shares of the same preferred share type present at the meeting vote in favor or if at least 75% of the total shares of the same preferred share type approve in case of a written opinion poll.
2. The meeting of shareholders holding a specific type of preferred shares to approve changes in rights as mentioned above is only valid when at least two shareholders (or their authorized representatives) holding at least one-third (1/3) of the nominal value of that type of issued shares are present. If the required number of delegates is not met, the meeting shall be reconvened within 30 days, and all shareholders of that share type (regardless of number or shareholding) present in person or through authorized representatives shall be deemed sufficient for the meeting. At these meetings, shareholders of that share type present directly or via representatives may request secret ballots. Each share of the same type has equal voting rights at these meetings.
3. The procedures for conducting separate meetings shall be implemented similarly to the provisions of Articles 17 and 19 of this Charter.
4. Unless otherwise specified in the share issuance terms, special rights associated with preferred shares concerning the distribution of profits or assets of the Company shall not change when the Company issues additional shares of the same type.

Article 17. Convening, Agenda, and Notice of the General Meeting of Shareholders¹⁶

¹⁵ Clause 6, Article 148 of the Enterprise Law

¹⁶ Clause 5, Article 140, Article 141, 142, 143 of the Enterprise Law; Article 273 of Decree 155/2020/ND-CP; Clause 3, Article 12 of Circular 96/2020/TT-BTC

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases stipulated in Clause 3, Article 13 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the notice of the meeting is sent. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
 - b) Prepare the agenda and contents of the meeting;
 - c) Prepare documents for the meeting;
 - d) Draft resolutions of the General Meeting of Shareholders based on the proposed meeting contents;
 - e) Determine the time and place for the meeting;
 - f) Notify and send the meeting notice to all shareholders entitled to attend;
 - g) Other tasks to serve the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders through means ensuring delivery to the shareholder's registered contact address (including via postal mail, email, phone number, or other methods as decided by the Board of Directors from time to time) and shall also be publicly disclosed on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders in the list of shareholders entitled to attend at least 21 days before the opening date of the meeting (counting from the date the notice is sent or transferred validly). The meeting agenda and related documents for voting at the meeting must be sent to shareholders or published on the Company's website. If the documents are not included in the notice, the notice must specify a link to access all meeting materials, including:
 - a) The agenda and documents used at the meeting;
 - b) The list and detailed information of candidates in case of electing members of the Board of Directors;
 - c) Voting ballots;
 - d) Draft resolutions for each issue on the meeting agenda.
4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held, and the proposed issue for inclusion in the agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse proposals under Clause 4 of this Article in the following cases:
 - a) The proposal was not submitted in accordance with Clause 4 of this Article;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of common shares as stipulated in Clause 2, Article 11 of this Charter;
 - c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
 - d) Other cases as stipulated by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include proposals under Clause 4 of this Article in the proposed agenda and meeting contents, except as provided in Clause 5 of this Article. The proposal is officially added to the agenda and meeting contents if approved by the General Meeting of Shareholders.

Article 18. Conditions for Holding the General Meeting of Shareholders¹⁷

1. The General Meeting of Shareholders shall be conducted when attending shareholders represent more than 50% (fifty percent) of the total voting shares.
2. In case the first meeting does not meet the quorum as stipulated in Clause 1 of this Article, the second meeting notice shall be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when attending shareholders represent at least 33% (thirty-three percent) of the total voting shares.
3. In case the second meeting does not meet the quorum as stipulated in Clause 2 of this Article, the third meeting notice shall be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.
4. Only the General Meeting of Shareholders has the authority to decide on changes to the meeting agenda that was sent along with the meeting notice.

Article 19. Procedures for Conducting and Voting at the General Meeting of Shareholders¹⁸

1. Before the meeting commences, the Company shall conduct shareholder registration and continue registering until all eligible shareholders have signed in, following the procedures below:
 - a) When registering, the Company shall issue each shareholder or authorized representative a voting card, specifying the registration number, shareholder's name, authorized representative's name, and the number of voting rights.
 - b) Shareholders, representatives of institutional shareholders, or proxies arriving after the meeting has started shall register immediately and have the right to participate and vote after registration. The Chairperson is not obliged to pause the meeting for late registrants, and the validity of previously voted resolutions remains unchanged.

¹⁷ Article 145 of the Enterprise Law

¹⁸ Article 146 of the Enterprise Law

2. Election of the Chairperson, Secretary, and Voting Committee shall be conducted as follows:
 - a) The Chairman of the Board of Directors shall be the Chairperson or may authorize another Board member to chair the General Meeting of Shareholders convened by the Board. If the Chairman is absent or temporarily incapacitated, the remaining Board members shall elect one among them to chair the meeting by majority vote.
 - b) Except as stipulated in point a of this clause, the person signing the meeting notice shall preside over the meeting for shareholders to elect a Chairperson, and the nominee with the highest votes shall chair the meeting.
 - c) The Chairperson shall appoint one or more individuals as the meeting secretary.
 - d) The General Meeting of Shareholders shall elect one or more individuals to the Voting Committee based on the Chairperson's proposal. The number of members in the Voting Committee shall be decided by the General Meeting of Shareholders upon the Chairperson's suggestion.
3. The agenda and meeting content must be approved at the opening session of the General Meeting of Shareholders. The agenda must specify and detail the time allocated for each issue in the meeting agenda.
4. The Chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the opinions of the majority of attendees:
 - a) Arrange seating at the meeting venue;
 - b) Ensure the safety of all attendees at the venue;
 - c) Facilitate shareholder participation (or continued participation) in the meeting. The meeting convener has full authority to modify the aforementioned measures and implement all necessary actions. These measures may include issuing entrance passes or adopting other selection methods.
5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted as "approve," "disapprove," and "abstain." The voting results shall be announced by the Chairperson before the meeting concludes.
6. The meeting convener or Chairperson of the General Meeting of Shareholders shall have the following rights:
 - a) Require all attendees to undergo legal and reasonable security checks;
 - b) Request competent authorities to maintain order during the meeting and expel individuals who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the meeting's progress, or refuse security checks from the General Meeting of Shareholders.
7. The Chairperson has the right to postpone the General Meeting of Shareholders for a maximum of 03 (three) working days from the originally scheduled date and may only postpone or change the venue under the following circumstances:
 - a) The venue lacks adequate seating for all attendees;

- b) The communication facilities at the venue do not allow shareholders to participate, discuss, and vote;
- c) Disruptive attendees pose a risk to the fairness and legality of the meeting.
- 8. If the Chairperson postpones or suspends the General Meeting of Shareholders contrary to Clause 7 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and preside over the meeting until its conclusion. All resolutions passed at the meeting remain valid.
- 9. If the Company applies modern technology for online shareholder meetings, it shall ensure shareholders can participate and vote through electronic voting or other digital methods as stipulated in Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/NĐ-CP dated December 31, 2020, of the Government.

Article 20. Conditions for Passing Resolutions of the General Meeting of Shareholders¹⁹

- 1. A resolution on the following matters shall be passed if it is approved by shareholders representing at least 65% (sixty-five percent) of the total voting shares of all shareholders attending and voting at the meeting, except as stipulated in Clause 1, Article 16, and Clause 8, Article 21 of this Charter:
 - a) Types of shares and the total number of shares of each type;
 - b) Changes in the Company's business lines and sectors;
 - c) Changes in the Company's organizational structure;
 - d) Investment projects or asset sales valued at 35% (thirty-five percent) or more of the Company's total assets recorded in the latest financial statement;
 - e) Company reorganization or dissolution.
- 2. Resolutions shall be passed if approved by shareholders holding over 50% (fifty percent) of the total voting shares of all attending and voting shareholders, except for cases specified in Clause 1 of this Article, Clause 8, Article 21, and Clause 1, Article 16 of this Charter.

Article 21. Authority and Procedures for Collecting Shareholders' Written Opinions to Approve Resolutions of the General Meeting of Shareholders²⁰

The authority and procedures for collecting shareholders' written opinions to approve resolutions of the General Meeting of Shareholders shall be carried out as follows:

- 1. The Board of Directors has the right to collect shareholders' written opinions to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.
- 2. The preparation of the list of shareholders to receive opinion forms shall be conducted in accordance with Point a, Clause 2, Article 17 of this Charter. The Board of Directors must prepare the opinion forms, the draft resolution of the General Meeting of Shareholders, explanatory documents regarding the draft resolution, and send them to all shareholders

¹⁹ Article 148 of the Enterprise Law

²⁰ Article 149 of the Enterprise Law

with voting rights in the same manner as stipulated in Clause 3, Article 17 of this Charter, at least 10 (ten) days before the deadline for returning the opinion forms.

3. Ballot for collecting opinions must contain the following main contents:
 - a) Name, registered address, enterprise code;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, legal document number for individual shareholders; name, enterprise code or legal document number of organizations, registered address for organizational shareholders or full name, contact address, nationality, and legal document number for the representative of an organizational shareholder; number of shares of each type and voting rights of the shareholder;
 - d) Issues to be voted on for decision-making;
 - e) Voting options including approval, disapproval, and no opinion for each issue collected for voting;
 - f) Deadline for returning the completed ballot to the Company;
 - g) Full name, signature of the Chairman of the Board of Directors.
4. Shareholders may send the completed ballot to the Company by mail, fax, or email according to the following provisions:
 - a) If sent by mail, the completed ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The ballot sent to the Company must be sealed, and no one has the right to open it before vote counting;
 - b) If sent by fax or email, the ballot sent to the Company must be kept confidential until the vote counting time;
 - c) Ballots sent to the Company after the specified deadline in the ballot content or those that have been opened in the case of mail or disclosed in the case of fax or email are considered invalid. Ballots that are not returned are considered as non-participation in voting.
5. The Board of Directors shall conduct the vote counting and prepare the vote counting minutes in the presence of shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents:
 - a) Name, registered address, enterprise code;
 - b) Purpose and issues collected for voting to approve resolutions;
 - c) Number of shareholders and total voting shares participating in the voting, distinguishing between valid and invalid votes, and the voting method, with an annex listing shareholders who participated in the voting;
 - d) Total votes in favor, against, and with no opinion on each issue;
 - e) Issues approved and the corresponding approval voting percentage;
 - f) Full name, signature of the Chairman of the Board of Directors, vote counter, and vote counting supervisor;

- g) Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly liable for the accuracy and honesty of the vote counting minutes; they shall be jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting.
- 6. The vote counting minutes and resolutions must be sent to shareholders within 15 (fifteen) days from the date of vote counting completion. The sending of vote counting minutes and resolutions may be replaced by posting them on the Company's website within 24 hours from the vote counting completion time.
- 7. The completed ballots, vote counting minutes, approved resolutions, and related documents attached to the ballot must be kept at the Company's registered office.
- 8. A resolution passed by collecting written opinions from shareholders is valid if approved by shareholders holding more than 50% (fifty percent) of the total voting shares of all shareholders eligible to vote and has the same validity as a resolution passed at the General Meeting of Shareholders.

Article 22. Resolutions and Minutes of the General Meeting of Shareholders²¹

- 1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or stored electronically in other formats. The minutes must be made in Vietnamese and may also be prepared in a foreign language with the following main contents:
 - a) Name, registered address, enterprise code;
 - b) Time and venue of the General Meeting of Shareholders;
 - c) Agenda and contents of the meeting;
 - d) Full name of the chairperson and secretary;
 - e) Summary of the meeting proceedings and opinions expressed during the General Meeting of Shareholders on each issue in the agenda;
 - f) Number of shareholders and total voting shares of shareholders attending the meeting, with an annex listing registered shareholders, shareholder representatives attending the meeting with the corresponding number of shares and voting rights;
 - g) Total votes for each voting issue, including voting method, total valid, invalid votes, votes in favor, against, and abstentions; corresponding percentage of total voting shares of shareholders attending the meeting;
 - h) Issues approved and the corresponding approval voting percentage;
 - i) Full name and signature of the chairperson and secretary. If the chairperson and secretary refuse to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all required contents as prescribed in this clause. The meeting minutes must clearly state the refusal of the chairperson and secretary to sign.
- 2. The meeting minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairperson and secretary of the meeting

²¹ Article 150, 152 of the Enterprise Law

or other signatories of the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
4. Resolutions, meeting minutes of the General Meeting of Shareholders, annexes listing registered shareholders attending the meeting, authorization documents for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting notice must be disclosed in accordance with securities market information disclosure regulations and must be kept at the Company's registered office.
5. Validity of Resolutions of the General Meeting of Shareholders:
 - a) Resolutions of the General Meeting of Shareholders take effect from the date they are passed or from the effective date specified in the resolution. A valid resolution of the General Meeting of Shareholders is binding on all absent or dissenting shareholders.
 - b) Resolutions of the General Meeting of Shareholders passed with 100% of total voting shares are considered legal and valid even if the procedures and formalities for passing such resolutions were not carried out correctly as prescribed.
 - c) If any shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with Article 23 of this Charter, such resolutions remain in effect until the Court or Arbitration issues a different decision, except in cases where an emergency temporary measure is applied as decided by a competent authority.

Article 23. Request for Annulment of a Resolution of the General Meeting of Shareholders²²

Within 90 (ninety) days from the date of receiving a resolution or meeting minutes of the General Meeting of Shareholders or the ballot result minutes of the General Meeting of Shareholders, a shareholder or group of shareholders as defined in Clause 2, Article 11 of this Charter has the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening and making decisions at the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for cases stipulated in point b, clause 5, Article 22 of this Charter.
2. The contents of the resolution violate the law or this Charter.

If the resolution of the General Meeting of Shareholders is annulled by the Court or Arbitration, the convenor of the annulled General Meeting of Shareholders may consider organizing the General Meeting of Shareholders within ninety (90) days according to the prescribed procedures.

²² Article 151 of the Enterprise Law

VII. BOARD OF DIRECTORS

Article 24. Candidacy and Nomination of Board Members²³

1. If candidates for the Board of Directors have been determined, the Company must disclose information related to the candidates at least 10 (ten) days before the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the accuracy and honesty of their disclosed personal information and pledge to perform their duties faithfully, prudently, and in the best interests of the Company if elected as Board members. The disclosed information about Board candidates includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including Board memberships in other companies);
- e) Interests related to the Company and its related parties.

The Company is responsible for disclosing information about the companies where the candidate holds a Board position, other management roles, and relevant interests related to those companies (if any).

2. Shareholders or groups of shareholders holding at least 10% of the total common shares have the right to nominate Board candidates as follows:

- a) Shareholders or groups holding from 10% to under 20% of voting shares may nominate up to 1 candidate;
- b) Shareholders or groups holding from 20% to under 30% of voting shares may nominate up to 2 candidates;
- c) Shareholders or groups holding from 30% to under 40% of voting shares may nominate up to 3 candidates;
- d) Shareholders or groups holding from 40% to under 50% of voting shares may nominate up to 4 candidates;
- e) Shareholders or groups holding 50% or more of voting shares may nominate all required candidates.

3. The process for nominating Board members is as follows:

- a) Common shareholders forming a group to nominate Board candidates must notify the General Meeting of Shareholders before the meeting begins;
- b) If the number of nominated and self-nominated candidates is lower than the number shareholders have the right to nominate according to Clause 2 of this Article, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter and Internal Corporate Governance Regulations.

²³ Article 274 of Decree 155/2020/ND-CP

The Board must publicly announce additional candidates before the General Meeting of Shareholders votes for Board members in accordance with the law.

4. Members of the Board of Directors must meet the following standards and conditions²⁴:
 - a) Not be subject to the restrictions specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Have professional qualifications and experience in business management or in the Company's business sector and are not necessarily shareholders of the Company;
 - c) Board members must not simultaneously serve as members of the Board in more than 5 other companies;
 - d) Board members must not simultaneously be Board members, Members of the Members' Council, or General Directors (Directors) of another securities company;
 - e) Be in good health, possess good moral character, honesty, and integrity;
 - f) Meet other legal requirements.
5. Independent Board members must meet the standards and conditions outlined in Clause 4 of this Article and the following additional criteria²⁵:
 - a) Not be currently employed by the Company, its parent company, or its subsidiary; not have worked for the Company, its parent company, or its subsidiary in the past 3 consecutive years;
 - b) Not receive salary or remuneration from the Company, except for allowances granted to Board members by law;
 - c) Not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling who is a major shareholder of the Company or who is a manager of the Company or its subsidiaries;
 - d) Not directly or indirectly own at least 1% of the total voting shares of the Company;
 - e) Not have served as a Board member or Supervisory Board member of the Company for at least 5 consecutive years prior, unless reappointed for two consecutive terms.
6. Voting for Board members must be conducted using cumulative voting, where each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of Board members to be elected, and may allocate all or part of their votes to one or more candidates. The elected Board members are those receiving the highest number of votes in descending order until the required number of members is reached. If multiple candidates receive the same number of votes for the last position, another vote shall be conducted among these candidates or selection criteria from the election regulations shall be applied.²⁶

²⁴ Clause 1, Article 155 of the Enterprise Law; Clause 2, Article 275 of Decree 155/2020/ND-CP; Clause 1, Article 8 of Circular 121/2020/TT-BTC

²⁵ Clause 2, Article 155 of the Enterprise Law

²⁶ Clause 3, Article 148 of the Enterprise Law

Article 25. Composition and Term of Board Members²⁷

1. The Board of Directors consists of 5 (five) members.
2. The term of Board members shall not exceed 5 (five) years and may be re-elected for unlimited terms. An individual may only serve as an independent Board member for a maximum of 2 consecutive terms. If all Board members' terms expire simultaneously, they shall continue in office until new members are elected and assume their roles.
3. The composition of the Board of Directors must ensure a balance between executive and non-executive members and include independent members to maintain the Board's independence:
 - a) At least one-third (1/3) of the total Board members must be non-executive members (rounded down). The Company shall minimize the number of Board members holding executive positions to ensure Board independence;
 - b) The Board must include at least one independent member.
4. A Board member ceases to hold office if removed or dismissed by the General Meeting of Shareholders as stipulated in Article 30 of this Charter.

Article 26. Powers and Duties of the Board of Directors²⁸

1. The Board of Directors is the governing body of the Company, authorized to make decisions and perform duties on behalf of the Company, except for matters under the authority of the General Meeting of Shareholders.
2. The Board of Directors has the powers and duties prescribed by law, the Company's Charter, and the resolutions of the General Meeting of Shareholders:
 - a. Authority of the Board of Directors:
 - Decide on the Company's strategy, medium-term development plans, and annual business plans;
 - Decide on the sale of unsold shares within the number of shares authorized for offering for each type; decide on raising additional capital through other methods;
 - Decide on the Company's bond issuance (excluding convertible bonds and bonds with warrants) in compliance with legal regulations;
 - Decide on the repurchase of shares in accordance with Article 133 of the Law on Enterprises and Article 36 of the Law on Securities;
 - Approve investment plans and projects within the authority and limits prescribed by law and this Charter;
 - Decide on market development, marketing, and technology strategies;

²⁷ Article 154, 155 of the Enterprise Law; Clause 3, Article 41 of the Securities Law; Article 276 of Decree 155/2020/ND-CP

²⁸ Article 153, 159 of the Enterprise Law; Article 278 of Decree 155/2020/ND-CP

- Approve contracts for purchase, sale, borrowing, lending, and other transactions valued at 35% or more of the Company's total assets as recorded in the latest financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 1, Article 14, and Clause 2, Article 43 of this Charter;
- Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign, terminate contracts, reward, discipline, and determine salaries, remuneration, bonuses, and other benefits of the General Director, Deputy General Directors, Chief Accountant, Corporate Governance Officer, and other positions as per the Company's internal regulations;
- Appoint representatives to the Members' Council, General Meeting of Shareholders, Board of Directors, Supervisory Board/Audit Committee, Executive Board, and Management Board of other companies, and determine their remuneration and benefits;
- Supervise and direct the General Director and other managers in daily business operations;
- Determine the organizational structure, establish subsidiaries, branches, representative offices, and decide on capital contributions and share purchases in other enterprises;
- Approve the agenda and materials for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions from shareholders for resolution approval;
- Board members have the right to request the General Director, Deputy General Directors, and other managers to provide information and documents regarding the Company's financial situation and business operations.
- Managers must promptly, fully, and accurately provide the requested information and documents to Board members.
- Decide on the issuance of the Board of Directors' operating regulations and internal corporate governance regulations after approval by the General Meeting of Shareholders; decide on the issuance of the Audit Committee's regulations and the Company's information disclosure regulations;
- Appoint and dismiss individuals authorized by the Company to act as commercial representatives and legal counsel for the Company;
- Approve fixed asset investments not included in the annual business plan and budget, or investments exceeding 10% of the approved annual business plan and budget, in accordance with the General Meeting of Shareholders' resolutions and legal regulations;
- Approve the valuation of non-cash assets contributed to the Company in relation to the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;
- Decide on the timing and procedures for dividend payments or handling business losses;
- Establish departments or assign individuals to perform risk management and internal audit functions as required by law;

- Exercise other rights as stipulated by the Law on Enterprises, the Law on Securities, other legal regulations, and this Charter.
- b. Responsibilities and Obligations of the Board of Directors
 - Be responsible to shareholders for the Company's activities;
 - Treat all shareholders equally and respect the interests of those with related rights to the Company;
 - Ensure that the Company's operations comply with legal regulations, the Charter, and the Company's internal regulations;
 - Submit the audited annual financial statements to the General Meeting of Shareholders;
 - Propose the dividend distribution rate;
 - Recommend the restructuring, dissolution of the Company, or request for bankruptcy proceedings;
 - Propose the types and total number of shares authorized for issuance for each type;
 - Supervise and prevent conflicts of interest involving members of the Board of Directors, the General Director, and other managers, including the misuse of Company assets and the abuse of related-party transactions;
 - Report to the General Meeting of Shareholders on the activities of the Board of Directors as required by Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law;
 - Manage the Company in accordance with legal regulations and this Charter for the benefit of the Company and its shareholders;
 - Handle the Company's complaints against managerial officers and determine the Company's representative in legal proceedings against such managerial officers;
 - Allocate and utilize Company funds and distribute dividends in accordance with resolutions of the General Meeting of Shareholders;
 - Publicly disclose related interests and refrain from using privileged information obtained through their position for personal gain or for the benefit of other organizations or individuals;
 - Submit to the General Meeting of Shareholders for approval or ratification of matters within its authority;
 - Fulfill other responsibilities and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.

Article 27. Remuneration, Bonuses, and Other Benefits of Board Members²⁹

1. The Company has the right to pay remuneration and bonuses to Board members based on business performance and efficiency.

²⁹ Article 163 of the Enterprise Law

2. Board members shall receive remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill Board duties and the daily remuneration rate. The Board shall estimate remuneration for each member based on unanimous principles. The total remuneration and bonuses of the Board shall be determined by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Board member shall be accounted for as business expenses of the Company in accordance with corporate income tax regulations, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Board members who hold executive positions, serve on Board committees, or perform duties beyond those of a regular Board member may receive additional remuneration in the form of a fixed lump sum, salary, commission, profit-sharing, or other forms as decided by the Board.
5. Board members shall be reimbursed for all reasonable travel, accommodation, and other expenses incurred in the course of fulfilling their Board duties, including expenses related to attending the General Meeting of Shareholders, Board meetings, or Board committee meetings.
6. Board members may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to legal violations or breaches of the Company's Charter by Board members.

Article 28. Chairman of the Board of Directors³⁰

1. The Chairman of the Board shall be elected by the Board from among its members and may be dismissed or removed by the Board.
2. The Chairman of the Board shall not concurrently hold the position of General Director.
3. The Chairman of the Board has the following powers and duties:
 - a) Develop the Board's activity program and plans;
 - b) Prepare meeting agendas, content, and materials; convene, preside over, and chair Board meetings;
 - c) Organize the adoption of Board resolutions and decisions;
 - d) Supervise the implementation of Board resolutions and decisions;
 - e) Chair the General Meeting of Shareholders;
 - f) Conduct written consultations with Board members when Board meetings are not held;
 - g) Approve and sign Board-authorized documents; oversee or organize the oversight of their implementation;
 - h) Decide and act on matters authorized by the Board;
 - i) Develop and assign Board members to inspect and supervise Company activities;

³⁰ Article 156 of the Enterprise Law; Clause 2, Article 275 of Decree 155/2020/ND-CP

- j) Inspect and supervise all Company operations and suspend or revoke executive decisions if they violate laws, the Charter, General Meeting of Shareholders' resolutions, or Board resolutions and decisions;
 - k) Ensure the Board submits the Company's annual financial statements, business reports, audit reports, and Board reports to shareholders at the General Meeting of Shareholders;
 - l) Other rights and responsibilities as stipulated by the Law on Enterprises, this Charter, and the Company's internal regulations.
4. If the Chairman resigns, is removed, or dismissed, the Board must elect a replacement within 10 days of receiving the resignation or dismissal decision.
 5. If the Chairman is absent or unable to perform their duties, they must delegate authority in writing to another Board member. If no delegation occurs, or if the Chairman is deceased, missing, detained, serving a prison sentence, undergoing mandatory rehabilitation, restricted or legally incapacitated, or prohibited by court order from holding office, the remaining Board members shall elect a replacement Chairman by majority vote until the Board makes a formal decision.

Article 29. Board Meetings³¹

1. The Chairman shall be elected at the first Board meeting within 7 business days after the Board election. This meeting is convened and chaired by the member with the highest or equal highest vote count. If multiple members have the highest and equal votes, the Board members shall elect one among them to convene the meeting.
2. The Board must meet at least once per quarter and may convene extraordinary meetings.
3. The Chairman shall convene extraordinary Board meetings in the following cases:
 - a) At the request of an independent Board member;
 - b) At the request of the General Director or at least 5 other Company executives;
 - c) At the request of at least 2 Board members.
4. Requests under Clause 3 must be in writing, specifying the purpose, discussion topics, and decisions under the Board's authority.
5. The Chairman must convene a Board meeting within 7 business days of receiving a valid request under Clause 3. If the Chairman fails to convene the meeting, they shall be held responsible for any Company damages, and the requesting party may convene the meeting instead.
6. The Chairman or the convening party must send meeting invitations at least 3 business days before the meeting. The invitation must specify the time, place, agenda, discussion topics, and decisions. The invitation must be accompanied by relevant materials and voting ballots.
7. Meeting invitations may be sent via mail, phone, fax, electronic means, or other methods as determined by the Board, ensuring delivery to each Board member's registered contact information.

³¹ Article 157 of the Enterprise Law

8. A Board meeting is valid when at least three-fourths (3/4) of its members attend. If a meeting is not quorate, a second meeting must be convened within 7 days. The second meeting is valid if more than half of the Board members attend.
9. A Board member is considered to have attended and voted in a meeting in the following cases:
 - a) Attending and voting in person;
 - b) Authorizing another person to attend and vote under Clause 11;
 - c) Attending and voting via online conferencing, electronic voting, or other electronic means;
 - d) Sending voting ballots via mail, fax, email, or other methods as determined by the Board.
10. Voting ballots sent via mail must be sealed and delivered to the Chairman at least 1 hour before the meeting. Ballots shall only be opened in the presence of all attendees.
11. Board members must attend all Board meetings. They may authorize another person to attend and vote only with the majority consent of the Board.
12. Voting:
 - a) Except as provided in item b of this clause, each member of the Board of Directors shall have one voting card.
 - b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which the member or their related parties have an interest, where such interest conflicts or may conflict with the interests of the Company;
 - c) As specified in item d of this clause, if an issue arises during a Board of Directors meeting regarding the degree of interest of a member of the Board of Directors or related to the voting rights of a member, and these issues are not resolved by the voluntary waiver of the member's voting rights, the matter shall be referred to the meeting chairperson. The chairperson's decision, related to all other members of the Board of Directors, shall be considered the final decision, unless the nature or scope of the member's related interest has not been appropriately disclosed;
 - d) A member of the Board of Directors benefiting from a contract as stipulated in Article 43 of this Charter will be considered to have a significant interest in that contract.
13. Disclosure of Interests:

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is about to be signed with the Company, and who is aware of having an interest in it, must disclose the nature and content of that interest during the meeting in which the Board of Directors first reviews the issue of entering into the contract or transaction.

This member may disclose this interest during the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the related transaction or contract.
14. Board resolutions and decisions are approved by the majority of attending members. In case of a tie, the Chairman's vote decides the outcome.

Article 30. Dismissal, Removal, Replacement, and Supplementation of Members of the Board of Directors³²

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a) The member no longer meets the standards and conditions prescribed in Article 24 of this Charter;
 - b) The member submits a resignation letter and it is approved.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

The member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in force majeure cases.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors beyond the cases specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a) The number of members of the Board of Directors decreases by more than one-third (1/3) of the number specified in Clause 1, Article 25 of this Charter.

In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members decreases by more than one-third (1/3);
 - b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio prescribed in Clause 3, Article 25 of this Charter;
 - c) Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed member of the Board of Directors at the nearest meeting.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees responsible for development policies, human resources, remuneration, internal audit, and risk management. The number and structure of members of the committees shall be decided by the Board of Directors from time to time.
2. The operation of the committees must comply with the regulations of the Board of Directors. A committee's resolution shall be valid only when a majority of its members attend and vote in favor at the committee meeting.
3. The implementation of decisions made by the Board of Directors or its committees must comply with current legal regulations and the provisions of this Charter and the Company's internal governance regulations.

³² Article 160 of the Enterprise Law

Article 32. Corporate Governance Officer³³

1. The Board of Directors of the Company must appoint at least one (01) Corporate Governance Officer to support corporate governance activities.
2. The Corporate Governance Officer shall not simultaneously work for an approved audit organization conducting audits of the Company's financial statements.
3. The Corporate Governance Officer has the following rights and duties:
 - a) Advising the Board of Directors on organizing the General Meeting of Shareholders according to regulations and matters related to the Company and shareholders;
 - b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders as required by the Board of Directors;
 - c) Advising on the procedures of meetings;
 - d) Attending meetings;
 - e) Advising on the procedures for drafting resolutions of the Board of Directors in compliance with the law;
 - f) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors;
 - g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
 - h) Acting as the primary liaison with stakeholders;
 - i) Keeping information confidential according to legal regulations, this Charter, and the Company's internal governance regulations;
 - j) Other rights and duties as prescribed by law, this Charter, and the Company's internal governance regulations.

VIII. CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 33. Organizational Management Structure

The Company's management system must ensure that the management team is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company's executives include the Chief Executive Officer (CEO), Deputy CEOs, Chief Accountant, and other positions as determined and appointed by the Board of Directors from time to time. The Board of Directors shall decide the number and qualifications of executives in accordance with practical management and operational requirements. The executives are responsible for supporting the Company in achieving its set operational and organizational goals.

³³ Article 281 of Decree 155/2020/ND-CP

Article 34. Number, Standards, and Conditions of Company Executives³⁴

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another individual as the CEO. The term of office of the CEO shall not exceed five (05) years and may be reappointed for an unlimited number of terms.
2. The CEO must meet the following standards and conditions:
 - a) Not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Not have family relationships with the Company's managers; Not have family relationships with the managers, supervisors of the parent company;
 - c) Possess professional qualifications and experience in the Company's business management;
 - d) Not simultaneously work for another securities company, fund management company, or other enterprise;
 - e) Not be a member of the Board of Directors or a member of the Members' Council of another securities company;
 - f) Meet the standards specified in Clause 5, Article 74 of the Law on Securities;
 - g) Other standards as prescribed by the Board of Directors from time to time.
3. The Deputy CEO in charge of operations must meet the standards specified in Clause 5, Article 74 of the Law on Securities; shall not simultaneously work for another securities company, fund management company, or other enterprise; and must meet other standards as prescribed by the Board of Directors from time to time.
4. The CEO shall receive a salary and bonus. The salary and bonus of the CEO shall be determined by the Board of Directors.
5. The salary of executives shall be accounted for in the Company's business expenses as prescribed by tax laws and shall be presented as a separate item in the Company's annual financial statements, which must be reported to the General Meeting of Shareholders at the annual meeting.
6. The Board of Directors may dismiss the CEO when the majority of the voting members of the Board of Directors attending the meeting approve and appoint a new CEO as a replacement.

Article 35. Duties and Powers of the Chief Executive Officer (CEO)³⁵

1. The CEO is responsible for managing the Company's daily business operations; is subject to supervision by the Board of Directors (BoD); and is accountable to the BoD and the law for the execution of assigned rights and obligations.
2. The CEO has the following rights and obligations:
 - a) Decide on matters related to the Company's daily business operations that do not fall under the authority of the BoD, including signing financial and commercial contracts on behalf of

³⁴ Article 162, 163 of the Enterprise Law; Article 74 of the Securities Law; Article 10 of Circular 121-2020/TT-BTC

³⁵ Clause 3, Article 162 of the Enterprise Law

the Company, organizing and managing the Company's day-to-day operations in accordance with best management practices;

- b) Organize the implementation of resolutions and decisions of the BoD;
- c) Organize the execution of the Company's business plans and investment strategies;
- d) Propose organizational structure plans and internal management regulations for the Company;
- e) Appoint, dismiss, and remove managerial positions within the Company, except for those under the authority of the BoD;
- f) Determine salaries and other benefits for employees in the Company, including management personnel within the CEO's authority;
- g) Recruit employees;
- h) Propose dividend distribution plans or solutions for handling business losses;
- i) Other rights and obligations as prescribed by law, this Charter, resolutions of the General Meeting of Shareholders, and resolutions and decisions of the BoD.

Article 36. Internal Control Unit under the CEO³⁶

1. The Company must establish an internal control system that includes an organizational structure, internal processes, and regulations applicable to all positions, units, departments, and activities of the Company to ensure the following objectives:
 - a) The Company's operations comply with the provisions of the Securities Law and relevant legal documents;
 - b) Ensuring customers' rights and interests;
 - c) The Company operates safely and efficiently; assets and resources are protected, managed, and utilized effectively and securely;
 - d) Financial and management information systems are truthful, reasonable, complete, and timely; financial reporting by the Company is accurate and transparent.
2. The Internal Control Unit is responsible for ensuring compliance with the provisions stated in Article 12 of Circular 121/2020/TT-BTC.
3. Personnel in the Internal Control Unit must meet the standards and conditions stipulated in Article 12 of Circular 121/2020/TT-BTC.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 37. Candidacy and Nomination of Audit Committee Members³⁷

1. The Chairperson of the Audit Committee and other members of the Audit Committee are nominated by the BoD and must not be Company executives.

³⁶ Article 12 of Circular 121/2020/TT-BTC

³⁷ Article 282 of Decree 155/2020/ND-CP

2. The appointment, dismissal, and removal of the Chairperson and other members of the Audit Committee must be approved by the BoD in its meetings.

Article 38. Composition of the Audit Committee³⁸

1. The Audit Committee consists of at least two (2) members. The number of Audit Committee members is determined by the BoD periodically. The Chairperson of the Audit Committee must be an independent member of the BoD. Other members of the Audit Committee must be non-executive members of the BoD.
2. Members of the Audit Committee must have knowledge of accounting and auditing, possess general legal and business knowledge, and must not fall under the following circumstances:
 - a) Working in the Company's accounting or finance department;
 - b) Being a member or employee of an approved auditing organization that audited the Company's financial statements within the last three (3) consecutive years.
3. The Chairperson of the Audit Committee must have a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, or business administration.

Article 39. Rights and Duties of the Audit Committee³⁹

The Audit Committee has the rights and duties as stipulated in Article 161 of the Enterprise Law and the following responsibilities:

1. Oversee the accuracy of the Company's financial statements and official financial disclosures;
2. Review the internal control and risk management systems;
3. Review related-party transactions requiring approval from the BoD or the General Meeting of Shareholders and provide recommendations on transactions that need such approvals;
4. Supervise the Company's Internal Audit Department;
5. Recommend an independent audit firm, determine audit fees, and establish contract terms with the audit firm for BoD approval before presenting them to the General Meeting of Shareholders for ratification;
6. Monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially when the Company uses non-audit services from the same firm;
7. Supervise the Company's compliance with legal regulations, regulatory requirements, and internal regulations. The Audit Committee has the right to access documents related to the Company's operations, communicate with other BoD members, the CEO, the Chief Accountant, and other executives to collect information for its activities.
8. Request representatives from the approved audit firm to attend and respond to issues related to audited financial reports at Audit Committee meetings.
9. Use external legal, accounting, or other advisory services when necessary.

³⁸ Article 161 of the Enterprise Law; Article 282 of Decree 155/2020/ND-CP

³⁹ Article 161 of the Enterprise Law; Article 283 of Decree 155/2020/ND-CP

10. Develop and present risk identification and management policies to the BoD; propose solutions to mitigate risks arising in the Company's operations.
11. Prepare and submit a written report to the BoD when detecting non-compliance by BoD members, the CEO, or other executives as stipulated in the Enterprise Law and this Charter.
12. Develop the Audit Committee's Operational Regulations and present them to the BoD for approval.
13. Other rights and obligations as prescribed in this Charter, the Audit Committee's regulations, and relevant laws.

Article 40. Meetings of the Audit Committee

1. The Audit Committee must meet at least twice (2) a year. The minutes of the meetings must be detailed, clear, and fully recorded. The meeting recorder and all attending Audit Committee members must sign the minutes.
2. The Audit Committee passes resolutions by voting at meetings, collecting written opinions, or other methods specified in its operational regulations.
3. Each Audit Committee member has one (1) vote. Resolutions of the Audit Committee are passed if the majority of attending members approve them; in the event of a tie, the final decision rests with the Chairperson of the Audit Committee.

Article 41. Reporting by Independent Board Members in the Audit Committee at the Annual General Meeting of Shareholders⁴⁰

1. Independent members of the BoD in the Audit Committee are responsible for reporting their activities at the Annual General Meeting of Shareholders.
2. The report of independent BoD members in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:
 - a) Remuneration, operational costs, and other benefits of the Audit Committee and each of its members as stipulated by the Enterprise Law and this Charter;
 - b) Summary of Audit Committee meetings and their conclusions and recommendations;
 - c) Supervision results on financial reports, operational status, and financial position of the Company;
 - d) Assessment reports on transactions between the Company, subsidiaries, or other companies controlled by the Company (over 50% equity ownership) with BoD members, the CEO, other executives, and related persons of these individuals; transactions between the Company and businesses where BoD members, the CEO, or other executives were founding members or managers within the last three (3) years before the transaction date;
 - e) Assessment results on the Company's internal control and risk management system;
 - f) Supervision results on the BoD, the CEO, and other executives;

⁴⁰ Article 284 of Decree 155/2020/ND-CP

- g) Evaluation of the coordination between the Audit Committee, the BoD, the CEO, and shareholders.

X. RESPONSIBILITIES OF BOD MEMBERS, CEO, AND OTHER EXECUTIVES

BoD members, the CEO, and other executives must perform their duties, including those in BoD subcommittees, honestly and diligently in the best interests of the Company.

Article 42. Honesty and Avoidance of Conflicts of Interest⁴¹

1. BoD members, the CEO, and other executives must disclose their related interests as required by the Enterprise Law and related legal documents.
2. BoD members, the CEO, and other executives and their related persons may only use information obtained through their positions for the benefit of the Company.
3. BoD members, the CEO, and other executives must notify the BoD in writing of transactions between the Company, subsidiaries, or other companies controlled by the Company (over 50% equity ownership) and themselves or their related persons. Transactions requiring BoD or Shareholders' approval must be publicly disclosed as per securities laws.
4. BoD members cannot vote on transactions that benefit them or their related persons, as per the Enterprise Law and this Charter.
5. BoD members, the CEO, and other executives must not use or disclose internal information for insider trading.

Article 43. Approval of Contracts and Transactions Between the Company and Related Persons⁴²

1. The General Meeting of Shareholders (GMS) or the Board of Directors (BoD) must approve contracts and transactions between the Company and the following related persons:
 - a) Shareholders, authorized representatives of organizational shareholders who own more than 10% of the total common shares of the Company, and their related persons;
 - b) Members of the BoD, the CEO, other managers, and their related persons;
 - c) Enterprises that the BoD members, the CEO, and other managers of the Company are required to disclose according to Clause 2, Article 164 of the Enterprise Law.
2. The General Meeting of Shareholders must approve the following contracts and transactions:
 - a) Contracts and transactions defined in Clause 1 of this Article that have a value of at least 35% or transactions that lead to a total transaction value within 12 months from the date of the first transaction reaching 35% or more of the Company's total assets as recorded in the most recent financial statements;
 - b) Loan, lending, or asset sale transactions with a value exceeding 10% of the Company's total assets (as recorded in the most recent financial statements) between the Company and a

⁴¹ Article 291 of Decree 155/2020/ND-CP

⁴² Article 167 of the Enterprise Law; Article 293 of Decree 155/2020/ND-CP

shareholder owning at least 51% of total voting shares or a related person of such shareholder.

3. In the case specified in Clause 2 of this Article, the Company's representative signing the contract or transaction must notify the BoD of the related parties involved and provide a draft contract or a summary of the key terms of the transaction. The BoD will present the draft contract or transaction explanation at the General Meeting of Shareholders or collect shareholders' written opinions. In such cases, shareholders with interests related to the parties in the contract or transaction are not entitled to vote.
4. The BoD must approve contracts and transactions under Clause 1 of this Article that do not fall within the jurisdiction of the General Meeting of Shareholders, as specified in Clause 2 of this Article. In this case, the Company's representative signing the contract or transaction must notify the BoD members of the related parties and provide the draft contract or a summary of the transaction. The BoD must decide on the approval of the contract or transaction within 15 days of receiving the notification. BoD members with related interests in the contract or transaction are not entitled to vote.
5. Contracts and transactions are invalid as determined by a court ruling and must be handled per the law if they are signed in violation of this Article. The signatory of the contract or transaction, shareholders, BoD members, or the CEO involved must jointly compensate for any damages incurred and return any benefits obtained from executing the contract or transaction to the Company.
6. The Company must disclose related contracts and transactions as required by law.

Article 44. Liability for Damages and Compensation

1. BoD members, the CEO, and other executives who violate their duty of honesty and diligence or fail to fulfill their obligations must be held liable for any damages caused by their violations.
2. The Company shall compensate individuals who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil, administrative, and non-litigation cases initiated by parties other than the Company) if such individuals were or are BoD members, members of the Supervisory Board, the CEO, other executives, employees, or authorized representatives acting on behalf of the Company, have acted honestly, diligently, in the best interests of the Company, in compliance with the law, and without evidence proving a breach of duty.
3. Compensation costs include judgments, fines, actual payments incurred (including attorney fees) to settle such cases within the limits permitted by law. The Company may purchase insurance for these individuals to cover the aforementioned liabilities.

XI. RIGHT TO INSPECT THE COMPANY'S RECORDS AND DOCUMENTS

Article 45. Right to Inspect Records and Documents

1. Common shareholders have the right to inspect company records and documents as follows:
 - a) Common shareholders have the right to review, inspect, and extract information about names and contact addresses from the list of shareholders with voting rights; request

corrections to inaccurate information; review, inspect, extract, or copy the Company's Charter, General Meeting of Shareholders minutes, and resolutions;

- b) Shareholders or groups of shareholders owning at least 5% of the total common shares have the right to review, inspect, extract minutes and resolutions of the BoD, semi-annual and annual financial statements, contracts, transactions requiring BoD approval, and other documents, except those related to trade secrets and business secrets of the Company.
2. If an authorized representative of a shareholder or group of shareholders requests to inspect records and documents, they must provide a power of attorney from the shareholders they represent or a notarized copy of the authorization.
3. BoD members, the CEO, and other executives have the right to inspect the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that such information is kept confidential.
4. The Company must maintain this Charter, any amendments, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the BoD, minutes of meetings of the General Meeting of Shareholders and the BoD, reports from the BoD, annual financial statements, accounting books, and other documents as required by law.
5. The Company's Charter must be disclosed in accordance with the law.

XII. EMPLOYEES AND TRADE UNIONS

Article 46. Employees and Trade Unions

1. The CEO must prepare plans for the BoD's approval regarding recruitment, termination, salaries, social insurance, welfare, rewards, and discipline of employees and Company executives.
2. The CEO must prepare plans for the BoD's approval regarding the Company's relations with trade unions based on best management standards, practices, and policies, as stipulated in this Charter, the Company's regulations, and applicable laws.

XIII. FUNDS ALLOCATION AND PROFIT DISTRIBUTION

Article 47. Funds Allocation

The allocation of funds is carried out per legal regulations and determined annually by the General Meeting of Shareholders after fulfilling financial obligations to the State.

Article 48. Profit Distribution

1. The General Meeting of Shareholders decides the annual dividend payment and method of payment from the Company's retained earnings.
2. The Company does not pay interest on dividends or any other payments related to any class of shares.
3. The BoD may propose to the General Meeting of Shareholders the payment of dividends in whole or in part by shares, and the BoD is responsible for executing such a decision.
4. If dividends or other payments related to shares are made in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks based on the

shareholder's provided bank account details. If the Company transfers the funds to the shareholder's provided account but the shareholder does not receive the money, the Company is not responsible for such loss.

5. Pursuant to the Enterprise Law and the Securities Law, the BoD determines a specific date to finalize the shareholder list. Based on this date, registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notifications, or other documents.
6. Other matters related to profit distribution must comply with legal regulations.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 49. Bank Accounts

1. The Company opens accounts at Vietnamese banks or branches of foreign banks operating in Vietnam.
2. With prior approval from the competent authority, the Company may open bank accounts abroad if necessary, per legal regulations.
3. The Company carries out all payments and accounting transactions through accounts in Vietnamese dong or foreign currencies at its designated banks.

Article 50. Fiscal Year

The Company's fiscal year begins on January 1 and ends on December 31 each year. The first fiscal year starts from the date of issuance of the Securities Business License and ends on December 31 of that year.

Article 51. Accounting System

1. The Company follows the Vietnamese Accounting System (VAS) or other special accounting systems issued or approved by competent authorities.
2. The Company maintains its accounting records in Vietnamese and keeps financial records in compliance with accounting and other relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to demonstrate and justify the Company's transactions.
3. The Company uses the Vietnamese Dong as the accounting currency. If the Company primarily engages in transactions using a specific foreign currency, it may choose that currency as its accounting unit, bear responsibility for this choice under the law, and notify the tax authority.

XV. FINANCIAL REPORTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 52. Annual, Semi-Annual, and Quarterly Financial Reports

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company must disclose its audited annual financial statements in compliance with the legal requirements for information disclosure in the securities market and submit them to competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanations as required by enterprise accounting laws. The financial statements must accurately and objectively reflect the Company's business operations.
3. The Company must prepare and disclose its reviewed semi-annual financial statements and quarterly financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to competent state authorities.

Article 53. Annual Reports

The Company must prepare and publish an annual report following the legal regulations on securities and the stock market.

Article 54. Information Disclosure Responsibilities

1. The Company must disclose information regularly and on an ad-hoc basis in accordance with securities and stock market laws or upon request from competent state authorities, ensuring full and timely compliance. The Company is responsible for the accuracy and truthfulness of its disclosed information and reports.
2. Information disclosure must be conducted in a manner that ensures fair and equal access for shareholders and the investment public at the same time. The language used in disclosures must be clear, easy to understand, and must not mislead shareholders or investors.

XVI. COMPANY AUDIT

Article 55. Audit

1. The General Meeting of Shareholders (GMS) appoints an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors (BoD) to select one of them to audit the Company's financial statements for the next fiscal year under agreed terms and conditions with the BoD.
2. The audit report must be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements has the right to attend the General Meeting of Shareholders, receive notifications and relevant information about the meeting, and provide opinions on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 56. Company Seal

1. The Company's seal may include a physical seal made by an engraving facility or a digital signature-based seal in accordance with electronic transaction laws.
2. The BoD determines the type, quantity, form, and content of the Company's seal, including those used by its branches and representative offices.
3. The BoD and the CEO manage and use the Company's seal in compliance with applicable laws.

XVIII. REORGANIZATION AND DISSOLUTION OF THE COMPANY

Article 57. Reorganization of the Company

The division, separation, merger, consolidation, or transformation of the Company's type shall be conducted in accordance with the law.

Article 58. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Upon the expiration of its operating term as stated in this Charter, without an extension decision;
 - b) By resolution or decision of the General Meeting of Shareholders;
 - c) Upon revocation of its Enterprise Registration Certificate, except in cases where the Tax Administration Law provides otherwise;
 - d) Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended operating term) is decided by the General Meeting of Shareholders and executed by the BoD. This dissolution decision must be notified to or approved by competent authorities if required by law.

Article 59. Extension of Operations

1. The BoD shall convene a General Meeting of Shareholders at least 07 months before the expiration of the Company's operating term for shareholders to vote on extending the Company's operations based on the BoD's proposal.
2. The extension is approved when shareholders representing at least 65% of the total voting shares at the General Meeting of Shareholders vote in favor.

Article 60. Liquidation

1. At least 06 months before the expiration of the Company's operating term or upon a dissolution decision, the BoD must establish a Liquidation Committee comprising three members, including two members appointed by the General Meeting of Shareholders and one member appointed by the BoD from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members may be selected from the Company's employees or independent experts. All liquidation-related expenses shall be prioritized for payment before any other Company debts.
2. The Liquidation Committee must report its establishment and commencement of operations to the Business Registration Authority. From this point, the Liquidation Committee represents the Company in all matters related to liquidation before the Court and administrative authorities.
3. Funds obtained from liquidation shall be distributed in the following order:
 - a) Liquidation expenses;
 - b) Salaries, severance allowances, social insurance, and other employee benefits as per collective labor agreements and labor contracts;
 - c) Taxes;

- d) Other Company debts;
- e) Any remaining assets after settling the debts from items (a) to (d) shall be distributed to shareholders, with preference shares being paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 61. Internal Dispute Resolution

- 1. In case of disputes or complaints related to the Company's operations, shareholder rights and obligations as prescribed by the Enterprise Law, this Charter, other legal regulations, or agreements between:
 - a. A shareholder and the Company;
 - b. A shareholder and the BoD, the CEO, or other executives;
- The involved parties must first attempt to resolve the dispute through negotiation and mediation. Unless the dispute involves the BoD or the Chairman of the BoD, the Chairman of the BoD shall mediate the dispute, requiring each party to submit relevant information within 15 business days from the dispute's occurrence. If the dispute involves the BoD or the Chairman of the BoD, any party may request or appoint an independent expert to act as a mediator.
- 2. If no mediation agreement is reached within 06 weeks from the start of the mediation process, or if the mediator's decision is not accepted, any party may submit the dispute to Arbitration or Court.
 - 3. Each party shall bear its own costs related to the negotiation and mediation process. The payment of court fees shall follow the court's ruling.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 62. Company Charter

- 1. Amendments and supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.
- 2. If any legal provisions relevant to the Company's operations are not covered in this Charter or if new legal regulations differ from this Charter, those legal provisions shall prevail and regulate the Company's activities.

XXI. EFFECTIVE DATE

Article 63. Effective Date

- 1. This Charter consists of XXI chapters and 63 articles, unanimously approved by the General Meeting of Shareholders on April 10, 2025, and adopted in its entirety as per Resolution No. 01-2025/NQ-ĐHĐCĐ.
- 2. This Charter is prepared in three copies, each having equal legal validity, and is kept at the Company's headquarters.
- 3. This Charter is the sole and official version of the Company.

Copies or extracts of this Charter are valid only if signed by the Chairman of the Board of Directors or at least half of the total BoD members.

**ON BEHALF OF BOARD OF
DIRECTOR
CHAIRMAN**

**LEGAL REPRESENTATIVE &
CHIEF EXECUTIVE OFFICER**

DO QUANG VINH

NGUYEN CHI THANH

ANNEX

DETAILS OF THE COMPANY'S CHARTER CAPITAL FROM ESTABLISHMENT TO PRESENT

AND THE SHAREHOLDING RATIO OF FOUNDING SHAREHOLDERS

AT THE COMPANY'S ESTABLISHMENT DATE

1) Details of the Company's Charter Capital from Establishment to Present:

No.	MONTH	CHARTER CAPITAL (VND)	REMARK
1	11/2007	350,000,000,000	Company Establishment
2	05/2009	410,629,960,000	Issuance of bonus shares to increase charter capital from capital surplus
3	04/2010	1,000,000,000,000	Issuance of shares to increase charter capital for existing shareholders, employees, and potential partners
4	05/2018	1,053,956,740,000	Issuance of shares to swap SHBS shares for the merger with SHB Securities JSC
5	05/2019	2,072,682,010,000	Issuance of shares to increase charter capital by paying dividends in shares and offering to existing shareholders, employees, and potential partners
6	10/2021	3,252,650,270,000	Issuance of shares to increase charter capital from owner's equity and offering to existing shareholders and employees
7	06/2022	6,505,300,540,000	Additional public offering to existing shareholders
8	08/2022	8,131,567,480,000	Issuance of SHS shares to pay dividends for 2021 and increase equity capital from owner's equity

2) Information about Founding Shareholders and the percentage of shares owned by Founding Shareholders at the date of establishment of the Company:

No.	NAME	BUSINESS REGISTRATION CERTIFICATE, DATE OF ISSUE, PLACE OF ISSUE	ADDRESS	OWNED SHARES	VALUE (Dong)	RAT IO (%)
1	T&T Group JSC	0103020950, 12/09/2008, Hanoi Department of Planning and Investment	No.18 Hang Chuoi Street, Hoan Kiem District, Hanoi	5,250,000	52,500,000,000	15
2	Saigon - Hanoi Commercial JS Bank (SHB)	0103026080, 07/29/2008, Hanoi Department of Planning and Investment	No. 77, Tran Hung Dao St., Hoan Kiem District, Hanoi	3,500,000	35,000,000,000	10
3	Vietnam National Coal - Mineral (VCM)	0106000574, 02/09/2006, Hanoi Department of Planning and Investment	No. 226 Le Dung St., Dong Da District, Hanoi	3,500,000	35,000,000,000	10
4	Vietnam Rubber Industrial Park and Urban Development JS Company (VINARUCO)	0403000336, 12/18/2007, Hai Duong Department of Planning and Investment	No. 165 Bach Dang Road, Tran Phu Ward, Hai Duong City, Hai Duong Province	3,500,000	35,000,000,000	10
5	Vietnam Rubber Group (VGR)	4106000341, 03/16/2007, Ho Chi Minh City Department of Planning and Investment	No. 236 Nam Ky Khoi Nghia, District 3, Ho Chi Minh City	1,750,000	17,500,000,000	05
6	Hanoi Trading Service Co., Ltd.	044981, 04/11/2007 Hanoi Department of Planning and Investment	No. 17 Phu Dong Thien Vuong St., Ngo Thi Nham Ward, Hai Ba Trung, Hanoi	1,750,000	17,500,000,000	05
7	An Sinh Industrial Investment JSC	0103021662, 01/11/2008 Hanoi Department of Planning and Investment	No. 122 Hoang Ngan St., Trung Hoa Ward, Cau Giay District, Hanoi	1,750,000	17,500,000,000	05



SAIGON – HANOI SECURITIES JOINT STOCK COMPANY
PETITION FOR AMENDMENT OF SEVERAL KEY CONTENT OF THE CHARTER

(Attached to Proposal No. 08-2025/TTr-DHDCD)

No. 01		2024 Charter	Proposed amendment
General regulations			
1.		<p>[Article 9]</p> <p>1. List the cases and forms of changes (increase/decrease) in charter capital.</p> <p>2. After changing charter capital, the Company must announce the new charter capital in accordance with legal regulations; amend the Appendix of this Charter in accordance with the new charter capital. The amendment of the Appendix due to changes in charter capital shall be carried out by the Board of Directors without requiring approval from the General Meeting of Shareholders.</p>	<p>1. The Enterprise Law only provides a list of cases for reducing charter capital, while an increase in capital is implicitly understood to be carried out through offering/issuance in accordance with specialized securities regulations.</p> <p>⇒ Proposal: Retaining only the principle-based regulation: The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.</p> <p>2. The resolution on capital increase usually includes this authorization.</p> <p>⇒ Proposal: Remove it.</p>
2.	Share offering	<p>[Article 15]</p>	<p>Regarding classification criteria, the share offering of a public company falls into only two categories: private placement or public offering. This is because an offering to existing shareholders of a public company is also considered a public offering. Therefore, recognizing three forms, as in the current SHS' Charter, is not entirely reasonable.</p> <p>Additionally, this content is not mandatory in the model charter.</p> <p>⇒ Proposal: Remove it.</p>

No.		2024 Charter	Proposed amendment
3.	Organizational, governance and control structure	[Article 20]	<ul style="list-style-type: none"> - Only regulating the governance and control structure model according to the provisions of Article 137 of the Enterprise Law. - The organizational structure does not need to be stipulated in the Charter, as it falls under the authority of the Board of Directors and can be changed.
Regulations on the Board of Directors			
4.	Authority of the Board of Directors	[Clause 2d, Article 37] Appraising, evaluating and deciding on matters and contents related to the issuance of bonds and other securities certificates, other convertible shares and securities of the Company.	<ul style="list-style-type: none"> - The share issuance plan falls under the authority of the General Meeting of Shareholders, the Board of Directors may have this authority if specifically authorized for each issuance. - The issuance of other securities certificates is not yet specifically regulated, preemptively regulating such provisions may lead to non-compliance with the law. <p>⇒ Proposal for adjustment: Approving the bond offering (excluding the issuance of convertible bonds and bonds with warrants) of the Company in accordance with legal regulations.</p>
5.		[Clause 2i, Article 37] Electing, dismissing or removing the Chairman of the Board of Directors; appointing, dismissing, signing and terminating contracts, rewarding, disciplining and determining salaries, remuneration, bonuses and other benefits for the Chief Executive Officer (CEO), Deputy CEO, Chief Accountant, The person in charge of corporate governance and other management personnel of the Company under the appointment authority of the Board of Directors in accordance with legal regulations. Appointing authorized representatives to participate in the Members' Board or General Meeting of	Proposal for addition: and other positions as stipulated by the Company's internal regulations but not in cases under the appointment authority of the General Meeting of Shareholders as prescribed by legal regulations.

No.		2024 Charter	Proposed amendment
		Shareholders, Board of Directors, Supervisory Board/Audit Committee, Board of Management in other companies and determining their remuneration and other benefits.	
6.	Board of Directors' Subcommittees	[Article 45]	The organizational structure and functions of the subcommittees/affiliated units are fully decided by the Board of Directors based on actual needs. Therefore, it is proposed that the Charter only stipulates principles.
7.	Other regulations		
8.	Profit distribution	<p>[Article 63]</p> <p>1. Use of capital</p> <p>a) Saigon - Hanoi Securities Joint Stock Company is allowed to use capital for business activities, investment in construction and procurement of fixed assets in accordance with legal regulations.</p> <p>b) Saigon - Hanoi Securities Joint Stock Company has the right to change its capital and asset structure to support business development in compliance with legal regulations.</p> <p>c) Saigon - Hanoi Securities Joint Stock Company is permitted to allocate capital and assets among its subsidiaries that have legal status and operate independently in terms of accounting.</p> <p>2. Allocation of funds</p> <p>The allocation of funds shall be carried out in accordance with legal regulations and decided annually by the General Meeting of Shareholders after fulfilling financial obligations to the State.</p> <p>3. Dividends</p>	<ol style="list-style-type: none"> 1. Removing duplicate regulations (highlighted red content). 2. Clause 1 and Clause 4 do not fall within the scope of profit distribution, proposing to remove and incorporating them into another Article. 3. Clause 3c on dividend payments: If Articles 135 and 136 of the Enterprise Law have already been referenced, there is no need to restate the conditions for dividend payments in the Charter unless the Charter specifies otherwise. 4. Clauses 3d and 3e: Regulations on the procedures for dividend payments follow VSDC's regulations. Specific provisions should not be included in the Charter to avoid the need for amendments if VSDC changes its operational rules. 5. Clause 3f: When paying dividends in shares, the issuance of additional shares must comply with legal regulations, proposing to remove this content.

No.	2024 Charter	Proposed amendment
	<p>a) The General Meeting of Shareholders decides the annual dividend payout rate and method of payment from the Company's retained earnings in accordance with Articles 135 and 136 of the Law on Enterprises and relevant legal regulations.</p> <p>b) The Company does not pay interest on dividend payments or any other payments related to a specific type of share.</p> <p>c) Dividends for common shares are decided based on the realized net profit and dividend payments are made from the Company's retained earnings. The Company may only pay dividends on common shares if the following conditions are met:</p> <ul style="list-style-type: none"> - The Company fulfilled its tax obligations and other financial obligations in compliance with legal regulations; - The Company allocated funds and covered previous losses in accordance with legal regulations and the Company's Charter; - After paying dividends, the Company must still be able to settle all due debts and other financial obligations. <p>d) Dividends must be fully paid within six months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount per share and specify the payment timeline and method at least 30 days before each dividend payment.</p> <p>The dividend payment notice shall be sent by a guaranteed method to shareholders at their registered</p>	<p>6. Clause 3g: The conditions for dividend payments are duplicated with Clause 3c; therefore, it is proposed to remove the duplicated content.</p> <p>7. Clause 3h: It is proposed to revise the regulation concisely and eliminate duplicated content as follows: In cases where dividends or other amounts related to a type of share are paid in cash, the Company must pay in Vietnamese dong. Payment can be made directly or through banks based on the detailed bank account information provided by shareholders. If the Company transferred funds according to the correct bank details provided by shareholders but shareholders do not receive the money, the Company shall not be held responsible for the transferred amount.</p> <p>8. Clause 3k: It is proposed to review the definition of the business closing date.</p> <p>9. Clause 3j: The content is duplicated with Clause 3d.</p> <p>10. Clause 3l: Removing the content related to the payment for repurchased shares.</p>

No.	2024 Charter	Proposed amendment
	<p>addresses in the shareholder register no later than 15 days before the dividend payment is made. The notice must include the following details:</p> <ul style="list-style-type: none"> - The Company's name and its head office address; - Full name, contact address, nationality and legal identification document number for individual shareholders; - Name, enterprise code or legal identification document number and head office address for institutional shareholders; - The number of shares of each type held by shareholders, the dividend per share and the total dividend amount that shareholders are entitled to receive; - The time and method of dividend payment; - Full name and signature of the Chairperson and the Company's legal representative. <p>e) In the event that shareholders transfer their shares between the date of finalizing the list of shareholders and the dividend payment date, the transferor shall be the recipient of the dividend from the Company.</p> <p>f) In the case of dividend payment in shares, the Company must carry out share offering procedures in accordance with legal regulations. The Company must register an increase in charter capital corresponding to the total par value of the shares used for dividend payment within 10 days from the date of completing the dividend payment.</p> <p>g) The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or</p>	

No.	2024 Charter	Proposed amendment
	<p>part of the dividend in shares and the Board of Directors shall be responsible for executing this decision.</p> <ul style="list-style-type: none"> - Dividends shall be distributed according to the resolution of the General Meeting of Shareholders, based on the proposal of the Board of Directors. The Company only pays dividends to shareholders when it is profitable, fulfilled its tax obligations and other financial obligations as required by legal regulations, allocated funds and offset any previous losses (if any). - The Board of Directors may decide to pay interim dividends if it deems such payment appropriate given the Company's profitability. - Dividends for preferred shares shall be paid according to the specific conditions applicable to each type of preferred share. <p>h) Dividends may be paid in cash, in shares of Saigon – Hanoi Securities Joint Stock Company, or in other assets as proposed by the Board of Directors and decided by the General Meeting of Shareholders.</p> <p>If dividends are paid in cash, payment shall be made in Vietnamese dong and may be transferred via bank transfer at the request of shareholders.</p> <ul style="list-style-type: none"> - If dividends or other amounts related to a type of share are paid in cash, the Company must pay them in Vietnamese dong. - Payments may be made directly or through banks based on the detailed bank account information provided by shareholders. <p>If the Company transferred the payments according to the correct banking details provided by shareholders and</p>	

No.	2024 Charter	Proposed amendment
	<p>the shareholders does not receive the money, the Company shall not be responsible for the transferred amount.</p> <ul style="list-style-type: none"> - The payment of dividends for shares listed or registered for trading on the stock exchange may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation. - With the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of common shares will receive dividends in additional common shares instead of cash dividends. <p>The additional shares issued as dividends shall be recorded as fully paid shares, with the value of the dividend shares equivalent to the cash dividend amount.</p> <p>i) Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date for finalizing the list of shareholders.</p> <p>On this date, individuals registered as shareholders or holders of other securities shall be entitled to receive cash or stock dividends, as well as notices or other documents.</p> <p>j) The Board of Directors must prepare a list of shareholders entitled to receive dividends, determine the dividend per share, specify the payment timeline and method, and prepare and send the dividend payment notice. This notice must be publicly disclosed and sent to all shareholders in accordance with legal regulations and the guidelines of the relevant regulatory authorities.</p>	

No.	2024 Charter	Proposed amendment
	<p>k) Based on the Law on Enterprises, the Board of Directors may pass a resolution designating a specific date as the record date for the Company's business activities.</p> <p>On this date, individuals registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notices or other documents.</p> <p>This record date may coincide with or precede the date on which these entitlements are executed. This provision does not affect the rights of the parties involved in the transfer of shares or related securities.</p> <p>l) Recovery of payment for repurchased shares or dividends: <u>If the payment for repurchased shares violates Clause 1, Article 134 of the Law on Enterprises or if dividend payments violate Article 135 of the Law on Enterprises and the Company's charter, shareholders must return to the Company the money or other assets that they have received; in the event that a shareholder fails to reimburse the Company, all members of the Board of Directors shall be jointly liable for the Company's debts and other financial obligations within the value of the money or assets paid to the shareholder that have not been recovered.</u></p> <p>4. Handling business losses</p> <p>In case the Company incurs a loss, the previous year's loss will be addressed in the following year if the Company is profitable and in accordance with legal regulations.</p> <p>5. Other issues related to profit distribution</p>	

No.		2024 Charter	Proposed amendment
		Other issues related to profit distribution shall be carried out in compliance with legal regulations.	
9.	Legal representative	The Company has one legal representative, who is the Chief Executive Officer (CEO).	<p>The General Meeting of Shareholders authorizes the Board of Directors with full authority to select and determine the effective date of application, the timing for registering an additional Legal representative for the Company, and to amend and supplement the relevant content regarding the Company's Legal representative in the Company's Charter as follows:</p> <ol style="list-style-type: none"> 1. The Chairman of the Board of Directors and the Chief Executive Officer are Legal representatives of Sai Gon – Ha Noi Securities Joint Stock Company. 2. The scope and authority of representation of the Chairman of the Board of Directors and the Chief Executive Officer (CEO) are defined as follows: <ol style="list-style-type: none"> 2.1 The CEO shall perform the functions, powers and responsibilities of the Legal representative of the Company in all activities of the Company (including acting as the Company's representative in dealings with the State Securities Commission, providing information, documents, reports and making information disclosures). The CEO's status as the Legal representative of the Company shall automatically terminate if the CEO fall into any of the following cases: <ol style="list-style-type: none"> i. Being restricted or losing civil act capacity, having difficulties in perception or behavior control, ii. Being prohibited by a court from holding a position, practicing a profession or working in a securities business enterprise, iii. Being subject to criminal prosecution, temporary detention, serving a prison sentence or undergoing administrative

No.		2024 Charter	Proposed amendment
			<p>measures at a compulsory rehabilitation center or compulsory education institution,</p> <p>iv. Death or being declared missing,</p> <p>v. As decided or resolved by the General Meeting of Shareholders or the Board of Directors of the Company,</p> <p>vi. Other cases where the CEO is not allowed or unable to continue as the Legal representative of the Company under legal regulations and/or regulations, guidelines or requirements of competent state authorities.</p> <p>2.2 When the CEO ceases to be the Legal representative of the Company under the cases specified in Clause 2.1 of this Article, the Chairman shall automatically assume the functions, powers and responsibilities of the Legal representative of the Company in all activities (including acting as the Company's representative in providing information and working with the State Securities Commission).</p> <p>3. Each Legal representative of the Company is independently responsible for their actions performed in their capacity as the Legal representative, separating from the other Legal Representative of the Company.</p> <p>4. In addition to the rights and obligations stipulated in this Charter, the Legal representative of the Company has other rights and obligations as prescribed by law.</p> <p>5. The Company must ensure that at least one Legal representative resides in Vietnam at all times. If there is only one remaining Legal representative residing in Vietnam, this person must authorize another individual residing in Vietnam in writing to exercise the rights and obligations of the Legal representative when leaving the country. In this case, the</p>

No.		2024 Charter	Proposed amendment
			<p>Legal representative remains responsible for the execution of the authorized rights and obligations.</p> <p>6. If the authorization period specified in Clause 5 of this Article expires and the Legal representative of the Company has not returned to Vietnam and has not issued a new authorization, the authorized person shall continue to exercise the rights and obligations of the Legal representative of the Company until the Legal Representative returns to work at the Company or until the Board of Directors appoints another person as the Legal representative of the Company.</p> <p>7. If the Company has only one Legal representative and this person is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and obligations of the Legal representative or falls into any other circumstances that terminate their status as a Legal representative, as stipulated for the CEO in Point 2.2, Clause 2 of this Article, the Board of Directors shall appoint another person as the Legal representative of the Company.</p> <p>8. In several special cases, the Court or other competent judicial authorities have the right to appoint an individual as the Legal representative of the Company during legal proceedings in accordance with the law.</p>





SAIGON – HANOI SECURITIES JOINT STOCK COMPANY (SHS)

Floors 1-5, Unimex Hanoi Building, 41 Ngo Quyen, Hang Bai Ward,
Hoan Kiem District, Hanoi

- Tel: 84.24.38181888
- Fax: 84.24.38181688

- Email: contact@shs.com.vn
- Website: www.shs.com.vn

DRAFT

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

(Issued under Resolution No.01-2025/NQ-DHDCD dated April 10, 2025

by the General Meeting of Shareholders of Saigon – Hanoi Securities Joint Stock Company)

Hanoi, April 2025

TABLE OF CONTENT

CHAPTER I	1
GENERAL PROVISIONS	1
Article 1. Purpose and scope of regulation	1
Article 2. Principles of implementation	2
Article 3. Corporate governance principles	2
CHAPTER II	2
SHAREHOLDERS AND THE EXERCISE OF SHAREHOLDERS' RIGHTS	2
Article 4. Commencement of shareholders' rights and obligations	2
Article 5. Equal treatment of Shareholders	2
Article 6. Rights of shareholders	2
Article 7. Obligations of shareholders	3
Article 8. Shareholders' requests for information	3
Article 9. Shareholders' request to convene an extraordinary GMS	3
Article 10. Shareholders' request to add items to the General Meeting Agenda	4
Article 11. Shareholders' request to work directly with the BOD and CEO	5
Article 12. Providing information to shareholders	5
CHAPTER III	5
THE GENERAL MEETING OF SHAREHOLDERS	5
Article 13. Procedures for Conducting the GMS and Passing Resolutions by Voting at the Meeting	5
Article 14. Procedures for passing Resolutions of the GMS by collecting written opinions	7
Article 15. Procedures for conducting the GMS and passing Resolutions via online meetings or hybrid meetings	7
Article 16. Language used in the GMS	7
CHAPTER IV	7
THE BOARD OF DIRECTORS	7
Article 17. Roles, rights and obligations of the BOD, responsibilities of BOD's members	7
Article 18. Nomination, election, appointment, and dismissal of BOD's members	8
Article 19. Remuneration and benefits of BOD's members	8
Article 20. Procedures for organizing BOD Meetings	8
Article 21. Audit Committee	9
Article 22. Subcommittees/departments/units under the BOD	9
Article 23. Selection, appointment and dismissal of the The person in charge of corporate governance	9
CHAPTER VI	9
CEO AND OTHER EXECUTIVES	9
Article 24. Roles, responsibilities, rights and obligations of the CEO	9
Article 25. Appointment, dismissal, contract signing and termination with the CEO	9

CHAPTER VII	10
COORDINATION OF ACTIVITIES	10
BETWEEN THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT	10
Article 26. Procedures for convening, notifying meetings, recording minutes, and announcing meeting results between the BOD and the CEO	10
Article 27. Reporting by the CEO to the BOD on assigned responsibilities, implementation of Resolutions, and other delegated matters	10
Article 28. Matters the CEO must report, provide information on and the reporting methodology to the BOD	11
Article 29. Coordination in oversight, management, and supervision between the BOD, Board sub-units, BOD's members, and the Board of Management	11
CHAPTER VIII	12
ANNUAL EVALUATION, REWARD, AND DISCIPLINARY ACTIONS FOR BOD'S MEMBERS, BOARD OF MANAGEMENT, AND OTHER EXECUTIVES	12
Article 30. Performance evaluation of BOD's Members, Board of Management, and other Executives	12
Article 31. Rewards	12
Article 32. Disciplinary Actions	12
CHAPTER IX	13
FINAL PROVISIONS	13
Article 33. Implementation Provisions	13

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

(Issued pursuant to the Resolution No.01-2025/NQ-DHĐCĐ dated April 10, 2025

by the General Meeting of Shareholders of Saigon – Hanoi Securities Joint Stock Company)

DRAFT

CHAPTER I

GENERAL PROVISIONS

Article 1. Purpose and scope of regulation

1. The Internal regulations on corporate governance of Saigon – Hanoi Securities Joint Stock Company ("**Regulations**") establish the fundamental principles of corporate governance in accordance with the law and the Company's Charter. These Regulations concretize internal governance matters to protect the legitimate rights and interests of shareholders, set standards for conduct and professional ethics for BOD's members, the Board of Management and Company managers. Additionally, they outline the procedures and processes for decision-making within the Company to minimize risks and unnecessary losses, enhance operational efficiency, and ensure transparent and public internal governance.
2. **Scope of regulation**
The Internal regulations on corporate governance cover the following aspects:
 - Roles, rights, and obligations of the General Meeting of Shareholders ("GMS"), the Board of Directors ("BOD"), and the Chief Executive Officer ("CEO");
 - Procedures for convening and voting at the GMS;
 - Nomination, candidacy, election, dismissal, and removal of BOD's members;
 - BOD's activities, procedures for organizing and conducting BOD's meetings;
 - Activities of the Audit Committee;
 - Establishment and operation of subcommittees under the BOD;
 - Selection, appointment, and dismissal of executive management personnel;
 - Coordination between the BOD, the Audit Committee, and the CEO;
 - Annual evaluation, reward, and disciplinary measures for members of the BOD, the CEO, and other executive officers;
 - Selection, appointment, and dismissal of the The person in charge of corporate governance;
 - Other activities as stipulated in the Company's Charter and applicable laws.
3. **Applicable subjects**
The Regulations apply to BOD's members, the Audit Committee, the Board of Management, and other relevant individuals.

Article 2. Principles of implementation

1. Shareholders, the Company, managers, executives, and employees shall exercise their rights and obligations in accordance with the principles of compliance with laws, the Company's Charter, internal regulations, and procedures.
2. In case of any conflict between legal provisions and this Regulation or other Company documents, or if relevant legal provisions are not addressed in this Regulation, the provisions of the law shall prevail.

Article 3. Corporate governance principles

1. Compliance with applicable laws and the Company's Charter.
2. Ensuring a rational governance structure.
3. Ensuring the effective operation of the BOD and the Audit Committee.
4. Protecting the rights of shareholders and relevant stakeholders.
5. Ensuring fair treatment among shareholders.
6. Maintaining transparency in all Company activities.

CHAPTER II

SHAREHOLDERS AND THE EXERCISE OF SHAREHOLDERS' RIGHTS

Article 4. Commencement of shareholders' rights and obligations

1. Shareholders' rights and obligations take effect when their names and relevant information are recorded in the Company's Register of shareholders.
2. The Company's Register of shareholders (also referred to as the Shareholder List or List of securities holders), as provided by the Vietnam Securities Depository and Clearing Corporation ("VSDC"), is the sole basis for determining shareholders' status, rights, and obligations.

Article 5. Equal treatment of Shareholders

1. All shareholders shall be treated fairly.
2. Foreign ownership in the Company shall comply with legal regulations and be recorded in Article 6 of the Company's Charter.
3. Each share of the same type grants shareholders equal rights, obligations, and benefits. If the Company issues preferred shares, the associated rights and obligations must be approved by the GMS and fully disclosed.
4. Major shareholders must not abuse their position to harm the rights and interests of the Company and other shareholders.
5. Insiders, related persons of insiders, major shareholders, and related persons of major shareholders must report and disclose information when trading the Company's shares in accordance with legal regulations.

Article 6. Rights of shareholders

Shareholders' rights are stipulated in Article 11 of the Company's Charter and applicable

legal provisions.

Article 7. Obligations of shareholders

Shareholders' obligations are stipulated in Article 12 of the Company's Charter and applicable legal provisions.

Article 8. Shareholders' requests for information

1. For information requests under Clause 1, Article 11 of the Company's Charter, shareholders shall follow these steps:
 - a) Shareholder/Group of shareholders submits a written request to the BOD's office - Shareholder relations department or the Company's Head office Administration department via direct submission, postal mail, or email (as per the contact details on the Company's website).
 - b) Depository shareholders requesting corrections to inaccurate information must submit their request to the depository member where they maintain their securities account, in accordance with the VSDC's regulations.
 - c) Non-depository shareholders must contact the BOD's office - Shareholder relations Department for assistance and/or submit a written request per Company and VSDC's regulations.
2. For information requests under Point b, Clause 2, Article 11 of the Company's Charter, shareholders shall follow these steps:
 - a) Shareholder/Group of shareholders submits a written request to the BOD's office - Shareholder relations department or the Company's Head office Administration department via direct submission, postal mail, or email (as per the contact details on the Company's website).
 - b) The written request must include: full name, contact address, nationality, and legal identification number (for individual shareholders); company name, enterprise code, or legal identification number, and head office address (for institutional shareholders); number of shares owned, date of registration, total shares held by the shareholder group, and ownership percentage in the Company; specific matters to be reviewed and the purpose of the request; signatures of shareholders (including the official seal for institutional shareholders).
 - c) The Chairperson will assign the The person in charge of corporate governance to provide the requested information within seven (07) working days of receiving the request. If denied, the shareholder will receive a written explanation;
 - d) Shareholders must cover costs for document extraction, photocopying, and postal fees (if applicable).

Article 9. Shareholders' request to convene an extraordinary GMS

Shareholder or a group of shareholders holding at least 5% of the total common shares have the right to request the convening of an Extraordinary GMS (pursuant to Point a, Clause 2, Article 11 of the Company's Charter) by following these steps:

1. Shareholder/Group of shareholders submits a written request to the BOD's office - Shareholder relations department or the Company's Head office Administration

department via direct submission, postal mail, or email (as per the contact details on the Company's website).

2. The written request must include: full name, contact address, nationality, and legal identification number (for individual shareholders); company name, enterprise code, or legal identification number, and head office address (for institutional shareholders); number of shares owned, date of registration, total shares held by the shareholder group, and ownership percentage in the Company, reason and legal basis for requesting the meeting, signatures of shareholders (including the official seal for institutional shareholders).

The request must be accompanied by legal documents and evidence proving violations by the BOD, the severity of violations, or decisions that exceed their authority.

3. Within seven (07) working days from the date of receipt, the BOD must provide an official response to the shareholder(s) regarding the request.
4. If the shareholder(s) must self-convene the GMS according to the Law on Enterprises, the Chairperson and CEO are responsible for providing the list of shareholders entitled to attend the meeting.
5. The Company shall reimburse reasonable expenses for convening and conducting the meeting, provided that the convening party submits valid invoices with the Company listed as the buyer.

Article 10. Shareholders' request to add items to the General Meeting Agenda

Shareholder or a group of shareholders holding at least 5% of the total common shares have the right to propose additional agenda items for the GMS (pursuant to Point c, Clause 2, Article 11 of the Company's Charter) by following these steps:

1. Shareholder/Group of shareholders submits a written request to the BOD's office - Shareholder relations department or the Company's Head office Administration department via direct submission, postal mail, or email (as per the contact details on the Company's website) at least three (03) working days before the scheduled date of the GMS.

The proposing shareholder(s) must provide the necessary documents to the Chairperson for inclusion in the meeting materials.

2. The written request must include: full name, contact address, nationality, and legal identification number (for individual shareholders); company name, enterprise code, or legal identification number, and head office address (for institutional shareholders); number of shares owned, date of registration, total shares held by the shareholder group, and ownership percentage in the Company, the proposed agenda item(s) for the meeting, signatures of shareholders (including the official seal for institutional shareholders).
3. The organizer of the GMS will review and process the request. Shareholders will be notified whether their request has been approved or rejected, with the reasons for rejection clearly stated.
4. If approved, the proposed item(s) will be included in the draft agenda for the GMS.

The proposed item(s) will be officially added to the meeting agenda if the GMS approves them.

5. If the proposal is rejected, the organizer must provide a written response stating the reasons for rejection at least two (02) working days before the scheduled GMS.

Article 11. Shareholders' request to work directly with the BOD and CEO

1. Shareholders who wish to work directly with the BOD or CEO to discuss, propose, complain, denounce, or address any other matters must register with the person in charge of corporate governance.
2. The person in charge of corporate governance is responsible for informing the Chairperson of the BOD and/or CEO to arrange a suitable meeting schedule. Based on the work schedule and the necessity of the requested content, the Chairperson of the BOD or CEO will decide whether to meet with the Shareholder directly or appoint an authorized representative to attend the meeting. The person in charge of corporate governance will notify the Shareholder of the meeting schedule and prepare relevant documents, if applicable.
3. The person in charge of corporate governance is responsible for recording the meeting minutes and archiving them in the Company's records.
4. Depending on the Company's situation and shareholders' requests, the BOD will determine the organization and method of meetings and discussions with the Company's shareholders.

Article 12. Providing information to shareholders

1. The Company's information is provided to shareholders through the following channels:
 - The Company's official website;
 - Reports and official disclosures in accordance with legal regulations on reporting and information disclosure for securities companies and listed organizations;
 - The Company's press releases;
 - Statements from the Chairperson, the CEO, or an authorized information disclosure representative;
 - Other officially issued reports and documents available to all Shareholders or the public
2. The Company facilitates Shareholders and the public in accessing official information from the Company promptly and accurately.
3. The Company's website, reports, and information disclosures are available in both Vietnamese and English, with Vietnamese being the official language. In cases of unclear content, discrepancies, or disputes, the Vietnamese version will take precedence.

CHAPTER III

THE GENERAL MEETING OF SHAREHOLDERS

Article 13. Procedures for Conducting the GMS and Passing Resolutions by Voting at the Meeting

The procedures shall comply with the Company's Charter and relevant legal regulations. The key steps for conducting the GMS and passing resolutions by voting at the meeting include:

1. Authority to convene the GMS: As stipulated in Article 17 of the Charter.
2. Preparation of the List of Shareholders entitled to attend the Meeting: As stipulated in Clause 2, Article 17 of the Charter.
3. Notice on finalizing the List of Shareholders entitled to attend the Meeting: As stipulated in Clause 2, Article 17 of the Charter.
4. Notice of convening the GMS: As stipulated in Clause 3, Article 17 of the Charter.
5. Agenda and content of the GMS:
 - a) The person responsible for preparing the meeting agenda and content: As stipulated in Clause 2, Article 17 of the Charter.
 - b) Regulations on shareholder proposals for the meeting agenda: As stipulated in Clauses 4, 5, and 6, Article 17 of the Charter.
6. Authorization for representatives to attend the GMS: As stipulated in Article 15 of the Charter.
7. Registration for attendance: Shareholders must register for attendance as specified in the Notice of invitation to the GMS.
8. Conditions for holding the Meeting: As stipulated in Article 18 of the Charter.
9. Method of passing Resolutions at the GMS: As stipulated in Article 19 of the Charter.
10. Voting procedures: Shareholders shall vote according to the guidelines/regulations specified in the Working Regulations of the GMS.
11. Vote counting procedures: As stipulated in Clause 5, Article 21 of the Charter and the Working Regulations of the GMS.
12. Conditions for Resolution approval: As stipulated in Article 20 of the Charter.
13. Announcement of vote counting results:
 - a) Preparation and announcement of the Vote counting minutes:
 - After vote counting is completed, the Vote counting committee shall prepare the Vote counting minutes.
 - The Minutes must include the following key contents:
 - Time and place of vote counting;
 - Composition of the Vote counting committee;
 - Total number of shareholders attending the meeting;
 - Total number of shareholders participating in the election/voting;
 - Number of valid and invalid ballots and their respective ratios;
 - Number of votes in favor, against, and abstentions for each issue approved at the GMS; number of votes received by each candidate.
 - Signatures of the members of the Vote counting committee and confirmation from shareholder representatives.
 - b) The voting results shall be announced immediately at the GMS after the vote counting is

completed.

14. Objection to Resolutions of the GMS: As stipulated in Article 23 of the Charter.
15. Preparation of Meeting Minutes: As stipulated in Article 22 of the Charter.
16. Disclosure of Resolutions of the GMS: As stipulated in Article 22 of the Charter and relevant legal regulations on information disclosure.

Article 14. Procedures for passing Resolutions of the GMS by collecting written opinions

1. Cases where written opinion collection is permitted or not permitted: The BOD has the authority to collect shareholders' written opinions to pass resolutions of the GMS when deemed necessary for the benefit of the Company.
2. Procedures for passing Resolutions by collecting written opinions: As stipulated in Article 21 of the Charter and relevant legal regulations.

Article 15. Procedures for conducting the GMS and passing Resolutions via online meetings or hybrid meetings

1. The Company is permitted to apply modern information technology to allow shareholders to attend and express their opinions at the GMS via online meetings, electronic voting, or other electronic means in accordance with relevant legal regulations.
2. The Company shall develop Regulations on organizing the GMS via online meetings and electronic voting. These Regulations shall include the following key contents:
 - a) Notice of convening the online GMS;
 - b) Registration procedures for attending the online GMS;
 - c) Authorization for representatives to attend the online GMS;
 - d) Conditions for holding the meeting;
 - e) Methods of passing resolutions at the online GMS;
 - f) Electronic voting procedures;
 - g) Online vote counting procedures;
 - h) Announcement of vote counting results;
 - i) Preparation of meeting minutes;
 - j) Disclosure of Resolutions of the GMS.

Article 16. Language used in the GMS

1. The official language used in the GMS is Vietnamese.
2. If the Chairperson does not appoint an official interpreter for the meeting, foreign shareholders have the right to bring their own interpreter when attending the General Meeting. However, they must notify the Organizing committee in advance when registering for the meeting to arrange appropriate seating for the interpreter.

CHAPTER IV

THE BOARD OF DIRECTORS

Article 17. Roles, rights and obligations of the BOD, responsibilities of BOD's members

As stipulated in Article 26 of the Company's Charter and relevant legal regulations.

Article 18. Nomination, election, appointment, and dismissal of BOD's members

1. Term and number of BOD's members: As stipulated in Clauses 1 and 2, Article 25 of the Charter and relevant legal regulations.
2. Structure, qualifications, and conditions of BOD's members: As stipulated in Clause 3, Article 25, and Clauses 4 and 5, Article 24 of the Charter, as well as relevant legal regulations.
3. Nomination and candidacy for BOD's members: As stipulated in Clauses 2 and 3, Article 24 of the Charter and relevant legal regulations.
4. Election method for BOD's members: As stipulated in Clause 6, Article 24 of the Charter and relevant legal regulations.
5. Cases of dismissal, removal, and replacement of BOD's members: As stipulated in Article 30 of the Charter and relevant legal regulations.
6. Notification of election, dismissal, and removal of BOD's members: As per legal requirements on information disclosure.
7. Method of introducing candidates for BOD's members: As stipulated in Clause 1, Article 24 of the Charter and relevant legal regulations.
8. Election, dismissal, and removal of the Chairperson: As stipulated in Article 28 and Clause 1, Article 29 of the Charter and relevant legal regulations

Article 19. Remuneration and benefits of BOD's members

The remuneration and benefits of BOD's members are stipulated in Article 27 of the Charter and relevant legal regulations.

Article 20. Procedures for organizing BOD Meetings

1. Minimum number of meetings per month/quarter/year: As stipulated in Clause 2, Article 29 of the Charter and relevant legal regulations.
2. Cases requiring extraordinary Board meetings: As stipulated in Clauses 3, 4, and 5, Article 29 of the Charter and relevant legal regulations.
3. Notice of Board meetings (including time, location, agenda, discussion, and decision-making topics): As stipulated in Clauses 6 and 7, Article 29 of the Charter and relevant legal regulations.
4. Conditions for holding Board meetings: As stipulated in Clause 8, Article 29 of the Charter and relevant legal regulations.
5. Voting method: As stipulated in Clauses 9, 10, 11, and 12, Article 29 of the Charter and relevant legal regulations.
6. Resolution approval method of the BOD: As stipulated in Clause 14, Article 29 of the Charter and relevant legal regulations.
7. Authorization for attendance and voting at Board meetings: A member may authorize another person to attend and vote if approved by the majority of the BOD's members.
8. Meeting minutes of the BOD: As stipulated in Article 18 of the Regulations on

Organization and Operation of the BOD and relevant legal regulations.

9. Cases where the Chairperson and/or Secretary refuse to sign the meeting minutes: As stipulated in Article 19 of the Regulations on Organization and Operation of the BOD and relevant legal regulations.
10. Announcement of BOD's resolutions and decisions: As stipulated in Article 26 of this Regulation and relevant legal regulations.

Article 21. Audit Committee

1. Rights and obligations of the Audit Committee:
As stipulated in Article 39 of the Charter and relevant legal regulations:
2. Nomination and candidacy for Audit Committee members:
 - a) Term, number, qualifications, and structure of the Audit Committee: As stipulated in Article 38 of the Charter and relevant legal regulations.
 - b) Nomination and candidacy of Audit Committee members: As stipulated in Article 37 of the Charter and relevant legal regulations.
3. Operations of the Audit Committee: As stipulated in Articles 40 and 41 of the Charter and relevant legal regulations.

Article 22. Subcommittees/departments/units under the BOD

As stipulated in Article 31 of the Charter, the Regulations on Organization and Operation of the BOD, and relevant legal regulations.

Article 23. Selection, appointment and dismissal of the The person in charge of corporate governance

The The person in charge of corporate governance shall be selected, appointed, and shall operate in compliance with Article 32 of the Charter and relevant legal regulations.

CHAPTER VI

CEO AND OTHER EXECUTIVES

Article 24. Roles, responsibilities, rights and obligations of the CEO

As stipulated in Article 35 of the Company's Charter, internal regulations, and relevant legal regulations.

Article 25. Appointment, dismissal, contract signing and termination with the CEO

1. Term, qualifications, and conditions of the CEO: As stipulated in Clauses 1 and 2, Article 34 of the Charter and relevant legal regulations.
2. Dismissal of the CEO: As stipulated in Clause 6, Article 34 of the Charter and relevant legal regulations.
3. Appointment and employment contract with the CEO:
The appointment of the CEO follows Clause 1, Article 34 of the Charter.

The employment contract with the CEO is in accordance with sub-clause (viii), point a, Clause 2, Article 26 of the Charter, the Labor Regulations, the Company's human resource

management policies, and relevant legal regulations.

4. Dismissal and termination of the employment contract with the CEO: As stipulated in sub-clause (viii), point a, Clause 2, Article 26 of the Charter, the Labor Regulations, the Company's human resource management policies, and relevant legal regulations.
5. Notification of appointment, dismissal, contract signing, and termination of the CEO: As per legal requirements on information disclosure.
6. Salary and other benefits of the CEO: As stipulated in Clause 4, Article 34 of the Charter and relevant legal regulations.

CHAPTER VII

COORDINATION OF ACTIVITIES

BETWEEN THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT

Article 26. Procedures for convening, notifying meetings, recording minutes, and announcing meeting results between the BOD and the CEO

1. At Board of Directors meetings, the Chairperson of the BOD may invite the Board of Management to attend if deemed necessary. The CEO has the right to attend Board meetings with the Chairperson's approval, may express opinions, but is not allowed to vote.
2. At important Board of Management meetings, the CEO may invite certain BOD's members and members of the Board's subcommittees/departments/units to attend.
3. When necessary, the Chairperson of the Board and/or the CEO may propose/request the participation of the BOD and/or the Board of Management in meetings that involve both parties.
4. Meeting notifications in cases specified in Clauses 1, 2, and 3 of this Article shall comply with the procedures for convening the Board/Board of Management meetings as stipulated in the Company's Charter and internal regulations.
5. Meeting invitations from the BOD and the Board of Management must specify the time, location, agenda, and include relevant documents, which must be sent at least three (03) days before the meeting date.
6. Meeting minutes must be distributed to all attendees within seven (07) days from the meeting date.
7. All resolutions and decisions of the BOD, as well as general governance documents issued by the Board, must be sent to the CEO within seven (07) days from the conclusion of the meeting.

Article 27. Reporting by the CEO to the BOD on assigned responsibilities, implementation of Resolutions, and other delegated matters

1. The CEO is responsible for reporting to the Board on the execution of assigned duties and powers, ensuring the following principles:
 - a) Reports must be accurate, objective, truthful, complete, and timely, reflecting the actual operational situation, business performance, and key matters concerning the Company.

- b) Reports must follow standardized templates (if applicable) or comply with specific Board requests.
 - c) Reports must clearly present all required content, include analysis, assessments, and solution proposals (if applicable), and be accompanied by supporting documents to substantiate key report elements.
 - d) Reports must be prepared, submitted, and delivered within the timeframe and format required by the BOD.
2. The CEO is accountable to the Board for the accuracy and content of reports.
 3. The Board has the right to request additional information or clarification on report contents as necessary.
 4. The Board establishes specific reporting requirements, directives, and guidelines for the CEO.
 5. The Board may review, recommend, or request adjustments to the CEO's implementation of resolutions and delegated matters to ensure alignment with the Company's objectives and interests.

Article 28. Matters the CEO must report, provide information on and the reporting methodology to the BOD

1. The CEO must report and provide information to the Board on periodic and extraordinary matters as required by law, the Company's Charter, internal regulations, and the Board's directives.
2. The reporting, notification, and information provision processes must comply with applicable laws, the Company's Charter, internal regulations, and Board requirements.
3. The Board establishes specific regulations, requirements, and directives concerning the CEO's reporting and information provision activities.

Article 29. Coordination in oversight, management, and supervision between the BOD, Board sub-units, BOD's members, and the Board of Management

1. **General coordination principles:**
 - Compliance with laws, the Charter, and internal Company regulations;
 - Respect for each unit's authority;
 - Effective coordination to prevent overlaps or gaps in management, operation, and supervision;
 - Close cooperation and continuous communication among the Board, its subunits, BOD's members, and the Board of Management, ensuring the fulfillment of duties and responsibilities effectively.
2. The Board facilitates the Board of Management in fulfilling its functions, while the Board of Management provides necessary support to the Board's subunits and members to execute their assigned duties.
3. Urgent matters under the responsibility of the Board of Management or Board subunits may be addressed directly through discussions, phone calls, or emails with Board of Management members for timely resolution.

4. The CEO is responsible for executing the Board's resolutions and decisions, while the Board oversees and ensures their proper implementation.
5. If the Board of Management identifies any adverse impact from Board resolutions or decisions, it must promptly notify the Chairperson for joint resolution.
6. Proposals and recommendations from the CEO/Board of Management to the Board's subunits, BOD's members, or the Board itself must be reviewed, processed, and responded to in a timely and complete manner within the recipient's scope of authority.

CHAPTER VIII

ANNUAL EVALUATION, REWARD, AND DISCIPLINARY ACTIONS FOR BOD'S MEMBERS, BOARD OF MANAGEMENT, AND OTHER EXECUTIVES

Article 30. Performance evaluation of BOD's Members, Board of Management, and other Executives

The Board conducts an annual evaluation of the performance of each BOD's member, the CEO, and other executives based on assigned duties and responsibilities.

Article 31. Rewards

1. The appointing authority has the discretion to grant rewards to appointees, following labor laws, the Company's Charter, internal regulations, and employment contract agreements.
2. Forms of rewards:
 - Certificates of commendation;
 - Monetary bonuses;
 - Stock options under employee share programs;
 - Other forms as determined
3. Reward funds: sourced from the Company's reward fund or other lawful sources as permitted by law.
4. Reward amounts: determined based on the Company's annual business performance.

Article 32. Disciplinary Actions

1. Based on the annual performance evaluation, disciplinary actions are determined in accordance with laws and internal Company regulations. BOD's members, the CEO, and other executives failing to fulfill their responsibilities due to negligence, lack of diligence, or inadequate professional competency shall be held accountable for resulting damages.
2. Major disciplinary violations include:
 - Severe breaches of obligations and responsibilities;
 - Abuse of power or unauthorized decision-making causing Company losses;
 - Violations of information disclosure obligations as per securities regulations;
 - Other violations as stipulated by law
3. Disciplinary actions
 - Dismissal or removal from position;

- Other measures as per labor laws, the Company's Charter, internal regulations, and employment contracts.
- 4. In addition, disciplined members must return any benefits obtained from unauthorized actions and/or compensate the Company for damages incurred due to such violations.

CHAPTER IX

FINAL PROVISIONS

Article 33. Implementation Provisions

1. These Regulations consists of IX Chapters and 33 Articles, adopted by the GMS and effective from April 10, 2025.
2. These Regulations is prepared in one (01) official copy and kept at the Company's headquarters.
3. Amendments and supplements to these Regulations shall be decided by the GMS.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**

DO QUANG VINH



Empower
Financial Prosperity

SAIGON - HANOI SECURITIES JOINT STOCK COMPANY (SHS)
1st-5th Floor, Unimex Hanoi Building, 41 Ngo Quyen, Hang Bai, Hoan Kiem, Hanoi

- Tel: 84.24.38181888
- Email: contact@shs.com.vn
- Fax: 84.24.38181688
- Website: www.shs.com.vn

DRAFT

REGULATIONS

ORGANISATION AND OPERATION

OF THE BOARD OF DIRECTORS

(Pursuant to the Resolution No. 01-2025/NQ-ĐHĐCD dated April 10, 2025, of the Annual General Meeting of Shareholders (AGM) of Saigon – Hanoi Securities Joint Stock Company

Hanoi, April 2025

Table of contents

CHAPTER I - GENERAL PROVISIONS	1
Article 1. Scope and applicability	1
Article 2. Operating principles of the BOD	1
CHAPTER II - MEMBERS OF THE BOARD OF DIRECTORS	1
Article 3. Rights and obligations of BOD's members	1
Article 4. The right to request information from the members of the BOD	2
Article 5. Composition and tenure of the BOD	2
Article 6. Criteria and conditions for members of the BOD	2
Article 7. The BOD's Chairperson	3
Article 8. Election, removal, and dismissal of BOD's Members	3
Article 9. Reporting and disclosure regarding the Election, removal, and dismissal of BOD's members	3
CHAPTER III - THE BOARD OF DIRECTORS	3
Article 10. Rights and Obligations of the BOD	3
Article 11. Duties and Mandates of the BOD	4
Article 12. Responsibilities of the BOD in convening Extraordinary GMS	4
Article 13. Subcommittees and units under the BOD	4
Article 14. Audit Committee	5
CHAPTER IV - THE BOARD OF DIRECTORS' MEETINGS	5
Article 15. The BOD's Meetings	5
Article 16. Authorization to attend meetings, vote, and provide opinions	5
Article 17. Communication and exchange of information	5
Article 18. Methods of meetings and adopting Resolutions/Decisions of the BOD	5
Article 19. The BOD's meeting Minutes	7
CHAPTER V - DECLARATION OF INTERESTS	8
Article 20. Submission of annual reports	8
Article 21. Remuneration and benefits of BOD's members	8
Article 22. Declaration of related interests	8
CHAPTER VI -RELATIONS OF THE BOARD OF DIRECTORS	8
Article 23. Relations among BOD's members	8
Article 24. Relations with the Board of Management	9
Article 25. Relations with Audit Committee	9
CHAPTER VII - IMPLEMENTATION PROVISIONS	9
Article 26. Implementing provisions	9

DRAFT

REGULATIONS

ORGANISATION AND OPERATION OF THE BOARD OF DIRECTORS

*(Issued pursuant to Resolution no. 01-2025/NQ-ĐHĐCĐ dated April 10, 2025, of the
General Meeting of Shareholders of Saigon – Hanoi Securities Joint Stock Company)*

CHAPTER I

GENERAL PROVISIONS

Article 1. Scope and applicability

1. Scope: The Regulations on Organization and Operation of the Board of Directors (“BOD”) stipulates the organization structure, operating principles, mandates and powers of BOD and BOD’s members in order to govern the Company in compliance with the Law on Enterprise, the Law on Securities, the Company Charter and other relevant laws and regulations.
2. Applicability: These Regulations are applicable to the BOD, BOD’s members and related individuals and units under the BOD.

Article 2. Operating principles of the BOD

1. The BOD works on a collective principle. Each BOD’s member shall be responsible for their own assigned tasks and be jointly accountable to the General Meeting of Shareholders (“GMS”) and relevant laws and regulations for the resolutions and decisions of the Board concerning the Company's development.
2. The BOD delegates the Chief Executive Officer (“CEO”) or an appropriate individual to implement its resolutions and decisions.

CHAPTER II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of BOD’s members

1. BOD’s Members are entitled to all rights stipulated in Article 26 of the Company Charter and relevant laws and regulations, including the right to access information and documents regarding the financial position and business performance of the Company and its units.
2. BOD’s Members shall fulfill the obligations specified in Article 26 of the Charter, relevant laws and regulations, and the following obligations:
 - a) Act in good faith, with due diligence and care, and in the best interests of the Company and shareholders;
 - b) Participate in all BOD’s meetings and provide opinions on matters under discussion;

- c) Timely and fully report to the BOD any remuneration received from subsidiaries, affiliated companies, or other organizations;
- d) Report to the BOD at the next meeting any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital and BOD's members and their related entities; transactions between the Company and company in which BOD's member is the founding member or executives in 03 years preceding the transaction date;
- e) Disclose information when conducting Company stock trading as required by relevant laws and regulations;
- f) Independent members and non-executive members of the BOD are entitled to additional rights and bear further obligations as stipulated in the Company Charter, internal regulations, and relevant laws and regulations.

Article 4. The right to request information from the members of the BOD

1. BOD's Members are entitled to request the CEO, Deputy CEO, or other managers within the Company to provide information and documents related to the financial position and business performance of the Company and its units.
2. Managers who receive such requests must provide timely, complete, and accurate information and documents as required by the members of the BOD.
3. Requests for information must be submitted in writing, either directly or via email, to the individual or unit responsible for providing the information. A copy of the request must also be sent to the Chairperson. If the requested information falls under the management of the CEO and/or units within the CEO's authority, the request must also be sent to both the Audit Committee and the CEO. The Audit Committee shall oversee compliance, and the CEO shall lead the implementation process.
4. The request must specify the required information, the method of provision and be sent to the recipient at least seven (07) working days before the required date. In the case of email, both sender and recipient emails addresses must be registered within the Company.
5. The recipient is responsible for providing accurate and complete information in accordance with the specified timeline and method. If unable to provide the information on time or refuses to provide part or all of the requested information, the recipient must respond to the requester within 03 working days following the date of receipt of the request, clearly stating the reasons and proposing a solution.
6. Recipients of information are subject to an affirmative duty to keep the information and documents confidential, except for information already publicly disclosed.

Article 5. Composition and tenure of the BOD

Composition and Tenure of BOD's members shall comply with Article 25 of the Company Charter and relevant laws and regulations.

Article 6. Criteria and conditions for BOD's members

1. BOD's Members shall meet the criteria and conditions stipulated in Clause 4, 5 of Article 24 of the Company Charter and relevant laws and regulations.
2. Independent BOD's members must notify the Board if they no longer meet the required

standards and conditions. They shall automatically cease to be independent members from the date they fail to meet these criteria.

3. The BOD must notify when independent BOD's member no longer meets the requirements and conditions at the next GMS or convene an GMS to elect or replace the independent member in accordance with the Company Charter and relevant laws and regulations.

Article 7. The BOD's Chairperson

1. The Chairperson shall have the rights and obligations stipulated in Article 28 of the Company Charter and relevant laws and regulations.
2. When deemed necessary, the BOD may appoint a company secretary with the following rights and obligations:
 - a) Assist in organizing the GMS and BOD's meetings; and recording meeting minutes;
 - b) Assist members of the BOD in performing their assigned rights and obligations;
 - c) Assist the BOD in applying and implementing corporate governance principles;
 - d) Assist the Company in building investor relations, protecting shareholders' legitimate rights and interests; ensuring compliance with information disclosure obligations and handling administrative procedures;
 - e) Other rights and obligations as required by the BOD at the relevant time.

Article 8. Election, removal, and dismissal of BOD's Members

1. The nomination and candidacy process for BOD's members shall comply with Article 24 of the Company Charter, the internal regulations on Corporate Governance, the operating regulations of the GMS. The rules for candidacy, nomination, and election shall be announced by the Company and comply with relevant laws and regulations.
2. The election of BOD's members shall be conducted by cumulative voting as stipulated in Clause 6, Article 24 of the Company Charter.
3. The removal or dismissal of BOD's members must adhere to Article 30 of the Company Charter, the internal regulations on corporate governance, and relevant laws and regulations, and shall be determined by voting at the GMS.

Article 9. Reporting and disclosure regarding the election, removal, and dismissal of BOD's members

Notice regarding the election, removal, or dismissal of BOD's members shall comply with Article 30 of the Company Charter, the Internal Regulations on Corporate Governance and the legal requirements regarding information disclosure.

CHAPTER III

THE BOARD OF DIRECTORS

Article 10. Rights and obligations of the BOD

1. The BOD shall have the rights and obligations stipulated in Article 26 of the Company Charter, the internal regulations, resolutions of the GMS, and relevant laws and regulations.
2. If resolutions or decisions adopted by the BOD violate legal regulations, resolutions of the

GMS, or the Company Charter, thereby causing damage to the Company, members who voted in favor of such resolutions or decisions shall be jointly and severally liable and must compensate the Company for the resulting damage; members who opposed the resolution or decision shall be exempt from liability. In such case, shareholders may petition the court to suspend or annul the resolution or decision.

Article 11. Duties and mandates of the BOD in approving and ratifying contents and matters under the BOD's authority

The BOD and its members are responsible for ensuring honesty and prudence, acting in the best interests of the Company, and complying with the Company Charter, internal regulations, and relevant laws and regulations when reviewing and approving matters within the Board's authority.

Article 12. Responsibilities of the BOD in convening extraordinary GMS

The BOD shall fulfill its responsibility to convene extraordinary GMS as stipulated in Clauses 3 and 4, Article 13 of the Company Charter and relevant laws and regulations.

Article 13. Subcommittees and units under the BOD

1. The BOD is responsible for establishing subordinate departments (internal audit, risk management) as required by applicable laws and regulations at the relevant time.
2. Additionally, the BOD may establish subcommittees responsible for development policies, personnel, remuneration, etc., based on practical needs from time to time.
3. The BOD has full authority to decide on the organizational structure, functions, duties, and operating methods of its subordinate departments, in compliance with the Company Charter, internal regulations, and relevant laws and regulations.
4. Depending on circumstances, and in compliance with the Company Charter, internal regulations, and relevant laws and regulations, the BOD shall assign and allocate specific personnel to each unit based on the operational needs of the Company and the Board.
5. Each subcommittee must consist of at least one member of the BOD and may include external members based on the Company's actual needs, business capabilities, Charter, internal regulations, and relevant laws and regulations.
6. Subcommittee operations must ensure accountability, integrity, and self-discipline, and must comply with the requirements of the BOD, the Company Charter, internal regulations, and relevant laws and regulations.
7. A subcommittee resolution shall be effective only when a majority of its members attend and vote in favor at a meeting or through another method stipulated in the subcommittee's organizational and operational regulations.
8. The implementation of decisions by subordinate departments under the BOD must adhere to the provisions of the Company Charter, internal regulations, and relevant laws and regulations.
9. Members responsible for subcommittees shall summarise and update information the Company's situation in their scope of activities based on records, data, and reports from the Audit Committee, the Board of Management, and the Internal Audit Department. These updates must be submitted to all BOD's members for awareness and to facilitate coordinated

measures, guidance, and support for the Board of Management in devising appropriate solutions, especially during significant market fluctuations or economic policy changes.

Article 14. Audit Committee

1. The Audit Committee is a specialized unit under the BOD.
2. The composition and activities of the Audit Committee shall comply with Chapter IX of the Company Charter, the operating regulations of the Audit Committee, and relevant laws and regulations.

CHAPTER IV

THE BOARD OF DIRECTORS' MEETINGS

Article 15. The BOD's Meetings

1. Meetings of the BOD shall be organized in accordance with Article 29 of the Company Charter and relevant laws and regulations.
2. In the case of online meetings, the meeting is deemed concluded on the date the last BOD's member votes on all issues and contents under consideration. However, the deadline for voting shall be determined by the Chairperson and stated in the notice of meeting. Opinions submitted after this deadline shall be considered as absent or invalid for the issues they have not voted on.

Article 16. Authorization to attend meetings, vote, and provide opinions

1. Authorization must be documented in writing in compliance with the Company Charter, internal regulations, and relevant laws and regulations.
2. Authorization documents must be submitted to the BOD's Office before the meeting begins.
3. Authorization takes effect upon approval by other BOD's members. Approval may be obtained via email or directly at the meeting. Once approved, the authorization remains valid until its expiration date, or a member revokes their approval.

Article 17. Communication and exchange of information

Information exchange and feedback regarding the organization of the BOD's Meetings and obtaining opinions from members may be conducted via the email addresses registered with the Company.

Article 18. Methods of meetings and adopting Resolutions/Decisions of the BOD

Depending on the actual circumstances, the Chairperson may choose the following methods to conduct meetings and adopt resolutions/decisions:

1. **In-person meetings and voting:** Procedures shall comply with Article 29 of the Company Charter and relevant laws and regulations. Minutes are recorded according to Article 19 of this Regulations.
2. **Written ballot:**
 - a) The Chairperson must send written ballot form at least three (03) working days before the submission deadline to the Company, via postal mail, telephone, fax, or electronic means, ensuring delivery to the registered contact address of each member of the BOD at the Company.
 - b) Forms must contain the following main information:

- Name, head office address, business identification number;
 - Purpose of the collecting;
 - Full names of the BOD's members;
 - Issues to be discussed and voted in the meeting;
 - Voting options including approval, disapproval, and abstention for each issue;
 - Deadline for submission to the Company;
 - Full name, signature of the Chairperson.
- c) BOD's Members may submit completed forms via mail, fax, or email, with the following requirements:
- Forms must bear the signature of the member or authorized representative.
 - In case of sending letters, forms sent to Company must be placed in sealed envelopes and no one is allowed to open such envelopes before vote counting;
 - In case of sending fax or email, forms sent to Company must be confidential until voting counting and must be sent/received through the registered fax/email addresses of the members of the BOD and the receiving address of the Company as notified by the person organizing the opinion collection;
 - Forms which the Company receives after deadlines, or which have been opened where they are sent by post, or which have been released where they are sent via email shall not be valid. Forms which are not sent to the Company shall be considered no-votes.
- d) Each BOD's member receives one written ballot and is considered equivalent to one voting ballot. The Chairperson or the person in charge of corporate governance to conduct vote counting and prepare vote counting minutes;
- e) Vote counting minutes must include the following main details:
- Name, head office address, business identification number;
 - Purpose and issues requiring opinions for adopting resolutions/decisions;
 - Number of BOD's members participating in voting, distinguishing between valid and invalid votes and the method of sending voting ballots, accompanied by an appendix list of members of the BOD participating in voting with corresponding voting opinions;
 - Total votes, Approve, Disapprove and No opinion, for each of the issues in question;
 - Issues that are concluded and corresponding voting ratios;
 - Full names, signatures of the Chairperson and/or vote counters.
 - Vote counters must be jointly responsible for the honesty and accuracy of vote counting reports, as well as for the damage caused by decisions made via dishonesty or inaccurate vote counting.
- f) Vote counting minutes and resolutions shall be sent to the members of the BOD within seven (07) days from the end of the opinion collection process using similar methods as sending written ballot.
- g) Completed written ballot, vote counting minutes, adopted resolutions and related documents attached to the written ballot must be archived at the Company's head office.
- h) Resolutions adopted through written ballots from BOD's members are valid if approved by

a majority of valid votes and have the same effect as those adopted at in-person meetings. Resolutions are sent to all attending members within 07 days.

3. Online or Hybrid Meetings:

- Online meeting is a meeting organized through an Online Meeting System (e.g., a website, application, or other electronic platform provided by the Company that allows members of the BOD to register, log in using identification accounts, vote, elect, participate in discussions, and exercise other rights). Members of the BOD can join the meeting from various locations, both domestically and internationally, through electronic devices such as computers, smartphones, or other appropriate technological devices.
- The BOD has the authority to establish regulations for convening and organizing BOD's Meetings in online or hybrid methods based on the principles for convening and organizing such meetings as stipulated in the Company Charter and relevant laws and regulations.
- The Chairperson of the BOD/Meeting Convener is responsible for organizing meetings in accordance with the methods specified in the regulations issued by the BOD.
- Resolutions adopted via online or hybrid methods have the same validity as those from in-person meetings.

Article 19. The BOD's Meeting Minutes

1. BOD's meetings must be documented in minutes and may be recorded or archived by other digital methods. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. In case of any discrepancy between the Vietnamese and foreign language version, the Vietnamese version shall prevail.
2. A minutes must include the following main contents:
 - a) Name, address of head office, number and date of Business Registration Certificate, and Business Registration Location;
 - b) Time and venue;
 - c) Purpose, agenda and content of the meeting;
 - d) Full name of attending members or authorized persons, full name of absent members and reasons;
 - e) Issues to be discussed and voted on during the meeting;
 - f) Summary of statements of each attending member according to the sequence of the meeting;
 - g) Voting results which indicate the members who approve/disapprove or have no opinion;
 - h) Decisions which are approved and corresponding voting ratios;
 - i) Full names and signatures of all members or authorized persons;
 - j) Full names and signatures of the Chairperson and minute taker, except as provided in Clause 3 of this Article.
3. The Chairperson, minutes taker and persons signing such minutes must take responsibility for accuracy and honesty of the BOD meeting minutes.
4. Where the Chairperson, minutes taker refuses to sign meeting minutes but all participating BOD members agree to sign with all required contents according to (except Point j) Clause 2 of this Article, this minutes shall be valid. The meeting minutes should clearly state that

the Chairperson and minute taker refused to sign.

Those signing the meeting minutes are jointly liable for the accuracy and honesty of the minutes.

Chairperson and minutes taker are personally liable for damages resulting from refusal to sign according to the provisions of this Law, the Company Charter, and the relevant laws and regulations.

5. Chairperson is responsible for sending the minutes/resolutions /decisions to all attending members no later than seven (07) days following the date of BOD's meeting and these minutes will be considered as evidence of the legal proceedings.

CHAPTER V

DECLARATION OF INTERESTS

Article 20. Submission of annual reports

At the end of the fiscal year, the BOD must submit to the GMS the following reports:

- Business performance report;
- Financial statement;
- Report on management and operation of the Company;
- Report of independent members of the Audit Committee.

Article 21. Remuneration and benefits of BOD's members

1. BOD's Members are entitled to remuneration based on business results and efficiency.
2. Remuneration payments shall comply with Article 27 of the Company Charter.

Article 22. Declaration of related interests

BOD's members must declare their related interests as required by the Company Charter, internal regulations, and relevant laws and regulations.

CHAPTER VI

RELATIONS OF THE BOARD OF DIRECTORS

Article 23. Relations among BOD's members

1. Relations among BOD's members are collaborative relations. BOD's members are responsible for sharing relevant issues during the working process.
2. During the working process, the Chairperson may assign one/some BOD's members to take primary responsibility for a specific issue/field or task. These members must coordinate with others, act as the focal point for managing the tasks, and reporting to the Chairperson. Where the BOD's members are not aligned with each other, the dedicated member must report the Chairperson to consider and make decision within their authority or organize a meeting or seek opinions from BOD's members according to applicable laws and regulations, the Company Charter, internal regulations on corporate governance, and this Regulations.
3. In case BOD's members are reassigned, they must ensure the proper handover of work, documents, and relevant materials. The handover must be conducted in writing and reported to the Chairperson.

Article 24. Relations with the Board of Management

Given the governing function, the BOD issues resolutions and decisions for the CEO and executive team to implement. Simultaneously, the BOD oversees and supervises the execution of these resolutions and decisions.

Article 25. Relations with Audit Committee

1. The relation between the BOD and Audit Committee is collaborative. Both bodies work together on the principles of equality and independence, fostering close collaboration and mutual support during the working process.
2. Upon receiving any audit reports or summaries from Audit Committee, the BOD must review and instruct relevant departments to make and implement plans to address and rectify outstanding issues and violations in a timely manner.

CHAPTER VII

IMPLEMENTATION PROVISIONS

Article 26. Implementing provisions

1. This Regulations consists of VII Chapters and 26 Articles, issued by the Shareholders' Meeting of the Company, and takes effect from April 10, 2025.
2. The BOD, the CEO, equivalent positions, and related units and individuals, and all shareholders of Saigon – Hanoi Securities Joint Stock Company shall be responsible for implementing the Regulations.
3. Amendments or supplements to the Regulations shall be decided by the GMS.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



DO QUANG VINH



Empower
Financial Prosperity

SAIGON - HANOI SECURITIES JOINT STOCK COMPANY (SHS)

1st-5th Floor, Unimex Hanoi Building, 41 Ngo Quyen, Hang Bai, Hoan Kiem, Hanoi

- Tel: 84.24.38181888
- Email: contact@shs.com.vn
- Fax: 84.24.38181688
- Website: www.shs.com.vn

DRAFT

REGULATIONS

ON ORGANIZING ONLINE GENERAL MEETING OF SHAREHOLDERS AND ELECTRONIC VOTING

(Pursuant to the Resolution No. 01-2025/NQ-ĐHDCĐ dated April 10, 2025, of the Annual General Meeting of Shareholders (AGM) of Saigon – Hanoi Securities Joint Stock Company)

Hanoi, April 2025

TABLE OF CONTENT

Article 1.	Subjects and scope of application	1
Article 2.	Definitions	1
Article 3.	Organization of Online AGM, Electronic voting and balloting	2
Article 4.	Methods for registration, login, and participation in the GMS	3
Article 5.	AuthORIZATION for representatives to attend the AGM	4
Article 6.	Conditions for conducting the online AGM	4
Article 7.	Order and Procedures for Conducting the Online GMS and Electronic Voting	5
Article 8.	Discussion at the AGM	5
Article 9.	Method of voting, balloting at the Online AGM	6
Article 10.	Submission of opinions, voting, and balloting via other electronic Means	6
Article 11.	Determination of voting results	6
Article 12.	Meeting Minutes and AGM Resolutions	7
Article 13.	Rights and obligations of Shareholders/Authorized Representatives attending the AGM	8
Article 14.	Rights and responsibilities of the Chairperson	8
Article 15.	Responsibilities of the Meeting Secretary	9
Article 16.	Responsibilities of the Vote Counting Committee	9
Article 17.	Responsibilities of the Shareholder Eligibility Verification Committee	9
Article 18.	Implementation provisions	9

DRAFT

REGULATIONS
ON ORGANIZING ONLINE GENERAL MEETING OF
SHAREHOLDERS AND ELECTRONIC VOTING
SAIGON – HANOI SECURITIES JOINT STOCK COMPANY

*(Issued pursuantly to the Resolution No. 01-2025/NQ-DHDCD dated April 10, 2025, of the
Annual General Meeting of Shareholders (AGM)
of Saigon – Hanoi Securities Joint Stock Company)*

Article 1. Subjects and scope of application

1. The Regulations are promulgated guiding about the organization, participation, voting, and exercise other rights of Shareholders in AGM of Saigon-Hanoi Securities Joint Stock Company via online meeting and voting or via any other electronic method.
2. Details of organization of AGM as not provided in these Regulations will be regulated under laws, regulations, Charter, and Governance Regulations.
3. The Regulations will be applicable to all shareholders, relevant institution and individuals who organize the AGM.

Article 2. Definitions

Definitions and abbreviations used in these Regulations are as follows:

1. “Company” or “SIIS”: Saigon – Hanoi Securities Joint Stock Company;
2. *Shareholder*: A person who owns SIIS shares and is listed in the Register of Shareholders eligible to attend the AGM, or a duly authorized representative;
3. *AGM*: Annual General Meeting of Shareholders;
4. *BOD*: Board of Directors of the Company;
5. *VSDC*: Vietnam Securities Depository and Clearing Corporation;
6. *Meeting*: Annual General Meeting of Shareholders;
7. *Online AGM system*: any and all of website, softwares, application, or technology or other electronic means as provided or formed by the Company for the Shareholder’s registration, participation, voting and meeting AGM online and performing other rights (if any).
8. *Offline AGM*: as announced by the Company in the Meeting Invitation Notice is a form of meeting held at a specific location as stated in the Meeting Invitation Notice. In this format, shareholders can only attend, discuss, vote, and exercise other shareholder rights at the designated meeting venue or submit their discussion opinions and votes to the

addresses (physical or electronic) specified by the Company in the Meeting Invitation Notice.

9. *Online AGM*: is a meeting conducted via the online AGM system provided by the Company at the relevant time, using electronic means to transmit images and sound over the internet. This allows shareholders from different locations to follow the meeting proceedings, participate in discussions, and vote on meeting matters. Shareholders attending the online meeting can monitor the AGM, provide discussion opinions, vote, and exercise other shareholder rights from various locations, both domestically and internationally, through electronic devices such as computers, smartphones, or other suitable technological devices.
10. *Direct voting*: refers to shareholders directly participating in voting and elections at the offline AGM.
11. *Electronic Voting*: This refers to shareholders casting their votes via the Online AGM System in accordance with these Regulations, or submitting voting and election ballots from their registered electronic address (as listed in the Company's shareholder registry managed and provided by VSDC) to the electronic address specified by the Company in the Meeting Invitation Notice.
12. *Authorized Representative*: A person authorized by a shareholder to attend the AGM and exercise shareholder rights at the meeting in accordance with legal regulations, the Company's Charter, Internal Corporate Governance Regulations, and these Regulations.
13. *Electronic Means*: Devices that operate based on electrical, electronic, digital, magnetic, wireless transmission, optical, or similar technology.
14. *Access Account*: A unique username and password issued by SHS to each shareholder for system access.
15. *Attending the Online AGM*: The process in which a shareholder uses their access account to log into the system and register for the online AGM in accordance with these Regulations and the Company's guidelines.
16. *OTP*: A single-use authentication password sent to the shareholder via email or SMS when registering/logging into the Online AGM System. Shareholders must enter the OTP for registration, login, password changes, registration modifications (if any), voting, and elections to authenticate and confirm their actions on the Online AGM System.

Terms and concepts not defined in this Article shall be interpreted based on their specific context within these Regulations, as well as the Company's relevant regulations and applicable laws.

Article 3. Organization of Online AGM, Electronic voting and balloting

1. Based on the actual situation, the BOD shall decide whether to convene the AGM in an online format or a combination of online and offline formats, in accordance with legal

regulations and the Company's Charter.

2. In case the AGM is held in-person or in combination with an online format, the AGM Organizing Committee, established by the BOD, is responsible for implementing procedures in accordance with these Regulations to facilitate the online meeting.
3. The Organizing Committee is responsible for sending, publishing, and posting instructions for participating in the online AGM via the Invitation Notice and/or the Company's official website.
4. Shareholders attending the online AGM, providing discussion opinions, voting, and submitting electronic ballots, shall have the same legal validity as attending, voting, and submitting ballots at an offline AGM.
5. The BOD is responsible for issuing guidelines and organizing the necessary tasks to facilitate the organization of the online AGM and electronic voting whenever deemed necessary or upon reasonable requests from shareholders.
6. The online AGM and electronic voting system must meet the following requirements:
 - The network connection at the primary location must be continuous and stable, ensuring that shareholders' participation is not disrupted. In case of any interruptions at the primary location, the AGM Organizing Committee must summarize the disrupted segment.
 - The primary location must meet the necessary conditions for audio, lighting, network connection, power supply, electronic devices, and other required equipment appropriate to the nature of the online meeting.
 - Ensure information security for shareholder login accounts.
 - Electronic data from the online AGM system must be stored in compliance with legal regulations, company policies, and internal regulations, and must be retrievable from the system.

Article 4. Methods for registration, login, and participation in the GMS

1. Shareholders/Authorized Representatives may attend the AGM by accessing the Company's Online AGM Information Portal at <https://dhcd.shs.com.vn>, or any other designated online portal, software, application, or electronic tool announced by the Company. Access will be available from the time the system allows registration/login and/or participation/authorization to attend, as well as to exercise other shareholder rights during the meeting period.
2. When accessing the Online AGM System, shareholders/authorized representatives must follow the system's instructions, declare and verify their personal information and identification documents in accordance with the records registered with VSDC. Shareholders/authorized representatives must carefully review the Terms and Conditions displayed and/or instructed by the Online AGM System. The shareholders/authorized representatives must confirm that they have read, understood, and agreed to

these Terms and Conditions before proceeding with further actions and operations.

3. Shareholders/Authorized Representatives must provide the necessary information as required (if any) to ensure the Company correctly identifies the Shareholder/Authorized Representative attending the online AGM.
4. The Username and Password for login will be sent to shareholders by the Company through one or more of the following methods: Meeting Invitation Notice, Email, or SMS, based on the contact address, email address, and phone number provided by VSDC in the list of SHS shareholders as of the Record Date or as provided directly by the Shareholder to the Company.
5. After receiving the login credentials (Username and Password), shareholders must use them to complete the activation process and access their accounts. They can then authorize representatives, participate, and follow the AGM proceedings as instructed in the Meeting Invitation Notice and the step-by-step guidance provided on the system.
6. After successfully activating their account, shareholders/authorized representatives may change their password, delegate voting rights, attend the meeting, provide discussion opinions, vote, and exercise other rights (if applicable).
7. Shareholders/authorized representatives should regularly check their email/SMS notifications for updates regarding the AGM, participation instructions, and voting procedures.
8. If any modifications, adjustments, or assistance are needed, shareholders/authorized representatives should contact the Company. The Company ensures the availability of multiple communication channels to provide timely and efficient support.

Article 5. Authorization for representatives to attend the AGM

1. The authorization for attending the AGM via the Online AGM System shall be carried out in accordance with these Regulations, the Working Regulations of the GMS, the Company's Charter, other relevant internal regulations, and applicable laws.
2. Shareholders/Authorized Representatives must provide all necessary information as required by the Company's notices, guidelines, and legal regulations to complete the authorization process. This serves as the basis for SHS to record the authorization, issue login credentials (Username and Password), and assign other identification factors (if applicable) to the authorized representative.
3. Shareholders may authorize another individual or organization to attend the AGM on their behalf through the Online AGM System.

Article 6. Conditions for conducting the online AGM

Shareholders/Authorized Representatives shall be considered as valid and fully participating in the online AGM if they meet one of the following conditions:

1. Attending the online meeting: A shareholder is confirmed as attending the online AGM when they have successfully logged into the Online AGM System at

<https://dhcd.shs.com.vn> (or any other online portal announced by the Company) and have completed OTP authentication, using their assigned username and password or another identification method provided by the Online AGM System.

In cases where a shareholder has logged in but does not participate in voting, elections, or ballot submissions, they will still be considered as having attended the meeting.

2. Other online participation methods as specified in the Meeting Invitation Notice and the Company's instructions.

Article 7. Order and Procedures for Conducting the Online GMS and Electronic Voting

1. The convening of the AGM, preparation of the shareholder list, sending of the Meeting Invitation Notice and accompanying documents, organization, and conduct of the meeting shall comply with the Company's Charter, Internal Corporate Governance Regulations, the Working Regulations of the GMS, and applicable laws.
2. The format for conducting the online AGM and electronic voting shall follow the provisions of these Regulations. If necessary, the BOD may issue additional guidelines to accommodate technological advancements and security measures, provided they do not conflict with the principles of these Regulations.
3. In case of technical issues affecting participation in the online AGM or electronic voting, shareholders must immediately contact SHS according to the instructions provided in the Meeting Invitation Notice or as announced by the AGM Organizing Committee during the online AGM for support.
4. The Company shall ensure the availability of adequate broadcasting and transmission equipment to deliver the meeting content to shareholders via the Online AGM System. If the Online AGM System experiences disruptions, the Chairperson will summarize the affected content to keep shareholders informed. Additionally, the Company will provide backup equipment to ensure shareholders can continuously follow the AGM. The system will be opened and start recording shareholder logins before the official start of the meeting, based on the Online AGM System's operational schedule or at a specific time determined by the BOD/Head of the AGM Organizing Committee, which will be communicated to shareholders in advance.
5. Shareholders should review the meeting documents made available on the Online AGM System or published on the Company's website in accordance with disclosure regulations.

Article 8. Discussion at the AGM

1. Discussions shall be conducted within the specified timeframe and must be limited to topics included in the approved meeting agenda. Discussion content must not violate the law, involve personal matters, or fall outside the authority of the GMS.
2. Shareholders may express opinions, participate in discussions, and ask questions using the corresponding tools and features of the Online AGM System. The Meeting Secretary

will arrange and compile shareholders' questions and forward them to the Chairperson.

Article 9. Method of Voting, Balloting at the Online AGM

1. The voting method at the AGM shall be determined by the BOD in accordance with the law, the Company's Charter, Internal Corporate Governance Regulations, these Regulations, and the Working Regulations of the GMS. The voting method shall be announced to all shareholders before each AGM session and/or displayed, published, and instructed on the Online AGM System.
2. Shareholders/Authorized Representatives shall cast their votes, elections, and ballots via the Online AGM System by selecting the Voting section and submitting their decisions. Voting, elections, and ballot submission on the Online AGM System may be conducted immediately after shareholders/authorized representatives have successfully registered for the online meeting and logged in and/or at the time when voting matters arise during the live meeting.

Article 10. Submission of opinions, voting, and balloting via other electronic Means

In cases where the Company issues notifications, regulations, or guidelines regarding the submission of opinions, votes, and ballots through other electronic means (such as email, fax, or telephone), shareholders shall submit their opinions, votes, and ballots in accordance with the Company's notifications, regulations, and guidelines.

Article 11. Determination of voting results

1. Invalid voting ballots and election ballots include:
 - Ballots submitted not through the designated method and/or not to the correct recipient address as instructed, regulated, or announced by the Company.
 - Ballots submitted after the voting period has ended.
 - Ballots submitted from unregistered contact addresses not listed in the shareholder registry managed by VSDC at the time of the record date or not previously registered with the Company.
 - Other cases as stipulated in the Working Regulations of the GMS and other relevant internal regulations of the Company;
2. Principles for determining voting results
 - a) If a shareholder submits votes through multiple methods and/or provides multiple different opinions, the last valid vote received by the Company and/or the Online AGM System within the voting period will be recorded.
 - b) If a shareholder has already voted but wishes to change their vote, they must follow the instructions provided by the Online AGM System, if allowed, or notify the Chairperson or Vote Counting Committee to re-cast their vote. Re-voting is only allowed if the voting period is still open.

The deadline for each voting matter will be determined by the meeting agenda and the AGM proceedings.

The Chairperson has the authority to close voting and ballot submission for all or specific issues on the Online AGM System.

Each voting event in progress or concluded will be announced on the Online AGM System so that shareholders are informed and can participate accordingly.

- c) If a shareholder is unable to complete voting due to disconnection or any technical issues, their votes for the matters they have already cast will still be recorded. Shareholders may directly contact the Company for assistance in submitting additional votes for any remaining matters.
3. Voting matters at the meeting shall follow the approved meeting agenda, in compliance with laws, internal regulations, and corporate governance rules.
4. Determination of voting results:
 - a) Based on the votes cast by shareholders, the Vote Counting Committee will compile the results and report them to the Chairperson, who will then decide on proceeding with other agenda items.
 - b) Shareholders who have cast votes before the AGM officially starts are considered to have agreed to those voting matters, unless they express a different opinion and/or submit an official request to the Company before the final determination of each voting item.
5. Determination of voting results for newly arising matters:
 - a) If a shareholder proposes an additional agenda item and the Chairperson agrees to include it, the matter will be announced and submitted for approval at the AGM, updated on the Online AGM System, and disclosed as per regulations for shareholders to vote accordingly.
 - b) If a shareholder who has already submitted electronic votes does not vote on the newly added matter, they will be considered as not participating in the vote for that particular issue.
6. The vote-counting results will be announced immediately at the meeting upon the completion of vote counting and before the AGM is adjourned.

Article 12. Meeting Minutes and AGM Resolutions

1. The Meeting Minutes and AGM Resolutions must be read and approved before the conclusion of the AGM. Voting results shall be determined in accordance with Article 11 of these Regulations, the Company's Charter, internal regulations, and applicable laws.
2. The Meeting Minutes and AGM Resolutions will be disclosed and published on the Company's official website as required by regulations.

3. The AGM's decisions shall be passed in accordance with the provisions of the Company's Charter, internal regulations, and applicable laws.

Article 13. Rights and obligations of Shareholders/Authorized Representatives attending the AGM

1. Attend, discuss, vote, and exercise other shareholder rights at the AGM.
2. Shareholders who successfully log into the Online AGM System after the meeting has commenced retain the right to participate, discuss, and vote, provided they have registered on the Online AGM System. However, they cannot vote on matters that were already concluded before their participation. The Chairperson is not responsible for pausing the meeting or re-presenting previously discussed matters.
3. Comply with the regulations of the online AGM, respect the meeting's proceedings, and follow the Chairperson's direction.
4. When attending the online AGM and electronic voting, shareholders must equip themselves with appropriate audio-visual devices and technology as per the Company's guidelines to ensure a stable connection and full access to meeting information.
5. Commit to the the Company with complete, accurate, and shareholder-authorized information necessary for the meeting.
6. Keep login credentials, passwords, and OTP codes confidential as provided by the Company and bear full responsibility for the use of their account and the voting results executed through their assigned account.
7. Acknowledge that any communication sent to or received from the registered email, phone, fax, or other online communication means provided by the shareholder to the Company, or listed in the VSDC shareholder registry, is considered authentic and valid.
8. Understand that online meetings and electronic voting carry potential risks, including system failures, technical issues, network disruptions, viruses, third-party service errors, or force majeure events.
9. Exercise rights and fulfill obligations in accordance with applicable laws, the Company's Charter, regulations, and internal corporate governance policies.

Article 14. Rights and responsibilities of the Chairperson

1. Conduct the meeting in accordance with the agenda, ensuring compliance with laws, the Company's Charter, internal regulations, and governance policies.
2. Guide the AGM in discussions and voting on matters listed in the agenda, as well as any related issues that arise during the meeting.
3. Decide on the order, procedures, and any unforeseen matters that arise outside the AGM agenda.
4. Preside over and resolve any issues that occur during the AGM.

5. Exercise rights and fulfill obligations in accordance with laws, the Company's Charter, regulations, and internal corporate governance policies.

Article 15. Responsibilities of the Meeting Secretary

1. The Meeting Secretary is nominated by the Chairperson. The Secretary assists the Chairperson as required and accurately records the proceedings of the AGM, ensuring that all approved matters are properly documented in the Meeting Minutes.
2. Assist shareholders in discussions and speaking during the meeting.
3. Take notes, draft the Meeting Minutes, and, if necessary, record audio or video as archival material. Prepare resolutions and meeting minutes for matters approved at the AGM.
4. Exercise rights and fulfill obligations in accordance with laws, the Company's Charter, regulations, and internal corporate governance policies

Article 16. Responsibilities of the Vote Counting Committee

1. The Vote Counting Committee is elected by the AGM through voting, based on the Chairperson's proposal.
2. Accurately and honestly determine the voting results of shareholders on matters approved at the meeting.
3. Review and report to the Chairperson on any violations of voting procedures or complaints regarding voting results.
4. Guide, inspect, and supervise the voting process, organize vote counting, and prepare the Vote Counting Minutes for announcement at the AGM.
5. Exercise rights and fulfill obligations in accordance with laws, the Company's Charter, regulations, and internal corporate governance policies.

Article 17. Responsibilities of the Shareholder Eligibility Verification Committee

1. The Shareholder Eligibility Verification Committee is assigned by the Chairperson and is responsible for assisting in organizing the online AGM, verifying the registration and attendance of shareholders to ensure accuracy and compliance.
2. Assist the Vote Counting Committee in vote verification upon request.
3. Prepare a report on the verification results of shareholders attending the meeting.
4. Exercise rights and fulfill obligations in accordance with laws, the Company's Charter, regulations, and internal corporate governance policies.

Article 18. Implementation provisions

1. The data and information of shareholders shall be securely protected and kept confidential, and will only be used for the purpose of the online AGM, shareholder

support, and management of the Company.

2. These Regulations shall take effect upon approval by the AGM and formal issuance by the BOD. All the Shareholders, the BOD, and all relevant individuals are responsible for implementing these Regulations. Any amendments, supplements, or reissuance of these Regulations after the first issuance shall be decided by the BOD, which will report to the AGM on its implementation.

**ON BEHALF OF BOARD OF DIRECTOR
CHAIRMAN**

DO QUANG VINH



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
SAIGON - HANOI SECURITIES JOINT STOCK COMPANY

VOTING BALLOT

SHAREHOLDER CODE

CD_XXXX

SHAREHOLDER NAME/SHAREHOLDER REPRESENTATIVE

NGUYEN VAN A

200,000 shares

Including:

TOTAL NUMBER OF SHARES OWNED/REPRESENTED: 200,000

TOTAL NUMBER OF SHARES AUTHORIZED: 0

*This voting ballot is only valid for
the 2025 Annual General Meeting of Shareholders held on April 10, 2025*



2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
SAIGON – HANOI SECURITIES JOINT STOCK COMPANY

Ha Noi, April 10th, 2025



VOTING BALLOT



02-02084-45

Full name of shareholder/authorized representative:

NGUYEN VĂN A

Participating code:

CD_XXXX

Total number of shares represented:

200,000 shares

Total number of voting shares:

200,000 votes

Dear Shareholder, please kindly provide your opinions by marking an (X) in the appropriate box:

1. Approval of the Report on the activities of the Board of Directors for 2024 and Direction for 2025

Approve ☐ Disapprove ☐ No opinion ☐

2. Approval of the Report on the activities of the Independent BOD's Member in the Audit Committee

Approve ☐ Disapprove ☐ No opinion ☐

3. Approval of the 2024 Financial statements audited by an independent auditor (as per Proposal No. 01-2025/TTr-ĐHĐCĐ)

Approve ☐ Disapprove ☐ No opinion ☐

4. Approval of the allocation of funds and profit distribution as per the contents of Proposal No. 02-2025/TTr-ĐHĐCĐ

Approve ☐ Disapprove ☐ No opinion ☐

5. Approval of the 2025 Business plan (as per the contents of Proposal No. 03-2025/TTr-ĐHĐCĐ)

Approve ☐ Disapprove ☐ No opinion ☐

6. Approval of the plan to issue shares under SHS Employee Stock Ownership Plan (ESOP) (as per the contents of Proposal No. 04-2025/TTr-ĐHĐCĐ)

Approve ☐ Disapprove ☐ No opinion ☐

7. Approval of the selection of an independent audit firm for the 2025 fiscal year (as per the contents of Proposal No. 05-2025/TTr-ĐHĐCĐ)

Approve ☐ Disapprove ☐ No opinion ☐

8. Approval of the policy on entering into and executing contracts, agreements, and transactions with related parties (as per the contents of Proposal No. 06-2025/TTr-ĐHĐCĐ)

Approve ☐ Disapprove ☐ No opinion ☐

9. Approval of the Budget, total remuneration, bonuses, allowances, and other benefits for the Board of Directors for the 2025 fiscal year (as per the Contents of Proposal No. 07-2025/TTr-ĐHĐCĐ)

Approve ☐ Disapprove ☐ No opinion ☐

10. Approval of amendments to the Company Charter and Internal Regulations under the Authority of the General Meeting of Shareholders (as per the contents of Proposal No. 08-2025/TTr-ĐHĐCĐ)

Approve ☐ Disapprove ☐ No opinion ☐

11. Approval of the issuance/offering and listing of covered warrants (as per the contents of Proposal No. 09-2025/TTr-DHĐCĐ)

Approve

☐

Disapprove

☐

No opinion

☐

12. Approval of the Provision of Clearing and Settlement services for securities transactions through a Central Counterparty and the Offering of financial products (as per the contents of Proposal No. 10-2025/TTr-DHĐCĐ)

Approve

☐

Disapprove

☐

No opinion

☐

13. Approval of the change of the Company's Head Office location (as per the contents of Proposal No. 11-2025/TTr-DHĐCĐ)

Approve

☐

Disapprove

☐

No opinion

☐

*Signature of Shareholder/Authorized Representative
(Full Name)*



Hà Nội, April 10th, 2025



BALLOT

ELECTION OF AN ADDITIONAL MEMBER
TO THE BOARD OF DIRECTORS FOR THE TERM 2022 – 2027



10-02084-00

1. Information of Shareholder participating in the election

- Full name of Shareholder/Authorized Representative: NGUYEN VAN A
- Participation code: CD_XXXX
- Total number of shares owned/represented (*): 200,000 shares
- Total number of votes = (*) x 1 200,000 votes

2. Election section:

No.	Candidate full name	Number of Votes

3. Instruction:

- Shareholders have the right to cast all or part of their total votes for the candidates on the list. The remaining votes (if any) may not be assigned to any candidate. The total number of votes for the all candidates added together shall not exceed the total number of votes listed in the shareholder information section.
- The number of votes for each candidate may vary depending on the level of trust that the shareholder has in that candidate./.

Shareholder/Authorized Representative
(Signature & Full Name)



Hanoi, April 10th, 2025

DRAFT

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
(18th Annual General Meeting)

GENERAL MEETING OF SHAREHOLDERS
SAIGON – HANOI SECURITIES JOINT STOCK COMPANY

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14, Law No. 03/2022/QH15 dated January 11, 2022, and its amendments, supplements, and guiding documents;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;*
- *The current Charter of Saigon - Hanoi Securities Joint Stock Company ("SHS"/"The Company");*
- *The Minutes of SHS 2025 Annual General Meeting of Shareholders ("GMS") (18th Annual Meeting) No. 01-2025/BBH-DHDCD, dated April 10, 2025,*

RESOLVES:

Article 1: Approval of the Report on the Activities of the Board of Directors ("BOD") for 2024 and Direction for 2025, including the performance results of the BOD and each individual member in 2024, the operational orientation for 2025, and other matters as stipulated in the Enterprise Law, Securities Law, and Decree No. 155-2020/NĐ-CP.

Article 2: Approval of the report on the activities of the independent BOD's Member in the Company's Audit Committee for 2024, and other matters as stipulated in the Enterprise Law, Securities Law, and Decree No. 155-2020/NĐ-CP.

Article 3: Approval of the Company's 2024 Financial Statements audited by an independent auditor (as per the contents of Proposal No. 01-2025/TTr-DHDCD).

Article 4: Approval of the allocation of funds and profit distribution for 2024 (as per the contents of Proposal No. 02-2025/TTr-DHDCD).

Article 5: Approval of the Company's Business Plan for 2025 (as per the contents of

Proposal No. 03-2025/TTr-DHĐCĐ).

Article 6: Approval of the plan to increase charter capital through the issuance of shares under the employee stock option program of SHS *(as per the contents of Proposal No. 04-2025/TTr-DHĐCĐ).*

Article 7: Approval of the selection of an independent auditing firm for the 2025 Fiscal Year *(as per the contents of Proposal No. 05-2025/TTr-DHĐCĐ).*

Article 8: Approval of the policy on entering into and executing contracts, agreements, and transactions with related parties *(as per the contents of Proposal No. 06-2025/TTr-DHĐCĐ).*

Article 9: Approval of the Budget, total remuneration, bonuses, allowances, and other benefits for the Board of Directors in 2025 *(as per the contents of Proposal No. 07-2025/TTr-DHĐCĐ).*

Article 10: Approval of amendments to the Company's Charter and internal regulations within the authority of the GMS *(as per the contents of Proposal No. 08-2025/TTr-DHĐCĐ)*, including:

Approval of the full text of the following documents to replace the respective existing versions: (1) The Company's Charter and a summary table of key amendments, supplements, and proposed revisions to the Charter; (2) The Regulations on the Organization and Operations of the Company's BOD; (3) The Internal Corporate Governance Regulations; (4) The Regulations on organizing online GMS and Electronic Voting.

Article 11: Approval of the plan to offer/issue warrants and list secured warrants *(as per the contents of Proposal No. 09-2025/TTr-DHĐCĐ).*

Article 12: Approval of the plan to implement services for clearing and settlement of securities transactions through a central counterparty and to offer financial products at SHS *(as per the contents of Proposal No. 10-2025/TTr-DHĐCĐ).*

Article 13: Approval of the change of the Company's Head Office location *(as per the contents of Proposal No. 11-2025/TTr-DHĐCĐ).*

Article 14: Approval of the removal of Mr. Luu Danh Duc from the position of BOD member and the election of an additional BOD's member for the 2022–2027 term *(as per the contents of Proposal No. 12-2025/TTr-DHĐCĐ).*

Article 15: Approval of the election result for an additional BOD's member for the term 2022–2027 and the appointment of Mr./Mrs. ... – Citizen Identification No. as a BOD's member of the Company, effective from April 10, 2025.

Article 16: This Resolution shall take effect from April 10th, 2025.

The Minutes of the Meeting, Reports, and Proposals presented at the 2025 Annual General Meeting of Shareholders of Saigon – Hanoi Securities Joint Stock Company constitute an integral part of this Resolution.

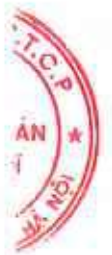
The Board of Directors, the Board of Management, all Shareholders, and relevant departments and individuals of Saigon – Hanoi Securities Joint Stock Company shall be responsible for implementing this Resolution.

**FOR AND ON BEHALF OF SHS GMS
FOR AND ON BEHALF OF SHS BOD
CHAIRMAN**

Recipients:

- *As above;*
- *For disclosure: Stock Exchanges,
State Securities Commission;*
- *For filing: Archives, BOD's Office.*

DO QUANG VINH



Hanoi, March 20, 2025

NOTICE

(Re: Nomination, candidacy, and election of an additional member of the Board of Directors of Saigon – Hanoi Securities Joint Stock Company for the term 2022 – 2027)

To: SHAREHOLDERS OF SAIGON – HANOI SECURITIES JOINT STOCK COMPANY

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementing guidelines;*
- *The current Charter of Saigon – Hanoi Securities Joint Stock Company (“Company”/”SHS”);*
- *The current Internal Regulations on Corporate Governance of the Company;*
- *The current Regulations on the Operation of SHS Board of Directors;*
- *The resignation letter of Mr. Luu Danh Duc dated December 17, 2024.*

To ensure the sufficient number of members of the Board of Directors (“BOD”) as required by law and the SHS Charter, while enhancing the effectiveness of oversight and governance of the Company, SHS BOD hereby notifies the esteemed Shareholders regarding the nomination, candidacy, and election of an additional BOD’s member for the term 2022 – 2027, as follows:

1. Number of additional BOD’s Members to be elected: 01 member *(This will only take effect if the General Meeting of Shareholders (“GMS”) approves the dismissal of Mr. Luu Danh Duc from his position as a BOD’s member).*
2. Term of the additionally elected BOD’s Member: The remaining duration of the current BOD term 2022 – 2027.

To facilitate the timely disclosure of information regarding BOD candidates, the Board of Directors of SHS respectfully requests the esteemed Shareholders to participate in nominating and proposing candidates for the additional election to the Board of Directors. Candidates must meet all required standards and conditions (as specified in the attached document). Nomination and candidacy dossiers should be submitted to the Company no later than April 1, 2025 at the following address:

BOD’s Office: Saigon – Hanoi Securities Joint Stock Company

Unimex Hanoi Building, No.41 Ngo Quyen Street, Hang Bai Ward, Hoan Kiem District, Hanoi, Vietnam

Tel: (024) 38181888 (Ext. 312); Email: investor@shs.com.vn;

Mobile/Zalo: 09363.88887 Website: <http://www.shs.com.vn>

The Company will compile a list of individuals who meet the eligibility criteria for nomination and candidacy in accordance with applicable laws and SHS internal regulations. This list will be included in the official ballot for the election at the 2025 Annual General Meeting of Shareholders of the Company.

Sincerely announced./.

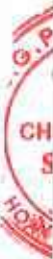
**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- All Shareholders;
- BOD's Members;
- Disclosure of information
- For filing: Archives, BOD's Office.



ĐO QUANG VINH



SAIGON – HANOI SECURITIES J.S.C
CONDITIONS FOR NOMINATION AND CANDIDACY
FOR MEMBER OF THE BOARD OF DIRECTORS
TERM 2022 – 2027

(Issued with SHS Board of Directors' Notice No. ~~36~~-2025/CV-SHS dated March 20, 2025

*Re: the nomination, candidacy and addition election of
SHS Board of Directors' members for the term 2022-2027)*

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 on 06/17/2020 along with the documents amending, supplementing and guiding the implementation of the law;*
- *The Law on Securities No. 54/2019/QH14 on 11/26/2019 and documents amending, supplementing and guiding the implementation of the law;*
- *The current Charter of Saigon – Hanoi Securities Joint Stock Company (SHS);*
- *The current SHS' Internal regulations on Corporate governance;*
- *The current regulations on the Operation of SHS Board of Directors (BOD),*

The principles for nomination and candidacy of personnel for election as BOD's members for the 2022 – 2027 term at the 2025 Annual General Meeting of Shareholders shall be implemented as follows:

1. Number of additional BOD's Members to be elected: 01 member.
2. Term of the additionally elected BOD's Members: The remaining duration of the BOD's term 2022 – 2027.
3. **Standards for individuals nominated or applying as candidates for the BOD**

SHS BOD's members must satisfy the standards and conditions stipulated under the currently effective regulations of the Law on Enterprises, the Law on Securities, other regulations of SHS Charter, internal regulations and policies of the Company, and relevant laws.

3.1. Individuals not eligible to serve as SHS BOD's members

- a) Minors, individuals with limited or no civil act capacity, or individuals with difficulties in cognition or behavioral control;
- b) Individuals currently subject to criminal prosecution, detention, imprisonment, administrative measures at mandatory drug rehabilitation or education facilities, or prohibited by a court from holding certain positions, practicing specific professions, or performing certain tasks; other cases as prescribed by the Law on Bankruptcy and the Law on Anti-Corruption;
- c) Civil servants, public employees, or officials as defined under the Law on Cadres and Civil Servants and the Law on Public Employees;

- d) Officers, non-commissioned officers, professional soldiers, defense workers, or employees in agencies or units under the Vietnam People's Army; officers, professional non-commissioned officers, or police workers in agencies or units under the Vietnam People's Police, except for those authorized to act as representatives managing the State's capital contribution in enterprises or managing State-owned enterprises;
- e) Leaders or professional managers in State-owned enterprises as defined in Clause a, Paragraph 1, Article 88 of the Law on Enterprises (enterprises wholly owned by the State), except for those authorized to act as representatives managing the State's capital contribution in other enterprises;
- f) Other cases as prescribed by law (if any).

3.2. Additional standards and conditions for BOD's Members

- a) Possessing full civil act capacity and not being subject to prohibitions on enterprise management as stipulated by the Law on Enterprises;
- b) Having professional qualifications and experience in business administration or in the fields, industries, or business lines of the Company, and not necessarily being a shareholder of the Company;
- c) Members of the Company's Board of Directors must not concurrently serve as members of the Board of Directors of more than five other companies;
- d) Members of the Company's Board of Directors must not concurrently serve as members of the Board of Directors, members of the Members' Council, or Directors (General Directors/Chief Executive Officer) of other securities companies;
- e) Having good health, moral character, honesty, and integrity;
- f) Other standards and conditions as prescribed by law (if any).

3.3. Standards and conditions for independent BOD's Members

- a) Meeting the standards and conditions for BOD's members as stated above;
- b) Not currently working for the Company, its parent company, or subsidiaries; not having worked for the Company, its parent company, or subsidiaries for at least the preceding three consecutive years;
- c) Not receiving salaries or remuneration from the Company, except for allowances entitled to BOD's members as prescribed;
- d) Not having a spouse, biological or adoptive parent, biological or adoptive child, or biological sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries;
- e) Not directly or indirectly owning at least 01% of the total voting shares of the Company;
- f) Not having served as a member of the Board of Directors or the Supervisory Board of the Company for at least the preceding five consecutive years, except in cases of consecutive appointments for two terms;
- g) Other standards and conditions as prescribed by law (if any).

3.4. Rights to nominate and apply as candidates

The number of candidates that shareholders or groups of shareholders may nominate or propose is specifically regulated under Article 35 of SHS Charter. In cases where shareholders or groups of shareholders do not nominate or propose a sufficient number

of candidates, or if candidates do not meet the legal standards and conditions, the Board of Directors shall nominate additional candidates.

4. Nomination and Candidacy Dossiers

Shareholders or groups of shareholders wishing to nominate or propose candidates for SHS Board of Directors must submit the following documents to SHS:

- (1) Notification of nomination or candidacy for positions on the Board of Directors term 2022 – 2027 (03 copies), using the template available on the website www.shs.com.vn;
- (2) Personal background of the candidate (03 copies), using the template available on the website www.shs.com.vn (in accordance with the Information Disclosure Form in Appendix III of Circular 96/2020/TT-BTC and information disclosure principles under Article 4 of Circular 96/2020/TT-BTC);
- (3) Personal Information Form (in accordance with Form No. 67 of Decree 155/2020/NĐ-CP and requirements of the competent certifying authority);
- (4) Recent portrait photo (4x6) taken within the last six months (03 copies);
- (5) Copy of Citizen Identification Card/Identity Card (01 copy);
- (6) Judicial Record Certificate;
- (7) A written commitment confirming the truthfulness and accuracy of the disclosed personal information and a pledge to perform duties honestly and prudently for the benefit of the Company (using the template available on the website www.shs.com.vn);
- (8) Certified copies (authenticated by a competent State authority within the last six months) of diplomas or certificates proving the candidate's professional qualifications as required (03 copies);
- (9) Report on disclosure of related interests (using the template available on the website www.shs.com.vn), as stipulated under Article 164 of the Law on Enterprises 2020 (03 copies);
- (10) Other documents proving that the candidate meets the required conditions and standards under legal regulations (if any) (03 copies);
- (11) For candidates without Vietnamese nationality, in addition to the above documents, the dossier must include a Judicial Record Certificate (or an equivalent document) issued by the competent authority of the country where the foreign individual resided prior to arriving in Vietnam. This certificate must be consular legalized. If the foreign individual has resided in Vietnam for six months or more, a Judicial Record Certificate issued by the Department of Justice of Vietnam in the locality where the individual resides is required./.

**SAIGON – HANOI SECURITIES
JOINT STOCK COMPANY**



TEMPLATE

(For individuals/organizations nominating or recommending candidates for the Board of Directors of SHS for the term 2022 – 2027)

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

-----o0o-----

NOTICE OF NOMINATION AND CANDIDACY FOR CANDIDATES TO PARTICIPATE IN THE BOARD OF DIRECTORS FOR THE TERM 2022 – 2027 SAIGON – HANOI SECURITIES JOINT STOCK COMPANY

To : BOARD OF DIRECTORS

SAIGON – HANOI SECURITIES JOINT STOCK COMPANY

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementing guidelines;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementing guidelines;*
- *The current Charter of Saigon – Hanoi Securities Joint Stock Company (SHS);*
- *Notice No. 386 -2025/CV-SHS dated March 20.., 2025 of the SHS Board of Directors regarding the nomination of additional individuals to the Board of Directors for the term 2022 – 2027;*

I/We, as a shareholder/group of shareholders owning/voluntarily forming a group of shareholders owning..... common shares of SHS, including:

No.	Shareholder's Full Name	Citizen ID/Business Registration No.	Number of SHS Shares Owned	Percentage of Total SHS Shares	Signature and Seal (Applicable if the shareholder is an organization/, legal entity/Enterprises)
1	Company ...				
2	Bank....				
3	Mr./Ms. ...				
4					
....					
	TOTAL				

Note: (Some information about SHS)

Charter Capital: VND 8,131,567,480,000
Number of Listed Shares: 813,156,748 shares (100%)
Number of Outstanding Shares: 813,156,748 shares (100%)

Having reviewed the conditions and standards related to the nomination of additional members to the Board of Directors of Saigon – Hanoi Securities Joint Stock Company for the term 2022 – 2027, we unanimously nominate:

TT	Candidate's Full Name	Citizen ID No., Date of Issue, Place of Issue	Permanent Address	Conditions and Standards as per Regulations
1				
2				
3				

1. The candidates listed above meet the conditions and standards prescribed by law.
2. I/We commit to maintaining the ownership ratio of SHS shares as required by law during the stipulated period to ensure the legal validity of nominating the above candidates for election to the SHS Board of Directors for the term ending in 2027 by the General Meeting of Shareholders.
3. Attached to this notice, I/we submit the list and relevant dossiers of the candidates, prepared in full compliance with legal regulations and SHS requirements.
4. For further information, please contact Mr./Ms.:....., Phone:; Email:, who serves as the representative of the shareholder group.

Sincerely,

....., 2025

**SHAREHOLDER/REPRESENTATIVE
OF THE SHAREHOLDER GROUP**
(Signature, full name, and seal)

**COMMITMENT LETTER
OF CANDIDATE FOR THE BOARD OF DIRECTORS
SAIGON – HANOI SECURITIES JOINT STOCK COMPANY**

**To: GENERAL MEETING OF SHAREHOLDERS
SAIGON – HANOI SECURITIES JOINT STOCK COMPANY (SHS)**

Full Name:

Gender:

Nationality:

Citizen ID/ID Card/Passport No.:

Date of Issue:

Place of Issue:

Permanent Address:

Professional Qualifications:

As a candidate for the position of Member of the Board of Directors of SHS, I hereby commit to the following:

1. The personal information disclosed is true and accurate.
2. If elected as a Member of the Board of Directors of SHS, I pledge to perform my duties with honesty and prudence, prioritizing the best interests of the Company and contributing as effectively as possible to the development of SHS.

....., 2025

Candidate

(Signature and full name)

