

Số: **241**/2025/CV- SBSI

Hà Nội, ngày **19** tháng **09** năm 2025

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
DISCLOSURE OF EXTRAORDINARY INFORMATION

Kính gửi: Ủy ban chứng khoán nhà nước
Sở Giao dịch Chứng khoán Việt Nam
Sở Giao dịch Chứng khoán Hà Nội
Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh
State Securities Commission
Vietnam Stock Exchange
Hanoi Stock Exchange
Ho Chi Minh City Stock Exchange

1. Tên tổ chức: Công ty cổ phần chứng khoán Stanley Brothers (SBSI)/ Organization name: Stanley Brothers Securities Joint Stock Company (SBSI)

- Mã chứng khoán: VUA

- Mã thành viên: 088

- Địa chỉ: Tầng 9, Tòa nhà Rox Tower, số 54A, Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội

- Điện thoại liên hệ: : (+84) 24 3377 6699 Fax: (+84) 24 3373 6699

- E-mail: cbtt@sbsi.vn

- Stock code: VUA

- Member code: 088

- Address: 9th Floor, Rox Tower Building, No. 54A, Nguyen Chi Thanh, Lang Ward, Hanoi

- Contact phone number: (+84) 24 3377 6699 Fax: (+84) 24 3373 6699

- E-mail: cbtt@sbsi.vn

2. Nội dung thông tin công bố/ Content of information disclosure:

Thông báo mời họp Đại hội đồng cổ đông bất thường lần 1 - năm 2025 và đường link tài liệu họp Đại hội đồng cổ đông bất thường lần 1 - năm 2025. Cụ thể: */ Notice of invitation to the 1st Extraordinary General Meeting of Shareholders - 2025 and link to documents of the 1st Extraordinary General Meeting of Shareholders - 2025 2025. Specifically:*

- Ngày 14/10/2025 là ngày tổ chức họp ĐHĐCĐ bất thường lần 1 - năm 2025 của Công ty cổ phần chứng khoán Stanley Brothers/ The date of 14/10/2025 is the date of the 1st Extraordinary General Meeting of Shareholders - 2025 of Stanley Brothers Securities Joint Stock Company
- Các cổ đông tham khảo nội dung và tài liệu họp ĐHĐCĐ bất thường lần 1 - năm 2025 trên website của công ty tại địa chỉ <http://sbsi.vn> (mục quan hệ cổ đông)/ *Shareholders can refer to the content and documents of the 1st Extraordinary General Meeting of Shareholders - 2025 on the company's website at <http://sbsi.vn> (shareholder relations section)*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 19/10/2025 tại đường dẫn <https://sbsi.vn/vi-vn/ve-sbsi/bai-viet/quan-he-co-dong/cong-bo-thong-tin/E21/> *This information has been published on the company's electronic information page on 19/10/2025 at the link <https://sbsi.vn/vi-vn/ve-sbsi/bai-viet/quan-he-co-dong/cong-bo-thong-tin/E21/>*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby commit that the information published above is true and we are fully responsible before the law for the content of the published information*

Đại diện tổ chức

Người đại diện theo pháp luật

Organizational representative

Legal representative



Tổng Giám đốc/ General Director

Nguyễn Quang Anh



CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS

Địa chỉ: Tầng 9, tòa nhà Rox Tower, số 54A, Nguyễn Chí Thanh, phường
Láng, thành phố Hà Nội
Điện thoại: (+84) 24 3377 6699 Fax: (+84) 24 3373 6699
Email: info@sbsi.vn Website: https://sbsi.vn/

THÔNG BÁO MỜI HỌP/ INVITATION TO MEETING

V/v: Tham dự họp Đại hội đồng cổ đông bất thường lần 1 năm 2025

Re: Attending the 1st Extraordinary General Meeting of Shareholders in 2025

Kính gửi: Quý Cổ đông Công ty Cổ phần Chứng khoán Stanley Brothers

To: Shareholders of Stanley Brothers Securities Joint Stock Company

Công ty Cổ phần Chứng khoán Stanley Brothers (Mã số doanh nghiệp: 0305453780; Địa chỉ trụ sở: Tầng 9, tòa nhà Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội) trân trọng thông báo và kính mời Quý cổ đông tham dự họp Đại hội đồng cổ đông bất thường lần 1 năm 2025 cụ thể như sau:

Stanley Brothers Securities Joint Stock Company (Enterprise registration number: 0305453780; Head office address: 9th floor, Rox Tower building, 54A Nguyen Chi Thanh street, Lang ward, Hanoi city) respectfully announces and invites shareholders to attend the 1st Extraordinary General Meeting of Shareholders in 2025 as follows:

1. Thời gian và địa điểm:

- Thời gian: 8.30 am, Thứ Ba, ngày 14 tháng 10 năm 2025
- Địa điểm: Tầng 7, Tòa nhà Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội

Time and location:

- *Time: 8.30 am, Tuesday 14th October 2025*
- *Location: 7th Floor, Rox Tower Building, 54A Nguyen Chi Thanh Street, Lang Ward, Hanoi City*

2. Điều kiện tham dự:

- Cổ đông có tên trong Danh sách tổng hợp người sở hữu chứng khoán do Tổng Công ty Lưu ký và Bù trừ Chứng khoán Việt Nam cung cấp vào ngày 09/09/2025 hoặc những người được cổ đông ủy quyền tham dự họp *Shareholders whose names are on the List of securities owners provided by the Vietnam Securities Depository on 09/09/2025 and Clearing Corporation or those who are duly authorized by the shareholders to attend.*
- Trường hợp Cổ đông không thể tham dự Đại hội có thể ủy quyền cho người đại diện tham dự. Việc ủy quyền phải được thực hiện bằng văn bản theo quy định của Công ty. Mỗi cổ đông chỉ được ủy quyền một lần. Người được ủy quyền không được ủy quyền lại cho người khác *In case the Shareholders cannot attend the General Meeting, they can authorize a representative to attend. The authorization must be made in writing in accordance with the Company's*



regulations. Each shareholder can only authorize once. The authorized person cannot re-authorize to another person.

3. Nội dung họp:

- Thông qua sửa đổi, bổ sung Điều lệ Công ty;
- Thông qua việc miễn nhiệm và bầu thành viên Hội đồng Quản trị, Ban Kiểm soát;
- Thông qua phương án chào bán cổ phần riêng lẻ để tăng vốn điều lệ
- Thông qua các nội dung khác thuộc thẩm quyền của Đại hội đồng cổ đông.

Meeting content:

- *Approval of amendments and supplements to the Company's Charter;*
- *Approving the dismissal and election of members of the Board of Directors and the Board of Supervisors;*
- *Approval of the plan to offer individual shares to increase charter capital*
- *Approval of other contents under the authority of the General Meeting of Shareholders.*

4. Đăng ký tham dự Đại hội:

- Để việc tổ chức Đại hội được thuận lợi nhằm phục vụ Quý Cổ đông một cách tốt nhất, kính đề nghị Quý Cổ đông xác nhận việc tham dự/ủy quyền tham dự Đại hội theo một trong các phương thức dưới đây trước 14h00 ngày 04.../10/2025/- *In order to facilitate the organization of the General Meeting to best serve Shareholders, Shareholders are requested to confirm their attendance/authorization to attend the General Meeting by one of the following methods before 14:00 on ... 04.../10/2025.*

+ Gửi xác nhận tham dự/ủy quyền tham dự bằng văn bản đến địa chỉ:

• **CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS**

• **Địa chỉ: Tầng 9, Tòa nhà Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội.**

+ *Send confirmation of attendance/authorization to attend in writing to the address:*

• **STANLEY BROTHERS SECURITIES JOINT STOCK COMPANY**

• **•Address: 9th Floor, Rox Tower Building, No. 54A Nguyen Chi Thanh Street, Lang Ward, Hanoi City.**

+ Đăng ký tham dự thông qua việc gửi mail và gọi điện đến Công ty (bộ phận quan hệ cổ đông), theo địa chỉ sau:

• Số điện thoại: (+84) 24 3377 6699

• Email: info@sbsi.vn

+ Register to attend by sending an email or calling the Company (Shareholder Relations Department), at the following address:

• Phone number: (+84) 24 3377 6699

• Email: info@sbsi.vn

Chương trình Đại hội, mẫu xác nhận tham dự/ủy quyền tham dự Đại hội, và tài liệu họp Đại hội đồng cổ đông bắt thường lần 1 năm 2025 được đăng tải trên website của Công ty theo địa chỉ www.sbsi.vn. (*Mục Quan hệ cổ đông/Công bố thông tin*)./ *The agenda of the General Meeting, the form of confirmation of attendance/authorization to attend the General Meeting, and the*



CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS

Địa chỉ: Tầng 9, tòa nhà Rox Tower, số 54A, Nguyễn Chí Thanh, phường

Láng, quận Đống Đa, thành phố Hà Nội

Điện thoại: (+84) 24 3377 6699

Email: info@sbsi.vn

Fax: (+84) 24 3373 6699

Website: https://sbsi.vn/

documents for the 1st Extraordinary General Meeting of Shareholders in 2025 are posted on the Company's website at www.sbsi.vn. (Section Shareholder Relations/Information Disclosure).

5. Cổ đông hoặc người được ủy quyền đến dự Đại hội vui lòng mang theo các giấy tờ sau:

- Thư mời họp;
- Bản gốc Thẻ căn cước công dân/Hộ chiếu còn thời hạn sử dụng;
- Bản gốc Giấy ủy quyền (trường hợp nhận ủy quyền tham dự Đại hội, người nhận ủy quyền không được ủy quyền cho người thứ ba); và
- Đối với cổ đông là tổ chức, đề nghị người đại diện mang theo bản sao chứng thực Giấy chứng nhận đăng ký doanh nghiệp, bản gốc Thẻ căn cước công dân/Hộ chiếu còn thời hạn sử dụng và Giấy Ủy quyền tham dự đại hội (trường hợp người đại diện tham dự không phải là đại diện theo pháp luật của tổ chức đó).

Shareholders or authorized persons attending the General Meeting, please bring the following documents:

- *Invitation letter;*
- *Original copy of Citizen Identification Card/Passport with valid term;*
- *Original copy of Authorization Letter (in case of receiving authorization to attend the General Meeting, the authorized person is not allowed to authorize a third party); and*
- *For shareholders who are organizations, the representative is requested to bring a certified copy of the Business Registration Certificate, the original valid Citizen Identification Card/Passport and the Power of Attorney to attend the meeting (in case the representative attending is not the legal representative of that organization).*

- ***Trân trọng thông báo./.*** Sincerely inform./.

TM. HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF THE BOARD OF
DIRECTORS

CHỦ TỊCH/CHAIRMAN

LUYỆN QUANG THẮNG





CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS

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Hà Nội, ngày 18 tháng 9 năm 2025

THƯ MỜI HỌP/ INVITATION TO MEETING
ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1 - NĂM 2025
FIRST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS - 2025
CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS
STANLEY BROTHERS SECURITIES JOINT STOCK COMPANY

Kính gửi: Quý Cổ đông/Dear shareholders

Là cổ đông của Công ty Cổ phần Chứng khoán Stanley Brothers tại thời điểm chốt danh sách cổ đông để thực hiện tổ chức Đại hội đồng cổ đông bất thường lần 1 năm 2025

Being a shareholder of Stanley Brothers Securities Joint Stock Company at the time of closing the list of shareholders to organize the first Extraordinary General Meeting of Shareholders in 2025

Hội đồng quản trị Công ty Cổ phần Chứng khoán Stanley Brothers (Mã số doanh nghiệp: 0305453780; Địa chỉ trụ sở: Tầng 9, tòa nhà ROX TOWER số 54A đường Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội) trân trọng thông báo và kính mời Quý cổ đông tham dự họp Đại hội đồng cổ đông bất thường lần 1-năm 2025 cụ thể như sau:

Board of Directors of Stanley Brothers Securities Joint Stock Company (Business registration number: 0305453780; Head office address: 9th floor, ROX TOWER building, 54A Nguyen Chi Thanh street, Lang ward, Hanoi city) respectfully announces and invites shareholders to attend the 1st Extraordinary General Meeting of Shareholders in 2025 as follows:

1. Thời gian: 8.30 am Thứ Ba, ngày 14 tháng 10 năm 2025/ Time: 8.30am, 14th October 2025
2. Địa điểm: Tầng 7, Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội/ Location: 07th floor, Rox Tower, 54A Nguyen Chi Thanh street, Lang ward, Hanoi city
3. Nội dung họp/ Meeting content:



- Thông qua các nội dung thuộc thẩm quyền của Đại hội đồng cổ đông. Nội dung họp Đại hội đồng cổ đông bất thường lần 1 năm 2025 được đăng tải trên website của Công ty theo địa chỉ www.sbsi.vn. (Mục Quan hệ cổ đông/Công bố thông tin), kính đề nghị Quý Cổ đông tham khảo/- *Approving the contents under the authority of the General Meeting of Shareholders. The content of the 1st Extraordinary General Meeting of Shareholders in 2025 is posted on the Company's website at www.sbsi.vn. (Shareholder Relations/Information Disclosure Section), we kindly request Shareholders to refer to it.*

4. Các tài liệu đi kèm thư mời/ Documents attached to the invitation:

- Chương trình Đại hội/ Meeting content.
- Giấy xác nhận tham dự/ uỷ quyền tham dự ĐHĐCĐ và các tài liệu khác của Đại hội: Kính đề nghị Quý Cổ đông tham khảo tài liệu tại website Công ty theo địa chỉ www.sbsi.vn. (Mục Quan hệ cổ đông/Công bố thông tin)/ *Certificate of attendance/authorization to attend the General Meeting of Shareholders and other documents of the General Meeting: We respectfully request Shareholders to refer to the documents on the Company's website at www.sbsi.vn. (Shareholder Relations/Information Disclosure Section).*

5. Cổ đông hoặc người được ủy quyền đến dự Đại hội vui lòng mang theo các giấy tờ sau/ Shareholders or authorized persons attending the General Meeting, please bring the following documents:

- Thư mời họp/ Meeting invitation;
- Bản gốc Thẻ căn cước công dân/Hộ chiếu còn thời hạn sử dụng/- *Original copy of Citizen Identification Card/Passport with valid term;*
- Bản gốc Giấy uỷ quyền (trường hợp nhận uỷ quyền tham dự Đại hội, người nhận uỷ quyền không được uỷ quyền cho người thứ ba); và/ *Original copy of Authorization Letter (in case of receiving authorization to attend the General Meeting, the authorized person is not allowed to authorize a third party); and*
- Đối với cổ đông là tổ chức, đề nghị người đại diện mang theo bản sao chứng thực Giấy chứng nhận đăng ký doanh nghiệp, bản gốc Thẻ căn cước công dân/Hộ chiếu còn thời hạn sử dụng và Giấy Ủy quyền tham dự đại hội (trường hợp người đại diện tham dự không phải là đại diện theo pháp luật của tổ chức đó)/ *For shareholders who are organizations, the representative is requested to bring a certified copy of the Business Registration Certificate, the original of the valid Citizen Identification Card/Passport and the Authorization Letter to attend the meeting (in case the representative attending is not the legal representative of that organization).*

6. Đăng ký tham dự Đại hội:

Để việc tổ chức Đại hội được thuận lợi nhằm phục vụ Quý Cổ đông một cách tốt nhất, kính đề nghị Quý Cổ đông xác nhận việc tham dự/uỷ quyền tham dự Đại hội theo một trong các phương thức dưới đây trước 14h00 ngày 01/10/2025/- *In order to facilitate the organization of the Meeting to best serve Shareholders, we respectfully request Shareholders to confirm their*



CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS

Địa chỉ: Tầng 9, tòa nhà Rox Tower, số 54A, Nguyễn Chí Thanh, phường
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Fax: (+84) 24 3373 6699

Website: <https://sbsi.vn/>

attendance/authorization to attend the Meeting by one of the following methods before 14:00 on 01/10/2025.

- *Gửi xác nhận tham dự/ủy quyền tham dự bằng văn bản đến địa chỉ/- Send confirmation of attendance/authorization to attend in writing to the address:*

CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS

- *Địa chỉ: Tầng 9, Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng, quận Đống Đa, thành phố Hà Nội/*

STANLEY BROTHERS SECURITIES JOINT STOCK COMPANY

Address: 9th Floor, Rox Tower, No. 54A Nguyen Chi Thanh Street, Lang Ward, Dong Da District, Hanoi City.

- *Đăng ký tham dự thông qua việc gửi mail và gọi điện đến Công ty (bộ phận quan hệ cổ đông), theo địa chỉ sau/ Register to attend by sending an email or calling the Company (Shareholder Relations Department), at the following address:*

Số điện thoại: (+84) 24 3377 6699

Email: info@sbsi.vn

Sự hiện diện của Quý cổ đông sẽ góp phần vào sự thành công của Đại hội.

Your presence will contribute to the success of the General Meeting.

Trân trọng cảm ơn./ *Sincerely thank you./*

TM. HỘI ĐỒNG QUẢN TRỊ

CHỦ TỊCH/CHAIRMAN



LUYỆN QUANG THẮNG



CHƯƠNG TRÌNH HỌP

MEETING AGENDA

ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1 NĂM 2025

THE FIRST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2025

- Thời gian:** 8h30, ngày 14 tháng 10 năm 2025 / Time: 8:30 a.m., Tuesday, 14th October 2025
- Địa điểm:** Tầng 7, Tòa nhà Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội/ Location: 9th Floor, Rox Tower Building, No. 54A Nguyen Chi Thanh Street, Lang Ward, Hanoi City
- Nội dung chương trình họp/Meeting agenda**

Thời gian	Nội dung
08h30 – 9h	Đón tiếp đại biểu, cổ đông, kiểm tra tư cách cổ đông, lập danh sách cổ đông có mặt, phát tài liệu ĐHĐCĐ <i>Welcome delegates, shareholders, check shareholder qualifications, make a list of shareholders present, distribute documents for the General Meeting of Shareholders</i>
9h – 9h30	<ul style="list-style-type: none">- Tuyên bố lý do và giới thiệu thành phần tham dự Đại hội- Thông qua Báo cáo kiểm tra tư cách cổ đông tham dự Đại hội- Giới thiệu và thông qua Đoàn chủ tịch Đại hội- Chỉ định và giới thiệu Ban thư ký- Đề cử và thông qua Ban kiểm phiếu- Thông qua chương trình họp và quy chế làm việc của Đại hội- Khai mạc ĐHĐCĐ <i>- Declare the reason and introduce the participants of the General Meeting</i> <i>- Approve the Report on checking shareholder qualifications attending the General Meeting</i> <i>- Introduce and approve the Presidium of the General Meeting</i> <i>- Appoint and introduce the Secretariat</i> <i>- Nominate and approve the Ballot Counting Committee</i> <i>- Approve the meeting agenda and working regulations of the General Meeting</i> <i>- Open the General Meeting of Shareholders</i>
9.30h – 10h30	Trình bày các tờ trình: <ul style="list-style-type: none">- Thông qua sửa đổi, bổ sung Điều lệ Công ty;- Thông qua việc miễn nhiệm và bầu thành viên Hội đồng Quản trị, Ban Kiểm soát;- Thông qua phương án chào bán cổ phần riêng lẻ để tăng vốn điều lệ.- Thông qua các nội dung khác thuộc thẩm quyền của Đại hội đồng cổ đông (nếu có). <i>- Approve the amendment and supplement to the Company Charter;</i> <i>- Approve the dismissal and election of the Board of Directors and the Supervisory Board;</i>

**CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS**

Địa chỉ: Tầng 9, Tòa nhà Rox Tower, số 54A, Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội

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	<ul style="list-style-type: none">- <i>Approve the plan to offer individual shares to increase charter capital.</i>- <i>Approve other contents under the authority of the General Meeting of Shareholders (if any).</i>
10h30 – 11h	<ul style="list-style-type: none">- Thảo luận và trả lời các câu hỏi tại Đại hội- Cổ đông tiến hành biểu quyết về các nội dung- <i>Discussion and answering questions at the General Meeting</i>- <i>Shareholders vote on the contents</i>
11h00 – 11h15	Nghỉ giải lao / <i>Break</i>
11h15 – 11h25	Kiểm phiếu và công bố kết quả/ <i>Counting votes and announcing results</i>
11h25 – 11h40	Thông qua Biên bản và Nghị quyết của ĐHĐCĐ/ <i>Approval of the Minutes and Resolutions of the General Meeting of Shareholders</i>
11h40	Tuyên bố bế mạc Đại hội/ <i>Closing of the General Meeting</i>

Hanoi, date ... month ... year 2025

**REGULATIONS ON THE ORGANIZATION
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS, SESSION 1,
YEAR 2025**

I. GENERAL PROVISIONS

Article 1. Scope of Regulation

These regulations specify the conditions for organizing the meeting, the rights and obligations of the parties participating in the meeting, and the procedures for conducting the meeting.

Article 2. Subjects of Application

Shareholders or authorized representatives of shareholders listed on the shareholder list as of the record date for attending the Extraordinary General Meeting of Shareholders, Session 1, Year 2025, have the right to directly attend the meeting or authorize others to attend. The authorized representative cannot re-authorize a third party.

Article 3. Effectiveness

These regulations apply to the organization of the Extraordinary General Meeting of Shareholders, Session 1, Year 2025, of Stanley Brothers Securities Joint Stock Company (“the Company”).

II. CONDITIONS FOR CONDUCTING THE MEETING

Article 4. Conditions for Conducting the Meeting

The meeting will be conducted when more than 50% of shareholders/authorized representatives of shareholders eligible to vote are present according to the shareholder registry as of September 5, 2025.

III. RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE MEETING

Article 5. Regulations on Order

- Shareholders entering the meeting room must sit in the designated positions or areas as specified by the organizing committee and adhere to the seating arrangement.
- Shareholders attending the meeting must comply with general regulations on public decorum. They should not engage in private conversations or use mobile phones during the meeting. All mobile phones must be turned off or silenced. The organizing committee has the right to ask shareholders who do not comply with these regulations to leave the meeting to avoid disrupting the agenda.
- Shareholders attending the meeting are responsible for being present from the start until the end of the meeting. If a shareholder must leave the meeting early for unavoidable reasons, they must

contact the organizing committee to provide written feedback on the issues to be voted on at the meeting.

Article 6. Regulations on Authorization

- Authorization for a representative to attend the General Meeting of Shareholders must be made in writing using the company's form and must include signatures as follows:
- + If the shareholder is an individual, the authorization must be signed by that shareholder and the authorized representative attending the meeting.
- + If the shareholder is an organization, the authorization must be signed by the legal representative of the shareholder and the authorized representative attending the meeting.
- + In other cases, signatures from the legal representative of the shareholder and the authorized representative attending the meeting are required.
- Any authorization documents not made using the company's form will be deemed valid at the discretion of the Chairperson of the meeting.
- A person may represent one or more shareholders by authorization.
- The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering to attend before entering the meeting room

Article 7. Rights and Obligations of Participating Shareholders

7.1. Rights of Participating Shareholders

- To directly attend or authorize others to attend the meeting using the company's written authorization form. The authorized representative cannot re-authorize a third party.
- Upon attending the annual general meeting, each shareholder/representative receives a voting card and a ballot corresponding to their shares for voting on the discussed issues.
- To discuss and vote on all matters within the authority of the meeting according to the provisions of the Enterprise Law, relevant legal documents, and the Company's Charter.
- To be informed of the content and agenda of the meeting.
- To receive accompanying documents related to the meeting's content and agenda.
- Late-arriving shareholders may register immediately and subsequently participate and vote at the meeting, but the chairperson is not obligated to pause the meeting for registration, and the validity of previous votes will not be affected.

7.2. Obligations of Common Shareholders Attending the Meeting

- To comply with the provisions of the Enterprise Law, the Company's Charter, and these regulations.
- When shareholders or authorized representatives attend the meeting, they must complete registration procedures with the organizing committee and present the following documents:
 - + Invitation letter;
 - + Original ID card/passport valid for use;
 - + Original valid attendance/authorization confirmation form according to the company's format (if any);
 - + For organizational shareholders, the representative must bring a certified copy of the latest business registration certificate; the original ID card/passport valid for use; and the original attendance/authorization confirmation (if the attending representative is not the legal representative of that organization).

- To strictly adhere to the meeting rules, respect the meeting's outcomes.
- To speak under the chairperson's direction and vote according to the organizing committee's guidance, respecting the chairperson's management of the meeting.
- Audio recording or filming of the meeting must be publicly announced and approved by the chairperson.
- To bear their own costs for attending the meeting (such as transportation, meals, accommodation, etc.).

Article 8. Rights and Obligations of the Presidium

- The presidium is elected by the General Meeting of Shareholders to conduct the meeting.
- To manage the activities of the Company's General Meeting of Shareholders according to the proposed agenda approved by the General Meeting.
- To guide delegates and facilitate discussions.
- To present drafts, conclusions on necessary issues for the General Meeting to vote on.
- To respond to or designate responsible individuals to answer questions raised by the meeting.
- The presidium operates collectively, democratically, and conducts the meeting legally and orderly, reflecting the majority's desires.
- Other rights as per the Company's organizational and operational charter.

Article 9. Responsibilities of the Shareholder Eligibility Verification Committee

The Shareholder Eligibility Verification Committee is appointed by the organizing committee. This committee is responsible for verifying the eligibility of delegates and reporting the results to the General Meeting regarding the legality and validity of the meeting organization according to the Company's Charter.

Article 10. Responsibilities of the Meeting Secretary

The Meeting Secretary is introduced by the presidium and approved by the General Meeting. The Secretary has the following duties:

- To thoroughly and accurately record all proceedings of the meeting and issues approved or noted by shareholders in the meeting minutes before concluding the meeting.
- To assist the presidium in announcing drafts of documents, conclusions, and minutes of the meeting.
- To receive question ballots from shareholders through the presidium's assistance team.

Article 11. Responsibilities of the Ballot Counting Committee

The Ballot Counting Committee is nominated by the Presidium and approved by the General Meeting of Shareholders through a voting process. The responsibilities of the Ballot Counting Committee include:

- Disseminating the regulations, principles for conducting votes, and providing guidance on the use of voting papers/voting cards/election ballots.
- Collecting votes after the General Meeting concludes the voting and conducting the vote counting.
- Reporting the results of the vote counting to the General Meeting.
- Reviewing and reporting to the General Meeting on decisions regarding any violations of voting or election regulations or any complaints regarding the election (if any).

IV. CONDUCTING THE MEETING

Article 12. Content of Conducting the General Meeting

The General Meeting will sequentially discuss and approve the contents outlined in the agenda of the General Meeting of Shareholders and any other matters (if any).

Article 13. Voting on Decisions at the Meeting and Election of Board Members and Supervisory Board Members

13.1. Voting and Election Principles:

- All issues in the agenda and content of the meeting must be publicly discussed and voted on openly using voting cards or ballots.
- Voting cards, ballots, and election ballots are printed and directly sent to shareholders during the verification of their eligibility to attend the meeting.
- Voting cards, ballots, and election ballots may be encoded with information to facilitate counting using software.
- Each shareholder receives 1 voting card, 1 ballot, and 3 election ballots (for Board member election, independent Board member election, and Supervisory Board member election). The voting card, ballot, and election ballots clearly state the shareholder's code, full name, total number of shares with voting rights, and total number of votes.
- If a shareholder arrives after the voting or election has concluded, they may still register to participate and vote on issues arising after their registration, but they cannot vote on issues that have already been voted on. In this case, the validity of the previously passed votes and elections remains unaffected.

13.2. Voting Methods:

- Issues on the meeting agenda must be approved by direct voting at the meeting. Each shareholder is provided with a voting card and a ballot stamped by the Company.

- **Voting method:**

- Voting Card:**

- + **Characteristics:** The voting card contains information about the shareholder/authorized representative, the shareholder's code, the number of shares with voting rights at the meeting, and the corresponding number of votes.
 - + **Purpose:** Used to vote on issues that need to be approved at the meeting, such as the meeting's working regulations, agenda, electing the presidium, the ballot counting committee, and approving the secretary committee's composition, etc., by raising the voting card.
 - + **Usage:** Shareholders must raise the voting card to vote "In Favor," "Against," or "No Opinion" on the issues when the organizing committee or presidium requests a vote. The ballot counting committee will announce the results immediately after each issue is voted on.
- **Ballot:**
 - + **Characteristics:** The ballot contains information about the shareholder, the shareholder's code, the number of shares with voting rights at the meeting, and the corresponding number of votes.
 - + **Purpose:** Used to vote on issues needing approval at the meeting by casting a ballot. The organizing committee will provide a ballot box in the hall for shareholders to cast their votes.
 - + **Usage:** The organizing committee will print all issues needing a vote on the ballot. Each issue

will have three voting options: "In Favor," "Against," or "No Opinion." When the presidium requests shareholders to vote, they should mark "X" or "✓" next to their chosen option and place the completed ballot in the ballot box.

- **Validity of Ballots:**

- + **Valid Ballots:** Valid ballots are those issued by the organizing committee in the correct format, stamped by the Company, and marked according to the regulations for each issue being voted on (for each issue, shareholders can only choose one of the three options: In Favor - Against - No Opinion; if a shareholder changes their opinion before completing the voting, they should mark again and sign next to their final choice).
- + **Invalid Ballots:** Ballots are considered invalid if:
 - i. They are not issued by the organizing committee in the correct format and not stamped by the Company and/or;
 - ii. They lack the signature of the shareholder/authorized representative attending the meeting and/or;
 - iii. They are torn, crossed out, etc.; or
 - iv. They select two or more options for the same issue and do not sign next to their final choice or do not choose any option, making the voting for that issue invalid. Voting on each issue is independent, and validity is determined for each voting issue.
- + **Handling Invalid Ballots:** Invalid ballots due to reasons (i), (ii), (iii) will not be counted towards the voting results. For case (iv): ballots with invalid issues will not be counted towards the voting results for that issue.

- **Voting Rules:**

- + Each common share has one voting ballot.
- + Approval of decisions regarding types of shares and the total number of shares of each type; changes in business sectors and fields; changes in the company's management structure; investment projects or selling assets valued at 50% or more of the total asset value recorded in the Company's latest financial report; reorganizing or dissolving the company must achieve at least 65% of the total votes of all participating shareholders in favor.
- + Approval of other issues must achieve over 50% of the total votes of all participating shareholders in favor.
- + Shareholders with a vested interest in the voting issues will not have the right to vote on those issues. The voting shares of such shareholders will not be counted towards the voting results for those issues. Note: The voting shares of such shareholders will also not be included in the total number of votes of all participating shareholders when calculating the approval/disapproval ratio.
- + The ballot counting time and announcement of results: The ballot counting committee will count and report the results immediately at the meeting.

13.3. Election Process:

- The election of Board members and Supervisory Board members is conducted through cumulative voting. Each shareholder is provided with 3 election ballots: one for Board member election, one for independent Board member election, and one for Supervisory Board member election.

- **Voting method:**

Election Ballot:

- + Characteristics: The election ballot contains information about the shareholder/authorized representative, the shareholder's code, the number of shares with voting rights at the meeting, and the corresponding number of votes.

Each shareholder's total number of votes is equal to the number of shares owned multiplied by the number of candidates for the position of Board member, independent Board member, and Supervisory Board member.

- The number of candidates for the Board member election for the term (2024-2029) is 4 candidates, so the total number of votes for each shareholder equals the total number of shares owned multiplied by 4.
- The number of candidates for the independent Board member election for the term (2024-2029) is 1 candidate, so the total number of votes for each shareholder equals the total number of shares owned multiplied by 1.
- The number of candidates for the Supervisory Board member election for the term (2024-2029) is 3 candidates, so the total number of votes for each shareholder equals the total number of shares owned multiplied by 3.
- + Purpose: Used to elect members of the Board and Supervisory Board.
- + Usage: Shareholders/authorized representatives may allocate all their votes to one candidate or distribute their votes among one or more candidates.

Shareholders/authorized representatives can choose one of two ways to fill out the election ballot:

- Mark the box "Cumulative Voting" to evenly distribute the total number of votes among the candidates.
- Write a specific number in the "Number of Votes" box for each candidate. If a shareholder allocates all their votes to one candidate, they should fill in the total number of votes in the "Number of Votes" box for that candidate and leave all other "Number of Votes" boxes blank.
The total number of votes for candidates cannot exceed the total number of votes allocated for each position. Votes must be recorded as positive integers, including digits from 0 to 9, grouping every three digits with a dot (.) and only counting the integer part, not the decimal part. Numbers following a comma (,) are considered decimal parts and are not counted towards the voting total. Shareholders should not write their votes as percentages (%).
- If shareholders do not wish to vote for any candidates, they should leave the "Number of Votes" box for that candidate blank or enter 0. Shareholders should not cross out candidates they do not select.
- If shareholders make a mistake or wish to change the number of votes for a candidate, they must cross out the incorrect number, write the new number, and sign next to the correction. Shareholders may contact the ballot counting committee to exchange their ballot, provided it has not yet been placed in the ballot box.
- Shareholders/authorized representatives must sign, write their full name, and follow the instructions of the ballot counting committee when placing their ballots in the ballot box at the meeting.

- **Validity:**
 - + Invalid Ballots:
 - i. Ballots exceeding the designated number of candidates approved by the General Meeting;
 - ii. The total number of votes for candidates exceeds the total number of votes of the shareholder;
 - iii. Ballots not issued by the Company;
 - iv. Ballots that are torn, erased, have illegible barcodes, or cannot be recognized by the software due to errors made by the shareholder/authorized representative, including names of candidates not on the approved candidate list, or including other information or symbols;
 - v. Ballots lacking the signature of the shareholder or the authorized representative; vi. Ballots not filled out according to the instructions.
 - + Handling Invalid Ballots: Invalid ballots will not be counted in the voting results.
- **Election Rules:** Before proceeding with the election, the Shareholder Eligibility Verification Committee will read the verification report to determine the total number of shares present at the meeting before the election begins. After reading the verification report, the ballot counting committee will check the ballot boxes in the presence of all delegates attending the meeting. After correctly filling out the election ballot, shareholders must place their ballot in the designated ballot boxes as instructed. Voting will conclude after all present shareholders have cast their ballots, and the head of the ballot counting committee announces the end of the voting process.

Article 14. Regulations on Vote Counting for Voting Papers and Election Ballots

14.1. Organization of Vote Counting

Vote counting must be conducted by the Ballot Counting Committee in a private room immediately after the voting concludes. The Ballot Counting Committee shall not make any corrections or alterations on the voting papers.

- **Counting Voting Papers:** The Ballot Counting Committee will record the voting results in the minutes of the General Meeting, including:
 - + The number of votes for "In Favor, Against, or Abstain."
 - + The corresponding percentage (%) of votes for "In Favor, Against, or Abstain" out of the total number of votes entitled to participate in the meeting.
 - + In the event that a Shareholder or authorized representative has questions regarding the voting results, the Chairperson will review and make a decision immediately at the General Meeting.
- **Counting Election Ballots:**
 - + Election Principles:
 - Candidates elected as members of the Board of Directors (BOD) must receive a valid number of votes corresponding to at least 1 voting right of all shareholders present at the meeting.
 - Elected candidates for the BOD will be determined based on the number of votes received, from highest to lowest, starting with the candidate who receives the most votes until the required number of members is reached, provided that the candidates achieve a minimum approval rate of 51% of the total voting rights of the present and authorized shareholders. In the case of two or more candidates receiving the same number of votes for the last position on the Board of Directors, a re-vote will be conducted among those candidates with equal votes.

- + The Ballot Counting Committee will record the election results in the minutes of the General Meeting, including: the list of elected candidates, the number of votes received, and the corresponding percentage of votes relative to the total votes collected.
- + In the event that a Shareholder or authorized representative has questions regarding the election results, the Chairperson will review and make a decision immediately at the General Meeting.

14.2. Announcement of Vote Counting Results

- After the vote counting process is completed, the Ballot Counting Committee will prepare a vote counting report signed by all members of the Committee.
- The Chairperson of the Ballot Counting Committee will read the vote counting results report to the General Meeting on behalf of the Committee.

Article 15. Speaking at the Meeting

- Shareholders wishing to speak must register their discussion topics on the question ballot; if there is no ballot, they should write their topics on paper and submit it to the assistant team to present to the presidium.
- If the presidium invites shareholders to speak directly, shareholders should raise their hands to request to speak and only do so when invited by the presidium.
- All shareholders have the right and are encouraged to participate in discussions at the meeting. However, if there are too many comments that prolong the meeting beyond the expected time or if there are many overlapping comments, the presidium has the right to select the most general or relevant comments to answer and may refuse to address issues outside the agenda.
- Shareholders should be concise in their speeches, avoid repetition, and focus on the main points relevant to the approved agenda. The chairperson will arrange for shareholders to speak in the order of registration and will address any questions from shareholders.

Article 16. Approving Decisions at the Meeting

- Issues of the meeting are approved when there is consent from shareholders with voting rights present directly or through authorized representatives at the meeting, according to the percentages specified in the Company's Charter and the provisions of the Enterprise Law.
- Shareholders or authorized representatives attending the meeting will cast their votes to agree, disagree, or abstain on the matters that need to be approved at the General Meeting and to elect members of the Board of Directors (BOD) and the Supervisory Board (SB) as stipulated in Article 13 of these Regulations.

V. CLOSING THE MEETING

Article 17. Minutes of the General Meeting

All contents of the General Meeting are recorded in the minutes prepared by the Secretary. The minutes will be read and approved before the meeting is adjourned and will be kept in the Company's meeting documents.

Article 18. Resolutions of the General Meeting

- Based on the results of the meeting, the chairperson will issue a resolution of the General Meeting on the issues approved.

- Shareholders, members of the Board of Directors, Supervisory Board, and the General Director have the right to request the Court or Arbitration to review and annul part or all of the General Meeting's decisions in accordance with the provisions of the Enterprise Law.

VI. OTHER PROVISIONS

Article 19. Cases of Unsuccessful General Meeting Organization

- If the first meeting does not meet the conditions for conducting under Article 4 of these regulations, it may be convened a second time within thirty days from the planned start date of the first meeting. The second General Meeting will be conducted when at least 33% of the shareholders with voting rights attend.
- If the second meeting does not meet the conditions for conducting as specified in paragraph 1 of this Article, a third meeting may be convened within twenty days from the planned start date of the second meeting. In this case, the General Meeting will be conducted regardless of the number of shareholders attending.

VII. IMPLEMENTATION PROVISIONS

Article 20. Effectiveness

These regulations consist of 7 sections, 20 articles, and take effect immediately upon approval at the Extraordinary General Meeting of Shareholders, Session 1, Year 2025.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS



The stamp is a red circular seal. The outer ring contains the text 'CÔNG TY CỔ PHẦN CHỨNG KHOÁN' at the top and 'STANLEY BROTHERS' at the bottom, separated by two stars. Inside the ring, the words 'CÔNG TY' and 'CỔ PHẦN CHỨNG KHOÁN' are visible. A blue ink signature is written across the stamp. Below the stamp, the name 'LUYEN QUANG THANG' is printed in blue capital letters.

LUYEN QUANG THANG



CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập - Tự do - Hạnh phúc

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GIẤY XÁC NHẬN/ CERTIFICATE

Tham dự Đại hội đồng cổ đông bất thường lần 1 - năm 2025

Attendance at the 1st Extraordinary General Meeting of Shareholders - 2025

Kính gửi: Công ty cổ phần Chứng khoán Stanley Brothers

To: Stanley Brothers Securities Joint Stock Company

Cổ đông (hoặc Người được ủy quyền):

Địa chỉ:

Số CCCD/HC/GCNDKDN: Ngày cấp:

Nơi cấp:

Shareholder (or Authorized Person):

Address:

ID Card/Certificate of Incorporation/Business Registration Number:

Date of issue:

Place of issue:

Xác nhận đăng ký tham dự cuộc họp Đại hội đồng cổ đông bất thường lần 1 - năm 2025 của Công ty cổ phần Chứng khoán Stanley Brothers với số cổ phần sở hữu/đại diện là/ *Confirmation of registration to attend the 1st Extraordinary General Meeting of Shareholders - 2025 of Stanley Brothers Securities Joint Stock Company with the number of shares owned/represented:*

- Số cổ phần sở hữu:
- Số cổ phần được ủy quyền (nếu có):
(*Kèm theo Giấy ủy quyền tham dự trong trường hợp được ủy quyền*)
- Tổng số cổ phần sở hữu/đại diện:
- Number of shares owned:
- Number of authorized shares (if any):
(*Attach the Authorization Letter in case of authorization*)
- Total number of shares owned/represented:

Tôi/Chúng tôi cam kết tuân thủ các quy định tại các Quy chế của Đại hội đồng cổ đông bất thường lần 1 2025, Điều lệ của Công ty cổ phần Chứng khoán Stanley Brothers và quy định hiện hành của pháp luật/ *I/We commit to comply with the provisions of the Regulations of the 1st Extraordinary General Meeting of Shareholders in 2025, the Charter of Stanley Brothers Securities Joint Stock Company and current regulations of law.*

....., ngày tháng năm 2025

CƠ ĐỒNG / NGƯỜI ĐƯỢC ỦY QUYỀN
SHAREHOLDER / AUTHORIZED PERSON

(Ký, ghi rõ họ tên; đóng dấu nếu là tổ chức)

(Sign, full name; seal if organization)

Lưu ý: Mỗi cổ đông chỉ được ủy quyền một lần. Người được ủy quyền không được ủy quyền lại cho người khác/ Note: Each shareholder is only authorized once. The authorized person is not allowed to re-authorize to another person.



CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập - Tự do - Hạnh phúc

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GIẤY ỦY QUYỀN/ AUTHORIZATION

Tham dự Đại hội đồng cổ đông bất thường lần 1 - năm 2025

Attendance of the 1st Extraordinary General Meeting of Shareholders - 2025

Kính gửi: Công ty cổ phần Chứng khoán Stanley Brothers

To: Stanley Brothers Securities Joint Stock Company

1. BÊN ỦY QUYỀN/ AUTHORIZATION

Tên Cổ đông:

Địa chỉ:

Số CCCD/HC/GCNDKDN: Ngày cấp:

Nơi cấp:

Số cổ phần sở hữu: cổ phần của Công ty cổ phần Chứng khoán Stanley Brothers

Shareholder's name:

Address:

ID/Passport/Business License No.: Date of issue:

Place of issue:

Number of shares owned: shares of Stanley Brothers Securities Joint Stock Company

2. BÊN ĐƯỢC ỦY QUYỀN

Họ và tên:

Địa chỉ:

Số CCCD/HC/GCNDKKD: Ngày cấp:

Nơi cấp:

Số cổ phần được ủy quyền:

Hoặc ủy quyền toàn bộ cho ông/bà sau (Tích dấu "X" hoặc "✓" vào ô tương ứng):

☐ Ông Luyen Quang Thang – Chủ tịch HĐQT Công ty CP Chứng khoán Stanley Brothers

Full name:

Address:

ID/Passport/Business License No : Date of issue:

Place of issue:

Number of authorized shares:

Or fully authorize the following person/person (Check "X" or "☐" in the corresponding box):

• Mr. Luyen Quang Thang – Chairman of the Board of Directors of Stanley Brothers Securities Joint Stock Company

3. NỘI DUNG ỦY QUYỀN/ AUTHORIZATION CONTENT

Ủy quyền thay mặt tôi (cổ đông) tham dự, biểu quyết và thực hiện mọi quyền lợi và nghĩa vụ của cổ đông tại cuộc họp Đại hội đồng cổ đông bất thường lần 1 năm 2025 của Công ty cổ phần Chứng khoán Stanley Brothers liên quan đến số cổ phần được ủy quyền./ To authorize on my behalf (shareholder) to attend, vote and exercise all rights and obligations of a shareholder at the 1st Extraordinary General Meeting of Shareholders in 2025 of Stanley Brothers Securities Joint Stock Company related to the authorized shares.

4. THỜI HẠN ỦY QUYỀN/ RESPONSIBILITIES OF THE PARTIES

Giấy ủy quyền này có hiệu lực trong thời gian họp Đại hội đồng cổ đông bất thường lần 1- năm 2025 của Công ty cổ phần Chứng khoán Stanley Brothers. Trường hợp Công ty phải tổ chức họp Đại hội đồng cổ đông bất thường khác trong năm 2025 thì Giấy ủy quyền này vẫn có giá trị cho các lần tổ chức Đại hội đó./ This Power of Attorney is valid during the period of the 1st Extraordinary General Meeting of Shareholders in 2025 of Stanley Brothers Securities Joint Stock Company. In case the Company has to hold another Extraordinary General Meeting of Shareholders in 2025, this Power of Attorney is still valid for such meetings.

5. TRÁCH NHIỆM CỦA CÁC BÊN/ RESPONSIBILITIES OF THE PARTIES

Tôi/Chúng tôi hoàn toàn chịu trách nhiệm về việc ủy quyền này và cam kết tuân thủ các Quy chế/quy định tại Đại hội đồng cổ đông bất thường lần 1 năm 2025, các quy định hiện hành của Pháp luật và Điều lệ Công ty cổ phần Chứng khoán Stanley Brothers./ I/We are fully responsible for this authorization and commit to comply with the Regulations/Regulations at the 1st Extraordinary General Meeting of Shareholders in 2025, current provisions of the Law and the Charter of Stanley Brothers Securities Joint Stock Company.

....., ngày tháng ... năm 2025

BÊN ĐƯỢC ỦY QUYỀN

CÓ ĐỒNG / BÊN ỦY QUYỀN

AUTHORIZED PARTY

SHAREHOLDER / AUTHORIZED PARTY

(Ký, ghi rõ họ tên)
(Sign, full name)

(Ký, ghi rõ họ tên; đóng dấu nếu là tổ chức)
(Sign, full name; seal if organization)

Lưu ý: Mỗi cổ đông chỉ được ủy quyền một lần. Người được ủy quyền không được ủy quyền lại cho người khác/ Note: Each shareholder can only authorize once. The authorized person cannot re-authorize to another person.



THÔNG BÁO/ NOTIFICATION

V/v: Đề cử, ứng cử Thành viên Hội đồng Quản trị, Ban Kiểm soát
Nominate, run for Member of Board of Directors, Board of Supervisors

Nhiệm kỳ 2024-2029/ Term 2024-2029

Kính gửi: Quý Cổ đông Công ty Cổ phần Chứng khoán Stanley Brothers

Dear Shareholders of Stanley Brothers Securities Joint Stock Company

Công ty Cổ phần Chứng khoán Stanley Brothers (Mã số doanh nghiệp: 0305453780; Địa chỉ trụ sở: Tầng 9, tòa nhà Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội) trân trọng thông báo về việc Đề cử, ứng cử Thành viên Hội đồng Quản trị (HĐQT), Ban Kiểm soát (BKS) cho nhiệm kỳ: 2024-2029 tại Đại hội đồng cổ đông bất thường lần 1 năm 2025 cụ thể như sau:

Stanley Brothers Securities Joint Stock Company (Enterprise registration number: 0305453780; Head office address: 9th floor, Rox Tower building, 54A Nguyen Chi Thanh street, Lang ward, Hanoi city) respectfully announces the Nomination and candidacy for members of the Board of Directors (BOD), Board of Supervisors (BOS) for the term: 2024-2029 at the 1st Extraordinary General Meeting of Shareholders in 2025 specifically as follows:

1. Lý do bầu thành viên HĐQT, BKS/Reasons for electing members of the Board of Directors and Supervisory Board/

- Tăng số lượng thành viên HĐQT từ 3 thành viên lên 5 thành viên để tăng cường công tác quản trị cho Công ty Cổ phần Chứng khoán Stanley Brothers trong giai đoạn phát triển mới ;
- Increase the number of Board members from 3 to 5 members to strengthen the governance of Stanley Brothers Securities Joint Stock Company in the new development stage;
- Thay thế 03 thành viên HĐQT, 03 thành viên BKS đã có đơn xin từ nhiệm (đa công bố thông tin) để bảo đảm số lượng thành viên HĐQT, BKS cho nhiệm kỳ: 2024-2029 đúng theo Điều lệ
- Replace 03 members of the Board of Directors, 03 members of the Supervisory Board who have submitted resignation letters (multiple information disclosures) to ensure the number of members of the Board of Directors, Supervisory Board for the term: 2024-2029 in accordance with the Charter.

2. Số lượng, tiêu chuẩn và điều kiện thành viên HĐQT, BKS:

- Số lượng thành viên HĐQT: 05 thành viên (bao gồm 01 thành viên HĐQT độc lập)/ - Number of Board members: 05 members (including 01 independent Board member);

- Số lượng thành viên BKS: 03 thành viên/ Number of members of the Supervisory Board: 03 members/
- Điều kiện, tiêu chuẩn đối với thành viên HĐQT/ Conditions and standards for members of the Board of Directors::

2. Điều kiện, tiêu chuẩn HĐQT	<p>1. Thành viên Hội đồng quản trị, thành viên Hội đồng thành viên của công ty chứng khoán không được đồng thời là thành viên Hội đồng quản trị, thành viên Hội đồng thành viên, Tổng Giám đốc (Giám đốc) của công ty chứng khoán khác.</p> <p><i>A member of the Board of Directors or a member of the Board of Members of a securities company must not concurrently be a member of the Board of Directors or a member of the Board of Members or General Director (Director) of another securities company.</i></p>
	<p>2. Có đủ năng lực hành vi dân sự, không thuộc đối tượng bị cấm thành lập và quản lý doanh nghiệp theo quy định của Luật Doanh nghiệp.</p> <p><i>Have full civil act capacity, not be prohibited from establishing and managing enterprises according to the provisions of the Law on Enterprises.</i></p>
	<p>3. Có trình độ chuyên môn, kinh nghiệm trong quản trị kinh doanh hoặc trong lĩnh vực, ngành, nghề kinh doanh của công ty và không nhất thiết phải là cổ đông của công ty</p> <p><i>Have professional qualifications and experience in business administration or in the company's field, industry or business line and do not necessarily have to be a shareholder of the company.</i></p>
	<p>4. Được đồng thời là thành viên HĐQT tại tối đa 05 công ty khác (không phải là công ty chứng khoán)</p> <p><i>Can concurrently be a member of the Board of Directors at a maximum of 05 other companies (not securities companies)</i></p>
	<p>5. Điều kiện tiêu chuẩn đối với thành viên HĐQT độc lập/ Standard conditions for independent members of the Board of Directors:</p>
	<p>a) Không phải là người đang làm việc cho công ty, công ty mẹ hoặc công ty con của công ty; không phải là người đã từng làm việc cho công ty, công ty mẹ hoặc công ty con của công ty ít nhất trong 03 năm liền trước đó;</p> <p>b) Không phải là người đang hưởng lương, thù lao từ công ty, trừ các khoản phụ cấp mà thành viên Hội đồng quản trị được hưởng theo quy định;</p> <p>c) Không phải là người có vợ hoặc chồng, bố đẻ, bố nuôi, mẹ đẻ, mẹ nuôi, con đẻ, con nuôi, anh ruột, chị ruột, em ruột là cổ đông lớn của công ty; là người quản lý của công ty hoặc công ty con của công ty;</p> <p>d) Không phải là người trực tiếp hoặc gián tiếp sở hữu ít nhất 01% tổng số cổ phần có quyền biểu quyết của công ty;</p>
	<p>đ) Không phải là người đã từng làm thành viên Hội đồng quản trị, Ban kiểm soát của công ty ít nhất trong 05 năm liền trước đó, trừ trường hợp được bổ nhiệm liên tục 02 nhiệm kỳ.</p>

**CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS**

Địa chỉ: Tầng 9, tòa nhà Rox Tower, số 54A, Nguyễn Chí Thanh, phường

Láng, quận Đống Đa, thành phố Hà Nội

Điện thoại: (+84) 24 3377 6699

Email: info@sbsi.vn

Fax: (+84) 24 3373 6699

Website: https://sbsi.vn/

	<p>a) 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 03 consecutive years;</p> <p>b) Not being a person who is receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to receive according to regulations;</p> <p>c) Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological sibling is a major shareholder of the company; is a manager of the company or subsidiary of the company;</p> <p>d) Not being a person who directly or indirectly owns at least 01% of the total number of voting shares of the company;</p> <p>dd) Not being a person who has been a member of the Board of Directors or Supervisory Board of the company for at least the previous 05 consecutive years, except in the case of being appointed for 02 consecutive terms.</p>
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- Điều kiện, tiêu chuẩn đối với thành viên BKS/ Conditions and standards for members of the Board of Supervisors:

Điều kiện, tiêu chuẩn thành viên BKS	<p>1. Không thuộc các trường hợp sau:</p> <p>a) Làm việc trong bộ phận kế toán, tài chính của công ty;</p> <p>b) Là thành viên hay nhân viên của tổ chức kiểm toán được chấp thuận thực hiện kiểm toán các báo cáo tài chính của công ty trong 03 năm liền trước đó.</p> <p>1. Not in the following cases:</p> <p>a) Working in the accounting and finance department of the company;</p> <p>b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the previous 3 consecutive years.</p> <p>2. Có đủ năng lực hành vi dân sự, không thuộc đối tượng bị cấm thành lập và quản lý doanh nghiệp theo quy định của Luật Doanh nghiệp.</p> <p>2. Have full civil act capacity and are not prohibited from establishing and managing enterprises according to the provisions of the Law on Enterprises.</p>
	<p>3. Được đào tạo một trong các chuyên ngành về kinh tế, tài chính, kế toán, kiểm toán, luật, quản trị kinh doanh hoặc chuyên ngành phù hợp với hoạt động kinh doanh của doanh nghiệp;</p>

<p>3. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major suitable for the business activities of the enterprise;</p>
<p>4. Không phải là vợ hoặc chồng, cha đẻ, cha nuôi, mẹ đẻ, mẹ nuôi, con đẻ, con nuôi, anh ruột, chị ruột, em ruột của thành viên Hội đồng quản trị, Giám đốc hoặc Tổng giám đốc và người quản lý khác; Không phải là người liên quan của thành viên HĐQT, Tổng giám đốc và người quản lý khác/</p> <p>4. Not being the wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or sibling of a member of the Board of Directors, Director or General Director and other managers; Not being a related person of a member of the Board of Directors, General Director and other managers.</p>
<p>5. Không phải là người quản lý công ty; không nhất thiết phải là cổ đông hoặc người lao động của công ty;</p> <p>5. Not a company manager; not necessarily a shareholder or employee of the company;</p>
<p>6. Trưởng Ban kiểm soát phải có bằng tốt nghiệp đại học trở lên thuộc một trong các chuyên ngành kinh tế, tài chính, kế toán, kiểm toán, luật, quản trị kinh doanh hoặc chuyên ngành có liên quan đến hoạt động kinh doanh của doanh nghiệp; không được đồng thời là thành viên Ban Kiểm soát hoặc người quản lý của công ty chứng khoán khác;</p> <p>6. Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise; must not concurrently be a member of the Board of Supervisors or a manager of another securities company;</p>

4. Thủ tục đề cử, ứng cử/ Nomination and candidacy procedures

Cổ đông hoặc nhóm cổ đông sở hữu từ 10% tổng số cổ phần phổ thông trở lên có quyền đề cử người vào Hội đồng quản trị, Ban kiểm soát. Việc đề cử người vào Hội đồng quản trị và Ban kiểm soát thực hiện như sau/ Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate people to the Board of Directors and the Board of Supervisors. Nomination of people to the Board of Directors and the Board of Supervisors is carried out as follows:

- Các cổ đông phổ thông hợp thành nhóm để đề cử người vào Hội đồng quản trị và Ban kiểm soát phải thông báo về việc hợp nhóm cho các cổ đông dự họp biết trước khi khai mạc Đại hội đồng cổ đông/ Ordinary shareholders forming a group to nominate people for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
- Căn cứ số lượng thành viên Hội đồng quản trị và Ban kiểm soát, cổ đông hoặc nhóm cổ đông quy định tại khoản này được quyền đề cử một hoặc một số người theo quyết định của Đại hội đồng cổ đông làm ứng cử viên Hội đồng quản trị và Ban kiểm soát. Trường hợp số ứng cử viên được cổ đông hoặc nhóm cổ đông đề cử thấp hơn số ứng cử viên mà họ được quyền đề

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cử theo quyết định của Đại hội đồng cổ đông thì số ứng cử viên còn lại do Hội đồng quản trị, Ban kiểm soát và các cổ đông khác đề cử/ Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

- Cổ đông, nhóm cổ đông đáp ứng đầy đủ các điều kiện nêu tại Mục 2 của Thông báo này có yêu cầu ứng cử/đề cử thành viên HĐQT, thành viên BKS gửi Hồ sơ ứng cử, đề cử trực tiếp tại Công Ty hoặc qua đường bưu điện trước 17h00, Thứ Tư, ngày 25/9/2025, theo thông tin như sau:/ Shareholders and groups of shareholders who fully meet the conditions stated in Section 2 of this Notice and wish to run for election/nominate members of the Board of Directors and members of the Supervisory Board must submit their candidacy/nomination documents directly to the Company or by post before 5:00 p.m., Wednesday, 25 September 2025, according to the following information:

Công ty Cổ phần Chứng khoán Stanley Brothers (Mã số doanh nghiệp: 0305453780; Địa chỉ trụ sở: Tầng 9, tòa nhà Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội). Điện thoại: (+84) 24 3377 6699/ Stanley Brothers Securities Joint Stock Company (Business registration number: 0305453780; Head office address: 9th floor, Rox Tower building, 54A Nguyen Chi Thanh street, Lang ward, Hanoi city). Phone: (+84) 24 3377 6699

- Sau thời hạn nêu trên, mọi Hồ sơ ứng cử, đề cử gửi đến Công Ty sẽ không được xem xét giải quyết/ After the above deadline, all application and nomination documents sent to the Company will not be considered.

5. Hồ sơ ứng cử, đề cử bao gồm/ Application and nomination documents include::

- *Thư ứng cử/đề cử ứng cử viên (Mẫu đính kèm);/ Candidate application/nomination letter (Attached form);*
- *Sơ yếu lý lịch do ứng cử viên tự khai (Mẫu đính kèm);/ Candidate's self-declared CV (Attached form);*
- Bản sao hợp lệ các giấy tờ sau của ứng cử viên: Thẻ căn cước/Hộ chiếu; Hộ khẩu thường trú/Giấy đăng ký tạm trú hoặc giấy tờ tương đương; Các bằng cấp chứng nhận trình độ học vấn;/ Valid copies of the following documents of the candidate: Identity card/Passport; Permanent residence registration/Temporary residence registration or equivalent documents; Degrees certifying educational qualifications;
- Tài liệu chứng minh/xác nhận số cổ phần sở hữu hoặc ủy quyền sở hữu đến ngày chốt danh sách cổ đông thực hiện quyền tham dự Đại hội đồng cổ đông bất thường lần 1 năm 2025;/ Documents proving/confirming the number of shares owned or authorized to own as of the

Documents proving/confirming the number of shares owned or authorized to own as of the record date of shareholders exercising the right to attend the 1st Extraordinary General Meeting of Shareholders in 2025;

- Văn bản thỏa thuận thành lập nhóm cổ đông đề cử thành viên HĐQT, BKS (Nếu cổ đông thành lập nhóm cổ đông đề cử ứng cử viên) (Mẫu đính kèm);/ Agreement document to establish a group of shareholders to nominate members of the Board of Directors and Board of Supervisors (If shareholders establish a group of shareholders to nominate candidates) (Attached form);

Lưu ý: Chỉ những Hồ sơ ứng cử, đề cử đáp ứng đầy đủ các điều kiện ứng cử/đề cử và những ứng cử viên đáp ứng đầy đủ điều kiện tương ứng của thành viên HĐQT, thành viên BKS mới được đưa vào danh sách ứng cử viên chính thức trình tại Đại Hội Đồng Cổ Đông Công Ty để tiến hành bầu cử. Người ứng cử/đề cử thành viên HĐQT, thành viên BKS chịu trách nhiệm trước pháp luật và Đại Hội Đồng Cổ Đông về tính trung thực và chính xác của nội dung Hồ sơ ứng cử, đề cử của mình./ Note: Only candidacy and nomination dossiers that fully meet the candidacy/nomination conditions and candidates who fully meet the corresponding conditions of members of the Board of Directors and members of the Supervisory Board will be included in the official list of candidates to be presented at the Company's General Meeting of Shareholders for election. Candidates/nominees for members of the Board of Directors and members of the Supervisory Board are responsible before the law and the General Meeting of Shareholders for the truthfulness and accuracy of the content of their candidacy and nomination dossiers.

Trân trọng thông báo./. Sincerely announce./.

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH/CHAIRMAN**

**CÔNG TY
CỔ PHẦN CHỨNG KHOÁN
STANLEY BROTHERS**

LUYỆN QUANG THẮNG



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

THƯ ỨNG CỬ/ĐỀ CỬ ỨNG CỬ VIÊN VÀO HỘI ĐỒNG QUẢN TRỊ/BAN
KIỂM SOÁT NHIỆM KỲ 2024 – 2029
TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1 NĂM 2025
CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS
NOMINATION LETTER/NOMINATION OF CANDIDATES FOR THE
BOARD OF DIRECTORS/BOARD OF SUPERVISORY FOR THE TERM 2024
– 2029
AT THE FIRST EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS IN 2025
STANLEY BROTHERS SECURITIES JOINT STOCK COMPANY

- Tên tổ chức/Cá nhân:.....
- Name of organization/individual:.....
- Mã số cổ đông:...../ - Shareholder code:...../
- Giấy Chứng nhận ĐKKD/CCCD/HC số:
- Business Registration Certificate/Citizen ID Card/Passport No.:
.....
- Ngày cấp:Nơi cấp:.....
- Date of issue:Place of issue:.....
- Năm sinh:.....Nơi sinh:..... Quốc tịch:.....
- Year of birth:.....Place of birth:.....
Nationality:.....
- Địa chỉ liên hệ:
- Contact address:
- Người đại diện (đối với tổ chức):
- Representative (for organization):
 - Năm sinh:.....Nơi sinh:..... Quốc tịch:.....
 - Số CCCD/HC:.....Ngày cấp:.....tại:.....
 - Địa chỉ liên hệ:.....
 - Điện thoại:.....Fax:.....
 - E-mail:.....
 - Year of birth:.....Place of birth:.....
Nationality:.....
 - ID/Passportnumber:.....Date of issue:.....at:.....
 - Contact address:.....
 - Phone:..... Fax:.....
 - E-mail:.....

Là cổ đông/đại diện nhóm cổ đông sở hữu:cổ phần, chiếm tỷ lệ:% trên tổng số cổ phần phổ thông (đính kèm văn bản thành lập nhóm cổ đông, nếu có).

Is a shareholder/representative of a group of shareholders owning:shares, accounting for:% of the total number of common shares (attach documents establishing the group of shareholders, if any).

Tôi/chúng tôi thống nhất đề nghị Ban tổ chức Đại hội đồng cổ đông bất thường lần 1 năm 2025 của Công ty Cổ phần Chứng khoán Stanley Brothers về việc ứng cử/đề cử như sau:

I/We agree to propose to the Organizing Committee of the 1st Extraordinary General Meeting of Shareholders in 2025 of Stanley Brothers Securities Joint Stock Company on the candidacy/nomination as follows:

Hạng mục ứng cử/đề cử Category of candidacy/nomination	Danh sách ứng cử viên được ứng cử/đề cử List of candidates nominated/nominated
<input type="checkbox"/> Ứng cử vào Hội đồng quản trị/ Candidate for Board of Directors
<input type="checkbox"/> Đề cử ứng cử viên vào Hội đồng quản trị/ Nominate candidates for the Board of Directors
<input type="checkbox"/> Ứng cử vào Ban Kiểm soát/ Candidate for the Board of Supervisors
<input type="checkbox"/> Đề cử ứng cử viên vào Ban Kiểm soát/ Nominate candidates for the Board of Supervisors

....., ngày tháng năm 202.....

Xác nhận của người được đề cử
Confirmation of the nominee
(Ký và ghi rõ họ tên)

Người đề cử, ứng cử
Confirmation of the Nominator, Candidate
(Ký và ghi rõ họ tên, đóng dấu nếu là tổ chức)

Hồ sơ kèm theo:

- (i) Sơ yếu lý lịch của ứng cử viên tự khai (theo mẫu của SBSI);
- (ii) Bản sao hợp lệ Hộ khẩu thường trú/Giấy đăng ký tạm trú hoặc giấy tờ tương đương của ứng cử viên;
- (iii) Bản sao hợp lệ Thẻ căn cước công dân/hộ chiếu và các bằng cấp chứng nhận trình độ học vấn của ứng cử viên;
- (iv) Văn bản thỏa thuận thành lập nhóm cổ đông (nếu cổ đông thành lập nhóm cổ đông đề cử).

Attached documents:

- (i) Candidate's self-declared CV (according to SBSI's form);
- (ii) Valid copy of the candidate's Permanent Residence Registration/Temporary Residence Registration or equivalent document;
- (iii) Valid copy of the candidate's Citizen Identification Card/Passport and certificates certifying the candidate's educational qualifications;
- (iv) Agreement to establish a group of shareholders (if shareholders establish a group of nominated shareholders).

Ảnh 3x4



CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập - Tự do - Hạnh phúc

SƠ YẾU LÝ LỊCH/

ỨNG CỬ VIÊN THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ/BAN KIỂM SOÁT

CANDIDATES FOR BOARD OF DIRECTORS/SUPERVISORY BOARD

NHIỆM KỲ 2024 – 2029

Term 2024-2029

CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANDLEY BROTHER (“SBSI”)

STANDLEY BROTHER SECURITIES JOINT STOCK COMPANY (“SBSI”)

- Họ và tên: Giới tính:
Full name: Gender:
- Ngày sinh: Nơi sinh:
Date of birth: Place of birth:
- Quốc tịch:.....
Nationality:.....
- Số CCCD/Hộ chiếu: Ngày cấp: Nơi cấp:.....
ID card/Passport number: Date of issue: Place of issue:.....
- Hộ khẩu thường trú:
Permanent residence:
- Chỗ ở hiện nay:
Current residence:
- Số cổ phần sở hữu: cổ phần
Number of shares owned: shares
- Trình độ văn hóa: Trình độ chuyên môn:

Educational level: Professional level:

9. Vị trí ứng cử/được đề cử:

Candidate/Nominated position:

10. Quá trình công tác/ Work process:

Thời gian/Duration	Nơi làm việc/Working Place	Vị trí công việc/Title

11. Các chức danh quản lý đang nắm giữ tại các công ty/tổ chức khác, bao gồm cả chức danh Hội đồng quản trị, Ban Kiểm soát của công ty khác (liệt kê cụ thể chức vụ và tên công ty/tổ chức)/ Management positions currently held at other companies/organizations, including positions on the Board of Directors and Supervisory Board of other companies (list specific positions and names of companies/organizations):

12. Lợi ích có liên quan tới SBSI và các bên có liên quan của SBSI: (nếu có)/ Benefits related to SBSI and SBSI's related parties: (if any)

13. Ứng cử viên thừa nhận, đồng ý và cam kết rằng/ The Candidate acknowledges, agrees and undertakes that:

a. Các thông tin được cung cấp, xác nhận trên đây đầy đủ, chính xác và trung thực. SBSI được toàn quyền sử dụng các thông tin được cung cấp, xác nhận trên đây nhằm mục đích cho việc bầu cử thành viên Hội đồng quản trị/thành viên Ban kiểm soát của SBSI và nhằm mục đích thực hiện công bố thông tin trên trang điện tử của SBSI và/hoặc để thực hiện công bố thông tin trong trường hợp khác theo quy định của pháp luật./ The information provided and confirmed above is complete, accurate and truthful. SBSI has the full right to use the information provided and confirmed above for the purpose of electing members of the Board of Directors/members of the Supervisory Board of SBSI and for the purpose of disclosing information on the SBSI website and/or for disclosing information in other cases as prescribed by law.

b. Không vi phạm các quy định về đề cử, ứng cử, bầu cử thành viên Hội đồng quản trị/thành viên Ban kiểm soát theo quy định của SBSI và các quy định của pháp luật hiện hành./ Not violating the regulations on nomination, candidacy, and election of members of the Board of Directors/members of the Supervisory Board according to SBSI's regulations and current legal regulations.

- c. Thực hiện nhiệm vụ một cách trung thực, trung thành, cẩn trọng và vì lợi ích cao nhất của SBSI nếu được bầu làm thành viên Hội đồng quản trị/ Ban kiểm soát/
Perform duties honestly, loyally, carefully and in the best interests of SBSI if elected as a member of the Board of Directors/Supervisory Board.
- d. Ứng cử viên hoàn toàn chịu trách nhiệm nếu có thông tin sai lệch, thiếu sót và/hoặc chậm trễ, không cập nhật thông tin cho SBSI/ The candidate is fully responsible for any incorrect, incomplete and/or late information, failure to update information to SBSI.

....., ngàytháng năm 2025

Người khai/ Declarant

(Ký, ghi rõ họ tên)/ (Sign, full name)

Lưu ý:

- Mẫu này dành cho ứng viên ứng cử hoặc được đề cử vào Hội đồng quản trị/Ban Kiểm soát;
- Mẫu này được gửi về Ban tổ chức Đại hội đồng cổ đông của SBSI **trước 17h00 ngày/...../2025** theo địa chỉ: Tầng 9, Tòa nhà Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng, quận Đống Đa, thành phố Hà Nội.
- Ảnh mới chụp không quá 06 tháng.

Note:

- This form is for candidates running for or nominated to the Board of Directors/Board of Supervisors;
- This form must be sent to the Organizing Committee of the SBSI Shareholders' Meeting before 17:00 on/...../2025 at the address: 9th Floor, Rox Tower Building, No. 54A Nguyen Chi Thanh Street, Lang Ward, Dong Da District, Hanoi City.
- A new photo taken within the past 06 months.



CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS

Địa chỉ: Tầng 9, tòa nhà ROX, số 54A Nguyễn Chí Thanh, phường
Láng, thành phố Hà Nội

Điện thoại: (+84) 24 3377 6699

Email: info@sbsi.vn

Fax: (+84) 24 3373 6699

Website: <https://sbsi.vn/>

THẺ BIỂU QUYẾT/VOTING CARD

**ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1 NĂM
2025/EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS, SESSION 1, YEAR 2025**

**MÃ
SỐ/CODE.....**

Họ tên Cổ đông/ Người được ủy :
quyền/Name of Shareholder/Authorized
Representative:

Số CCCD/HC/ĐKDN/ID Number :
(ID/Passport/Business Registration)

Số cổ phần sở hữu (cổ phiếu)/ Number of :
Shares Owned

Số cổ phần được ủy quyền (cổ phiếu)/ :
Number of Authorized Shares

Tổng số phiếu biểu quyết (cổ phiếu)/ Total :
Voting Shares



PHIẾU BIỂU QUYẾT

ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1 NĂM 2025/

VOTING BALLOT

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS, SESSION 1, YEAR 2025

Họ tên Cổ đông/ Người được ủy :

quyền/Name of Shareholder/Authorized Representative

Số CCCD/HC/GCNDKDN/ID Number :

(ID/Passport/Business Registration)

Số cổ phần sở hữu (cổ phần)/ Number of :

Shares Owned

Số cổ phần được ủy quyền (cổ phần)/ :

Number of Authorized Shares

Tổng số cổ phần biểu quyết (cổ phần)/ :

Total Voting Shares

(Quý Cổ đông vui lòng đánh dấu “X” hoặc “✓” vào ô ý kiến lựa chọn. Nội dung không có bất cứ ý kiến nào hoặc có từ 02 ý kiến trở lên thì nội dung đó không được ghi nhận và kiểm phiếu)/

(Shareholders are kindly requested to mark “X” or “✓” in the box for their choice. Any content with no opinion or with two or more opinions will not be recorded or counted.)

STT/No.	Nội dung/Content	Tán thành/In Favor	Không tán thành/Against	Không có ý kiến/No Opinion
1.	Thông qua sửa đổi Điều lệ/Approval of amendments to the Charter			
2.	Thông qua miễn nhiệm 03 thành viên HĐQT, 03 thành viên BKS/Approval of the dismissal of 03 members of the Board of Directors and 03 members of the Supervisory Board			
3.	Thông qua việc tăng số lượng thành viên HĐQT từ 3 lên 5 thành viên/ Approving the increase in the number of Board members from 3 to 5 members			
4.	Thông qua bầu 05 thành viên HĐQT (04 thành viên HĐQT và 01 thành viên độc lập HĐQT)/ Approval of the election of 05 members of the Board of Directors (04 members of the Board of Directors and 01 independent member)			

5.	Thông qua bầu 03 thành viên BKS/Approval of the election of 03 members of the Supervisory Board			
6.	Thông qua danh sách ứng cử viên cho việc bầu thành viên HĐQT, thành viên BKS nhiệm kỳ 2024-2029/ Approving the list of candidates for the election of members of the Board of Directors and members of the Supervisory Board for the 2024-2029 term			
7.	Thông qua phương án phát hành cổ phần riêng lẻ để tăng vốn điều lệ/Approval of the plan to increase charter capital Through the plan to issue individual shares to increase charter capital			
8.	Thông qua việc chấp thuận chủ trương đối với các giao dịch của Công ty với Người có liên quan/ Through approval of the Company's transactions with Related Persons			
9.	Các nội dung khác thuộc thẩm quyền thông qua của ĐHĐCĐ (nếu có)/ Other contents under the authority of the General Meeting of Shareholders (if any)			

*Hà Nội, ngày tháng năm 2025/Hanoi, date month
year 2025*

**CÔNG ĐỒNG/NGƯỜI ĐƯỢC ỦY
QUYỀN/SHAREHOLDER/AUTHORIZED
REPRESENTATIVE**

*(Ký và ghi rõ họ tên, đóng dấu (nếu có))/ (Sign and
print full name, affix seal if applicable)*



PHIẾU BẦU THÀNH VIÊN BAN KIỂM SOÁT
ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1 NĂM 2025 (NHIỆM KỲ 2024-2029)
VOTING BALLOT FOR MEMBERS OF THE SUPERVISORY BOARD
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS, SESSION 1,
YEAR 2025 (TERM 2024-2029)

Tên Cổ đông cá nhân/tổ chức/Name of :

Shareholder (Individual/Organization):

Số CMND/CCCD/HC/ĐKKD/ID Number :

(ID/Passport/Business Registration):

Số cổ phần sở hữu (cổ phần)/ Number of :

Shares Owned:

Số cổ phần được ủy quyền (cổ phần)/ Number :

of Shares Authorized

Tổng số cổ phần biểu quyết (cổ phần)/ Total :

Voting Shares

Số lượng thành viên BKS bầu cử/Number of : 03 thành viên

Supervisory Board Members to be Elected

Tổng số phiếu bầu cử/Total Number of Votes :

(Quý Cổ đông vui lòng đánh dấu vào ô ý kiến lựa chọn.)

STT/No.	Họ tên ứng viên/Candidate Name	Số phiếu bầu/Number of Votes (Chọn 1 trong 2 cách dưới đây/(Choose one of the two methods below))	
		Bầu toàn bộ số phiếu cho ứng viên được chọn (Đánh dấu x)/ Allocate all votes to the selected candidate (Mark with x)	Bầu số lượng cụ thể cho ứng viên (Viết số lượng cụ thể phiếu bầu cho ứng viên được chọn)/ Allocate a specific number of votes to the selected candidate (Write the specific number of votes for the selected candidate)
1			
2			
3			
4			

Hà Nội, ngày tháng năm 2025/Hanoi, date month year
2025

**CÓ ĐÔNG/NGƯỜI ĐƯỢC ỦY
QUYỀN/SHAREHOLDER/AUTHORIZED
REPRESENTATIVE**

*(Ký và ghi rõ họ tên, đóng dấu (nếu có))/ (Sign and print full name,
affix seal if applicable)*



**PHIẾU BẦU THÀNH VIÊN ĐỘC LẬP HỘI ĐỒNG QUẢN TRỊ
ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1 NĂM 2025 (NHIỆM KỲ 2024-
2029) / VOTING BALLOT FOR INDEPENDENT MEMBERS OF THE BOARD OF
DIRECTORS
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS, SESSION 1,
YEAR 2025 (TERM 2024-2029)**

Tên Cổ đông cá nhân/tổ chức/Name of :

Shareholder (Individual/Organization):

Số CMND/CCCD/HC/ĐKKD/ID Number :

(ID/Passport/Business Registration):

Số cổ phần sở hữu (cổ phần)/ Number of :

Shares Owned:

Số cổ phần được ủy quyền (cổ phần)/ Number :

of Shares Authorized

Tổng số cổ phần biểu quyết (cổ phần)/ Total :

Voting Shares

Số lượng thành viên độc lập HĐQT bầu : 01 thành viên

cử/Number of Independent Board Members to

be Elected

Tổng số phiếu bầu cử/Total Number of Votes :

(Quý Cổ đông vui lòng đánh dấu vào ô ý kiến lựa chọn.)

STT/No.	Họ tên ứng viên/Candidate Name	Số phiếu bầu/Number of Votes (Chọn 1 trong 2 cách dưới đây/(Choose one of the two methods below))	
		Bầu toàn bộ số phiếu cho ứng viên được chọn (Đánh dấu x)/ Allocate all votes to the selected candidate (Mark with x)	Bầu số lượng cụ thể cho ứng viên (Viết số lượng cụ thể phiếu bầu cho ứng viên được chọn)/ Allocate a specific number of votes to the selected candidate (Write the specific number of votes for the selected candidate)
1			
2			

*Hà Nội, ngày tháng năm 2025/Hanoi, date month year
2025*

CÓ ĐÔNG/SHAREHOLDER

*(Ký và ghi rõ họ tên, đóng dấu (nếu có))/ (Sign and print full name,
affix seal if applicable)*



SBSI.

**PHIẾU BẦU THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ
ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1 NĂM 2025 (NHIỆM KỲ 2024-
2029) VOTING BALLOT FOR MEMBERS OF THE BOARD OF DIRECTORS
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS, SESSION 1,
YEAR 2025 (TERM 2024-2029)**

Tên Cổ đông cá nhân/tổ chức/Name of :
Shareholder (Individual/Organization):
Số CMND/CCCD/HC/ĐKKD/ID Number :
(ID/Passport/Business Registration):
Số cổ phần sở hữu (cổ phần)/ Number of :
Shares Owned:
Số cổ phần được ủy quyền (cổ phần)/ Number :
of Shares Authorized
Tổng số cổ phần biểu quyết (cổ phần)/ Total :
Voting Shares
Số lượng thành viên HĐQT bầu cử/Number of : 04 thành viên
Board Members to be Elected
Tổng số phiếu bầu cử/Total Number of Votes :

(Quý Cổ đông vui lòng đánh dấu vào ô ý kiến lựa chọn.)

STT/No.	Họ tên ứng viên/Candidate Name	Số phiếu bầu/Number of Votes (Chọn 1 trong 2 cách dưới đây/(Choose one of the two methods below))	
		Bầu toàn bộ số phiếu cho ứng viên được chọn (Đánh dấu x)/ Allocate all votes to the selected candidate (Mark with x)	Bầu số lượng cụ thể cho ứng viên (Viết số lượng cụ thể phiếu bầu cho ứng viên được chọn)/ Allocate a specific number of votes to the selected candidate (Write the specific number of votes for the selected candidate)
1			
2			
3			
4			

Hà Nội, ngày tháng năm 2025/Hanoi, date month year 2025
CỔ ĐÔNG/NGƯỜI ĐƯỢC ỦY
QUYỀN/SHAREHOLDER/AUTHORIZED
REPRESENTATIVE

(Ký và ghi rõ họ tên, đóng dấu (nếu có))/ (Sign and print full name,
affix seal if applicable)

Số: 13 /2025/TTr-HĐQT

Hà Nội, ngày 17 tháng 6 năm 2025

TỜ TRÌNH
V/v: Thông qua sửa đổi Điều lệ

PROPOSAL
Re: Approval of amendments to the Charter

Kính gửi: Đại hội đồng cổ đông Công ty cổ phần Chứng khoán Stanley Brothers

To: General Meeting of Shareholders of Stanley Brothers Securities Joint Stock Company

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội nước Cộng hòa xã hội chủ nghĩa Việt Nam thông qua ngày 17/06/2020; được sửa đổi, bổ sung năm 2025;
- Căn cứ Luật Chứng khoán số 54/2019/QH14 được Quốc hội nước Cộng hòa xã hội chủ nghĩa Việt Nam thông qua ngày 26/11/2019 và các văn bản hướng dẫn thi hành;
- Căn cứ Nghị số 155/2020/NĐ-CP ban hành ngày 31/12/2020 quy định chi tiết thi hành một số điều của Luật Chứng khoán, được sửa đổi bổ sung bởi Nghị định số 245/2025/NĐ-CP;
- Căn cứ Điều lệ tổ chức và hoạt động của Công ty cổ phần Chứng khoán Stanley Brothers.
- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; amended and supplemented in 2025;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and implementing documents;
- Pursuant to Decree No. 155/2020/ND-CP issued on December 31, 2020 detailing the implementation of a number of articles of the Securities Law, amended and supplemented by Decree No. 245/2025/ND-CP;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Joint Stock Company.

Nhằm bảo đảm tuân thủ Luật Doanh nghiệp (sửa đổi năm 2025) và Nghị định số 155 (sửa đổi năm 2025), đồng thời nâng cao năng lực quản trị của Công ty với sự thay đổi về quy mô, Hội đồng Quản trị Công ty kính trình Đại hội đồng cổ đông thông qua nội dung sửa đổi Điều lệ Công ty với một số thay đổi trọng yếu như sau, cụ thể/ In order to ensure compliance with the Law on Enterprises (amended in 2025) and Decree No. 155 (amended in 2025), and at the same time enhance the Company's governance capacity with changes in scale, the Company's Board of Directors respectfully submits to the General Meeting of Shareholders for approval the content of amending the Company's Charter with a number of important changes as follows, specifically:

STT	Quy định hiện tại/ Current regulations	Nội dung sửa đổi/ Revised content	Lý do sửa đổi/ Reason for revision
	Sửa đổi phần căn cứ pháp lý/ Amendment of legal basis section	Bổ sung: Luật số 76/2025/QH15 ngày 17 tháng 6 năm 2025 của Quốc hội sửa đổi, bổ sung một số điều của Luật Doanh nghiệp, có hiệu lực kể từ ngày 01 tháng 7 năm 2025; Supplement: Law No. 76/2025/QH15 dated June 17, 2025 of the National Assembly amending and	

		supplementing a number of articles of the Law on Enterprises, effective from July 1, 2025;	
	Sửa đổi Điều 1 Giải thích thuật ngữ/ Amendment to Article 1 Interpretation of Terms		
	h)“Người quản lý doanh nghiệp” là người quản lý công ty bao gồm Chủ tịch Hội đồng quản trị, thành viên Hội đồng quản trị, Tổng Giám đốc và cá nhân giữ chức danh quản lý khác theo quy định tại Điều lệ công ty/ “Enterprise manager” is a company manager including the Chairman of the Board of Directors, members of the Board of Directors, General Director and individuals holding other management positions as prescribed in the Company Charter;	h)“Người quản lý doanh nghiệp” là người quản lý công ty bao gồm Chủ tịch Hội đồng quản trị, thành viên Hội đồng quản trị, Tổng Giám đốc;/ “Business manager” is the company manager including the Chairman of the Board of Directors, members of the Board of Directors, General Director;	Nhằm giới hạn phạm vi Người quản lý mà không trái quy định của pháp luật/ To limit the Manager's violations without violating the law
1.	p)“Cổ tức” là khoản lợi nhuận ròng được trả cho mỗi cổ phần bằng tiền mặt hoặc bằng tài sản khác/“Dividend” means the net profit paid for each share in cash or other assets	p)“Cổ tức” là khoản lợi nhuận sau thuế được trả cho mỗi cổ phần bằng tiền hoặc bằng tài sản khác/“Dividend” is the amount of profit after tax paid for each share in cash or other assets.	Sửa đổi theo Khoản 5 Điều 4 Luật DN 2025/ Amended according to Clause 5, Article 4 of the Enterprise Law 2025
2	Không có điểm q/No point q)	Bổ sung điểm q)“Chủ sở hữu hưởng lợi của doanh nghiệp có tư cách pháp nhân (sau đây gọi là chủ sở hữu hưởng lợi của doanh nghiệp)” là cá nhân có quyền sở hữu trên thực tế vốn điều lệ hoặc có quyền chi phối đối với doanh nghiệp đó, trừ trường hợp người đại diện chủ sở hữu trực tiếp tại doanh nghiệp do Nhà nước nắm giữ 100% vốn điều lệ và người đại diện phần vốn nhà nước đầu tư tại công ty cổ phần, công ty trách nhiệm hữu hạn hai thành viên trở lên theo quy định của pháp luật về quản lý và đầu tư vốn nhà nước tại doanh nghiệp ¹ . Supplement point q) “Beneficial owner of a legal entity enterprise (hereinafter referred to as beneficial owner of an enterprise)” is an individual who has actual ownership of the charter capital or has the right to control that enterprise, except for the case of the	Bổ sung theo Khoản 35 Điều 4 Luật DN/ Supplement according to Clause 35, Article 4 of the Law on Enterprises

¹ Bổ sung theo Khoản 35 Điều 4 Luật DN

		direct owner representative at an enterprise in which the State holds 100% of the charter capital and the representative of the State capital invested in a joint stock company or a limited liability company with two or more members according to the provisions of law on management and investment of State capital in enterprises.	
	Sửa đổi Khoản 3 Điều 2/ Amendment to Clause 3, Article 2		
	<p>3. Trụ sở Công ty/ Company Headquarters:</p> <p>a) Địa chỉ trụ sở chính: Tầng 9, Tòa nhà Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng thượng, quận Đống Đa, thành phố Hà Nội./Head office address: 9th Floor, Rox Tower Building, No. 54A Nguyen Chi Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi City</p>	<p>3. Trụ sở Công ty/ Company Headquarters:</p> <p>a)Địa chỉ trụ sở chính: Tầng 9, Tòa nhà Rox Tower, số 54A đường Nguyễn Chí Thanh, phường Láng, thành phố Hà Nội./ Head office address: 9th Floor, Rox Tower Building, No. 54A Nguyen Chi Thanh Street, Lang Thuong Ward, Hanoi City</p>	Sửa lại theo địa giới hành chính mới/ Revise according to new administrative boundaries
	Sửa đổi Điều 3.Người đại diện theo pháp luật/Amendment to Article 3. Legal representative		
	d) Người đại diện theo pháp luật của Công ty chịu trách nhiệm cá nhân đối với những thiệt hại của Công ty do vi phạm nghĩa vụ quy định tại Điều này/The legal representative of the Company is personally responsible for damages to the Company caused by violating the obligations specified in this Article.	d) Người đại diện theo pháp luật của Công ty chịu trách nhiệm cá nhân theo quy định của pháp luật đối với thiệt hại cho Công ty do vi phạm trách nhiệm quy định tại Điều này/The legal representative of the Company shall be personally liable according to the provisions of law for damages to the Company caused by violating the responsibilities prescribed in this Article.	Sửa đổi theo Khoản 2 Điều 13 Luật DN 2025/Amended according to Clause 2, Article 13 of the Law on Enterprises 2025
	Sửa đổi Điều 6. Nguyên tắc quản trị và hoạt động/ Amendment to Article 6. Principles of governance and operation		
	2.Thực hiện hoạt động kinh doanh một cách công bằng, trung thực. Công ty phải phân định rõ trách nhiệm giữa Đại hội đồng cổ đông,, Hội đồng thành viên, Chủ sở hữu, Hội đồng quản trị, Ban kiểm soát, Ban Giám đốc phù hợp với Luật Chứng khoán, Luật Doanh nghiệp và các quy định khác của pháp luật có	2.Thực hiện hoạt động kinh doanh một cách công bằng, trung thực. Công ty phải phân định rõ trách nhiệm giữa Đại hội đồng cổ đông, Hội đồng quản trị, Ban kiểm soát, Ban Giám đốc phù hợp với Luật Chứng khoán, Luật Doanh nghiệp và các quy định khác của pháp	Sửa lại cho phù hợp với cơ cấu của SBSI Revise to suit the structure of SBSI

	<p>liên quan.</p> <p>Conduct business activities fairly and honestly. The Company must clearly define the responsibilities between the General Meeting of Shareholders, the Board of Members, the Owner, the Board of Directors, the Supervisory Board, and the Board of Management in accordance with the Securities Law, the Enterprise Law, and other relevant legal provisions.</p>	<p>luật có liên quan.</p> <p>Conduct business activities fairly and honestly. The Company must clearly define the responsibilities between the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Board of Management in accordance with the Securities Law, the Enterprise Law, and other relevant legal provisions.</p>	
	<p>Sửa đổi Điều 8. Nghĩa vụ của Công ty/Amendment to Article 8. Obligations of the Company</p>		
	<p>i) Thực hiện công bố thông tin, báo cáo và lưu trữ theo quy định của Pháp luật; / i) Implement information disclosure, reporting and archiving in accordance with the provisions of the Law;</p>	<p>i)Thực hiện công bố thông tin, báo cáo và lưu trữ theo quy định của Pháp luật; Thu nhập, cập nhật, lưu giữ thông tin về chủ sở hữu hưởng lợi của Công ty; cung cấp thông tin cho cơ quan nhà nước có thẩm quyền để xác định chủ sở hữu hưởng lợi của Công ty khi được yêu cầu/i) Implement information disclosure, reporting and archiving in accordance with the provisions of the Law; Collect, update and archive information on the Company's beneficial owners; provide information to competent state agencies to identify the Company's beneficial owners when requested.</p>	<p>Sửa đổi theo Khoản 5 Điều 8 Luật DN/ Amended according to Clause 5, Article 8 of the Law on Enterprises</p>
	<p>Bổ sung vào đoạn cuối của tiết c, khoản 2 Điều 8/ Add to the end of section c, clause 2, Article 8</p>	<ul style="list-style-type: none"> - Kể khai giả mạo, kê khai không trung thực, kê khai không chính xác nội dung hồ sơ đăng ký doanh nghiệp và nội dung hồ sơ đăng ký thay đổi nội dung đăng ký doanh nghiệp². - Kể khai không vốn điều lệ thông qua hành vi không góp đủ số vốn điều lệ như đã đăng ký mà không thực hiện đăng ký điều chỉnh vốn điều lệ theo quy định của pháp luật; cố ý định giá tài sản góp vốn không đúng giá trị³. - Making false declarations, dishonest declarations, or 	<p>Sửa đổi theo Khoản 4,5 Điều 16 Luật DN 2025/ Amended according to Clause 4,5 Article 16 Enterprise Law 2025</p>

² Bổ sung theo Khoản 4 Điều 16 Luật DN

³ Bổ sung theo Khoản 5 Điều 16 Luật DN

		<p>inaccurate declarations of the contents of the business registration dossier and the contents of the dossier for registration of changes to the business registration contents.</p> <p>- Falsely declaring charter capital through the act of not contributing the full amount of charter capital as registered without registering for charter capital adjustment according to the provisions of law; intentionally valuing contributed capital at an incorrect value.</p>	
	<p>Sửa đổi Khoản 1 Điều 21. Đại hội đồng cổ đông/ Amended Clause 1 Article 21. General meeting of shareholders</p>		
	<p>e) Quyết định đầu tư hoặc bán số tài sản có giá trị bằng hoặc lớn hơn 50%⁴ tổng giá trị tài sản được ghi trong báo cáo tài chính gần nhất của Công ty; / e) Decision to invest or sell assets with a value equal to or greater than 50% of the total asset value recorded in the Company's most recent financial report;</p>	<p>e) Quyết định đầu tư hoặc bán số tài sản có giá trị lớn hơn 80%⁵ tổng giá trị tài sản được ghi trong báo cáo tài chính gần nhất của Công ty; / e) Decision to invest or sell assets with a value greater than 80% of the total asset value recorded in the Company's most recent financial report;</p>	<p>Điều 138 Luật DN quy định: Quyết định đầu tư hoặc bán số tài sản có giá trị từ 35% tổng giá trị tài sản trở lên được ghi trong báo cáo tài chính gần nhất của công ty, trừ trường hợp Điều lệ công ty quy định một tỷ lệ hoặc một giá trị khác; Vì vậy SBSI trình HĐQT/Article 138 of the Enterprise Law stipulates: Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the</p>

⁴ Có thể tùy chỉnh con số này

⁵ Có thể tùy chỉnh con số này

			<u>company's most recent financial report, except in cases where the Company Charter stipulates a different ratio or value; Therefore, SBSI submits to the General Meeting of Shareholders for adjustment to increase the authority of the Board of Directors.</u>
	<p>q) Thông qua hợp đồng, giao dịch với những đối tượng được quy định tại khoản 1 Điều 167 Luật Doanh nghiệp với giá trị bằng hoặc lớn hơn 35% tổng giá trị tài sản của Công ty được ghi trong báo cáo tài chính gần nhất⁶; / q) Through contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial report; /</p>	<p>q) Thông qua hợp đồng, giao dịch⁷ hoặc giao dịch dẫn đến tổng giá trị giao dịch phát sinh trong vòng 12 tháng kể từ ngày thực hiện giao dịch đầu tiên với Người có liên quan có giá trị từ 35% trở lên tổng giá trị tài sản ghi trên báo cáo tài chính gần nhất của Công ty được ghi trong báo cáo tài chính gần nhất⁸; hoặc Chấp thuận các giao dịch quy định tại khoản 84 Điều 1 Nghị định số 245/2025/NĐ-CP ngày 11/9/2025 sửa đổi, bổ sung NĐ155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán và các quy định khác của pháp luật (nếu có)</p> <p>q) Through contracts, transactions or transactions resulting in the total transaction value arising within 12 months from the date of the first transaction with a Related Person having a value of 35% or more of the total asset value recorded in the Company's most recent financial statement recorded in the most recent financial statement; or Approving the transactions specified in Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing Decree</p>	<p>Quy định rõ hơn thẩm quyền của ĐHĐCĐ, tránh ghi "bằng hoặc lớn hơn"/ Specify more clearly the authority of the General Meeting of Shareholders, avoid writing "equal to or greater than"</p> <p>Đồng thời bổ sung thêm các giao dịch phải trình ĐHĐCĐ theo NĐ 245/ At the same time, add more transactions that must be submitted to the General Meeting of Shareholders according to Decree 245.</p>

⁶ Khoản 2 Điều 167 Luật DN 2025

⁷ Giá trị sẽ được xác định theo giá trị của từng hợp đồng, từng giao dịch, không tính gộp, tính lũy kế

⁸ Khoản 2 Điều 167 Luật DN 2025

		No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and other provisions of law (if any)	
	Chưa có quy định/ No regulations	g)Hợp đồng, giao dịch vay, cho vay, bán tài sản có giá trị lớn hơn 10% tổng giá trị tài sản của Công ty ghi trong báo cáo tài chính gần nhất giữa công ty và cổ đông sở hữu từ 51% tổng số cổ phần có quyền biểu quyết trở lên hoặc người có liên quan của cổ đông đó./ g) Contracts, transactions of borrowing, lending, selling assets with a value greater than 10% of the total value of the Company's assets recorded in the most recent financial report between the Company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.	Sửa đổi theo Khoản 3 Điều 167 Luật DN/ Amended according to Clause 3, Article 167 of the Law on Enterprises
	Sửa đổi Khoản 3 Điều 21 Đại hội đồng cổ đông/ Amendment of Clause 3, Article 21 of the General Meeting of Shareholders		
	3.Đại hội đồng cổ đông có thể ủy quyền cho HĐQT quyết định các vấn đề thuộc thẩm quyền giải quyết của ĐHĐCĐ phù hợp với quy định của Điều lệ này và các quy định của Pháp luật hiện hành. Các nội dung ủy quyền phải được ghi cụ thể trong nghị quyết hoặc Biên bản họp Đại hội đồng cổ đông hoặc Biên bản kiểm phiếu lấy ý kiến của cổ đông bằng văn bản./ 3. The General Meeting of Shareholders may authorize the Board of Directors to decide on matters within the competence of the General Meeting of Shareholders in accordance with the provisions of this Charter and the provisions of current Law. The contents of authorization must be specifically stated in the resolution or the Minutes of the General Meeting of Shareholders or the Minutes of the vote counting to collect shareholders' opinions in writing.	3.Đại hội đồng cổ đông có thể ủy quyền cho HĐQT triển khai thực hiện các quyết định các vấn đề thuộc thẩm quyền giải quyết của ĐHĐCĐ phù hợp với quy định của Điều lệ này và các quy định của Pháp luật hiện hành. Các nội dung ủy quyền phải được ghi cụ thể trong nghị quyết hoặc Biên bản kiểm phiếu lấy ý kiến của cổ đông bằng văn bản./ 3. The General Meeting of Shareholders may authorize the Board of Directors to implement decisions on matters within the competence of the General Meeting of Shareholders in accordance with the provisions of this Charter and the provisions of current Law. The contents of authorization must be specifically stated in the resolution or the Minutes of the vote to collect shareholders' opinions in writing.	Phù hợp với công văn nhắc nhở của UBCK/ In accordance with the reminder letter of the State Securities Commission

	Sửa đổi Khoản 4 Điều 21 Đại hội đồng cổ đông/ Amendment of Clause 4, Article 21 of the General Meeting of Shareholders		
	b) Báo cáo tài chính hằng năm /Annual financial report	b) Báo cáo tài chính hằng năm đã được kiểm toán;/ b) Audited annual financial statements;	Cho phù hợp với Điều lệ mẫu Công ty CK/ In accordance with the Model Charter of Securities Company
	s) Chấp thuận các giao dịch quy định tại khoản 4 Điều 293 Nghị định 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán/ s) Approve the transactions specified in Clause 4, Article 293 of Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities	s) Chấp thuận các giao dịch quy định tại khoản 84 Điều 1 Nghị định số 245/2025/NĐ-CP ngày 11/9/2025 sửa đổi, bổ sung NĐ 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán/s) Approve the transactions specified in Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities	Bổ sung để phù hợp với Nghị định 245/ Bổ sung để phù hợp với Nghị định 245
	Sửa đổi Điều 24. Triệu tập họp, chương trình và nội dung họp Đại hội đồng cổ đông/ Amendment to Article 24. Convening, agenda and content of the General Meeting of Shareholders		
	Khoản 1 Điều 24 quy định về các vấn đề thông qua tại ĐHĐCĐ thường niên và ĐHĐCĐ bất thường/ Clause 1, Article 24 provides for matters to be approved at the annual General Meeting of Shareholders and the extraordinary General Meeting of Shareholders.	Bỏ vì trùng lặp với Khoản 1 và Khoản 4 Điều 21 về thẩm quyền của ĐHĐCĐ/ Removed because of overlap with Clause 1 and Clause 4, Article 21 on the authority of the General Meeting of Shareholders/	
	Sửa đổi điểm d Khoản Điều 28. Thông qua quyết định của ĐHĐCĐ/ Amend Point d, Clause 28. Approval of the decision of the General Meeting of Shareholders		
	d) Dự án đầu tư hoặc bán tài sản có giá trị bằng hoặc lớn hơn 50% tổng giá trị tài sản được ghi trong báo cáo tài chính gần nhất của Công ty;/ d) Investment project or sale of assets with value equal to or greater than 50% of the total asset value recorded in the Company's most recent financial report;	d) Dự án đầu tư hoặc bán tài sản có giá trị từ 80% tổng giá trị tài sản trở lên được ghi trong báo cáo tài chính gần nhất của Công ty/ d) Investment project or sale of assets with a value of 80% or more of the total asset value recorded in the Company's most recent financial report	Sửa để phù hợp với điểm e, khoản 1 Điều 21/ Amend to comply with point e, clause 1, Article 21

	Sửa đổi Điều 29. Thẩm quyền và thể thức lấy ý kiến cổ đông bằng văn bản để thông qua quyết định của Đại hội đồng cổ đông/ Amendment to Article 29. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders		
	1.Hội đồng quản trị có quyền lấy ý kiến cổ đông bằng văn bản để thông qua tất cả các vấn đề thuộc thẩm quyền quyết định của Đại hội đồng cổ đông nếu xét thấy cần thiết vì lợi ích của Công ty/The Board of Directors has the right to seek shareholders' opinions in writing to approve all matters within the decision-making authority of the General Meeting of Shareholders if deemed necessary for the benefit of the Company.	1.Hội đồng quản trị có quyền lấy ý kiến cổ đông bằng văn bản để thông qua tất cả các vấn đề thuộc thẩm quyền quyết định của Đại hội đồng cổ đông nếu xét thấy cần thiết vì lợi ích của Công ty, bao gồm cả các trường hợp quy định tại khoản 2 Điều 147 Luật Doanh nghiệp/ The Board of Directors has the right to seek shareholders' opinions in writing to approve all matters within the decision-making authority of the General Meeting of Shareholders if deemed necessary for the benefit of the Company, including the cases specified in Clause 2, Article 147 of the Law on Enterprises;	Luật DN cho phép lấy ý kiến bằng văn bản đối với tất cả các vấn đề thuộc thẩm quyền của ĐHĐCĐ / The Enterprise Law allows for written opinions on all matters within the authority of the General Meeting of Shareholders.
	5.Biên bản kết quả kiểm phiếu và nghị quyết phải được gửi đến các cổ đông trong thời hạn 15 ngày, kể từ ngày kết thúc kiểm phiếu. Việc gửi biên bản kiểm phiếu và nghị quyết có thể thay thế bằng việc đăng tải trên trang thông tin điện tử của Công ty/5. Minutes of vote counting results and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. Sending minutes of vote counting and resolutions can be replaced by posting on the Company's website.	Bỏ và thay bằng Khoản 5 Điều 32/Remove and replace with Clause 5, Article 32	Bao đảm tuân thủ theo quy định/ Ensure compliance with regulations
	Sửa đổi Điều 32. Biên bản họp Đại hội đồng cổ đông/ Amendment to Article 32. Minutes of the General Meeting of Shareholders		
	Chưa quy định/ No regulation	5.Nghị quyết, Biên bản họp Đại hội đồng cổ đông phải được gửi đến các cổ đông trong thời hạn 15 ngày kể từ ngày kết thúc cuộc họp. Việc gửi Nghị quyết, Biên bản họp Đại hội đồng cổ đông có thể thay thế bằng việc đăng tải	Bổ sung theo quy định của Luật DN/ Supplement according to the provisions of the Law on Enterprises

		lên trang thông tin điện tử của công ty./ 5. Resolutions and Minutes of the General Meeting of Shareholders must be sent to shareholders within 15 days from the end of the meeting. Sending Resolutions and Minutes of the General Meeting of Shareholders can be replaced by posting them on the company's website.	
	Sửa đổi Khoản 2 Điều 33. Thẩm quyền của HĐQT/ Amendment to Clause 2, Article 33. Authority of the Board of Directors		
g)Quyết định các khoản đầu tư hoặc giao dịch bán tài sản Công ty có giá trị dưới 50% ⁹ tổng giá trị tài sản của Công ty được ghi trong báo cáo tài chính gần nhất./ g) Decide on investments or transactions to sell the Company's assets with a value of less than 50% of the total value of the Company's assets recorded in the most recent financial report.	g)Quyết định các khoản đầu tư hoặc giao dịch bán tài sản Công ty có giá trị dưới 80% ¹⁰ tổng giá trị tài sản của Công ty được ghi trong báo cáo tài chính gần nhất. Trong phạm vi quyền hạn này, Hội đồng Quản trị được phân cấp cho Tổng Giám đốc hoặc các cấp thẩm quyền khác được thực hiện với mức nhỏ hơn theo quy định cụ thể bằng văn bản./g) Decide on investments or transactions to sell the Company's assets with a value of less than 80% of the total value of the Company's assets recorded in the most recent financial report. Within the scope of this authority, the Board of Directors is delegated to the General Director or other levels of authority to be implemented at a smaller level according to specific written regulations.	Sửa để phù hợp với điểm e, khoản 1 Điều 21, đồng thời nêu rõ HĐQT được phân quyền lại cho TGD/HĐ phê duyệt khác với mức nhỏ hơn theo quyết định tại từng thời kỳ/ Amend to comply with point e, clause 1, Article 21, and at the same time clarify that the Board of Directors is authorized to re-approve to the General Director/Board of Directors at a smaller level according to the decision at each period.	
i)Thông qua hợp đồng mua, bán, cho vay và hợp đồng khác có giá trị bằng hoặc lớn hơn 35% tổng giá trị tài sản được ghi trong báo cáo tài chính gần nhất của Công ty, trừ hợp đồng, giao dịch thuộc thẩm quyền quyết định của Đại hội đồng cổ đông theo quy định tại điểm d khoản 2 Điều 138, khoản 1 và khoản 3 Điều 167 Luật Doanh nghiệp;/ i) Approve purchase, sale, loan and other contracts with a value equal to or greater than 35% of the total asset	i)Thông qua hợp đồng mua, bán, cho vay và hợp đồng, giao dịch khác có giá trị dưới 80% tổng giá trị tài sản được ghi trong báo cáo tài chính gần nhất của Công ty, trừ hợp đồng, giao dịch thuộc thẩm quyền quyết định của Đại hội đồng cổ đông theo quy định tại điểm d khoản 2 Điều 138, khoản 1 và khoản 3 Điều 167 Luật Doanh nghiệp ;Trong phạm vi quyền hạn này,	Sửa để phù hợp với điểm e, khoản 1 Điều 21, đồng thời nêu rõ HĐQT được phân quyền lại cho TGD/HĐ phê duyệt khác với mức nhỏ hơn theo quyết định tại từng thời kỳ/ Amend to comply with point e, clause 1, Article	

⁹ Con số này có thể tùy chỉnh

¹⁰ Con số này có thể tùy chỉnh

	<p>value recorded in the Company's most recent financial report, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;</p>	<p>Hội đồng Quản trị được phân cấp cho Tổng Giám đốc hoặc các cấp thẩm quyền khác được thực hiện với mức nhỏ hơn theo quy định cụ thể bằng văn bản./</p> <p>i) Approve purchase, sale, loan contracts and other contracts and transactions with a value of less than 80% of the total asset value recorded in the Company's most recent financial report, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises; Within the scope of this authority, the Board of Directors is delegated to the General Director or other levels of authority to be implemented at a smaller level according to specific written regulations.</p>	<p>21, and at the same time clarify that the Board of Directors is authorized to re-approve to the General Director/Board of Directors at a smaller level according to the decision at each period.</p>
	<p>j) Bầu, bãi nhiệm, miễn nhiệm Chủ tịch Hội đồng quản trị; bổ nhiệm, miễn nhiệm, ký hợp đồng, chấm dứt hợp đồng đối với đối với Tổng Giám đốc, các Phó Tổng giám đốc, và các chức danh quản lý Công ty như sau: Giám đốc Tài chính, Kế toán trưởng, Kiểm toán nội bộ; quyết định mức lương và quyền lợi khác của người quản lý nêu trên; cử người đại diện theo ủy quyền thực hiện quyền sở hữu cổ phần hoặc phần vốn góp ở công ty khác, quyết định mức thù lao và lợi ích khác của những người đại diện theo ủy quyền;/ j) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for the General Director, Deputy General Directors, and the following Company management positions: Financial Director, Chief Accountant, Internal Auditor; decide on salary and other benefits of the above managers; appoint authorized representatives to exercise ownership rights of shares or capital contributions in other companies, decide on remuneration and other benefits of authorized representatives;</p>	<p>j) Bầu, bãi nhiệm, miễn nhiệm Chủ tịch Hội đồng quản trị; bổ nhiệm, miễn nhiệm, ký hợp đồng, chấm dứt hợp đồng đối với đối với Tổng Giám đốc, các Phó Tổng giám đốc, và các chức danh như sau: Giám đốc Tài chính, Kế toán trưởng, Kiểm toán nội bộ; quyết định mức lương và quyền lợi khác của chức danh nêu trên; cử người đại diện theo ủy quyền thực hiện quyền sở hữu cổ phần hoặc phần vốn góp ở công ty khác, quyết định mức thù lao và lợi ích khác của những người đại diện theo ủy quyền;/ j) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Directors, and the following positions: Financial Director, Chief Accountant, Internal Auditor; decide on salaries and other benefits of the above positions; appoint authorized representatives to exercise ownership rights of shares or capital contributions in other companies, decide on remuneration and other benefits of authorized representatives;</p>	<p>Bỏ các cụm từ chức danh/người quản lý để tránh mở rộng khái niệm quản lý quá rộng. Người quản lý chỉ bao gồm: TV HĐQT và Tổng Giám đốc./ Remove the title/manager phrases to avoid over-broadening the concept of management. Managers only include: Board of Directors and General Director.</p>
	<p>k) Giám sát, chỉ đạo Tổng Giám đốc và Người quản lý của Công ty trong điều hành công việc</p>	<p>k) Giám sát, chỉ đạo Ban Tổng Giám đốc trong điều hành công việc kinh</p>	<p>HĐQT chỉ có thể giám sát Ban TGD,</p>

	kinh doanh hàng ngày;/ k) Supervise and direct the General Director and Manager of the Company in daily business operations;	doanh hàng ngày;/ k) Supervise and direct the Board of Directors in daily business operations;	không giám sát Người quản lý theo định nghĩa tại Điều lệ/ The Board of Directors can only supervise the Board of Directors, not the Manager as defined in the Charter.
		Bỏ điểm (t) và (u) do trùng với điểm (g) và điểm (i), đồng thời xác định thẩm quyền phê duyệt theo giá trị, không phân biệt trong hay ngoài kế hoạch kinh doanh/ Delete points (t) and (u) because they overlap with points (g) and (i), and determine approval authority based on value, regardless of whether it is in or out of the business plan.	
	Chưa quy định/No regulation	u) Tổ chức đào tạo, tập huấn về quản trị công ty và các kỹ năng cần thiết cho thành viên Hội đồng quản trị, Tổng giám đốc, Người phụ trách quản trị công ty và cán bộ quản lý khác của công ty;/ u) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director, Person in charge of corporate governance and other managers of the company;	Bổ sung theo ND 155 và ND245/ Supplement according to Decree 155 and Decree 245
	Sửa đổi Khoản 4 Điều 33. Thẩm quyền của HĐQT/ Amendment to Clause 4, Article 33. Authority of the Board of Directors		
	4. Hội đồng quản trị có thể ủy quyền cho Chủ tịch Hội đồng quản trị thực hiện một phần quyền hạn và chức năng của Hội đồng quản trị trong thời gian Hội đồng quản trị không tổ chức cuộc họp. Nội dung ủy quyền phải được xác định rõ ràng, cụ thể. /4. The Board of Directors may authorize the Chairman of the Board of Directors to exercise part of the powers and functions of the Board of Directors during the time the Board of Directors is not holding a meeting. The content of the authorization must be clearly and specifically defined.	4. Hội đồng quản trị có thể ủy quyền cho Chủ tịch Hội đồng quản trị thực hiện một phần quyền hạn và chức năng của Hội đồng quản trị trong thời gian Hội đồng quản trị không tổ chức cuộc họp nếu phù hợp với quy định của pháp luật. Nội dung ủy quyền phải được xác định rõ ràng, cụ thể./4. The Board of Directors may authorize the Chairman of the Board of Directors to exercise part of the powers and functions of the Board of Directors during the time the Board of Directors is not holding a meeting if it is in accordance with the provisions of law. The content of the authorization must be clearly and	Bổ sung làm rõ theo nhắc nhở của UBCK đối với các công ty đại chúng/ Additional clarification according to the State Securities Commission's reminder for public companies

		specifically defined.	
	Sửa đổi Điều 34. Số lượng, Thành phần và Nhiệm kỳ của thành viên Hội đồng quản trị/ Amendment to Article 34. Number, Composition and Term of Board of Directors members		
	<p>1. Số lượng thành viên Hội đồng quản trị của Công ty là 03 (ba) thành viên. Hội đồng quản trị có thể có tối thiểu 01 thành viên Hội đồng quản trị độc lập trong trường hợp công ty có số lượng thành viên Hội đồng quản trị là 05 thành viên. Cơ cấu Hội đồng quản trị của công ty phải đảm bảo tối thiểu 01/3 tổng số thành viên Hội đồng quản trị là thành viên không điều hành. Công ty hạn chế tối đa thành viên Hội đồng quản trị kiêm nhiệm chức danh điều hành của Công ty để đảm bảo tính độc lập của Hội đồng quản trị. Trường hợp Công ty niêm yết thì phải có số lượng thành viên HĐQT độc lập theo quy định của pháp luật chứng khoán.</p> <p>The number of members of the Board of Directors of the Company is 03 (three) members. The Board of Directors may have at least 01 independent member in case the company has 05 members. The structure of the Board of Directors of the company must ensure that at least 01/3 of the total number of members of the Board of Directors are non-executive members. The Company shall limit the number of Board of Directors members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors. In case the Company is listed, there must be a number of independent members of the Board of Directors according to the provisions of the securities law.</p>	<p>1. Số lượng thành viên Hội đồng quản trị của Công ty là 05 (năm) thành viên và không quá 11 thành viên¹¹. Hội đồng quản trị có tối thiểu 01 thành viên Hội đồng quản trị độc lập trong trường hợp công ty có số lượng thành viên Hội đồng quản trị là 05 thành viên. Cơ cấu Hội đồng quản trị của công ty phải đảm bảo tối thiểu 01 thành viên Hội đồng quản trị là thành viên không điều hành trong trường hợp công ty có số lượng thành viên Hội đồng quản trị là 05 thành viên. Công ty hạn chế tối đa thành viên Hội đồng quản trị kiêm nhiệm chức danh điều hành của Công ty để đảm bảo tính độc lập của Hội đồng quản trị./</p> <p>The number of members of the Board of Directors of the Company is 05 (five) members and not more than 11 members. The Board of Directors has at least 01 independent member in case the company has 05 members. The structure of the Board of Directors of the company must ensure that at least 01 member of the Board of Directors is a non-executive member in case the company has 05 members. The Company limits the number of members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.</p>	<p>Tăng cường năng lực quản trị theo sự thay đổi quy mô của SBSI/ Strengthening governance capacity according to SBSI's scale change. Đáp ứng yêu cầu của NĐ 155 và 245 về số lượng thành viên độc lập và không điều hành/Strengthening governance capacity according to SBSI's scale change. Meeting the requirements of Decree 155 and 245 on the number of independent and non-executive members.</p>
	Sửa đổi Điều 35. Tiêu chuẩn và điều kiện làm thành viên Hội đồng quản trị/		

¹¹ Tăng từ 03 lên 05 thành viên

	Amendment to Article 35. Standards and conditions for membership in the Board of Directors		
	<p>3. Không phải là Tổng Giám đốc, thành viên Hội đồng quản trị, thành viên Hội đồng thành viên của công ty chứng khoán khác; không được đồng thời làm thành viên Hội đồng quản trị của trên năm (05) công ty khác./ 3. Not being the General Director, member of the Board of Directors, member of the Board of Members of another securities company; not being concurrently a member of the Board of Directors of more than five (05) other companies.</p>	<p>3. Không phải là Tổng Giám đốc, thành viên Hội đồng quản trị, thành viên Hội đồng thành viên của công ty chứng khoán khác; không được đồng thời làm thành viên Hội đồng quản trị hoặc Hội đồng thành viên của trên năm (05) công ty khác./ 3. Not being the General Director, member of the Board of Directors, member of the Board of Members of another securities company; not being concurrently a member of the Board of Directors or Board of Members of more than five (05) other companies.</p>	Bổ sung theo Nghị định 245/ Supplement according to Decree 245
	Sửa đổi Điều 49. Tiêu chuẩn và điều kiện làm thành viên Ban Kiểm soát/Amendment to Article 49. Standards and conditions for membership in the Board of Supervisors		
	<p>6. Có trình độ chuyên môn về chứng khoán và thị trường chứng khoán có trình độ chuyên môn hoặc kinh nghiệm nghề nghiệp về kế toán, kiểm toán hoặc trình độ chuyên môn, kinh nghiệm thực tế trong ngành tài chính, ngân hàng.</p> <p>6. Have professional qualifications in securities and the securities market, have professional qualifications or professional experience in accounting, auditing or professional qualifications and practical experience in the financial and banking sector.</p>	Bỏ/Delete	Vì không có quy định bắt buộc/Because there is no mandatory regulation
	Sửa đổi Điều 71. Ngày hiệu lực/ Amendment of Article 71. Effective date		
	1. Bản điều lệ này gồm XII chương 71 điều, được Đại hội đồng cổ đông của Công ty cổ phần Chứng khoán Stanley Brothers	2. Bản điều lệ này gồm XII chương 71 điều, được Đại hội đồng cổ đông của Công ty cổ phần Chứng	

	nhất trí thông qua ngày 24 tháng 03 năm 2025 và cùng chấp thuận hiệu lực toàn văn của Điều lệ này./ This charter, consisting of XII chapters and 71 articles, was unanimously approved by the General Meeting of Shareholders of Stanley Brothers Securities Joint Stock Company on March 24, 2025, and the full text of this charter was also approved.	khoản Stanley Brothers nhất trí thông qua ngày 14 tháng 10 năm 2025 và cùng chấp thuận hiệu lực toàn văn của Điều lệ này./ 2. This charter, consisting of XII chapters and 71 articles, was unanimously approved by the General Meeting of Shareholders of Stanley Brothers Securities Joint Stock Company on October 14, 2025, and the full text of this charter was also approved.	
	Các điểm sửa đổi khác/ Other modifications	Điều chỉnh lại format và một số lỗi chính tả theo dự thảo đính kèm Tờ trình này/ Adjust the format and some spelling errors according to the draft attached to this Report.	

Kính trình Đại hội đồng cổ đông xem xét, thông qua!

Respectfully submit to the General Meeting of Shareholders for consideration and approval!

Nơi nhận:

- Như trên;
- HĐQT, BKS, Ban TGD;
- Lưu Công ty.

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HĐQT/CHAIRMAN



LUYỄN QUANG THẮNG





STANLEY BROTHERS SECURITIES INCORPORATION

DRAFT

CHARTER ORGANIZATION AND ACTIVITIES

Hanoi, October 14, 2025

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LEGAL BASIS

- Law on Enterprises No. 59/2020/QH14 approved by the Congress of the Socialist Republic of Vietnam on June 17, 2020 and documents guiding the implementation of the Law on Enterprises;
- Law No. 76/2025/QH15 dated 17 June 2025 of the National Assembly amending and supplementing a number of articles of the Law on Enterprises, effective from 01 July 2025;
- Law on Securities No. 54/2019/QH14 approved by the Congress of the Socialist Republic of Vietnam on November 26, 2019 and documents guiding the implementation of the Law on Securities;
- Laws and relevant guiding documents for the implementation of the Law;
- This Charter is the legal basis for the organization and operation of Stanley Brothers Securities Incorporation – established under License No. 83/UBCK-GP issued by the State Securities Commission for the first time on January 16, 2008.

PREFACE

This Charter of Organization and Operation ("Charter") is approved in accordance with the Resolution of the General Meeting of Shareholders No. 02/2025/NQ-DHDCD dated,..... 2025

CHAPTER 1. GENERAL PROVISIONS

Clause 1. Explanation

1. In this Charter, the following terms shall be construed as follows:
 - a) "Company" means Stanley Brothers Securities Incorporation established under License No. 83/UBCK-GP issued by the State Securities Commission for the first time on January 16, 2008;
 - b) "Charter capital" means the total par value of shares of all kinds sold and specified in Article 10 of this Charter;
 - c) "Securities Law" means the Securities Law No. 54/2019/QH14 approved by the Congress of the Socialist Republic of Vietnam on November 26, 2019;
 - d) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 approved by the Congress of the Socialist Republic of Vietnam on June 17, 2020;
 - e) "Terms" means a provision of these Terms;
 - f) "Date of establishment" means the date on which the Company is granted an establishment and operation license for the first time;
 - g) "Law" means all legal documents prescribed under the Law on Promulgation of Legal Documents approved by the Congress of the Socialist Republic of Vietnam on June 22, 2015 and the Law amending and supplementing a number of articles of the Law on Promulgation of Legal Documents approved by the Congress on June 18, 2020;
 - h) "Enterprise manager" means a company manager including the Chairman of the Board of Directors, members of the Board of Directors, General Director;
 - i) "Related persons" are individuals or organizations that have relations with each other in accordance with the provisions of the Law on Securities and the Law on Enterprises;
 - j) "Shareholder" means an individual or organization that owns at least one share of the company;
 - k) "Major shareholder" means a shareholder who owns 5% or more of the voting shares of the issuer;
 - l) "Vietnam" means the Socialist Republic of Vietnam;
 - m) "SSC" means the State Securities Commission;

- n) "Stock" means a type of securities confirming the owner's legitimate rights and interests in a part of the issuer's share capital;
 - o) "Bond" means a type of securities confirming the owner's legitimate rights and interests in a part of the debt of the issuer;
 - p) "Dividend" means the after-tax profit paid for each share in cash or in other assets¹.
 - q) "Beneficial Owner of a legal-entity enterprise (hereinafter referred to as 'Beneficial Owner of the enterprise')" means an individual who actually owns the charter capital or has controlling rights over that enterprise, except for the person directly representing the owner at an enterprise 100% owned by the State and the representative of State capital invested in a joint-stock company or a multi-member limited liability company as prescribed by the law on management and investment of State capital in enterprises².
2. In these Terms, reference to any term or document shall include any amendments or replacements thereof.
 3. The headings (chapters, articles of the Charter) are included for convenience of monitoring and do not affect the meaning and content of the Charter.
 4. Words or terms already defined in the Law on Enterprises, the Law on Securities shall have the same meaning in the Charter, unless otherwise defined in this Charter.

Clause 2. Name, legal form, head office, organizational structure and operation duration

1. Company Name:

- a) Full name in Vietnamese: Công ty Cổ phần Chứng khoán Stanley Brothers
- b) English name: Stanley Brothers Securities Incorporation
- c) Trading name: Stanley Brothers Securities Incorporation
- d) Abbreviation: SBSI

2. Legal form of the Company:

Joint stock companies are granted establishment and operation licenses in accordance with the provisions of the Law on Securities and the Law on Enterprises, have the status of legal persons, in accordance with the current laws of Vietnam.

3. Company Headquarters:

- a) Head office address: 9th Floor, Rox Tower, No. 54A Nguyen Chi Thanh Street, Lang Ward, Hanoi City.

¹ Anended pursuant to Paragraph 5 Article 4 of the Law on Enterprises.

² Supplemented pursuant to Paragraph 35 Article 4 of the Law on Enterprises.

b) Phone: (84-24) 3377 6699

Fax: (84-24) 3373 6699

c) Email: info@sbsi.vn

d) Website: sbsi.vn

4. Operating Network:

- a) The Company may establish and close branches, transaction offices and representative offices at home and abroad to implement the Company's operational objectives, in accordance with the decision of the Board of Directors after being approved by the SSC;
- b) Branches, transaction offices and representative offices are units of the Company and the Company must take full responsibility for the operation of its branches, transaction offices and representative offices;
- c) The company only operates securities trading and provides securities services at locations where the head office, branches and transaction offices have been approved by the SSC.
- d) The name of the branch, transaction office or representative office must bear the name of the company together with the phrase branch, transaction office, representative office and proper name to distinguish it.

5. Operation period:

The Company's operating term shall commence from the date of incorporation and shall be indefinite as prescribed in this Charter.

Clause 3. Legal representative

1. The Company's legal representative is an individual representing the Company in exercising rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, person with related interests and obligations before the Arbitrator, the Court and other rights, other obligations as prescribed by law.
2. The company has 01 legal representative. The General Director is the legal representative of the Company.
3. Responsibilities of legal representatives:
 - a) Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the enterprise;
 - b) Loyal to the interests of the Company; not to use the Company's information, know-how and business opportunities, not to abuse its position, position and use the Company's assets for self-interest or to serve the interests of other organizations and

individuals;

- c) Promptly, fully and accurately notify the Company that the legal representative and their related persons own or have shares or contributed capital in other enterprises in accordance with law.
- d) The Company's legal representative shall be personally liable under applicable law for any damage caused to the Company as a result of his or her breach of any responsibilities stipulated in this Article³.

4. Authorization of the Legal Representative:

- a) The legal representative of the Company as prescribed in this Charter must reside in Vietnam; in case of exiting Vietnam, they must authorize in writing another person in accordance with law to perform the rights and obligations of the Company's legal representative;
- b) In case the authorization period expires but the Company's legal representative has not returned to Vietnam and has no other authorization, the authorized person (as prescribed at Point a of this Clause) shall continue to exercise the rights and obligations of the legal representative within the scope of authorization until the legal representative of the Company to return to work at the Company or until the Board of Directors decides to appoint another person as the Legal Representative;
- c) In case the Company's legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to perform the rights and duties of the Company's legal representative, the Board of Directors shall appoint another person as the Company's legal representative.

Clause 4. Scope of business activities and business lines

- 1. The Company's business operations are:
 - a) Securities brokerage;
 - b) Securities investment consulting;
 - c) Proprietary trading;
 - d) Underwriting the issuance of securities.
- 2. Scope of business activities: The Company conducts business activities in accordance with the business operations specified in this Charter and the provisions of law.
- 3. In addition to the securities business operations specified in Clause 1 of this Article, the Company may provide securities depository services; consulting on

³ Amended pursuant to Paragraph 2 Article 13 of the Law on Enterprises.

restructuring, merger, consolidation, reorganization, business acquisition, management consulting, corporate strategy consulting, offering consulting, securities listing consulting; consultancy on equitization, determination of enterprise value, and other financial consultancy in accordance with the provisions of law; entrusting the management of securities trading accounts of individual investors and other financial services in accordance with law.

4. The company may supplement or withdraw one or several business operations specified in Clause 1 of this Article after being approved by the SSC.

Article 5. Operational objectives

1. The Company's operational objectives are: Business activities in the field of financial investment and securities with the goal of earning profits; creating jobs and stable income for employees; bringing dividends to shareholders; fully fulfill obligations in accordance with the provisions of Vietnamese law and develop the Company to grow stronger and stronger. The company strives to become one of the leading securities companies of the Vietnamese financial market.
2. If any of the above objectives need to be approved by a competent State agency, the Company will only implement such objectives after being approved.

Article 6. Principles of Governance and Operations

1. Comply with the provisions of the Law on Securities, the Law on Enterprises, the Company's Charter and other relevant provisions of law on corporate governance.
2. Conduct business activities in a fair and honest manner. The company must clearly delineate the responsibilities between the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the Board of Directors in accordance with the Law on Securities, the Law on Enterprises and other relevant provisions of law.
3. The company must establish a communication system with shareholders and members to ensure the provision of adequate information and fair treatment between shareholders and members, ensuring the legitimate rights and interests of shareholders and members.
4. Promulgate operational procedures for operations, internal control and risk management processes, and practice ethics rules in accordance with the Company's business operations.
5. Ensure the necessary human resources, capital and material foundations to serve securities trading activities, comply with the provisions of law.
6. Separate offices, human resources, data systems, and reports between professional departments to ensure that conflicts of interest between the Company and customers,

and between customers are avoided. The Company must disclose to the Client in advance any conflicts of interest that may arise between the Company, the practitioner and the Client.

7. Arrange securities practitioners in accordance with their business operations. Holders of securities practice certificates are only allowed to work in one department of securities business at a time.
8. Price forecasts or trading recommendations related to a particular type of security in the media must clearly state the basis of analysis and the source of the information citation.
9. Other principles in accordance with the law:
 - Compliance with professional ethics;
 - Integrity and fair conduct of business;
 - Fulfill its obligations to customers in the best way;
 - Advice is only given in accordance with the customer on the basis of efforts to collect information about the customer;
 - Must provide the client with the information necessary for the client's investment decision-making;
 - Be careful not to create a conflict of interest with customers. In the event that it cannot be avoided, the Company must notify the customer in advance and/or take necessary measures to ensure fair treatment of the customer.
10. Other operating principles as prescribed by law.

Article 7. Rights of the Company

1. Have all rights as prescribed by law.
2. Providing securities and financial services to the extent permitted by law.
3. Collect charges and fees in accordance with the provisions of law.
4. Prioritize the use of domestic labor, ensure the rights and interests of employees in accordance with the Labor Law, respect the right to organize trade unions in accordance with the provisions of law.
5. Other rights in accordance with current law:
 - Owning, using and disposing of the Company's assets;
 - To manage and use capital contributed by shareholders or from other lawful sources to achieve the Company's business objectives and tasks according to the Charter;

Resolution of the General Meeting of Shareholders; Resolutions of the Board of Directors and current laws;

- Actively search for markets, customers and sign contracts;
- Business autonomy, proactively applying scientific and modern management methods to improve efficiency and competitiveness;
- Organize the management apparatus and personnel, business organization in accordance with the purpose and content of the Company's activities and in accordance with the provisions of law.

Article 8. Obligations of the Company

1. General Guidelines:

- a) Fully perform obligations as prescribed by law;
- b) Establish an internal audit system; internal control, risk management and supervision and prevention of conflicts of interest within the Company and in transactions with related persons;
- c) Comply with the principles of corporate governance in accordance with the law and the company's charter;
- d) Comply with regulations on financial prudential as prescribed by the Ministry of Finance;
- e) Keep all documents and accounts reflecting in detail and accurately the transactions of customers and the Company;
- f) Sell or sell securities to customers when they do not own securities and lend securities to customers for sale in accordance with law;
- g) Comply with the provisions of the Law on the implementation of securities trading operations;
- h) Implement the regime of accounting, auditing, statistics and financial obligations in accordance with relevant laws;
- i) Disclose information, report and maintain records in accordance with applicable law; Collect, update and retain information on the Company's beneficial owners; and furnish such information to competent State authorities for the purpose of identifying the Company's beneficial owners upon request⁴.
- j) Contribute to the payment support fund in accordance with the Regulation on registration, depository, clearing and payment of securities;

⁴ Pursuant to Paragraph 5 Article 8 of the Law on Enterprises.

k) Other principles in accordance with current law

2. Obligations to shareholders:

a) Clearly delineate the responsibilities between the General Meeting of Shareholders and the Board of Directors, the Chairman of the Board of Directors, and the Control Board for management in accordance with the provisions of law;

b) Establish a communication system with shareholders to ensure adequate information provision and fair treatment among shareholders to ensure the legitimate rights and interests of shareholders;

c) The following acts must not be committed:

- Commitment on income and profit for shareholders (except for shareholders owning preferred shares for fixed dividends).
- Illegally holding interests and income from shares of shareholders;
- Providing loans or guarantees to individual shareholders directly or indirectly; lending in any form to major shareholders, members of the Supervisory Board, members of the Board of Directors, members of the Board of Directors, chief accountants, other managerial positions appointed by the Board of Directors and related persons of these subjects;
- Generate income for shareholders by repurchasing shares of shareholders in forms that are not in accordance with the provisions of law;
- Illegally infringing on the rights of shareholders such as ownership, options, fair transaction rights, the right to information, other legitimate rights and interests.
- Making false, untruthful or inaccurate declarations in the enterprise registration dossier or in the dossier for registration of changes to enterprise registration information⁵.
- Falsely declaring charter capital by failing to contribute in full the registered charter capital without registering an adjustment of the charter capital as prescribed by law; or intentionally misvaluing assets contributed as capital⁶.

d) Other obligations in accordance with current law.

3. Obligations to customers:

a) Always keep credibility with customers, do not infringe on assets, other legitimate rights and interests of customers;

b) Separate management of securities and securities trading deposits of each client,

⁵ Amended pursuant to Paragraph 4 Article 16 of the Law on Enterprises.

⁶ Amended pursuant to Paragraph 5 Article 16 of the Law on Enterprises

separate management of clients' funds and securities from the Company's money and securities. All transactions with clients' funds for securities trading must be carried out by the Company through commercial banks. Do not abuse the assets entrusted by the customer to the Company and the transaction payment of the customer, securities of the customer deposited at the Company;

- c) Signing contracts in a form in accordance with the law with customers when providing services to customers; provide full and truthful information to customers when performing the services provided by the Company;
- d) Only give appropriate advice to customers on the basis of efforts to collect information about customers: Collect and find out information about the financial situation, investment objectives, risk tolerance, profit expectations of customers, other information suitable for each type of service and update information in accordance with the provisions of law. Ensure that the Company's investment recommendations and advice to customers must be suitable for each customer;
- e) Responsible for the reliability of the information disclosed to customers. Ensure that customers make investment decisions on the basis of being provided with adequate information, including the content and risks of the products and services provided. It is strictly forbidden to commit any acts of deception and disclosure of false information;
- f) Be cautious, do not create conflicts of interest with customers. In the event that it cannot be avoided, the Company must notify the client in advance and take the necessary measures to ensure fair treatment of the client;
- g) Prioritize the execution of the client's orders before the Company's orders;
- h) Set up a dedicated department, responsible for communicating with customers and solving questions and complaints of customers;
- i) Fulfill its obligations to customers in the best way;
- j) Confidentiality of customer information:
 - The Company is responsible for keeping confidential information related to the ownership of securities and money of customers, refusing to investigate, blockade, hold, or transfer customers' assets without the consent of customers; unless the Company's actions are in accordance with the provisions of the Law
 - The provisions at this Point do not apply in the following cases:
 - + The auditor performs the audit of the Company's financial statements;
 - + Provide information at the request of competent State agencies.
- k) Other obligations in accordance with current law.

Article 9. Prohibitions and restrictions

1. Regulations for the Company:

- a) Do not make judgments or guarantees to customers about the level of income or profit achieved on their investments or guarantee that customers do not suffer losses, except for investing in securities with fixed income;
- b) Do not agree or offer specific interest rates or share profits/losses with customers to entice customers to participate in transactions;
- c) It is not allowed to directly or indirectly set up locations other than the trading locations approved by the SSC to sign contracts, receive orders, execute securities trading orders or pay for securities transactions with customers;
- d) Failing to receive orders or pay for transactions with other persons other than the person in the name of the trading account without the written authorization of the customer;
- e) Do not use the customer's name or account to register or trade securities;
- f) Do not misappropriate securities, money or temporarily seize securities of customers in the form of depository in the name of the Company;
- g) Not to disclose information about customers unless they agree or at the request of a competent state management agency;
- h) Do not commit acts that mislead customers and investors about securities prices;
- i) The securities trading account opening contract must not contain agreements to evade the Company's legal obligations; limit the scope of the Company's compensation or transfer the risk from the Company to the customer; forcing customers to perform compensation obligations in an unfair manner and agreements that are unfairly detrimental to customers;
- j) Other prohibitions and restrictions are in accordance with current laws.

2. Regulations for securities practitioners:

- a) It is not allowed to work for other securities companies, securities investment fund management companies, branches of securities companies not affiliated with the company and foreign fund management companies in Vietnam, securities investment companies;
- b) Must not concurrently serve as a Director (General Director) of an organization offering securities to the public or a listed organization;
- c) Only open a securities trading account for themselves at the Company;
- d) When carrying out trading activities on the client's account, the securities practitioner

is the representative of the Company and performs in the Company's capacity. Do not use money and securities on the customer's account when not authorized by the Company under the customer's entrustment to the Company;

- e) Other prohibitions and restrictions are in accordance with current law.
- 3. Regulations for members of the Board of Directors, Head of the Control Board, members of the Board of General Directors:
 - a) Members of the Board of Directors of the Company must not be concurrently members of the Board of Directors, members of the Board of Members, General Directors and Directors of other securities companies;
 - b) The Head of the Supervisory Board must not concurrently be a member of the Supervisory Board or a manager of another securities company;
 - c) General Directors and Deputy General Directors may not work for securities companies, fund management companies or other enterprises at the same time. The General Director must not be a member of the Board of Directors, a member of the Board of Members of another securities company;
 - d) Other prohibitions are in accordance with current law.

CHAPTER 2. CHARTER CAPITAL; SHARES; SHAREHOLDERS

I. Charter capital, shares

Article 10. Charter capital

The charter capital of the Company is VND 339,000,000,000 (Three hundred and thirty-nine billion VND). The company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with this Charter and the provisions of law.

Article 11. Types of Shares

1. The total charter capital of the Company is divided into 33,900,000 shares (*Thirty-three million nine hundred thousand shares*). The par value of the shares is 10,000 VND/share.

The Company's shares on the date of approval of this Charter are only ordinary shares: 33,900,000 shares (*Thirty-three million nine hundred thousand shares*);

Depending on the situation of the financial market, depending on the Company's financing and capital use needs, the Board of Directors may propose to the General Meeting of Shareholders to decide on the issuance of a number of other preferential shares such as dividend preference shares, refundable preference shares and other types of preference shares along with the methods of application employ. The rights

of these preference shares (if any) will be exercised in accordance with the provisions of the Law on Enterprises and the Law on Securities.

2. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ordinary share ownership ratio in the Company, unless otherwise specified by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all of them will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to entities under such conditions and in such manner as the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
3. The Company may purchase the shares issued by the Company itself in the ways specified in this Charter and the current Law.
4. The company may issue other types of securities in accordance with the provisions of the law on securities and the securities market.
5. Characteristics of the types of shares:

Ordinary shares: each ordinary share has 01 voting vote. The owner of ordinary shares is an ordinary shareholder. Ordinary shareholders have the right to participate in the process of making decisions of the Company in the form of voting at the General Meeting of Shareholders.

Article 13. Stock Certification

1. Shareholders of the Company shall be granted stock certificates corresponding to the number of shares and types of shares owned.
2. Stocks are securities that confirm the owner's legal rights and interests in a part of the share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.
3. Within 10 working days from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within 10 working days from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan (or other time limit as prescribed in the issuance terms), the owner of the number of shares shall be granted a stock certificate. The share owner does not have to pay the Company the cost of printing the share certificate.
4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. Shareholders' proposals must include the following contents:
 - a) Information about stocks that have been lost, damaged or otherwise destroyed;

- b) Undertake to take responsibility for disputes arising from the re-issuance of new shares.

Article 13a. Other Securities Certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

Article 14. Offering and transfer of shares

1. Offering of shares

- a) The company may offer shares for sale when approved by the General Meeting of Shareholders and in accordance with the provisions of law;
- b) The General Meeting of Shareholders approves or authorizes the Board of Directors to decide on the time, method and price of offering shares among the shares entitled to be offered. The offering price of shares must not be lower than the market price at the time of offering or the price recorded in the books of the shares at the latest time, unless otherwise provided for by the General Meeting of Shareholders.
- c) In case the Company issues additional ordinary shares and offers such shares to ordinary shareholders according to the Company's existing share ratio, the provisions of the Law on Enterprises and the Law on Securities shall be complied with;
- d) The company must register with the SSC when making a share offering;
- e) The method and procedures for offering shares shall comply with the provisions of documents on stock offering.

2. Transfer of shares:

- a) The Company's shares are freely transferred, except for cases provided for in this Charter and otherwise provided for by law. Stocks listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.
- b) Shares that have not been fully paid are not transferable and are not entitled to benefits related to these shares, including the right to receive dividends, the right to receive issued shares to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

Article 15. Share Buyback

- 1. The company is only entitled to repurchase shares when it fully meets the conditions and redemption rate as prescribed by law.
- 2. Cases of share repurchase:
 - a) Buy-back at the request of shareholders

Shareholders have the right to request the Company to repurchase their shares, if such shareholders do not approve the resolution on the reorganization of the Company or change the rights and obligations of shareholders specified in this Charter. The request for share repurchase must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, the reason for requesting the company to repurchase and send it to the Company within 10 days from the date the General Meeting of Shareholders approves the resolution on the above-mentioned issues.

The company must repurchase shares at the request of shareholders at the market price or the price calculated according to the principles specified in the company's charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a professional price appraisal organization to determine the price. The company introduces at least 03 professional valuation organizations for shareholders to choose and that is the final decision.

b) Acquisition at the Company's discretion

Comply with the provisions of the Law on Enterprises, the Law on Securities and the Securities Market.

Article 16. How to increase and decrease charter capital

1. How to increase the charter capital of the Company:

- Issue shares to raise capital in accordance with law; including the form of converting debts into contributed capital according to the agreement between creditors and securities companies;
- Convert issued convertible bonds into shares;
- Issuance of new shares to carry out the merger of a part or all of another enterprise into the company;
- Issue new shares to pay dividends; Issuance of bonus shares;
- Other cases in accordance with the provisions of law.

2. The reduction of charter capital shall be decided by the General Meeting of Shareholders but must still ensure the conditions on legal capital after capital reduction according to current regulations.

II. Rights and obligations of shareholders

Article 17. Rights of the Company's shareholders

1. Shareholders are the owners of the Company, with corresponding rights and obligations according to the number of shares and the type of shares they own.

Shareholders are only responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.

2. Ordinary shareholders have the following rights:
 - a. Attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or other forms prescribed by the company's Charter and law. Each ordinary share has one voting vote;
 - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. Freedom to transfer shares that have been fully paid in accordance with the provisions of this Charter and current law;
 - d. To be given priority to purchase newly offered shares in proportion to the proportion of ordinary shares they own, unless otherwise provided for by the General Meeting of Shareholders;
 - e. Consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;
 - f. Considering, lookup, extracting or copying the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. Full access to periodic information and unusual information published by the Company in accordance with the provisions of law;
 - h. In case the Company is dissolved or bankrupt, it is entitled to receive the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid creditors and shareholders holding other types of shares of the Company and other financial obligations as prescribed by law;
 - i. Request the Company to repurchase their shares in the cases prescribed by the Law on Enterprises;
 - j. Other rights as prescribed in this Charter and the Law.
3. Shareholders or groups of shareholders owning 05% (five percent) or more of the total number of ordinary shares have the following rights:
 - a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

- b) Consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
- c) Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's operations when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise identification number or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be inspected, purpose of inspection;
- d) Propose the issue 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. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue of the proposal to be included in the meeting agenda;
- e) Other rights as prescribed by Law and this Charter.

4. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:

- a) Ordinary shareholders who form groups to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

5. Shareholders and groups of shareholders owning at least 1% of ordinary shares have the right to initiate lawsuits on their own or on behalf of the company for personal

liability and joint liability against members of the Board of Directors and the General Director in accordance with the provisions of the Law on Enterprises.

Article 18. Obligations of shareholders

Shareholders have the following obligations:

- a) Fully and on time the number of shares registered for purchase. The contributed capital must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or other persons in accordance with the provisions of law. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and a person with related interests in the Company must be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damages incurred;
- b) Comply with the Company's Charter and Internal Management Regulations;
- c) Comply with decisions of the General Meeting of Shareholders and the Board of Directors;
- d) Confidentiality of information provided by the Company in accordance with the Company's Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
- e) If a shareholder owns ten percent (10%) or more of the company's charter capital, such shareholder and his/her related persons may not own more than five percent (5%) of the charter capital of another securities company. These shareholders must not take advantage of their advantages to harm the rights and interests of the Company and other shareholders;
- f) Shareholders owning ten percent (10%) or more of the charter capital of the Company must fully notify the Company within 24 hours after receiving the information, for the following cases:
 - The number of shares that are blocked, pledged or handled according to the court's decision;
 - Shareholders are organizations that decide to change their names or divide, separate, dissolve, or go bankrupt.
- g) Other obligations:
 - Provide the correct address when registering to buy shares and perform other obligations in accordance with current law;

- Major shareholders must fully and promptly notify the Company and fulfill the obligation to disclose information in accordance with the law on securities;
- Other obligations in accordance with current law.

Article 19. Authorized representative of shareholders being organizations

1. The authorized representative of a shareholder must be an individual authorized in writing to perform the rights and obligations in accordance with the provisions of Law and this Charter.
2. An organization that is a shareholder of the Company owning at least 10% of the total ordinary shares can authorize a maximum of 03 representatives. In the other case, only one (01) representative may be authorized.
3. In case a shareholder is an organization that appoints more than one authorized representative, the number of shares for each authorized representative must be specified. In case the shareholder does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally by the number of authorized representatives.
4. The authorized representative must meet the criteria and conditions prescribed in the Law on Enterprises.
5. The appointment, termination or change of an authorized representative must be notified to the Company in writing and is effective only for the Company from the date the Company receives the notice. The authorization document must contain the main contents as prescribed by the Law on Enterprises.
6. Responsibilities of the authorized representative
 - a) The authorized representative on behalf of the shareholders shall exercise the rights and obligations of shareholders at the General Meeting of Shareholders in accordance with law. Any restrictions of shareholders on the authorized representative in exercising the rights and obligations of the respective shareholders at the General Meeting of Shareholders shall not be effective for third parties;
 - b) The authorized representative is responsible for fully attending the meeting of the General Meeting of Shareholders; to perform the authorized rights and obligations in an honest, prudent and best manner, protecting the legitimate interests of authorized shareholders;
 - c) The authorized representative shall be liable to the authorized shareholder for the breach of obligations specified in this Article. The authorized shareholder is liable to the third party for liabilities arising in relation to the rights and obligations performed through the authorized representative.

CHAPTER 3. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 20. Organizational structure, governance and control

The organizational structure of management, governance and control of the Company includes: General Meeting of Shareholders, Board of Directors, General Director and Supervisory Board.

I. General Meeting of Shareholders

Article 21. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company.
2. Rights and obligations of the General Meeting of Shareholders
 - a) Adopting the Company's development orientation;
 - b) Decide on the type of shares and the number of shares entitled to be offered for sale of each type;
 - c) To decide on the annual dividend payment level of each type of shares;
 - d) Elect, dismiss and dismiss members of the Board of Directors and members of the Control Board;
 - e) Decide on the investment in or disposal of assets with a value⁷ equal to or greater than 80%⁸ of the total value of assets recorded in the Company's latest financial statements;
 - f) approve any contract, transaction⁹ or a series of transactions which results in an aggregate transaction value, within twelve (12) months from the date of the first transaction with a Related Person, equal to or exceeding thirty-five percent (35%) of the total value of assets recorded in the Company's latest financial statements¹⁰; or to approve the transactions specified in Clause 84 Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for implementation of a number of articles of the Securities Law and other applicable legal provisions (if any)¹¹;
 - g) Approve any contract or transaction for borrowing, lending or sale of assets with a

⁷ Such value shall be determined based on each individual investment or asset disposed of, without aggregation or accumulation of multiple investments or assets.

⁸ As may be adjusted.

⁹ The value shall be determined on the basis of each individual contract or transaction, without aggregation or accumulation of multiple contracts or transactions.

¹⁰ Pursuant to Paragraph 2 Article 167 of the Law on Enterprises.

¹¹ Including other provisions of Decree 155, Decree 245 and other applicable provisions.

value exceeding ten percent (10%) of the total value of the Company's assets as recorded in its latest financial statements, entered into between the Company and a shareholder holding fifty-one percent (51%) or more of the total voting shares, or a Related Person of such shareholder¹²;

- h) Approve the issuance of convertible bonds;
 - i) To decide on the increase or decrease of the charter capital of the Company;
 - j) Decision on amendment and supplementation of the company's charter, except for the case of adjustment of charter capital due to the sale of new shares within the number of shares entitled to be offered for sale as prescribed in this Charter;
 - k) Approve annual financial statements;
 - l) Decision to repurchase more than 10% of the total sold shares of each type;
 - m) Considering and handling violations of the Board of Directors and the Supervisory Board causing damage to the Company and its shareholders;
 - n) Decision on reorganization and dissolution of the Company;¹³
 - o) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
 - p) Approving the Internal Governance Regulation; Regulation on operation of the Board of Directors and the Control Board;
 - q) Approve the list of approved auditing firms; decide on the selection of an approved auditing firm to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
 - r) Other rights and duties in accordance with current law.
3. The General Meeting of Shareholders may authorize the Board of Directors to implement matters falling within the competence of the General Meeting of Shareholders in accordance with this Charter and the applicable laws. The contents of such authorization must be specifically recorded in the resolution or the minutes of the General Meeting of Shareholders or in the minutes of vote counting for the collection of shareholders' opinions in writing..
4. The General Meeting of Shareholders discussed and approved the following issues:
- a) Annual business plan of the Company;
 - b) Audited annual financial statements;
 - c) Report of the Board of Directors on governance and results of operation of the Board

¹² Point (b), Paragraph 3, Article 167 of the Enterprise Law 2025.

¹³ 65%.

of Directors and each member of the Board of Directors;

- d) Report of the Supervisory Board on the Company's business results, operating results of the Board of Directors and the General Director;
- e) Self-assessment report on the performance of the Supervisory Board and members of the Supervisory Board;
- f) The dividend level for each share of each type;
- g) Number of members of the Board of Directors, Control Board;
- h) Elect, dismiss and dismiss members of the Board of Directors and members of the Control Board;
- i) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
- j) Approve the list of approved auditing firms; to decide on the auditing firm to be approved to inspect the company's activities when it deems it necessary;
- k) Supplementing and amending the company's charter;
- l) The type of shares and the number of new shares issued for each type of shares;
- m) Division, separation, consolidation, merger or transformation of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- o) Decide to invest or sell assets with a value¹⁴ equal to or greater than 80%¹⁵ or more of the total value of assets recorded in the Company's latest financial statements;
- p) Decision to repurchase more than 10% of the total sold shares of each type;
- q) Approve contracts or transactions with the parties specified in Paragraph 1, Article 167 of the Enterprise Law having a value¹⁶ equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as recorded in its latest financial statements¹⁷;;
- r) Approve any contract or transaction for borrowing, lending or sale of assets with a value exceeding ten percent (10%) of the total value of the Company's assets as recorded in its latest financial statements, entered into between the Company and a shareholder holding fifty-one percent (51%) or more of the total voting shares, or a

¹⁴ Such value shall be determined based on each individual investment or asset disposed of, without aggregation or accumulation of multiple investments or assets.

¹⁵ As may be adjusted.

¹⁶ The value shall be determined on the basis of each individual contract or transaction, without aggregation or accumulation of multiple contracts or transactions.

¹⁷ Paragraph 2, Article 167 of the Law on Enterprises 2025.

Related Person of such shareholder¹⁸.

- s) Approve transactions specified under Paragraph 84 Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Securities Law.;
 - t) Approve the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board;
 - u) Other matters as prescribed by Law and this Charter.
5. All resolutions and issues that have been included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 22. Authorization to attend the General Meeting of Shareholders

1. Shareholders entitled to attend the General Meeting of Shareholders according to law may directly attend or authorize their representatives to attend or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. In case more than one authorized representative is appointed, the number of shares and the number of votes of each representative must be specified.
2. The authorization of the representative to attend the General Meeting of Shareholders must be made in writing according to the Company's regulations and must be signed according to the following provisions:
 - a) In case an individual shareholder is an authorized person, it must have the signature of such shareholder and the signature of the authorized person attending the meeting;
 - b) In case the authorized representative of a shareholder is an organization that is an authorizing person, it must bear the signatures of the authorized representative, the legal representative of the shareholder and the authorized person attending the meeting;
 - c) In other cases, the signatures of the legal representative of the shareholder and the person authorized to attend the meeting must be obtained.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting.
3. The ballot papers of persons authorized to attend meetings within the scope of authorization shall still be valid in one of the following cases:

¹⁸ Point (b), Paragraph 3, Article 167 of the Enterprise Law 2025.

- a. The authorizer has died, has limited civil act capacity or has lost civil act capacity;
- b. The authorizer has canceled the appointment of authorization;
- c. The authorizer has revoked the authority of the person performing the authorization.

This clause shall not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 22a. Change permissions

1. The change or cancellation of special rights associated with a type of preference shares takes effect when approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents that adversely change the rights and obligations of shareholders owning preference shares may only be approved if it is approved by the number of preference shareholders of the same type attending the meeting owning 75% or more of the total preference shares of that type or 75% of the total shares owned by preference shareholders of the same type the preferential portion of that type or more shall be approved in case of approval of the resolution in the form of written consultation.
2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of such issued shares. In case there are not enough delegates as mentioned above, the meeting shall be reconvened within the next 30 days and the holders of shares of that type (regardless of the number of people and number of shares) who are present in person or through authorized representatives shall be considered as having the required number of delegates. At the meetings of shareholders holding the above-mentioned preferential shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions of Articles 23, 25 and 28 of this Charter.
4. Unless the terms of the share offering provide otherwise, the special rights attached to the classes of shares have preferential rights in respect of some or all of the matters relating to the distribution of the Company's profits or assets that do not change when the Company issues additional shares of the same type.

Article 23. Convening the General Meeting of Shareholders

1. Number, time, method of organization and location of the meeting:

a) The General Meeting of Shareholders meets annually once (01) time per year. In addition, the General Meeting of Shareholders may meet irregularly. The Board of Directors shall select a suitable location to hold the General Meeting of Shareholders. In case the meeting of the General Meeting of Shareholders is held simultaneously at many different locations, the place of the meeting of the General Meeting of Shareholders shall be determined as the place where the Chairman attends the meeting. The venue of the General Meeting of Shareholders must be in the territory of Vietnam.

2. The Annual General Meeting of Shareholders shall be held within four (04) months from the end of the fiscal year. In case of failure to organize within the above time limit, the Company must report to the SSC in writing, clearly stating the reason and must organize the Annual General Meeting of Shareholders within the next 02 months. Competence to convene the General Meeting of Shareholders:

The Board of Directors is responsible for convening the Annual and Extraordinary General Meeting of Shareholders and selecting an appropriate location. The Annual General Meeting of Shareholders decides on matters in accordance with the Law and the Company's Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, conflicting audit opinions or rejection, the Company must invite the representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above have the responsibility to attend the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with the signatures of the relevant shareholders or the written request to be made in many copies and collect the signatures of the relevant shareholders;
- d) The Supervisory Board requested to convene a meeting.
- e) Other cases in accordance with current law.

4. Time to convene an extraordinary General Meeting of Shareholders
 - a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the remaining members of the Board of Directors as prescribed at Point c, Clause 3 of this Article or receive the request specified at Points d and e, Clause 3 of this Article.
 - b. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 In this case, within thirty (30) days after the next thirty (30) days, the Control Board must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises and this Charter.
 - c. In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, shareholders and groups of shareholders who make the request specified at Point d, Clause 3 of this Article may represent the Company to convene a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises and this Charter.

In this case, the shareholder or group of shareholders convening a meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders will be refunded by the company. This expense does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. Procedures for organizing a meeting of the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises

Article 24. Convening the meeting, agenda and contents of the General Meeting of Shareholders

1. All issues that have been included in the agenda must be discussed and voted on at the General Meeting of Shareholders.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a 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 made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the compilation of the list of shareholders entitled to attend the

- General Meeting of Shareholders at least 20 days before the last registration date;
- b) Prepare the program and content of the congress;
 - c) Prepare documents for the congress;
 - d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
 - e) Determine the time and place of the congress;
 - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g) Other tasks for the congress.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of shareholders is reached, and at the same time published on the website of the Company and the SSC, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting. The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the path to all meeting documents for shareholders to access, including:
- a) Meeting agenda, documents used in the meeting;
 - b) List and detailed information of candidates in case of election of members of the Board of Directors and members of the Control Board;
 - c) Voting Papers;
 - d) Draft resolution for each issue in the meeting agenda
4. Shareholders or groups of shareholders specified in Article 17 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 made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda. The convener of the General Meeting of Shareholders has the right to reject these proposals in the following cases:

- a) Proposals are sent on time or insufficiently, with incorrect content;
 - b) Shareholders and groups of shareholders who do not hold a sufficient number of ordinary shares as prescribed in Item 17 of this Charter;
 - c) Issues and contents of proposals are not within the scope of competence and tasks of the General Meeting of Shareholders;
 - d) Issues related to the content of trade secrets, the company's business strategy;
 - e) Other cases as prescribed by Law and the Company's Charter.
5. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 7 of this Article in the tentative agenda and contents of the meeting, unless such proposal is rejected as prescribed in Clause 7 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 25. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than fifty percent (50%) of the total number of voting shares.
2. In case there is not enough necessary number of delegates within thirty minutes from the time of fixing the opening of the general meeting, the general meeting must be reconvened within 60 (sixty) days from the date on which the first general meeting of shareholders is planned. The meeting of the second convened General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents from thirty-three percent (33%) of the total number of voting shares.
3. In case the second convened meeting is not eligible to proceed due to insufficient number of necessary delegates within thirty minutes from the time of fixing the opening of the second general meeting, the General Meeting of Shareholders shall be convened for the third meeting within forty-five (45) days. from the planned date of the second meeting. In this case, the meeting of the General Meeting of Shareholders shall be conducted regardless of the number of shareholders attending the meeting and the total number of voting shares of the shareholders attending the meeting.
4. At the request of the Chairman, the General Meeting of Shareholders has the right to change the meeting agenda which has been sent together with the notice of invitation to the meeting as prescribed in Article 24 of this Charter.
5. Shareholders may attend the General Meeting of Shareholders in one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. In case the Company

applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 26. Format of conducting the General Meeting of Shareholders and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must register until the shareholders who have the right to attend the meeting are fully registered according to the order in Clauses 2 and 3 of this Article
2. When conducting shareholder registration, the Company shall grant each shareholder or authorized representative the right to vote on a ballot card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes in favor of the resolution is collected first, the number of votes against the resolution is collected later, and finally the total number of votes in favor or disapproval is counted for decision. The results of the vote count were announced by the Chairman just before the closing of the meeting.

The congress shall elect persons responsible for counting votes or supervising the counting at the request of the presiding judge. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders on the basis of the proposal of the Chairman.

3. Shareholders and authorized representatives of shareholders attending the General Meeting of Shareholders after the opening meeting have the right to register immediately and then have the right to participate and vote at the general meeting. The presiding judge is not responsible for stopping the general meeting so that the shareholders who arrive late to register and the validity of the votes conducted before the late shareholders attend is not affected.
4. The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to preside over meetings of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Managing Board shall elect one of them to chair the meeting on the principle of majority. In

case the chairman cannot be elected, the Head of the Executive Control Board shall let the General Meeting of Shareholders elect the chairman of the meeting and the person with the highest number of votes to chair the meeting. In other cases, the signatory to convene the meeting of the General Meeting of Shareholders shall preside over the meeting and the person with the highest vote shall be appointed to preside over the meeting. The chairperson appoints one or several persons to be the secretary of the meeting.

5. The presiding judge is the person who has the right to decide on the order, procedures and events arising outside the program of the General Meeting of Shareholders. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly define and detail the time for each issue in the content of the meeting agenda.
6. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders for a maximum of 03 working days from the date on which the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
 - a. The meeting venue does not have enough convenient seating for all participants;
 - b. The information media at the meeting venue does not ensure that shareholders attending the meeting participate, discuss and vote;
 - c. Some participants obstruct or disrupt the order, risking that the meeting cannot be conducted fairly and legally.

In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the above provisions, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson who runs the meeting until the end of the meeting; All resolutions adopted at that meeting are effective.

7. The presiding officer of the general meeting may conduct such activities as may be necessary to conduct the General Meeting of Shareholders in a valid and orderly manner or for the general meeting to reflect the wishes of the majority of the delegates.
8. The convener or chairperson of the meeting of the General Meeting of Shareholders has the right to: request shareholders or authorized representatives to attend the General Meeting of Shareholders to be subject to inspection or lawful and reasonable security measures; request the competent authority to maintain the order of the meeting; expelling those who do not comply with the chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to

comply with the requirements for security checks out of the General Meeting of Shareholders.

9. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner and in accordance with the approved program:
 - a. Arrange seats at the meeting place of the General Meeting of Shareholders;
 - b. Ensure the safety of everyone present at meeting places;
 - c. Create conditions for shareholders to attend (or continue to attend) the general meeting.

The chairman of the general meeting or the convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all measures if deeming it necessary. The applicable measures can be the issuance of an entry permit or the use of other forms of choice.

10. In case the above-mentioned measures are applied at the General Meeting of Shareholders, the Chairman of the General Meeting of Shareholders or the convener of the General Meeting of Shareholders when determining the location of the General Meeting may:
 - a. The notice of the congress shall be conducted at the place stated in the notice and the presiding chairman of the congress shall be present there ("Main venue of the congress");
 - b. Arrange and organize shareholders or authorized representatives who are unable to attend the meeting under this Article or those who wish to participate at a location other than the main venue of the general meeting to attend the general meeting at the same time;

The notice of the organization of the congress does not need to specify the organizational measures under this Article.

11. In this Charter (unless circumstances require otherwise), all shareholders are deemed to attend the general meeting at the main venue of the general meeting.

Every year, the Company organizes the General Meeting of Shareholders at least one (01) time. The Annual General Meeting of Shareholders shall not be consulted in writing.

Article 27. Vote Accumulation

1. Before and during the General Meeting of Shareholders, shareholders have the right to form a group together to nominate and accumulate votes for the person they nominate.

2. In case the number of candidates for the Board of Directors or the Control Board through nomination is still insufficient for the necessary number, the remaining number of candidates shall be nominated by the incumbent Board of Directors.
3. The elected members of the Board of Directors or members of the Control Board shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in this Charter is reached. In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Directors or the Control Board, the General Meeting of Shareholders shall conduct a re-election among the candidates with the same number of votes or select according to the criteria of the election regulation or the company's charter.

Article 28. Approval of the decision of the General Meeting of Shareholders

1. The General Meeting of Shareholders approves decisions under its competence in the form of voting at the meeting or collecting written opinions.
2. The company is entitled to approve all matters under the decision-making competence of the General Meeting of Shareholders, including the matters specified in Clause 2, Article 147 of the Law on Enterprises, at any time if it deems it necessary for the benefit of the company by voting at the meeting of the General Meeting of Shareholders or collecting written opinions.
3. A resolution on the following contents shall be adopted if approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a. Types of shares and the total number of shares of each type;
 - b. Change of business lines, trades and fields;
 - c. Change the organizational structure of the Company's management;
 - d. Investment or sale of assets with a value equal to or greater than 50% of the total value of assets recorded in the Company's latest financial statements;
 - e. Reorganization and dissolution of the company
4. Except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises, the resolutions of the General Meeting of Shareholders shall be passed when more than 50% of the total votes of the shareholders attending and voting in favor are obtained.
5. The voting to elect members of the Board of Directors and the Control Board must be carried out by the method of accumulating votes as prescribed in the Law on

Enterprises.

6. Resolutions and decisions passed equal to one hundred percent (100%) of the total number of voting shares are legal and effective even if the order and procedures for convening, the content of the meeting agenda and the mode of conducting the meeting are not implemented in accordance with regulations. The resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the decision is passed. The sending of vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the end of the vote count.

Article 29. Competence and method of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders

The competence and method of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve all matters under the decision-making competence of the General Meeting of Shareholders if it deems it necessary for the benefit of the Company, including such cases as prescribed in Paragraph 2 Article 147 of the Enterprise Law.;
2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 days before the deadline for returning the opinion poll. The request and method of sending the opinion poll and the enclosed documents shall comply with the provisions of Article 24 of this Charter. The opinion poll must contain the following principal contents:
 - a. Name, address of the head office, enterprise identification number or tax identification number;
 - b. Purpose of collecting opinions;
 - c. Full name, permanent residence address, nationality, number of legal papers of the individual, for individual shareholders; name, enterprise identification number or number of legal documents of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality and number of legal papers of individuals for representatives of shareholders being organizations; the number of shares of each type and the number of voting votes of shareholders;
 - d. Issues that need to be consulted to approve decisions;

- e. The voting plan includes approval, disapproval and no opinion;
 - f. The deadline for sending to the company the feedback form has been answered;
 - g. Full name and signature of the Chairman of the Board of Directors;
3. Shareholders may send the reply to the company in one of the following forms:
- a. Send mail. The reply form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
 - b. Send a fax or email. Opinion forms sent to the company by fax or e-mail must be kept confidential until the time of vote counting.
 - c. Opinion forms sent to the company after the time limit specified in the contents of the opinion form or have been opened in case of sending letters and disclosed in case of sending faxes or e-mails are invalid. Opinion poll votes that are not sent back shall be considered as votes that do not participate in voting.
4. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:
- a. Name, address of the head office, enterprise identification number or tax identification number;
 - b. Purpose and issues that need to be consulted to approve the decision;
 - c. The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid votes and the number of invalid votes, enclosed with an appendix to the list of shareholders participating in voting;
 - d. The total number of votes in favor, disapproval and no opinion on each issue;
 - e. The decisions that have been passed and the corresponding approval rate;
 - f. Full names and signatures of the Chairman of the Board of Directors, the vote counting person and the vote counting supervisor;

Members of the Board of Directors and supervisors of vote counting and vote counting persons must be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly take responsibility for damages arising from decisions passed due to dishonest and inaccurate vote counting;

5. The reply to the opinion poll, the vote counting record, the full text of the approved resolution and the relevant documents enclosed with the opinion poll must be kept at the company's head office;
6. Resolutions adopted in the form of written shareholder consultation must be approved by the number of shareholders representing more than 50% of the total voting shares of shareholders with voting rights and are valid as resolutions passed at the General Meeting of Shareholders.

Article 30. Effect of the Resolution of the General Meeting of Shareholders

1. The resolution of the General Meeting of Shareholders takes effect from the date of adoption of the resolution or from the effective date specified in the resolution.
2. In case a shareholder or group of shareholders requests the Court or Arbitration to annul the resolution of the General Meeting of Shareholders under the provisions of Article 151 of the Law on Enterprises, such resolution shall remain effective until the Court's decision to annul such resolution. Arbitration takes effect, unless the provisional emergency measure is applied under a decision of a competent authority

Article 31. Request to annul the Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or the minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote counting results for the opinion of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitration to consider annul the Resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the cases specified in Article 28 of this Charter;
- The content of the resolution violates the Law or this Charter.

Article 32. Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be recorded in record and may be recorded, recorded or archived in other electronic form with full contents as prescribed by the Law on Enterprises. The minutes are written in Vietnamese, can be made in foreign languages and have the same legal effect. In case there is a difference in the contents of the minutes, the contents of the Vietnamese minutes shall take effect.
2. The minutes of the General Meeting of Shareholders must be completed and

approved before the end of the meeting.

3. The chairperson and the secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
4. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the head office of the Company.

Resolutions and minutes of the General Meeting of Shareholders must be sent to the shareholders within fifteen (15) days from the date of conclusion of the meeting. The delivery of such resolutions and minutes of the General Meeting of Shareholders may be replaced by posting them on the Company's website.

II. Board of Directors

Article 33. Authority of the Board of Directors

1. The Board of Directors is the Company's management agency, which has the full right to decide on the performance of the Company's rights and obligations on behalf of the Company not under the jurisdiction of the General Meeting of Shareholders. The Board of Directors is responsible for ensuring that the Company's operations comply with the provisions of the Law, Charter and internal regulations of the Company, treat all shareholders equally and respect the interests of persons with interests related to the Company.
2. Duties and powers of the Board of Directors:
 - a) To decide on the Company's strategy, medium-term development plan and annual business plan;
 - b) Propose the type of shares and the total number of shares entitled to be offered for sale of each type;
 - c) Decision on offering of new shares within the number of shares entitled to offer for sale of each type; decide to mobilize additional capital in other forms;
 - d) To decide on the offering price of shares and bonds of the Company;
 - e) Decision to repurchase not more than ten percent (10%) of the total issued shares of each type in each twelve (12) months; decide on the share repurchase price. For ordinary shares and other shares, the redemption price must not be higher than the market price at the time of redemption, unless otherwise provided for by law;

- f) To decide on investment plans and investment projects within their competence and limits in accordance with the Law on Enterprises, the Law on Securities and the company's charter¹⁹;
- g) Decide on investments or transactions for the disposal of the Company's assets having a value²⁰ below eighty percent (80%) of the total value of the Company's assets as recorded in its latest financial statements²¹. Within this authority, the Board of Directors may delegate to the General Director or other competent levels the power to implement such matters at lower thresholds as specifically provided for in writing;
- h) Decide on solutions for market development, marketing and technology;
- i) Approve contracts for purchase, sale, lending and other contracts or transactions having a value²² below eighty percent (80%)²³ of the total value of the Company's assets as recorded in its latest financial statements, except for contracts or transactions falling within the decision-making competence of the General Meeting of Shareholders as prescribed in Point (d) Clause 2 Article 138 and Clauses 1 and 3 Article 167 of the Enterprise Law. Within this authority, the Board of Directors may delegate to the General Director or other competent levels the power to implement such matters at lower thresholds as specifically provided for in writing.;
- j) Elect, dismiss and dismiss the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for the General Director, Deputy General Directors, and the Company's managerial titles as follows: Chief Financial Officer, Chief Accountant, Internal Auditor; decide on salaries and other benefits of the above-mentioned positions; appoint representatives under the committee the right to exercise the right to own shares or contributed capital in other companies, decide on remuneration levels and other benefits of authorized representatives;
- k) Supervise and direct the General Director Board in running the daily business;
- l) Appoint the person in charge of the Company's administration;
- m) To decide on organizational structure, financial regulations, salary regulations and a number of other important internal regulations prescribed by the Board of Directors in each period, to decide on the establishment of subsidiaries, branches, transaction offices, representative offices and to contribute capital and purchase shares of other enterprises within the limits prescribed by Law and this Charter;

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²² The value shall be determined on the basis of each individual contract or transaction, without aggregation or accumulation of multiple contracts or transactions.

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- n) Approve programs and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve the decision;
 - o) Submit annual financial settlement reports and activity reports of the Board of Directors to the General Meeting of Shareholders;
 - p) Propose dividend payment levels, decide on dividend payment deadlines and procedures or handle losses incurred in the course of business;
 - q) Propose the reorganization, dissolution or request for bankruptcy of the Company;
 - r) Establish a standard process for convening meetings, voting and voting at the Board of Directors meeting for approval by the General Meeting of Shareholders; order and procedures for nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors; formulate regulations on the order and procedures for selection, appointment and dismissal of managers and the process and procedures for coordination of activities between the Board of Directors and the Supervisory Board and the Board of General Directors; develop a mechanism for evaluating activities, rewarding and disciplining members of the Board of Directors, the Board of Directors and other managers;
 - s) Setting up departments or appointing people to perform internal audits and risk control;
 - t) Conflict resolution within the Company: Prevent and resolve conflicts that may arise between shareholders and the Company. The Board of Directors may appoint officers to implement the necessary systems or establish a dedicated department to resolve conflicts within the Company or serve this purpose;
 - u) Organize training and workshops on corporate governance and other necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer and other managers of the Company;
 - v) Other tasks and powers in accordance with current law.
3. The Board of Directors approves decisions by voting at the meeting, collecting opinions in writing or by other electronic methods (online meetings, emails, etc.) in accordance with the actual situation. Each member of the Board of Directors has one vote.
 4. The Board of Directors may authorize the Chairman of the Board of Directors to exercise part of the powers and functions of the Board of Directors during periods when the Board does not convene meetings, provided that such authorization complies with applicable laws. The contents of the authorization must be clearly and specifically defined.

5. When performing its functions and tasks, the Board of Directors must strictly comply with the provisions of Law, this Charter and decisions and resolutions of the General Meeting of Shareholders. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of Law or this Charter, causing damage to the Company, the members voting in favor of approving such resolution or decision must jointly take personal responsibility and must compensate the Company for damages; members who oppose the approval of the above-mentioned resolutions and decisions are exempt from responsibility.
6. In case the resolutions have been passed by the Board of Directors but violate the Law, the principles of governance and this Charter, the shareholders or the Supervisory Board have the right to request the Company to immediately cancel the resolutions and relevant decisions.
7. The Board of Directors must report to the General Meeting of Shareholders on its activities, in particular the supervision of the Board of Directors over the General Director and other managers in the fiscal year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements will be considered invalid and have not been approved by the Board of Directors.
8. Unless otherwise required by law, the Board of Directors may authorize subordinate employees and management officers to act on behalf of the Company.
9. Members of the Board of Directors (excluding alternate authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors as agreed upon in the Board of Directors or equally in case of failure to reach an agreement.
10. In the course of performing their duties, members of the Board of Directors shall have the following rights and obligations:
 - a) Rights of members of the Board of Directors:
 - Right to information:
 - + Members of the Board of Directors have the right to request members of the Board of Directors and managers of the Company to provide information and documents on the financial situation and business activities of the Company and of units in the Company;
 - + Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

- The right to receive remuneration and other benefits:
 - + Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors as agreed upon in the Board of Directors or equally in case of failure to reach an agreement.
 - + The remuneration of the members of the Board of Directors must be expressed in a separate section in the Company's annual financial statements. Members of the Board of Directors who hold executive positions or members of the Board of Directors work in sub-committees of the Board of Directors or perform other tasks which, according to the Board, are outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration on a one-time basis, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
 - + Members of the Board of Directors shall be entitled to payment of all expenses of travel, meals, accommodation and other reasonable expenses incurred by them in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, The Board of Directors or subcommittees of the Board of Directors.
- Other rights in accordance with current law.
- b) Obligations of members of the Board of Directors:
 - Perform the assigned tasks and powers in accordance with the provisions of the Law on Enterprises, the Law on Securities, relevant laws, the Charter and decisions of the General Meeting of Shareholders;
 - Perform the assigned tasks and powers honestly and carefully to ensure the maximum legitimate interests of the Company and shareholders;
 - Loyal to the interests of the Company and shareholders; not to use the Company's information, know-how and business opportunities, abuse the Company's position, position and assets for self-interest or to serve the interests of other organizations and individuals;
 - Fully attend meetings of the Board of Directors and have clear opinions on issues discussed at the meeting;
 - Promptly, fully and accurately notify the Company of enterprises owned by members of the Board of Directors and their related persons or have shares or contributed

capital.

- Members of the Board of Directors are not allowed to increase salaries and pay bonuses when the Company fails to fully pay due debts;
- Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, associated companies and other organizations;
- Report to the Board of Directors at the latest meeting on transactions between the Company, its subsidiaries and companies under the control of more than 50% of charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and the company in which a member of the Board of Directors is a founding member or manager of the enterprise in the last 03 years prior to the time of transaction;
- Perform other obligations as prescribed by law and the Charter;

Article 34. Number, composition and tenure of members of the Board of Directors

1. The Board of Directors of the Company shall consist of five (5) members and not more than eleven (11) members²⁴. The Board of Directors must have at least one (1) independent director if the Company has five (5) members on the Board of Directors. The structure of the Board of Directors must ensure at least one (1) non-executive director if the Company has five (5) members on the Board of Directors. The Company shall minimize to the greatest extent possible the number of Board members concurrently holding executive positions of the Company in order to ensure the independence of the Board of Directors.
2. At least two (2) members of the Board of Directors must be resident in Viet Nam. The composition of the Board of Directors must ensure a balance among members having knowledge and experience in law, finance and securities; and ensure an appropriate balance between executive and non-executive members.
3. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the company for no more than 02 consecutive terms.
4. The Board of Directors is elected by the General Meeting of Shareholders on the principle of accumulating votes as prescribed. In case the candidates for the Board of Directors approve the nomination and candidacy are still insufficient in the necessary number, the remaining candidates shall be nominated by the incumbent Board of Directors. Candidates for the Board of Directors must satisfy the conditions specified in Article 35 of this Charter. The introduction of additional candidates by

²⁴ Increased from three (3) to five (5) members.

the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

5. In case the Board of Directors has expired but the General Meeting of Shareholders has not yet elected a new Board of Directors, the Board of Directors of the term just ended shall continue to operate until the new Board of Directors is elected and takes over the work.
6. The Board of Directors must set up departments or appoint people to perform risk management tasks as prescribed.

Article 35. Criteria and conditions for being a member of the Board of Directors

1. Having full civil act capacity, not subject to the prohibition of establishing and managing enterprises under the provisions of the Law on Enterprises.
2. Be a person with professional qualifications, experience in business management or experience in the field of securities, finance, banking.
3. Not being the General Director, member of the Board of Directors, member of the Board of members of another securities company; must not concurrently be a member of the Board of Directors or the Members' Council of more than five (05) other companies.
4. At the beginning of the term of office, all members of the Board of Directors must fully meet the conditions required by law, governance regulations, Charter and internal regulations of the Company. During their term of office, if there is a change, the members must notify the Chairman of the Board of Directors. The criteria and conditions specified in this Article also apply to members of the Board of Directors who are elected to be supplemented or replaced.
5. Other standards and conditions as prescribed by law

Article 35a. Candidacy and nomination of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:

- a) Full name, date of birth;

- b) Professional qualifications;
 - c) Work process;
 - d) Other managerial titles (including the title of the Board of Directors of other companies);
 - e) Interests related to the Company and its related parties;
 - f) Other information as prescribed in the company's Regulation;
 - g) Information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and benefits related to the company of the candidate for the Board of Directors (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter.
 3. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

Article 36. Independent Board Member, Non-Executive

1. A non-executive member of the Board of Directors is a member who does not hold any executive position in the Company, i.e. is not concurrently a member of the Board of General Directors, chief accountant or other management officer appointed by the Board of Directors.
2. The method of organizing and coordinating the activities of independent members of the Board of Directors is in accordance with the provisions of Law
3. Conditions and criteria of independent members of the Board of Directors:
 - a. Not be a person who is 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 3 consecutive years;
 - b. Not being a person who is receiving salary or remuneration from the company, except for allowances to which members of the Board of Directors are entitled as prescribed;
 - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a major shareholder; being a manager of the Company or a subsidiary of the Company;
 - d. Not be a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

- e. Not being a person who has been a member of the Board of Directors or the Control Board of the company for at least 5 consecutive years, except for the case of being appointed for 02 consecutive terms;
- 4. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully satisfies the conditions specified in Clause 4 of this Article and automatically ceases to be an independent member of the Board of Directors from the date of failing to fully satisfy the conditions. The Board of Directors must notify the independent members of the Board of Directors that they no longer fully meet the conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent member set up relevant Board of Directors.

Article 37. Chairman of the Board of Directors

- 1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed by the Board of Directors among the members of the Board of Directors. The Chairman of the Board of Directors may not concurrently hold the title of General Director.
- 2. The Chairman of the Board of Directors is the chairman of the General Meeting of Shareholders and meetings of the Board of Directors, and has other rights and responsibilities specified in the Law on Enterprises. The Vice Chairman has the same rights and obligations as the Chairman in case he is authorized by the Chairman but only in case the Chairman has notified the Board of Directors that he is absent or has to be absent due to force majeure reasons or is unable to perform his duties. In the event that both the President and the Provisional Vice-President are unable to perform their duties for any reason, the Board may appoint another person among them to perform the duties of the Chairman on the principle of majority.
- 3. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends annual financial statements, reports on the company's operations, audit reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders;
- 4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or dismissal or dismissal.

Article 38. Board Meeting and Meeting Minutes

- 1. The Board may meet periodically or irregularly. The Board of Directors must hold at least one (01) meeting per quarter.

2. In case the Board of Directors elects the Chairman in a new term, the first meeting to elect the Chairman and make other decisions under its competence must be conducted within seven (07) working days from the end of the election of the Board of Directors of that term. This meeting is convened by the member with the highest number of votes. In case there is more than one member with the highest and equal number of votes, the members elect one (01) person among them to convene a meeting of the Board of Directors on the principle of majority.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days in the following cases:
 - a) Receive a proposal from the Supervisory Board or an independent member of the Board of Directors;
 - b) Receive the request of the General Director or at least five (05) other managers;
 - c) Receive proposals from at least two (02) members of the Board of Directors;
 - d) Other cases deemed necessary for the benefit of the company;

The proposal for the meeting must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.

4. In case the Chairman of the Board of Directors fails to convene a meeting as proposed in Clause 3, he/she shall be responsible for the damages caused to the Company and the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
5. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting to the members of the Board of Directors. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided, enclosed with the documents used at the meeting and the members' votes. The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the Chairman of the Board of Directors or the convener of the meeting of the Board of Directors and ensure that the contact address of each member of the Board of Directors registered at the Company is reached.
6. Members of the Control Board and the General Director who are not members of the Board of Directors have the right to attend meetings of the Board of Directors and have the right to discuss but not vote.
7. Board meetings are conducted when three-quarters (3/4) of the total number of members attend. In case the first convened meeting does not have enough members

to attend the meeting as prescribed, it may be convened for the second time within seven (07) days from the date of the planned first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend the meeting.

8. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
 - a) Attend and vote directly at the meeting;
 - b) Authorize other persons to attend the meeting as prescribed in Clause 9 of this Article.
 - c) Attend and vote through online conference or other similar forms;
 - d) Sending votes to the meeting via mail, fax or email;
 - e) To send the ballot papers by other means decided by the Chairman of the Board of Directors or the person convening the meeting of the Board of Directors.

In case of sending the ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one hour before the opening. Ballots are only opened in the presence of all attendees.

The Resolution of the Board of Directors shall be approved if approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

9. Members must attend all meetings of the Board of Directors. Members may authorize others to attend the meeting if approved by a majority of the members of the Board of Directors
10. Meetings of the Board of Directors must be recorded and may be recorded, recorded and stored in other electronic forms. The minutes of the meeting must be full of contents in accordance with the provisions of the Law on Enterprises.
11. The minutes of the meeting shall be made in Vietnamese and may be made in a foreign language. Minutes made in Vietnamese and foreign languages are equally valid. In case of any discrepancy in contents, the contents of the Vietnamese minutes shall take effect. The chairperson and the person recording the minutes must be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

Article 39. Dismissal, dismissal and addition of members of the Board of Directors

1. Cases of dismissal/dismissal of members of the Board of Directors:

- a) Members of the Board of Directors no longer meet the criteria and conditions specified in Article 35 of this Charter;
 - b) Members of the Board of Directors do not participate in the activities of the Board of Directors for six (06) consecutive months, except for force majeure cases;
 - c) Having a written resignation letter sent to the head office of the Company and approved;
2. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismissal or dismissal of members of the Board of Directors.
 3. The Board of Directors must convene a meeting of the 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 shall be reduced by more than one-third (1/3) of the number specified in the Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third;
 - b) The number of independent members of the Board of Directors is reduced, not ensuring the ratio as prescribed;
 - c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or dismissed from office at the nearest meeting.

Article 40. Internal Audit and Risk Management of the Board of Directors

1. The Internal Audit Department performs its functions on the principles of independence, honesty, objectivity and confidentiality. The specific functions and tasks of the Internal Audit department are as follows:
 - a) Independently assess the conformity and compliance with legal policies, Charters, decisions of the General Meeting of Shareholders and the Board of Directors;
 - b) Examine, review and evaluate the adequacy, effectiveness and effectiveness of the internal control system under the Board of Directors in order to improve this system;
 - c) Assess the compliance of business operations with internal policies and procedures;
 - d) Advising on the establishment of internal policies and procedures;
 - e) Assessing compliance with legal regulations, controlling measures to ensure asset safety;

- f) Evaluate internal controls through financial information and through business processes;
- g) Evaluate the process of identifying, assessing and managing business risks;
- h) Evaluate the effectiveness of activities;
- i) Assess compliance with contractual commitments;
- j) Control the information technology system;
- k) Investigating violations within the Company;
- l) Perform internal audits of the Company and its subsidiaries;
- m) Other functions in accordance with current laws.

2. Functions and operating principles of the Risk Management Department:

- a) Stipulating policies and strategies for risk management; risk assessment standards; the overall level of risk of the Company and each division in the Company;
- b) Independently assess the conformity and compliance with the risk policies and procedures established in the Company;
- c) Examine, review and evaluate the adequacy, effectiveness and effectiveness of the risk management system under the Board of Directors in order to improve this system;
- d) Other functions in accordance with current laws.

3. Requirements for personnel of the Internal Audit Department:

- a) Not being a person who has been sanctioned at a fine level or more for violations in the field of securities, banking or insurance within the last five (05) years up to the year of appointment;
- b) The Head of the Internal Audit Department must be a person with professional qualifications in law, accounting and auditing; Having sufficient experience, prestige and competence to effectively perform the assigned tasks;
- c) Not being a person related to the heads of professional departments, professional performers, General Directors, Deputy General Directors, Directors of branches in the Company;
- d) Having a professional certificate on basic issues related to securities and securities market and a professional certificate in law on securities and securities market or a securities practice certificate;
- e) Do not concurrently hold other jobs in the Company.

4. Internal audit activities must ensure the following principles:

a) Independence: the internal audit department is independent of other departments of the company, including the executive board; internal audit activities independent of the company's executive and professional activities; Internal audit officials are not allowed to undertake jobs subject to internal audit, are not allowed to concurrently hold jobs in professional departments such as brokerage, proprietary trading, analysis, investment consulting, underwriting, risk management;

b) Objectivity: the internal audit department and employees of the internal audit department must ensure objectivity, fairness and non-prejudice in the performance of their tasks. The company must ensure that the internal audit does not suffer any interference when performing its duties properly;

Internal auditors must demonstrate objectivity in the process of collecting, evaluating and communicating information about activities or processes and systems that have been or are being audited. The internal auditor should make a fair assessment of all relevant issues and not be influenced by his or her own interests or by anyone else when making his or her comments and assessments;

c) Honesty: the internal auditor must perform his or her work honestly, prudently and responsibly; comply with the law and perform public work contents in accordance with the provisions of law and profession;

d) Security: employees of the internal audit department should respect the value and ownership of the information received, and must not disclose information without valid authorization unless they are obliged to disclose information in accordance with the law and internal regulations of the company.

5. The Board of Directors will establish a Risk Management Subcommittee or appoint a member in charge of implementing risk management activities to support the Board of Directors.

Article 41: Person in charge of corporate governance

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support the effective conduct of corporate governance activities. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, a maximum of five (05) years. The person in charge of corporate administration may concurrently serve as a secretary under the provisions of Clause 5, Article 156 of the Law on Enterprises

2. The person in charge of corporate governance must meet the following criteria:

a) Knowledge of the law;

b) Must not concurrently work for an approved auditing firm that is auditing the Company's financial statements;

- c) Other standards as prescribed by law and decisions of the Board of Directors.
- 3. The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to current labor laws. The Board of Directors may appoint an Assistant Person in charge of corporate governance from time to time.
- 4. The person in charge of corporate administration has the following rights and obligations:
 - a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
 - b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c) Advising on the procedures of meetings;
 - d) Attend meetings;
 - e) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
 - f) Provide financial information, copies of the minutes of the Board of Directors meeting and other information to members of the Board of Directors and members of the Control Board;
 - g) Supervise and report to the Board of Directors on the company's information disclosure activities.
 - h) Confidentiality of information in accordance with the provisions of law and the company's charter;
 - i) Other rights and obligations as prescribed by law and the Company's Charter.

III. Board of Directors

Article 42. Composition, obligations and powers of the Board of Directors

- 1. The composition of the Board of Directors of the Company includes: General Director, Deputy General Directors.
- 2. Members of the Board of Directors shall be hired, appointed or dismissed by the Board of Directors. The term of office of the General Director shall not exceed five (05) years and may be re-appointed for an unlimited number of terms. The term of office of other members of the Board of Directors shall not exceed 05 years and may be re-appointed for an unlimited number of terms.
- 3. The Board of Directors must establish and maintain a risk management

implementation system including processes, apparatus and personnel to ensure the prevention of risks that may affect the interests of the Company and customers; establish and maintain an internal control system including organizational structure, independent and full-time personnel, internal processes and regulations applicable to all positions, units, divisions and activities of the company in order to ensure the objectives as prescribed by law.

4. The Board of Directors must formulate working regulations for approval by the Board of Directors, and the working regulations must contain at least the following basic contents:
 - a) Specific responsibilities and tasks of members of the Board of General Directors;
 - b) Stipulating the order and procedures for organizing and participating in meetings;
 - c) Reporting responsibilities of the Board of Directors to the Board of Directors and the Control Board.
5. Duties and powers of the General Director

The General Director is the person who runs the day-to-day business of the Company, is under the supervision of the Board of Directors and is responsible to the Board of Directors and the law for the performance of assigned tasks. The duties and powers of the General Director are as follows:

- a) To decide on matters related to the day-to-day business of the Company without the need for a decision of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organizing the implementation of the Company's business plan and investment plan;
- d) Propose organizational structure plans, promulgate internal management regulations of the Company (including regulations, regulations, processes, etc.) except for internal regulations under the jurisdiction of the Board of Directors;
- e) Appoint, dismiss and dismiss managerial positions in the company, except for those under the competence of the Board of Directors; decide on salaries, remuneration, benefits and other terms of labor contracts for employees in the company, including managers under the appointing competence of the General Director;
- f) Signing contracts in the name of the Company, except for contracts under the jurisdiction of the Board of Directors;
- g) Submit annual financial settlement reports to the Board of Directors;
- h) Propose a plan to use profits or handle losses in business;
- i) Consult with the Board of Directors to decide on the number of employees, salaries,

- allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;
- j) Other rights and duties specified in the labor contract signed by the General Director with the Company under the decision of the Board of Directors;
- k) Other rights and duties in accordance with current law.
6. In the course of performing their duties, members of the Board of Directors have the following obligations and benefits:
- a) Obligations of members of the Board of General Directors:
- Perform the assigned rights and tasks in accordance with the provisions of the Law on Enterprises, the Law on Securities, relevant laws, the company's charter, decisions of the General Meeting of Shareholders and the Board of Directors;
 - Perform the assigned rights and tasks honestly and carefully to ensure the maximum legitimate interests of the Company and shareholders;
 - Be loyal to the interests of the Company and its shareholders; not to use the Company's information, know-how and business opportunities, abuse the Company's position, position and assets for self-interest or to serve the interests of other organizations and individuals;
 - Promptly, fully and accurately notify the Company of enterprises owned by members of the Board of Directors and their related persons or have contributed capital or dominant shares; this notice shall be posted at the head office and branches of the Company;
 - Members of the Board of Directors are not allowed to increase salaries and pay bonuses when the Company fails to fully pay due debts;
 - Other obligations as prescribed by law and the company's charter.
- b) Benefits of members of the Board of Directors:
- Members of the Board of Directors are entitled to receive remuneration, salaries and bonuses according to business results and efficiency. The salary of members of the Board of Directors shall be decided by the Board of Directors;
 - The remuneration and salaries of members of the Board of Directors shall be included in the Company's business expenses in accordance with law and must be expressed in separate items in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 43. Criteria and conditions for being a General Director

1. Having full civil act capacity, not subject to the prohibition of establishing and

managing enterprises under the provisions of the Law on Enterprises.

2. Having professional qualifications, practical experience in business administration, working experience in the fields of finance, securities and banking for at least two (02) years.
3. Having a financial analysis practice certificate or a fund management practice certificate.
4. Not sanctioned by the SSC in accordance with the law on securities and securities market within the last six (06) months.
5. It is not allowed to concurrently be a member of the Board of Directors or a member of the Board of members for another securities company; Do not work for other businesses at the same time.
6. Meet the conditions prescribed for the General Director of a securities company according to relevant regulations.
7. Other standards and conditions in accordance with current law.

Article 43a. Criteria and conditions for being a Deputy General Director

1. Having full civil act capacity, not subject to the prohibition of establishing and managing enterprises under the provisions of the Law on Enterprises.
2. Having professional qualifications, practical experience in business administration, working experience in the fields of finance, securities and banking for at least two (02) years.
3. Having a securities practice certificate suitable to the profession in charge.
4. Not sanctioned by the SSC in accordance with the law on securities and securities market within the last six (06) months.
5. It is not allowed to concurrently be a member of the Board of Directors or a member of the Board of members for another securities company; Do not work for other businesses at the same time.
6. Meet the conditions prescribed for Deputy General Directors of securities companies according to relevant regulations.
7. Other standards and conditions in accordance with current law.

Article 44. Dismissal and dismissal of the General Director and Deputy General Director

The General Director and Deputy General Director shall be dismissed or dismissed from office in the following cases:

1. No longer meet the criteria and conditions for being a General Director or Deputy

General Director as prescribed in Articles 43 and 43a of this Charter.

2. There is a resignation letter and it is approved.
3. According to the decision of the Board of Directors.
4. Failing to complete the assigned tasks and other cases in accordance with current law.

Article 45. Internal Control and Risk Management Department under the Board of Directors

1. The Internal Control Department is responsible for controlling compliance with the following contents:
 - a) Inspect and supervise the compliance with legal regulations, the company's charter, decisions of the General Meeting of Shareholders, decisions of the Board of Directors, regulations, professional processes, risk management processes of the company, relevant departments and securities practitioners in the company;
 - b) Supervise the implementation of internal regulations, activities with potential conflicts of interest within the company, especially for the company's own business activities and personal transactions of the company's employees; supervise the implementation of responsibilities of officers and employees in the company, enforce the responsibilities of partners for authorized activities.
 - c) Examining the content and supervising the implementation of the rules of professional ethics;
 - d) Supervise the calculation and compliance with financial prudential regulations;
 - e) Segregation of clients' assets;
 - f) Preservation and preservation of customers' assets;
 - g) Control the compliance with the provisions of the law on prevention and combat of money laundering;
 - h) Other contents according to the tasks assigned by the General Director.
2. Personnel requirements of the Internal Control Department:
 - a) The head of the internal control department must be a person with professional qualifications in law, accounting and auditing; Having sufficient experience, prestige and competence to effectively perform the assigned tasks;
 - b) Not being a person related to the heads of professional departments, professional performers, General Directors, Deputy General Directors Directors of branches in the company;
 - c) Having a securities practice certificate or a professional certificate on basic issues

related to securities and securities market and a professional certificate in law on securities and securities market;

- d) Not concurrently holding other jobs in the Company;
 - e) Other requirements in accordance with current laws.
3. Tasks of the risk management enforcement system:
- a) Determine the Company's enforcement policy and risk tolerance;
 - b) Identify the Company's risks;
 - c) Measure risk;
 - d) Monitoring, preventing, detecting and handling risks.

IV. Supervisory Board

Article 46. Number of members and term of office of the Supervisory Board

- 1. The Supervisory Board of the Company has 03 members.
- 2. The term of office of a member of the Control Board is not more than 05 years. Members of the Supervisory Board may be re-elected for an unlimited number of terms. The Supervisory Board must have more than half of its members permanently residing in Vietnam.
- 3. In case at the end of the term of office the Control Board has not yet been elected, the Control Board that has expired its term shall continue to exercise its rights and tasks until the new term of the Control Board is elected and receives the tasks.
- 4. Members of the Supervisory Board are elected by the General Meeting of Shareholders. The election of members of the Control Board must be carried out on the principle of voting by accumulating votes. Shareholders or groups of shareholders specified in Article 17 of this Charter have the right to nominate candidates to the Supervisory Board in accordance with the provisions of this Charter.
- 5. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:
 - a) Working in the accounting and finance department of the Company;
 - b) Being a member or employee of an independent auditing firm auditing the company's financial statements in the previous 03 consecutive years. The head of the Supervisory Board of the company must not be a member of the Supervisory Board or a manager of another securities company;
- 6. The Control Board must develop a control process and must be approved by the General Meeting of Shareholders or the Board of Members.

Article 47.- Tasks and powers of the Control Board

1. Tasks of the Supervisory Board:

- a) The Supervisory Board supervises the Board of Directors and the Board of Directors in the management and administration of the Company; take responsibility before law and the General Meeting of Shareholders for the performance of their tasks;
- b) To examine the reasonableness, legality, truthfulness and prudence in the management and administration of business activities, in the organization of accounting, statistics and preparation of financial statements;
- c) Appraisal of reports on business activities, annual and six-month financial statements of the Company, reports on evaluation of management of the Board of Directors; to submit the report on appraisal of financial statements, annual reports on business activities and reports on assessment of management of the Board of Directors to the General Meeting of Shareholders at the Annual Meeting;
- d) To review the Company's accounting books and other documents, the management and administration of the Company's operations whenever deemed necessary or under the decision of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders specified in Article 17 of this Charter;
- e) Upon request for inspection by shareholders or groups of shareholders specified in Article 17 of this Charter, the Supervisory Board must conduct the inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the end of the inspection, the Supervisory Board must issue an explanatory report on the issues requested for inspection to the Board of Directors and the shareholders or groups of shareholders who request it. The inspection of the Control Board specified in this Clause must not obstruct the normal operation of the Board of Directors and not cause interruption to the Company's business activities;
- f) Upon request for inspection by shareholders or groups of shareholders specified in Article 17, the Supervisory Board must reply in writing certifying that it has received the request for inspection and carry out lawsuit procedures at the request of shareholders within fifteen (15) days from the date of receipt of the request for inspection.
- g) To propose the Board of Directors or the General Meeting of Shareholders solutions to amend, supplement and restructure the management and administration of the Company's business;
- h) When detecting that a member of the Board of Directors or a member of the Board of Directors violates the law or the company's charter, leading to infringement of the rights and interests of the Company, shareholders or customers, or infringing upon

the obligations of the Company's manager, it must immediately notify in writing to the Board of Directors and request the person committing the violation to terminate the violations, and at the same time have solutions to overcome the consequences. If such violation is serious or the violating member refuses to terminate or adjust the violation on time as requested, the Control Board must propose the convening of a meeting of the General Meeting of Shareholders to propose further measures;

- i) In case a member of the Board of Directors or the Board of Directors of the Company violates the provisions of law, the Supervisory Board must directly report in writing to the SSC within seven (07) working days from the date of detection of the violation;
- j) In case the controller knows that the members of the Board of Directors or the Board of Directors violate the provisions of law, the principles of governance and the company's charter, thus infringing upon the rights and interests of the company but fail to notify and perform their responsibilities as prescribed, such controller shall be responsible for the questions related to their tasks;
- k) Other tasks as prescribed by the Law on Enterprises and decisions of the General Meeting of Shareholders;
- l) Other tasks as prescribed by current law.

2. Rights of the Supervisory Board:

- a) Use independent consultants to perform assigned tasks;
- b) Consultation with the Board of Directors: The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
- c) Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company
- d) Fully informed:
 - The notice of invitation to the meeting, the poll for members of the Board of Directors and enclosed documents must be sent to members of the Control Board at the same time and in the same manner as for members of the Board of Directors;
 - Resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors must be sent to the Controllers at the same time and in the same manner as for shareholders and members of the Board of Directors
 - The report of the General Director to the Board of Directors or other documents issued by the Company must be sent to members of the Supervisory Board at the same time and in the same manner as for members of the Board of Directors;
 - Members of the Supervisory Board have the right to access the Company's dossiers

and documents kept at the head office, branches and other locations; have the right to go to the places where the Company's managers and employees work to perform their duties;

- The Board of Directors, the General Director and other managers must provide adequate, accurate and timely information and documents on the management, administration and business activities of the Company at the request of the Supervisory Board.
- e) To receive remuneration and enjoy other benefits:
- Members of the Supervisory Board shall be paid remuneration according to their work and enjoy other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total remuneration and annual operating budget of the Supervisory Board based on the expected number of working days, the number and nature of the work and the average daily remuneration of members;
 - Members of the Control Board are entitled to pay for meals, accommodation, travel, and expenses for using independent consultancy services at a reasonable level. The total remuneration and expenses must not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;
 - The remuneration and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and relevant laws and must be made into a separate section in the Company's annual financial statements.
3. In the course of performing their duties, members of the Control Board must have the following obligations:
- a) Comply with the law, the company's charter, decisions of the General Meeting of Shareholders and professional ethics in the performance of assigned rights and tasks;
 - b) Perform the assigned rights and tasks honestly and carefully to ensure the maximum legitimate interests of the Company and shareholders;
 - c) Loyal to the interests of the Company and shareholders; not to use the Company's information, know-how and business opportunities, abuse the Company's position, position and assets for self-interest or to serve the interests of other organizations and individuals;
 - d) Other obligations in accordance with current law.
4. In case the Control Board breaches the obligations specified in Clause 3 of this Article, leading to damage to the Company or other persons, the members of the

Control Board shall be personally or jointly responsible for such damage. All other income and benefits that a member of the Supervisory Board directly or indirectly obtains as a result of a breach of his or her obligations are owned by the Company.

5. If detecting that a member of the Control Board violates its obligations while exercising its assigned rights and tasks, the Managing Board must notify in writing the Control Board, requesting the termination of the violation and take remedial measures.

Article 47. How the Supervisory Board operates and meets

1. The Control Board must promulgate regulations on the mode of operation and the order, procedures and methods of organizing meetings of the Control Board.
2. Each year, the Supervisory Board must hold at least 02 meetings.
3. The meeting of the Supervisory Board is conducted when there are at least 2/3 of the members of the Supervisory Board. The minutes of the meeting of the Supervisory Board are made in detail and clearly. The person recording the minutes and the members of the Control Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.
4. The controllers must elect one member to be the Head of the Board. The head of the Control Board has the following rights and tasks:
 - a. Convene meetings of the Supervisory Board and act as the Head of the Supervisory Board;
 - b. Request the right to request members of the Board of Directors, General Directors and representatives of auditing organizations to be approved to attend and answer issues that need to be clarified;
 - c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors to submit to the General Meeting of Shareholders.

Article 49. Criteria and conditions for being a member of the Supervisory Board

1. From 21 years of age or older, have full civil act capacity and are not prohibited from establishing and managing enterprises according to the provisions of the Law on Enterprises.
2. Not allowed to hold managerial positions in the Company. Not a relevant person of a member of the Board of Directors, the General Director and other managers.
3. Not being a spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister, sibling of a member of the Board of Directors, Director or General Director and other managers.

4. Be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the company's business activities.
5. The Head of the Supervisory Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the company's business activities, must not be concurrently a member of the Supervisory Board, managers of other securities companies.
6. Other conditions and standards as prescribed by current law.

Article 50. Dismissal and dismissal of members of the Supervisory Board

1. Members of the Control Board shall be dismissed from office in the following cases:
 - a) Failing to meet the criteria and conditions for being a member of the Control Board as prescribed in Article 49 of this Charter;
 - b) Failing to perform his/her rights and duties for six (06) consecutive months, except for force majeure cases;
 - c) Have a resignation letter and be approved;
 - d) Such member is prohibited by law from being a member of the Control Board;
 - e) The member has a mental disorder and other members of the Control Board have professional evidence proving that the measurer is no longer capable of behavior;
2. Members of the Control Board shall be dismissed in the following cases:
 - a) Members of the Control Board fail to complete their assigned tasks and tasks;
 - b) Repeatedly and seriously violating the obligations of members of the Control Board specified in the Charter and current laws;
 - c) According to the decision of the General Meeting of Shareholders;
 - d) Other cases as prescribed by current law.
3. In case the Supervisory Board seriously breaches its obligations and is likely to cause damage to the Company, the Board of Directors must convene a meeting of the General Meeting of Shareholders to consider and dismiss the incumbent Supervisory Board and elect a new Supervisory Board to replace it.

CHAPTER 4. RESPONSIBILITIES OF COMPANY MANAGERS, MEMBERS OF THE SUPERVISORY BOARD AND OTHER EXECUTIVES

Article 51. Honest responsibility and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are not allowed to disclose or use inside information,

are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they must not use the information obtained from their positions for personal self-interest or to serve the interests of other organizations or individuals.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director and management officers are obliged to notify the Chairman of the Board of Directors of all benefits that may conflict with the interests of the Company to which they may be entitled through economic legal entities, other transactions or individuals. The above-mentioned entities may only use such opportunities when the Board Members who have no relevant interests have decided not to pursue this issue.
3. Comply with the law, the company's charter, decisions of the Board of Directors, decisions of the General Meeting of Shareholders and professional ethics in the performance of assigned rights and tasks;
4. To perform the assigned rights and tasks in an honest, prudent and best manner in order to ensure the maximum legitimate interests of the company and its shareholders.
5. Members of the Board of Directors, General Directors and managers who violate their obligations to act honestly and fail to fulfill their obligations with care, diligence and professional capacity will be held responsible for the damages caused by their violations.
6. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are obliged to notify in writing to the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries and other companies under the control of more than 50% of the charter capital of the public company with such entities or with related persons of such subjects in accordance with law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
7. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the company's charter.
8. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives and individuals and organizations related to these subjects shall not be invalid in the following cases:

- a) For a transaction with a value of less than 35% or a transaction resulting in a transaction value arising within 12 months from the date of the first transaction with a value of less than 35% or more of the total asset value of the total asset value recorded in the latest financial statement, important contents of contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Control Board, General Directors and other executives that have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;
- b) For a transaction with a value equal to or greater than 35% or a transaction resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the latest financial statement, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, General Directors and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

Article 52. Contracts and transactions of the Company with related persons

- 1. Contracts and transactions between the company and the following entities must be approved by the General Meeting of Shareholders or the Board of Directors:
 - a. Shareholders and authorized representatives of shareholders owning more than 10% of the total ordinary shares of the company and their related persons;
 - b. Members of the Board of Directors, the General Director and their related persons;
 - c. Enterprises that are declared by members of the Board of Directors, Controllers, Directors or General Directors and other managers of the company must comply with the provisions of Clause 2, Article 164 of the Law on Enterprises.
- 2. The Board of Directors approves contracts and transactions with a value of less than 35% of the total value of the enterprise's assets stated in the latest financial statements. In this case, the representative of the company signing the contract must notify the members of the Board of Directors and the Controller of the relevant subjects for such contract or transaction; at the same time, enclosed with the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 20 days from the date of receipt of the notice; members with related interests do not have the right to vote.
- 3. The General Meeting of Shareholders approves contracts and transactions other than those specified in Clause 2 of this Article and approves contracts, loans, loans and sale of assets with a value greater than 10% of the total value of assets of the

enterprise stated in the latest financial statement between the company and shareholders owning from 51% of the total number of shares with voting rights or related persons of such shareholders. In this case, the representative of the company signing the contract must notify the Board of Directors and the Controller of the relevant subjects for such contract or transaction; at the same time, it is enclosed with a draft contract or notice of the main content of the transaction. The Board of Directors shall submit a draft contract or explain the main contents of the transaction at the General Meeting of Shareholders or collect shareholders' opinions in writing. In this case, shareholders with related interests do not have voting rights; the contract or transaction is approved when the number of shareholders representing 65% of the total number of votes remaining is in favor.

4. Contracts and transactions are invalidated and handled in accordance with law when signed or performed without approval as prescribed in Clauses 2 and 3 of this Article, causing damage to the company; the contract signatories, shareholders, members of the Board of Directors or the relevant General Director must jointly compensate for arising damages and refund to the company the profits earned from the performance of such contracts or transactions.

CHAPTER 5. COORDINATION OF ACTIVITIES AND THE RIGHT TO INVESTIGATE BOOKS

Article 53. Processes and procedures for coordination of activities between the Board of Directors, the Supervisory Board and the Board of Directors

The Board of Directors shall formulate processes and procedures for coordinating activities between the Board of Directors, the Control Board and the Board of General Directors, including the following main contents:

1. Procedures and order of convening, notification of meeting invitation, recording of minutes, notification of meeting results between the Board of Directors, the Control Board and the Board of General Directors.
2. Notify resolutions and decisions of the Board of Directors to the Board of Directors and the Control Board.
3. Cases in which the General Director and the majority of members of the Control Board propose to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors;
4. Report of the Board of Directors to the Board of Directors on the performance of assigned tasks and powers.
5. Review the implementation of resolutions and other issues of authorization of the Board of Directors to the Board of Directors.

6. Issues that the Board of Directors must report, provide information and how to notify to the Board of Directors and the Control Board.
7. Coordinate control, administration and supervision activities among members of the Board of Directors, members of the Control Board and members of the Board of Directors according to the specific tasks of the above-mentioned members.

Article 54. Right to investigate books and records

1. Shareholders or groups of shareholders mentioned in Article 17 of this Charter have the right to directly or through lawyers or authorized persons, send written requests for consideration, search, extract of minutes books, resolutions and decisions of the Board of Directors, and financial statements between the year and annually. reports of the Control Board, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
2. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and managers have the right to inspect the Company's register of shareholders, the list of shareholders and other books and records of the Company for purposes related to their positions provided that this information is kept confidential.
3. The Company shall have to keep this Charter and amendments to the Charter, Business Registration Certificates, statutes, documents proving property ownership, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, etc. annual financial statements, accounting books and any other papers as prescribed by law at the head office or another place provided that the shareholders and the business registration authority are notified of the place where these papers are stored.
4. This Charter is published on the Company's website.

CHAPTER 6. EMPLOYEES AND TRADE UNIONS

Article 55. Workers and trade unions

The General Director must make a plan for the Board of Directors to approve matters related to the recruitment of employees, layoffs, salaries, social insurance, benefits, rewards and discipline for managers and employees as well as the Company's relationships with trade unions recognized according to standards best management practices, practices and policies, practices and policies specified in the Charter, the Company's regulations and current legal regulations.

CHAPTER 7. FISCAL YEAR, ACCOUNTING SYSTEM, AUDIT, REPORTING AND INFORMATION DISCLOSURE

Article 56. Fiscal Year

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

Article 56a. Bank Account

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an overseas bank account in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks where the Company opens accounts.

Article 57. Accounting regime

1. The company uses the Vietnam Accounting System (VAS) or the accounting system approved by the Ministry of Finance, complying with the accounting regimes for securities companies issued by the Ministry of Finance and accompanying guiding documents. The company is subject to the inspection of the State agency on the implementation of the accounting and statistics regime.
2. The company must make accounting books in Vietnamese and archive accounting records and books according to the type of business activities of the company. Accounting records and books must be accurate, up-to-date, systematic and complete to be able to prove and explain the Company's transactions.
3. The company uses Vietnamese dong as the currency used in accounting. In case the company has economic operations arising mainly in a foreign currency, it may choose such foreign currency as the currency unit in its accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

Article 58. Audit

1. The Annual General Meeting of Shareholders appoints an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to decide to select one of these entities to conduct an audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The Company's annual financial statements must be certified by an independent auditing organization lawfully operating in Vietnam and approved by the State Securities Commission. In the same fiscal year, the company is not allowed to change the approved audit organization, unless the parent company changes the approved audit organization or the approved audit organization is suspended or canceled the audit approval status
3. The auditor who performs the audit of the Company will be allowed to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders to which shareholders are entitled to receive and to express their opinions at the general meeting on matters related to the audit of the Company's financial statements. Company.

Article 59. Reporting and information disclosure regime

1. The company must comply with the regime of periodic and irregular reporting to the State Securities Commission and the Stock Exchange in accordance with the law on securities and securities market, at the request of competent state agencies when necessary. The Company is responsible for the accuracy and truthfulness of the information and data reported.
2. The company implements the regime of information disclosure to the public in accordance with the law.

CHAPTER 8. DAUGHTER-IN-LAW

Article 60. Daughter-in-law

The Board of Directors shall decide to approve the official seal of the Company and the seal shall be engraved in accordance with the provisions of the Law

The Board of Directors and the General Director may use and manage the seal in accordance with the provisions of law

CHAPTER 9. PRINCIPLES OF PROFIT SHARING, LOSS HANDLING AND SETTING UP OF FUNDS

Article 61. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend payment level and the form of annual dividend payment from the retained profits of the Company.
2. The company does not pay interest on dividend payments or payments related to a class of stock.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of dividends in whole or in part by shares, and the Board of Directors is the body that implements this decision.
4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money in accordance with the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The dividend payment for stocks listed/registered for trading at the Stock Exchange can be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors adopts a resolution or decision to determine a specific date to close the list of shareholders. Pursuant to that date, persons who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other issues related to profit distribution shall comply with the provisions of law.
7. The company is only allowed to distribute profits to shareholders when the company is profitable, has fulfilled other financial obligations as prescribed by law; at the same time, it still ensures full payment of debts and other property obligations due after profit distribution.

Article 62. Handling losses in business

The previous year's loss will be processed in the following year when the Company makes a profit in the following year.

Article 63. Setting up funds as prescribed

1. Annually, based on business efficiency, actual operation and legal regulations, the Company may consider deducting from after-tax profits to set up the following funds:
 - a. The reserve fund shall supplement the charter capital by 5% of the net profit until it is equal to 10% of the charter capital;
 - b. Financial reserve fund and professional risk equal to 5% of net profit until equal to 10% of charter capital;
 - c. Reward and welfare fund;
 - d. Other funds as prescribed by law.

2. The management and use of funds shall comply with the provisions of law.

CHAPTER 10. REORGANIZATION OF THE COMPANY, TERMINATION OF OPERATIONS AND LIQUIDATION

Article 64. Company reorganization

1. The company has the right to reorganize the company according to the decision of the General Assembly.
2. The company shall divide, split, consolidate, merge or transform the form of company ownership after obtaining the written approval of the State Securities Commission.
3. The order and procedures for division, separation, consolidation, merger and transformation of the form of company ownership shall comply with the provisions of the Law on Enterprises and the Law on Securities.

Article 65. Termination

1. The company may be dissolved or terminated in the following cases:
 - a. At the end of the Company's operation term, including after the extension has been extended;
 - b. The Court declares the Company bankrupt in accordance with current law;
 - c. Dissolve ahead of time according to the decision of the General Meeting of Shareholders.
 - d. The company has its establishment and operation license revoked by the competent authority.
 - e. Other cases prescribed by law.
2. The dissolution of the Company ahead of time (including the extended term) shall be decided by the General Meeting of Shareholders. This dissolution decision must be approved in writing by the State Securities Commission.

Article 66. Liquidation

1. At least six months before the end of the Company's operation term or after a decision on dissolution of the Company is issued, the Board of Directors must establish a Liquidation Board to settle the company's assets at the time of dissolution. The liquidation board will prepare its operating regulations.
2. Members of the Liquidation Board consist of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. Members of the Liquidation Board can be selected from among the Company's employees or

independent specialists. All costs related to liquidation are prioritized by the Company to pay in advance of other debts of the Company.

3. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. From that time onwards, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
4. The proceeds from the liquidation will be paid in the following order:
 - a. Liquidation costs;
 - b. Salaries and insurance costs for employees;
 - c. Taxes and taxable payments payable by the Company to the State;
 - d. Loans (if any);
 - e. Other debts of the Company;
 - f. The remaining balance after payment of all debts from items (a) to (e) above shall be distributed to shareholders. Preferred shares will be prioritized for payment in advance.

Article 67. Bankruptcy

The bankruptcy of a company shall comply with the provisions of the law on bankruptcy for enterprises operating in the field of finance and banking

CHAPTER 11. INTERNAL DISPUTE RESOLUTION

Article 68. Internal dispute resolution

1. In case a dispute or complaint arises related to the Company's operations or to the rights of shareholders arising from the Charter or from any rights or obligations stipulated by the Law on Enterprises or other laws or administrative regulations, between:
 - a) Shareholders with the Company; or
 - b) Shareholders with the Board of Directors, the Supervisory Board, the CEO or senior managers.

The parties involved will try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 10 working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of

the Board of Directors, either party may request or appoint an independent expert to mediate the dispute resolution process

2. In the event that a conciliation decision is not reached within six weeks (or such other time as may be determined by the company) from the commencement of the conciliation process or if the decision of the mediator is not accepted by the parties, either party may refer the dispute to Economic Arbitration or the Economic Court.
3. The parties will bear their own costs related to the negotiation and mediation procedures. The costs of the Court shall be borne by the Court which party shall adjudicate.

Article 69. In case of stalemate between members of the Board of Directors and shareholders

Unless otherwise provided in this Charter, shareholders holding half of the outstanding shares with voting rights in the election of members of the Board of Directors shall have the right to file a complaint with the court requesting dissolution on one or more of the following grounds:

1. The members of the Board of Directors do not agree in managing the Company's affairs, leading to the situation of not achieving the required number of votes as prescribed for the Board of Directors to operate.
2. The shareholders are not unanimous, so they cannot reach the required number of votes as prescribed to elect members of the Board of Directors.
3. There are internal disagreements and two or more shareholder factions are divided, making the dissolution will be the most beneficial option for all shareholders.

CHAPTER 12. SUPPLEMENTATION, AMENDMENT OF CHARTER AND EFFECTIVE DATE

Article 70. Supplementing and amending the Charter

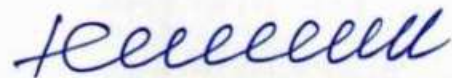
1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operation which have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and govern the Company's operation.

Article 71. Effective Date

1. This Charter consists of Chapter XII Chapter 71, which was unanimously approved by the General Meeting of Shareholders of Stanley Brothers Securities Incorporation on October ..., 2025 and jointly approved the full text of this Charter.

2. The Charter shall be made in 02 copies, of equal value and archived at the Company's Office as prescribed;
3. This Charter is sole and official of the Company.
4. Copies or extracts of the Company's Charter must be signed by the Company's Legal Representative or the Chairman of the Board of Directors or at least one-half of the total number of members of the Board of Directors to be valid.

LEGAL REPRESENTATIVE



General Director
Nguyen Quang Anh



CÔNG TY CP CHỨNG KHOÁN
STANLEY BROTHERS

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

Số: 14/2025/TTr-HĐQT

Hà Nội, ngày 11 tháng 5 năm 2025

TỜ TRÌNH

ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1- NĂM 2025

PROPOSAL

FIRST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS - 2025

V/v: Thông qua miễn nhiệm thành viên Hội đồng quản trị, Ban Kiểm soát, tăng số lượng thành viên HĐQT và bầu bổ sung thành viên Hội đồng quản trị, Ban Kiểm soát nhiệm kỳ 2024 – 2029
Approval of dismissal of members of the Board of Directors, Supervisory Board, increase in the number of members of the Board of Directors and election of additional members of the Board of Directors, Supervisory Board for the term 2024 - 2029

Kính gửi: Đại hội đồng cổ đông Công ty cổ phần Chứng khoán Stanley Brothers

To: General Meeting of Shareholders of Stanley Brothers Securities Joint Stock Company

- Căn cứ Luật doanh nghiệp số 59/2020/QH14 được Quốc hội nước Cộng hòa xã hội chủ nghĩa Việt Nam thông qua ngày 17/06/2020;
- Căn cứ Luật chứng khoán số 54/2019/QH14 được Quốc hội nước Cộng hòa xã hội chủ nghĩa Việt Nam thông qua ngày 26/11/2019 và các văn bản hướng dẫn thi hành;
- Căn cứ Điều lệ tổ chức và hoạt động của Công ty cổ phần Chứng khoán Stanley Brothers.
- Căn cứ Đơn từ nhiệm của Thành viên HĐQT, BKS nhiệm kỳ 2024-2029;
- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and implementing documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Joint Stock Company.
- Pursuant to the resignation letter of the member of the Board of Directors and Supervisory Board for the term 2024-2029;

Hội đồng quản trị Công ty kính trình Đại hội đồng cổ đông (ĐHĐCĐ) thông qua các nội dung sau/ The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders (GMS) for approval the following contents:

I. Thông qua việc miễn nhiệm thành viên Hội đồng Quản trị, Ban Kiểm soát nhiệm kỳ 2024-2029 đối với các Ông/ Bà sau đây:

1. Ông Luyện Quang Thắng – Thành viên HĐQT, Lý do từ nhiệm: vì lý do cá nhân
2. Ông Nguyễn Quang Anh – Thành viên HĐQT, Lý do từ nhiệm: vì lý do cá nhân



3. Ông Phạm Hoàng Hải – Thành viên HĐQT, Lý do từ nhiệm: vì lý do cá nhân
4. Ông Đỗ Đức Lộc – Thành viên BKS, Lý do từ nhiệm: vì lý do cá nhân
5. Bà Đinh Thị Lan Anh – Thành viên BKS, Lý do từ nhiệm: vì lý do cá nhân
6. Bà Lê Thị Giang – Thành viên BKS, Lý do từ nhiệm: vì lý do cá nhân.

I. Approving the dismissal of the members of the Board of Directors and the Supervisory Board for the 2024-2029 term for the following Mr./Ms.:

- 1. Mr. Luyen Quang Thang - Member of the Board of Directors, Reason for resignation: for personal reasons*
- 2. Mr. Nguyen Quang Anh - Member of the Board of Directors, Reason for resignation: for personal reasons*
- 3. Mr. Pham Hoang Hai - Member of the Board of Directors, Reason for resignation: for personal reasons*
- 4. Mr. Do Duc Loc - Member of the Supervisory Board, Reason for resignation: for personal reasons*
- 5. Ms. Dinh Thi Lan Anh - Member of the Supervisory Board, Reason for resignation: for personal reasons*
- 6. Ms. Le Thi Giang - Member of the Supervisory Board, Reason for resignation: for personal reasons.*

II. Thông qua việc tăng số lượng thành viên HĐQT, bầu bổ sung thành viên Hội đồng quản trị nhiệm kỳ 2024 – 2029 để thay thế các thành viên xin từ nhiệm nêu tại mục I với nội dung sau:

Approving the increase in the number of Board of Directors members, electing additional Board of Directors members for the 2024 - 2029 term to replace the resigned members mentioned in Section I with the following content:

1. Số lượng thành viên HĐQT tăng thêm: từ 03 lên 05 thành viên, trong đó có 01 thành viên HĐQT độc lập. Lý do: để nâng cao năng lực quản trị khi thay đổi quy mô của Công ty
 2. Số lượng bầu thành viên HĐQT: 05 thành viên, trong đó có 01 thành viên độc lập.
 3. Số lượng bầu thành viên BKS: 03 thành viên
 4. Nhiệm kỳ của thành viên HĐQT, BKS được bầu bổ sung: Thời gian còn lại của nhiệm kỳ 2024- 2029.
-
1. Number of BOD members increased: from 03 to 05 members, including 01 independent member. Reason: to improve management capacity when changing the scale of the Company
 2. Number of BOD members: 05 members, including 01 independent member.
 3. Number of Supervisory Board members: 03 members

4. Term of office of additional elected BOD members and Supervisory Board members:
Remaining term of office 2024-2029.

Việc bầu bổ sung thành viên HĐQT, BKS sẽ được thực hiện theo quy định của Pháp luật và Điều lệ công ty. Danh sách ứng viên để bầu bổ sung thành viên HĐQT, BKS sẽ được trình Đại hội đồng cổ đông xem xét và thông qua bằng Tờ trình riêng.

The election of additional members of the Board of Directors and the Supervisory Board will be carried out in accordance with the provisions of the Law and the Company's Charter. The list of candidates for election of additional members of the Board of Directors and the Supervisory Board will be submitted to the General Meeting of Shareholders for consideration and approval in a separate Proposal.

Nơi nhận:

- Như trên;
- HĐQT, BKS, Ban TGD;
- Lưu Công ty.

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HĐQT/CHAIRMAN



LUYỄN QUANG THẮNG





Số: 15./2025 /Ttr-HĐQT
Number : 15./2025/ Ttr-HĐQT

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
SOCIALIST REPUBLIC OF VIETNAM
Độc lập - Tự do - Hạnh phúc
Independence - Freedom - Happiness

Hà Nội, ngày 11 tháng 9 năm 2025
Hanoi, date 11 month 9 year 2025

DỰ THẢO
DRAFT

TỜ TRÌNH

(V/v: Phương án phát hành cổ phiếu riêng lẻ để tăng vốn điều lệ)

SUBMISSION

Re: Plan on Private Placement of Shares to Increase Charter Capital

Kính trình: ĐẠI HỘI ĐỒNG CỔ ĐÔNG CÔNG TY CP CHỨNG KHOÁN STANLEY BROTHERS

- Căn cứ Luật Doanh nghiệp số 59/2020/QH11 được Quốc hội nước Cộng hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 17/6/2020 và các văn bản ban hành, bổ sung, hướng dẫn thi hành;
Pursuant to the Law on Enterprises No. 59/2020/QH11 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents promulgated, supplemented and guiding its implementation
- Căn cứ Luật Chứng khoán số 54/2019/QH14 được Quốc hội nước Cộng hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 26/11/2019 và các văn bản ban hành, bổ sung, hướng dẫn thi hành;
- Căn cứ Điều lệ Công ty cổ phần Chứng khoán Stanley Brothers;
Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents promulgated, supplemented and guiding its implementation;
- Căn cứ Kế hoạch và định hướng phát triển của Công ty cổ phần Chứng khoán Stanley Brothers;
Pursuant to the Development Plan and Orientation of Stanley Brothers Securities Joint Stock Company

Hội đồng quản trị Công ty cổ phần Chứng khoán Stanley Brothers (SBSI) kính trình Đại hội đồng cổ đông xem xét, thông qua phương án phát hành cổ phiếu tăng vốn điều lệ của SBSI như sau:
The Board of Directors (BOD) of SBSI respectfully submits to the General Meeting of Shareholders for consideration and approval the plan for issuing shares to increase SBSI's charter capital as follows

I. SỰ CẦN THIẾT CỦA VIỆC TĂNG VỐN

Việc SBSI tăng vốn điều lệ là hết sức cần thiết, nhằm tạo sự vững mạnh, nâng cao năng lực hoạt động, năng lực tài chính, đồng thời nâng cao năng cạnh tranh của SBSI, cụ thể như sau:
Raising charter capital is essential to strengthen financial capacity, enhance operational strength, and improve competitiveness, specifically

- Nâng cao năng lực tài chính, tăng quy mô vốn cho hoạt động kinh doanh, cho vay giao dịch ký quỹ, đầu tư tài chính, bảo lãnh phát hành...
Improve financial capacity and expand capital for business activities, margin lending, financial investment, underwriting, etc.

- Cung cấp nhiều sản phẩm dịch vụ tài chính mới cho khách hàng, nhằm đáp ứng yêu cầu cạnh tranh trong bối cảnh hoạt động hiện nay của ngành tài chính, chứng khoán.
Provide more diversified financial products and services to customers, meeting market competition in the current financial–securities sector.
- Nâng cao năng lực cạnh tranh và sẵn sàng nguồn lực tài chính để thực thi kế hoạch kinh doanh của Công ty.
Strengthen competitiveness and prepare financial resources to execute the Company's business plan

II. PHƯƠNG ÁN PHÁT HÀNH CỔ PHIẾU RIÊNG LẺ ĐỂ TĂNG VỐN ĐIỀU LỆ

STT	Nội dung	Chi tiết
1	Tổ chức phát hành <i>Issuer</i>	Công ty Cổ phần Chứng khoán Stanley Brothers <i>Stanley Brothers Securities JSC</i>
2	Loại cổ phiếu <i>Type</i>	Cổ phiếu phổ thông <i>Ordinary shares</i>
3	Mệnh giá cổ phiếu <i>Par value</i>	10.000 đồng/cổ phiếu <i>VND 10,000/share</i>
4	Số lượng cổ phiếu đang lưu hành trước phát hành <i>Outstanding shares</i>	33.900.000 cổ phiếu <i>33.900.000 shares</i>
5	Số lượng cổ phiếu dự kiến phát hành <i>Maximum number of shares to be issued</i>	Tối đa 166.100.000 cổ phiếu <i>Maximum 166.100.000 shares</i>
6	Tổng giá trị cổ phiếu dự kiến phát hành (tính theo mệnh giá) <i>Total par value of shares to be issued</i>	Tối đa 1.661.000.000.000 VND <i>Maximum 1.661.000.000.000 VND</i>
7	Số lượng cổ phiếu dự kiến sau phát hành <i>Outstanding shares after issuance</i>	Tối đa 200.000.000 cổ phiếu <i>Maximum 200.100.000 shares</i>
8	Mục đích chào bán <i>Purpose</i>	Bổ sung nguồn lực cho các hoạt động kinh doanh, cụ thể: <ul style="list-style-type: none"> • Đầu tư hệ thống công nghệ thông tin • Bổ sung nguồn vốn cho hoạt động cho vay ký quỹ (margin), hoạt động tự doanh và bảo lãnh phát hành chứng khoán <i>To supplement resources for business activities</i> <ul style="list-style-type: none"> • <i>Investing in information technology systems</i> • <i>Providing additional capital for margin lending, proprietary trading and securities underwriting</i>
9	Phương thức chào bán <i>Method</i>	Chào bán cổ phiếu riêng lẻ cho nhà đầu tư chứng khoán chuyên nghiệp <i>Direct offering to professional securities investors</i>
10	Đối tượng chào bán: <i>Target</i>	Nhà đầu tư chứng khoán chuyên nghiệp theo quy định pháp luật hiện hành. ĐHCĐ ủy quyền cho HĐQT lựa chọn nhà đầu tư phù hợp các tiêu chí dưới đây <i>Professional stock investors as per law. The General Meeting of Shareholders authorizes the Board of Directors to select investors that meet criteria set below:</i>
11	Nguyên tắc xác định giá chào bán <i>Offering price</i>	Giá thỏa thuận, không thấp hơn mệnh giá và không thấp hơn giá trị sổ sách cổ phiếu VUA theo Báo cáo tài chính được kiểm

		<p>toán/soát xét tại thời điểm gần nhất trước ngày HĐQT thông qua Nghị quyết triển khai phương án phát hành <i>Negotiated, not lower than par value and not lower than book value per audited/reviewed financial statements prior to BOD's resolution on issuance</i></p> <p>Đại hội đồng cổ đông ủy quyền cho HĐQT đàm phán với các nhà đầu tư chuyên nghiệp và quyết định giá chào bán cho các nhà đầu tư chứng khoán chuyên nghiệp tại từng thời điểm, đảm bảo tuân thủ các quy định của pháp luật và quy định pháp luật hiện hành của SBSI <i>Meeting of Shareholders authorizes the Board of Directors to negotiate with professional investors and determine the offering price for professional securities investors from time to time, ensuring compliance with the provisions of law and SBSI's current regulations</i></p>
12	<p>Tiêu chí lựa chọn nhà đầu tư <i>Criteria for selecting investors</i></p>	<p>Nhà đầu tư chứng khoán chuyên nghiệp, có năng lực tài chính, có thể hợp tác/hỗ trợ hoạt động kinh doanh của SBSI <i>Professional securities investors with financial capacity, able to cooperate/support SBSI's business activities</i></p>
13	<p>Điều kiện chuyển nhượng của cổ phiếu chào bán riêng lẻ <i>Transfer restriction</i></p>	<p>Cổ phiếu chào bán riêng lẻ cho nhà đầu tư chứng khoán chuyên nghiệp bị hạn chế chuyển nhượng trong thời gian tối thiểu 01 năm kể từ ngày hoàn thành đợt chào bán, trừ trường hợp chuyển nhượng theo bản án, quyết định của Tòa án đã có hiệu lực pháp luật, quyết định của Trọng tài hoặc thừa kế theo quy định của pháp luật. <i>Shares from the private placement shall be subject to a minimum 1-year lock-up (except for court/arbitral decisions or inheritance as per law)</i></p>
14	<p>Phương án xử lý số cổ phiếu không chào bán hết <i>Unsubscribed shares remedies</i></p>	<p>Đối với số lượng cổ phiếu không được mua hết, Đại hội đồng cổ đông ủy quyền cho HĐQT hủy phần còn lại hoặc lựa chọn một hoặc một số nhà đầu tư khác đủ điều kiện theo tiêu chí lựa chọn nhà đầu tư để chào bán phần cổ phiếu còn lại. <i>BOD is authorized to cancel or re-offer to other investors</i></p>
15	<p>Biện pháp đảm bảo tuân thủ quy định về sở hữu nước ngoài <i>Compliance with foreign ownership limits</i></p>	<p>ĐHCD ủy quyền cho HĐQT kiểm tra và rà soát tỷ lệ sở hữu nước ngoài của SBSI và quyết định phương án chào bán đảm bảo việc phát hành cổ phiếu đáp ứng quy định pháp luật về sở hữu nước ngoài. <i>BOD ensures compliance with foreign ownership limits as per law</i></p>
16	<p>Thời gian phát hành dự kiến <i>Expected completion</i></p>	<p>Trong năm 2025 và 2026, thời gian cụ thể ĐHCĐ ủy quyền cho HĐQT quyết định sau khi UBCKNN chấp thuận hồ sơ đăng ký chào bán cổ phiếu riêng lẻ của Công ty. <i>During 2025 and 2026 (after SSC approval)</i></p>
17	<p>Lưu ký và niêm yết bổ sung <i>Depository & listing</i></p>	<p>Cổ phiếu phát hành riêng lẻ được đăng ký lưu ký bổ sung tại Tổng Công ty Lưu ký và Bù trừ chứng khoán Việt Nam và đăng ký giao dịch bổ sung tại Sở GDCK Hà Nội sau khi hoàn tất đợt chào bán cổ phiếu riêng lẻ theo quy định pháp luật. <i>Shares will be additionally registered with the Vietnam Securities Depository and listed on the Stock Exchange as prescribed</i></p>
18	<p>Thay đổi điều lệ <i>Company Charter Amendment</i></p>	<p>Thông qua tăng vốn điều lệ và ủy quyền HĐQT thực hiện sửa đổi nội dung Vốn Điều lệ trong Điều lệ của Công ty theo kết quả thực tế phát hành phù hợp quy định pháp luật. <i>Company Charter will be amended to reflect new charter capital after issuance</i></p>

19	Cam kết về việc không vi phạm quy định sở hữu chéo <i>Commitment to not violate cross-ownership regulations</i>	Việc chào bán cổ phiếu riêng lẻ của Công ty cho các nhà đầu tư chứng khoán chuyên nghiệp theo danh sách dự kiến đảm bảo không dẫn đến vi phạm về quy định sở hữu chéo theo quy định tại Điều 195 Luật Doanh nghiệp 2020 và Điều 12 Nghị định 47/2020/NĐ-CP <i>The Company's private offering of shares to professional securities investors according to the expected list ensures that it does not lead to violations of cross-ownership regulations as prescribed in Article 195 of the 2020 Enterprise Law and Article 12 of Decree 47/2020/ND-CP.</i>
20	Thay đổi giấy phép thành lập và hoạt động; giấy chứng nhận đăng ký doanh nghiệp <i>Business licenses amendment</i>	Thông qua việc thay đổi giấy phép thành lập và hoạt động và Giấy chứng nhận đăng ký doanh nghiệp với mức vốn điều lệ mới theo kết quả thực tế phát hành phù hợp quy định pháp luật. Ủy quyền HĐQT thực hiện việc sửa đổi Giấy chứng nhận đăng ký doanh nghiệp theo quy định <i>Business license will be amended to reflect new charter capital after issuance.</i>

III. Phương án sử dụng tiền thu được từ đợt phát hành

1. Phương án sử dụng tiền thu được từ đợt phát hành:

Số tiền thu được từ việc phát hành dự kiến tối đa là **1.661.000.000.000 VND** sẽ được sử dụng để bổ sung nguồn lực tài chính nhằm tăng quy mô hoạt động kinh doanh, đầu tư hệ thống công nghệ thông tin, cho vay giao dịch ký quỹ, hoạt động tự doanh và bảo lãnh phát hành theo tỷ lệ do Hội đồng quản trị quyết định

The proceeds from the issuance, expected to be VND 1,661 billion, will be used to supplement financial resources to increase the scale of business operations, margin lending, financial investment and underwriting. The allocation for each activity shall be decided by the BOD

2. Trường hợp số tiền thu được từ đợt chào bán thấp hơn số tiền dự kiến thu được

Trong trường hợp số lượng cổ phiếu riêng lẻ phát hành không được chào bán hết và số vốn huy động từ đợt chào bán không đạt đủ như dự kiến ở trên, Đại hội đồng cổ đông ủy quyền cho HĐQT quyết định điều chỉnh việc phân bổ số tiền thu được từ đợt chào bán theo các mục đích sử dụng vốn đã được nêu và số tiền phân bổ thực tế không được vượt quá giá trị mà ĐHCĐ đã phê duyệt cho từng mục đích, đảm bảo phù hợp quy định của pháp luật và bảo đảm lợi ích của cổ đông, đảm bảo phù hợp định hướng quản trị, đảm bảo hiệu quả hoạt động và an toàn tài chính của Công ty.

The General Meeting of Shareholders authorizes the Board of Directors to decide on the adjustment of the allocation of proceeds from the offering according to the stated capital use purposes, ensuring compliance with legal regulations and ensuring the interests of shareholders, ensuring compliance with governance orientation, ensuring operational efficiency and financial safety of the Company

IV. THÔNG QUA VIỆC ỦY QUYỀN CHO HỘI ĐỒNG QUẢN TRỊ THỰC HIỆN

Đại hội đồng cổ đông ủy quyền và giao nhiệm vụ cho HĐQT thực hiện đầy đủ những công việc sau:

The General Meeting of Shareholders authorizes and assigns the Board of Directors to fully perform the following tasks

1. Quyết định, thông qua các vấn đề chi tiết để thực hiện phương án phát hành đã được Đại hội đồng cổ đông phê duyệt nêu trên và/hoặc sửa đổi một (một số) nội dung của phương án phát hành đảm bảo phù hợp quy định của pháp luật và Điều lệ Công ty khi cần thiết để đảm bảo đợt phát hành được thành công;

Decide and approve detailed matters for implementing the share issuance plan approved by the General Meeting of Shareholders, and/or amend one or several contents of the issuance plan as necessary to ensure the success of the issuance, in compliance with legal regulations and the Company's Charter

2. Lựa chọn thời điểm chào bán thích hợp để thực hiện chào bán cổ phiếu sau khi Ủy ban Chứng khoán Nhà nước có thông báo bằng văn bản về việc nhận được thông báo chào bán cổ phiếu riêng lẻ của tổ chức phát hành, đảm bảo phù hợp quy định của pháp luật, quy định của SBSI;

Select an appropriate time to offer shares after receiving written notification from the State Securities Commission regarding its receipt of the Company's private placement notice, ensuring compliance with laws and SBSI's regulations

3. Quyết định việc sửa đổi, bổ sung, điều chỉnh Phương án phát hành riêng lẻ để tăng vốn điều lệ đã được ĐHCĐ thông qua; xây dựng, chỉnh sửa và giải trình tất cả các hồ sơ, thủ tục liên quan đến đợt phát hành theo yêu cầu của cơ quan quản lý (nếu có), nhằm triển khai Phương án đạt hiệu quả cao nhất, phù hợp với thực tiễn hoạt động kinh doanh, các quy định pháp luật liên quan, điều lệ và quyền lợi cổ đông Công ty; thực hiện các giao dịch với bên liên quan trong trường hợp nhà đầu tư được lựa chọn là bên liên quan với công ty;

Decide on amending, supplementing and adjusting the Private Issue Plan to increase charter capital approved by the General Meeting of Shareholders; develop, edit and explain all documents and procedures related to the issuance as required by the management agency (if any), in order to implement the Plan with the highest efficiency, in accordance with business practices, relevant legal regulations, the charter and shareholders' rights of the Company; carry out transactions with related parties in case the selected investor is a related party of the Company

4. Quyết định phương án xử lý cổ phiếu lẻ, cổ phiếu không bán hết, cho nhà đầu tư chứng khoán chuyên nghiệp, phương án phân phối và các vấn đề có liên quan khác phù hợp với quy định của pháp luật và Phương án phát hành đã được Đại hội đồng cổ đông thông qua;

Decide on the handling of odd shares and unsold shares, determine the selling price of privately placed shares to professional securities investors, the distribution plan, and other related issues in accordance with legal provisions and the issuance plan approved by the General Meeting of Shareholders

5. Kiểm tra và Xác định tư cách nhà đầu tư chứng khoán chuyên nghiệp theo các hồ sơ quy định tại Nghị định 155/2020/NĐ-CP; Chủ động tìm kiếm, đàm phán và bổ sung/thay đổi danh sách nhà đầu tư chứng khoán chuyên nghiệp tham gia mua cổ phiếu phát hành riêng lẻ; quyết định tỷ lệ mua, số lượng mua và các điều kiện, điều khoản khác liên quan đến việc chào bán cổ phiếu riêng lẻ, đảm bảo tuân thủ pháp luật và quy định của Công ty;

Select, review, and identify professional securities investors and determine the timing for seeking and selecting professional investors to participate in the private placement; decide the purchase ratio, quantity, and other conditions and terms relating to the offering, ensuring compliance with laws and the Company's regulations

6. Phong tỏa tài khoản Ngân hàng trong quá trình nhà đầu tư nộp tiền mua cổ phần phát hành. Thực hiện xác nhận kết quả nộp tiền và lập Báo cáo kết quả phát hành, nộp Ủy ban Chứng khoán Nhà nước trong thời hạn quy định. Việc sử dụng tiền thu được từ đợt phát hành tại tài khoản phong tỏa phải đảm bảo tuân thủ quy định pháp luật

7. Thực hiện các thủ tục pháp lý liên quan đến phát hành, đăng ký chứng khoán, đăng ký lưu ký chứng khoán tại VSD, đăng ký giao dịch bổ sung tại Sở Giao dịch Chứng khoán Hà Nội và các thủ tục pháp lý có liên quan khác theo yêu cầu của cơ quan quản lý nhà nước;

Carry out legal procedures relating to the issuance, securities registration, depository registration with VSD, additional listing on the Stock Exchange, and other related legal procedures



8. Quyết định việc sửa đổi, bổ sung và/hoặc ban hành mới Điều lệ Công ty để phản ánh vốn điều lệ mới tăng thêm từ kết quả chào bán trên thực tế và ban hành Điều lệ bổ sung vốn điều lệ mới;
Decide on the amendment, supplementation, and/or promulgation of a new Company Charter to reflect the increased charter capital resulting from the actual offering and issue the amended Charter reflecting the new capital
9. Quyết định, thông qua việc triển khai các công việc và thủ tục pháp lý cần thiết để điều chỉnh/thay đổi Giấy phép thành lập và hoạt động, Giấy chứng nhận đăng ký doanh nghiệp theo vốn điều lệ mới sau khi kết thúc đợt phát hành;
Decide and approve the implementation of necessary tasks and legal procedures to adjust/modify the Establishment and Operation License and the Enterprise Registration Certificate according to the new charter capital after completing the issuance
10. Quyết định phương án sử dụng chi tiết số tiền thu được từ đợt chào bán cổ phiếu riêng lẻ cho nhà đầu tư chứng khoán chuyên nghiệp căn cứ vào số vốn huy động thực tế. Đại hội đồng cổ đông ủy quyền HĐQT quyết định điều chỉnh phân bổ số vốn từ đợt chào bán phù hợp với nhu cầu sử dụng vốn của Công ty và phương án phát hành được ĐHĐCĐ thông qua đồng thời đảm bảo phù hợp với quy định của pháp luật.
Decide on the detailed plan for using the proceeds from the private placement to professional securities investors based on the actual selling price. The General Meeting of Shareholders authorizes the Board of Directors to adjust the capital utilization plan from the offering to meet the Company's capital needs, in accordance with the plan approved by the General Meeting of Shareholders and legal requirements
11. Trong quá trình thực hiện các nội dung nêu trên, HĐQT có quyền: (i) Quyết định, giải quyết công việc phát sinh trong phạm vi quyền hạn và ủy quyền của ĐHĐCĐ; (ii) thực hiện và/hoặc chỉ đạo, phân công, giao nhiệm vụ cho các Phòng/Ban, cá nhân tại SBSI; Thực hiện các công việc có liên quan bao gồm: Hoạch định, hoàn thiện hồ sơ và các văn bản, tài liệu có liên quan; Thực hiện công việc và thủ tục cần thiết để triển khai nhiệm vụ được giao và ủy quyền, phù hợp quy định pháp luật.
During the implementation of the above matters, the Board of Directors is authorized to: (i) decide and resolve all issues within the scope of its delegation and authority; (ii) perform and/or direct, assign, and delegate tasks to units and individuals within SBSI; carry out related work including planning, preparing dossiers and related documents; perform all necessary work and procedures to implement the assigned and authorized tasks in accordance with the law

HĐQT SBSI kính trình Đại hội đồng cổ đông xem xét thông qua.

The Board of Directors of SBSI respectfully submits this for consideration and approval by the General Meeting of Shareholders!

Nơi nhận: / Recipient:

- ĐHĐCĐ; / General Meeting of Shareholders
- Lưu VP HĐQT. / BOD Archive

**T/M HỘI ĐỒNG QUẢN TRỊ
/ ON BEHALF OF THE BOD
CHỦ TỊCH / CHAIRMAN**

LUYỆN QUANG THẮNG



**CÔNG TY CP CHỨNG KHOÁN
STANLEY BROTHERS**

Số 02/2025/NQ-ĐHĐCĐ

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

Hà Nội, ngày 14 tháng 10 năm 2025

**NGHỊ QUYẾT
ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1- NĂM 2025
CÔNG TY CỔ PHẦN CHỨNG KHOÁN STANLEY BROTHERS
RESOLUTION**

**1ST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS - 2025
STANLEY BROTHERS SECURITIES JOINT STOCK COMPANY**

- Căn cứ Luật doanh nghiệp số 59/2022/QH14 được Quốc hội nước Cộng hòa xã hội chủ nghĩa Việt Nam thông qua ngày 17/06/2022; được sửa đổi, bổ sung năm 2025
- Căn cứ Luật chứng khoán số 54/2019/QH14 được Quốc hội nước Cộng hòa xã hội chủ nghĩa Việt Nam thông qua ngày 26/11/2019 và các văn bản hướng dẫn thi hành;
- Căn cứ Điều lệ tổ chức hoạt động của Công ty cổ phần Chứng khoán Stanley Brothers;
- Căn cứ Biên bản họp Đại hội đồng cổ đông bất thường lần 1-2025 số 02/2025/BBH-ĐHĐCĐ ngày 14/10/2025.
- Pursuant to the Enterprise Law No. 59/2022/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2022; amended and supplemented in 2025
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents guiding its implementation;
- Pursuant to the Charter of the organization and operation of Stanley Brothers Securities Joint Stock Company;
- Pursuant to the Minutes of the 1st Extraordinary General Meeting of Shareholders in 2025 No. 02/2025/BBH-ĐHĐCĐ dated October 14, 2025.

QUYẾT NGHỊ/ RESOLUTION

Điều 1: Đại hội đồng cổ đông bất thường lần I năm 2025 thông qua các Tờ trình, cụ thể dưới đây/The first extraordinary general meeting of shareholders in 2025 approved the following Proposals:

1. Thông qua sửa đổi, bổ sung Điều lệ Công ty (nội dung chi tiết theo Tờ trình số:ngày.....đính kèm)/ 1. Approved the amendment and supplementation of the Company Charter (detailed content according to Proposal No.:dated.....attached).

2. Thông qua việc miễn nhiệm các thành viên Hội đồng Quản trị, Ban Kiểm soát, tăng số lượng thành viên HĐQT, bầu bổ sung thành viên HĐQT, BKS (nội dung chi tiết theo Tờ trình số:ngày.....đính kèm)/ Approved the dismissal of members of the Board of Directors and Supervisory Board, increased the number of members of the Board of Directors, elected additional members of the Board of Directors and Supervisory Board (detailed contents according to Document No.:dated.....attached).
3. Thông qua phương án chào bán cổ phần riêng lẻ để tăng vốn điều lệ (nội dung chi tiết theo Tờ trình số:ngày.....đính kèm)/ Approved the plan to offer individual shares to increase charter capital (detailed content according to Proposal No.:dated.....attached).
4. Thông qua chủ trương phê duyệt chấp thuận hợp đồng, giao dịch giữa Công ty và Người có liên quan (nội dung chi tiết theo Tờ trình số:ngày.....đính kèm Approval of the policy to approve contracts and transactions between the Company and Related Persons (detailed content according to the attached Submission No.:dated.....

Điều 2: Điều khoản thi hành/ Terms of Implementation

1. Nghị quyết này đã được Đại hội đồng cổ đông thông qua toàn văn tại cuộc họp thường niên 2025 và có hiệu lực từ ngày 14/10/2025/ This Resolution was approved in full by the General Meeting of Shareholders at the 2025 annual meeting and takes effect from October 14, 2025.
2. Hội đồng quản trị, Ban Tổng giám đốc và các phòng/ban liên quan chịu trách nhiệm thi hành Nghị quyết này theo đúng các quy định của Pháp luật và Điều lệ Công ty/ The Board of Directors, the General Director and relevant departments/offices are responsible for implementing this Resolution in accordance with the provisions of the Law and the Company's Charter.

Nơi nhận:

- Các cổ đông;
- Thành viên HĐQT, BKS, BTGD;
- UBCKNN, SGDCK;
- Lưu Công ty.

TM. ĐẠI HỘI ĐỒNG CỔ ĐÔNG
CHỦ TỌA/CHAIRMAN

Luyện Quang Thắng



CÔNG TY CP CHỨNG KHOÁN
STANLEY BROTHERS
CÔNG TY
CỔ PHẦN CHỨNG KHOÁN
STANLEY BROTHERS
SECURITIES INCORPORATION

Số: 15/2025/TTr-HĐQT
No. 15/2025/TTr-HĐQT

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

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hà Nội, ngày 18 tháng 9 năm 2025
Hanoi, 18/9/2025

DỰ THẢO
DRAFT

TỜ TRÌNH
ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG LẦN 1- NĂM 2025
REPORT

THE 1ST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS - 2025

V/v: Thông qua giao dịch giữa Công ty với người có liên quan/ Approval of transactions between the Company and related individuals


Kính gửi: Đại hội Cổ đông Công ty cổ phần Chứng khoán Stanley Brothers

To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation

- Căn cứ Luật doanh nghiệp số 59/2020/QH14 được Quốc hội nước Cộng hòa xã hội chủ nghĩa Việt Nam thông qua ngày 17/06/2020; sửa đổi, bổ sung năm 2025/ Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Căn cứ Luật chứng khoán số 54/2019/QH14 được Quốc hội nước Cộng hòa xã hội chủ nghĩa Việt Nam thông qua ngày 26/11/2019 và các văn bản hướng dẫn thi hành/ Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Căn cứ Điều lệ tổ chức và hoạt động của Công ty cổ phần Chứng khoán Stanley Brothers/ Pursuant to the Charter of organization and operation of Stanley Brothers Securities Incorporation.

Hội đồng quản trị kính trình Đại hội đồng cổ đông thông qua giao dịch giữa Công ty với người có liên quan như sau / The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the transaction between the Company and related individuals as follows:

Để tạo thuận lợi cho quá trình kinh doanh, kính trình Đại hội đồng cổ đông thông qua việc ký, thực hiện hợp đồng, giao dịch giữa Công ty với các doanh nghiệp, cổ đông lớn và người có liên quan trong năm 2025 phát sinh liên quan đến tất cả các lĩnh vực hoạt động của Công ty, bao gồm cả việc tăng vốn thông qua phát hành cổ phiếu riêng lẻ; đầu tư giấy tờ có giá; tư vấn phát hành trái phiếu v.v.... ĐHĐCĐ thường niên giao Hội đồng quản trị triển khai thực hiện, công bố thông tin và các công việc cần thiết khác có liên quan theo quy định. Hội đồng quản trị có trách nhiệm báo cáo kết quả thực hiện các hợp đồng, giao dịch nêu trên tại ĐHĐCĐ thường niên năm 2026./ In order to facilitate the business process, we respectfully submit to the General Assembly for approval the signing, implementation of contracts and transactions between the Company and enterprises, major shareholders and related persons in 2025 arising related to all fields of operation of the Company. including capital raises through the issuance of individual shares; investing in valuable papers; bond issuance consulting, etc. The Annual General Meeting of Shareholders assigns the Board of Directors to implement, disclose information and other necessary relevant tasks as prescribed. The Board of Directors is responsible for reporting the results of the implementation of the above contracts and transactions at the Annual General Meeting of Shareholders in 2026.

Kính trình Đại hội đồng cổ đông xem xét, thông qua/ *Respectfully submitted to the General Meeting of Shareholders for consideration and approval!* 

Nơi nhận:

- Như trên/ *Aforementioned* ;
- HĐQT, BKS, Ban TGD/ *BoD, BoS, BoM*;
- Lưu Công ty/ *Kept Company*.

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HĐQT
ON BEHALF OF BOARD OF
DIRECTORS
CHAIRMAN OF THE BOARD**

LUYỆN QUANG THẮNG

