

**CÔNG TY CỔ PHẦN  
CHỨNG KHOÁN APG  
APG SECURITIES JOINT  
STOCK COMPANY**

— o0o —

Số : 2204-01/2025/CV-APG

No: 2204-01/2025/CV-APG

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

## Độc lập – Tự do – Hạnh phúc

**THE SOCIALIST REPUBLIC OF VIETNAM**

*Independence – Freedom – Happiness*

—o0o—

Hà Nội, ngày 22 tháng 04 năm 2025

Hanoi, April 22, 2025

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

**Kính gửi/To:** - Ủy ban Chứng khoán Nhà nước;

*The State Securities Commission*

- Sở Giao dịch Chứng khoán Việt Nam;

## Vietnam Stock Exchange

- Sở Giao dịch Chứng khoán TP HCM;

Hochiminh Stock Exchange

- Sở Giao dịch Chứng khoán Hà Nội.

Hanoi Stock Exchange

**CÔNG TY  
CỔ PHẦN  
CHỨNG  
KHOẢN APG**

## 1. Tổ chức công bố thông tin/*Information Organization Disclosure*

- Tên công ty: Công ty Cổ phần Chứng khoán APG

Name of company: APG Securities Joint Stock Company

- Mã chứng khoán: APG

Securities code: APG

- Địa chỉ trụ sở chính: Tầng 5 Tòa nhà Grand Building, Số 30-32 Hòa Mã, Phường Phạm Đình Hổ, Quận Hai Bà Trưng, Hà Nội

Address of the head office: The 5<sup>th</sup> Floor, Grand Building, No. 30-32 Hoa Ma, Pham Dinh Ho Ward, Hai Ba Trung District, Hanoi

- Điện thoại/Telephone: 024.39410277 Fax: 024.39410323

**2. Loại thông tin công bố/Type of information disclosure:**

☐ 24 giờ      ☐ 72 giờ      ☐ bất thường      ☐ theo yêu cầu      ☒ định kỳ  
24 hours      72 hours      extraordinary      upon request      periodic

**3. Nội dung thông tin công bố/Contents of disclosure:**



Ngày 21/04/2025, Công ty Cổ phần Chứng khoán APG nhận được văn bản kiến nghị của nhóm cổ đông về việc sửa đổi, bổ sung nội dung Chương trình họp Đại hội đồng cổ đông thường niên năm 2025, do đó Hội đồng quản trị họp thông qua Nghị quyết số 1002/2025/NQ-HĐQT về việc tiếp nhận kiến nghị của nhóm cổ đông sửa đổi, bổ sung nội dung Chương trình họp ĐHĐCĐ thường niên năm 2025.

Cụ thể các tài liệu ĐHĐCĐ thường niên năm 2025 sửa đổi, bổ sung bao gồm:

STT	Tên tài liệu
1.	Chương trình họp Đại hội đồng cổ đông thường niên năm 2025
2.	Quy chế tổ chức và hoạt động Đại hội đồng cổ đông thường niên năm 2025
3.	Thông báo đề cử, ứng cử và bầu cử bổ sung TV HĐQT cho thời gian còn lại của nhiệm kỳ 2022 - 2026
4.	Quy chế đề cử, ứng cử và bầu cử bổ sung TV HĐQT cho thời gian còn lại của nhiệm kỳ 2022 - 2026
5.	Mẫu Thẻ biểu quyết
6.	Mẫu Phiếu biểu quyết
7.	Mẫu Phiếu bầu cử
8.	Báo cáo số 01/2025/BC-HĐQT về hoạt động của HĐQT và thành viên độc lập HĐQT năm 2024 (Cập nhật kế hoạch kinh doanh năm 2025)
9.	Báo cáo số 02/2025/BC-TGD của Tổng Giám đốc về kết quả hoạt động kinh doanh năm 2024, kế hoạch kinh doanh năm 2025 (Cập nhật kế hoạch kinh doanh năm 2025 theo kế hoạch của Hội đồng quản trị)
10.	Tờ trình 05/2025/TTr-ĐHĐCĐ/APG về việc thông qua phương án không phân phối lợi nhuận năm 2024 và kế hoạch phân phối lợi nhuận dự kiến trong năm 2025
11.	Tờ trình số 11/2025/TTr-ĐHĐCĐ/APG về việc sửa đổi, bổ sung Điều lệ Công ty, Quy chế nội bộ về quản trị công ty và Quy chế hoạt động của HĐQT
12.	Tờ trình số 12/2025/TTr-ĐHĐCĐ/APG về việc thông qua phương án chào bán cổ phiếu riêng lẻ cho NĐT chứng khoán chuyên nghiệp
13.	Tờ trình số 13/2025/TTr-ĐHĐCĐ/APG về việc thông qua chủ trương chào bán trái phiếu riêng lẻ



STT	Tên tài liệu
14.	Tờ trình số 14/2025/TTr-ĐHĐCĐ/APG về việc miễn nhiệm thành viên HĐQT và bầu bổ sung thành viên HĐQT cho thời gian còn lại của nhiệm kỳ 2022 – 2026
15.	Dự thảo Nghị quyết ĐHĐCĐTN năm 2025

Hiện tại ngày 22/04/2025, Công ty Cổ phần Chứng khoán APG công bố thông tin trên website **Tài liệu Đại hội đồng cổ đông thường niên năm 2025 (sửa đổi, bổ sung)** theo đường dẫn sau: <http://www.apsi.vn/shareholder>.

On April 22, 2025, APG Securities Joint Stock Company received a written proposal from a group of shareholders regarding the amendment and supplementation of the agenda for the 2025 Annual General Meeting of Shareholders. Concurrently, based on the actual circumstances of the Company, the Board of Directors convened a meeting and adopted Resolution No. 1002/2025/NQ-HĐQT approving the shareholders' proposal to amend and supplement the agenda for the 2025 Annual General Meeting of Shareholders.

Specifically, the amended and supplemented materials for the 2025 Annual General Meeting of Shareholders include:

No	Document Title
1.	Meeting Agenda of the 2025 Annual General Meeting of Shareholders
2.	Regulations on the Organization and Operation of the 2025 Annual General Meeting of Shareholders
3.	Notice on Nomination, Candidacy, and Election of Additional Members to the Board of Directors for the Remaining Term of 2022–2026
4.	Regulations on Nomination, Candidacy, and Election of Additional Members to the Board of Directors for the Remaining Term of 2022–2026
5.	Template for Voting Ballot
6.	Template for Voting Ballot
7.	Template for Election Ballot
8.	Report No. 01/2025/BC-HĐQT on the Activities of the Board of Directors and Independent Members of the Board of Directors in 2024 (Updated 2025 Business Plan)

No	Document Title
9.	Report No. 02/2025/BC-TGD of the General Director on the Business Results in 2024, the Business Plan for 2025 (Updated 2025 Business Plan according to the Board of Directors' Plan)
10.	Proposal No. 05/2025/TTr-DHĐCĐ/APG on the Approval of the 2024 Profit Non-Distribution Plan and the Tentative Profit Distribution Plan for 202
11.	Proposal No. 11/2025/TTr-DHĐCĐ/APG on the Amendment and Supplementation of the Company Charter, Internal Corporate Governance Regulations, and BOD Operational Regulations
12.	Proposal No. 12/2025/TTr-DHĐCĐ/APG on the Approval of the Private Placement of Shares to Professional Securities Investors
13.	Proposal No. 13/2025/TTr-DHĐCĐ/APG on the Approval of the Private Placement of Bonds
14.	Proposal No. 14/2025/TTr-DHĐCĐ/APG on the Dismissal and Additional Election of BOD Members for the Remaining Term of 2022–2026
15.	Draft Resolution of the 2025 Annual General Meeting of Shareholders

As of April 22, 2025, APG Securities Joint Stock Company has published the **Materials for the 2025 Annual General Meeting of Shareholders (amend and supplement)** on its website at the following link: <http://www.apsi.vn/shareholder>

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

**Nơi nhận/Recipients:**

- Như trên/As above;
- Lưu: VP/File VP.

**CÔNG TY CỔ PHẦN CHỨNG KHOÁN APG**  
**APG SECURITIES JOINT STOCK COMPANY**

**Người được ủy quyền công bố thông tin**

**Persons authorized to disclose information**

   
**Nguyễn Thanh Nghị**



*Ho Chi Minh City, April 21, 2025*

## RESOLUTION OF THE BOARD OF DIRECTORS

## APG SECURITIES JOINT STOCK COMPANY

*Regarding: Receipt and Supplementation of Proposals from a Group of Shareholders to Amend and Supplement the Agenda of the 2025 Annual General Meeting of Shareholders*

Pursuant to:

- The Enterprise Law No. 59/2020/QH14 and guiding documents;
- The Securities Law No. 54/2019/QH14 and guiding documents;
- The Charter on organization and operation of APG Securities Joint Stock Company;
- The Power of Attorney from the Chairman of the Board of Directors - Mr. Nguyen Ho Hung to the Vice Chairman of the Board of Directors - Mr. Huynh Minh Tuan No. 0204/2025/UQ/CT.HĐQT-APG dated April 02, 2025;
- The proposal document from a group of shareholders regarding the "Amendment and Supplementation of the Agenda of the 2025 Annual General Meeting of Shareholders" dated April 20, 2025;
- The Minutes of the Board of Directors Meeting No. 1002 dated April 21, 2025.,

**RESOLVES**

**Article 1:** To accept and supplement the proposed contents of the group of shareholders into the agenda of the 2025 Annual General Meeting of Shareholders (“AGM”) as follows:

- a. To amend the contents of certain documents of the 2025 Annual General Meeting of Shareholders:
- Report No. 01/2025/BC-HĐQT on the activities of the Board of Directors in 2024 and the operational plan for 2025;
  - Submission No. 05/2025/TTr-ĐHĐCĐ/APG on the plan for non-distribution of profits in 2024 and the profit distribution plan for 2025;

**CÔNG TY  
CƠ PHÂN  
CHỨNG  
CHẾ BIẾN**

- Submission No. 11/2025/TTr-ĐHĐCĐ/APG on the amendment and supplementation of the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors.
- b. To supplement the following contents to be submitted to the 2025 Annual General Meeting of Shareholders:
  - Dismissal and election of additional members of the Board of Directors for the remainder of the 2022-2026 term;
  - Approval of the plan for private placement of shares to professional securities investors;
  - Approval of the policy on private placement of bonds.

**Article 2:** To assign Mr. Huynh Minh Tuan – Vice Chairman of the Board of Directors and the Organizing Committee of the 2025 Annual General Meeting of Shareholders to implement the amendment and supplementation of the agenda and documents of the 2025 Annual General Meeting of Shareholders according to the proposals of the group of shareholders, and at the same time to carry out information disclosure procedures in strict compliance with current legal regulations.

**Article 3:** This Resolution shall take effect from the date of signing. The Board of Directors, Mr. Huynh Minh Tuan – Vice Chairman of the Board of Directors, relevant individuals, and departments are responsible for implementing this Resolution.

**Recipients:**

- As per Article 3;
- Members of the Board of Directors, Audit Committee;
- Archive.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**VICE CHAIRMAN**



**Huynh Minh Tuan**



**APG SECURITIES JOINT STOCK COMPANY**

5th Floor, Grand Building, 32 Hoa Ma Street, Hai Ba Trung District, Hanoi.

Telephone: (84-24) 3941 027

Fax: (84-24) 3941 0323

Enterprise Code: 0102525951

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

**CÔNG TY  
CỔ PHẦN  
CHỨNG  
KHOÁN APG**

Digitally signed by CÔNG TY CỔ PHẦN CHỨNG KHOÁN APG  
DN: C. VN, O. CÔNG TY CỔ PHẦN CHỨNG KHOÁN APG, CN. CÔNG TY CỔ PHẦN CHỨNG KHOÁN APG  
C=VN, E=info@apsi.vn, OU=CÔNG TY CỔ PHẦN CHỨNG KHOÁN APG, OU=CÔNG TY CỔ PHẦN CHỨNG KHOÁN APG  
Date: 2024.07.12 10:44:47+07  
Firm: 10.1.1

## MEETING AGENDA

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

TIME	CONTENTS
08:00 – 08:30	<ul style="list-style-type: none"> <li>- Welcoming guests and delegates.</li> <li>- Checking shareholder credentials, registering attending shareholders, distributing documents.</li> </ul>
08:30 – 08:45	<ul style="list-style-type: none"> <li>- Reporting on the results of shareholder credential verification.</li> <li>- Opening of the General Meeting, announcing the reasons for holding the Meeting and introducing attending delegates.</li> </ul>
08:45 – 09:00	<ul style="list-style-type: none"> <li>- Approving the Presidium, the Secretariat, and the Vote Counting Committee.</li> <li>- Approving the Meeting Agenda, the Working Regulations at GMS.</li> </ul>
09:00 – 10:00	<p>Submitting the following matters to the General Meeting of Shareholders:</p> <ol style="list-style-type: none"> <li>1. Report on the activities of the BOD and independent members of the BOD in 2024;</li> <li>2. Report of the General Director on the business performance in 2024 and the business plan for 2025;</li> <li>3. Report on the activities of the Audit Committee in 2024 and operational orientations for 2025;</li> <li>4. Submission for approval of the Audited Financial Statements and Financial Safety Ratio Report for 2024;</li> <li>5. Submission for approval of the plan for non-distribution of profit in 2024 and the expected profit distribution plan for 2025;</li> <li>6. Submission for approval of the remuneration payment plan for the BOD in 2024 and the estimated remuneration for the BOD in 2025;</li> <li>7. Submission for approval of the authorization for the BOD to select the auditing firm for 2025;</li> <li>8. Submission regarding the cancellation of the share issuance plans approved by the Annual General Meeting of Shareholders 2024;</li> <li>9. Submission regarding the change in the capital utilization plan from the 2024 private placement to increase charter capital to VND 2,236,219,420,000;</li> <li>10. Submission regarding the change of the head office address;</li> <li>11. Submission regarding the amendment and supplementation of the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the BOD;</li> <li>12. Submission regarding the approval of the private placement plan to Professional Securities Investors;</li> <li>13. Submission regarding the approval of the policy on private bond offering;</li> <li>14. Submission regarding the dismissal of BOD members and the election of additional BOD members for the remaining term of 2022 – 2026;</li> <li>15. Other matters within the competence of the General Meeting of Shareholders (if any).</li> </ol>

**Ghi chú:** Cổ đông tự chi trả các chi phí ăn ở, đi lại và các chi phí cá nhân khác để tham dự ĐHĐCĐ

**APG SECURITIES JOINT STOCK COMPANY**

5th Floor, Grand Building, 32 Hoa Ma Street, Hai Ba Trung District, Hanoi.

Telephone: (84-24) 3941 027

Fax: (84-24) 3941 0323

Enterprise Code: 0102525951

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

TIME	CONTENTS
10:00 – 10:15	Introduction of candidates for the Board of Directors
10:15 – 10:30	Discussion, voting, and election
10:30 – 10:45	Break Vote Counting Committee working
10:45 – 11:00	Vote Counting Committee reports the voting results on the contents/issues and the election.
11:00 – 11:15	Adoption of the Meeting Minutes and the Resolution of the Annual General Meeting of Shareholders 2025.
11:15 – 11:30	Closing of the General Meeting.

**Ghi chú:** Cổ đông tự chi trả các chi phí ăn ở, đi lại và các chi phí cá nhân khác để tham dự ĐHĐCĐ



**NOTICE**

***Re: Nomination, Candidacy, and Additional Election of Member(s) of the  
Board of Directors for the Remaining Term of Office (2022 – 2026)***

**To: Shareholders of APG Securities Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Organization and Operation of APG Securities Joint Stock Company;
- Pursuant to the Internal Corporate Governance Regulations of APG Securities JSC,

The Annual General Meeting of Shareholders ("AGM") 2024 approved the structure and number of members of the Board of Directors ("BOD") for the 2022 – 2026 term, comprising 07 members, including 02 independent BOD members.

Based on APG's strategic development objectives for the 2025 – 2026 period and with the aim of enhancing corporate governance in line with international best practices, the BOD intends to submit a proposal to the AGM 2025 for the adjustment of the number and composition of the BOD and the election of additional BOD member(s) for the 2022 – 2026 term. The specific number of additional BOD members to be elected is as follows:

- The number of additional BOD members to be elected for the remainder of the 2022 – 2026 term is **01 (one) member** (due to the resignation of 02 members). Following the additional election, the total number of BOD members will be **06 (six) members**.

The BOD structure must ensure that at least one-third (1/3) of the total BOD members are non-executive members. The Company seeks to minimize the number of BOD members concurrently holding executive positions in order to ensure the independence of the BOD.

In order to facilitate the additional election of a BOD member for the remainder of the 2022 – 2026 term, the BOD respectfully informs the Shareholders of the process for nominating or standing as a candidate for election at the AGM 2025, as follows:

**1. Right to Nominate and Stand as a Candidate for BOD Membership**

- Shareholders who satisfy the criteria to nominate or stand as a candidate for BOD membership as stipulated in the Charter of APG Securities JSC are entitled to nominate themselves or others prior to the AGM.
- A shareholder or a group of shareholders holding at least 5% of the total ordinary shares has the right to nominate candidates to the BOD.
- Shareholders holding voting shares have the right to pool their voting rights to nominate candidates for the BOD.

In case the number of candidates nominated and/or standing for election remains insufficient, the incumbent BOD may nominate additional candidates. The mechanism for such nominations must be clearly disclosed and approved by the AGM before proceeding in accordance with legal regulations (any candidate nominated by the incumbent BOD must fully meet the criteria set out in Section 2 of this Notice).

**2. Criteria for Nomination and Candidacy for BOD Membership *((Details are provided in Appendix 01 attached to this Notice)).***

**3. Required Forms for BOD Nomination and Candidacy *(Details are provided in Appendix 02 attached to this Notice).***

This Notice requests that nomination and candidacy dossiers be submitted in accordance with the templates in Appendix 02 attached to this Notice, either directly to the Company or via postal mail, by **5:00 PM on April 24, 2025**, to the following address:

- **AGM 2025 Organizing Committee – APG Securities Joint Stock Company**
- **Address: 5th Floor, Grand Building, No. 32 Hoa Ma Street, Pham Dinh Ho Ward, Hai Ba Trung District, Hanoi.**
- **Tel: (024) 3941 027 – Fax: (024) 3941 0323 – Email: info@apsi.vn**

In accordance with the Company's Charter and prevailing laws, only the dossiers of candidates who fully meet the requirements and criteria for nomination/candidacy for BOD membership will be included in the official list of candidates to be presented at the AGM for voting.



Shareholders and individuals nominated or standing for election to the BOD shall be held accountable before the law and the AGM for the accuracy and truthfulness of the information provided in their nomination or candidacy dossiers.

**Sincerely./.**

**Recipients:**

- As addressed above;
- Office filing.

**APG SECURITIES JOINT STOCK COMPANY  
ON BEHALF OF THE BOARD OF DIRECTORS**

**VICE CHAIRMAN**  
  
**Huỳnh Minh Tuan**







## APPENDIX 01

### CRITERIA AND RIGHTS FOR NOMINATION AND CANDIDACY OF BOARD OF DIRECTORS MEMBERS FOR SUPPLEMENTARY ELECTION FOR THE REMAINING TERM 2022 - 2026

(Attached to Notice No. 2104-01/2025/TB-APG dated 21/04/2025)

#### 1. Criteria for Board of Directors (BOD) Members

BOD members must meet the criteria and conditions stipulated in the Company's Charter and Article 155 of the Law on Enterprises 2020. Specifically:

- Possess full civil act capacity, not falling under the categories ineligible for business management as prescribed by the Law on Enterprises;
- Possess professional qualifications and experience in business management or experience in the fields of securities, finance, and banking;
- Not be the General Director, member of the Board of Directors, or member of the Members' Council of another securities company; not concurrently serve as a member of the Board of Directors of more than five (05) other companies;
- Not have previously been a member of the Board of Directors or legal representative of a company that went bankrupt or was banned from operation due to serious legal violations;
- BOD members must not be spouses, biological parents, adoptive parents, biological children, adoptive children, siblings, brothers-in-law, or sisters-in-law of the General Director and other managers of the Company.

#### ***BOD members should possess the following qualities and capabilities:***

- Receive the trust of shareholders (reflected in shareholder voting support), other BOD members, managers, and employees of the Company;
- Have the ability to balance the interests of all stakeholders and make reasonable decisions;
- Possess the necessary professional experience and educational qualifications to effectively manage the Company's operations;
- Have international business experience, local knowledge, and understanding of the market, products, and competitors;
- Have the ability to translate knowledge and experience into practical solutions;
- Other conditions and criteria as prescribed by current laws.

#### 2. Dossier for Nomination and Candidacy of Board of Directors Members

The dossier for nomination and candidacy of BOD members includes:

- Nomination and Candidacy Form for BOD Members (Form No. 01);
- Group Nomination Meeting Minutes (Form No. 02);
- Candidate Curriculum Vitae for BOD Members (Form No. 03).
- Notarized copies of the following documents: Identity Card/Citizen Identification Card, professional and educational qualifications certificates (if any).



## APPENDIX 02

### FORMS FOR NOMINATION AND CANDIDACY DOSSIERS

(Attached to Notice No. 2104-01/2025/TB-APG dated 21/04/2025)

#### **FORM NO. 01**

#### **NOMINATION/CANDIDACY FORM**

**Board of Directors Member for the Remaining Term (2022 – 2026)**

**To : Organizing Committee of the 2025 Annual General Meeting of Shareholders  
APG Securities Joint Stock Company**

**Shareholder:** .....

ID Card/Business Registration/Passport Number: .....

Date of Issue..... Place of Issue .....

Legal Representative if the shareholder is an organization (\*).....

(\*ID Card/Business Registration/Passport Number:.....

Date of Issue..... Place of Issue .....

Address: .....

Number of Shares:.....

(In words: .....

Corresponding to the total par value: ..... VND

After reviewing the conditions and criteria for candidacy and nomination as a member of the Board of Directors under the Law on Enterprises, the Company's Charter, and the Regulations and Elections at the 2025 Annual General Meeting of Shareholders.

I propose:

**1. Self-Nomination as a member of the Board of Directors** ☐

- Educational Level:..... Major:.....

- Other Information:.....

**2. Shareholder Nomination of another person as a member of the Board of Directors** ☐

- Full Name of Nominee: .....

- Date of Birth: .....

- ID Card/Citizen ID/Passport Number:.....Date of Issue.....

Place of Issue:.....



- Address: .....
- Educational Level:..... Major:.....
- Other Information: .....

(Shareholders nominating another person or self-nominating should mark ✓ in the corresponding box. Nomination/candidacy forms should be sent to APG Securities Joint Stock Company along with the legally valid candidate dossier as prescribed).

**Attached Documents:**

- Legally valid copy of ID Card/Citizen ID/Passport;
- Legally valid copies of relevant diplomas;
- Candidate's Curriculum Vitae as per the form.

....., day ... month ... year 2025

**Shareholder**

(Signature and full name,  
seal if the shareholder is an organization)

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Please confirm your candidacy/nomination to the following address:

- **Organizing Committee of the 2025 Annual General Meeting of Shareholders - APG Securities Joint Stock Company**
- **Address: 5th Floor, Grand Building, 30-32 Hoa Ma Street, Pham Dinh Ho Ward, Hai Ba Trung District, Hanoi.**
- **Telephone: 024-3941.0277 - Fax: 024-3941.0323**

Deadline: **no later than 17:00, on 24/04/2025.**

## **FROM NO.02**

THE SOCIALIST REPUBLIC OF VIETNAM  
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### **AUTHORIZATION DOCUMENT ESTABLISHING A SHAREHOLDER GROUP**

**To : Organizing Committee of the 2025 Annual General Meeting of Shareholders  
APG Securities Joint Stock Company**

Today, ..... month ....., 2025, we, the shareholders of APG Securities Joint Stock Company, whose names are listed in the attached shareholder group list, collectively hold ..... shares (In words: .....), corresponding to a total par value of ..... VND, representing .....% of the voting shares of APG Securities Joint Stock Company as of the shareholder list closing date of March 27, 2025, prepared by Vietnam Securities Depository and Clearing Corporation, and whose names are listed in the attached shareholder group list.

After reviewing the conditions and criteria for nominating and standing for election as additional members of the Board of Directors ("BOD") in accordance with current Enterprise Law, the Company's Charter, and the Regulations on the supplementary election of BOD members for the remaining term of 2022 - 2026 at the 2025 Annual General Meeting of Shareholders, we collectively agree to nominate candidates to participate in the APG Securities Joint Stock Company BOD for supplementary election as follows:

- Full Name of Nominee: .....
- Date of Birth: .....
- ID Card/Passport Number:.....Date of Issue.....  
Place of Issue:.....
- Address: .....
- Educational Level:..... Major:.....
- Other Information: .....

#### **We also unanimously appoint:**

Mr./Ms.: .....

ID Card/Passport Number: ..... Date of Issue .....Place of Issue: .....

Permanent Address: .....

Currently holding: ..... shares

(In words: ..... )

Corresponding to a total par value of: ..... VND.



To represent the group in carrying out the nomination procedures in accordance with the regulations on participating in the nomination and election of members of the Board of Directors of APG Securities Joint Stock Company during the 2025 Annual General Meeting of Shareholders.

....., day ... month ... year 2025

**Shareholder representative**

*(signature and full name)*

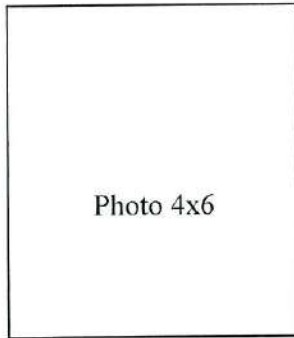
**SHAREHOLDER GROUP LIST**  
**APG SECURITIES JOINT STOCK COMPANY**

(Attached to the authorization document for the establishment of a shareholder group to participate in the supplementary election of Board of Directors members for the remaining term of 2022 – 2026 at the 2025 Annual General Meeting of Shareholders)

No.	Individual's Full Name/Organization Name	ID Card/Passport/ Business Registration No.	Date of Issue	Number of Shares Held	Ownership percentage (%)	Signature (Full name and seal if the shareholder is an organization)
1						
2						
3						
4						
5						
6						
7						
8						
....						
Total number of shares held						.....



## **FORM NO.03**



### **CURRICULUM VITAE**

CANDIDATE PARTICIPATING

IN THE SUPPLEMENTARY ELECTION OF BOARD OF DIRECTORS  
MEMBERS OF APG SECURITIES JOINT STOCK COMPANY FOR  
THE REMAINING TERM 2022-2026

1. Full Name: .....
2. Gender:      Male/Female
3. ID Card/Citizen ID: ..... Date of Issue..... Place of Issue.....
4. Date of Birth: .....
5. Place of Birth: .....
6. Nationality: .....
7. Ethnicity: ..... Hometown:.....
8. Permanent Address: .....
9. Contact Phone Number:.....
10. Educational Level:.....
11. Professional Qualifications:
  - .....
  - .....
  - .....
12. Work Experience: (summary of workplace, position, profession)
  - .....
  - .....
  - .....
13. Names of Companies where the candidate currently holds other positions:  
.....  
.....
14. Current Position at the Company:.....
15. Number of Shares Held:..... shares
16. Total Number of Shares of the Nominating Shareholder Group  
:..... shares

I hereby certify that the above statements are completely true, and I am responsible before the law for the accuracy of the information provided in this Curriculum Vitae./.

**Confirmation from Workplace/**

**Local Authority**

....., day.....month.....year 2025

**Declarant**



**ORGANIZATIONAL REGULATIONS**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**APG SECURITIES JOINT STOCK COMPANY**

**PART I. GENERAL PROVISIONS**

**Article 1. Scope of Application**

These Regulations shall apply to the organization of the Annual General Meeting of Shareholders 2025 of APG Securities Joint Stock Company (hereinafter referred to as the "Company" or "APG").

**Article 2. These Regulations specifically stipulate the rights and obligations of shareholders/authorized shareholder representatives attending the General Meeting, and the conditions and procedures for conducting the General Meeting.**

**Article 3. Shareholders/Authorized shareholder representatives attending the General Meeting are responsible for complying with the provisions of these Regulations, the Company's Charter, and current legal regulations.**

**Article 4. Conditions for Attendance**

Shareholders whose names are on the shareholder list as of the record date for the list of shareholders attending the Annual General Meeting of Shareholders 2025 may attend the General Meeting directly or authorize another person to attend the General Meeting.

**PART II. RIGHTS AND OBLIGATIONS UPON ATTENDING THE GENERAL MEETING**

**Article 5. Rights and Obligations of Shareholders and Authorized Shareholder Representatives upon Attending the General Meeting**

1. Ordinary shareholders have the right to attend, discuss, and vote on all matters within the authority of the General Meeting of Shareholders ("GMS"); each ordinary share corresponds to one vote.

2. Shareholders entitled to attend the GMS may attend directly or authorize their representatives to attend. In case more than one authorized representative is appointed, the specific number of shares represented by each representative must

be specified, and the power of attorney must clearly state the contents as stipulated in Clause 2, Article 19 of the APG Charter.

The power of attorney (Proxy Form) can be downloaded from the Company's website or prepared in accordance with civil law regulations. In case a shareholder does not use the Company's standard power of attorney form, the power of attorney prepared by the shareholder must clearly state the name of the authorizing shareholder and the ID card/Citizen Identification Card/Passport number for individual shareholders or the tax identification number/establishment license number for organizational shareholders; the name of the authorized individual or organization and the ID card/Citizen Identification Card/Passport number for the authorized individual or the representative of the authorized organization; the number of authorized shares, the content of the authorization, the scope of the authorization, the term of the authorization, the signature of the authorizing party and the authorized party, and ensure compliance with legal regulations.

3. Upon arrival, Shareholders/Authorized Representatives shall bring the following documents for the Company to carry out legal procedures, specifically: For cases presenting the original of personal identification or level 2 electronic identification: one of the following documents: National Identity Card/Citizen Identification Card/Passport/Level 02 Electronic Identification Account login/Other lawful personal identification documents as prescribed by law), the Power of Attorney and the Re-delegation Document (if the Representative is a person receiving re-delegation from the initially authorized person), and a copy of the legal documents of the Authorizing Party and/or the Meeting Invitation officially issued by the Company.

4. Shareholders/Authorized Representatives shall only be officially entitled to attend and vote at the meeting after completing the registration procedures and proving their shareholder status and/or valid authorized representative status in accordance with these Regulations, the Charter of APG, and legal regulations.

5. In the event that a shareholder has authorized another person or cancelled a prior authorization without notifying the Company in writing of the cancellation of the power of attorney, the shareholder's previously authorized person shall still be entitled to attend the General Meeting of Shareholders and receive the Voting Card, Ballot Paper, and Election Ballot at the Meeting if their authorized person has completed the procedures for receiving the Voting Card, Ballot Paper, and Election Ballot.

6. The Organizing Committee of the General Meeting of Shareholders will publicly announce the Meeting agenda. The opinions of shareholders or their authorized representatives at the Meeting will be discussed publicly and voted on using Voting Cards and/or Ballot Papers, depending on the issue.

7. Shareholders arriving at the General Meeting after the meeting has commenced must complete the registration procedures for attending the General Meeting with the Organizing Committee of the Meeting and shall thereafter have the right to participate and vote immediately after registration; however, the Chairperson shall not be responsible for adjourning the Meeting to allow shareholders to register, and the validity of any votes already conducted shall not be affected.

8. Shareholders and their authorized representatives attending the General Meeting of Shareholders shall be issued 01 Voting Card, 01 Ballot Paper, and 01 Election Ballot, which shall contain the shareholder's code, the number of voting shares, and information related to voting and election. This Voting Card shall be used when a shareholder wishes to speak and when the Chairperson requests a vote to approve the nomination of the Presidium, the Secretariat, and the Vote Counting Committee; to approve the Minutes of Shareholder Credential Verification; to approve the Meeting Agenda; to approve the Organizational Regulations of the Meeting; to approve the content of the Minutes and Resolutions of the General Meeting of Shareholders; and other matters as requested by the Chairperson. The Ballot Paper shall be used to approve the remaining issues that have been discussed and/or for which opinions have been sought at the Meeting. The Election Ballot shall be used to elect members of the Board of Directors for the remaining term of 2022 – 2026.

9. Strictly comply with the internal regulations of the Meeting, respect the working results of the Meeting and the management of the Chairperson of the Meeting.

10. Shareholders/Authorized Representatives are responsible for attending the General Meeting of Shareholders until the Chairperson declares the Meeting closed. In the event that a shareholder/Authorized Representative leaves the General Meeting of Shareholders before it concludes for any reason, that shareholder/Authorized Representative shall be responsible for contacting the Vote Counting Committee to return the Ballot Paper for the issues to be voted on at the Meeting. If a shareholder/Authorized Representative leaves the meeting before it concludes without notification, their voting rights will not be counted in the voting results of the General Meeting from the time the shareholder leaves the meeting.



**Article 6. Rights and Obligations of the Organizing Committee of the General Meeting, the Sub-Committee for Verification of Shareholder Credentials Attending the Meeting, and the Vote Counting Committee**

1. The Organizing Committee of the General Meeting shall be established by the Chairperson. The Organizing Committee of the General Meeting may establish sub-committees to assist in the organization of the General Meeting.

2. The Sub-Committee for Verification of Shareholder Credentials Attending the Meeting shall be appointed by the Organizing Committee of the General Meeting. The Sub-Committee for Verification of Shareholder Credentials shall verify the eligibility to attend the meeting of shareholders or their authorized representatives based on the documents they present, summarize the verification results, and report to the General Meeting on the verification results of the attending shareholders' credentials. If an attendee does not have full eligibility to attend the General Meeting, the Sub-Committee for Verification of Shareholder Credentials shall have the right to propose the denial of that person's right to attend, and to propose the denial of the issuance of: Voting Cards, Ballot Papers, Election Ballots, and Meeting documents.

3. The Vote Counting Committee shall have 03 members, including 01 Head and 02 members nominated by the Chairperson of the General Meeting and submitted to the Annual GMS for voting approval at the meeting. To support the work, in addition to the 02 members of the Vote Counting Committee, the Head of the Vote Counting Committee may appoint additional personnel to coordinate and assist with the work.

The Vote Counting Committee shall be responsible for counting Voting Cards, Ballot Papers, and Election Ballots during the process of collecting shareholders' votes and for general supervision throughout the Annual GMS..

Regarding the voting on the contents at the General Meeting of Shareholders:

- Guide shareholders and their authorized representatives on how to use Voting Cards, Ballot Papers, and Election Ballots.
- Collect Voting Cards, Ballot Papers, and Election Ballots after the end of the General Meeting.
- Count the number of Ballot Papers and Voting Cards for each type: approval, disapproval, no opinion, and report the voting results for the Chairperson to announce at the General Meeting.

- Count the number of Election Ballots for candidates nominated for election as additional members of the Board of Directors for the remaining term of 2022 – 2026.

#### **Article 7. Chairperson and Secretary of the General Meeting of Shareholders**

1. The Chairman of the Board of Directors shall chair the Annual GMS. In the absence of the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors shall chair; if both the Chairman and the Vice Chairman of the Board of Directors are absent, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority rule; if no chairperson can be elected, the Chairman of the Audit Committee shall conduct the election of the chairperson of the meeting, and the person with the highest number of votes shall chair the meeting.

2. The Chairperson's decisions on matters of order, procedure, or events arising outside the Meeting agenda shall be final and conclusive.

3. The Chairperson shall take necessary actions to conduct the General Meeting in a lawful and orderly manner and ensure that the General Meeting reflects the wishes of the majority of attending shareholders.

4. The Chairperson has the right to postpone the General Meeting to another time and at another location if it is deemed that:

- The meeting venue does not have sufficient convenient seating for all attendees;
- The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- The behavior of those present obstructs or is likely to obstruct the orderly proceedings of the meeting.
- The postponement is necessary for the business of the General Meeting to be conducted lawfully.

5. The Secretary of the General Meeting shall be appointed by the Chairperson. The Secretary shall perform supporting tasks as assigned by the Chairperson, accurately and truthfully reflect the content of the General Meeting in the Minutes and Resolutions of the General Meeting.

### **PART III. PROCEDURES FOR CONDUCTING THE GENERAL MEETING**

#### **Article 8. Conditions for Convening the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened when the number of attending shareholders represents more than 50% of the total voting rights.

2. If the first meeting fails to meet the conditions for convening as stipulated in Clause 1 of this Article, the second General Meeting of Shareholders shall be convened when the number of attending shareholders represents 33% or more of the total voting rights, and the deadline for sending the second meeting invitation shall comply with the Charter of APG.

3. If the second meeting fails to meet the conditions for convening as stipulated in Clause 2 of this Article, the third General Meeting of Shareholders shall be convened regardless of the total voting rights of the attending shareholders, and the deadline for sending the third meeting invitation shall comply with the Charter of APG.

#### **Article 9. Manner of Conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall discuss and vote on the meeting agenda and contents immediately after completing the procedures for the meeting to be validly convened.

2. The General Meeting of Shareholders shall proceed sequentially according to the agenda, and discussions shall precede voting on the issues within the agenda.

The approval of each item on the agenda shall be carried out in accordance with Article 11 of these Regulations.

#### **Article 10. Principles for Speaking at the General Meeting of Shareholders**

1. Shareholders wishing to propose any request at the Annual General Meeting of Shareholders 2025 must comply with the following principles:

- Only participate in contributing opinions during the discussion session of the General Meeting.
- Must raise the Voting Card to request the Chairperson's opinion and shall only speak after being permitted by the Chairperson. Only one shareholder shall have the right to speak at any given time.
- If multiple shareholders have opinions at the same time, the Chairperson shall invite each shareholder to present their opinion sequentially.
- The Chairperson has the right to interrupt the presentation of shareholders' opinions if deemed necessary.
- Contributions or questions will be collected simultaneously and answered sequentially thereafter.

2. Shareholders' proposals must ensure the following conditions:

- Not reiterate issues that have already been mentioned.



- Be concise, clear, and focused on the core content to be discussed, consistent with the approved Meeting agenda.
- The content of the proposal must not violate the law, relate to personal matters, or exceed the authority of the enterprise.

## **Article 11. Voting and Adoption of Resolutions of the Annual GMS Meeting**

### 1. Voting method:

#### a) Shareholders may vote on issues in the following forms:

- Voting directly at the General Meeting using Voting Cards and Ballot Papers.
- Voting through the appointment of a valid authorized representative to attend the meeting, in which case the authorized representative attends the General Meeting and votes in the same manner as a shareholder attending directly.

b) Shareholders and authorized shareholder representatives shall exercise their voting rights at the Annual General Meeting of Shareholders 2025 of APG Securities Joint Stock Company by using Voting Cards, Ballot Papers, and Election Ballots.

Voting Cards, Ballot Papers, and Election Ballots pre-printed according to the Organizing Committee's form and bearing the seal of APG Securities Joint Stock Company shall be issued to Shareholders/Authorized Representatives upon attending the General Meeting. The Voting Card, Ballot Paper, and Election Ballot shall contain information about the shareholder's code and the number of shares of the Shareholder or Authorized Shareholder Representative attending the General Meeting.

Shareholders/Authorized Representatives shall use the Voting Card to vote on issues requiring a show of hands by raising the Voting Card at the General Meeting.

In addition to issues requiring a direct vote by raising Voting Cards at the General Meeting, for Report and Submission items, Shareholders shall vote by selecting their voting options (*Approve, Disapprove, No Opinion*) on the Ballot Paper, signing for confirmation, and submitting it to the Vote Counting Committee.

c) The General Meeting shall vote on each issue in the agenda. For each issue requiring a vote at the GMS, the Chairperson of the General Meeting will request voting 03 times in the following order:

- First time : Vote for Approval.
- Second time : Vote for Disapproval.
- Third time : Vote for No Opinion.

Each Shareholder or Authorized Shareholder Representative (01 person) shall only vote once (approve or disapprove or no opinion) on the same issue requiring a vote at the GMS.

- For direct voting by raising the Voting Card: Shareholders who do not raise their Voting Card during all three times the Chairperson asks for opinions on that content (Approve or Disapprove or No Opinion) shall be considered as Approving that content.
- For voting on the content of Reports and Submissions by selecting the voting option on the Ballot Paper: Shareholders shall mark "✓" or "x" in the appropriate box on the Ballot Paper.
- A Ballot Paper shall be considered valid in the following cases:
  - + It is a Ballot Paper issued by the Vote Counting Committee of the General Meeting and bears the seal of APG Securities Joint Stock Company;
  - + The Ballot Paper is not torn;
  - + The voting content has not been erased, scraped, or altered;
  - + Valid voting content is content where the Shareholder specifically selects 1 of the 3 boxes: Approve, Disapprove, or No Opinion.
- A Ballot Paper and the voting content shall be considered invalid in any of the following cases:
  - + The Ballot Paper was not issued by the Organizing Committee of the General Meeting and does not bear the seal of APG Securities Joint Stock Company;
  - + The Ballot Paper is torn, erased, or has alterations to the information on the Ballot;
  - + The Ballot Paper does not bear the signature of the shareholder or the authorized representative of the shareholder;
  - + The shareholder marks two or more boxes for the same voting content, or the ballot has erasures resulting in unclear selection, it shall be considered invalid for that voting content.
  - + The Ballot Paper is submitted to the Organizing Committee after the voting has ended and the ballot box has been sealed.
  - + In the event that a Shareholder does not mark any of the 3 boxes for a voting content, it shall be considered an invalid Ballot for that voting content.

+ Regarding the election of additional members of the Board of Directors: Shareholders shall comply with the regulations in the Regulations on the Election of Additional Members of the Board of Directors for the remaining term of 2022 – 2026 at the Annual General Meeting of Shareholders 2025.

2. Resolutions on the following matters shall be passed if approved by shareholders representing 65% or more of the total voting rights of all attending shareholders:

- a) Types of shares and the total number of shares of each type;
- b) Change of business lines, professions, and sectors;
- c) Change of the company's management organizational structure;
- d) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's accounting books;
- e) Reorganization or dissolution of the company;
- f) Other matters as stipulated by current law..

3. Resolutions on other matters shall be passed by the General Meeting of Shareholders when approved by shareholders representing more than 50% of the total voting rights of all attending shareholders, except as stipulated in Clause 2 of this Article.

#### **Article 12. Resolutions and Minutes of the Annual GMS Meeting 2025**

All contents of the Annual GMS meeting must be recorded by the Secretary of the Meeting in the Minutes of the Meeting. The Minutes and Draft Resolutions of the Meeting shall be read at the Meeting, and the Meeting shall vote for their adoption before the closing of the Meeting.

The Minutes and Resolutions of the General Meeting shall be kept at the Company's Head Office and disclosed in accordance with APG's internal regulations and legal regulations.

#### **PART IV. IMPLEMENTATION PROVISIONS**

1. These Regulations consist of 4 parts and 12 articles, approved by the Annual General Meeting of Shareholders 2025 of APG Securities Joint Stock Company on April 25, 2025, and shall take effect immediately upon approval for the purpose of organizing the Annual General Meeting of Shareholders 2025 of APG Securities Joint Stock Company.



2. Shareholders and attendees of the General Meeting are responsible for implementing the provisions of these Regulations.

**APG SECURITIES JOINT STOCK COMPANY**  
**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS**  
**CHAIRPERSON OF THE GENERAL MEETING**

**To:**

- Company Shareholders;
- Board of Directors;
- Organizing Committee of the General Meeting;
- Archive (HCNS).

*(Signed)*

**Huynh Minh Tuan**

**REGULATIONS ON NOMINATION, CANDIDACY, AND ELECTION  
OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS  
FOR THE REMAINING TERM OF 2022 – 2026  
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and current guiding documents;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and current guiding documents;*
- *The Charter on Organization and Operation of APG Securities Joint Stock Company;*
- *The Internal Regulations on Corporate Governance of APG Securities Joint Stock Company,*

The 2025 Annual General Meeting of Shareholders of APG Securities Joint Stock Company (hereinafter referred to as the "Company") shall conduct the election of additional members to the Board of Directors for the remaining term of 2022 – 2026 in accordance with the following provisions:

**I. SUBJECTS AND SCOPE OF APPLICATION**

- These Regulations include provisions guiding the order and procedures for the nomination, candidacy, and election of members of the Board of Directors (BOD) of APG Securities Joint Stock Company.
- Candidates participating in the election to become members of the BOD are responsible for implementing the contents of these Regulations.
- Shareholders owning voting shares and authorized representatives of shareholders owning voting shares (according to the Company's shareholder list

closed on March 27, 2025, who have the right to vote for members of the BOD of APG Securities Joint Stock Company).

## **II. REGULATIONS ON NOMINATION AND CANDIDACY FOR MEMBERS OF THE BOARD OF DIRECTORS**

### **1. Composition and Term of the Board of Directors**

The number of additional members to be elected to the BOD for the remaining term of 2022 – 2026 is 01 (One) member. The total number of BOD members after the supplementary election will be 06 (Six) members.

### **2. Criteria for Members of the Board of Directors**

Members of the BOD must meet the criteria and conditions stipulated in the Company's Charter and Article 155 of the Law on Enterprises. Specifically:

- Having full civil act capacity and not falling under the cases where enterprise management is prohibited as prescribed by the Law on Enterprises;
- Possessing professional qualifications and experience in business management or experience in the fields of securities, finance, and banking;
- Not being the General Director, a member of the Board of Directors, or a member of the Board of Members of another securities company; not concurrently holding positions as members of the Board of Directors in more than five (05) other companies;
- Not having been a member of the Board of Directors or the legal representative of a bankrupt company or a company banned from operation due to serious legal violations;
- Members of the Board of Directors must not be the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, siblings, brothers-in-law, or sisters-in-law of the General Director and other managers of the Company.
- Members of the Board of Directors should possess the following qualities and capabilities:
  - + Gaining the trust of shareholders (reflected through shareholder voting support), other members of the Board of Directors, managers, and employees of the Company;



- + Having the ability to balance the interests of all stakeholders and make reasonable decisions;
- + Possessing the necessary professional experience and educational qualifications to effectively manage the Company's operations;
- + Having international business experience, understanding local issues, and knowledge of the market, products, and competitors;
- + Having the ability to translate knowledge and experience into practical solutions;
- + Other conditions and criteria as prescribed by current law.

### **3. Rights to Nominate and Stand for Election as Members of the Board of Directors**

- Eligible shareholders to stand for election or nominate candidates for election as members of the BOD in accordance with the Charter on Organization and Operation of APG Securities Joint Stock Company have the right to stand for election or nominate candidates before the General Meeting of Shareholders is held.
- Shareholders or groups of shareholders holding 5% or more of the total outstanding common shares have the right to nominate candidates for the BOD.
- Shareholders holding voting shares have the right to aggregate their respective shareholdings to nominate candidates for the BOD.
- In the event that the number of Board of Directors candidates through nomination and candidacy is still insufficient for the required number, the incumbent Board of Directors may nominate additional candidates who must meet the criteria in Section 2 of these Regulations.

### **4. Nomination and Candidacy Dossier for Members of the Board of Directors**

- a) The nomination and candidacy dossier for members of the BOD includes:
  - Nomination/Candidacy Form for BOD Member; authorization document for the establishment of a nominating shareholder group (according to Form 01 or Form 02 attached in the Appendix of these Regulations).
  - Curriculum Vitae of the BOD candidate (according to Form 03 attached in the Appendix of these Regulations).

- Copies of legal documents: Citizen Identification Card/Passport, professional qualifications and educational certificates (if any).

b) Method of Submitting Nomination and Candidacy Dossiers:

Nomination and candidacy dossiers for members of the BOD must be sent to the Company's headquarters **before 5:00 PM on April 24, 2025**, to the following address:

- **Organizing Committee of the 2025 Annual General Meeting of Shareholders of APG Securities Joint Stock Company**
- **Address: 5th Floor, Grand Building, No. 32 Hoa Ma Street, Pham Dinh Ho Ward, Hai Ba Trung District, Hanoi**
- **Telephone : 024. 3941 0277 – Fax: 024. 3941 0323 – Email: info@apsi.vn**

### **III. INSTRUCTIONS ON THE METHOD OF ELECTING MEMBERS OF THE BOARD OF DIRECTORS**

#### **1. Principles for Electing Members of the Board of Directors**

- The election of BOD members shall be conducted at the General Meeting using cumulative voting by ballot.
- Cumulative voting method: each shareholder/authorized representative has a total number of voting rights equal to the number of shares owned/represented (multiplied by) the number of members to be elected.
- Shareholders have the right to cast all or part of their total votes for one or several candidates; the remaining votes may not be cast for any candidate. The total number of votes cast for candidates must not exceed the total number of voting rights stated in the shareholder information section of the ballot.

#### **2. Ballots and How to Complete Ballots**

- Each shareholder/authorized representative attending the General Meeting will be issued one (01) Ballot for BOD Members by the Organizing Committee, according to the shareholder code registered for attendance.
- The ballots will bear the Company's official seal. Each ballot will indicate the total number of shares owned/authorized, and the maximum total voting rights calculated based on the cumulative voting principle. Upon receiving the ballot, shareholders/authorized representatives must check the information regarding

the shareholder code, number of shares, and number of votes indicated on the ballot. Any errors must be reported immediately at the time of receipt.

- Shareholders/authorized representatives must fully complete all required information on the ballot.
- In case of incorrect entries, shareholders have the right to request the Organizing Committee to exchange for a new ballot.

### **3. Valid Ballots**

a) **Form:** A valid ballot is a ballot in the pre-printed form issued by the Organizing Committee of the General Meeting, bearing the Company's official seal, completed in ink, without erasures or corrections, and signed by the shareholder or the authorized representative of the shareholder.

b) Content:

- Shareholders/authorized representatives must fully complete all required information on the ballot.
- The total number of votes cast for the shareholder's candidates on the ballot must not exceed the total number of voting rights owned/authorized by that shareholder.
- Ballots must be submitted before the Vote Counting Committee unseals the ballot box.

### **4. Vote Counting Committee, Voting and Vote Counting Principles**

a) Vote Counting Committee

- The Vote Counting Committee shall be nominated by the Chairperson and approved by the General Meeting of Shareholders.
- Members of the Vote Counting Committee must not be on the nomination or candidacy list for the BOD.
- The Vote Counting Committee is responsible for:
  - + Announcing the Election Regulations;
  - + Introducing and distributing ballots;
  - + Inspecting and supervising the voting process;
  - + Organizing the vote counting;



- + Preparing the Minutes and announcing the election results to the General Meeting.
  - The Vote Counting Committee must ensure honesty and confidentiality during the vote counting process. The Vote Counting Committee shall be responsible to the General Meeting for the accuracy of the vote counting results. After counting the votes, the Vote Counting Committee must prepare the Minutes of the vote counting results, announce them to the General Meeting, and then seal the ballots and hand over the election-related data to the Chairperson of the General Meeting.
- b) Voting and Vote Counting Principles
- The Vote Counting Committee shall inspect the ballot box in the presence of the shareholders.
  - Voting shall commence after the list of candidates is finalized and shall end when the last shareholder casts their ballot into the ballot box.
  - Vote counting must be conducted immediately after the voting ends.
  - The vote counting results shall be documented and announced to the General Meeting by the Head of the Vote Counting Committee.
- c) Principles for Winning Candidacy
- Candidates for BOD membership shall be determined based on the total number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of BOD members is reached.
  - In case candidates receive the same percentage (%) of the total valid votes and a reduction is necessary to reach the required number of elected members as regulated, the candidate who owns or represents more shares shall be selected. If the number of owned or represented shares is also equal, a re-election shall be held among these candidates to make the selection.
- d) Preparation and Announcement of the Vote Counting Minutes
- After counting the votes, the Vote Counting Committee must prepare the vote counting minutes. The content of the vote counting minutes shall include: the total number of shareholders attending the meeting, the total number of

shareholders participating in voting, the number of valid ballots, the number of invalid ballots, the number of blank ballots, and the number and percentage of votes for each BOD candidate.

- The percentage of votes shall be calculated based on the total number of voting shares represented at the General Meeting.
- The full text of the Vote Counting Minutes must be announced to the General Meeting.
- Complaints regarding the election results shall only be considered immediately at the General Meeting; shareholders shall not object to this validity at any other time. In case of disagreements regarding the election procedures or results, the Vote Counting Committee shall review and seek the opinion of the General Meeting for a decision.

#### **IV. IMPLEMENTATION PROVISIONS**

These Regulations serve as the legal basis for the order and procedures of nomination, candidacy, and election of members of the Board of Directors of APG Securities Joint Stock Company and were approved at the 2025 Annual General Meeting of Shareholders held on April 25, 2025.

**Recipient:**

- Company Shareholders;
- BOD;
- Organizing Committee of the General Meeting;
- HR Department Archive.

**APG SECURITIES JOINT STOCK COMPANY  
ON BEHALF OF THE BOARD OF DIRECTORS  
VICE CHAIRMAN**

*(Signed)*

**Huynh Minh Tuan**

## APPENDIX 01

### CRITERIA AND RIGHTS FOR NOMINATION AND CANDIDACY OF BOARD OF DIRECTORS MEMBERS FOR SUPPLEMENTARY ELECTION FOR THE REMAINING TERM 2022 – 2026

*(Attached to Regulations on nomination, candidacy, and election of additional members of the board of directors for the remaining term of 2022–2026 at the 2025 annual general meeting of shareholders))*

#### 1. Criteria for Board of Directors (BOD) Members

BOD members must meet the criteria and conditions stipulated in the Company's Charter and Article 155 of the Law on Enterprises 2020. Specifically:

- Possess full civil act capacity, not falling under the categories ineligible for business management as prescribed by the Law on Enterprises;
- Possess professional qualifications and experience in business management or experience in the fields of securities, finance, and banking;
- Not be the General Director, member of the Board of Directors, or member of the Members' Council of another securities company; not concurrently serve as a member of the Board of Directors of more than five (05) other companies;
- Not have previously been a member of the Board of Directors or legal representative of a company that went bankrupt or was banned from operation due to serious legal violations;
- BOD members must not be spouses, biological parents, adoptive parents, biological children, adoptive children, siblings, brothers-in-law, or sisters-in-law of the General Director and other managers of the Company.

#### ***BOD members should possess the following qualities and capabilities:***

- Receive the trust of shareholders (reflected in shareholder voting support), other BOD members, managers, and employees of the Company;
- Have the ability to balance the interests of all stakeholders and make reasonable decisions;
- Possess the necessary professional experience and educational qualifications to effectively manage the Company's operations;
- Have international business experience, local knowledge, and understanding of the market, products, and competitors;
- Have the ability to translate knowledge and experience into practical solutions;
- Other conditions and criteria as prescribed by current laws.

## **2. Dossier for Nomination and Candidacy of Board of Directors Members**

The dossier for nomination and candidacy of BOD members includes:

- Nomination and Candidacy Form for BOD Members (Form No. 01);
- Group Nomination Meeting Minutes (Form No. 02);
- Candidate Curriculum Vitae for BOD Members (Form No. 03).
- Notarized copies of the following documents: Identity Card/Citizen Identification Card, professional and educational qualifications certificates (if any).



## APPENDIX 02

### FORMS FOR NOMINATION AND CANDIDACY DOSSIERS

*(Attached to the Regulation on the Election of Members of the Board of Directors for the Remaining Term of 2022–2026 at the 2025 Annual General Meeting of Shareholders)*

#### **FORM NO. 01**

#### **NOMINATION/CANDIDACY FORM**

#### **Board of Directors Member for the Remaining Term (2022 – 2026)**

**To: Organizing Committee of the 2025 Annual General Meeting of Shareholders  
APG Securities Joint Stock Company**

**Shareholder:**.....

ID Card/Business Registration/Passport Number: .....

Date of Issue..... Place of Issue .....

Legal Representative if the shareholder is an organization (\*):.....

(\*ID Card/Business Registration/Passport Number:.....

Date of Issue..... Place of Issue.....)

Address:.....

Number of Shares: .....

(In words:.....)

Corresponding to the total par value: ..... VND

After reviewing the conditions and criteria for candidacy and nomination as a member of the Board of Directors under the Law on Enterprises, the Company's Charter, and the Regulations and Elections at the 2025 Annual General Meeting of Shareholders.

I propose:

**1. Self-Nomination as a member of the Board of Directors** ☐

- Educational Level:..... Major:.....

- Other Information:.....

**2. Shareholder Nomination of another person as a member of the Board of Directors** ☐

- Full Name of Nominee: .....

- Date of Birth: .....

- ID Card/Citizen ID/Passport Number:.....Date of Issue.....

Place of Issue:.....

- Address: .....
- Educational Level:..... Major:.....
- Other Information: .....

*(Shareholders nominating another person or self-nominating should mark ✓ in the corresponding box. Nomination/candidacy forms should be sent to APG Securities Joint Stock Company along with the legally valid candidate dossier as prescribed).*

**Attached Documents:**

- Legally valid copy of ID Card/Citizen ID/Passport;
- Legally valid copies of relevant diplomas;
- Candidate's Curriculum Vitae as per the form.

....., day ... month ... year 2025

**Shareholder**

*(Signature and full name,  
seal if the shareholder is an organization)*

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Please confirm your candidacy/nomination to the following address:

- **Organizing Committee of the 2025 Annual General Meeting of Shareholders - APG Securities Joint Stock Company**
- **Address: 5th Floor, Grand Building, 30-32 Hoa Ma Street, Pham Dinh Ho Ward, Hai Ba Trung District, Hanoi.**
- **Telephone: 024-3941.0277 - Fax: 024-3941.0323**

Deadline: **no later than 17:00, on 24/04/2025.**

**FROM NO.02**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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**AUTHORIZATION DOCUMENT ESTABLISHING A SHAREHOLDER GROUP**

**To : Organizing Committee of the 2025 Annual General Meeting of Shareholders**

**APG Securities Joint Stock Company**

Today, ..... month ....., 2025, we, the shareholders of APG Securities Joint Stock Company, whose names are listed in the attached shareholder group list, collectively hold ..... shares (In words: .....), corresponding to a total par value of ..... VND, representing .....% of the voting shares of APG Securities Joint Stock Company as of the shareholder list closing date of March 27, 2025, prepared by Vietnam Securities Depository and Clearing Corporation, and whose names are listed in the attached shareholder group list.

After reviewing the conditions and criteria for nominating and standing for election as additional members of the Board of Directors ("BOD") in accordance with current Enterprise Law, the Company's Charter, and the Regulations on the supplementary election of BOD members for the remaining term of 2022 - 2026 at the 2025 Annual General Meeting of Shareholders, we collectively agree to nominate candidates to participate in the APG Securities Joint Stock Company BOD for supplementary election as follows:

- Full Name of Nominee: .....
- Date of Birth: .....
- ID Card/Passport Number:.....Date of Issue.....  
Place of Issue:.....
- Address: .....
- Educational Level:..... Major:.....
- Other Information: .....

**We also unanimously appoint:**

Mr./Ms.: .....

ID Card/Passport Number: ..... Date of Issue .....Place of Issue:.....

Permanent Address: .....

Currently holding:..... shares  
(In words: ..... )

Corresponding to a total par value of: ..... VND.

To represent the group in carrying out the nomination procedures in accordance with the regulations on participating in the nomination and election of members of the Board of Directors of APG Securities Joint Stock Company during the 2025 Annual General Meeting of Shareholders.

....., day ... month ... year 2025

**Shareholder representative**

*(signature and full name)*

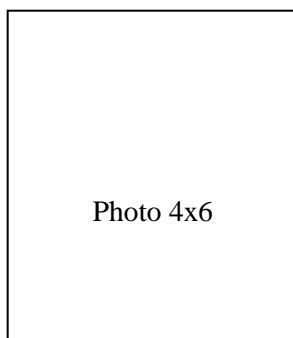
**SHAREHOLDER GROUP LIST**  
**APG SECURITIES JOINT STOCK COMPANY**

*(Attached to the authorization document for the establishment of a shareholder group to participate in the supplementary election of Board of Directors members for the remaining term of 2022 – 2026 at the 2025 Annual General Meeting of Shareholders)*

No.	Individual's Full Name/Organization Name	ID Card/Passport/ Business Registration No.	Date of Issue	Number of Shares Held	Ownership percentage (%)	Signature (Full name and seal if the shareholder is an organization)
1						
2						
3						
4						
5						
6						
7						
8						
....						
Total number of shares held					.....	



## **FORM NO.03**



### **CURRICULUM VITAE**

CANDIDATE PARTICIPATING

IN THE SUPPLEMENTARY ELECTION OF BOARD OF DIRECTORS  
MEMBERS OF APG SECURITIES JOINT STOCK COMPANY FOR  
THE REMAINING TERM 2022-2026

1. Full Name: .....
2. Gender:      Male/Female
3. ID Card/Citizen ID: ..... Date of Issue..... Place of Issue.....
4. Date of Birth:      .....
5. Place of Birth:      .....
6. Nationality:      .....
7. Ethnicity:      ..... Hometown:.....
8. Permanent Address: .....
9. Contact Phone Number:.....
10. Educational Level:.....
11. Professional Qualifications:
  - .....
  - .....
  - .....
12. Work Experience: (summary of workplace, position, profession)
  - .....
  - .....
  - .....
13. Names of Companies where the candidate currently holds other positions:
  - .....
  - .....
14. Current Position at the Company:.....
15. Number of Shares Held:..... shares
16. Total Number of Shares of the Nominating Shareholder Group  
:..... shares

I hereby certify that the above statements are completely true, and I am responsible before the law for the accuracy of the information provided in this Curriculum Vitae./.

**Confirmation from Workplace/**

**Local Authority**

....., day.....month.....year 2025

**Declarant**



**APG SECURITIES JOINT STOCK COMPANY (APG)**

**Address: 5th Floor, Grand Building, No. 32 Hoa Ma Street,  
Pham Dinh Ho Ward, Hai Ba Trung District, Hanoi City**

**Tel: (024)39410277 Fax: (024)39410323 Email: info@apsi.vn**

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**VOTING CARD**

**(General Voting on Matters at the 2025 Annual General Meeting of Shareholders)**

**Number of Voting Shares:**

**SHARES**

**Name of Shareholder/Authorized Representative:**

**Citizen ID/Passport/Business Registration No.:**

**Address/Headquarters:**

**Tài liệu tại Đại hội:**





**APG SECURITIES JOINT STOCK COMPANY (APG)**

**Address: 5th Floor, Grand Building, No. 32 Hoa Ma Street,  
Pham Dinh Ho Ward, Hai Ba Trung District, Hanoi City**

**Tel: (024)39410277 Fax: (024)39410323 Email: info@apsi.vn**

**VOTING BALLOT**

**(Voting on Matters at the 2025 Annual General Meeting of Shareholders)**

**Delegate Code:**

**Name of**

**Shareholder/Representative:**

**Citizen ID/Passport/Business**

**Registration No.:**

**Address/Headquarters:**

**Number of Shares with**

**Voting Rights:**

**Vote on the following matters: (tick X in the box of your choice):**

No.	RESOLUTIONS TO BE VOTED ON	AGREE	DISAGREE	NO OPINION
1	Report on the activities of the Board of Directors (BOD) and independent BOD members in 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Report by the CEO on business performance in 2024 and business plan for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Report by the Audit Committee on activities in 2024 and orientation for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Proposal to approve the 2024 Audited Financial Statements and Financial Safety Ratios Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Proposal on the profit distribution plan: no profit distribution for 2024 and expected profit distribution plan for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Proposal on BOD remuneration payment plan for 2024 and estimated remuneration for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7	Proposal to authorize the BOD to select an independent auditor for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Proposal to cancel the private placement plan previously approved by the 2024 Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Proposal to adjust the plan for using the capital raised from the 2024 private placement and to increase charter capital by VND 2,236,219,420,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Proposal to change the location of the company's head office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Proposal on the amendment and supplementation of the Company Charter, Internal Regulations on Corporate Governance, and Operating Regulations of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Proposal on the plan for private placement of shares to professional securities investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Proposal on the approval of the plan for private placement of bonds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	Proposal on the dismissal of a member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	Proposal on the number of BOD members for the remainder of the 2022–2026 term	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	Proposal on the nomination, candidacy, and election of BOD members for the remainder of the 2022–2026 term	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17	Proposal on the list of candidates nominated for additional election to the BOD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Ho Chi Minh City, April 25, 2025**

**DELEGATE (Signature and full name)**



APG SECURITIES JOINT STOCK COMPANY (APG)

Address: 5th Floor, Grand Building, No. 32 Hoa Ma Street, Pham Dinh Ho Ward,  
Hai Ba Trung District, Hanoi City

Tel: (024) 39410277 Fax: (024) 39410323

Email: info@apsi.vn

**BALLOT**  
**ELECTION OF BOARD OF DIRECTORS MEMBERS**  
**FOR THE REMAINING TERM 2022 – 2026**  
**(Annual General Meeting of Shareholders 2025)**

Delegate Code:

Name of Delegate:

ID/Passport/Business Registration Number:

Address/Head Office:

Number of Voting Shares:

Total Voting Rights (= Number of voting shares  
× Number of Board members to be elected)

Code	Board of Directors Candidate	Number of Votes Allocated per Candidate	Equal vote allocation
1			

*Ho Chi Minh City, April 25<sup>th</sup>, 2025*

**DELEGATE** (*Sign and clearly state full name*)

**Notes:**

- **Each shareholder may select up to 1 candidate for the Board of Directors. Cross out the names of candidates not selected.**
- **Valid ballots are those issued by the Organizing Committee of the General Meeting of Shareholders.**



**REPORT ON THE BOARD OF DIRECTORS' ACTIVITIES**  
**AND INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS IN 2024**

**Submitted to: The General Meeting of Shareholders of APG**

**I. REPORT ON 2024 OPERATING RESULTS**

**1. Personnel Situation**

Following the successful conclusion of the 2024 Annual General Meeting of Shareholders ("AGM"), the Board of Directors ("BOD") comprised 07 members, with the following structure:

<b>No.</b>	<b>BOD Member</b>	<b>Position</b>	<b>Appointment Date</b>	<b>Dismissal Date</b>
1	Mr. Nguyen Ho Hung	Chairman of the BOD	09/04/2022	
2	Mr. Huynh Minh Tuan	Vice Chairman of the BOD	11/08/2024	
3	Mr. Tran Thien Ha	Vice Chairman of the BOD	09/04/2022	11/08/2024
		BOD Member/CEO	09/04/2022	
4	Mr. Nguyen Anh Dung	BOD Member/Chairman of the Audit Committee	09/04/2022	11/08/2024
5	Mr. Vo Qui Lam	Non-Executive BOD Member/Audit Committee Member	09/04/2022	

No.	BOD Member	Position	Appointment Date	Dismissal Date
6	Mr. Le Manh Hung	BOD Member	09/04/2022	11/08/2024
7	Mr. Huynh Duc Hung	Independent BOD Member/Chairman of the Audit Committee	11/08/2024	
8	Mr. Le Dinh Chi Linh	Independent BOD Member	11/08/2024	
9	Mr. Le Binh Phuong	BOD Member	11/08/2024	

## 2. Key Activities of the Board of Directors in 2024

The past year was a challenging period but also a pivotal time for the Company to implement strong restructuring steps to strengthen its financial foundation and improve operational efficiency.

The Board of Directors proactively conducted a comprehensive review of its proprietary investment portfolio, divested from underperforming investments, and focused resources on assets with more sustainable growth potential.

The restructuring process was implemented synchronously and with focus, contributing to risk reduction, increased liquidity, and creating conditions for the Company to be ready for new development directions in the coming period.

The Board of Directors' activities during the past year were conducted with a high sense of responsibility, transparency, and adherence to the goal of protecting shareholder interests, especially in the context of market volatility.

In 2024, the Board of Directors ("BOD") of APG Securities Joint Stock Company ("APG/APG Securities/the Company") held 17 meetings, including regular and extraordinary meetings. Members fully participated in the meetings, contributed opinions to the oversight activities, made decisions on strategic plans, and implemented several specific programs within their authority. In addition, the BOD also held several expanded meetings to invite experienced advisors in the fields of finance and corporate governance for consultation. Some specific contents included:

- Approving the plan to organize the 2024 Annual General Meeting of Shareholders;

- Monitoring the implementation of Resolutions and business plans authorized by the General Meeting of Shareholders and approved by the Board of Directors;
- Approving the summary of the results of the private placement of shares;
- Approving the closure of the Ho Chi Minh City Branch and Transaction Office 132 Mai Hac De.

Summary of BOD meetings:

No.	Resolution/ Decision No.	Date	Content	Approval Rate
1	22.03-01/2024/ NQ/HĐQT-APG	22/03/2024	Approval of the real estate investment plan for APG Securities Joint Stock Company's business location	100%
2	22.03-02/ 2024/NQ /HĐQT-APG	22/03/2024	Approval of the extension of the time to hold the 2024 Annual General Meeting of Shareholders	100%
3	0405/2024/NQ /HĐQT-APG	04/05/2024	Approval of the policy to invest in shares of unlisted companies	100%
4	0605- 01/2024/NQ/ HĐQT-APG	06/05/2024	Approval of the results of the private placement of shares	100%
5	1005-01/2024/ NQ/HĐQT-APG	10/05/2024	Approval of the registration to increase charter capital and issue the amended Charter on organization and operation of APG Securities Joint Stock Company	100%
6	1305-01/2024/ NQ/HĐQT-APG	13/05/2024	Approval of the plan to organize the 2024 Annual General Meeting of Shareholders ("AGM")	100%
7	0406- 01/2024/NQ/ HĐQT-APG	04/06/2024	Approval of the liquidation of the contract signed with Vietnam Petroleum Construction Real Estate Joint Stock Company	100%

No.	Resolution/ Decision No.	Date	Content	Approval Rate
8	3105/2024/ NQ/HĐQT-APG	31/05/2024	Approval of the adjustment of the Deposit Contract and related adjustment content	100%
9	0107-01/2024/ NQ/HĐQT-APG	01/07/2024	Approval of the plan to organize the 2nd 2024 Annual General Meeting of Shareholders ("AGM")	100%
10	0107-02/2024/ NQ/HĐQT-APG	01/07/2024	Approval of the policy to change the location of APG Securities Joint Stock Company – Ho Chi Minh City Branch	100%
11	1108-01/ 2024/NQ/ HĐQT-APG	11/08/2024	Approval of the assignment of tasks for the Board of Directors of APG Securities Joint Stock Company (term 2022 – 2026)	100%
12	2608-01/2024/ NQ/HĐQT-APG	26/08/2024	Approval of the adjustment and issuance of the Operating Regulations of the Board of Directors	100%
13	1509-01/ 2024/NQ/ HĐQT-APG	15/9/2024	Approval of the policy to borrow funds to supplement business capital	100%
14	0512/2024/ NQ/HĐQT-APG	05/12/2024	Approval of the closure of the Ho Chi Minh City Branch and Transaction Office 132 Mai Hac De	100%
15	2712-01/ 2024/NQ/ HĐQT-APG	27/12/2024	Approval of the change of the head office address	100%
16	2712-02/ 2024/NQ/	27/12/2024	Approval of the policy to borrow funds from foreign companies/ investment funds	100%

No.	Resolution/ Decision No.	Date	Content	Approval Rate
	HĐQT-APG			
17	2712-03/ 2024/NQ/ HĐQT-APG	27/12/2024	Approval of the plan to handle trading accounts, contracts, agreements, and notices related to securities transactions signed with customers	100%

### **3. Remuneration, Operating Expenses, and Other Benefits of the Board of Directors and Each Board Member.**

Due to the Company's ongoing restructuring process and the Company's loss in 2024 business operations, the Board of Directors members will not receive remuneration.

### **4. Report on Transactions of the Company with Related Parties of Board Members**

#### **4.1. Report on Transactions between the Company, Subsidiaries, and Companies where APG Holds More than 50% of Charter Capital, with Board Members and their Related Parties**

APG does not have subsidiaries and does not hold more than 50% of the charter capital of other companies, so no such transactions occurred.

#### **4.2. Report on Transactions between APG and Companies where Board Members are Founders or Business Managers within the Last 3 Years Prior to the Transaction**

In 2024, there were no transactions between APG and companies where Board members were founders or business managers within the last 3 years prior to the transaction.

### **5. Activities of Independent Board Members and Evaluation Results of Independent Members on the Activities of the Board of Directors**

#### **5.1. Activities of Independent BOD Members**

In 2024, the Independent Board of Directors (BOD) members made significant contributions to ensuring transparency and fairness in the Company's operations. Key activities included:

- Independent BOD members fully performed their roles of providing independent advice, review, and oversight in the activities of the Board of Directors.



- Fully and actively participated in BOD meetings, contributing many objective opinions on strategic issues, investment activities, and transactions with potential conflicts of interest.
- Ensured balance in the decision-making process, contributing to the protection of shareholder rights, especially minority shareholders.
- Closely cooperated with the Audit Committee in monitoring compliance with governance policies, internal controls, and financial reporting.
- Proposed and participated in developing processes to improve corporate governance effectiveness in accordance with best practices.
- Assumed an independent role in evaluating the performance of the Executive Board, ensuring transparency and accountability throughout the governance system.

## **5.2. Evaluation Results of Independent Members on the Activities of the Board of Directors**

The independent members conducted a comprehensive evaluation of the BOD's activities in 2024, with the following key results:

- Independent BOD members acknowledged the Board of Directors' efforts in directing a comprehensive restructuring strategy to improve operational efficiency and optimize the Company's resources.
- The BOD demonstrated decisiveness in reviewing, evaluating, and handling the proprietary investment portfolio, including divesting from underperforming or strategically misaligned stocks.
- The restructuring process was conducted transparently, in compliance with legal regulations, and ensured prudence in risk management.
- The BOD's decisions during the period were evaluated as timely, appropriate to the market context, and contributing to improving the Company's financial health.
- Independent BOD members appreciated the constructive spirit and effective cooperation between the BOD and the Executive Board in implementing restructuring solutions.
- Overall, the BOD's activities during the past year were evaluated as positive, with clear direction, contributing to strengthening shareholder and investor

confidence in the Company's recovery and sustainable development prospects.

### **5.3. Report to the General Meeting of Shareholders**

Based on the above activities and evaluation results, the Independent BOD members report to the General Meeting of Shareholders as follows:

- The Board of Directors has fully performed its roles of strategic direction, oversight, and decision-making in a volatile market environment.
- The decisive implementation of restructuring decisions, particularly the review and handling of the proprietary investment portfolio, has clearly demonstrated proactive, prudent, and responsible risk management.
- The BOD has maintained transparency, a constructive approach, and effective cooperation with the Executive Board in implementing key solutions to stabilize finances, optimize resources, and prepare for the next stage of development.
- We highly appreciate the efforts in improving corporate governance quality, strengthening financial discipline, and moving towards best practices.
- In the spirit of objectivity and for the common interests of shareholders, we affirm that the Board of Directors' activities during the past year have been positive, effective, and are moving in the right direction on the Company's recovery and sustainable development roadmap.

### **6. Oversight Results for the General Director and Other Executives**

In 2024, the General Director directed the implementation of tasks in accordance with the Company's Charter, AGM Resolutions, and BOD Resolutions, within their functions and duties, specifically:

- The Board of Directors has fully performed its oversight function for the General Director and the Executive Board through regular meetings, management reports, and ongoing inspection and evaluation activities.
- The General Director and key leaders have adhered to their assigned functions and duties; implemented the BOD's resolutions seriously and promptly.
- Key indicators related to finance, risk management, investment portfolio management, and operational cost optimization have been relatively tightly controlled by the Executive Board in a challenging market environment.
- The BOD acknowledges the General Director's efforts in restructuring the proprietary investment portfolio, reorganizing resources, and improving the

operational efficiency of functional departments.

- Information transparency, cooperation with the BOD and the Audit Committee in providing data, explanations, and reports have been fully and properly implemented.
- The BOD has also made specific recommendations to improve operational efficiency, promote internal process improvements, and enhance the management capacity of the executive team.
- Overall, the Executive Board has performed its operational role well and achieved many positive results, which are an important foundation for the Company to continue implementing its strategic goals in the coming year.

Quarterly, the General Director is responsible for reporting on business results, progress in implementing BOD Resolutions, and difficulties encountered during operations. Through the timely and accurate reports of the General Director, the BOD also promptly issues appropriate adjustment and supplementary resolutions to align with practical situations.

## **II. OPERATING ORIENTATION AND BUSINESS PLAN FOR 2025**

### **1. Accelerate Restructuring, Strengthen Margin Lending, and Upgrade Technology Infrastructure**

- Complete comprehensive business restructuring, including reorganizing the operating model, streamlining the organization, optimizing the investment portfolio, and improving financial governance efficiency.
- Strengthen financial capacity, with the goal of increasing equity through appropriate share issuance plans and mobilizing new financial resources to consolidate the capital base.
- Promote margin lending activities prudently and with risk control, to leverage capital strengths and increase business efficiency in the securities brokerage segment.
- Complete and operate the new information technology infrastructure system, comprehensively upgrade the trading platform, internal management system, and data analysis tools, thereby enhancing customer experience and operational efficiency.
- Strengthen the BOD's strategic oversight, review, and support role towards the Executive Board, ensuring that goals are implemented consistently with long-

term development orientations and modern governance practices.

- Continue to consolidate transparency and corporate governance, enhance the capacity of BOD subcommittees (especially the Audit Committee), and strengthen interaction with shareholders and investors.

With the above orientations, the BOD commits to accompany the Executive Board to lead the Company into a more stable and robust development phase in 2025.

## **2. Complete the Investment and Construction of a New Headquarters**

The BOD has researched and considered potential locations, based on factors such as strategic location, cost, and legal compliance, suitable for APG's scale and position in the future, to invest in construction and/or renovate premises suitable for the operations of a securities company and change the location of the Company's head office.

The BOD will complete the legal procedures to relocate the head office to the address: OSC Office Building, 161 Vo Van Tan Street, Ward 6, District 3, Ho Chi Minh City.

## **3. Maintain and Develop Cooperation with Major Commercial Banks and Domestic and International Investment Fund**

Continue to maintain and develop credit relationships with domestic commercial banks, especially state-owned commercial banks (Vietcombank, BIDV, Agribank, Vietinbank, MB, etc.) in credit granting and margin lending activities.

Seek, negotiate, and cooperate with domestic and international investment funds to finance underwriting and margin lending activities,...

The above are the contents that the BOD reports to the General Meeting of Shareholders. We respectfully request the General Meeting of Shareholders to approve the report on the 2024 operating activities and the 2025 operating plan of the Board of Directors.

## **4. Prospects and Business Plan for 2025**

The Board of Directors submits to the General Meeting of Shareholders the business plan for 2025, which has been developed based on the assessment that the global and domestic macroeconomic environment is expected to still hold potential volatility and complex developments. In addition, the plan also reflects positive expectations from the prospect of market upgrading and the initial results of the Company's restructuring process. Specifically:

- Expected Total Revenue: 300 billion VND;
- Expected Profit Before Tax: 120 billion VND.

**Respectfully report to the General Meeting of Shareholders./.**

**Recipients:**

- *As presented;*
- *File: HC.*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**VICE CHAIRMAN**

*(Signed)*

**Huynh Minh Tuan**



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No.: 02/2025/BC-TGD

Ho Chi Minh City, April ..., 2025

**REPORT OF THE GENERAL DIRECTOR'S BOARD ON 2024 BUSINESS  
PERFORMANCE AND 2025 BUSINESS PLAN**

**Submitted to: The General Meeting of Shareholders of APG**

**1. 2024 BUSINESS PERFORMANCE RESULTS**

**1.1. 2024 Business Performance vs. 2024 Plan**

Unit: VND

Items	2024 Actual	2024 Plan	Percentage vs. Plan
Operating Revenue	116.021.798.780	390.400.000.000	29,72%
Profit Before Tax	(145.816.298.404)	239.000.000.000	–

**1.2. 2024 Business Performance vs. 2023 Actual**

Items	2024	2023	Percentage change (%)
<b>Operating Revenue</b>	<b>116.021.798.780</b>	<b>264.672.217.317</b>	<b>(56,16)</b>
Investment Revenue	51.503.980.444	236.204.883.479	(78,20)
Investment Banking (IB) Revenue	15.512.754.544	5.288.818.182	193,31
Capital Trading Revenue	19.393.997.233	15.673.369.309	23,74
Brokerage Revenue	23.428.809.808	6.019.388.661	289,22
Revenue from Other Activities	5.591.711.296	1.485.757.686	276,35
<b>Operating Expenses</b>	<b>217.028.938.238</b>	<b>77.877.974.538</b>	<b>178,68</b>
<b>Financial Expenses</b>	<b>18.495.298.841</b>	<b>5.046.174.951</b>	<b>266,52</b>
<b>Company Management Expenses</b>	<b>26.510.989.080</b>	<b>14.066.130.165</b>	<b>88,47</b>

Items	2024	2023	Percentage change (%)
<b>Other Expenses</b>	<b>887.819.333</b>	<b>305.706.470</b>	<b>190,42</b>
<b>Profit Before Tax</b>	<b>(145.816.298.404)</b>	<b>167.660.674.377</b>	<b>-</b>
<b>Profit After Tax</b>	<b>(130.485.614.318)</b>	<b>140.238.801.230</b>	<b>-</b>
Return on Equity (ROE)	(5,43)%	8,47%	-
Earnings Per Share (EPS) (VND/share)	(656,09)	813,69	-
Book Value (VND)	10.742,89	11.475	(6,38)

### 1.3. APG's Asset Fluctuations in 2024

Items	Actual 2024	Actual 2023	Increase/ Decrease	Percentage (%) Increase/ Decrease
<b>A. Current Assets</b>	<b>2.161.224.570.881</b>	<b>1.492.590.229.024</b>	<b>668.634.341.857</b>	<b>44,80</b>
<b>Financial Assets</b>	<b>2.160.185.031.356</b>	<b>1.491.800.501.564</b>	<b>668.384.529.792</b>	<b>44,80</b>
Cash and Cash Equivalents	17.554.429.520	122.391.157.271	(104.836.727.751)	(85,66)
Financial Assets at Fair Value Through Profit or Loss (FVTPL)	445.540.340.800	480.393.679.000	(34.853.338.200)	(7,26)
Held-to- Maturity Investments (HTM)	45.218.233.300	714.880.000.000	(669.661.766.700)	(93,67)
Loans	278.165.639.190	104.648.231.116	173.517.408.074	165,81
Receivables	583.175.883.323	67.206.527.866	515.969.355.457	767,74
Prepayments to Suppliers	790.324.500.000	2.135.484.923	788.189.015.077	36.909,14

Items	Actual 2024	Actual 2023	Increase/ Decrease	Percentage (%) Increase/ Decrease
Receivables from Securities Brokerage Services	206.005.223	145.421.388	60.583.835	41,66
Other Receivables	-	-	-	-
<b>Other Current Assets</b>	<b>1.039.539.525</b>	<b>789.727.460</b>	<b>249.812.065</b>	<b>31,63</b>
<b>B. Non-Current Assets</b>	<b>510.735.911.172</b>	<b>334.616.940.235</b>	<b>176.118.970.937</b>	<b>52,63</b>
<b>TOTAL ASSETS</b>	<b>2.671.960.482.053</b>	<b>1.827.207.169.259</b>	<b>844.753.312.794</b>	<b>46,23</b>
Current Liabilities	269.613.152.746	57.388.819.274	212.224.333.472	369,80
Non-Current Liabilities	0	6.985.406.361	(6.985.406.361)	(100)
<b>EQUITY</b>	<b>2.402.347.329.307</b>	<b>1.762.832.943.624</b>	<b>639.514.385.683</b>	<b>36,28</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>2.671.960.482.053</b>	<b>1.827.207.169.259</b>	<b>844.753.312.794</b>	<b>46,23</b>

*(Source: Compiled based on APG's audited financial statements for 2023 and 2024)*

In 2024, amidst a volatile stock market that struggled to recover following the 2023 technical rebound, APG Securities JSC reported unfavorable business results, with a pre-tax loss of nearly VND 146 billion.

This outcome reflects the impact of a comprehensive investment portfolio restructuring, during which the Company proactively liquidated underperforming investments and streamlined operations to enhance asset quality and optimize resources for medium-to-long-term growth strategies.

In addition to internal factors, the Company's business activities in the past year were also affected by several external factors, including:

- Declining market liquidity and cautious investor sentiment due to uncertain economic recovery prospects;
- Tight monetary policies and prolonged high interest rates in the first half of the year, leading to increased capital costs and affecting the ability to mobilize and implement financial investment activities;
- Increasingly stringent legal compliance and risk management regulations, requiring the Company to increase investment in technology and governance systems.

Despite the below-expectation financial results, 2024 marked a significant milestone in APG's transformation journey, evidenced by continued investment in technology, increased capital scale, and enhanced personnel quality. These are crucial prerequisites for sustainable recovery and growth in the coming years.

#### ➤ **Investment Activities**

In 2024, the Company's investment activities were guided by risk control and portfolio quality enhancement principles, focusing on liquidating underperforming stocks and divesting investments inconsistent with medium-to-long-term strategies. This proactive step in asset portfolio restructuring aims to mitigate pressure from low-yield or high-risk investments.

The liquidation of numerous investments during the year also reflects the Company's efforts to reposition its asset structure, strengthen its financial foundation, and create room for new, higher-quality investment opportunities in the future. While this activity somewhat impacted short-term revenue and profit, it demonstrates the leadership's commitment to sustainable and efficient growth.

#### ➤ **Capital Trading Activities**

In 2024, the Company accelerated capital trading activities, evidenced by a significant increase in margin lending balances towards the year-end. This resulted from proactively capitalizing on market recovery signals and individual investor loan demands, affirming the Company's role in providing flexible and timely financial services.

Notably, the margin lending portfolio was clearly defined, prioritizing VN30 index stocks—high-liquidity, fundamentally sound, and less volatile shares. This strategy not only optimizes capital utilization but also contributes to credit risk control, ensuring operational safety amidst market uncertainties.

#### ➤ **Investment Banking (IB) Activities**

In 2024, the Company's IB activities did not achieve notable highlights, given the volatile financial market and cautious M&A, IPO, and securities issuance activities. However, the Company maintained stable operations, continued providing financial advisory, issuance, and capital structuring services to existing clients, preserving relationships and laying the groundwork for potential future deals.

Additionally, the Company continued to enhance the professional capabilities of its advisory team and refine service delivery processes for greater professionalism and flexibility, preparing to seize opportunities when the market turns favorable.

#### ➤ **Brokerage Activities**

In 2024, brokerage activities did not see significant highlights amidst a sideways market and cautious individual investor sentiment. The Company maintained stable brokerage services, focusing on developing margin lending, particularly for high-net-worth investors, to optimize capital utilization and increase transaction value.

This strategy of focusing on key client segments helped the Company maintain market share in an increasingly competitive environment while creating a foundation for expanding its client base and improving brokerage revenue when market liquidity recovers.

## **2. 2025 BUSINESS PLAN**

The Vietnamese stock market in 2025 is expected to continue growing in both index points and liquidity, based on the following factors:

- **Economic Growth:** Vietnam's GDP is projected to reach 8% as targeted by the National Assembly, providing positive support for the stock market. Streamlining the administrative apparatus and merging administrative units will create new development opportunities for the private sector.

- **Stock Market Upgrade Expectations:** Upgrading Vietnam's market status is a key priority directed by the Prime Minister. Successful upgrading is expected to attract significant foreign investment and enhance the transparency of the Vietnamese stock market.

- **Low Interest Rates:** The State Bank of Vietnam's accommodative monetary policy to support the economy will help maintain low interest rates, promoting stock investments.

- **Strong Foreign Capital Inflows:** Vietnam remains an attractive destination for foreign capital due to free trade agreements and an improved investment environment.

- **Technology and Digitalization:** The KRX trading system, expected to be operational, will shorten transaction times and introduce new market products. The development of financial technology (fintech) and digitalization in securities companies will also create new opportunities for investors.

- **Global Market Volatility:** Global economic and political situations may cause volatility, affecting domestic investor sentiment and investment decisions.

✓ **Based on these factors, the General Director's Board proposes the following specific business plan for 2025:**

Unit: VND

Item	2025 Plan	2024 Actual	% Growth
Business Operating Revenue	100.000.000.000	116.021.798.780	-13,82%
Profit Before Tax	30.000.000.000	(145.816.298.404)	Turnaround from loss to profit

## 2.1. Investment Activities

In 2025, the Company aims to adjust its investment strategy towards caution, efficiency, and selectivity, focusing on optimizing asset structure and supporting core activities, specifically:

- **Investment Portfolio Restructuring:** The Company will continue to comprehensively restructure its financial investment portfolio, including reducing stock investments, especially low-performing or high-risk stocks, and divesting long-term investments that no longer align with the Company's development strategy. The goal is to free up resources, enhance financial flexibility, and reallocate capital to more strategic and sustainable investments.

- **Significant Investment in IT Infrastructure:** The Company will invest in a synchronized IT system to support high-intensity transactions, integrate with the KRX system, and meet new regulatory and risk management requirements. This is crucial for improving user experience, processing speed, and overall system stability.

- **Investment in Building Headquarters and Branch Offices:** The Company will invest in building a new headquarters and expanding major branches to enhance service quality, establish a strong brand presence, and reinforce its market position.



These investment directions will not only improve internal operations but also directly support business expansion, enhance competitiveness, and build a professional image for the Company among investors and clients.

## **2.2. IB Activities**

- Continue to provide advisory services and add new advisory services for existing clients;
- Strengthen marketing and promotional activities to reach new corporate clients, especially high-growth SMEs;
- Optimize operating costs and manage budgets effectively to ensure profitability from IB services;
- Improve work efficiency through the adoption of new technologies and process improvements.

## **2.3. Capital Trading Activities**

- Expand partnerships with domestic and international banks and investment funds to secure preferential interest rate loans
- Diversify funding sources through corporate bond issuances for long-term capital at reasonable costs, and conduct private placements for professional securities investors.
- Develop and upgrade online trading platforms for easy client access to financial and investment services.
- Organize in-depth training programs for employees on capital management, financial analysis, and new financial products.
- Establish robust risk control mechanisms to ensure the safety of investments and raised capital.

## **2.4. Brokerage Activities**

The Company will adopt a professional and specialized market approach, focusing on developing a team of brokers with comprehensive advisory skills, market expertise, and the ability to meet the diverse needs of each client segment. Simultaneously, the transaction support and customer care system will be improved to optimize user experience throughout the investment journey.

A key focus will be enhancing the quality of investment information and advisory, providing clients with in-depth analysis reports, timely market updates, and reliable investment recommendations. This is fundamental for the Company to build brand reputation and become a trusted destination for investors.

With a sustainable development strategy, the Company is committed to continuing to invest in human resources, technology, and services to build a professional, client-centric brokerage ecosystem, driving significant growth in the coming years.

## 2.5. Management and Operations

In 2025, the Company will aim to build a streamlined and efficient organizational model, aligned with its new-phase scale and development strategy. This will involve reducing intermediary layers, streamlining management structure towards a flat-organization model, shortening decision-making times, increasing flexibility, and enhancing collaboration among departments.

This restructuring will not only optimize operational costs but also empower middle management and professional staff, encouraging proactivity, creativity, and personal responsibility.

Simultaneously, the Company will continue to invest in modern management platforms and performance management tools to improve oversight, operations, and create a professional, transparent working environment, aiming for international-standard corporate governance.

Additionally, the Company will upgrade its trading system and work closely with regulatory authorities on testing the new trading system.

The General Director hereby reports these contents to the General Meeting of Shareholders. The General Director respectfully requests the General Meeting of Shareholders to approve the 2024 business performance report and the 2025 business plan.

## 3. Business Plan for 2025

Based on the aforementioned factors, the Board of Management submits to the Board of Directors for consideration and the General Meeting of Shareholders for approval the business plan for 2025 as follows:

Unit: VND

Indicator	2025 Plan	2024 Actual	% Growth compared to 2024 Actual
Revenue from Business Activities	300.000.000.00	116.021.798.780	158,57%

Indicator	2025 Plan	2024 Actual	% Growth compared to 2024 Actual
Profit Before Tax	120.000.000.000	(145.816.298.404)	Turnaround from Loss to Profit

The above is the report of the General Director to the General Meeting of Shareholders. The General Director respectfully submits to the General Meeting of Shareholders for approval the report on the business results of 2024 and the business plan for 2025.

**Respectfully reported to the General Meeting of Shareholders./.**

**Recipients:**

- As presented;
- Board of Directors (BOD), Audit Committee;
- File: HR.

**APG SECURITIES JOINT STOCK COMPANY**

**GENERAL DIRECTOR**

*(Signed)*

**Tran Thien Ha**

**APG SECURITIES JOINT  
STOCK COMPANY**

-----oOo-----

No.: 05/2025/TTr-DHĐCĐ/APG

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

-----oOo-----

Ho Chi Minh City, April , 2025

**SUBMISSION**

*Re: Approval of the 2024 profit distribution plan and the proposed 2025 profit distribution plan*

**To: The General Meeting of Shareholders APG Securities Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter on Organization and Operation of APG Securities Joint Stock Company;
- Pursuant to the audited financial statements for the fiscal year 2024 of APG Securities Joint Stock Company,

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the 2024 profit distribution plan and the proposed 2025 profit distribution plan as follows:

**1. 2024 Profit Distribution Plan**

STT	Indicators	Amount (VND)
1	Profit before Corporate Income Tax (CIT) in 2024	-145.816.298.404
2	Corporate Income Tax Expenses	-15.330.684.086
2.1	Current Corporate Income Tax	3.149.271.328
2.2	((Deferred Tax Income)/Deferred Tax Expense	-18.479.955.414
3	Profit after Corporate Income Tax in 2024 (3) = (1) - (2)	-130.485.614.318

Due to the negative profit after tax in 2024, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the non-implementation of profit distribution and appropriation to funds for the year 2024.

**2. Expected Profit Distribution Plan for 2025**

Based on the 2025 business profit plan approved by the General Meeting of Shareholders and the actual business results of 2025, the General Meeting of

Shareholders hereby authorizes the Board of Directors to develop a detailed plan, implement it, and submit it to the 2026 Annual General Meeting of Shareholders.

**Respectfully submitted to the General Meeting of Shareholders./.**

**Recipient:**

- *As submitted;*
- *Archive.*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**VICE CHAIRMAN**

*(Signed)*

**Huynh Minh Tuan**

No.: 11/2025/TTr-ĐHĐCĐ/APG

Ho Chi Minh City, April , 2025

**SUBMISSION**

*Re: Approval of Amendments and Supplements to the Company Charter, Internal Corporate Governance Regulations, and the Board of Directors' Operational Regulations*

**To: The General Meeting of Shareholders of APG Securities Joint Stock Company**

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, and its guiding documents;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019, and its guiding documents;*
- *Pursuant to the Charter on the Organization and Operation of APG Securities Joint Stock Company,*

Based on a comprehensive review and the current situation, the Board of Directors (the "Board") proposes an adjustment to the number of legal representatives of the Company.

Accordingly, the Board respectfully submits to the General Meeting of Shareholders of APG Securities Joint Stock Company for consideration and approval of the amendments, supplements, and reissuance of the Company's internal governance documents to ensure compliance with prevailing laws, specifically including:

1. Amendments and supplements to the Charter on the Organization and Operation of the Company: *Details are provided in the amended and supplemented Charter attached hereto.*
2. Amendments and supplements to the Internal Corporate Governance Regulations: *Details are provided in the amended and supplemented Internal Governance Regulations attached hereto.*
3. Amendments and supplements to the Operational Regulations of the Board of Directors: *Details are provided in the amended and supplemented BOD Operational Regulations attached hereto.*



**Respectfully submit this proposal to the General Meeting of Shareholders for review and approval./.**

**Recipients:**

- *As above;*
- *Filing: Administration Department.*

**APG SECURITIES JOINT STOCK COMPANY  
ON BEHALF OF THE BOARD OF DIRECTORS  
VICE CHAIRMAN**

*(Signed)*

**Huynh Minh Tuan**



# **CHARTER**

## **APG SECURITIES JOINT STOCK COMPANY**



Ho Chi Minh City, ..... 2025

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## INTRODUCTION AND LEGAL BASIS

The Charter of APG Securities Joint Stock Company (hereinafter referred to as **"APG"** or the **"Company"**) serves as the legal foundation for all operations of the Company, a joint stock company established and operating in accordance with the Law on Enterprises and the Law on Securities. The Charter, along with the Resolutions and Decisions of the General Meeting of Shareholders, the Resolutions and Decisions of the Board of Directors, and other decisions issued by APG, if duly passed in accordance with legal regulations, shall constitute binding rules and regulations governing the business operations of APG.

This Charter was unanimously adopted pursuant to Resolution of the General Meeting of Shareholders No. .... /2025/NQ-DHĐCĐ/APG dated April 25, 2025 (hereinafter referred to as the **"Charter"**) and replaces the version of the Charter issued on August 11, 2024.

## CHAPTER I

### GENEREAL PROVISIONS

#### ARTICLE 1. Interpretation of Terms and Definitions

1. Unless otherwise provided in the provisions or context of this Charter, the following terms and definitions shall be interpreted as follows:
  - a. **"Company"** means APG Securities Joint Stock Company.
  - b. **"Charter Capital"** means the total par value of shares issued by the Company for which shareholders have fully paid, in accordance with Article 7 of this Charter.
  - c. **"Law on Securities"** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; Law No. 56/2024/QH15 amending and supplementing certain provisions of said Law; and includes, without limitation, any amendments, supplements, or replacements thereto from time to time.
  - d. **"Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law No. 03/2022/QH15 amending and supplementing certain provisions of said Law; and includes, without limitation, any amendments, supplements, or replacements thereto from time to time.



- e. **"Date of Establishment"** means the date on which the Company is granted its establishment and operation license.
- f. **"Legal Regulations"** means the system of legal normative documents as prescribed under the Law on Promulgation of Legal Normative Documents No. 80/2015/QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on June 22, 2015, effective as of July 1, 2016, together with any amendments, supplements, or replacements from time to time.
- g. **"Company Manager" or "Manager"** means members of the Board of Directors, the General Director, and other managerial positions as decided by the Board of Directors.  
**"Company Executive" or "Executive"** means the General Director, Deputy General Directors, Branch Directors, Chief Accountant, and other executives as determined by the Board of Directors.
- h. **"Related Person"** means any individual or organization that has a relationship as defined under Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises.
- i. **"Insider"** means the Chairperson and members of the Board of Directors, the legal representative, the General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, and other equivalent managerial titles elected or appointed by the General Meeting of Shareholders or the Board of Directors; members of the Audit Committee, internal auditors, the Company Secretary, the person in charge of corporate governance, and the person authorized to disclose information.
- j. **"Major Shareholder"** means a shareholder who owns 5% or more of the Company's voting shares.
- k. **"Shareholder"** means any individual or organization that owns at least one share of the Company.
- l. **"Founding Shareholder"** means a shareholder who owns at least one ordinary share and participates in drafting, adopting, and signing the first version of the Company's Charter.
- m. **"Share"** means a unit of ownership in the Company's share capital, including ordinary shares and preference shares (if any).

- n. **"Dividend"** means the net profit distributed to each share in cash or other assets from the Company's remaining profits after fulfilling financial obligations in accordance with Legal Regulations.
- o. **"Authorized Representative"** means any person who is authorized in writing by a Shareholder to exercise the rights of such Shareholder in accordance with Legal Regulations.
- p. **"Authorized Meeting Representative"** means a person authorized by a Shareholder – or the Authorized Representative – in writing to attend and vote at the General Meeting of Shareholders.
- q. **"Shareholder Register"** means the register of Shareholders of the Company, prepared and maintained in accordance with this Charter and the Law on Enterprises.
- r. **"Corporate Governance Regulations"** means the internal regulations on corporate governance adopted by the Board of Directors, presented to and approved by the General Meeting of Shareholders, and issued by the Board of Directors, governing the management and operation of the Company in accordance with Legal Regulations and this Charter.
- s. **"Term of Operation"** means the operational term of the Company as prescribed in Clause 5, Article 3 of this Charter, and any extension thereof approved by the General Meeting of Shareholders.
- t. **"Affiliated Unit"** means branches, transaction offices, and representative offices of the Company established under Legal Regulations, operating with either dependent or independent accounting.
- u. **"GMS"** means the General Meeting of Shareholders of the Company.
- v. **"BOD"** means the Board of Directors of the Company.
- w. **"AC"** means the Audit Committee of the Company.
- x. **"SSC"** means the State Securities Commission.

## **ARTICLE 2. Principles of Interpretation of the Charter**

1. Any reference in this Charter to any provision or Legal Regulation shall be deemed to include any amendment, supplement, or replacement thereof. In the event that the Legal Regulations governing the matters related to this Charter are amended, supplemented, or replaced, the relevant provisions of this Charter shall be implemented in accordance with such amendments, supplements, or

replacements to the Legal Regulations.

2. The headings (Chapters, Sections, Articles, Clauses, Sub-clauses, etc.) used in this Charter are for convenience of reference and understanding only and shall not affect the substance or interpretation of the provisions herein.
3. Any terms or expressions defined in the Law on Enterprises or the Law on Securities shall have the same meaning in this Charter, unless such interpretation would be inconsistent with the subject or context as used in this Charter.

### **ARTICLE 3. Name, Legal Form, Head Office, Operational Network, and Duration of the Company**

1. Company Name:
  - a. Full Vietnamese name: **Công ty Cổ phần Chứng khoán APG**
  - b. English name: **APG Securities Joint Stock Company**
  - c. Trading name: **APG**
  - d. Abbreviated name: **APG**

2. Legal Form of the Company:

The Company is a joint stock company, established with the following licenses:

- a. Establishment License No. 63/UBCK-GP issued by the State Securities Commission (SSC) on November 15, 2007, and subsequent amendments thereto.
- b. Enterprise Registration Certificate for a Joint Stock Company, Business Registration Code: 0102525951, initially issued on November 15, 2007, by the Department of Planning and Investment of Hanoi, and subsequent amended registrations.

The Company has legal entity status and operates in accordance with Legal Regulations.

3. Head Office of the Company:
  - a. Registered name: 5th Floor, Grand Building, No. 32 Hoa Ma Street, Pham Dinh Ho Ward, Hai Ba Trung District, Hanoi City, Vietnam.
  - b. Telephone: (84-24) 3941 0277      Fax: (84-24) 3941 0323
  - c. Email: [info@apsi.vn](mailto:info@apsi.vn)
  - d. Website: <https://www.apsi.vn>
4. Operational Network:

- a. The Company may establish or dissolve branches, transaction offices, and representative offices to fulfill its operational objectives, in accordance with resolutions of the Board of Directors and subject to Legal Regulations and prior approval from the State Securities Commission.
  - b. Branches, transaction offices, and representative offices are Affiliated Units of the Company, and the Company shall be fully responsible for their operations.
  - c. The Company may only engage in securities business and provide securities-related services at its Head Office, and at branches and transaction offices approved by the State Securities Commission.
5. Duration of Operation:
- The Company shall operate from the Date of Establishment for an indefinite term, unless otherwise terminated earlier or extended in accordance with this Charter.

#### **ARTICLE 4. Legal Representative of the Company**

1. The Company shall have **one (01) legal representative**. The **General Director** shall act as the legal representative of the Company, unless otherwise provided in Clause 5 of this Article.
2. The legal representative of the Company is the individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions; acts as the petitioner, plaintiff, defendant, or party with related rights and obligations in civil matters before arbitration and courts; and exercises other rights and obligations in accordance with Legal Regulations.
3. The legal representative of the Company shall have the following rights and responsibilities:
  - a. Authorities:
    - Represent the Company in signing contracts, agreements, documents, and executing transactions for the benefit of the Company, except for transactions under the authority of other titles in accordance with Legal Regulations.
    - Make decisions regarding the organization and operation of business activities, personnel management, and the use of the Company's bank accounts and seals.
    - Other rights as provided by Legal Regulations.

- b. Responsibilities:
- Exercise the assigned rights and obligations honestly, prudently, and in the best manner to ensure the lawful interests of the Company.
  - Remain loyal to the interests of the Company; refrain from abusing position or power or using information, know-how, business opportunities, or other assets of the Company for personal gain or to benefit other organizations or individuals.
  - Promptly, fully, and accurately report to the Company any enterprises in which the representative or their Related Person owns or holds shares or contributed capital, in accordance with Legal Regulations.
4. The legal representative shall bear personal liability for damages caused to the Company due to violations of any obligations specified in Clause 3 of this Article.
5. Authorization by the Legal Representative:
- a. The legal representative must reside in Vietnam. In case of absence from Vietnam for more than thirty (30) days, the legal representative must authorize another person in writing to perform their rights and duties in accordance with Legal Regulations.
  - b. If the authorization term expires and the legal representative has not returned to Vietnam and has not made another authorization, the previously authorized person (as per Point a, Clause 5 of this Article) shall continue to perform the authorized rights and duties until the legal representative returns to work at the Company or the Board of Directors appoints another person as the legal representative.
  - c. If the legal representative is absent from Vietnam for more than thirty (30) days without assigning authorization or in cases of death, missing status, criminal prosecution, detention, imprisonment, mandatory rehabilitation, limitation or loss of civil act capacity, cognitive or behavioral difficulties, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the Board of Directors shall appoint another person to act as the legal representative of the Company.
6. The Court or other competent judicial authorities may appoint a legal representative to participate in legal proceedings in accordance with Legal Regulations.

## **ARTICLE 5. Business Lines of the Company**

The Company is permitted to engage in all business activities in all lines of business within the scope of operations of a securities company, and to carry out other activities and provide other services in accordance with Legal Regulations and this Charter.

1. The Company's lines of business include:
  - a. Securities brokerage.
  - b. Proprietary trading.
  - c. Securities investment consultancy.
  - d. Underwriting of securities offerings.
2. In addition to the securities business lines specified in Clause 1 of this Article, the Company may provide financial services in accordance with Article 86 of the Law on Securities and Legal Regulations.
3. The Company may add or remove one or more of the business lines stated in Clause 1 of this Article, subject to approval by the State Securities Commission (SSC).

## **ARTICLE 6. Principles of Operation of the Company**

1. Corporate Governance Principles:
  - a. Comply with the provisions of the Law on Securities, the Law on Enterprises, this Charter, and other relevant Legal Regulations.
  - b. Clearly define the roles and responsibilities of the General Meeting of Shareholders, Board of Directors, Supervisory Board, and Executive Management in accordance with the Law on Securities, the Law on Enterprises, this Charter, and relevant Legal Regulations.
  - c. Establish an information and communication system with shareholders to ensure the provision of complete and accurate information and to protect the rights and interests of all shareholders.
  - d. Establish an internal control system, risk management framework, and oversight mechanisms to prevent conflicts of interest within the Company and in transactions with Related Persons.
  - e. Ensure adequate human resources, capital, and facilities for conducting securities business activities.

- f. Ensure that employees working in professional departments hold appropriate securities practice certificates in accordance with Legal Regulations relating to securities and the securities market.
2. Operational Principles for Business Activities:
- a. Develop operational procedures for all lines of securities business, internal control procedures, risk management procedures, and codes of professional ethics appropriate to the Company's business activities.
  - b. The Company and its employees shall not engage in investment activities on behalf of clients, except for discretionary account management of individual investors in accordance with Legal Regulations.
  - c. Act with honesty towards clients, and not infringe upon clients' assets, rights, or other lawful interests. Manage client assets separately from one another and separately from Company assets.
  - d. Enter into service contracts with clients when providing services, and fully and honestly disclose information to clients.
  - e. Unless otherwise provided by law, when providing services to clients, the Company shall not directly or indirectly: (i) Make investment decisions on behalf of clients; (ii) Agree to share profits or losses with clients; (iii) Advertise or assert that its content, performance, or methods of securities analysis are superior to those of other securities companies; (iv) Provide false information to entice or solicit clients to trade in a particular security; (v) Provide misleading, fraudulent, or deceptive information to clients; (vi) Engage in other acts contrary to Legal Regulations.
  - f. Comply with accounting, auditing, statistical, and financial obligations in accordance with Legal Regulations.
  - g. Timely, fully, and accurately disclose and report information in accordance with Legal Regulations.
  - h. Establish information technology systems and backup databases to ensure safe and continuous operation.
  - i. Monitor securities trading activities in accordance with Legal Regulations.
  - j. Establish a dedicated department responsible for communication with clients and handling inquiries and complaints.
  - k. Perform other obligations in accordance with Legal Regulations.



## CHAPTER II

### CHARTER CAPITAL, SHARES AND SHAREHOLDERS

#### SECTION 1. CHARTER CAPITAL AND SHARES

##### ARTICLE 7. Charter Capital and Types of Shares

1. As of the date this Charter is adopted, the Charter Capital of the Company is **2.236.219.420.000 VND** (*In words: Two trillion, two hundred thirty-six billion, two hundred nineteen million, four hundred twenty thousand Vietnamese Dong*).  
The total Charter Capital is divided into **223.621.942** (*Two hundred twenty-three million, six hundred twenty-one thousand, nine hundred forty-two*) shares.  
The par value of each share is VND 10,000 (*Ten thousand Vietnamese Dong per share*).
2. The Charter Capital may be changed upon approval of the General Meeting of Shareholders (GMS) and in accordance with the Applicable Laws.
3. Types of shares of the Company:
  - a. Ordinary shares: 223.621.942 shares.
  - b. Voting preference shares: 0 shares.
  - c. Dividend preference shares: 0 shares.
  - d. Redeemable preference shares: 0 shares.
4. Ordinary shares shall not be convertible into preference shares. Preference shares may be converted into ordinary shares upon a resolution of the GMS.
5. Ordinary shares shall be offered for sale on a priority basis to existing shareholders in proportion to their current shareholding in the Company, unless otherwise decided by the GMS. Any shares not subscribed by shareholders shall be handled at the discretion of the Board of Directors (BOD). The BOD may allocate such shares to other shareholders or third parties, provided the terms are no more favorable than those offered to existing shareholders, unless otherwise resolved and approved by the GMS.
6. The Company may repurchase its own issued shares in accordance with the methods set forth in this Charter and the Applicable Laws.
7. The Company may issue other types of securities in accordance with the Applicable Laws.
8. The Charter Capital may be amended upon approval of the GMS and in accordance with the Applicable Laws.

## **ARTICLE 8. Share Certificates**

1. A share certificate is a certificate issued by the Company, a book-entry record, or an electronic data entry confirming a shareholder's ownership of one or more shares in the Company.
2. A share certificate must include the principal contents stipulated in Clause 1, Article 121 of the Law on Enterprises.
3. Shareholders of the Company are entitled to receive share certificates corresponding to the quantity and type of shares they hold.
4. Any error in the content or form of share certificates issued by the Company shall not affect the rights and interests of the shareholder. The legal representative of the Company shall be liable for any damage caused by such errors.
5. In the event that a share certificate is lost, destroyed, damaged, or otherwise rendered illegible, the shareholder may request a reissuance in accordance with the Law on Enterprises and the Applicable Laws.

## **ARTICLE 9. Other Securities Certificates**

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

## **ARTICLE 10. Shareholder Register**

1. The Company must prepare and maintain a Shareholder Register upon being granted its Establishment and Operation License.
2. The Shareholder Register must contain the principal contents as prescribed in Clause 2, Article 122 of the Law on Enterprises.
3. The format of the Shareholder Register shall be determined by the Company and may be in physical form, electronic data format, or both, as decided by the BOD from time to time and in accordance with the Applicable Laws.
4. The Shareholder Register shall be kept at the Company's head office or at the Vietnam Securities Depository and Clearing Corporation. Shareholders are entitled to inspect, access, extract, and copy names and contact addresses of shareholders listed in the Shareholder Register.
5. If a shareholder changes their contact address, they must promptly notify the Company for updates in the Shareholder Register. The Company shall not be liable for any failure to contact the shareholder due to a lack of such notice.

6. The Company shall promptly update changes to shareholder information in the Shareholder Register at the request of relevant shareholders in accordance with the Applicable Laws..

#### **ARTICLE 11. Transfer of Shares**

1. Shares of the Company are freely transferable, except where restrictions apply under the Law on Enterprises, the Law on Securities, and this Charter.
2. The transfer of shares shall be effective upon its registration in the Shareholder Register. Only those whose names are recorded in the Shareholder Register shall be deemed lawful shareholders of the Company.
3. The BOD has full authority to refuse registration of share transfers for shares that have not been fully paid.
4. The transfer of shares may be made via written agreement or through transactions on the securities market in accordance with the Applicable Laws. In case of written transfer, the documents must be signed by both the transferor and transferee or their authorized representatives. For transactions on the securities market, the procedures and ownership recognition shall comply with the Law on Securities and the Applicable Laws.
5. In the event of a shareholder's death, the heir(s) under the will or by law shall become shareholders of the Company.
6. If the deceased shareholder has no heir, the heir refuses inheritance, or is disqualified from inheritance, the relevant shares shall be dealt with in accordance with civil laws.
7. In the case of a corporate shareholder being dissolved, bankrupt, merged, divided, or transformed, the rights and obligations relating to the shares shall be settled in accordance with the Applicable Laws.
8. Shareholders may gift or use their shares to settle debts. In such cases, the recipient or creditor shall become a shareholder of the Company.
9. Individuals or organizations receiving shares under this Article and/or in accordance with the Applicable Laws shall become shareholders from the date their information is fully recorded in the Shareholder Register.
10. Unpaid shares may not be transferred or entitle the holder to any rights such as dividends, bonus shares, preemptive rights to new shares, or other shareholder benefits as prescribed by law.

11. The Company shall update shareholder information in the Shareholder Register within 24 (twenty-four) hours upon receipt of a valid request pursuant to Clause 6, Article 10 of this Charter.

## **ARTICLE 12. Share Repurchase**

1. The Company may only repurchase its own shares upon meeting the conditions and repurchase ratios prescribed by the Applicable Laws.
2. Cases of share repurchase:
  - a. Repurchase at the request of a shareholder:
    - A shareholder has the right to request the Company to repurchase their shares if such shareholder voted against a resolution of the GMS regarding reorganization of the Company or changes in shareholder rights and obligations as set forth in the Charter. The repurchase request must be made in writing, clearly stating the shareholder's name, address, number and type of shares, proposed sale price, and reason for the repurchase request. The request must be submitted to the Company **within 10 (ten) days** from the date the GMS passed the resolution.
    - The Company shall repurchase shares as requested within **90 (ninety)** days from the date of receipt of the request, unless the Company repurchases its own shares under other provisions of this Charter and the Applicable Laws. The repurchase price shall be agreed upon between the Company and the shareholder but shall not be lower than the book value of the shares recorded in the Company's accounting books. In the absence of agreement on the price, the parties may engage a valuation organization. The Company shall recommend at least 03 (three) valuation firms for the shareholder to choose from, and the shareholder's choice shall be final.
  - b. Repurchase under the decision of the Company:
    - The Company may repurchase no more than 30% of the total issued ordinary shares and part or all of the issued dividend preference shares (if any), as follows:
      - + The BOD is authorized to decide on the repurchase of no more than 10% of each class of shares offered in any 12 (twelve) month period.
      - + In other cases, the repurchase shall be decided by the GMS..

- The BOD shall determine the repurchase price. For ordinary shares, the repurchase price shall not exceed the market price at the time of repurchase, unless otherwise provided in Clause 3, Article 133 of the Law on Enterprises. For other types of shares, unless otherwise agreed between the Company and the shareholder, the price shall not be lower than the market price.
- The Company may repurchase shares from each shareholder proportionally to their shareholding in the Company, in accordance with the procedures under the Law on Enterprises and the Applicable Laws.

## **SECTION 2. SHAREHOLDERS**

### **ARTICLE 13. Right of Shareholders**

1. A shareholder is an owner of the Company and shall have rights and obligations in proportion to the number and class of shares held. Shareholders are liable for the debts and other property obligations of the Company only to the extent of the capital contributed to the Company.
2. Ordinary shareholders shall have the following rights:
  - a. To attend and speak at General Meetings of Shareholders ("GMS") and to exercise the right to vote directly at the GMS, or via an authorized proxy, or by submitting a voting ballot, or by electronic means, or through other methods in accordance with this Charter and Applicable Laws.
  - b. To receive dividends at a rate determined by the GMS.
  - c. To freely transfer fully paid shares in accordance with this Charter and Applicable Laws, except for cases where transfer is restricted under this Charter or Applicable Laws.
  - d. To be given priority in subscribing to newly issued shares in proportion to their shareholding in the Company.
  - e. To inspect and verify personal information related to the shareholder as listed in the register of shareholders eligible to attend the GMS and request corrections of any inaccurate information.
  - f. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets of the Company in proportion to their shareholding, after full payment of all debts, obligations, and after preferred shareholders have been satisfied.

- g. To request the Company to repurchase their shares in the cases provided in Point a Clause 2 Article 12 of this Charter, in accordance with Article 132 of the Law on Enterprises.
  - h. To access adequate corporate information as prescribed by Applicable Laws.
  - i. To be treated equally by the Company; each share of the same class shall confer equal rights, obligations, and benefits. In the case of preferred shares, the rights and obligations attached thereto must be approved by the GMS and fully disclosed to shareholders.
  - j. To have their legitimate rights and interests protected; to request suspension or annulment of any Resolution or Decision of the GMS or the Board of Directors (BOD) in accordance with the Law on Enterprises.
  - k. Other rights as stipulated in this Charter and Applicable Laws..
3. A shareholder or group of shareholders holding at least five percent (5%) of the total ordinary shares shall additionally have the following rights:
- a. To inspect, extract the list of shareholders attending and voting at the GMS after each meeting, meeting minutes, Resolutions and Decisions of the BOD, semi-annual and annual financial statements, Supervisory Board reports, contracts/transactions requiring BOD approval, and other documents, except those related to the Company's trade secrets or business secrets.
  - b. To request the BOD to convene a GMS in cases where: (i) the BOD seriously violates shareholder rights, obligations of managers, or issues decisions beyond its authority; or (ii) the BOD violates this Charter or acts contrary to Resolutions or Decisions of the GMS.
  - c. To request the BOD to examine specific matters related to the management and operation of the Company when deemed necessary. Such requests must be in writing and include: full name, contact address, nationality, legal identification documents (for individuals); name, enterprise code or legal documents, and principal office address (for organizations); the number and percentage of shares held; the issue to be examined and the purpose thereof. The Supervisory Board shall conduct the examination and report to the BOD.
  - d. To propose matters to be included in the GMS meeting agenda.

- e. Other rights in accordance with this Charter, the Corporate Governance Regulations, and Applicable Laws.
4. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate and stand as candidates for membership on the BOD. The nomination shall be carried out as follows:
- a. If shareholders group together to nominate candidates to the BOD, they must notify the other shareholders attending the GMS prior to its commencement.
  - b. Based on the number of BOD members, the shareholder(s) referred to in this Clause may nominate one or more persons as candidates. If the number of candidates nominated is less than the number they are entitled to nominate, the remaining candidates may be nominated by the BOD and other shareholders.
  - c. Other rights as provided by Applicable Laws.
5. The nomination of BOD candidates by the shareholder(s) referred to in Clause 4 shall comply with the following principles:
- a. The maximum number of candidates that such shareholder(s) may nominate or self-nominate shall be:
    - (i) A Shareholder or group of Shareholders holding from ten percent (10%) up to but not including twenty percent (20%) of the total outstanding ordinary shares of the Company may nominate a maximum of one (01) candidate for election to the Board of Directors.
    - (ii) A Shareholder or group of Shareholders holding from twenty percent (20%) up to but not including thirty percent (30%) of the total outstanding ordinary shares of the Company may nominate a maximum of two (02) candidates for election to the Board of Directors.
    - (iii) A Shareholder or group of Shareholders holding thirty percent (30%) or more of the total outstanding ordinary shares of the Company may nominate a maximum of three (03) candidates for election to the Board of Directors.
  - b. Such shareholder(s) may only exercise the right to nominate or self-nominate once during the BOD's term. However, if a BOD member nominated by such shareholder(s) is removed or dismissed by the GMS in

accordance with this Charter and Applicable Laws, they may nominate another person to fill the vacancy.

6. Shareholders agree that the Company may use and process their personal data (including basic and certain sensitive personal data as defined under Applicable Laws) for purposes relating to the exercise of shareholders' rights and interests under this Charter and Applicable Laws. Such consent includes the right for the Company to provide personal data to any third party it deems necessary to comply with Applicable Laws and/or to perform obligations related to: (i) the rights and obligations between the Company and the shareholder; (ii) the shareholder's rights and obligations authorized to the Company or its authorized representatives, or the Meeting Proxy; (iii) the shareholder warrants that it has obtained consent from its authorized representative for the Company to process personal data under this Charter and Applicable Laws.
7. The rights of shareholders holding preferred shares shall be implemented in accordance with the resolutions of the GMS.
8. Other rights as provided under Applicable Laws.

#### **ARTICLE 14. Obligations of Shareholders**

1. Ordinary shareholders shall have the following obligations:
  - a. To comply with this Charter and the Company's Corporate Governance Regulations; to abide by Resolutions and Decisions of the GMS and the BOD.
  - b. To participate in GMS meetings and exercise voting rights via:
    - Direct attendance and voting at the meeting or through a Proxy.
    - Participation and voting via online conference, electronic voting or other electronic means;
    - Submission of ballots via mail, fax, or email;
    - Submission of ballots through other methods as guided by the BOD from time to time.
  - c. To pay in full and on time for the shares registered for subscription, and to be liable for the Company's debts and other obligations within the capital contributed.
  - d. Not to withdraw contributed capital in any form, unless the shares are repurchased by the Company or another party in accordance with this Charter and Applicable Laws. If capital is withdrawn contrary to this Clause,



the shareholder and relevant beneficiaries shall be jointly liable for the Company's debts and obligations within the withdrawn amount and for any damage caused.

- e. To provide an accurate address when registering for share subscription.
- f. To keep confidential any information provided by the Company in accordance with this Charter and Applicable Laws; to use the information solely to exercise and protect their rights; and not to disclose, copy, or send such information to any other entity without prior consent from an authorized person of the Company.
- g. To provide the Company with accurate, truthful, and complete personal information in accordance with Applicable Laws for shareholder.
- h. To bear personal liability for acts performed in the name of the Company in the following cases:
  - Violation of Applicable Laws;
  - Abuse of the Company's name for personal gain or for the benefit of others;
  - Premature settlement of debts causing financial risk to the Company.
- i. To fulfill other obligations as provided under Applicable Laws.

#### **ARTICLE 15. Proxy for Attending the General Meeting of Shareholders**

1. Shareholders have the right to attend the GMS as prescribed by law and may attend in person or authorize another individual or organization to attend as their Proxy.
2. The authorization must be made in writing. The power of attorney must comply with civil law and specify: name of the authorizing shareholder, name of the authorized individual or organization, number of shares authorized, content and scope of the authorization, duration, and signatures of both parties. The Proxy must present the written authorization when registering for the GMS.
3. Votes cast by the Proxy within the authorized scope and at the time of the proxy's validity shall **remain effective** in the following cases:

The shareholder has died, is restricted or has lost legal capacity;

  - b. The shareholder has revoked the authorization;
  - c. The shareholder has revoked the authority or designation of the Proxy.

However, this provision shall not apply if the Company receives a written notice of any such event no later than twenty-four (24) hours prior to the commencement of the GMS or its reconvened session.

Any limitation imposed by a shareholder on their Proxy's authority to exercise shareholder rights at the GMS shall not be effective against third parties.

### **CHAPTER III**

#### **ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION**

##### **SECTION 1. COMPANY STRUCTURE**

###### **ARTICLE 16. Organizational Structure, Management and Supervision**

1. The Company's organizational structure for management and supervision comprises:
  - a. The General Meeting of Shareholders (GMS).
  - b. The Board of Directors (BOD).
  - c. The Audit Committee (AC).
  - d. The General Director.
2. The internal management structure of the Company and its Subsidiaries shall be decided by the BOD and specified in the Organizational and Operational Regulations of each respective Subsidiary.

##### **SECTION 2. GENERAL MEETING OF SHAREHOLDERS (GMS)**

###### **ARTICLE 17. Authority of the GMS**

1. The GMS consists of all shareholders with voting rights and is the supreme decision-making authority of the Company.
2. The General Meeting of Shareholders shall have the following rights and duties:
  - a. To approve the annual business plan and annual financial statements of the Company.
  - b. To approve the development orientation of the Company and assign the Board of Directors to implement it.
  - c. To approve the report of the Board of Directors on the management and operational results of the Board of Directors.
  - d. To approve the report of the independent Board member in the Audit Committee.
  - e. To approve the annual financial statements.

- f. To decide on the remuneration regime for the Board of Directors and the remuneration report of the Board of Directors.
- g. To elect, remove, and dismiss members of the Board of Directors.
- h. To decide on the types of Shares and the total number of Shares of each type authorized to be offered for sale; to decide on the annual dividend rate for each type of Share.
- i. To decide on the division, separation, consolidation, merger, or conversion of the Company.
- j. To decide on the reorganization and dissolution of the Company.
- k. To decide on the budget or the total level of remuneration, bonuses, and other benefits for the Board of Directors.
- l. To decide on investments in or the sale of assets with a value equal to or **greater than 50%** of the total asset value recorded in the Company's most recent financial statements.
- m. To approve the following contracts/transactions::
  - (i) Granting loans or guarantees to members of the Board of Directors, the General Director, other Managers who are not Shareholders, and Related Persons of these individuals.
  - (ii) Other transactions with a value of 35% (thirty-five percent) or more, or transactions that result in the total value of transactions arising within 12 months from the date of the first transaction having a value of 35% (thirty-five percent) or more of the total asset value recorded in the Company's most recent financial statements, between the Company/Dependent Units and the following parties:
    - Members of the Board of Directors, the General Director, other Managers, and their Related Persons.
    - Shareholders, Authorized Representatives of Shareholders holding more than 10% of the total outstanding ordinary Shares of the Company, and their Related Persons.
    - Enterprises affiliated with the individuals specified in Clause 2, Article 164 of the Law on Enterprises.
  - (iii) Loan or asset sale contracts/transactions with a value greater than 10% (ten percent) of the total asset value recorded in the most recent

financial statements between the Company and Shareholders holding 51% (fifty-one percent) or more of the total voting shares, or their Related Persons.

- n. To decide on the repurchase of more than 10% of the total number of sold Shares of each type.
  - o. To decide on amendments and supplements to the Company's Charter.
  - p. To approve the Company's business lines and sectors.
  - q. To consider and handle violations by members of the Board of Directors that cause damage to the Company and its Shareholders.
  - r. To decide on changes in the Company's charter capital, including reductions in charter capital.
  - s. To approve the Corporate Governance Regulations; the Operating Regulations of the Board of Directors.
  - t. To review and handle violations by members of the Board of Directors that cause damage to the Company and its Shareholders.
  - u. To decide on the number of members of the Board of Directors.
  - v. To approve the list of accepted Auditing Firms; to decide on the accepted Auditing Firm to conduct audits of the Company's operations, and to dismiss the accepted auditor when deemed necessary.
  - w. Other matters as stipulated in this Charter, other regulations of the Company, and Legal Regulations.
3. Shareholders shall not have the right to vote in cases where transactions arise in which the Shareholder or a Related Person to the Shareholder has related rights and interests, specifically as follows:
- a. The contracts/transactions specified in Clause 2 of this Article if that Shareholder or a Related Person to that Shareholder is a party to the contract/transaction; or
  - b. The repurchase of Shares of that Shareholder, except in cases where the repurchase of Shares is carried out in proportion to the ownership ratio of all Shareholders or the repurchase is carried out through order matching or public tender offer on (the) stock exchange(s).

4. All resolutions and matters mentioned in Clause 2 of this Article that have been included in the meeting agenda must be discussed and voted on, and approved at the General Meeting of Shareholders.

#### **ARTICLE 18. General Meeting of Shareholders Meetings and Authority to Convene Meetings**

1. The General Meeting of Shareholders consists of all voting Shareholders and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once a year within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the time for holding the Annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the Annual General Meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters according to the Company's Charter and Legal Regulations, especially approving the audited annual financial statements. In case the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Company must invite a representative of the accepted auditing organization that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and the aforementioned representative of the accepted auditing organization shall be responsible for attending the Company's Annual General Meeting of Shareholders.
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 remaining number of Board members and/or independent Board members is less than the minimum number of members according to the Operating Regulations of the Board of Directors and Legal Regulations.
  - c. At the request of the Audit Committee members.
  - d. At the request of Shareholders or a group of Shareholders as stipulated in Clauses 3 and 4, Article 13 of this Charter; the request to convene a General

Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing the full signatures of the relevant Shareholders, or the request document is prepared in multiple copies and gathers sufficient signatures of the relevant Shareholders.

- e. Other cases as stipulated in this Charter and Legal Regulations.
- 4. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the remaining number of Board members, independent Board members is as stipulated in Point b, Clause 3 of this Article, or from the date of receiving the request in Point c and Point d, Clause 3 of this Article. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and the other Board members shall be liable for damages incurred by the Company.
- 5. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Clause 4 of this Article, then within the next thirty (30) days, the Shareholder or group of Shareholders as stipulated in Clauses 3 and 4, Article 13 of this Charter shall have the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

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

- 6. The procedures for organizing a General Meeting of Shareholders shall be carried out in accordance with Article 19 of this Charter and/or Clause 5, Article 140 of the Law on Enterprises.

#### **ARTICLE 19. Meeting Agenda and Notice of General Meeting of Shareholders**

- 1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.
- 2. The person convening the General Meeting of Shareholders must perform the following tasks:

- a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than ten (10) days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information about the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date.
  - b. Prepare the agenda and content of the general meeting.
  - c. Prepare documents for the general meeting.
  - d. Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting.
  - e. Determine the time and venue for holding the general meeting.
  - f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend.
  - g. Other tasks serving the general meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by post and/or email and/or SMS and/or by other means of communication to ensure it reaches the shareholders' contact addresses, and must be posted on the Company's official website, and simultaneously published on the websites of the Company, the State Securities Commission, and the stock exchange where the Company's shares are listed. If a Shareholder has notified the Company in writing of their fax number or telephone number or email address, the notice of the General Meeting of Shareholders may be sent to that fax number or telephone number or email address. If a Shareholder is an employee of the Company, the notice of the meeting may be placed in a sealed envelope and sent to them at their workplace with confirmation of receipt, or to the email address provided to them by the Company.

The sending of the notice of the meeting by the above-mentioned methods and the manner of implementation shall be decided by the Board of Directors, in accordance with Legal Regulations.

The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of

the General Meeting of Shareholders and related documents on the matters to be voted on at the general meeting shall be sent to the Shareholders and/or posted on the Company's website. If the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that Shareholders can access them.

4. Shareholders or a group of Shareholders as stipulated in Clauses 3 and 4, Article 13 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the Shareholder's name, the number of shares of each type held by the Shareholder, and the issue proposed to be included in the meeting agenda.
5. The person convening the General Meeting of Shareholders has the right to refuse the proposal stipulated in Clause 4 of this Article if one of the following cases applies:
  - a. The proposal is not sent in accordance with the provisions of Clause 4 of this Article.
  - b. At the time of the proposal, the Shareholder or group of Shareholders does not hold at least 5% of the
  - c. The proposed issue is not within the decision-making authority of the General Meeting of Shareholders.
  - d. Other cases as stipulated in this Charter and Legal Regulations.
6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the expected agenda and content of the meeting, unless otherwise provided in Clause 5 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 20. Conditions for Conducting the General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be conducted when the number of attending shareholders represents **more than 50%** of the total voting rights.
2. If the first meeting does not meet the conditions for conducting the meeting as stipulated in Clause 1 of this Article, a second notice of meeting shall be sent within thirty (30) days from the originally scheduled date of the first meeting. The second



General Meeting of Shareholders shall be conducted when the number of attending shareholders **represents 33% or more** of the total voting rights.

3. If the second meeting does not meet the conditions for conducting the meeting as stipulated in Clause 2 of this Article, a third notice of meeting must be sent within twenty (20) days from the originally scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting rights of the attending shareholders.

#### **ARTICLE 21. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all entitled attending shareholders have registered in the following order:
  - a. When conducting shareholder registration, the Company shall issue each Shareholder or Authorized Attendee a voting card, which states the registration number, the full name of the Shareholder, the full name of the Authorized Attendee, and the number of voting rights of that Shareholder (hereinafter referred to as the **"Voting Card"**). The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by indicating APPROVAL, DISAPPROVAL, and NO OPINION. At the General Meeting, the number of cards approving the resolution shall be collected first, followed by the number of cards indicating no opinion, and the number of cards disapproving the resolution shall be collected last, and finally, the total number of approving or disapproving votes shall be counted to make a decision. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting shall elect individuals responsible for vote counting or supervising vote counting upon the Chairperson's proposal. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal.
  - b. Shareholders, representatives of institutional shareholders, or Authorized Attendees arriving after the meeting has commenced shall have the right to register immediately and thereafter shall have the right to participate and vote at the general meeting immediately after registration. The Chairperson shall not be responsible for suspending the general meeting for late-arriving

Shareholders to register, and the validity of the matters previously voted on shall remain unchanged.

2. Election of the Chairperson, Secretary, and Vote Counting Committee:

The election of the Chairperson, Secretary, and Vote Counting Committee shall be as follows:

- a. Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson for meetings convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to be the Chairperson of the meeting based on the majority principle. If no Chairperson can be elected, the independent member of the Board of Directors shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person with the highest number of votes shall be the Chairperson of the meeting.
- b. Except as provided in Point a of this Clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson, and the person with the highest number of votes shall be the Chairperson of the meeting.
- c. The Chairperson shall appoint one or more persons as the Secretary of the meeting.
- d. The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson of the meeting.

3. Approval of the Meeting Agenda and Content:

The meeting agenda and content must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and detailedly specify the time for each issue in the meeting agenda.

4. The Chairperson shall have the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

- a. Arranging seating at the venue of the General Meeting of Shareholders.
- b. Ensuring the safety of all persons present at the meeting venues.

- c. Creating favorable conditions for Shareholders to attend (or continue to attend) the general meeting. The person convening the General Meeting of Shareholders shall have full authority to change the aforementioned measures and apply all necessary measures. The applied measures may include issuing admission tickets or using other alternative forms.
- 5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by indicating approval, disapproval, and no opinion. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.
- 6. Shareholders or Authorized Attendees arriving after the meeting has commenced shall still be registered and shall have the right to vote immediately after registration. In this case, the validity of the matters previously voted on shall remain unchanged.
- 7. The person convening the General Meeting of Shareholders shall have the following rights:
  - a. To request all attendees to submit to inspection or other lawful and reasonable security measures.
  - b. To request competent authorities to maintain order at the meeting; to expel individuals who do not comply with the Chairperson's direction, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.
- 8. The Chairperson shall have the right to adjourn a General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of three (03) working days from the originally scheduled opening date of the meeting and may only adjourn the meeting or change the meeting venue in the following cases:
  - a. The meeting venue does not have sufficient convenient seating for all attendees.
  - b. The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote.
  - c. Attendees obstruct or disrupt order, posing a risk that the meeting cannot be conducted fairly and legally.
- 9. If the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of

Shareholders shall elect another person from among the attendees to replace the Chairperson to preside over the meeting until its conclusion; all resolutions passed at that meeting shall be legally binding.

10. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that Shareholders can attend and vote by electronic ballot or other electronic forms in accordance with 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 several articles of the Law on Securities.

## **ARTICLE 22. Conditions for Resolutions of the General Meeting of Shareholders to be Approved**

1. Resolutions and Decisions of the General Meeting of Shareholders shall be approved if they are supported by shareholders representing 65% or more of the total voting rights of all shareholders attending and voting at the meeting, except for the cases stipulated in Clauses 2, 3, 4, and 5 of this Article:
  - a. Types of Shares and the total number of shares of each type.
  - b. Changes in business lines, sectors, and industries.
  - c. Changes in the Company's management organizational structure.
  - d. Investment projects or the sale of assets with a value of 50% or more of the total asset value recorded in the Company's most recent financial statements.
  - e. Reorganization or dissolution of the Company.
2. Other Resolutions and Decisions (excluding Resolutions and Decisions of the General Meeting of Shareholders under Clause 1 of this Article) shall be approved when supported by shareholders holding more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except for the cases stipulated in Clauses 1, 3, 4, and 5 of this Article.
3. In the case of approving resolutions by means of written opinions, the resolutions shall be approved when supported by shareholders holding more than 50% of the total voting rights of all voting shareholders, except for the cases stipulated in Clauses 1, 2, 4, and 5 of this Article.
4. The voting for the election of members of the Board of Directors must be carried out using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares they own multiplied by the

number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. Candidates who are elected as members of the Board of Directors shall be determined according to the number of votes received, in descending order, starting from the candidate with the highest number of votes until the required number of members stipulated in this Charter and the decision of the General Meeting of Shareholders is reached. If two or more candidates receive the same number of votes for the last position on the Board of Directors, a re-election shall be held among the candidates with the same number of votes, or a selection shall be made based on the criteria specified in the Election Regulations or the Company's Charter. The candidate with the higher number of votes shall be elected. If the number of candidates is less than or equal to the number of Board members to be elected, this election shall not be conducted using cumulative voting.

5. Resolutions of the General Meeting of Shareholders on matters that adversely change the rights and obligations of shareholders holding preference shares shall only be approved if supported by shareholders of the same class of preference shares attending the meeting and holding 75% or more of the total preference shares of that class, or if supported by shareholders of the same class of preference shares holding 75% or more of the total preference shares of that class in the case of approving resolutions by means of written opinions.
6. The Chairperson of the General Meeting of Shareholders shall be responsible for organizing the storage of the minutes of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting and shall be disclosed within twenty-four (24) hours from the time the General Meeting of Shareholders concludes. Detailed regulations on the minutes of the General Meeting of Shareholders shall be specified in the Corporate Governance Regulations.
7. Resolutions and Decisions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares of the Company shall be considered valid and effective even if the procedures for convening the meeting and approving the resolution violate the provisions of the Law on Enterprises, this Charter, and the Corporate Governance Regulations.
8. Resolutions and Decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders

within fifteen (15) days from the date of approval, or the Company may replace this with posting on the Company's website.

### **ARTICLE 23. Authority and Procedures for Obtaining Shareholders' Written Opinions to Approve Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining shareholders' **written opinions** to approve decisions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to obtain shareholders' written opinions to approve Resolutions and Decisions of the General Meeting of Shareholders on all matters within the decision-making authority of the General Meeting of Shareholders if it deems it necessary for the benefit of the Company, including the contents in Points a, b, c, d, Clause 1, Article 22 of this Charter. Except for seeking the opinion of the General Meeting of Shareholders on the merger, division, separation, or dissolution of the Company, which must be approved by the General Meeting of Shareholders through a direct meeting.
2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors must ensure that the documents are sent and disclosed to the voting shareholders no later than fifteen (15) days before the deadline for receiving the returned opinion ballots. The compilation of the list of shareholders to whom opinion ballots are sent and the content of the opinion ballots shall be carried out in accordance with the Corporate Governance Regulations and Legal Regulations.

Shareholders may send their completed opinion ballots to the Company in one of the following forms:

- a. In the case of sending by mail, the completed opinion ballot must bear the signature of the individual shareholder, the Authorized Representative, or the legal representative of the institutional shareholder. For Authorized Representatives of institutional shareholders, the power of attorney from the authorizing party must be enclosed with the ballot sent to the Company. Opinion ballots sent to the Company must be in sealed envelopes and no one shall have the right to open them before the vote count.
- b. In the case of sending by fax or email, opinion ballots sent to the Company via fax or email must be kept confidential until the time of the vote count.

- c. In the case of voting by electronic ballot or other electronic forms, it shall be carried out as stipulated in this Charter and the Corporate Governance Regulations.
3. Opinion ballots sent to the Company after the deadline specified in the opinion ballot content, or those that have been opened in the case of mail and disclosed in the case of fax or email, shall be invalid. Opinion ballots not returned shall be considered as non-participating votes.
4. The main contents of the opinion ballot, the method of sending opinion ballots to the Company, the conditions for ensuring the validity of opinion ballots, and the minutes of the opinion ballot count shall be specified in the Corporate Governance Regulations.
5. The Board of Directors shall count the votes and prepare the minutes of the vote count under the witness and supervision of the Audit Committee and/or at least three (03) shareholders who do not hold managerial positions in the Company. Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the minutes of the vote count; they shall be jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.
6. The minutes of the vote count must be sent to the shareholders within fifteen (15) days from the date of completion of the vote count. The sending of the minutes of the vote count and the Resolution may be replaced by posting on the Company's website within twenty-four (24) hours from the date of completion of the vote count.
7. The completed opinion ballots, the minutes of the vote count, the full text of the approved Resolution, and related documents enclosed with the opinion ballot must all be kept at the Company's head office.
8. A resolution approved by obtaining shareholders' written opinions shall be valid if supported by shareholders holding more than 50% of the total voting rights of all voting shareholders and shall have the same validity as a resolution approved at a General Meeting of Shareholders.

#### **ARTICLE 24. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders' meeting must be minuted and may be audio-recorded or recorded and stored in other electronic forms. The minutes

must be prepared in Vietnamese, may also be prepared in a foreign language, and must contain the following principal contents:

- a. Name, head office address, enterprise code.
- b. Time and venue of the General Meeting of Shareholders.
- c. Meeting agenda and content of the meeting.
- d. Full name of the Chairperson and the Secretary.
- d. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item in the meeting agenda.
- e. Number of Shareholders and total voting rights of the attending Shareholders, appendix of the list of registered shareholders, representatives of attending shareholders with the corresponding number of Shares and votes
- f. Total number of votes for each voting matter, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; the corresponding percentage of the total voting rights of the attending Shareholders.
- g. Issues that have been approved and the corresponding approval voting ratio.
- h. Full name and signature of the Chairperson and the Secretary.

In case the Chairperson and the Secretary refuse to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as stipulated in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson and the Secretary to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the Secretary of the meeting, or other persons signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' content.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language versions of the minutes, the content in the Vietnamese version shall prevail.
4. Resolutions and minutes of the General Meeting of Shareholders must be sent to all Shareholders within fifteen (15) days from the end of the meeting. The sending



of Resolutions and minutes of the General Meeting of Shareholders may be replaced by posting them on the Company's website.

5. The minutes of the General Meeting of Shareholders, the appendix listing registered attending Shareholders, the approved Resolutions, and related documents enclosed with the notice of the meeting must be kept at the Company's head office.

#### **ARTICLE 25. Request for Annulment of Resolutions of the General Meeting of Shareholders**

1. Within ninety (90) days from the date of receipt of the Resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for obtaining shareholders' written opinions, the Shareholder or group of Shareholders stipulated in Clauses 3 and 4, Article 13 of this Charter shall have the right to request the Court or Arbitration to consider and annul the Resolution or part of the content of the Resolution of the General Meeting of Shareholders in the following cases:
  - a. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case stipulated in Clause 7, Article 22 of this Charter.
  - b. The content of the Resolution violates the law or this Charter.
2. In the event that a Shareholder or group of Shareholders requests the Court or Arbitration to annul a Resolution of the General Meeting of Shareholders as stipulated in Clause 1 of this Article, that Resolution shall remain effective until the decision to annul that Resolution by the Court or Arbitration takes effect, unless urgent provisional measures are applied according to the decision of the competent authority.

### **SECTION 3. BOARD OF DIRECTORS (BOD)**

#### **ARTICLE 26. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are as follows:

- a. To decide on the Company's medium-term development strategy and plan, and annual business plan, and to adjust or change the Company's annual business plan when deemed necessary to suit the actual business operations of the Company.
- b. To propose the types of Shares and the total number of Shares of each type authorized to be offered for sale, including conversion and exchange into the Company's Shares within the scope of the number of Shares of each type authorized to be offered for sale as decided by the General Meeting of Shareholders.
- c. To issue and offer for sale various types of bonds and other securities within the authority stipulated by this Charter and Legal Regulations, as well as other decisions/resolutions of the General Meeting of Shareholders.
- d. To decide on investment plans and investment projects within the authority and limits stipulated by this Charter and Legal Regulations.
- e. To decide on capital mobilization in other forms in accordance with Legal Regulations.
- f. To decide on the offering price of each type of Share, bond, and other securities.
- g. To decide on the repurchase of no more than 10% (ten percent) of the total number of issued Shares of each type within 12 months.
- h. To propose to the General Meeting of Shareholders the dismissal of Board members; to elect, remove, and dismiss the Chairman and Vice Chairman of the Board of Directors; to appoint, remove, sign labor contracts with, and terminate labor contracts with the General Director and other Managers in accordance with this Charter; to decide on the salaries, remuneration, bonuses, and other benefits of those Managers.
- i. To decide on the appointment, removal, and dismissal of authorized representatives to exercise ownership rights over shares or contributed capital in other organizations/enterprises (Capital Representatives); to decide on the salaries, remuneration, bonuses, and other benefits of Capital Representatives. The aforementioned dismissal shall not violate the contractual agreements of the dismissed individuals (if any).
- j. To approve contracts for purchase, sale, borrowing, lending, security measures (mortgage, pledge, deposit, etc.), and other

contracts/transactions with a value **greater than 50%** of the total asset value recorded in the Company's most recent financial statements, except for contracts/transactions falling under the decision-making and approval authority of the General Meeting of Shareholders according to this Charter and Legal Regulations.

- k. To approve other contracts/transactions between the Company and the following parties, except for contracts/transactions falling under the approval authority of the General Meeting of Shareholders as per Point m, **Clause 2, Article 17** of this Charter, specifically cụ thể:
  - (i) Thành viên Members of the Board of Directors, the General Director, other Managers, and their Related Persons.
  - (ii) Shareholders, Authorized Representatives of Shareholders holding less **than 10%** of the total outstanding ordinary Shares of the Company, and their Related Persons.
  - (iii) Enterprises affiliated with the individuals specified in **Clause 2, Article 164** of the Law on Enterprises.
  - (iv) Loan or asset sale contracts/transactions with a value of **less than 10%** (ten percent) of the total asset value recorded in the most recent financial statements between the Company and Shareholders holding 51% (fifty-one percent) or more of the total voting shares, or their Related Persons.
- l. To decide on the organizational structure, to decide on the establishment of Branches, Transaction Offices, Representative Offices, and related matters.
- m. To approve the agenda, content, and documents serving the General Meeting of Shareholders, to convene the General Meeting of Shareholders or to obtain opinions for the General Meeting of Shareholders to approve decisions, and/or to delegate authority to the Chairman of the Board of Directors or the General Director or the Company's Executive Officers to decide.
- n. To submit the annual financial statements to the General Meeting of Shareholders.
- o. To supervise and direct the General Director and other Managers of the Company in the daily business operations of the Company.

- p. To propose the level of dividends to be paid; to determine the interim dividend level; to organize the payment of dividends; to decide on the deadline and procedures for dividend payment or handling losses incurred during business operations.
- q. To propose the reorganization, dissolution, division, separation, merger, and bankruptcy filing of the Company.
- r. To decide on market development, marketing, and technology solutions.
- s. To appoint the person in charge of corporate governance.
- t. To organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other Managers of the Company.
- u. To report on the activities of the Board of Directors and the report on the activities of independent members of the Board of Directors in the Audit Committee at the General Meeting of Shareholders in accordance with Legal Regulations.
- v. To decide on the promulgation of the Operating Regulations of the Board of Directors, the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; to decide on the promulgation of the Operating Regulations of the Audit Committee, and the Regulations on Information Disclosure of the Company.
- w. To establish departments or appoint individuals to perform internal control and risk management tasks in order to stipulate strategic risk management policies in the Company's operations and to inspect and evaluate the suitability and effectiveness of the risk management system established within the Company.
- x. To prevent and resolve conflicts that may arise between shareholders and the Company. The Board of Directors may appoint personnel to implement necessary systems or establish a specialized department to resolve conflicts within the Company or for this purpose.
- y. To decide on any other business issues or transactions that the Board of Directors deems necessary for approval within its powers and responsibilities to ensure the Company's operations.
- z. Other rights and obligations as stipulated by Legal Regulations.

3. The Board of Directors shall pass decisions by voting at meetings, by obtaining written opinions, or through other online meeting formats. Each member of the Board of Directors shall have one vote.
4. In exercising its functions, powers, and obligations, the Board of Directors must strictly comply with the Company's Charter, Resolutions/Decisions of the General Meeting of Shareholders, and Legal Regulations. In the event that a decision passed by the Board of Directors violates the Company's Charter or Legal Regulations and causes damage to the Company, the members who voted in favor of that decision shall be jointly and severally personally liable and must compensate the Company for the damage; members who voted against the aforementioned Resolution/Decision shall be exempt from liability. Shareholders holding Shares of the Company shall have the right to request the Court or Arbitration to suspend the implementation or annul the aforementioned Resolution/Decision.

#### **ARTICLE 27. Number, Composition, and Term of Members of the Board of Directors**

1. Number and Composition of Members of the Board of Directors:

The structure of the Company's Board of Directors must have at least three (03) members and no more than eight (08) members. The number of independent members of the Board of Directors shall be as stipulated in Clause 4, Article 29 of this Charter.

The structure of the Company's Board of Directors must ensure that at least 1/3 of the total number of Board members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions within the Company to ensure the independence of the Board of Directors..

2. Term of Members of the Board of Directors:

- a. Members of the Board of Directors shall have a term of five (05) years and may be re-elected for an unlimited number of terms.
- b. An individual may only be elected as an independent member of the Company's Board of Directors for no more than two consecutive terms.
- c. In the event that all members of the Board of Directors simultaneously complete their term and the General Meeting of Shareholders has not yet elected new members, those members shall continue to be members of the

Board of Directors until new members are elected to replace them and take over the work.

**ARTICLE 28. Nomination and Candidacy for the Board of Directors, and Criteria and Conditions for Board Membership**

1. The nomination of individuals for the Board of Directors shall be carried out in accordance with Legal Regulations.
2. The mechanism for nominating or removing incumbent Board members, and for other Shareholders to nominate individuals for the Board of Directors, must be clearly disclosed and must be approved by the General Meeting of Shareholders before the nomination process begins.
3. Once the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (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 provide a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors to be disclosed includes:
  - a. Full name, date, month, and year of birth.
  - b. Professional qualifications.
  - c. Work history.
  - d. Other management positions held (including Board positions in other companies).
  - e. Related interests with the Company and related parties of the Company.
  - f. Other information (if any) in accordance with Legal Regulations.
  - f. The Company shall be responsible for disclosing information about the companies in which the candidate currently holds a Board member position, other management positions, and any related interests with the Company of the Board candidate (if any)).
4. If the number of Board of Directors candidates through nomination and candidacy is still insufficient according to the provisions of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or

- organize nominations in accordance with the Internal Regulations on Corporate Governance and the Company's Charter.
5. Employees of an independent auditing firm that has audited the Company within the past three years shall not be nominated for the Board of Directors.
  6. Shareholders or a group of Shareholders as stipulated in Clause 5, Article 13 of the Charter shall have the right to nominate individuals for the Board of Directors.
  7. Members of the Board of Directors shall have the following rights and responsibilities:
    - a. To be provided with information and documents regarding the financial situation and business operations of the Company and its Dependent Units.
    - b. To perform their duties honestly and carefully in the best interests of the Shareholders and the Company
    - c. To attend all meetings of the Board of Directors and provide opinions on the issues discussed.
    - d. To report and disclose information when conducting transactions involving the Company's shares in accordance with Legal Regulations.
    - e. To report to the Board of Directors at the nearest meeting on transactions between the Company, companies holding more than 50% of the charter capital, and members of the Board of Directors and their Related Persons; transactions between the Company and companies in which a Board member is a founding member or a business manager within the three years preceding the transaction.
    - f. To disclose information when conducting transactions involving the Company's shares in accordance with Legal Regulations.
    - g. Other rights and responsibilities in accordance with Legal Regulations and the Company's Charter.
  8. The criteria and conditions for members of the Board of Directors shall be in accordance with the Operating Regulations of the Board of Directors.
  9. The criteria and conditions stipulated in Clause 8 of this Article shall also apply to additional or replacement members of the Board of Directors who are elected.
  10. The removal, dismissal, and addition of members of the Board of Directors shall be in accordance with the Corporate Governance Regulations and Legal Regulations.

## **ARTICLE 29. Independent Members of the Board of Directors**

1. An independent member of the Board of Directors is a member of the Board of Directors who meets the criteria and conditions according to the Operating Regulations of the Board of Directors.
2. An independent member of the Board of Directors must notify the Board of Directors when they no longer meet the conditions stipulated in Clause 1 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date they no longer meet the aforementioned conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six months from the date of receiving the notification from the independent member of the Board of Directors.
3. The term of an independent member of the Board of Directors shall be the same as the term of other members.
4. The number of independent members of the Company's Board of Directors must ensure the following regulations:
  - a. There must be at least one independent member if the Company has between three and five members on the Board of Directors.
  - b. There must be at least two independent members if the Company has between six and eight members on the Board of Directors.
  - c. The organization and coordination of activities of the independent members of the Board of Directors shall be in accordance with the Operating Regulations of the Board of Directors and Legal Regulations.

## **ARTICLE 30. Prevention of Conflicts of Interest and Transparent Information Disclosure**

1. Members of the Board of Directors, the General Director, and other managers of the Company shall be responsible for disclosing related interests and shall not use information obtained by virtue of their position for personal gain or to serve the interests of other organizations or individuals.
2. The Company shall be responsible for implementing necessary measures to prevent members of the Board of Directors, the General Director, Company Managers, Shareholders, and Related Persons from interfering in the Company's



operations, causing harm to the Company's interests; to comply with regulations on transactions with Shareholders, Company Managers, and Related Persons of these individuals; and to ensure the legitimate rights and interests of those with related interests in the Company.

3. The Company shall be obliged to fully, accurately, and promptly report and disclose periodic information, extraordinary information about its production, business, financial situation, corporate governance, and other information if such information is likely to affect the stock price, decisions of Shareholders, and investors.
4. The information to be disclosed and the methods of information disclosure shall be carried out in accordance with the Company's Charter, the provisions of the Law on Enterprises, the Law on Securities, and relevant Legal Regulations.

### **ARTICLE 31. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected by the Board of itself select one or several of its members to serve as Vice Chairman of the Board of Directors (if deemed necessary).
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
  - a. To formulate the work program and plan of the Board of Directors.
  - b. To prepare the agenda, content, and documents for meetings; to convene and chair meetings of the Board of Directors.
  - c. To organize the adoption of resolutions of the Board of Directors, unless otherwise requested by the Board of Directors.
  - d. To organize the obtaining of written opinions from Shareholders when deemed necessary.
  - e. To supervise the organization and implementation of the Resolutions/Decisions of the Board of Directors.
  - f. To chair the General Meeting of Shareholders and meetings of the Board of Directors.
  - g. Other rights and obligations as stipulated by the Corporate Governance Regulations and Legal Regulations.

4. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing a member of the Board of Directors holding the title of Vice Chairman of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors. If both the Chairman and the Vice Chairman of the Board of Directors are absent, the Chairman of the Board of Directors shall authorize in writing another member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors. If no such authorization is made, the remaining members shall elect one of themselves to temporarily hold the position of Chairman of the Board of Directors based on the majority principle.
5. In the event that the Chairman of the Board of Directors submits a resignation letter or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or from the date the Board of Directors approves the decision to remove or dismiss the Chairman of the Board of Directors.

#### **ARTICLE 32. Meetings of the Board of Directors and Meeting Minutes**

1. If the Board of Directors elects a Chairman of the Board of Directors, the first meeting of the Board of Directors for that term to elect the Chairman and make other decisions within its authority must be held within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. If more than one (01) member has the highest and equal number of votes or voting ratio, the members shall vote based on the majority principle to select one of them to convene the meeting of the Board of Directors.
2. Regular Meetings:  
The Chairman of the Board of Directors shall be responsible for convening meetings of the Board of Directors, preparing the agenda, time, and location of the meeting at least seven (07) days before the start of the meeting. Thereafter, the Chairman of the Board of Directors may convene meetings at any time the Chairman deems necessary, but at least once per quarter, and extraordinary meetings may be held.
3. Extraordinary Meetings:

The Chairman of the Board of Directors shall convene an extraordinary meeting when deemed necessary for the benefit of the Company and/or Shareholders. In addition, the Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors within twenty-four (24) hours upon receipt of a written request from one of the following persons, stating the purpose and content of the issues to be discussed, specifically:

- a. The Audit Committee.
  - b. The General Director or the Legal Representative or at least two (2) Company Executives.
  - c. At least one (01) member of the Board of Directors.
  - d. Receipt of a resignation letter from a member of the Board of Directors.
  - e. Other cases that the Chairman of the Board of Directors deems necessary.
  - f. Other cases as stipulated by Legal Regulations.
4. The meetings of the Board of Directors stipulated in Clause 3 of this Article must be held within seven (07) working days from the date of receipt of the request stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, the Chairman shall be responsible for any damages incurred by the Company. The requester in Clause 3 shall have the right to convene a meeting of the Board of Directors themselves.
5. Meeting Venue:
- The meetings of the Board of Directors stipulated in Clauses 1, 2, and 3 of this Article shall be held at the Company's head office address or other addresses in Vietnam or abroad as proposed by the Chairman of the Board of Directors and with the consent of the Board of Directors.
6. Notice of Board of Directors' Meetings:
- a. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of the meeting no later than five (05) working days before the meeting date. The notice of the meeting must specifically state the time and location of the meeting, the agenda, and the issues for discussion and decision. Attached to the notice of the meeting must be the documents to be used at the meeting and the members' voting slips.
  - b. The notice of the meeting shall be sent by post, fax, email, or other means,

but must ensure delivery to the contact address of each Board member registered with the Company. The methods and conditions for meetings using each means shall be specified in detail in the Corporate Governance Regulations.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of the meeting and accompanying documents to the members of the Audit Committee as to the members of the Board of Directors. Members of the Audit Committee shall have the right to attend meetings of the Board of Directors; they shall have the right to discuss but not to vote.
8. Members must fully attend the meetings of the Board of Directors. A member may authorize another person to attend the meeting on their behalf if approved by a majority of the members of the Board of Directors.

9. Minimum Number of Attendees:

The first meeting of the Board of Directors may only be conducted if the full total number of Board members attend the meeting. A member of the Board of Directors shall be considered to have attended and voted at the meeting when: (i) attending and voting directly at the meeting; or (ii) through an authorized representative; or (iii) attending and voting through online conference, electronic voting, or other electronic forms; or (iv) sending a voting slip to the meeting by mail, fax, email; or (v) sending a voting slip by other means agreed upon by a majority of the members.

If a meeting convened in accordance with this Clause does not have the required number of attendees, a second meeting may be convened within seven (07) days from the originally scheduled date of the first meeting. The re-convened meeting may be held if more than one-half (2/3) of the members of the Board of Directors attend.

10. Voting:

- a. Except as provided in Point b of this Clause, each member of the Board of Directors or authorized person present in person at a meeting of the Board of Directors shall have one (01) vote.
- b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a Related Person of that member has an interest, and that interest conflicts or may conflict with the interests of the Company. Such a member of the Board of Directors shall not be counted towards the minimum number of attendees

required to hold a meeting of the Board of Directors for decisions on which that member does not have the right to vote.

Any member of the Board of Directors benefiting from a contract/transaction specified in Point k, Clause 2, Article 26 of this Charter shall be considered to have an interest in that contract/transaction.

11. Voting to Approve Decisions:

Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the members of the Board of Directors present at the meeting; in the event of a tie in votes, the final decision shall rest with the side supported by the Vice Chairman of the Board of Directors.

12. Disclosure of Interests:

A member of the Board of Directors who directly or indirectly benefits from a contract/transaction that has been signed or is expected to be signed with the Company and knows that they have an interest therein shall be responsible for disclosing the nature and content of that interest at the meeting where the Board of Directors first considers the signing of this contract or transaction. If such a member of the Board of Directors was unaware that they and their Related Persons had an interest at the time the contract/transaction was signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the related transaction/contract..

13. Decisions in Writing:

Decisions made in the form of obtaining written opinions shall be passed based on the consenting opinions of a majority (100%) of the voting members of the Board of Directors. Such Resolutions/Decisions shall have the same validity and effect as Resolutions/Decisions passed by the members of the Board of Directors at a duly convened and conducted meeting.

14. Minutes of Board of Directors' Meetings and Storage:

- a. If the Chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors who attended and agreed to the minutes and contain all the principal contents as stipulated in Points a, b, c, d, dd, e, g, and h, Clause 1, Article 158

of the Law on Enterprises, then these meeting minutes shall be valid. The meeting minutes shall clearly record the refusal of the Chairperson or the minute-taker to sign the meeting minutes. The signatories to the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The Chairperson and the minute-taker shall be personally liable for any damages incurred by the Company due to their refusal to sign the meeting minutes in accordance with the Company's Charter and relevant Legal Regulations.

- b. The meetings of the Board of Directors must be minuted and may be audio-recorded or recorded and stored in other electronic forms. The content of the Board of Directors' meeting minutes and the retention period for the meeting minutes shall be stipulated in the Corporate Governance Regulations.
15. The meetings of the Board of Directors must be minuted and may be audio-recorded or recorded and stored in other electronic forms at the Company's head office. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, containing all the principal contents as stipulated by the Law on Enterprises. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies in content, the content in the Vietnamese minutes shall prevail. The Chairperson and the minute-taker shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

### **ARTICLE 33. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to be responsible for development policy, human resources, compensation and benefits, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors with a minimum of two members, including members of the Board of Directors and/or external members and/or Company personnel. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by the decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be valid if approved by a majority of the members attending and voting at the subcommittee's meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with the provisions of the Company's Charter, the Corporate Governance Regulations, and Legal Regulations.

#### **ARTICLE 34. Person in Charge of Corporate Governance**

1. The Company's Board of Directors must appoint at least one Person in Charge of Corporate Governance to support corporate governance work. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.
2. The Person in Charge of Corporate Governance shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The Person in Charge of Corporate Governance shall have the following rights and obligations:
  - a. To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related matters between the Company and Shareholders.
  - b. To prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders as requested by the Board of Directors or the Audit Committee.
  - c. To advise on the procedures of the meetings.
  - d. To attend the meetings.
  - e. To advise on the procedures for drafting Resolutions/Decisions of the Board of Directors in accordance with Legal Regulations.
  - f. To provide financial information, minutes of Board of Directors' meetings, and other information to members of the Board of Directors.
  - g. To supervise and report to the Board of Directors on the Company's information disclosure activities.
  - h. To be the point of contact with stakeholders.
  - i. To maintain confidentiality of information in accordance with the Company's Charter and Legal Regulations.
  - j. Other rights and obligations in accordance with Legal Regulations.

#### **ARTICLE 35. Audit Committee (AC)**

1. Nomination and Candidacy for Audit Committee Members:

- a. The Chairman of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be Company Executives.
  - b. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.
2. Composition of the Audit Committee:
- a. The Audit Committee shall have two or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
  - b. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of law and the Company's operations, and must not fall under the following circumstances:
    - Working in the accounting or finance department of the Company.
    - Being a member or employee of an approved auditing organization that has audited the Company's financial statements in the preceding three (03) consecutive years.
  - c. The Chairman of the Audit Committee must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.
  - d. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.
3. Term of the Audit Committee: The term of the Audit Committee shall correspond to the term of the Board of Directors.
4. Rights and Obligations of the Audit Committee:
- The Audit Committee shall have the rights and obligations as stipulated in Clause 3, Article 161 of the Law on Enterprises and the Audit Committee Charter.
5. Meetings of the Audit Committee:
- a. The Audit Committee must meet at least twice a year. Detailed and clear meeting minutes shall be prepared and fully retained. The minute-taker and



the Audit Committee members attending the meeting must sign the meeting minutes.

- b. The Audit Committee shall pass decisions by voting at meetings, by obtaining written opinions, or by other forms consistent with regulations. Each member of the Audit Committee shall have one vote. Decisions of the Audit Committee shall be passed if approved by a majority of the members present at the meeting; in the event of a tie in votes, the final decision shall rest with the side supported by the Chairman of the Audit Committee.

## **SECTION 4. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **ARTICLE 36. Company Executives**

1. Company Executives include the General Director, Deputy General Directors, Branch Directors, Chief Accountant, and other Executives appointed by the Board of Directors.
2. The Board of General Directors includes the General Director and one or more Deputy General Directors, the number of Deputy General Directors being decided by the Board of Directors based on the General Director's proposals from time to time. The functions, duties, criteria, and other conditions of the Deputy General Directors shall be detailed in the Regulations on the Organization and Operation of the Board of General Directors and Legal Regulations.
3. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other Executives with a number and qualifications appropriate to the Company's management structure and regulations as stipulated by the Board of Directors. Company Executives shall be responsible for assisting the Company in achieving its operational and organizational goals.
4. The General Director shall be paid a salary, bonuses, salary allowances, and other benefits as decided by the Board of Directors.
5. The salaries of the Executives shall be included in the Company's business expenses in accordance with Legal Regulations on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **ARTICLE 37. Appointment, Rights, and Obligations of the General Director**

1. The General Director shall be hired or appointed by the Board of Directors, who may appoint one of its members. The term of the General Director shall not exceed five (05) years unless otherwise stipulated by the Board of Directors and may be reappointed for an unlimited number of terms.
2. The criteria and conditions for the General Director shall be in accordance with the Regulations on the Organization and Operation of the Board of General Directors and Legal Regulations.
3. The General Director shall have the following rights and obligations:
  - a. To manage the Company's daily business operations; to be supervised by the Board of Directors; to be responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.
  - b. To establish and maintain a risk management implementation system to ensure the prevention of risks that may affect the interests of the Company and its clients; to establish and maintain an internal control system including an independent and specialized organizational structure and personnel. Internal procedures and regulations shall apply to all positions, units, departments, and operations of the Company to ensure compliance with Legal Regulations.
  - c. To organize the implementation of the Resolutions/Decisions of the Board of Directors.
  - d. To organize the implementation of the Company's business plan and investment plan.
  - e. To propose organizational structure plans and the Company's internal management regulations.
  - f. To appoint, remove, and dismiss positions within the Company, except for positions under the authority of the Board of Directors.
  - g. To propose plans for profit distribution or handling business losses.
  - h. To recruit employees.
  - i. To decide on salaries and other benefits for employees within the Company, including but not limited to positions under the General Director's appointment authority.
  - j. To propose the number of Company Executives under the Board of Directors' appointment and dismissal authority for the Board of Directors to consider and decide, ensuring alignment with the Company's management and operational structure in each period. To also advise the Board of

Directors on the salaries, remuneration, and other benefits of the Company Executives.

- k. To submit the annual financial statements to the Board of Directors.
  - l. To propose measures to improve the Company's operations and management.
  - m. The General Director shall not engage in any business activities other than those related to the management and operation of the Company and the management of its Dependent Units.
  - n. Other rights and duties stipulated in the labor contract signed by the General Director with the Company in accordance with the resolution of the Board of Directors.
  - o. Other rights and obligations in accordance with Legal Regulations.
4. Responsibilities of the General Director:
- a. The General Director must manage the Company's daily business operations in strict accordance with the Company's Charter, other internal regulations of the Company, the labor contract signed with the Company, the Resolutions/Decisions of the Board of Directors, and Legal Regulations. If the management is contrary to these regulations and causes damage to the Company, the General Director shall be liable before the law and must compensate the Company for the damage.
  - b. To exercise assigned rights and duties honestly and carefully to ensure the legitimate and maximum benefits for the Company and its Shareholders.
  - c. To be loyal to the interests of the Company and its Shareholders; not to use the Company's information, know-how, business opportunities, abuse their position, title, and assets of the Company for personal gain or to serve the interests of themselves and/or other organizations or individuals.
  - d. To promptly, fully, and accurately notify the Company of enterprises in which members of the Board of General Directors and their Related Persons are the owners or have contributed capital or controlling shares in accordance with Legal Regulations.
  - e. Other responsibilities in accordance with Legal Regulations.

#### **ARTICLE 38. Removal and Dismissal of the General Director**

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

1. No longer meeting the criteria and conditions for being a General Director according to the Company's internal regulations and Legal Regulations.
2. Submitting a resignation letter.
3. According to the decision of the Board of Directors.
4. Other cases as stipulated by Legal Regulations.

### **ARTICLE 39. Internal Control under the Board of Directors**

1. Internal Control shall have the following duties:
  - a. To inspect and supervise compliance with Legal Regulations, the Company's Charter, decisions of the General Meeting of Shareholders, decisions of the Board of Directors, the Company's regulations, business procedures, risk management procedures, relevant departments, and securities practitioners within the Company.
  - b. To supervise the implementation of internal regulations, activities with potential conflicts of interest within the Company, especially regarding the Company's own business activities and the personal transactions of the Company's employees; to supervise the implementation of responsibilities of officers and employees within the Company, and the implementation of responsibilities of partners for delegated activities.
  - c. To inspect the content and supervise the implementation of professional ethics rules.
  - d. To supervise the calculation and compliance with regulations ensuring financial safety.
  - e. To segregate clients' assets.
  - f. To preserve and store clients' assets.
  - g. To control compliance with Legal Regulations on anti-money laundering.
  - h. Other contents as assigned by the General Director.
2. The Company shall establish an internal control system including the organizational structure, internal procedures, and regulations applicable to all positions, units, departments, and operations of the Company to ensure the following objectives:
  - a. The Company's operations comply with the provisions of the Law on Securities and Legal Regulations.
  - b. Ensuring the rights and interests of clients.

- c. The Company's operations are safe and efficient; the safe and efficient protection, management, and use of assets and resources.
  - d. The financial information and management information system is truthful, reasonable, complete, and timely; truthfulness in the preparation of the Company's financial statements.
3. Personnel Requirements for Internal Control:
- a. The Head of the Internal Control Department must have professional qualifications in law, accounting, and auditing; sufficient experience, reputation, and authority to effectively perform assigned tasks.
  - b. Must not be related to the heads of professional departments, nghiệp vụ personnel, the General Director, Deputy General Directors, or Branch Directors within the Company.
  - c. Must hold a securities practice certificate or a Certificate of Basic Knowledge of Securities and the Securities Market and a Certificate of Securities and Securities Market Law.
  - d. Must not concurrently hold other positions within the Company.
  - e. Other requirements in accordance with Legal Regulations.

## **CHAPTER IV**

### **COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, AUDIT COMMITTEE, AND BOARD OF GENERAL DIRECTORS, AND MECHANISM FOR CONFLICT AVOIDANCE AND INTERNAL DISPUTE RESOLUTION**

#### **SECTION 1. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, AUDIT COMMITTEE, AND BOARD OF GENERAL DIRECTORS**

##### **ARTICLE 40. Mechanism for Coordinating Notification of Meeting Outcomes between the Board of Directors, Audit Committee, and General Director**

- 1. For all meetings of the Board of Directors, the Chairman or Vice Chairman of the Board of Directors may invite members of the Board of General Directors to attend.
- 2. For all meetings of the Audit Committee, the Chairman of the Audit Committee may invite members of the Board of General Directors to attend.
- 3. All Resolutions/Decisions of the Board of Directors, general administrative documents issued by the Board of Directors, and Resolutions/Decisions of the

Audit Committee shall be sent to the Board of General Directors within five (05) days from the date such Resolutions/Decisions and documents are issued.

#### **ARTICLE 41. Reports of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers**

1. The General Director shall be responsible for developing the business plan and submitting it to the Board of Directors for consideration and approval.
2. To organize the implementation of the Resolutions/Decisions of the Board of Directors. Upon detecting issues affecting the Company's interests, the General Director shall be responsible for reporting to the Board of Directors so that the Board of Directors can make adjustment decisions.
3. The General Director is the person who manages the Company's daily business operations; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned duties.
4. The General Director shall have the right to refuse to implement and reserve their opinion on resolutions and decisions of the Board of Directors if they find them contrary to Legal Regulations, and shall immediately report this in writing to the Board of Directors and the Audit Committee.
5. The Board of Directors may suspend or cancel the implementation of the General Director's decisions if they find them contrary to Legal Regulations, violating the Company's Charter, or the Resolutions/Decisions of the Board of Directors.
6. The General Director shall have the right to make decisions beyond their authority in emergency cases such as natural disasters, fires, epidemics, but must report these decisions to the nearest Board of Directors and General Meeting of Shareholders.

#### **SECTION 2. MECHANISM FOR CONFLICT AVOIDANCE AND INTERNAL DISPUTE RESOLUTION**

##### **ARTICLE 42. Responsibility for Honesty and Avoiding Conflicts of Interest**

1. Members of the Board of Directors, the General Director, and other Managers shall not use business opportunities that could benefit the Company for their personal gain; nor shall they use information obtained by virtue of their position for personal benefit or to serve the interests of any other organization and/or individual.

2. Members of the Board of Directors, the Audit Committee, the General Director, and other Managers must disclose related interests in accordance with this Charter, the provisions of the Law on Enterprises, and relevant Legal Regulations.
3. Members of the Board of Directors, the General Director, and other Managers shall have the obligation to notify the Board of Directors and the Audit Committee in writing of contracts/transactions under Point m, Clause 2, Article 17 and Point k, Clause 2, Article 26 of this Charter. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these Resolutions/Decisions in accordance with the law on securities regarding information disclosure.
4. Members of the Board of Directors shall not vote on transactions that provide benefits to that member or their related persons as stipulated in this Charter and the provisions of the Law on Enterprises.
5. Members of the Board of Directors, the Audit Committee, the General Director, other Managers, and their Related Persons shall not use or disclose internal information to others for related transactions.
6. The Company shall not grant loans or guarantees to members of the Board of Directors, the General Director, other Managers, and their Related Persons, or any legal entity in which these individuals have financial interests, unless such loans or guarantees have been approved by the General Meeting of Shareholders.

#### **ARTICLE 43. Liability for Damages and Compensation**

1. Members of the Board of Directors, the Audit Committee, the General Director, and other Executives who violate their obligations of honesty and diligence, or fail to fulfill their duties, shall be liable for damages caused by their violations.
2. The responsibility for paying for damages caused by the violations in Clause 1 of this Article shall cover all costs incurred due to the violations.
3. Compensation costs shall include judgment costs, fines, and actual expenses incurred (including attorneys' fees) when resolving these matters within the framework of the law.

## **CHAPTER V**

### **RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY**

#### **ARTICLE 44. Right to Inspect Books and Records**

1. Ordinary shareholders shall have the right to inspect the Company's books and records, specifically as follows:
  - a. Ordinary shareholders have the right to review, inspect, and extract information about the names and contact addresses in the list of voting shareholders; to request correction of their inaccurate information; and to review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders.
  - b. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to review, inspect, and extract the minute book and Resolutions/Decisions of the Board of Directors, semi-annual and annual financial statements, contracts/transactions that require approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets or business secrets.
2. In case an Authorized Representative of a shareholder or group of shareholders requests to inspect books and records, they must provide a Power of Attorney from the shareholder or group of shareholders they represent, or a certified true copy of this Power of Attorney.
3. Members of the Board of Directors, the Audit Committee, the General Director, and other Executives shall have the right to inspect the Company's Shareholder Register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information is kept confidential.
4. The Company's Charter must be published on the Company's website.

## **CHAPTER VI**

### **PROFIT DISTRIBUTION**

#### **ARTICLE 45. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the dividend payout level and the form of annual dividend payment from the Company's retained profits.



2. The Company shall not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the approval of full or partial dividend payment in shares, and the Board of Directors shall be the implementing body for this decision.
4. In the event that dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the Shareholders. If the Company has made a transfer according to the bank details provided by the Shareholder and that Shareholder does not receive the money, the Company shall not be responsible for the amount the Company has transferred to that Shareholder. Dividend payments for shares listed/registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a Resolution/Decision to determine a specific date for the record date of shareholders. Based on that date, those registered as Shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notices, or other documents.
6. Dividends must be paid in full within six (06) months from the end of the annual General Meeting of Shareholders.
7. Other issues related to profit distribution shall be implemented in accordance with Legal Regulations.

## **CHAPTER VII**

### **BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM**

#### **ARTICLE 46. Bank Accounts**

1. The Company shall open accounts at banks and/or branches of foreign banks licensed to operate in Vietnam (hereinafter referred to as "**Banks**").
2. With the prior approval of the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with Legal Regulations.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts at the Banks where the Company has opened accounts..

#### **ARTICLE 47. Financial Year**

1. The Company's financial year shall commence on January 1st and end on December 31st of each calendar year.
2. The Company's first financial year shall commence from the date of its establishment and end on December 31st of that year. If the duration of the Company's first or last financial year is no more than three consecutive accounting months, it may be combined with the following or preceding financial year to form one financial year; however, the first or last financial year shall not exceed fifteen months.

#### **ARTICLE 48. Accounting System**

1. The Company shall use an accounting system approved by the Ministry of Finance, comply with the accounting regulations for securities companies issued by the Ministry of Finance, and relevant Legal Regulations. The Company shall be subject to inspection and supervision by state authorities regarding the implementation of the accounting and statistical regime.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records and books according to the Company's business activities. Accounting records and books must be accurate, up-to-date, systematic, and complete to demonstrate and explain the Company's transactions..

### **CHAPTER VIII**

#### **FINANCIAL STATEMENTS, ANNUAL REPORT, AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **ARTICLE 49. Reporting and Information Disclosure Regimen**

1. Information Disclosure Obligations
  - a. The Company must implement a regime of information disclosure and periodic and extraordinary reporting in full and timely manner in accordance with Legal Regulations on securities and the securities market or as required by competent state authorities. The Company shall be responsible for the accuracy and truthfulness of the disclosed information and reported data.
  - b. Information disclosure shall be carried out in a manner that ensures fair access for Shareholders/members and the investing public at the same time. The language used in information disclosure must be clear, easy to understand, and ensure compliance with Legal Regulations on information disclosure..

2. Content of Information Disclosure
  - a. The Company shall disclose information relating to its business operations, including:
    - Periodic information disclosure regarding financial statements, reports on financial safety ratios, and other reports in accordance with Legal Regulations.
    - Extraordinary information disclosure within 24 hours from the occurrence or discovery of an event in accordance with Legal Regulations.
    - Information disclosure as required by competent regulatory authorities.
  - b. The Company must disclose information on its corporate governance practices at the annual General Meeting of Shareholders and in the Company's annual report.
3. Organization of Information Disclosure: The Company shall develop and issue regulations on information disclosure in accordance with the Law on Securities and Legal Regulations. Simultaneously, it shall appoint at least one dedicated officer for information disclosure who meets the following requirements:
  - a. Possesses knowledge of accounting and finance, and computer skills.
  - b. Publicly discloses their name and work telephone number for easy contact by Shareholders.
  - c. Has sufficient time to perform their responsibilities, especially in contacting shareholders, recording shareholders' opinions, and periodically disclosing, explaining, and responding to those opinions and corporate governance issues in accordance with Legal Regulations.
4. Person Responsible for Information Disclosure: Information disclosure must be carried out by the Company's legal representative or an authorized person for information disclosure. The Company's legal representative shall be responsible for the content of the information disclosed by the authorized person..

#### **ARTICLE 50. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in accordance with Legal

Regulations on information disclosure on the securities market and submit them to the competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanations as stipulated by the law on enterprise accounting. The annual financial statements must accurately and objectively reflect the Company's operating situation.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with Legal Regulations on information disclosure on the securities market and submit them to the competent state authorities..

#### **ARTICLE 51. Annual Report**

The Company must prepare and disclose an Annual Report in accordance with Legal Regulations on securities and the securities market..

### **CHAPTER IX**

#### **AUDIT OF THE COMPANY**

#### **ARTICLE 52. Audit**

1. The Company's annual financial statements, reports on financial safety ratios as of December 31st, semi-annual financial statements, and reports on financial safety ratios as of June 30th must be audited and reviewed by an independent auditing organization in strict accordance with regulations.
2. The independent auditing organization and its personnel performing the audit for the Company must be approved by the SSC. The annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these firms to conduct the Company's audit activities for the following financial year based on the agreed Terms and Conditions with the Board of Directors. Within the same financial year, the securities company shall not change the approved auditing organization, except in cases where the parent company changes its approved auditing organization or the approved auditing organization is suspended or has its approved auditing status revoked.
3. After the end of the financial year, the Company must prepare and send the annual financial statements to the independent auditing firm. The independent auditing firm shall examine, confirm, and report on the annual financial statements reflecting the Company's revenues and expenses, prepare an audit

report, and submit it to the Board of Directors within 70 days from the end of the financial year

4. The audit report shall be attached to the Company's annual financial statements.
5. The auditors performing the audit of the Company shall be permitted to attend all General Meetings of Shareholders and shall have the right to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express their opinions at the General Meeting on matters related to the audit.

## **CHAPTER X**

### **SEAL OF THE ENTERPRISE**

#### **ARTICLE 53. Seal of the Enterprise**

1. The seal includes the seal with a registered design issued by the competent authority or other seals in accordance with Legal Regulations.
2. The Company shall have one seal with a registered design issued by the competent authority in accordance with Legal Regulations.

Based on the decision of the Board of Directors, the Company may use additional seals similar to the issued seal (wet seal, embossed seal, reduced-size seal, wax seal) and decide on the type, form, and content of the seals of its Branches, Transaction Offices, and Representative Offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with the Company's internal regulations and relevant Legal Regulations.

#### **ARTICLE 54. Handling Business Losses**

Prior year losses shall be handled in the following year when the Company generates profits in that following year.

#### **ARTICLE 55. Appropriation of Funds as Prescribed**

1. Annually, the Company shall appropriate from its after-tax profits to establish the following funds:
  - a. Fund for supplementing charter capital reserve.
  - b. Financial and professional risk provision fund.
  - c. Bonus and welfare fund.
  - d. Other funds in accordance with Legal Regulations.

2. The percentage (%) of appropriation to these funds shall be based on the proposal of the Board of Directors and approved by the General Meeting of Shareholders..

## **CHAPTER XI**

### **EMPLOYEES AND TRADE UNION**

#### **ARTICLE 56. Employees and Trade Union**

1. The General Director must prepare a plan for the Board of Directors to approve issues related to the recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline of employees.
2. The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union organizations in accordance with best standards, practices, and management policies, the practices and policies stipulated in this Charter, the Company's internal regulations, and Legal Regulations.

## **CHAPTER XII**

### **EXTENSION OF OPERATING TERM, REORGANIZATION, DISSOLUTION OF THE COMPANY**

#### **ARTICLE 57. Extension of Operating Term**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiration of the Company's operating term to approve the extension of the Company's operating term by voting.
2. The Company's operating term shall be extended if sixty-five percent (65%) or more of the total affirmative votes of the voting Shareholders present in person or through their Authorized Representatives at the General Meeting of Shareholders are obtained.

#### **ARTICLE 58. Reorganization of the Company**

1. The Company shall carry out mergers, consolidations, or transformations after obtaining approval from the SSC.
2. The order and procedures for mergers, consolidations, and transformations shall be implemented in accordance with the Law on Enterprises, the Law on Securities, and relevant Legal Regulations.

#### **ARTICLE 59. Dissolution**

1. The Company may be dissolved or terminate its operations in the following cases:

- a. Expiration of the Operating Term stated in this Charter without applying for an extension or applying for an extension but not being approved by the competent state authority.
  - b. According to the Resolution/Decision of the General Meeting of Shareholders on the premature dissolution of the Company and approved by the SSC.
  - c. The Company no longer has the minimum number of Shareholders for a continuous period of six (06) months without carrying out procedures to change the type of enterprise in accordance with the Law on Enterprises.
  - d. The Establishment and Operation License is revoked by the SSC, unless otherwise provided by law.
  - e. Other cases in accordance with Legal Regulations..
2. The Company may only be dissolved after ensuring full payment of all debts and other property obligations, and the Company is not in the process of resolving disputes in a Court or Arbitration.
3. The Board of Directors shall establish a Liquidation Committee to handle the Company's assets at the time of dissolution. All issues arising during the dissolution process shall be resolved by the Liquidation Committee, which shall be responsible for its decisions to the Board of Directors and before the law.
4. The proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation expenses.
  - b. Salaries, severance allowances, social insurance, and other benefits of employees under the collective labor agreement (if any) and signed labor contracts.
  - c. Taxes and other payments to the State.
  - d. Loans (if any).
  - e. Other debts of the Company.
  - f. After payment of dissolution expenses and debts, the remaining amount shall be distributed to the Shareholders in proportion to their share ownership.
5. The order, procedures, and dossiers for dissolution shall be implemented in accordance with the Law on Enterprises, the Law on Securities, and relevant Legal Regulations.

## **ARTICLE 60. Bankruptcy**

The bankruptcy of the Company shall be carried out in accordance with Legal Regulations on bankruptcy for enterprises operating in the financial sector..

## **CHAPTER XIII**

### **INTERNAL DISPUTE RESOLUTION**

## **ARTICLE 61. Internal Dispute Resolution**

1. In the event of disputes or complaints arising related to the Company's operations, the rights and obligations of Shareholders as stipulated in the Law on Enterprises, the Law on Securities, the Company's Charter, relevant Legal Regulations, or agreements between:
  - a. Shareholders and the Company.
  - b. Shareholders and the Board of Directors, the Audit Committee, the General Director, other Managers, or other Executives..

The involved parties shall endeavor to resolve the dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman or Vice Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within ten (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, any party may request the Audit Committee to appoint an independent expert as a mediator for the dispute resolution process.

2. If a mediation decision is not reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or the Court.
3. Each party shall bear its own costs related to the negotiation and mediation procedures. The payment of court fees shall be made in accordance with the court's judgment.



## CHAPTER XIV

### SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

#### ARTICLE 62. Supplements and Amendments to the Charter

1. Any amendments or supplements to this Charter shall be considered and decided upon by the General Meeting of Shareholders.
2. In cases where this Charter does not address certain matters, the provisions of the Corporate Governance Regulations, the Board of Directors' Operating Regulations, other internal regulations, and Legal Regulations shall apply.
3. In the event that new Legal Regulations arise in the future that are not yet updated in this Charter, those new Legal Regulations shall automatically apply and govern the Company's operations from their effective date..

#### ARTICLE 63. Effective Date

1. This Charter, comprising 14 Chapters and 63 Articles, was unanimously adopted by the General Meeting of Shareholders of APG Securities Joint Stock Company **on April 25, 2025** in Ho Chi Minh City, and the full text of this Charter is hereby approved for effect.
2. This Charter is made in four (04) copies, all having the same legal validity, and shall be kept at the Company's Head Office.
3. This Charter is the sole and official charter of the Company and supersedes the charter adopted by the General Meeting of Shareholders on August 11, 2024.
4. Copies or extracts of the Company's Charter shall only be valid when bearing the signature of the Chairman of the Board of Directors or the Vice Chairman of the Board of Directors, or at least one-half (1/2) of the total number of Board of Directors members.
5. This Charter shall take effect from **April ....., 2025**, the date on which it was adopted by the General Meeting of Shareholders of APG Securities Joint Stock Company.

**APG SECURITIES JOINT STOCK COMPANY  
LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

**Tran Thien Ha**



# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

Ho Chi Minh City, 2025

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## LEGAL BASIS:

- The Securities Law No. 54/2019/QH14, effective from January 1, 2021, and the Law amending the Securities Law, the Accounting Law, the Independent Auditing Law, the State Budget Law, the Law on the Management and Use of Public Assets, the Tax Administration Law, the Personal Income Tax Law, the National Reserve Law, and the Law on Handling Administrative Violations 2024 No. 56/2024/QH15, effective from January 1, 2025 (hereinafter referred to as the "**Securities Law**");
- The Enterprise Law No. 59/2020/QH14, effective from January 1, 2021, and the Law amending the Law on Public Investment, the Law on Public-Private Partnership Investment, the Investment Law, the Housing Law, the Bidding Law, the Electricity Law, the Enterprise Law, the Special Consumption Tax Law, and the Civil Enforcement Law 2022 No. 03/2022/QH15, effective from March 1, 2022 (hereinafter referred to as the "**Enterprise Law**");
- Decree No. 155/2020/ND-CP detailing the implementation of certain provisions of the Securities Law, effective from January 1, 2021;
- Circular No. 116/2020/TT-BTC guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law, effective from December 31, 2020;
- Circular No. 121/2020/TT-BTC regulating the activities of securities companies, effective from February 15, 2021;
- The Charter of Organization and Operations of APG Securities Joint Stock Company,

## INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

*(These Regulations are issued in accordance with Resolution No...../2025/NQ-DHĐCĐ/APG dated April 25, 2025 of the Annual General Meeting of Shareholders of APG Securities Joint Stock Company).*

### CHAPTER I

#### GENERAL PROVISIONS

##### **Article 1: Scope of regulation and applicable entities**

1. **Scope of regulation:** These Internal Regulations on Corporate Governance set forth the roles, powers, and obligations of the General Meeting of Shareholders, the Board of Directors, and the Chief Executive Officer; procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors and the Chief Executive Officer; and other matters in accordance with the Company's Charter and applicable legal provisions.
2. **Applicable entities:** These Regulations shall apply to members of the Board of Directors, the Chief Executive Officer, and relevant organizational units and individuals.

##### **Article 2: Principles of implementation**

Shareholders, the Company, corporate managers, executives, and employees shall exercise their rights and fulfill their obligations in accordance with the law, the Charter, and the internal regulations and procedures of the Company. In case of any inconsistency between legal regulations and these Regulations or other internal documents of the Company, or if there are applicable legal provisions not addressed herein, the applicable legal provisions shall prevail.

##### **Article 3: Interpretation of terms**

1. **"Company"** refers to APG Securities Joint Stock Company or "APG".

2. **"Company Charter"** refers to the Charter approved and adopted by the General Meeting of Shareholders of APG on April 25, 2025.
3. **"Corporate managers"** include members of the Board of Directors, the Chief Executive Officer, and other individuals holding managerial positions as prescribed by the Company Charter.
4. **"Executives"** include the Chief Executive Officer, Deputy Chief Executive Officers, Branch Directors, the Chief Accountant, and other executives as provided in the Company Charter.
5. **"Related persons"** refer to individuals or organizations that have a relationship as defined in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises.
6. **"Insiders"** include the Chairperson and members of the Board of Directors, the legal representative, the Chief Executive Officer, Deputy Chief Executive Officers, the Chief Financial Officer, the Chief Accountant, and equivalent managerial positions appointed by the General Meeting of Shareholders or the Board of Directors; members of the Audit Committee, Internal Audit, Corporate Secretary, the Corporate Governance Officer, and persons authorized to disclose information.
7. **"Corporate Governance Officer"** is the person responsible for duties and powers as stipulated in Article 281 of Decree No. 155/2020/ND-CP and Article 34 of the Company Charter.
8. **"Authorized representative"** refers to a person authorized by an individual shareholder and/or appointed by an organization or enterprise to represent its shareholding in the General Meeting of Shareholders, in the form of a written proxy or appointment letter.
9. **"Shareholder"** means any individual or organization holding at least one share in the joint stock company.
10. **"Founding shareholder"** refers to a shareholder who owns at least one common share and has signed the list of founding shareholders of the Company.
11. **"Major shareholder"** is defined in Clause 18, Article 4 of the Law on Securities.
12. **"GMS"** means the General Meeting of Shareholders.



13. **"BOD"** means the Board of Directors.
14. **"AC"** means the Audit Committee.
15. **"CEO"** means the Chief Executive Officer.
16. **"SSC"** means the State Securities Commission.
17. **"VSDC"** means the Vietnam Securities Depository and Clearing Corporation.
18. **"Corporate Governance"** means a system of principles aimed at: (i) Ensuring a rational governance structure; (ii) Ensuring effective functioning of the BOD; (iii) Protecting the rights of shareholders and related parties; (iv) Ensuring equal treatment of all shareholders; and (v) Ensuring transparency in all company operations.

Other terms shall be interpreted according to the Company Charter and applicable legal documents.

## **CHAPTER II**

### **SHAREHOLDERS AND THE EXERCISE OF SHAREHOLDER RIGHTS**

#### **Article 4: Commencement of Shareholders' Rights and Obligations**

1. For shareholders with deposited securities: Shareholders' rights and obligations commence from the time their securities depository accounts at a member of the Vietnam Securities Depository and Clearing Corporation (VSDC) reflect a balance of the Company's shares (ticker symbol: APG).
2. For shares not yet deposited: Rights and obligations of shareholders commence from the time their names and information are recorded in the Company's Shareholder Register.
3. The Company's Shareholder Register, Shareholder List, and list of securities holders provided by the VSDC shall serve as the legal basis to determine the identity, rights, and obligations of shareholders.

#### **Article 5: Equal Treatment of Shareholders**

1. All shareholders shall be treated fairly, including minority shareholders and foreign shareholders.
2. The percentage of shares held by foreign shareholders in the Company shall comply with applicable laws.

3. Each share of the same class shall entitle its holder to equal rights, obligations, and interests. Where the Company issues preferred shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders (GMS) and fully disclosed to all shareholders.
4. Major shareholders shall not abuse their advantages to harm the rights and interests of the Company or other shareholders.
5. Insiders, related persons of insiders, major shareholders, and related persons of major shareholders must comply with regulations on reporting and disclosure of securities transactions in accordance with applicable laws.

#### **Article 6: Rights and Obligations of Shareholders**

Shareholders' rights and obligations shall be governed by Articles 13 and 14 of the Company Charter, other internal regulations, and relevant legal provisions.

#### **Article 7: Request to Convene an Extraordinary General Meeting of Shareholders (GMS)**

A shareholder or a group of shareholders as stipulated in Point b, Clause 3, Article 13 of the Company Charter shall be entitled to request the convening of an extraordinary GMS, following this procedure:

1. The shareholder/group of shareholders shall submit a written request to the Chairperson or Vice Chairperson of the Board of Directors, either by mail or in person at the Company's Head Office reception desk.  
The request must include the following information:
  - Full name and permanent address.
  - National ID/ Citizen ID/ Passport or equivalent legal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders.
  - Number of shares and the time of share registration of each shareholder, total number of shares held by the group, and the ownership ratio in the Company's charter capital.
  - Grounds and reasons for requesting the GMS.
  - Supporting documents and evidence related to violations by the Board of Directors or matters exceeding the authority of the Board must be attached.
2. Within seven (07) working days from the date of receipt of the request, the Board of Directors shall issue a written response to the shareholder(s).

3. In case the shareholder(s) must independently convene the GMS in accordance with Clause 4, Article 140 of the Law on Enterprises, the Chairperson and the CEO shall be responsible for providing the list of eligible shareholders.
4. The Company shall reimburse reasonable expenses for convening and holding the GMS, provided the convener submits valid invoices indicating the Company as the buyer.

#### **Article 8: Request to Add Items to the GMS Agenda**

1. Shareholders or groups of shareholders under Clauses 3 and 4, Article 13 of the Company Charter may request the addition of items to the GMS agenda by:
  - a. Submitting a written request to the person convening the GMS, either by mail or in person at the Company's Head Office at least seven (07) working days before the scheduled meeting date.
  - b. The request must specify shareholder information, number and duration of shareholding, proposed agenda items, signatures, and supporting evidence.
2. If the proposal is rejected under Clause 5, Article 19 of the Company Charter, the convener must provide a written response at least three (03) days prior to the meeting date.
3. If accepted, the proposal shall be added to the proposed agenda and officially included if approved by the GMS. The proposing shareholder(s) must provide necessary documents and prepare a draft resolution on the added agenda item.
4. Shareholders not covered under Clauses 3 and 4, Article 13 may still submit agenda proposals, but the convener has full discretion to accept or reject them.

#### **Article 9: Request for Information Disclosure**

1. Shareholders or groups of shareholders under Clause 3, Article 13 of the Company Charter may request to access or extract information in accordance with law and the Charter by:
  - Submitting a written request to the Chairperson of the Board of Directors via mail or in person at the Head Office.
  - The request must include shareholder information, number and duration of shareholding, list of documents requested, and signatures.
  - The Chairperson shall assign the Corporate Governance Officer to provide the information within seven (07) working days.

- If denied, the Company must issue a written explanation.
- 2. Shareholders requesting document extraction or duplication must pay fees, including postal costs if applicable.
- 3. The Company shall endeavor to upload such documents to its official website for ease of access by shareholders.

#### **Article 10: Direct Communication with the Board of Directors or CEO**

1. Shareholders who wish to meet with the BOD or CEO must register with the Corporate Governance Officer, who shall arrange the meeting schedule.
2. The Chairperson or CEO shall decide whether to meet the shareholder or assign a qualified representative.
3. The Corporate Governance Officer shall notify the shareholder of the schedule, prepare materials (if any), and document the meeting.
4. The BOD may organize meetings with shareholders at its discretion.

#### **Article 11: Information Provision to Shareholders**

1. Information shall be disclosed through the following channels:
  - The Company's official website: <https://www.apsi.vn>
  - Reports and disclosures as per laws on securities and public company disclosure obligations.
  - Official press releases of the Company.
  - Statements made by the Chairperson, CEO, legal representative, or authorized information disclosure personnel.
  - Other official reports and documents provided to shareholders or the public.
2. The Company shall ensure timely and accurate provision of official information to shareholders and the public.
3. Disclosures on the Company website shall be available in both Vietnamese and English. In case of discrepancy, the Vietnamese version shall prevail.

### **CHAPTER III**

#### **GENERAL MEETING OF SHAREHOLDERS**

## **Article 12: Roles, Rights, and Obligations of the General Meeting of Shareholders (GMS)**

1. The GMS comprises all shareholders with voting rights and is the highest decision-making body of the Company.
2. The GMS has the authorities as specified in Clause 2, Article 17 of the Company Charter.
3. The GMS may delegate certain powers under its jurisdiction to the Board of Directors (BOD) in accordance with the Charter and applicable laws.

## **Article 13: Authority to Convene, Order and Procedures for Holding the GMS via On-site Voting**

1. The authority to convene the GMS is defined in Article 18 of the Company Charter.
2. The list of shareholders eligible to attend and vote at the GMS shall comply with Article 141 of the Law on Enterprises and these Regulations.
3. Notice of the record date for determining eligible shareholders shall be made in accordance with Clause 2, Article 19 of the Charter.
4. The invitation to the GMS must be sent in accordance with Article 143 of the Law on Enterprises and Clause 3, Article 19 of the Charter.
5. The agenda and contents of the GMS shall comply with Article 142 of the Law on Enterprises and Clause 1, Article 19 of the Charter.
6. Proxy voting at the GMS shall follow Article 15 of the Charter.
7. Registration to attend the GMS: Shareholders or their authorized representatives must register as instructed in the meeting notice and present the following documents before entering the meeting venue:
  - For individual shareholders: Invitation letter, national ID/Citizen ID/Passport of the shareholder or proxy, and a power of attorney (if applicable).
  - For institutional shareholders: Invitation letter, certified copy of the business registration certificate, ID/passport of the legal representative or proxy, and a power of attorney.

Shareholders or proxies arriving after the meeting has started may still register to participate and vote but the Chairperson is not obliged to pause the

meeting. Resolutions passed before their registration remain valid.

8. The quorum requirement for the GMS shall be as per Article 20 of the Charter.
9. Forms of Resolution: GMS resolutions may be passed by voting at the meeting or by written consultation, in accordance with the Charter and applicable laws.
10. The voting and vote counting procedures shall comply with Article 21 of the Charter.
11. Voting thresholds for resolution adoption are specified in Article 22 of the Charter.
12. Announcement of Voting Results: Results shall be announced at the meeting after vote counting. If the meeting continues into the next day, the Chairperson must announce the results via the Company's official website.
13. Objections and requests to annul GMS resolutions shall follow Article 25 of the Charter.
14. Minutes of the GMS must comply with Article 150 of the Law on Enterprises and Article 24 of the Charter.
15. Disclosure of Resolutions: GMS resolutions shall be disclosed in accordance with securities regulations on public disclosure.

#### **Article 14: Authority to Convene, Order and Procedures for GMS Resolutions by Written Consultation**

1. The cases in which written consultation may be conducted, and the procedures for implementation, shall comply with Article 23 of the Charter.
2. The ballot papers and vote counting minutes must contain all required details per Article 149 of the Law on Enterprises.

#### **Article 15: Authority to Convene, Order and Procedures for Holding GMS via Online Meeting**

1. To protect the rights and obligations of shareholders and the Company, the GMS may be held online in the following cases:
  - a. Force majeure events, including but not limited to: natural disasters, wars, epidemics, uprisings, riots, terrorism, or government-imposed restrictions.
  - b. Other objective circumstances, as deemed necessary by the BOD.
2. The online GMS shall be organized according to the provisions below, or under a

specific set of meeting rules issued by the convener as needed.

3. Notice of the Online GMS: The convener shall send or post the invitation and meeting documents on the Company's official website, along with instructions for registration and participation in the online GMS.
4. Registration for Online GMS:
  - a. Shareholders shall register and verify their shareholder status via the link or system provided.
  - b. Each shareholder may access the online meeting using a unique account. Only one session per shareholder is permitted at a time.
  - c. Technical support contacts shall be provided to assist shareholders with participation.
5. Quorum: The meeting is valid if the number of participating shareholders meets the minimum attendance requirement per Article 20 of the Charter.
6. Online Voting:
  - a. Voting may be conducted via the Company's designated electronic platforms, and/or by email, fax, or post, provided the votes are received before vote counting ends.
  - b. Only ballots sent from pre-registered email/fax addresses of shareholders or authorized representatives will be accepted.
7. Vote Counting: The organizing committee shall use appropriate technology to count votes cast via all accepted electronic means. They are responsible for accuracy and liable for any damages caused by improper counting.
8. Announcement of Results: Results shall be announced during or immediately after the meeting, or posted on the Company's website if the meeting extends past a single day.
9. Meeting Minutes must follow Article 24 of the Charter. Signatures of the Chairperson and Secretary may be confirmed by email/fax, or another approved method.
10. Disclosure of GMS Resolutions shall follow securities laws on information disclosure.

## **Article 16: Authority to Convene, Order and Procedures for GMS Held in Hybrid Format (In-Person and Online)**

1. A hybrid GMS (both in-person and online) shall comply with the same provisions as outlined above, or under a specific meeting policy issued by the convener as appropriate.
2. Notice: The convener shall send or post the invitation, agenda, and documents on the Company's official website, along with instructions for online attendance.
3. Registration:
  - a. In-person participants follow Clause 7, Article 13 of these Regulations.
  - b. Online participants follow Clause 4, Article 15.
4. Quorum: The meeting is valid if shareholders present in both forms meet the required minimum as per Article 20 of the Charter.
5. Voting: (i) In-person: As per Article 21 of the Charter; (ii) Online: As per Clause 6, Article 15 of these Regulations
6. Vote Counting: Votes from both online and in-person attendees will be tallied together. The vote-counting committee is responsible for accuracy and is liable for losses caused by improper counting.
7. Announcement of Results: As per Article 15.
8. Minutes and Disclosure: In accordance with Article 24 of the Charter and applicable information disclosure laws.

## **Article 17: Report of the Board of Directors at the Annual General Meeting**

The BOD's report to the GMS must include:

1. Remuneration, operating expenses, and other benefits of the BOD and each member as per Clause 12, Article 32 of the Charter and Article 19 of these Regulations.
2. Summary of BOD meetings and decisions.
3. Transactions between the Company (including subsidiaries and controlled affiliates) and BOD members or their related persons; transactions with entities where BOD members have founding or managerial roles within the past three years.



4. Evaluation from independent BOD members regarding the BOD's performance.
5. Activities of BOD sub-committees (if any) and the Audit Committee.
6. Oversight results regarding the CEO and other executives.
7. Future plans and orientations

## **CHAPTER IV**

### **BOARD OF DIRECTORS**

#### **Article 18: Roles, Rights and Obligations of the Board of Directors; Responsibilities of Board Members**

1. The Board of Directors (BOD) is the managerial body of the Company, authorized to act on behalf of the Company to decide and execute all rights and obligations of the Company, except for those under the authority of the General Meeting of Shareholders (GMS).
2. The rights and obligations of the BOD are stipulated in Article 26 of the Company Charter.
3. Each BOD member shall have the right to request the Chief Executive Officer (CEO) or heads of departments/divisions to provide information and documents on the financial situation and business operations of the Company and its affiliated units, provided such information is requested to serve the performance of the BOD member's duties. A written request must be submitted to the Chairperson/Vice Chairperson of the BOD and the Chair of the relevant committee of which the requesting member is a part. The request must state the reason, intended purpose, and include a confidentiality commitment. The written request shall be sent to the CEO at least 24 hours in advance. The requested person must promptly provide accurate and complete information.
4. If a BOD member misuses the information for improper purposes or discloses information causing damage to the Company, that member shall bear full personal liability.

#### **Article 19: Nomination, Candidacy, Election, Dismissal and Removal of BOD Members**

1. The term and number of BOD members are regulated under Article 27 of the Company Charter.
2. The composition and qualifications of BOD members must comply with Article 28

of the Company Charter and the BOD's Rules of Operation.

3. Nomination and candidacy of BOD members shall follow Article 28 of the Company Charter and the BOD's Rules of Operation.
4. The election method for BOD members is regulated in Clause 4, Article 22 of the Company Charter.
5. Notification of BOD member election results must follow Clause 3, Article 28 of the Company Charter and relevant disclosure regulations.
6. The procedure for introducing BOD candidates is provided in Clauses 4 and 5, Article 13, and Clauses 4, Article 28 of the Charter.
7. Dismissal and removal of BOD members:
  - a. In case a BOD member does not participate in BOD activities for six consecutive months (excluding force majeure), such as non-attendance at meetings or failure to fulfill assigned duties, the Chairperson or Vice Chairperson shall collect information, prepare a report, and present the matter to the BOD before submitting to the GMS for decision.
  - b. If a BOD member no longer meets the required qualifications under the Charter, the Chairperson or Vice Chairperson shall collect evidence, prepare an assessment report, and propose the BOD to vote prior to submission to the GMS.
  - c. In case of voluntary resignation, the member must submit a resignation letter to the Chairperson or Vice Chairperson at the Company's Head Office. The BOD shall review and submit the decision to the GMS. The dismissal is effective upon the issuance of a GMS resolution.
  - d. In case of dismissal by GMS resolution, it shall take effect at the time of resolution adoption or as specified in the resolution.
8. Election and removal of the Chairperson:
  - a. The Chairperson is elected among BOD members by majority vote.
  - b. The election takes place at the first meeting of each BOD term, in accordance with Clause 1, Article 32 of the Charter.
  - c. Resignation or removal of the Chairperson shall comply with Clause 5, Article 31 of the Charter.

## **Article 20: Remuneration and Other Benefits of BOD Members**

The total annual remuneration, bonuses, and other benefits for the BOD shall be approved by the GMS and distributed among BOD members according to BOD resolution.

## **Article 21: Order and Procedures for Holding BOD Meetings**

1. The order, procedures, voting conditions, voting methods, adoption of resolutions, and other matters related to BOD meetings are stipulated in Article 32 of the Company Charter.
2. For resolutions requiring public disclosure, the legal representative or authorized disclosure officer must fulfill disclosure obligations in accordance with the law.

## **Article 22: Audit Committee**

1. The rights and duties of the Audit Committee (AC) are specified in Clause 3, Article 161 of the Law on Enterprises and include:
  - a. Accessing operational documents of the Company and communicating with BOD members, the CEO, Chief Accountant, and other managers for information.
  - b. Monitoring the accuracy of financial statements and public financial disclosures.
  - c. Reviewing the internal control and risk management systems.
  - d. Reviewing related-party transactions subject to BOD or GMS approval and recommending which transactions require such approvals.
  - e. Supervising the internal audit function.
  - f. Recommending the selection of independent auditors, audit fees, and contract terms for BOD approval prior to GMS submission.
  - g. Evaluating the independence and effectiveness of the external audit process, especially if non-audit services are used.
  - h. Monitoring the Company's compliance with laws, regulatory requirements, and internal rules.
  - i. Requesting the presence of external auditors at AC meetings to respond to audit-related matters.

- j. Utilizing legal, accounting, or other consultants as necessary.
  - k. Developing risk detection and management policies for submission to the BOD and proposing solutions to emerging risks.
  - l. Reporting in writing to the BOD upon detecting non-compliance by BOD members, the CEO, or other managers.
  - m. Drafting the AC's Rules of Operation and submitting to the BOD for approval.
  - n. The AC must meet at least twice per year. Detailed minutes must be prepared and signed by all participants. All meeting records must be properly archived.
2. The nomination, candidacy, number, structure, qualifications, and term of AC members are stipulated in Article 35 of the Company Charter.

#### **Article 23: Corporate Governance Officer**

The appointment, dismissal, qualifications, rights, and responsibilities of the Corporate Governance Officer shall follow Article 34 of the Company Charter and the Company's internal regulations and policies.

### **CHAPTER V**

#### **CHIEF EXECUTIVE OFFICER**

#### **Article 24: Roles, Responsibilities, Rights and Obligations of the Chief Executive Officer (CEO)**

1. The CEO is responsible for the daily management and operations of the Company; shall be under the supervision of the Board of Directors (BOD); and shall be held accountable to the BOD and in accordance with the law for the execution of assigned rights and obligations.
2. The rights and obligations of the CEO are provided under Clauses 3 and 4, Article 37 of the Company Charter.

#### **Article 25: Appointment, Dismissal, Term, Qualifications and Conditions of the CEO**

1. The term of the CEO shall not exceed five (05) years, unless otherwise decided by the BOD, and may be reappointed for an unlimited number of terms.
2. The qualifications and conditions of the CEO shall be governed by the

Regulations on the Organization and Operation of the Executive Board and relevant legal provisions.

3. The CEO shall be appointed by the BOD or selected from among the BOD members.
4. The CEO may be dismissed or removed by the BOD under circumstances provided in Article 38 of the Company Charter and other internal regulations of the Company.

#### **Article 26: Article 26. Appointment and Execution of Labor Contract with the CEO**

1. The CEO shall be appointed pursuant to a resolution of the BOD, which specifies salary, bonuses, allowances, other compensation, and contractual terms.
2. The Chairperson of the BOD shall sign the labor contract with the CEO on behalf of the BOD in accordance with the BOD resolution.

#### **Article 27: Termination of the Labor Contract with the CEO**

The Company shall terminate the labor contract with the CEO after the BOD issues a resolution on dismissal or removal. The termination must comply with applicable laws, the Company Charter, these Regulations, and other internal rules of the Company.

#### **Article 28: Notification of Appointment, Dismissal, Contract Execution and Termination with the CEO**

Notification of the appointment, dismissal, execution, and termination of the labor contract with the CEO shall be carried out in accordance with legal provisions on information disclosure.

#### **Article 29: Salary and Other Benefits of the CEO**

The CEO shall be entitled to salary, bonuses, allowances, and other compensation. These shall be decided by the BOD and included in the BOD's resolution on CEO appointment.

### **CHAPTER VI**

#### **OTHER ACTIVITIES**

#### **Article 30: Coordination between the CEO and the Board of Directors (BOD)**

1. The procedures for convening, sending invitations to, and reporting on meetings

between the CEO and the BOD shall be as follows:

- a. If the CEO concurrently serves as a BOD member, procedures for meeting invitations are governed by the rules on convening BOD meetings. Relevant topics shall be integrated into the BOD's meeting agenda.
  - b. If the CEO is not concurrently a BOD member, the Chairperson of the BOD may invite the CEO to attend BOD meetings. The invitation procedures shall follow the same provisions as those for BOD meetings.
2. Notification of BOD Resolutions or Decisions to the CEO: The Chairperson of the BOD or the Corporate Governance Officer shall notify the CEO of BOD resolutions or decisions for implementation and monitoring.
3. Cases where the CEO may propose to convene a BOD meeting or seek BOD opinions:
  - a. Conflicts between the rights and obligations of the BOD and the CEO;
  - b. Crises or incidents beyond the CEO's decision-making authority;
  - c. Significant issues arising during implementation of BOD resolutions;
  - d. Matters beyond the delegated authority of the CEO;
  - e. Other matters that, under the law, the Company Charter, or these Regulations, require prior notice to or approval by the BOD.
4. **CEO Reports to the BOD:** Reports by the CEO on the performance of assigned duties and authorities shall be included in the agenda of BOD meetings.
5. **Review of Implementation of BOD Resolutions and Delegated Matters:** Oversight of the CEO's execution of BOD resolutions and delegated matters shall be included in the BOD's meeting agenda.
6. **Reporting and Information Provision by the CEO to the BOD:** The CEO shall provide information in an appropriate format when requested in writing by a BOD member.
7. **Coordination of Oversight and Governance between BOD Members and the CEO:**
  - a. BOD members shall coordinate oversight, governance, and supervision of the CEO through the operation of relevant specialized committees.

- b. BOD members may raise questions during BOD or committee meetings.
- c. In urgent cases related to their responsibilities, BOD members may request information from the CEO or other Company managers, subject to the approval of the Chairperson of the BOD. Such requests must be in writing and submitted at least 24 hours in advance.

**Article 31: Annual Evaluation of Rewards and Disciplinary Actions for BOD Members, CEO, and Other Executives**

The annual evaluation of rewards and disciplinary measures for BOD members, the CEO, and other executives shall be conducted in accordance with the BOD's Rules of Operation and the Rules of Operation of the Executive Board.

**CHAPTER VII**

**AMENDMENT OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

**Article 32: Amendment of the Internal Regulations on Corporate Governance**

1. Any amendment or supplementation of these Internal Regulations on Corporate Governance must be considered by the Board of Directors (BOD) and submitted to the General Meeting of Shareholders (GMS) for approval.
2. In the event that there are applicable legal provisions concerning the operations of the Company that are not yet addressed in these Regulations, or if there are new legal provisions that differ from those set out herein, such legal provisions shall automatically prevail and apply to the Company's operations.

**CHAPTER VIII**

**DOCUMENT RETENTION AND IMPLEMENTING PROVISIONS**

**Article 33: Document Retention**

All records and documents related to meetings of the General Meeting of Shareholders (GMS), Board of Directors (BOD), and Audit Committee (AC), including but not limited to: meeting minutes, resolutions/decisions, personal profiles, proposals, reports, and other related materials under these Regulations shall be retained by the Company at its Head Office and/or another location in accordance with the Company's internal policies on retention periods.

#### **Article 34: Implementing Provisions**

1. The Company, relevant individuals and organizations, and the Company's shareholders shall be subject to the supervision of the State Securities Commission (SSC) and other competent authorities with respect to corporate governance, in accordance with applicable laws.
2. The Chief Executive Officer (CEO) shall be responsible for disseminating and monitoring the implementation of these Regulations within the Company.
3. Any violations of these Regulations shall be handled based on the provisions herein and in compliance with the law, the Company Charter, and other internal regulations of the Company.
4. In the event of any inconsistency between these Regulations and the Company Charter, the provisions of the Charter shall prevail.

#### **Article 35: Entry into Force**

1. These Internal Regulations on Corporate Governance are the sole and official regulations of the Company.
2. Any copy or excerpt of these Regulations shall be valid only if signed by the Chairperson or Vice Chairperson of the BOD, or at least one-half (1/2) of the total number of BOD members.
3. These Regulations supersede all previous versions of internal corporate governance regulations.
4. These Internal Regulations on Corporate Governance consist of 08 Chapters and 35 Articles and were unanimously approved by the Company's General Meeting of Shareholders on April 25, 2025, and shall take full effect from that date.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**VICE CHAIRMAN**

**Huynh Minh Tuan**





# **OPERATING REGULATIONS OF THE BOARD OF DIRECTORS**

Ho Chi Minh City, ..... 2025

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## LEGAL BASIS

- The Law on Securities No. 54/2019/QH14, effective as of January 1, 2021, and the Law amending the Law on Securities, the Law on Accounting, the Law on Independent Auditing, the Law on State Budget, the Law on Management and Use of Public Property, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations 2024 No. 56/2024/QH15, effective as of January 1, 2025 (hereinafter referred to as the “Law on Securities”).
- The Law on Enterprises No. 59/2020/QH14, effective as of January 1, 2021, and the Law amending the Law on Public Investment, the Law on Investment under Public-Private Partnership, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Enforcement of Civil Judgments 2022 No. 03/2022/QH15, effective as of March 1, 2022 (hereinafter referred to as the “Law on Enterprises”).
- Decree No. 155/2020/ND-CP, detailing the implementation of certain provisions of the Law on Securities, effective as of January 1, 2021;
- Circular No. 116/2020/TT-BTC, providing guidance on certain matters of corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, effective as of December 31, 2020;
- Circular No. 121/2020/TT-BTC, regulating the operations of securities companies, effective as of February 15, 2021;
- The Charter on Organization and Operation of APG Securities Joint Stock Company.

Pursuant to the above legal documents, the Board of Directors hereby promulgates the **Regulations on the Operation of the Board of Directors of APG Securities Joint Stock Company**.

These Regulations include the following contents:

CÔNG TY CỔ PHẦN

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

CHỨNG KHOÁN APG

Độc lập – Tự do – Hạnh phúc

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## REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

### APG SECURITIES JOINT STOCK COMPANY

*(These regulations are issued in accordance with Resolution No. .../2025/NQ-DHĐCĐ/APG dated 25/04/2025 of the Annual General Meeting of Shareholders of APG Securities Joint Stock Company).*

## CHAPTER I

### GENERAL PROVISIONS

#### Article 1. Scope of Regulation and Subjects of Application

1. **Scope of Regulation:** These Regulations on the Operation of the Board of Directors (hereinafter "BOD") prescribe the organizational structure, operating principles, rights, and obligations of the BOD and its members in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal provisions.
2. **Subjects of Application:** These Regulations apply to the BOD and its members.

#### Article 2. Operating Principles of the Board of Directors

1. The BOD operates on a collective basis. Each member is individually responsible for their assigned duties and jointly responsible to the General Meeting of Shareholders (GMS) and in accordance with the law for resolutions and decisions made by the BOD regarding the Company's development.
2. The BOD shall delegate responsibilities to the General Director to execute and implement the BOD's resolutions and decisions.

#### Article 3. Terminology Explanation

1. **"Company":** Refers to APG Securities Joint Stock Company.
2. **"Affiliated Units":** Refers to the Company's branches, transaction offices, and

representative offices established in accordance with legal regulations and operating under either dependent or independent accounting.

3. **"Company Manager" or "Manager"**: Includes members of the BOD, the General Director, and other managerial positions as defined by the Company Charter.
4. **"Executive Officers"**: Includes the General Director, Deputy General Directors, Branch Directors, Chief Accountant, and other executives as stipulated by the Charter.
5. **"Related Person"**: As defined in Clause 46 Article 4 of the Law on Securities and Clause 23 Article 4 of the Law on Enterprises.
6. **"Insider"**: Includes the Chairperson, BOD members, the legal representative, the General Director, Deputy General Directors, CFO, Chief Accountant, and equivalent managerial positions elected by the GMS or appointed by the BOD; members of the Audit Committee, Internal Auditors, Company Secretary, Governance Officer, and Disclosure Officer.
7. **"Governance Officer"**: Refers to the person responsible under Article 281 of Decree No. 155/2020/ND-CP and Article 34 of the Company Charter.
8. **"Shareholder"**: Any individual or organization owning at least one share of the Company.
9. **"Founding Shareholder"**: A shareholder owning at least one ordinary share and listed as a founding shareholder.
10. **"Major Shareholder"**: As defined in Clause 18 Article 4 of the Law on Securities.
11. **"Charter"**: The Charter of APG Securities JSC.
12. **"GMS"**: General Meeting of Shareholders.
13. **"BOD"**: Board of Directors.
14. **"SSC"**: State Securities Commission.
15. **"Audit Committee"**: The internal audit committee of the Company.
16. **"CEO"**: General Director.
17. **"VSDC"**: Vietnam Securities Depository and Clearing Corporation.

Other terms shall be interpreted in accordance with the Company Charter and

relevant legal documents.

## **CHAPTER II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 4. Rights and Obligations of BOD Members**

1. Members of the BOD are entitled to all rights as prescribed by the Law on Enterprises, the Law on Securities, other relevant legal documents, and the Company's Charter, including the right to access information and documents relating to the Company's financial position and business operations, as well as those of its affiliated units.
2. Members of the BOD shall have rights and responsibilities specified in Clause 7, Article 28 of the Company Charter.
3. Independent BOD members must prepare assessment reports on the activities of the BOD.

#### **Article 5. Right to Access Information of BOD Members**

1. Members of the BOD have the right to request the CEO or other managers of the Company to provide information and documents relating to the Company's financial position and business operations, as well as those of its affiliated units.
2. The managers requested must provide such information and documents promptly, fully, and accurately in accordance with internal corporate governance regulations.

#### **Article 6. Term and Number of BOD Members**

1. The number of BOD members and their terms shall comply with Article 27 of the Company Charter.
2. The number, rights, obligations, organizational method, and coordination mechanism of independent BOD members shall be governed by Article 29 of the Company Charter and these Regulations.

#### **Article 7. Standards and Conditions of BOD Members**

1. BOD members must meet the following standards and conditions:
  - a. Not fall into the categories prohibited under Clause 2, Article 17 of the Law on Enterprises;

- b. Have expertise and experience in business administration or in the Company's line of business; are not required to be shareholders unless otherwise specified by the Charter;
- c. Must not be CEO or members of the BOD or Members' Council of another securities company;
- d. May concurrently serve as BOD members in no more than 05 other companies.

Specific standards include:

- As prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises;
- Must not concurrently be BOD members, Members' Council members, or CEOs (Directors) of another securities company;
- The Chairperson of the BOD must not concurrently hold the CEO position in a public company;
- A BOD member of a public company may concurrently be a BOD member in no more than 05 other companies.

2. Independent BOD Members, in accordance with Point b, Clause 1, Article 137 of the Law on Enterprises, must satisfy the following:
  - a. Not currently employed by the Company, its parent, or subsidiaries, nor have been employed by them in the preceding 03 consecutive years;
  - b. Not receiving salary or remuneration from the Company, excluding allowances granted to BOD members under legal provisions;
  - c. Not having a spouse, father, mother, biological or adoptive child, or sibling who is a major shareholder, manager of the Company or its subsidiaries;
  - d. Not directly or indirectly owning 1% or more of the voting shares of the Company;
  - e. Not having served as a BOD or Supervisory Board member of the Company in the last 05 years, unless reappointed for no more than 02 consecutive terms.
3. Independent BOD members must notify the BOD upon ceasing to meet these criteria, at which point their status as independent members automatically terminates. The BOD shall notify the next GMS or convene a GMS within 06 months to elect or replace such members.



## **Article 8. Chairperson of the BOD**

1. The Chairperson is elected and removed by the BOD from among its members.
2. The Chairperson must not concurrently serve as the CEO.
3. The rights and obligations of the Chairperson are governed by Clause 3, Article 31 of the Company Charter and relevant laws.
4. In the event of resignation or dismissal, the BOD shall elect a replacement within 10 days. If the Chairperson is absent or unable to fulfill duties, a written authorization must be issued to another BOD member. In absence of such authorization or in cases of death, disappearance, detention, imprisonment, mandatory rehabilitation, legal incapacity, or court prohibition, the remaining BOD members shall elect a temporary Chairperson by majority vote until a new decision is made.
5. If necessary, the BOD may appoint a Company Secretary, who may concurrently hold the position of Corporate Governance Officer. The Secretary shall:
  - a. Assist in convening GMS and BOD meetings and record meeting minutes;
  - b. Support BOD members in performing their duties;
  - c. Assist in implementing corporate governance principles;
  - d. Assist in shareholder relations and protecting their legitimate rights and interests; ensure compliance with information disclosure and administrative procedures.

## **Article 9. Dismissal, Removal, Replacement, and Supplement of BOD Members**

1. The GMS may dismiss BOD members in the following cases:
  - a. They no longer meet the standards and conditions stipulated in these Regulations and the Charter;
  - b. They fail to participate in BOD activities for six (06) consecutive months, except force majeure cases;
  - c. They submit a resignation which is accepted;
  - d. They engage in actions or speech harmful to the Company's interests or reputation;
  - e. Other cases as stipulated by law or internal regulations.

2. The GMS may remove BOD members in circumstances:
  - a. Has not participated in the activities of the BOD for six consecutive months, except in cases of force majeure;
  - b. Other cases as stipulated by law, regulations, and other internal rules and regulations of the Company.
3. If deemed necessary, the GMS may replace, dismiss, or remove BOD members regardless of the above conditions.
4. The BOD must convene a GMS to elect additional BOD members if:
  - a. The number of BOD members is reduced by more than one-third as per the Charter; in such case, the GMS must be convened within 60 days;
  - b. The number of non-executive BOD members falls below the required ratio.
  - c. Otherwise, new members may be elected at the next GMS.

#### **Article 10. Method of Election, Dismissal, and Removal of BOD Members**

1. Election methods are specified in Clause 4 and 5, Article 13; Clause 4, Article 22; and Article 28 of the Charter and Clause 8, Article 18 of the Internal Corporate Governance Regulations.
2. All elections, dismissals, and removals are decided by the GMS by voting.

#### **Article 11. Notification of BOD Member Changes**

1. If BOD candidates are identified, the Company must disclose information at least 10 days prior to the GMS on its website for shareholders' review. Each candidate must submit a written commitment of truthfulness and diligence in fulfilling duties if elected. Disclosed information must include:
  - a. Full name, date of birth;
  - b. Educational background;
  - c. Career history;
  - d. Other managerial positions (including BOD roles at other companies);
  - e. Interests related to the Company and its affiliates;
  - f. Any other information as required by the Charter.
2. Disclosure must also cover other companies where the candidate holds

managerial positions and any relevant interests.

3. Results of elections, dismissals, and removals must be disclosed in accordance with applicable regulations.

### **CHAPTER III**

#### **BOARD OF DIRECTORS**

##### **Article 12. Rights and Obligations of the BOD**

1. The BOD is the Company's management body and is authorized to make decisions on behalf of the Company, except for matters under the authority of the GMS.
2. Its rights and obligations are determined by law, the Charter, and the GMS, specifically as detailed in Article 26 of the Charter.
3. The BOD adopts resolutions via voting in meetings, written ballots, or other forms as allowed by the Charter. Each member holds one vote.
4. In case of unlawful BOD resolutions or resolutions contrary to the Charter or GMS decisions that cause Company losses, the approving members shall be jointly and severally liable and must compensate the Company. Dissenting members are exempt from liability. Shareholders may petition the Court to suspend or annul such resolutions.

##### **Article 13. BOD Authority to Approve and Sign Contracts/Transactions**

1. The BOD shall approve transactions valued less than 35% of the Company's total assets (per the latest financial statement) or a lower threshold as defined in the Charter, between the Company and:
  - BOD members, the CEO, other managers, or their related persons;
  - Shareholders or their authorized representatives holding more than 10% of total voting shares, and their related persons;
  - Enterprises related to the aforementioned individuals per Clause 2, Article 164 of the Law on Enterprises.
2. The signatory must notify BOD members and the Audit Committee of related parties involved and provide a draft or key terms. The BOD must decide within 15 days (or another time frame per the Charter). Interested BOD members may not

vote.

#### **Article 14. BOD's Responsibility in Convening Extraordinary GMS**

1. As per Clause 3 and 4, Article 18 of the Charter.
2. The convener must:
  - a. Prepare a list of eligible shareholders within 10 days prior to notice issuance.  
The Company must announce the record date at least 20 days in advance;
  - b. Provide information and handle complaints about shareholder eligibility;
  - c. Develop the meeting agenda and documents;
  - d. Draft resolutions and list GMS candidates if applicable;
  - e. Set time and venue;
  - f. Send meeting invitations as per the Law on Enterprises;
  - g. Fulfill all tasks required for the meeting.

#### **Article 15. Subcommittees of the BOD**

1. The BOD may form subcommittees on development policy, human resources, compensation, internal audit, and risk management. Each must have at least 03 members, including BOD and non-BOD members. Independent or non-executive BOD members should be the majority and one shall serve as Chair. Subcommittee activities must comply with BOD regulations. A subcommittee resolution is valid only if passed by a majority of attending members.
2. Execution of BOD or subcommittee decisions must comply with laws, the Charter, and internal governance policies.

### **CHAPTER IV**

#### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 16. BOD Meetings**

1. The BOD may convene regular or extraordinary meetings. Regular meetings are convened by the Chairperson as deemed necessary, but at least once (01) per quarter.
2. The Chairperson of the BOD is elected during the first meeting of a new BOD term, within seven (07) working days from the end of the election. This meeting is

convened and chaired by the BOD member who received the highest number or percentage of votes. If multiple members have equal highest votes, the members shall elect one of them by majority vote to convene the meeting.

3. The organization, participation, voting, and adoption of BOD resolutions shall comply with Article 32 of the Company Charter and the internal corporate governance regulations.

#### **Article 17. BOD Meeting Minutes**

1. All BOD meetings must be recorded in minutes and may also be audio/video recorded or preserved in electronic form. Minutes must be prepared in Vietnamese and may be translated into a foreign language. They must include the following:
  - a. Company name, head office address, and enterprise code;
  - b. Meeting time and venue;
  - c. Purpose, agenda, and meeting content;
  - d. Names of attending members or their authorized representatives and method of participation; names and reasons for absence of non-attending members;
  - e. Matters discussed and voted upon;
  - f. Summary of each member's opinions in sequence;
  - g. Voting results showing who agreed, disagreed, and abstained;
  - h. Adopted decisions and corresponding approval ratios;
  - i. Names and signatures of the Chairperson and the minute taker, unless otherwise provided in Clause 2 of this Article.
2. If the Chairperson or minute taker refuses to sign the minutes, the minutes shall still be valid if signed by all other attending BOD members and contain the required content as specified above (points a–h, Clause 1).
3. The Chairperson, minute taker, and any persons signing the minutes are responsible for the accuracy and truthfulness of the content.
4. The meeting minutes and related materials must be kept at the Company's head office.

5. Both the Vietnamese and foreign language versions of the minutes have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail.

## **CHAPTER V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 18. Submission of Annual Reports**

1. Upon the end of the fiscal year, the BOD must submit the following reports to the General Meeting of Shareholders (GMS):
  - a. The Company's business performance report;
  - b. The financial statements;
  - c. The report on the BOD's activities;
  - d. The report on the activities of the independent BOD members within the Audit Committee.
2. The reports stipulated in Clause 1 and the audit report must be made available at the Company's head office no later than 10 days prior to the convening of the annual GMS, unless otherwise provided for in the Charter.
3. Shareholders who have continuously held Company shares for at least one (01) year are entitled to directly review these reports, either independently or accompanied by a licensed lawyer, accountant, or auditor.

#### **Article 19. Remuneration, Bonus, and Other Benefits of BOD Members**

1. The Company may pay remuneration and bonuses to BOD members based on business results and performance.
2. BOD members are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to fulfill their duties and a daily rate. The BOD shall estimate individual remuneration amounts based on unanimous consensus. The total amount of remuneration and bonuses is decided by the GMS at its annual meeting.
3. Remuneration of each BOD member shall be treated as an operating expense of the Company and must comply with corporate income tax regulations. It shall be recorded as a separate item in the annual financial statements and reported to the GMS.

4. BOD members who concurrently hold executive positions, serve on subcommittees, or undertake tasks beyond typical BOD duties may receive additional compensation in the form of fixed payments, salaries, commissions, profit-sharing, or other forms as decided by the BOD.
5. BOD members are entitled to reimbursement for all reasonable expenses incurred in the course of fulfilling their responsibilities, including travel, meals, and accommodations for attending GMS, BOD, or subcommittee meetings.
6. The Company may purchase liability insurance for BOD members with prior GMS approval. This insurance does not cover liabilities arising from violations of laws or the Company Charter.

#### **Article 20. Disclosure of Related Interests**

Unless otherwise provided for more stringently by the Charter, disclosure of interests and related persons shall comply with the following:

1. BOD members must declare their related interests to the Company, including:
  - a. Name, enterprise code, head office address, and business sector of any enterprise in which they own contributed capital or shares; the ownership ratio and acquisition date;
  - b. Similar information about enterprises in which their related persons jointly or separately own over 10% of charter capital.
2. Such declarations must be submitted within seven (07) working days from the date the interest arises. Any amendments or supplements must also be notified within seven (07) working days.
3. If a BOD member, in their own name or on behalf of another, performs any business activity within the Company's line of business, they must report the nature and content of such activity to the BOD and may only proceed upon majority approval of the remaining BOD members. Any income gained from unapproved or undisclosed activities shall belong to the Company.

### **CHAPTER VI**

#### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

##### **Article 21. Relationship Among BOD Members**

1. The relationship among BOD members is one of coordination. Each member is

responsible for informing others about matters related to their assigned tasks.

2. When handling matters involving the domain of another BOD member, the assigned member must proactively coordinate with that member. If differing opinions arise, the responsible member must report to the Chairperson for consideration or convene a meeting or collect opinions from the BOD members as prescribed by law, the Charter, and these Regulations.
3. In case of reassignment of responsibilities among BOD members, the outgoing and incoming members must carry out a proper handover of tasks and related documentation. This handover must be recorded in writing and reported to the Chairperson.

#### **Article 22. Relationship with the Executive Board**

Acting in a governance role, the BOD shall issue resolutions for implementation by the CEO and the Executive Board. The BOD is also responsible for monitoring and supervising the implementation of its resolutions.

#### **Article 23. Relationship with the Audit Committee**

1. The BOD and the Audit Committee maintain a cooperative relationship based on equality and independence, while also ensuring close coordination and mutual support in executing their respective duties.
2. Upon receipt of inspection records or summary reports from the Audit Committee, the BOD must review and direct relevant departments to promptly develop and implement corrective action plans.

### **CHAPTER VII**

#### **IMPLEMENTING PROVISIONS**

#### **Article 24. Effectiveness**

These Regulations on the Operation of the Board of Directors of APG Securities Joint Stock Company consist of 07 Chapters and 25 Articles, and shall take effect as of **April 25, 2025**.

**ON BEHALF OF THE BOARD OF DIRECTORS  
VICE CHAIRMAN**



**Huynh Minh Tuan**

## **SUBMISSION**

*Re: Approval of the Private Placement Plan to Professional Securities Investors*

### **To: The General Meeting of Shareholders of APG Securities Joint Stock Company**

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 passed on November 26, 2019 and the Amended Law on Securities No. 56/2024/QH15 passed on November 29, 2024 (collectively referred to as the "Law on Securities");*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of a number of articles under the Law on Securities;*
- *Pursuant to the Charter of APG Securities Joint Stock Company;*
- *Based on the Company's business performance and capital needs.*

The Board of Directors of APG Securities Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the private placement plan to professional securities investors, with the following key points:

### **I. Rationale for the Private Placement to Increase Charter Capital**

The proposed charter capital increase in 2025 is a necessary step to enhance the Company's financial capacity, adapt to the economic recovery trend, and seize opportunities arising from the potential reclassification of Vietnam's stock market. Additional charter capital will enable APG to expand margin lending and underwriting activities, thereby improving competitiveness and investor appeal. Due to incurred losses in fiscal year 2024, the Company is not eligible to conduct a public offering to existing shareholders. Therefore, a private placement to professional investors is in compliance with applicable regulations and suits the Company's actual circumstances. This is also an opportunity to access long-term capital, improve corporate governance quality, and enhance sustainability during restructuring.

### **II. Private Placement Plan Details**

1. Issuer : APG Securities Joint Stock Company (hereinafter referred to as the "Company" or "APG")

2. Share Name : Shares of APG Securities Joint Stock Company
3. Stock Code : APG
4. Par Value per Share : 10.000 VND (Ten thousand Vietnamese dong) per share
5. Type of Shares : Common shares
6. Number of Shares : 223.621.942 shares  
Currently Outstanding
7. Purpose of Offering : To supplement capital for the Company's business activities
8. Current Charter Capital : 2.236.219.420.000 VND (In words: Two trillion, two hundred thirty-six billion, two hundred nineteen million, four hundred twenty thousand Vietnamese dong)
9. Maximum Number of : 100.000.000 shares  
Shares to Be Issued
10. Maximum Par Value of : 1.000.000.000.000 VND (In words: One trillion  
Shares to Be Issued Vietnamese dong)
11. Expected Increase in : 1.000.000.000.000 VND (In words: One trillion  
Charter Capital Vietnamese dong)
12. Offering Method : Private placement of shares
13. Principles for Determining : The offering price shall be determined through  
Offering Price negotiation and must not be lower than the book value per share based on the latest audited/reviewed financial statements (prior to the Board's resolution approving the issuance plan). According to the Company's audited financial statements for 2024, the book value as of 31/12/2024 is 10.743 VND /share. To protect existing shareholders, the expected offering price is 12.000 VND /share.

14. Offering Price : Expected to be 12.000 VND/share. The General Meeting of Shareholders authorizes the Board of Directors to decide the final offering price, but it must not be lower than 12.000 VND/share.
15. Target Investors : Individuals and/or organizations qualified as professional securities investors in accordance with applicable laws.
16. Selection Criteria for Target Investors : Investors must meet the definition of professional securities investors under the Law on Securities and relevant regulations (hereinafter referred to as the "Criteria"). The General Meeting of Shareholders authorizes the Board of Directors to determine and adjust the selection criteria to fit actual conditions, provided that the Criteria are met.
17. Expected Number of Target Investors : Fewer than 100 professional securities investors
18. Number of Shares to Be Offered Per Investor : Based on each investor's financial capacity and commitment, determined through agreement and/or cooperation arrangements. The Board of Directors is authorized to identify, select, and approve the list and allocation for investors; and to determine whether they qualify as professional securities investors.
19. Treatment of Unsubscribed Shares (if any) : For any shares not subscribed and paid for by professional investors, the General Meeting of Shareholders authorizes the Board of Directors to continue offering such shares to other professional securities investors in accordance with the Criteria and price principles previously approved. If the legal distribution period expires and unsubscribed shares remain, they shall be cancelled and the Board shall issue a resolution concluding the offering based on the actual results in compliance with the law.

20. Transfer Restrictions : Shares issued under the private placement shall be subject to a transfer restriction of one (01) year for professional securities investors from the completion date of the offering, except for transfers among professional investors, transfers pursuant to a court judgment/arbitral award, or inheritance as prescribed by law.
21. Expected Timeline Offering : Expected in 2025. The General Meeting of Shareholders authorizes the Board of Directors to determine the specific offering time depending on actual conditions. The Company will announce the exact offering period upon receipt of written confirmation from the State Securities Commission of Vietnam regarding the complete application.
22. Plan to Ensure Compliance with Foreign Ownership Limit : The General Meeting of Shareholders authorizes the Board of Directors to implement measures to ensure the offering complies with foreign ownership limit regulations.
23. Capital Shortfall Plan : If the total proceeds from the offering fall short of the expected amount after the initial and any extended offering period, the General Meeting of Shareholders authorizes the Board of Directors to mobilize capital from other sources such as bank loans, individual investors, domestic or foreign investment funds, and/or other solutions in compliance with laws and internal regulations to fulfill the Company's capital plan.

#### 24. Assessment of Share Dilution Level:

The private placement of shares may pose dilution risks such as: (i) share price dilution; (ii) dilution of net earnings per share (EPS); (iii) dilution of book value per share; (iv) dilution of ownership percentage and voting rights, specifically as follows:

##### (i) *Share Price Dilution*

The private placement of shares will not technically affect the share price

traded on the market. Simultaneously, the privately placed shares are subject to a transfer restriction of at least one year from the completion of the offering. Therefore, the pressure from the supply to the market is low, thus minimally impacting the circulating share price.

(ii) *Risk of Dilution of Net Earnings Per Share (EPS)*

Earnings per share (EPS) is calculated using the following formula:

$$\text{Adjusted EPS} = \frac{\text{Net profit after tax}}{\text{Weighted average number of outstanding shares during the period}}$$

Upon completion of the offering, the net earnings per share will change downwards due to the increase in the number of outstanding shares, while profit growth will have a certain time lag.

(iii) *Risk of Book Value Dilution*

Book Value per Share of the Company is calculated using the following formula:

$$\text{Book Value per Share after Dilution} = \frac{\text{Vốn chủ sở hữu} - \text{Tài sản vô hình}}{\text{Tổng số cổ phiếu sau khi chào bán}}$$

After the completion of the offering, the book value per share may decrease if the offering price is lower than the book value per share at the time of the offering.

However, the decrease in adjusted EPS and book value per share is only temporary. This is because with the capital raised from the offering, the Company's business operations are expected to achieve certain efficiencies in the future, creating significant growth momentum in the following years.

(iv) *Risk of Dilution of Ownership Percentage and Voting Rights*

The issuance of additional shares to parties other than existing shareholders also reduces the existing shareholders' ownership percentage and voting rights by a ratio corresponding to the proportion of the additional issuance.

### **III. Purpose and Plan for Use of Proceeds from the Offering**

In the event that the Company successfully completes the private placement of **100.000.000 shares** at an offering price of **12.000 VND per share**, the expected proceeds from the offering will be **1.200.000.000.000 VND** (hereinafter referred to as the "Use of Proceeds Plan"). The entire expected proceeds will be allocated as follows:

No.	Use of Proceeds	Percentage of Proceeds	Expected Value (VND)	Expected Disbursement Time
1	Supplementing and providing capital for margin lending and advance sale lending	70%	840.000.000.000	Year 2025, after completion of the offering and according to actual capital utilization progress
2	Investing in valuable papers and debt instruments	15%	180.000.000.000	Year 2025, after completion of the offering and according to actual capital utilization progress
3	Supplementing capital for proprietary trading and underwriting activities	15%	180.000.000.000	Year 2025, after completion of the offering and according to actual capital utilization progress
<b>Total</b>		<b>100%</b>	<b>1.200.000.000.000</b>	

In the event that the proceeds from the private placement are insufficient to cover all the aforementioned purposes, the order of priority for the purposes is as follows from top to bottom:

- Priority 1: Supplementing and providing capital for margin lending and advance sale lending; followed by
- Priority 2: Investing in valuable papers and debt instruments; followed by
- Priority 3: Supplementing capital for proprietary trading and underwriting activities.

#### **IV. Additional Listing and Supplementary Depository**

All additionally offered shares will be subject to supplementary securities registration and changes in listing registration by the Company in accordance with regulations.

## **V. Authorization**

In addition to the separately authorized matters mentioned above, the General Meeting of Shareholders (GMS) hereby authorizes the Board of Directors (BOD) to decide on all matters related to the private placement of shares, including but not limited to:

- a) Implementing the Private Placement Plan for professional securities investors:
  - Deciding on and approving detailed matters for the implementation of the issuance plan approved by the General Meeting of Shareholders as mentioned above and/or amending one (or several) aspects of the issuance plan, provided that such amendments are not contrary to the decisions approved by the General Meeting of Shareholders and ensure compliance with the law, the Company's Charter;
  - Proactively preparing and explaining the dossier for registration of the private placement of securities to be submitted to the State Securities Commission of Vietnam (SSC);
  - Selecting an appropriate timing for the implementation of the offering, ensuring compliance with legal regulations;
  - Developing a specific plan for the use of proceeds, deciding on the disbursement schedule and allocation of the funds raised from the share offering, and/or amending, supplementing, and adjusting the use of proceeds plan in accordance with the Company's business operations, overall development plan, and ensuring the best interests of shareholders. Any adjustments to the use of proceeds plan by the Board of Directors must comply with Clause 2, Article 9 of Decree No. 155/2020/ND-CP and be reported to the State Securities Commission and the nearest General Meeting of Shareholders;
  - Where necessary, the Board of Directors has the right to adjust or change the plan for the use of proceeds from the offering without needing to seek re-approval from the General Meeting of Shareholders if such adjustments or changes do not alter the substance of the use of proceeds already approved by the General Meeting of Shareholders. To optimize the use of remaining funds, the Board of Directors is entitled to make term deposits and/or purchase certificates of deposit and/or invest in low-risk interest-bearing financial instruments (including government bonds);
  - Developing a plan to ensure that the share issuance meets regulations on



foreign ownership ratios;

- Deciding on the blocked account for receiving payments for shares in the offering;

- Supplementing, amending, and finalizing the Issuance Plan or changing this plan as required by the state management agencies to ensure that the Company's capital raising is carried out legally, in accordance with regulations, and protects the rights of shareholders and the Company;

- Proactively seeking and identifying a list of professional securities investors, negotiating and deciding on the offering price and the number of shares offered to each investor to ensure the interests of shareholders and the Company;

- Performing information disclosure and reporting the results of the offering in accordance with the law.

b) The GMS approves the amendment of articles related to charter capital, shares, and stocks in Clause 3 and Clause 1 of Article 9 of the Charter (including but not limited to the articles related to charter capital, shares, and stocks in the amended and supplemented Charter approved by the GMS in the future) regarding the organization and operation of the Company after the completion of the share offering, based on the actual results of the offering, and authorizes the Board of Directors to implement the update of the Company's Charter.

c) Carrying out procedures to change the Company's business licenses and enterprise registration certificates related to changes in charter capital based on the actual results of the offering with the competent state authorities.

d) Carrying out procedures to change the number of outstanding shares, register additional securities, and change the listed shares based on the actual results of the offering with the competent state authorities such as the State Securities Commission of Vietnam, the Vietnam Securities Depository and Clearing Corporation, and the Ho Chi Minh Stock Exchange.

e) Deciding on the use of the share premium received from the offering in the event that the offering price is higher than 12.000 VND/share.

f) Having full authority to perform other related tasks.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

**Recipients:**

- GMS;
- BOD, CEO Office;
- File.

**ON BEHALF OF THE BOARD OF DIRECTORS  
VICE CHAIRMAN**

*(Signed)*

**Huynh Minh Tuan**

**APG SECURITIES JOINT  
STOCK COMPANY**

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No.: 13/2025/TTr-ĐHĐCĐ/APG

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

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Ho Chi Minh City, April , 2025

**SUBMISSION**

*Re: Approval of the Proposal on Private Placement of Bonds*

**To: The General Meeting of Shareholders of APG Securities Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 enacted by the National Assembly on June 17, 2020 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 enacted by the National Assembly on November 26, 2019 and its guiding documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed guidance on the implementation of certain provisions of the Law on Securities;
- Pursuant to Decree No. 153/2020/ND-CP dated December 31, 2020 of the Government on private placement of corporate bonds (including its amendments, supplements, replacements, and relevant guiding regulations from time to time);
- Pursuant to Circular No. 76/2024/TT-BTC dated November 6, 2024 issued by the Ministry of Finance guiding the information disclosure regime and reporting regime on the private placement and trading of corporate bonds in the domestic market and offerings of corporate bonds to the international market;
- Pursuant to the Charter on Organization and Operation of APG Securities Joint Stock Company;
- Based on the needs and actual situation of APG Securities Joint Stock Company,

The Board of Directors (the "Board") hereby submits to the General Meeting of Shareholders for consideration and approval of the following matters:

**1. Approval of the policy on bond issuance, with the following details:**

- Issuer: APG Securities Joint Stock Company.
- Type of bonds: Non-convertible bonds, without warrants, secured or unsecured.
- Par value: **100.000.000** or a multiple thereof.
- Total estimated par value of the bonds to be issued: **Up to 1.000.000.000.000 VND** (in words: One trillion Vietnamese Dong), to be issued in one or multiple tranches. The General Meeting of Shareholders authorizes the Board of Directors

to decide the specific par value for each tranche depending on the Company's capital needs and market conditions at the time of issuance.

- Issue price: At par value.
- Interest rate: The General Meeting of Shareholders authorizes the Board of Directors to determine the specific interest rate for each bond tranche.
- Term: From 1 to 3 years.
- Collateral (if any): The Board is authorized to determine collateral from the Company's assets or third-party assets, or other lawful forms of security as permitted by law.
- Form of issuance: Private placement through an issuing agent.

**2. Approval of the policy on the purpose of bond issuance and capital use plan, specifically:**

The raised capital will be used to expand margin lending activities, invest in valuable papers, and support other lawful business operations.

**3. Approval of authorizing the Board of Directors to implement and decide on all related matters regarding the bond issuance and use of proceeds, including:**

- Preparing and determining the issuance plan and bond terms and conditions, including but not limited to: number of bonds and total par value to be issued in each tranche, timing of each tranche, term, interest rate, interest calculation period, bond type, targeted investors, early redemption plans, and other relevant terms and conditions in compliance with applicable laws.
- Deciding the use and allocation of collateral assets based on the Company's actual asset situation at the time of issuance and direct negotiations with investors (if any).
- Making decisions on all other matters, such as selecting, negotiating, and entering into contracts and documents related to the bond issuance with consultants, investors, and other relevant parties.
- Deciding on the use of proceeds in compliance with laws, disbursement timing, and amounts, ensuring disbursement aligns with the approved use of funds and actual business needs.
- Undertaking all necessary actions and procedures, signing documents required by law and/or competent authorities to implement the private placement in accordance with regulations.
- Authorized to sign, amend, supplement, adjust, cancel, or terminate and decide

on all matters related to the Bond Documents and other accompanying documents, contracts, and records (if any).

- Deciding and carrying out procedures for registering the private bond transaction in accordance with the regulations of the Vietnam Securities Depository and Clearing Corporation, the Hanoi Stock Exchange, and other relevant legal provisions.
- Authorized to re-delegate any of its powers to other personnel of the Company to perform the above-mentioned tasks and take full responsibility to the Board of Directors in accordance with the Company's Charter and applicable laws.

**4. Approval of the assignment of the Board of Directors to report to the General Meeting of Shareholders at the next nearest session.**

**Respectfully submit this to the Annual General Meeting of Shareholders for consideration and approval./.**

**Recipients:**

- *As above;*
- *Filing: Administration Department.*

**ON BEHALF OF THE BOARD OF DIRECTORS  
VICE CHAIRMAN**

*(Signed)*

**Huynh Minh Tuan**

**SUBMISSION**

***Re: Approval of the Dismissal of a Board of Directors Member and the Election of Additional Board of Directors Members for the Remaining Term of 2022 - 2026***

**To: The General Meeting of Shareholders of APG Securities Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued by the National Assembly on June 17, 2020, and relevant legal documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 issued by the National Assembly on November 26, 2019, and relevant legal documents;
- Pursuant to the Charter on Organization and Operation of APG Securities Joint Stock Company;
- Pursuant to the Resignation Letter from the Board of Directors Member (term 2022-2026) of Mr. .... dated ..../.../2025;
- Pursuant to the Resignation Letter from the Board of Directors Member (term 2022-2026) of Mr. .... dated ..../.../2025,

In accordance with the provisions of current law and the Charter of APG Securities Joint Stock Company, the Board of Directors respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval of the dismissal of the Board of Directors ("BOD") members who have submitted resignation letters and the election of additional BOD members for the remaining term of 2022 – 2026 of the Company, with the following details:

**I. Approval of the Dismissal of Board of Directors Members**

On .../.../2025, APG Securities Joint Stock Company received the following documents:

- Resignation letter of the BOD member, Mr. ....;
- Resignation letter of the BOD member, Mr. ....;

According to the current regulations in Clause 1, Article 39 of the Company's Charter and Clause 1, Article 160 of the Law on Enterprises 2020, the BOD respectfully submits to the GMS for approval of the dismissal of the BOD members effective from

April 25, 2025 (which is the date approved by the 2025 Annual General Meeting of Shareholders), specifically as follows:

1. Mr. Dismissal of BOD member
2. Mr. Dismissal of BOD member

## **II. Election of Additional Board of Directors Members for the Remaining Term of 2022 – 2026**

- 1. Approval of the number of Board of Directors members for the remaining term of 2022 – 2026 as 06 members. Thus, the number of additional BOD members to be elected is 01 member.**
- 2. Regulations on nomination, candidacy, and election of additional members of the Board of Directors for the remaining term of 2022 –2026.**

Pursuant to the provisions of current laws and the Company's Charter, in order to ensure management, administration, and the completion of the set strategic development plan, and to replace the 02 (two) resigning members, the BOD proposes the election of additional Board of Directors members. Accordingly, the BOD respectfully submits to the GMS for approval of the Regulations on nomination, candidacy, and election of additional BOD members for the remaining term of 2022 – 2026 (*Detailed content of the Regulations is attached to this submission*).

### **3. List of candidates for election as additional members of the BOD**

Based on the nomination letters of the Company's shareholders, the list of candidates who meet the criteria to be elected as additional members of the Board of Directors of APG Securities Joint Stock Company for the remaining term of 2022 – 2026 is as follows:

<b>No.</b>	<b>Full Name</b>	<b>Current Position at the Company</b>
1		
2		

**Respectfully submits to the General Meeting of Shareholders for consideration and approval./.**

**Recipient:**

- As Submitted;
- Archive.

**APG SECURITIES JOINT STOCK COMPANY  
ON BEHALF OF THE BOARD OF DIRECTORS  
VICE CHAIRMAN**

*(Signed)*

**Huynh Minh Tuan**