TRANSLATION
BẢN DỊCH

KienlongBank KIEN LONG COMMERCIAL JOINT STOCK BANK

CHARTER
KIEN LONG COMMERCIAL JOINT STOCK BANK

Kien Giang, April 26, 2024

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CHARTER
KIEN LONG COMMERCIAL JOINT STOCK BANK

INTRODUCTION

This Charter was approved at the General Meeting of Shareholders on April 26, 2024.

Chapter I
DEFINITIONS OF TERM IN THE CHARTER

Article 1. Interpretation of terms and abbreviations

1. In this Charter, the following terms and abbreviations shall be interpreted as follows:

a. "**Executive Board**" refers to the General Director (CEO), Deputy General Directors, and the Chief Accountant of Kien Long Commercial Joint Stock Bank appointed by the Board of Directors;

b. "**Early Intervention**" refers to the application of requirements and restrictive measures by the State Bank of Vietnam (SBV) on Kien Long Commercial Joint Stock Bank and the requirement for Kien Long Commercial Joint Stock Bank to implement a remedial plan under the supervision of the SBV, in order to rectify the situation as stipulated in Clause 1, Article 156 of the Law on Credit Institutions;

c. "**Shareholder**" refers to any individual or organization owning at least one share in Kien Long Commercial Joint Stock Bank;

d. "**Founding Shareholder**" refers to a shareholder who owns at least one common share and has signed the list of founding shareholders of Kien Long Commercial Joint Stock Bank,

e. "**Major Shareholder**" refers to a shareholder who directly or indirectly owns five percent (5%) or more of the voting shares of Kien Long Commercial Joint Stock Bank;

f. "**Share**" means the charter capital divided into equal parts;

g. "**Stock Certificate**" refers to the physical certificate issued or the book-entry made by Kien Long Commercial Joint Stock Bank confirming the ownership of one or several shares in Kien Long Commercial Joint Stock Bank. Stocks issued by Kien Long Commercial Joint Stock Bank can be either registered or bearer as stipulated in this Charter;

h. "**Treasury Shares**" are shares issued by Kien Long Commercial Joint Stock Bank that have been repurchased by Kien Long Commercial Joint Stock Bank using lawful capital as prescribed in this Charter and relevant laws;

i. "**Dividend**" refers to the portion of net profit distributed for each share in the form of cash or other assets;

j. "**Subsidiary of Kien Long Commercial Joint Stock Bank**" refers to any company that falls under one of the following categories:

(i) Kien Long Commercial Joint Stock Bank or Kien Long Commercial Joint Stock Bank and persons related to Kien Long Commercial Joint Stock Bank holding more than fifty percent (50%) of the charter capital or more than fifty percent (50%) of the voting shares of that company;

(ii) Kien Long Commercial Joint Stock Bank has the right to appoint the majority or all members of the Board of Directors, the Members' Council, and the General Director (Director) of such company;

(iii) Kien Long Commercial Joint Stock Bank has the right to amend and supplement the charter of such company;

(iv) Kien Long Commercial Joint Stock Bank and persons related to Kien Long Commercial Joint Stock Bank directly or indirectly control the adoption of resolutions or decisions of the General Meeting of Shareholders, Board of Directors, or Members' Council of such company.

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k. "**Associate Company of Kien Long Commercial Joint Stock Bank**" refers to a company in which Kien Long Commercial Joint Stock Bank or Kien Long Commercial Joint Stock Bank together with its related persons owns more than eleven percent (11%) of the charter capital or voting shares, but which is not a subsidiary of Kien Long Commercial Joint Stock Bank;

l. "**Controlling Company**" refers to a company that directly or indirectly owns more than twenty percent (20%) of the charter capital of Kien Long Commercial Joint Stock Bank, or otherwise holds control over Kien Long Commercial Joint Stock Bank, or a company of which Kien Long Commercial Joint Stock Bank is a subsidiary or associate;

m. "**General Meeting of Shareholders**" refers to the General Meeting of Shareholders of Kien Long Commercial Joint Stock Bank, comprising all shareholders with voting rights, and is the highest decision-making body of Kien Long Commercial Joint Stock Bank;

n. "**Business Area**" refers to the geographical area stated in Kien Long Commercial Joint Stock Bank's Establishment and Operation License issued by the SBV, in which Kien Long Commercial Joint Stock Bank is permitted to set up operating locations in accordance with the law;

o. "**Affiliated Units**" refer to accounting-dependent units of Kien Long Commercial Joint Stock Bank, including Branches, Transaction Offices, Representative Offices, and other Centers;

p. "**KienlongBank**" is the abbreviated name of Kien Long Commercial Joint Stock Bank used throughout this Charter;

q. "**Profit**" refers to the total profit from business activities and other activities. Business profit includes: the difference between total revenue from service provision and total service costs during the period, and the difference between total revenue from financial investment activities and total costs arising from such investment activities during the period. Other profit refers to the difference between other income and other operating expenses during the same period;

r. "**Enterprise Law**" refers to Law No. 59/2020/QH14 on Enterprises adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and any amendments, supplements, or replacement legal instruments applicable from time to time;

s. "**Law on Credit Institutions**" refers to Law No. 32/2024/QH15 on Credit Institutions adopted by the National Assembly of the Socialist Republic of Vietnam, 15th Legislature, at the 5th extraordinary session on January 18, 2024, and/or any amendments, supplements, or replacement legal instruments applicable from time to time;

t. "**Date of Establishment**" refers to the date on which KienlongBank was granted the Establishment and Operation License by the SBV;

u. "**SBV**" means the State Bank of Vietnam;

v. "**Executives**" include the General Director, Deputy General Directors, Chief Accountant, and Branch Directors;

w. "**Related Person**" refers to any individual or organization having a direct or indirect relationship with another individual or organization under any of the following circumstances:

(i) Parent companies and their subsidiaries, and vice versa; parent companies and subsidiaries of the same company, and vice versa; credit institutions and subsidiaries of credit institutions, and vice versa; credit institutions and subsidiaries of the same credit institution, and vice versa; subsidiaries of the same parent company or of the same credit institution; subsidiaries and subsidiaries of the same parent company or credit institution; managers, controllers, members of the Supervisory Board of the company or credit institution, individuals or organizations authorized to appoint such persons with respect to subsidiaries, and vice versa;

(ii) A company or credit institution in relation to managers, controllers, or members of the Supervisory Board of such company or institution, or organizations or individuals authorized to appoint such persons, and vice versa;

(iii) A company or organization or individual holding 5% or more of the charter capital or voting shares in such company or credit institution, and vice versa;

(iv) Individuals in relation to their spouse; biological parents, adoptive parents, step-parents, parents-in-law; children (including adopted children and stepchildren of the spouse); sons-in-law, daughters-in-law; biological siblings; half-siblings (sharing either father or mother); siblings-in-law; aunts, uncles, cousins; paternal and maternal grandparents; grandchildren; and other persons as referred to in this Clause (hereinafter collectively referred to as spouse, parents, children, siblings, etc.);

(v) A credit institution and an entity related under Clause (iv) of this Article to the manager, controller, member of the Supervisory Board, or capital-contributing member holding 5% or more of the charter capital or voting shares in such credit institution, and vice versa;

(vi) Individuals authorized to act on behalf of organizations or companies or other individuals as stated in Clauses (i), (ii), (iii), (iv), and (v); and individuals authorized to exercise rights representing the capital contribution of a company or organization to another;

(vii) Legal entities or individuals having relationships that potentially cause risks in operations between credit institutions, foreign bank branches, or between credit institutions and their clients, as determined in writing by the State Bank of Vietnam through inspection or supervision

aa. "**Capital Representative of Kien Long Commercial Joint Stock Bank**" refers to a person authorized in writing by KienlongBank to exercise the rights of managing its capital contributions or shareholdings in subsidiaries or associated companies, in accordance with this Charter and relevant laws;

ab. "**Manager**" includes the Chairperson of the Board of Directors, other members of the Board of Directors, and the General Director;

ac. "**Law**" means all laws, Ordinances, Decrees, Circulars, and other normative legal documents issued by competent State agencies of Vietnam from time to time, including any amendments, supplements, or replacements (if applicable);

ad. "**Shareholder Register**" refers to a document in paper form, electronic data, or both. The shareholder register must contain the principal contents as prescribed by law;

ae. "**Indirect Ownership**" refers to the ownership of KienlongBank's charter capital by an individual or organization through entrusted investment or via an enterprise in which such individual or organization owns more than fifty percent (50%) of the charter capital;

af. "**Operational Term**" refers to the term of operation of KienlongBank as specified in Clause 4, Article 2 of this Charter, and any extension (if applicable) approved by the General Meeting of Shareholders and by competent State authorities if required by law;

ag. "**Charter Capital**" refers to the total par value of shares sold by KienlongBank to shareholders;

ah. "**Legal Capital**" refers to the minimum capital required by law for the establishment of KienlongBank.

ai. "**Own Capital**" includes the actual value of KienlongBank's charter capital, plus certain reserve funds, plus certain other debt-related assets, minus deductions as required. The method for determining own capital shall comply with regulations issued by the Governor of the State Bank of Vietnam (SBV) from time to time.

2. In this Charter, any reference to one or more regulations or legal documents shall also include any amendments, supplements, or replacements thereof.

3. The headings (Chapters, Articles of this Charter) are provided for convenience of reference only and shall not affect the interpretation or contents of this Charter.

Chapter II
NAME, LEGAL FORM, HEAD OFFICE, AND TERM OF OPERATION

Article 2. Name, address, and term of operation

1. KienlongBank operates in the form of a joint stock company with legal entity status in accordance with applicable laws.

2. Full Vietnamese name : **Ngân hàng Thương mại Cổ phần Kiên Long**
- Abbreviated Vietnamese name : **Ngân hàng Kiên Long**
- Full English name : **Kien Long Commercial Joint Stock Bank**
- Abbreviated English name : **KienlongBank**

3. Head office address: 40-42-44 Pham Hong Thai Street, Vinh Thanh Van Ward, Rach Gia City, Kien Giang Province
- Telephone : (+84) 0297 3869950
- Fax : (+84) 0297 3877541
- Email : kienlong@kienlongbank.com
- Website : www.kienlongbank.com

4. Unless terminated early under Articles 127 or 128 or extended under Article 129 of this Charter, the operating term of KienlongBank shall be fifty (50) years from the date of issuance of the Establishment and Operation License by the SBV.

5. The legal representative of KienlongBank shall be the Chairperson of the Board of Directors or the General Director. The legal representative must reside in Vietnam. The appointment of the legal representative shall be decided by the Board of Directors. The legal representative may authorize another person to perform his/her tasks and responsibilities in accordance with the law and KienlongBank's internal regulations.

KienlongBank must notify the State Bank of Vietnam (SBV) of its legal representative within ten (10) days from the date of election, appointment, dismissal of the legal representative as prescribed in the Charter, or any change of the legal representative.

6. KienlongBank is entitled to establish Branches, Transaction Offices, and Representative Offices; and to establish subsidiaries and associate companies in accordance with the SBV's regulations and other relevant laws.

7. KienlongBank's accounts include deposit accounts at the SBV, payment accounts at other credit institutions, and deposit/payment accounts abroad in accordance with foreign exchange regulations.

Chapter III
BUSINESS LINES AND SCOPE OF OPERATIONS

Article 3. Business lines, scope of operations, and objectives of KienlongBank

1. KienlongBank's business activities include monetary business and banking services as specified in this Charter.

KienlongBank is permitted to formulate plans and carry out all business activities in accordance with the business license issued by the State Bank of Vietnam (SBV), the enterprise registration certificate, and the provisions of this Charter, in compliance with applicable laws and regulations and appropriate to KienlongBank's objectives.

2. The operational objective of KienlongBank is to maximize profits, contribute to the implementation of national economic and social development goals, and ensure the rights of shareholders, employees, and customers; and to ensure the safety of its operations in line with the Vietnamese credit institution system.

3. KienlongBank must ensure that its operations are always safe and efficient.

4. KienlongBank may conduct business and operate domestically and internationally upon approval by the State Bank of Vietnam (SBV).

Article 4. Operations of KienlongBank

1. Accepting demand deposits and term deposits.

2. Issuing certificates of deposit.

3. Providing credit in the following forms:

a. Loans;

b. Discounting and rediscounting;

c. Bank guarantees;

d. Domestic and international factoring when permitted to conduct international payments;

e. Letters of credit (L/C);

g. Other forms of credit as prescribed by the Governor of the SBV from time to time.

4. Opening payment accounts for customers.

5. Providing payment instruments.

6. Providing payment services through accounts, including:

a. Domestic payment services including checks, payment orders, authorized payments, collections, remittances, transfers, bank cards, collection and disbursement services;

b. International payment services after obtaining written approval from the SBV; and other payment services as regulated by the Governor of the SBV.

Article 5. Borrowing, buying, and selling valuable papers with the SBV

1. KienlongBank is allowed to borrow from the SBV through refinancing as provided by the Law on the State Bank of Vietnam.

2. KienlongBank is allowed to buy and sell valuable papers with the SBV in accordance with the Law on the State Bank of Vietnam.

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Article 6. Borrowing, depositing, buying, and selling valuable papers with credit institutions, financial institutions, and other organizations

1. KienlongBank may lend, borrow, deposit, accept deposits, and trade valuable papers on a term basis with credit institutions and foreign bank branches as regulated by the Governor of the SBV from time to time.

2. KienlongBank is allowed to borrow funds from abroad in accordance with the law.

Article 7. Opening accounts

1. KienlongBank must open a payment account at the SBV and maintain required reserve balances in this account.

2. KienlongBank is allowed to open payment accounts at credit institutions that provide payment services.

3. KienlongBank is allowed to open payment accounts abroad in accordance with the foreign exchange law.

Article 8. Organization and participation in payment systems

1. KienlongBank is allowed to organize internal payment systems and participate in the national interbank payment system.

2. KienlongBank may participate in international payment systems if it meets the conditions as prescribed by the Government from time to time and obtains written approval from the SBV.

Article 9. Capital contribution and shareholding

1. KienlongBank may use its charter capital and reserve funds for capital contributions and share purchases as specified in Clauses 2, 3, 4, and 7 of this Article.

2. KienlongBank must establish or acquire subsidiaries or associates when engaging in the following businesses:

a. Securities underwriting, brokerage; investment fund certificate management and distribution; portfolio management and stock trading;

b. Financial leasing;

c. Insurance.

3. KienlongBank may establish or acquire subsidiaries or associates operating in the fields of debt and asset management, remittance, gold, factoring, credit card issuance, consumer credit, intermediary payment services, and credit information services.

4. KienlongBank may contribute capital to or acquire shares in enterprises operating in the following fields:

a. Insurance, securities, remittance, gold, factoring, credit card issuance, consumer credit, intermediary payment services, and credit information services;

b. Other fields not listed in point a above, subject to written approval by the SBV.

5. The establishment or acquisition of subsidiaries or associates under Clauses 2 and 3 of this Article requires prior written approval from the SBV.

6. KienlongBank shall establish subsidiaries and associates in accordance with the Law on Credit Institutions and other relevant legal regulations.

7. KienlongBank and its subsidiaries may acquire and hold shares of other credit institutions within the limits and conditions prescribed by the Governor of the SBV from time to time.

Article 10. Foreign exchange business, provision of foreign exchange services, and derivatives products

1. KienlongBank is permitted to engage in and provide the following services and products to domestic and international customers after obtaining written approval from the State Bank of Vietnam (SBV):

a. Foreign exchange;

b. Derivatives on interest rates, foreign exchange, currencies, and other financial assets.

2. The scope of foreign exchange business, provision of foreign exchange services, and trading/provision of derivative products shall comply with the regulations issued by the Governor of the SBV from time to time.

3. Foreign exchange business and provision of foreign exchange services to customers by KienlongBank shall be conducted in accordance with the laws on foreign exchange.

Article 11. Trust operations, agency, and agency assignments

1. KienlongBank is entitled to entrust and receive entrusted operations, act as an agent in banking activities, and assign payment agency activities in accordance with the regulations issued by the Governor of the SBV from time to time.

2. KienlongBank may engage in insurance agency activities in compliance with the scope of insurance agency operations as regulated by law and the SBV from time to time.

Article 12. Real estate business

KienlongBank is permitted to engage in real estate activities only in the following cases:

1. Purchasing, investing in, or owning real estate for use as business headquarters, office space, or storage facilities directly serving its business operations;

2. Leasing out part of its business premises not yet in use, provided such property is owned by KienlongBank;

3. Holding real estate as a result of debt settlement. Within five (05) years from the date of the decision to dispose of collateral that is real estate, KienlongBank must sell, transfer, or repurpose the real estate. In case of repurchase, the use must comply with Clause 1 of this Article and the investment ratio in fixed assets must comply with Clause 3, Article 144 of the Law on Credit Institutions.

Article 13. Other business activities of KienlongBank

1. KienlongBank may perform the following activities in accordance with regulations issued by the Governor of the SBV from time to time:

a. Cash management services; treasury services for credit institutions and foreign bank branches; asset custody services; safety deposit box rental;

b. Money transfer, collection, disbursement services, and other non-account-based payment services;

c. Buying and selling of SBV bills and corporate bonds; buying and selling of other valuable papers, except those specified in point a, Clause 2 of this Article;

d. Money brokerage services;

e. Gold trading;

f. Services related to factoring and letters of credit;

g. Providing consultancy on banking operations and other business activities as specified in Kien Long Commercial Joint Stock Bank's license.

2. KienlongBank may perform the following activities in accordance with relevant legal regulations:

a. Buying and selling of government debt instruments, government-guaranteed bonds, and local government bonds;

b. Bond issuance;

c. Securities custody;

d. Custodial banking services;

e. Acting as an agent to manage collateral assets for lenders that are international financial institutions, foreign credit institutions, domestic credit institutions, and foreign bank branches.

3. KienlongBank may carry out other business activities related to banking operations beyond those specified in Clauses 1 and 2 of this Article, in accordance with the regulations of the Governor of the State Bank of Vietnam from time to time and other relevant legal provisions.

Chapter IV
OPERATIONAL SAFETY RESTRICTIONS

Article 14. Prudential ratios

1. KienlongBank must maintain prudential ratios in accordance with the law and specifically as follows or as otherwise stipulated:

a. Liquidity ratio;

b. Minimum capital adequacy ratio of eight percent (8%) or a higher ratio as prescribed by the Governor of the SBV from time to time;

c. Maximum foreign exchange and gold positions;

d. Ratio of purchases, holdings, and investments in government bonds or government-guaranteed bonds;

e. Other prudential ratios.

The Board of Directors may decide to apply higher prudential ratios than those stated herein or other ratios in accordance with prevailing law.

2. KienlongBank, when participating in the national interbank payment system, must maintain reserve funds at the SBV and hold a minimum amount of eligible valuable papers for pledging, as stipulated by the SBV Governor.

3. The total capital invested by KienlongBank in other credit institutions or its subsidiaries, through capital contributions or share purchases in enterprises operating in banking, insurance, or securities, shall not be included in own capital when calculating prudential ratios.

Article 15. Prohibited credit granting cases

1. KienlongBank is not allowed to grant credit to the following individuals and organizations:

a. Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Directors, and legal entities that are shareholders with capital representatives serving as members of the Board of Directors or the Supervisory Board of KienlongBank;

b. Parents, spouses, children, siblings of members of the Board of Directors, members of the Supervisory Board, General Director, or Deputy General Directors.

2. The provisions in Clause 1 of this Article shall not apply to credit card issuance to individuals

3. KienlongBank shall not grant credit to customers using guarantees provided by the persons/entities specified in Clause 1 of this Article. Likewise, KienlongBank shall not provide guarantees under any form to enable other credit institutions or foreign bank branches to grant credit to the persons/entities mentioned in Clause 1.

4. KienlongBank is prohibited from granting credit to securities companies that are subsidiaries or associates of KienlongBank.

5. KienlongBank is prohibited from granting credit based on collateral consisting of shares issued by KienlongBank itself or by its subsidiaries or associates.

6. KienlongBank is prohibited from granting credit to customers for the purpose of capital contribution or share purchase in a credit institution.

7. The credit granting restrictions set out in Clauses 1, 3, 4, 5, and 6 of this Article also apply to the purchase or investment in corporate bonds issued by the respective parties.

Article 16. Restrictions on credit granting

1. KienlongBank is prohibited from granting unsecured credit or credit with preferential terms to the following entities:

a. Auditing organizations, auditors auditing KienlongBank; persons authorized to conduct inspections, members of inspection teams, or persons supervising inspection teams currently inspecting KienlongBank;

b. The Chief Accountant of KienlongBank;

c. Major shareholders or founding shareholders of KienlongBank;

d. Enterprises in which any individual specified in Clause 1, Article 15 of this Charter owns more than ten percent (10%) of the charter capital;

e. Individuals appraising or approving credit at KienlongBank, except in cases of credit card issuance to individuals;

f. Subsidiaries or associates of KienlongBank, except for credit granted to a subsidiary credit institution that has been mandatorily transferred.

2. The total outstanding credit granted to entities specified in points a, b, c, d, and e of Clause 1 of this Article shall not exceed five percent (5%) of KienlongBank's own capital.

3. Credit granted to entities specified in Clause 1 of this Article must be approved by the Board of Directors, except for the case under point e, which shall follow SBV regulations from time to time. Credit granting activities must be disclosed internally within KienlongBank.

4. The total outstanding credit granted to any single entity under point e, Clause 1, must not exceed ten percent (10%) of KienlongBank's own capital; and the total credit granted to all such entities must not exceed fifteen percent (15%) of KienlongBank's own capital.

5. The total amount of credit granted as stipulated in Clause 2 of this Article includes the total amount of bond purchases, holdings, and investments in bonds issued by entities specified at Points a, c, and d, Clause 1 of this Article. The total amount of credit granted as stipulated in Clause 4 of this Article includes the total amount of bond purchases, holdings, and investments in bonds issued by entities specified at Point e, Clause 1 of this Article.

Article 17. Credit limits

1. The total outstanding credit balance granted by KienlongBank to a single customer, or to a customer and their related persons, shall not exceed the following ratios:

a. From the effective date of this Charter until before January 1, 2026: fourteen percent (14%) of Kien Long Commercial Joint Stock Bank's own capital for a single customer; twenty-third percent (23%) of Kien Long Commercial Joint Stock Bank's own capital for a customer and their related persons;

b. From January 1, 2026 to before January 1, 2027: thirteen percent (13%) of Kien Long Commercial Joint Stock Bank's own capital for a single customer; twenty-one percent (21%) for a customer and their related persons;

c. From January 1, 2027 to before January 1, 2028: twelve percent (12%) of Kien Long Commercial Joint Stock Bank's own capital for a single customer; nineteen percent (19%) for a customer and their related persons;

d. From January 1, 2028 to before January 1, 2029: eleven percent (11%) of Kien Long Commercial Joint Stock Bank's own capital for a single customer; 17% for a customer and their related persons;

e. From January 1, 2029 onward: ten percent (10%) of Kien Long Commercial Joint Stock Bank's own capital for a single customer; fifteen percent (15%) for a customer and their related persons.

2. The total outstanding credit balance specified in Clause 1 of this Article does not include loans from entrusted capital sources of the Government, organizations, or individuals, where KienlongBank, as the trustee, bears no risk; or in cases where the borrower is another credit institution or a foreign bank branch.

3. The total outstanding credit balance specified in Clause 1 of this Article also includes the total amount of bonds purchased, held, or invested in by KienlongBank that were issued by the customer or their related persons.

4. Credit granting limits and conditions for investment and trading in corporate shares and bonds by KienlongBank shall comply with the regulations of the Governor of the State Bank of Vietnam (SBV) from time to time.

5. If the capital needs of a customer and their related persons exceed the credit granting limits stipulated in Clause 1 of this Article, KienlongBank may participate in syndicated loans in accordance with the regulations of the SBV from time to time.

6. In special cases, where credit is required to perform socio-economic tasks and Kien Long Commercial Joint Stock Bank's syndicated loan capacity is not sufficient to meet the capital needs of a customer, the Prime Minister may decide on the maximum credit extension level for such specific cases, even if it exceeds the limits specified in Clause 1 of this Article.

7. The total credit extensions under Clause 6 of this Article shall not exceed four (4) times Kien Long Commercial Joint Stock Bank's own capital.

8. The credit card limit for individuals as referred to in Clause 1, Article 15, and Point e, Clause 1, Article 16 of this Charter shall be implemented in accordance with regulations issued by the Governor of the SBV from time to time.

Article 18. Limits on capital contribution and shareholding

1. The total capital contribution or shareholding of KienlongBank and its subsidiaries/associates in a single enterprise operating in sectors defined in Clause 4, Article 9 of this Charter shall not exceed eleven percent (11%) of the enterprise's charter capital.

2. The total capital contributions and shareholdings by KienlongBank in enterprises and credit institutions (including subsidiaries and associates) as specified in Clauses 2, 3, 4, and 7 of Article 9 shall not exceed forty percent (40%) of KienlongBank's charter capital and reserve funds.

3. KienlongBank and its subsidiaries are prohibited from contributing capital to or acquiring shares in the following:

a. Enterprises or credit institutions that are shareholders of KienlongBank;

b. Enterprises or credit institutions that are related persons of major shareholders of KienlongBank.

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4. The limits on capital contribution and shareholding specified in Clause 1 of this Article do not include capital contributions and shareholdings made by fund management companies Article 19. Requirements for ensuring safety of electronic banking transactions

Article 19. Requirements for ensuring safety of electronic banking transactions

KienlongBank must ensure the safety and confidentiality of electronic transactions in its banking operations in accordance with regulations issued by the Governor of the SBV from time to time and the laws on electronic transactions.

Article 20. Rights and obligations of the controlling company

1. Depending on the legal form of the subsidiary or associate, the controlling company shall exercise its rights and fulfill its obligations as a capital-contributing member, owner, or shareholder in its relationship with the subsidiary or associate in accordance with this Charter and applicable laws.

2. It must establish and maintain independent, equal contracts, transactions, and relationships with subsidiaries or associates, applying conditions applicable to legally independent entities.

3. The controlling company shall not interfere in the organization and operations of the subsidiaries or associates beyond the rights and obligations of an owner, capital-contributing member, or shareholder.

Article 21. Capital contribution and shareholding between subsidiaries, associates, and controlling company

1. Subsidiaries or associates of KienlongBank are not permitted to acquire shares of KienlongBank itself.

2. KienlongBank, while being a subsidiary or associate of a controlling company, may not contribute capital or acquire shares in that controlling company, or in other subsidiaries or associates of the same controlling company, except in the case of implementation of an approved mandatory transfer plan.

Article 22. Development of a recovery plan in the event of early intervention

1. KienlongBank must develop a recovery plan in case it becomes subject to early intervention.

2. The recovery plan specified in Clause 1 must include the following essential contents:

a. Information and assessment of KienlongBank's organizational structure and business operations;

b. Current financial and operational condition of KienlongBank;

c. Specific remedial measures for each case under Clause 1, Article 156 of the Law on Credit Institutions;

d. Roadmap and timeline for implementing each remedial measure.

3. The measures mentioned in point c, Clause 2 must include the following key measures:

a. Increasing charter capital and assigned capital and the timeline for implementation; roadmap for reducing shareholding ratios of shareholders specified in point b, Clause 1, Article 159 of the Law on Credit Institutions;

b. Improving liquidity capacity; increasing holdings of high-liquidity assets; selling/transferring assets and other solutions to ensure operational safety;

c. Enhancing business efficiency;

d. Strengthening governance and executive capacity;

e. Addressing financial weaknesses, bad debts, collateral issues, and legal violations;

f. Communication and IT solutions to address liquidity difficulties.

4. The recovery plan mentioned in Clause 1 must be approved by KienlongBank's General Meeting of Shareholders and submitted to the SBV within ten (10) days from the date of approval.

5. At least once every two (02) years, KienlongBank must update and revise the recovery plan mentioned in Clause 1. The revised plan must also be approved by the General Meeting of Shareholders and submitted to the SBV within ten (10) days from the approval date.

6. The recovery plan under this Article must be prepared and approved before July 1, 2025.

Article 23. Risk provisions

1. KienlongBank must establish risk provisions in its operations. Such provisions shall be accounted for as operating expenses in accordance with relevant laws.

2. Asset classification shall follow regulations issued by the Governor of the SBV from time to time.

3 The use of risk provisions does not discharge the customer's debt obligations nor affect the liability of organizations and individuals related to such debts. The level of provisioning, methods of provisioning, and the use of provisions to handle risks in KienlongBank's operations shall comply with Government regulations.

4. If KienlongBank recovers amounts that were previously written off using risk provisions, such recovered amounts shall be recorded as revenue.

Chapter V
CHARTER CAPITAL

Article 24. Charter capital

1. The charter capital shall be accounted for in Vietnamese Dong (VND). The charter capital of KienlongBank is: VND 3,652,818,780,000 (In words: Three trillion six hundred fifty-two billion eight hundred eighteen million seven hundred eighty thousand Vietnamese Dong). This capital is divided into: 365,281,878 shares (In words: Three hundred sixty-five million two hundred eighty-one thousand eight hundred seventy-eight shares) with a par value of VND 10,000 per share (In words: Ten thousand Vietnamese Dong per share). KienlongBank may increase or decrease its charter capital from time to time upon resolution by the General Meeting of Shareholders. The amount of charter capital stated in this Charter shall be automatically adjusted upon such change, subject to approval by the SBV and other competent state authorities, and in compliance with applicable laws at the time of change.

2. KienlongBank must maintain the actual value of its charter capital at or above the statutory capital level as stipulated by the SBV from time to time.

3. The charter capital shall be used for the following purposes:

a. Purchasing and investing in fixed assets of KienlongBank, within the limits set out in this Charter and relevant laws;

b. Contributing capital and purchasing share in accordance with this Charter and applicable laws;

c. Establishing subsidiaries and associates in accordance with this Charter and applicable laws.

d. Granting credit;

e. Conducting other business activities as specified in this Charter and other applicable laws.

Article 25. Changes in charter capital

1. Any change in KienlongBank's charter capital (increase or decrease) must be based on a resolution of the General Meeting of Shareholders and must be approved in writing by the State Bank of Vietnam (SBV) prior to implementation, in accordance with applicable laws.

2. The process, procedures, and application dossier for approval of a charter capital change must comply with SBV regulations and relevant laws.

3. After receiving approval to change the charter capital from the SBV, KienlongBank must:

a. Amend and supplement its Charter to reflect the approved change and send the amended Charter to the SBV;

b. Fulfill information disclosure obligations in accordance with applicable laws from time to time.

Article 26. Cases of charter capital increase

KienlongBank may increase its charter capital from the following sources:

1. Using capital reserve funds for supplementing charter capital; share premium reserve; retained earnings and other funds as prescribed by law;

2. Conducting public offering of shares, private placement of shares;

3. Converting convertible bonds into ordinary shares;

4. Receiving additional contributions from shareholders;

5. Other sources as permitted by law.

Article 27. Cases of charter capital reduction

KienlongBank may reduce its charter capital through share buybacks from shareholders, provided that all the following conditions are met:

1. Compliance with all prudential ratios in banking operations;

2. The actual value of charter capital does not fall below the statutory minimum capital level;

3. The total repurchased shares must not exceed thirty percent (30%) of the total issued ordinary shares, and may include all or part of the issued dividend-preferred shares, in accordance with the Law on Enterprises.

Article 28. KienlongBank's operating capital

KienlongBank's operating capital includes the following sources:

1. Using KienlongBank's charter capital;

2. Recognizing asset revaluation differences and foreign exchange differences;

3. Utilizing capital reserve funds, business development investment funds, financial reserve funds, severance allowance reserves, bonus funds, and welfare funds;

4. Mobilizing funds in forms specified in Articles 4, 5, and 6 of this Charter;

5. Retaining undistributed retained earnings;

6. Employing sponsored funds or entrusted investment capital for lending under Government-designated programs or projects;

7. Other sources and types of capital as permitted by law.

Article 29. Shares and shareholders

1. KienlongBank must have at least one hundred (100) shareholders. There is no maximum limit unless KienlongBank is placed under special control or is a commercial bank undergoing mandatory transfer in accordance with the Law on Credit Institutions.

2. Types of shares and shareholders of KienlongBank:

a. KienlongBank must have ordinary shares. Holders of ordinary shares are ordinary shareholders;

b. KienlongBank may issue preferred shares. The holders of preferred shares are referred to as preferred shareholders. Preferred shares include the following types:

(i) Dividend-preferred shares;

(ii) Voting-preferred shares.

3. Dividend-preferred shares are shares that pay dividends at a higher rate than ordinary shares or at a fixed annual rate. Annual dividends consist of a fixed portion and a bonus portion. The fixed dividend is independent of KienlongBank's business performance and is paid only when KienlongBank is profitable. If Kien Long Commercial Joint Stock Bank incurs losses or profits are insufficient to pay the fixed dividend, the unpaid fixed dividend will be accrued to the following years. The specific fixed dividend rate and method for determining the bonus dividend shall be decided by the General Meeting of Shareholders and stated on the preferred share certificate. The total par value of dividend-preferred shares must not exceed twenty percent (20%) of KienlongBank's charter capital.

Members of the Board of Directors, the Supervisory Board, the General Director, and other managers and executives of KienlongBank are not permitted to purchase dividend-preferred shares issued by KienlongBank. Purchasers of such shares shall be decided by the General Meeting of Shareholders.

Holders of dividend-preferred shares shall have the same rights and obligations as ordinary shareholders, except for voting rights, attending the General Meeting of Shareholders, and nominating candidates for the Board of Directors and Supervisory Board.

4. Only organizations authorized by the Government may hold voting-preferred shares. Holders of voting-preferred shares have the same rights and obligations as ordinary shareholders, except that they are not permitted to transfer these shares to others.

5. Ordinary shares may not be converted into preferred shares. Preferred shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders.

6. Each share of the same class shall confer upon its holder equal rights, obligations, and benefits.

7. Shares of KienlongBank may be purchased using Vietnamese currency, foreign currencies convertible under law, gold, the value of land use rights, and other assets as prescribed in this Charter and in accordance with the provisions of law.

8. In the case of capital contribution in the form of land use rights and other non-Vietnamese assets, such foreign currencies, gold, and other assets must be those directly serving KienlongBank's operations and must be approved by the General Meeting of Shareholders. The valuation and transfer of land use rights and ownership of other assets must comply with the provisions of the current Law on Enterprises and other relevant legal regulations.

9. Authorized representative of a shareholder:

a. If the shareholder is an organization, it must designate one (01) or more authorized representatives who meet the qualifications and conditions as prescribed by law to attend the General Meeting of Shareholders in accordance with this Charter;

b. The appointment, termination, or change of the authorized representative must be notified in writing to KienlongBank within a reasonable period. KienlongBank shall be exempt from all liability to the shareholder in the following cases:

(i) The shareholder fails to provide, or fails to provide in a timely manner, a notification on the appointment, termination, or change of their authorized representative;

(ii) KienlongBank does not receive or receives after the deadline the notification of the appointment, termination, or change of the authorized representative;

(iii) Other situations as prescribed by law or in practice where KienlongBank is unable to timely handle or resolve arising issues.

c. Each shareholder shall be responsible for compensating KienlongBank for any claims arising from misconduct, fraud, or intentional violations committed by its authorized representative during the period of representation.

10. A shareholder that is an organization has the right to appoint one or more authorized representatives to exercise shareholder rights in accordance with the law. If more than one (01) authorized representative is appointed, the specific number of shares and voting rights for each must be clearly defined. If the shareholder does not specify the corresponding number of shares for each authorized representative, the total number of shares shall be equally divided among them. The appointment, termination, or change of authorized representatives must be notified in writing to KienlongBank as soon as possible. The written notice must include the following:

a. Name, contact address, nationality, number and date of establishment decision or enterprise registration of the shareholder;

b. Number and type of shares, and date of shareholder registration with KienlongBank;

c. Full name, contact address, nationality, and legal identification of each authorized representative;

d. Number of shares represented by each representative;

e. Duration of the authorization;

f. Full name and signature of the authorized representative and the legal representative of the shareholder.

KienlongBank must notify the business registration authority of the authorized representative of a foreign institutional shareholder within three (03) working days from the date of receiving such notification.

11. In case a shareholder that is an organization designates a legal entity as its authorized representative, such legal entity must satisfy the legal requirements for acting as an authorized representative. The legal entity shall assign its personnel to perform duties within the authorized scope and follow procedures as specified in this Charter.

Article 30. Shareholding limits

1. An individual shareholder may not own more than five percent (5%) of KienlongBank's charter capital.

2. An institutional shareholder may not own more than ten percent (10%) of KienlongBank's charter capital.

3. A shareholder and their related persons may not own more than fifteen percent (15%) of KienlongBank's charter capital. A major shareholder of KienlongBank and their related persons may not own five percent (5%) or more of the charter capital of another credit institution.

4. The provisions in Clauses 2 and 3 of this Article do not apply in the following cases:

a. Shareholding in subsidiaries and affiliates that are credit institutions as specified in Clauses 2 and 3 of Article 9 of this Charter;

b. State capital ownership in KienlongBank;

c. Shareholding by foreign investors as specified in Clause 6 of this Article.

5. The shareholding limits in Clauses 1 and 2 of this Article include indirect ownership. The limit in Clause 3 includes shares entrusted by the shareholder to other individuals or organizations to purchase shares, and excludes shareholding by related persons that are subsidiaries of that shareholder.

6. Foreign investors may purchase KienlongBank shares in accordance with the law.

Article 31. Shares and Share Certificates

1. Share certificates and shareholding certificates of KienlongBank must contain the following essential information:

a. Name, enterprise code, and head office address of KienlongBank;

b. Number and class of shares;

c. Par value per share and total par value of the shares listed on the certificate;

d. Full name, contact address, nationality, and legal identification of the shareholder if an individual; name, enterprise code or legal documents, and head office address if an organization;

e. Signature of the legal representative of KienlongBank;

f. Registration number in KienlongBank's shareholder register and issuance date of the certificate;

g. Other contents as required by law for preferred share certificates.

2. The holder of bearer shares is solely responsible for safely managing the shares, and KienlongBank shall not be liable for loss or fraudulent use of such shares.

3. Share certificates and shareholding certificates issued by KienlongBank may not be pledged at KienlongBank.

4. If shares are issued in certificate form, KienlongBank must issue share certificates or shareholding certificates to shareholders within thirty (30) days from the date the shareholder fully pays for the shares they committed to purchase during capital increase. Shareholders shall not be required to pay any printing fees for the certificates.

5. In case of errors in the content or form of the share certificate or shareholding certificate issued by KienlongBank, the rights and interests of the holder shall remain unaffected. The Chairperson of the Board of Directors and the General Director of KienlongBank shall be jointly responsible for any damage caused by such errors.

6. In the event that a share certificate or certificate of share ownership is lost, damaged, or destroyed in any form, the shareholder may request KienlongBank to reissue the share certificate or certificate of share ownership. The shareholder's request must include the following contents:

a. Information on the share certificate or certificate of share ownership that is actually lost, damaged, or destroyed in any form; in case of loss, a declaration must be included confirming that all reasonable efforts to recover the lost certificate have been made, and if found, it will be returned to KienlongBank for destruction;

b. A commitment to take responsibility for any disputes arising from the reissuance of the share certificate or certificate of share ownership and to pay the fees prescribed by KienlongBank for such reissuance (if applicable).

Article 32. Transfer and Repurchase of Shares

1. Shares may be freely transferred, except for the cases specified in Clauses 2, 3, and 4 of this Article and restrictions on transfer provided in this Charter (if any). Any restrictions on share transfer shall only be effective if clearly stated on the share certificate of the corresponding shares. In case shares of KienlongBank are listed on the Stock Exchange, their transfer shall be carried out in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid up shall not be transferred and shall not confer rights to dividends, voting rights, or other benefits as prescribed by law. Holders of such shares may not receive dividends, purchase newly offered shares, or exercise other rights related to such shares under the law.

3. Shareholders who are individuals or organizations representing capital contributions to KienlongBank and who concurrently serve as members of the Board of Directors, Supervisory Board, or General Director of KienlongBank are not allowed to transfer their shares during their term of office.

Capital representatives for State capital contribution in this clause do not include persons authorized by State agencies contributing capital to KienlongBank.

4. During the time of handling consequences due to personal liability in accordance with resolutions or decisions of the General Meeting of Shareholders or decisions of the State Bank of Vietnam (SBV), members of the Board of Directors, members of the Supervisory Board, and the Chief Executive Officer of KienlongBank shall not transfer their shares, except in the following cases:

a. The member of the Board of Directors, Supervisory Board, or the Chief Executive Officer is a representative authorized by a shareholder organization that is subject to merger, consolidation, division, separation, dissolution, or bankruptcy in accordance with the law;

b. The member of the Board of Directors, Supervisory Board, or the Chief Executive Officer is forced to transfer shares pursuant to a legally effective judgment or decision of a court;

c. The member of the Board of Directors, Supervisory Board, or the Chief Executive Officer transfers shares to another investor to implement an approved recovery plan, plan for full capital transfer, or mandatory transfer plan.

5. The transfer of shares can be done by agreement or via the stock market. If done by agreement, the parties must sign a written agreement. In the case of transfer through inheritance, the legal heir must present valid inheritance documents. For other types of transfer, legal documents must comply with securities regulations and related laws.

6. Shareholders have the right to donate part or all of their shares in KienlongBank to other individuals or organizations or use their shares to settle debts. The transferees shall become shareholders of KienlongBank.

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7. Individuals or organizations acquiring shares under this Article or by inheritance in accordance with this Charter shall only become shareholders of KienlongBank from the time their information specified in Clause 1, Article 38 of this Charter is fully recorded in the Shareholder Register.

8. KienlongBank must register the shareholder changes in the Shareholder Register within twenty-four (24) hours from receiving the request from the relevant shareholder, as prescribed in this Charter.

9. Share repurchase shall be conducted as follows:

a. If an entitled person fails to fully and timely pay for the shares subscribed to KienlongBank, the Board of Directors shall issue a notice and may request such person to pay the outstanding amount and shall be liable to KienlongBank for the total par value of the registered shares in connection with any financial obligations arising from the non-payment.

b. The payment notice in Point a of this Clause must specify a new payment deadline of at least seven (07) days from the date of notice, the payment location, and clearly state that failure to make the payment will result in the unpaid shares being repurchased by KienlongBank.

c. The Board of Directors has the right to repurchase the unpaid shares in the event that the requirements stated in the notice are not fulfilled. The entitled person shall automatically lose their right to the corresponding unpaid shares but shall still be liable for the full par value of the registered shares regarding the financial obligations of KienlongBank arising at the time of repurchase as decided by the Board of Directors, from the repurchase date until full payment is made. The Board of Directors has full authority to enforce the collection of the full value of the shares at the time of repurchase.

d. Repurchased shares shall be deemed eligible for re-offering under applicable laws. The Board of Directors may directly or through authorization sell or redistribute the shares under conditions not more favorable than the original offering, in a manner it deems appropriate.

e. The notice of share repurchase shall be sent to the holder of the shares being repurchased before the repurchase date via registered mail. The repurchase shall still be effective even if there are errors or negligence in sending the notice.

Article 33. Share Offering and Sale

1. A share offering is when KienlongBank increases the number of authorized shares to raise charter capital.

2. Shares may be offered via the following forms:

a. Offering shares to existing shareholders;

b. Private placement;

c. Public offering.

3. The share offering shall comply with securities regulations.

4. KienlongBank must register the change of charter capital according to applicable laws.

5. In the event that KienlongBank issues additional common shares and offers them for sale, the number of shares must be offered to all existing common shareholders in proportion to their current shareholding at KienlongBank, in accordance with the following provisions:

a. Disclose information in accordance with applicable laws from time to time;

b. Distribute securities in accordance with the Law on Securities;

c. Shareholders shall have the right to transfer their pre-emptive rights to purchase shares to others;

d. If not all the shares offered are subscribed by existing shareholders or transferees of pre-emptive rights, the remaining shares shall be managed by the Board of Directors. The Board may distribute these shares to other shareholders or to others on reasonable terms, provided such terms are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or sold through the stock exchange.

6. The Board of Directors shall determine the time, method, and offering price of shares. The offering price must not be lower than the market price at the time of offering or the book value of the shares at the most recent time, except in the following cases:

a. First-time offering of shares to non-founding shareholders;

b. Offering of shares to all shareholders in proportion to their current shareholdings in KienlongBank;

c. Offering of shares to employees, managers, executives of KienlongBank, or other subjects as decided by the General Meeting of Shareholders;

d. Offering of shares to brokers or underwriters. In this case, the discount or specific discount rate must be approved by shareholders representing at least seventy-five percent (75%) of total voting shares.

7. Shares shall be deemed sold when they are fully paid for and the buyer's information is properly and fully recorded in the Shareholder Register as specified in Clause 1 Article 38 of this Charter. From that point, the buyer shall officially become a shareholder of KienlongBank.

8. After full payment, KienlongBank shall issue and deliver share certificates to the buyer. KienlongBank may also sell shares without issuing certificates. In such cases, proper and complete registration of shareholder information in the Shareholder Register under Clause 1 Article 38 of this Charter shall serve as proof of share ownership.

9. Transactions involving KienlongBank shares conducted on the stock exchange shall comply with applicable securities laws at the time.

Article 34. Bond Issuance

KienlongBank shall have the right to issue bonds, convertible bonds, and other types of bonds as provided in this Charter and relevant laws.

Article 35. Share Repurchase

1. Repurchase of shares upon shareholder request:

a. A shareholder who voted against a resolution on reorganization of KienlongBank or on changes to shareholder rights and obligations under this Charter shall have the right to request KienlongBank to repurchase their shares. The request must be in writing, specifying the shareholder's name, address, number and class of shares, proposed selling price, and reason for the request. The request must be submitted to KienlongBank within ten (10) days from the date the General Meeting of Shareholders passed the resolution on the matters mentioned above;

b. KienlongBank must repurchase the shares upon the shareholder's request as per Point a of this Clause at market price or a mutually agreed price within ninety (90) days of receiving the request. If

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no agreement on price is reached, either party may request a professional valuation organization to determine the price. KienlongBank shall nominate at least three (03) such organizations for the shareholder to choose from, and the choice shall be final.

2. Repurchase of shares as decided by KienlongBank:

KienlongBank may repurchase up to thirty percent (30%) of the total number of issued common shares and part or all of the issued preferred dividend shares as follows:

a. The General Meeting of Shareholders may decide to repurchase up to thirty percent (30%) of each type of issued shares in any twelve (12)-month period. The Board of Directors may decide to repurchase up to ten percent (10%) of each type of issued shares in any twelve (12)-month period;

b. The Board of Directors shall determine the repurchase price. For common shares, the repurchase price must not exceed the market price at the time of repurchase, except as provided in Point c of this Clause. For other types of shares, unless otherwise agreed between the relevant shareholder and KienlongBank, the repurchase price must not be lower than the market price;

c. KienlongBank may repurchase shares from each shareholder proportionally based on their shareholding. In this case, the repurchase decision must be notified by secured means to all shareholders within thirty (30) days from the date the decision was made. The notice must state the name and head office address of KienlongBank, total number and type of shares to be repurchased, repurchase price or pricing method, payment procedures and deadline, and procedures and deadline for shareholders to offer their shares to KienlongBank.

Shareholders agreeing to sell their shares must send a written offer by secured means to KienlongBank within thirty (30) days from the date of notice. The offer must include the shareholder's full name, contact address, legal identification if an individual; or name, enterprise code or legal documents, and head office address if an organization; number of shares held and offered for sale; payment method; and signature of the shareholder or legal representative. KienlongBank shall only repurchase shares within the specified period.

The offering must comply with legal conditions governing share offerings in accordance with securities laws.

3. Payment and treatment of repurchased shares:

a. KienlongBank may only pay for repurchased shares under Clause 1 and Clause 2 of this Article if, after payment, it can still fulfill all its debts and other asset obligations, maintain regulatory safety ratios in its operations, ensure its charter capital remains above the legal capital threshold, and comply with other conditions as required by the SBV. If the repurchase results in a reduction of charter capital, prior written approval from the SBV is required. Dossier, procedures, and documentation shall comply with SBV regulations;

b. Shares repurchased in accordance with this Article shall be considered unsold shares and part of the shares authorized for sale;

c. Share certificates or related documents evidencing ownership of repurchased shares must be destroyed immediately upon full payment. The Chairperson of the Board and the General Director shall be jointly liable for damages caused by failure or delay in destruction;

d. After completing payment for repurchased shares, if the total recorded asset value of KienlongBank decreases by more than ten percent (10%), KienlongBank must notify all creditors within fifteen (15) days from the date of final payment.

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Article 36. Inheritance of Shares

1. Inheritance of shares under this Article shall be carried out in accordance with the Civil Code and relevant laws:

a. In the event the shareholder is deceased and the heir under a lawful will or by law inherits the shares, such heir shall become a shareholder of KienlongBank;

b. If the shareholder is deceased without a lawful heir, or if the heir refuses the inheritance or is disqualified, the shares shall be handled in accordance with the provisions of law on inheritance.

2. Upon presenting valid legal documents proving the right of inheritance, the heir shall be registered in the shareholder register of KienlongBank and shall officially become a shareholder, enjoying rights and fulfilling obligations in accordance with this Charter and relevant laws.

Any heir who becomes a shareholder and also a member of the Board of Directors, the Supervisory Board, or holds other shares shall not automatically have the right to participate in the management or control of KienlongBank as a member of the Board of Directors or Supervisory Board.

Chapter VI
ORGANIZATIONAL STRUCTURE

Article 37. Organizational Structure of KienlongBank

KienlongBank's organizational structure includes:

1. The General Meeting of Shareholders.
2. The Supervisory Board.
3. The Board of Directors.
4. The General Director.
5. Supporting apparatus.

Chapter VII
GENERAL MEETING OF SHAREHOLDERS, RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Article 38. Shareholder Register of KienlongBank

1. KienlongBank must prepare and maintain the Shareholder Register from the date it is granted the License for Establishment and Operation. The register may be maintained in written form, electronic data, or both. The register must contain the following principal information:

a. Name and head office address of KienlongBank;

b. Total number of authorized shares, types of shares authorized for sale, and the number of shares of each type authorized;

c. Total number of issued shares by type and value of contributed capital;

d. Full name, contact address, nationality, and identification documents for individual shareholders; name, business registration number or equivalent legal documents, and registered office address for institutional shareholders;

e. Number of shares of each type owned by each shareholder and the date of share registration.

2. The Shareholder Register shall be kept at KienlongBank's head office or at the Vietnam Securities Depository and Clearing Corporation. Shareholders have the right to inspect, review, or extract and copy the contents of the Shareholder Register during business hours at KienlongBank or the Vietnam Securities Depository and Clearing Corporation.

3. Shareholders who own five percent (5%) or more of KienlongBank's total shares must register with the competent state authority in accordance with current laws.

4. In the event of a change in the shareholder's contact address, the shareholder must promptly notify KienlongBank for update in the Shareholder Register. KienlongBank is not responsible for any failure to contact a shareholder due to non-notification of address changes.

5. KienlongBank must promptly update shareholder changes in the Shareholder Register upon request of the relevant shareholder in accordance with this Charter.

Article 39. Rights of Shareholders

1. Shareholders shall have rights corresponding to the number and type of shares they own.

2. All shareholders shall be treated equally; each share of the same type shall confer equal rights, obligations, and interests.

3. Shareholders shall have full access to periodic and ad-hoc information disclosed by KienlongBank in accordance with the law.

4. Shareholders have the right to protect their lawful interests. In case any resolution of the General Meeting of Shareholders or decision of the Board of Directors violates the law or the Charter and causes damage to KienlongBank, shareholders have the right to request cancellation or suspension of such resolution or decision as per legal regulations.

5. Holders of common shares shall have the following rights:

a. Attending and speaking at General Meetings of Shareholders and voting directly, through proxy, or via remote voting; each common share entitling one vote;

b. Receiving dividends as resolved by the General Meeting of Shareholders;

c. Exercising pre-emptive rights to purchase newly issued shares in proportion to their current holdings;

d. Freely transferring shares, except where restricted by the Law on Enterprises, the Law on Credit Institutions, or this Charter;

e. Inspecting, reviewing, and extracting information related to their own shareholder status in the list of shareholders with voting rights, and requesting corrections to inaccurate information;

f. Inspecting, reviewing, extracting, or copying the Charter, minutes of General Meetings, and resolutions of the General Meeting of Shareholders;

g. Receiving a portion of remaining assets proportional to shareholding upon dissolution or bankruptcy of KienlongBank;

h. Requesting KienlongBank to repurchase shares in cases specified by this Charter and applicable laws;

i. Authorizing others in writing to exercise shareholder rights and obligations on their behalf; the authorized person not being permitted to nominate themselves for election;

j. Nominating and standing for election to the Board of Directors and the Supervisory Board as specified in Clause 6 of this Article or by law; submitting candidate lists to the Board within the timeframe it sets;

k. Other rights as prescribed by this Charter and applicable laws.

6. A shareholder or group of shareholders holding five percent (5%) or more of total common shares shall have the following rights:

a. Reviewing, inspecting, and extracting minutes and resolutions, decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Supervisory Board; contracts and transactions subject to approval by the Board of Directors; and other documents, except for those involving trade secrets or business secrets of KienlongBank;

b. Requesting the convocation of the General Meeting of Shareholders in the event that the Board of Directors seriously violates shareholder rights, management obligations, or makes decisions beyond its authorized scope. Such a request must be made in writing and include the following information: full name, contact address, nationality, and legal identification of the individual shareholder; name, enterprise code or legal identification, and head office address of the institutional shareholder; number of shares and the time of share registration of each shareholder, total number of shares held by the group of shareholders, and the proportion of ownership in the total shares of KienlongBank; basis and reasons for requesting the meeting. Supporting documents and evidence of the violations of the Board of Directors, the severity of such violations, or the decisions exceeding authority must be attached to the request;

c. Requesting the Supervisory Board to examine specific matters related to the management and operation of KienlongBank when deemed necessary. The request must be made in writing and include the following information: full name, contact address, nationality, and legal identification of the individual shareholder; name, enterprise code or legal identification, and head office address of the institutional shareholder; number of shares and the time of share registration of each shareholder, total number of shares held by the group of shareholders, and the proportion of ownership in the total shares of KienlongBank; subject matter to be examined and the purpose of the examination;

d. Nominating one (01) candidate to the Board of Directors and one (01) candidate to the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, or other shareholders;

e. Inspecting and obtaining copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;

f. Other rights provided in this Charter and as prescribed by relevant laws.

Article 40. Obligations of Shareholders

1. Shareholders of KienlongBank must fulfill the following obligations:

a. Paying in full the amount corresponding to the number of shares subscribed within the period prescribed by KienlongBank; being responsible for the debts and other property obligations of KienlongBank within the scope of the contributed share capital;

b. Providing accurate address and related information when registering to purchase shares;

c. Not withdraw contributed share capital from KienlongBank in any form that would lead to a reduction in the charter capital of KienlongBank, except where KienlongBank repurchases shares in accordance with this Charter. In the event that a shareholder withdraws part or all of the contributed share capital contrary to this provision, such shareholder and related beneficiaries in KienlongBank shall be jointly liable for the debts and other property obligations of KienlongBank within the value of the withdrawn shares and any resulting damages;

d. Being legally responsible for the legality of the source of contributed capital, purchase, or transfer of shares at KienlongBank; not use capital from credit institutions, foreign bank branches, or capital raised from corporate bonds to purchase or receive transfer of KienlongBank shares; not contributing capital or purchase KienlongBank shares under the name of another individual or legal entity in any form, unless in accordance with authorized entrustment as per the law;

e. Complying with this Charter and internal regulations and management policies of KienlongBank;

f. Abiding by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

g. Keeping confidential information provided by KienlongBank under this Charter and the law; only using provided information to exercise and protect their legitimate rights and interests; it is strictly prohibited to distribute, copy, or send such information to other organizations or individuals;

h. Being personally liable when acting on behalf of KienlongBank in any form to:

(i) Violating the law;

(ii) Conducting business and transactions for self-interest or in favor of other organizations or individuals.

i. Major shareholders must comply with the following obligations:

(i) Not taking advantageof their position to affect the rights and interests of KienlongBank and other shareholders as prescribed by law and this Charter;

(ii) Fulfilling disclosure obligations as prescribed by law.

2. Shareholders who receive entrusted investments for other organizations or individuals must provide KienlongBank with information on the actual owners of the entrusted shares. KienlongBank has the right to suspend shareholder rights of those who do not provide such information or provide incomplete or inaccurate information on the actual owners.

3. Protecting the reputation, assets, interests, and confidentiality of KienlongBank's operations.

4. Obligations to provide and publicly disclose information:

a. Shareholders owning 1% or more of the charter capital of KienlongBank must provide the following information:

(i) Full name; personal identification number; nationality, passport number, issue date and place (for foreign shareholders); business registration certificate number or equivalent legal document for organizations; issue date and place;

(ii) Information on related persons:

- For individuals: full name; personal identification number; nationality, passport number, issue date and place (for foreigners); relationship with the information provider;
- For organizations: name, enterprise code, headquarters address, business registration certificate number or equivalent legal document; legal representative, and relationship with the information provider;

(iii) Number and percentage of shares owned at KienlongBank;

(iv) Number and percentage of shares owned by related persons at KienlongBank.

b. The subjects specified at Point a of this Clause must submit the initial information and notify KienlongBank in writing of any changes to such information within 07 working days from the date the changes arise.

For the information in items (iii) and (iv), shareholders must only provide updates when the change in ownership proportion (theirs or of their related persons) reaches or exceeds one percent (1%) of the charter capital of KienlongBank compared to the previous disclosure.

c. KienlongBank must list and retain the information specified at Point a of this Clause at its head office and submit a written report to the State Bank of Vietnam within 07 working days from the date the information is received. Annually, KienlongBank must disclose the information specified in items (i), (iii), and (iv) of Point a to the General Meeting of Shareholders.

d. KienlongBank must publicly disclose the names of individuals and organizations holding 1% or more of its charter capital and the information specified in items (iii) and (iv) of Point a on its official website within 07 working days from the date the information is received.

e. The subjects required to provide and disclose information must ensure the information is truthful, accurate, complete, timely, and shall be held responsible for the provision and disclosure.

5. Other obligations as prescribed by this Charter and relevant laws.

Article 41. Authority to Convene the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be held annually. The annual meeting must be conducted within four (04) months from the end of the fiscal year unless otherwise approved by the State Bank of Vietnam. In addition to the annual meeting, extraordinary general meetings may be held.

2. The location of the General Meeting of Shareholders shall be where the Chair attends and must be within the territory of Vietnam.

The meeting may be held in person and/or online.

3. The annual General Meeting of Shareholders shall discuss and approve the following:

a. KienlongBank's annual business plan;

b. KienlongBank's annual financial statements;

c. Report of the Board of Directors on management and performance of the Board and its members;

d. Report of the Supervisory Board on KienlongBank's business results, the Board's and General Director's activities;

e. Self-assessment report of the Supervisory Board and its members;

f. Dividend levels for each type of share; g. Other matters within the General Meeting's authority.

4. The Board of Directors shall convene both annual and extraordinary General Meetings. Extraordinary meetings are called in the following cases:

a. The Board of Directors deems it necessary for the interests of KienlongBank;

b. The annual financial statements, semi-annual (06-month) reports, or audit reports of the fiscal year show that half or more of the charter capital owned by shareholders has been lost;

c. The number of remaining members of the Board of Directors is fewer than the minimum required under Clause 1, Article 66 of this Charter; or the number of members of the Supervisory Board is fewer than the minimum required under Clause 2, Article 82 of this Charter;

d. A shareholder or group of shareholders owning more than ten percent (10%) of the total common shares for six consecutive months has the right to request the convening of a General Meeting of Shareholders in writing. The request must state the reason and purpose of the meeting and must be signed by the requesting shareholders or may be made in multiple copies with separate signatures of each shareholder involved;

e. At the request of the Supervisory Board;

f. In the event of an incident affecting the operational safety of KienlongBank, the State Bank of Vietnam (SBV) has the right to request the Board of Directors of KienlongBank to convene an extraordinary General Meeting of Shareholders and make decisions on the matters required by the SBV;

g. Other cases as prescribed by this Charter and relevant laws.

5. The Board of Directors must convene a General Meeting of Shareholders within ninety (90) days from the date on which the number of remaining members of the Board of Directors or the Supervisory Board is as prescribed in Point c, Clause 4 of this Article, or from the date of receiving the request under Points d, e, and f, Clause 4 of this Article.

If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman and members of the Board of Directors shall be held legally responsible and must compensate for damages caused to KienlongBank.

6. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 5 of this Article, then within the next thirty (30) days, the Supervisory Board shall convene the General Meeting of Shareholders in lieu of the Board of Directors in accordance with this Charter and relevant laws.

If the Supervisory Board fails to convene the meeting as prescribed, it shall be held legally responsible and must compensate for damages caused to KienlongBank.

7. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Clause 6 of this Article, the shareholder or group of shareholders as prescribed in Point d, Clause 4 of this Article shall have the right to represent KienlongBank to convene the General Meeting of Shareholders in accordance with this Charter and relevant laws.

8. The costs of convening and organizing the General Meeting of Shareholders as stipulated in Clauses 5, 6, and 7 of this Article shall be reimbursed by KienlongBank.

9. The person convening the General Meeting of Shareholders must perform the following tasks:

a. Prepare the list of shareholders entitled to attend the General Meeting of Shareholders;

b. Provide information and resolve complaints related to the list of shareholders;

c. Prepare the agenda and content of the meeting and related documents;

d. Draft the resolutions of the General Meeting of Shareholders based on the proposed meeting agenda; prepare the list and detailed information of the candidates in case of electing members of the Board of Directors or the Supervisory Board;

e. Determine the time and venue of the meeting;

f. Send invitations to all shareholders entitled to attend the meeting in accordance with this Charter;

g. Perform other tasks required for organizing the meeting.

Article 42. Powers and Duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of KienlongBank.

2. The General Meeting of Shareholders of KienlongBank has the following powers and duties:

a. Approving the development orientation of KienlongBank;

b. Approving, amending, and supplementing the Charter of KienlongBank;

c. Approving the internal governance regulations; approving regulations on the organization and operation of the Board of Directors and the Supervisory Board;

d. Deciding on the number of members of the Board of Directors and the Supervisory Board for each term; electing, dismissing, removing, and appointing additional or replacement members of the Board of Directors and the Supervisory Board in accordance with the standards and conditions prescribed by this Charter and relevant laws;

e. Deciding on remuneration, bonuses, and other benefits for members of the Board of Directors and the Supervisory Board, and on the operating budget of the Board of Directors and the Supervisory Board;

f. Reviewing and handling within its authority any violations by the Board of Directors or the Supervisory Board that cause damage to KienlongBank and its shareholders;

g. Deciding on the organizational structure and management apparatus of KienlongBank;

h. Approving plans to change charter capital; approving share offering plans, including the types and quantities of new shares to be offered;

i. Approving plans to repurchase issued shares;

k. Approving plans to issue convertible bonds;

l. Approving the proposed recovery plan in case of early intervention as prescribed in Article 22 of this Charter and Article 143 of the Law on Credit Institutions;

m. Approving the annual financial statements; the plan for profit distribution after fulfilling tax obligations and other financial obligations of KienlongBank;

n. Approving the reports of the Board of Directors and the Supervisory Board on the performance of their assigned duties and powers;

o. Decide on the establishment or transformation of the legal forms of commercial presence abroad and subsidiaries of KienlongBank;

p. Approving capital contribution plans, share purchase or sale plans of KienlongBank in enterprises or other credit institutions where the proposed investment amount or sale book value is equal to or greater than twenty percent (20%) of the charter capital of KienlongBank as recorded in the most recent audited financial statements;

q. Approving decisions on investment, purchase, or sale of fixed assets of KienlongBank where the proposed investment amount, purchase price, or book value in case of sale is equal to or greater than twenty percent (20%) of KienlongBank's charter capital as recorded in the most recent audited financial statements;

r. Approving other contracts and transactions with a value equal to or greater than twenty percent (20%) of KienlongBank's charter capital as recorded in the most recent audited financial statements between KienlongBank and members of the Board of Directors, members of the Supervisory Board, the General Director, major shareholders, related persons of managers, members of the Supervisory Board, major shareholders of KienlongBank; subsidiaries and affiliates of KienlongBank, except where KienlongBank is implementing a mandatory transfer plan;

s. Deciding on the division, separation, consolidation, merger, transformation of legal form, dissolution, or request the Court to initiate bankruptcy proceedings against KienlongBank;

t. Deciding on remedial measures for major financial fluctuations of KienlongBank;

u. Approving the list of independent audit firms; decide on the independent audit firm to audit KienlongBank's operations in accordance with Article 114 of this Charter, and dismiss auditors when deemed necessary;

v. Exercising other rights and duties as prescribed in this Charter and by relevant laws.

Article 43. List of Shareholders Entitled to Attend the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made based on the shareholder register of KienlongBank. The list shall be made no more than ten (10) days prior to the date of sending invitations to the General Meeting.

2. The list must contain the following information: full name, contact address, nationality, identification documents of individual shareholders; name, business registration number or equivalent legal document, and registered office address for institutional shareholders; type and quantity of shares held by each shareholder, and the date of share registration.

3. Shareholders have the right to review, consult, extract, and copy names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting; and request corrections or additions of inaccurate or missing information. The managers of KienlongBank must promptly provide such information from the shareholder register and make any necessary corrections or additions. They are liable for any damage caused by their failure to provide, delay in providing, or providing inaccurate information. The procedures for requesting shareholder register information shall comply with KienlongBank's regulations.

Article 44. Exercising the Right to Attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the General Meeting in person, authorize one (01) or more individuals or organizations to attend by written authorization, or attend via methods provided in Clause 8, Article 47 of this Charter. If an institutional shareholder has not designated a representative under Clause 9, Article 29 of this Charter, it may authorize another person to attend the General Meeting.

2. Authorized individuals or organizations must present the written authorization when registering before entering the meeting. Authorization must be in writing using KienlongBank's template or in accordance with civil law. It must state the name of the authorized person, the number of authorized shares, and be signed as follows:

a. In the case where the shareholder is an individual and authorizes another person, the power of attorney must be signed by both the shareholder and the authorized person;

b. In the case where the authorized representative of the shareholder is an organization, the power of attorney must be signed by the legal representative of the organization and the authorized person;

c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the authorized person;

d. A person authorized to attend the General Meeting of Shareholders may not re-authorize another person to attend the meeting, except where the shareholder is an institutional shareholder and the power of attorney expressly allows re-authorization.

3. Unless otherwise stipulated in Clause 4 of this Article, the voting ballots of the authorized attendee within the authorized scope remain valid in the following cases:

a. The authorized person dies, loses civil act capacity, is declared missing, or has civil act capacity restricted by a court under the law;

b. The authorized person terminates the authorization.

4. The provisions of Clause 3 of this Article shall not apply if KienlongBank receives written notice of such events under Clause 3 no later than twenty-four (24) hours before the opening of the General Meeting of Shareholders.

5. In cases where the shareholder is a legal entity that has undergone reorganization or inheritance of shareholder rights and obligations, the new shareholder must send legally effective documents of reorganization or inheritance to the Board of Directors for decision-making regarding the shareholder, shares, and authorized attendee in accordance with the law.

Article 45. Agenda, Content, and Invitation to the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders must prepare the list of shareholders entitled to attend and vote; prepare the meeting agenda, content, related documents, and draft resolutions for each issue on the agenda; determine the time and venue of the meeting; and send the invitation notice to shareholders entitled to attend.

2. The convener of the General Meeting of Shareholders must send the invitation notice to all shareholders on the list of those entitled to attend at least twenty-one (21) days before the opening date (calculated from the date the notice is sent or properly dispatched, prepaid, or posted). The notice must be sent by a secured method to the contact address of the shareholder and published on KienlongBank's official website. Where necessary, the notice may also be published in a daily central or local newspaper as decided by the Board of Directors.

The invitation notice must include the name, address of the head office, enterprise registration number and date of issuance; the name and contact address of the shareholder or authorized representative of the shareholder; the time, venue of the meeting, and any other requirements for attendees.

The notice of the General Meeting of Shareholders must be sent to all shareholders and simultaneously published on KienlongBank's website and the Stock Exchange (in the case that KienlongBank is listed or registered for trading). The agenda and meeting materials related to the items to be voted on shall be sent to shareholders and/or published on KienlongBank's website. In the event that such documents are not attached to the notice of the General Meeting, the notice must clearly state the website address where shareholders can access them.

3. A shareholder or group of shareholders holding at least five percent (5%) of total common shares has the right to propose matters to be included in the meeting agenda. The proposal must be made in writing and submitted to KienlongBank no later than three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the name of the shareholder, the number and class of shares held, the registration number and date of shareholder registration at KienlongBank, and the content proposed for inclusion in the agenda.

4. The convener of the General Meeting of Shareholders has the right to refuse proposals under Clause 3 of this Article but must respond in writing no later than two (02) working days before the meeting date, clearly stating the reasons for refusal. The convener may only reject a proposal if it falls under one of the following cases:

a. The proposal does not comply with Clause 3 of this Article;

b. The proposed matter does not fall within the authority of the General Meeting of Shareholders;

c. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of common shares as required by Clause 3 of this Article;

d. Other cases in accordance with this Charter and relevant laws.

5. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 3 of this Article in the draft agenda and meeting content, unless the circumstances under Clause 4 apply. The proposal shall be officially added to the meeting agenda and content if approved by the General Meeting of Shareholders.

Article 46. Conditions for Holding the General Meeting of Shareholders

1. The General Meeting of Shareholders may be conducted when attending shareholders represent more than fifty percent (50%) of the total voting shares.

2. In case the first meeting does not meet the conditions specified in Clause 1 of this Article, the second meeting invitation must be sent within thirty (30) days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be held when the attending shareholders represent at least thirty-three percent (33%) of the total voting shares.

3. If the second meeting still fails to meet the required conditions as stipulated in Clause 2 of this Article, a third meeting invitation must be sent within twenty (20) days from the scheduled date of the second meeting. In this case, the General Meeting of Shareholders may be held regardless of the total voting shares represented by attending shareholders.

4. Only the General Meeting of Shareholders has the authority to decide on changes to the meeting agenda that was included with the meeting invitation as stipulated in Article 45 of this Charter.

Article 47. Procedures for Conducting and Voting at the General Meeting of Shareholders

1. Before the opening of the General Meeting of Shareholders, KienlongBank must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend are fully registered. Registered attendees shall be issued voting cards corresponding to the number of issues to be voted on during the meeting.

2. The Chairperson, Secretary, and Vote Counting Committee of the General Meeting of Shareholders shall be determined as follows:

a. The Chairperson of the Board of Directors shall act as the Chair of the meeting or may authorize another member of the Board to act as Chair for the meeting convened by the Board of Directors. In the event the Chairperson is absent or temporarily incapacitated, the remaining Board members shall elect one among them to act as Chair by majority vote. If no Chair is elected, the Head of the Supervisory Board shall conduct the proceedings to allow the General Meeting of Shareholders to elect a Chair from among the attendees. The individual receiving the highest number of votes shall act as the Chair;

b. Except for the case mentioned in point a, the person signing the convening notice of the General Meeting of Shareholders shall conduct the proceedings to allow the shareholders to elect the Chair. The individual receiving the highest number of votes shall act as the Chair;

c. The Chair appoints one or more individuals as Secretary of the General Meeting of Shareholders;

d. The General Meeting of Shareholders elects one or more members to the Vote Counting Committee at the proposal of the Chair.

3. The agenda and meeting content must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time for each issue on the meeting program.

4. The Chair has the authority to take necessary measures to conduct the meeting in a reasonable, orderly manner in accordance with the approved agenda and reflecting the majority's will.

5. The General Meeting of Shareholders shall discuss and vote on each item in the meeting agenda. Voting is conducted by indicating agreement, disagreement, or no opinion. The vote counting results shall be announced by the Chair before the meeting closes.

6. Shareholders or their authorized representatives who arrive after the meeting has opened may still register and participate in voting after registration. In such cases, the validity of previously conducted votes remains unchanged.

7. The person convening or the Chairperson of the General Meeting of Shareholders shall have the authority to:

a. Requiring all attendees of the General Meeting of Shareholders to undergo inspection or other lawful and reasonable security measures;

b. Requesting the competent authority to maintain order at the meeting; expelling from the meeting any individuals who do not comply with the Chairperson's authority, intentionally disrupt order, hinder the normal progression of the meeting, or fail to comply with security inspection requirements.

8. Shareholders shall be considered to have attended and voted at the General Meeting of Shareholders in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another individual or organization to attend and vote at the meeting;

c. Attending and voting via online conference, electronic voting, or other electronic forms;

d. Submitting voting ballots to the meeting by mail, fax, or email.

9. The Chairperson shall have the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for a maximum of three (03) working days from the scheduled opening date. The meeting may only be postponed or the venue changed in the following cases:

a. The meeting venue does not have enough suitable seating for all attendees;

b. There are attendees who engage in disruptive behavior or pose a risk of making the meeting unfair or unlawful;

c. Communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote.

10. If the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 9 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and preside over the meeting until its conclusion. All resolutions passed during the meeting shall remain valid and enforceable.

Article 48. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes, which may also be audio-recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be in a foreign language. The Chairperson of the General Meeting of Shareholders is responsible for organizing and retaining the minutes. The minutes must include the following essential contents:

a. Name, head office address, license number and date of issuance, licensing authority, and enterprise code;

b. Date, time, and venue of the General Meeting of Shareholders;

c. Agenda and meeting content;

d. Full names of the Chairperson and Secretary;

e. Summary of the meeting proceedings and statements made by shareholders on each issue in the agenda;

f. Number of shareholders and total voting shares of the attending shareholders, with an annex listing the registered shareholders or their representatives along with the corresponding number of shares and voting rights;

H/

g. Total number of votes on each resolution, clearly stating the voting method, total number of valid and invalid votes, number of votes in favor, against, and abstentions; the percentage corresponding to the total number of voting shares represented at the meeting.

h. Resolutions adopted and the corresponding approval voting ratios;

i. Full names and signatures of the Chairperson and the Secretary.

The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of discrepancy in understanding or interpretation between the two versions, the Vietnamese version shall prevail.

If the Chairperson or Secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors present at the meeting and contain all contents required in this Clause. The minutes must clearly state the refusal of the Chairperson or Secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and adopted before the conclusion of the meeting.

3. The Chairperson and the Secretary or the person signing the minutes shall be jointly responsible for the accuracy and truthfulness of the minutes' contents.

4. The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the conclusion of the meeting. The delivery of the vote-counting record may be replaced by publication on KienlongBank's electronic information portal (if applicable).

The minutes of the General Meeting of Shareholders, the annex of the registered shareholders attending the meeting, the adopted resolutions, and other related documents attached to the meeting invitation must be archived at the head office of KienlongBank.

Additionally, within fifteen (15) days from the conclusion of the meeting or the conclusion of the vote count in case of voting by written consultation, all minutes and resolutions, decisions adopted by the General Meeting of Shareholders must be submitted to the State Bank of Vietnam, the State Securities Commission, and the Vietnam Securities Depository and Clearing Corporation.

5. The minutes of the General Meeting of Shareholders shall be considered valid evidence of the proceedings of the meeting unless an objection to the contents of the minutes is made in accordance with the proper procedures within ten (10) days from the date the minutes are sent.

Article 49. Forms of Adopting Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt decisions under its authority by voting at the meeting or by collecting written opinions.

2. The decisions of the General Meeting of Shareholders on the following matters must be adopted by voting at the meeting of the General Meeting of Shareholders:

a. Amendments and supplements to the Charter of KienlongBank;

b. Approving the development strategy of KienlongBank;

c. Approving plans to change the charter capital; approval of plans to offer shares, including the type and number of shares to be newly issued;

d. Determining the number of members of the Board of Directors and Supervisory Board for each term; election, dismissal, removal, and replacement of members of the Board of Directors and Supervisory Board in accordance with the standards and conditions stipulated in this Charter and applicable laws;

e. Deciding on investment, purchase, or sale of fixed assets of KienlongBank where the investment value, purchase price, or original value in the case of sale is equal to or greater than twenty percent (20%) of KienlongBank's charter capital recorded in the latest audited financial statement;

f. Approving other contracts and transactions with a value equal to or exceeding twenty percent (20%) of KienlongBank's charter capital (including branches) as recorded in the latest audited financial statements, entered into between KienlongBank and members of the Board of Directors, members of the Supervisory Board, the General Director, major shareholders of KienlongBank, related persons of the managers, members of the Supervisory Board, major shareholders of KienlongBank; subsidiaries, or affiliated companies of KienlongBank, except in cases where KienlongBank is implementing a mandatory transfer plan;

g. Approving the annual financial statements;

h. Deciding on division, separation, consolidation, merger, transformation of legal form, dissolution, or petitioning the Court to initiate bankruptcy proceedings against KienlongBank;

i. Reviewing and handling, within its authority, violations by the Board of Directors or Supervisory Board that cause damage to KienlongBank and its shareholders.

3. A resolution of the General Meeting of Shareholders shall be adopted when the following conditions are satisfied:

a. Except for the cases specified in Point b of this Clause, a resolution of the General Meeting of Shareholders shall be passed at a meeting when it is approved by shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders attending the meeting;

b. Resolutions on the following matters shall only be passed when approved by shareholders representing more than sixty-five percent (65%) of the total voting shares of all shareholders attending the meeting:

(i) Amendments and supplements to KienlongBank's Charter;

(ii) Approving plans to change the charter capital; approval of plans to issue shares, including the type and number of shares to be newly issued;

(iii) Deciding on investment in, purchase or sale of fixed assets of KienlongBank where the investment value, expected purchase price, or original price in the case of a sale is equal to or exceeds twenty percent (20%) of the charter capital of KienlongBank recorded in the latest audited financial statements;

(iv) Deciding on division, separation, consolidation, merger, transformation of legal form, dissolution, or petitioning the Court to initiate bankruptcy proceedings against KienlongBank;

(v) Changing business lines and sectors;

(vi) Changing KienlongBank's governance structure.

c. Voting for members of the Board of Directors and Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares held multiplied by the number of members to be elected to the Board of Directors or Supervisory Board. A shareholder may accumulate all votes for one or more candidates.

Candidates who receive the highest number of votes in descending order shall be elected to the Board of Directors or Supervisory Board until the prescribed number of members as set forth in this Charter is met. In case two (02) or more candidates receive an equal number of votes for the final available seat, a re-election shall be conducted among those candidates or the selection shall be based on criteria stated in the election regulations or this Charter.

4. Resolutions adopted at a General Meeting of Shareholders with shareholders attending in person or by proxy representing one hundred percent (100%) of the voting shares shall be lawful and immediately effective even if the procedures for convening the meeting, the agenda, and the meeting format have not been strictly followed.

5. The resolutions of the General Meeting of Shareholders must be notified to all shareholders entitled to attend within fifteen (15) days from the date the resolution is adopted, or may be published on KienlongBank's electronic information portal instead of being sent directly.

6. In case a resolution is adopted by way of collecting written opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders with voting rights.

7. Shareholders are not allowed to vote on the following matters:

a. Approval of contracts specified in Clause 2, Article 64 of this Charter where the shareholder or the related person of such shareholder is a party to the contract;

b. Repurchase of shares of that shareholder or their related person, unless the repurchase is made in proportion to all shareholders' ownership or carried out via matching orders or public tender offers on the Stock Exchange.

8. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of shareholders holding preferred shares shall only be passed if approved by shareholders of the same class of preferred shares who attend the meeting and represent at least seventy-five percent (75%) of the total number of those preferred shares, or if approved in writing by shareholders holding at least seventy-five percent (75%) of the total number of such preferred shares in case of written opinion collection.

Article 50. Changes to Rights

1. The modification or cancellation of any special rights attached to a class of shares shall take effect only if approved by shareholders representing at least sixty-five percent (65%) of the total number of voting shares of all shareholders attending the meeting. The resolution of the General Meeting of Shareholders relating to changes adversely affecting the rights and obligations of preferred shareholders shall comply with Clause 8, Article 49 of this Charter.

2. A meeting of shareholders holding a class of preferred shares to approve such changes shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) who hold at least one-third (1/3) of the par value of the issued shares of that class. If the required number of attendees is not met, the meeting shall be reconvened within thirty (30) days and any shareholders holding such shares (regardless of the number of persons and shares) who attend the reconvened meeting in person or through an authorized representative shall be deemed to meet the quorum requirement. At these meetings, the holders of the relevant class of preferred shares present either in person or by proxy may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 46 and 49 of this Charter.

4. Unless otherwise specified in the terms of share issuance, the special rights attached to classes of shares with preferences regarding distribution of profits or assets of KienlongBank shall not be altered when KienlongBank issues additional shares of the same class.

Article 51. Authority and Procedures for Collecting Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors shall have the authority to collect written opinions from shareholders to approve resolutions of the General Meeting of Shareholders if deemed necessary for the interests of KienlongBank, except for matters that must be decided at the Annual General Meeting of Shareholders as stipulated in points a, b, c, d, e, and e of Clause 3, Article 41, and matters that must

be decided by voting at the General Meeting of Shareholders in accordance with Clause 2, Article 49 of this Charter.

2. The Board of Directors must prepare the opinion solicitation ballots, the draft resolutions of the General Meeting of Shareholders, and the explanatory documents for the draft resolutions and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for submitting the completed ballots. The list of shareholders to whom the ballots are sent shall be prepared in accordance with Clause 1 and Clause 2, Article 43 of this Charter. The requirements and methods for sending the ballots and accompanying documents shall be implemented in accordance with Article 45 of this Charter.

3. A resolution of the General Meeting of Shareholders adopted by way of written opinion solicitation shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

4. The opinion solicitation ballot must contain the following main information:

a. The name, head office address, and enterprise code of KienlongBank;

b. The purpose of the opinion solicitation;

c. Full name, contact address, nationality, and legal identification or other legal certification of the shareholder if an individual; name, enterprise code or legal document number, head office address of the shareholder if an organization; or full name, contact address, nationality, and legal identification of the representative if the shareholder is an organization; number of shares by type and number of voting rights of the shareholder;

d. The matters for which opinions are solicited to adopt a resolution;

e. Voting options including approve, disapprove, and no opinion for each matter;

f. The deadline for returning the completed opinion ballot to KienlongBank;

g. Full name and signature of the Chairperson of the Board of Directors.

5. Shareholders may return the completed opinion ballots to KienlongBank by mail, fax, or email, as follows:

a. In the case of mail, the completed ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The ballot must be placed in a sealed envelope and no one is allowed to open it prior to the ballot counting;

b. In the case of fax or email, the ballot must be kept confidential until the time of ballot counting.

Opinion ballots returned after the deadline stated on the ballot, or ballots that were opened (in the case of mail) or disclosed (in the case of fax or email) before the ballot counting shall be considered invalid. Ballots not returned shall be deemed as not participating in the vote.

6. The Board of Directors shall organize the ballot counting and prepare a ballot counting minutes in the presence and supervision of the Supervisory Board or a shareholder who does not hold any managerial position at KienlongBank. The ballot counting minutes must include the following main information:

a. Name, head office address, and enterprise code;

b. Purpose and matters for which opinions are solicited for resolution adoption;

c. Number of shareholders and total number of voting rights who participated in the vote, distinguishing valid and invalid ballots, the voting method used, and an appendix listing the participating shareholders;

d. Total number of votes for, against, and no opinion on each matter;

e. Matters approved and the corresponding voting ratios.

f. Full name and signature of the Chairperson of the Board of Directors, the ballot counting supervisor, and the ballot counters.

Members of the Board of Directors, the ballot counting supervisor, and the ballot counters shall be jointly responsible for the honesty and accuracy of the ballot counting minutes; and jointly liable for any damages arising from resolutions adopted as a result of dishonest or inaccurate ballot counting.

7. The ballot counting minutes and resolution must be sent to all shareholders within fifteen (15) days from the date of ballot counting. The sending of the ballot counting minutes and resolution may be substituted by publishing them on KienlongBank's website.

8. The completed opinion ballots, ballot counting minutes, adopted resolutions, and related documents attached to the opinion solicitation must be stored at KienlongBank's head office.

Article 52. Request to Annul Resolutions of the General Meeting of Shareholders

1. Within ninety (90) days from the date of receiving the resolution or the meeting minutes of the General Meeting of Shareholders, or the ballot counting minutes for the written opinion solicitation, a shareholder or group of shareholders holding five percent (5%) or more of the total common shares shall have the right to request the Court or Arbitration Tribunal to review and annul a resolution of the General Meeting of Shareholders in the following cases:

a. The order and procedures for convening the meeting and passing resolutions of the General Meeting of Shareholders were not carried out in accordance with this Charter and relevant laws, except for the case specified in Clause 4, Article 49 of this Charter;

b. The content of the resolution violates this Charter or relevant laws.

2. If a resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration Tribunal, the convener of the annulled meeting of the General Meeting of Shareholders may consider reconvening the meeting within ninety (90) days in accordance with the procedures specified in this Charter or relevant laws.

3. In the event that a shareholder, group of shareholders, or a member of the Board of Directors files or initiates a lawsuit against a passed resolution/decision, such resolution/decision shall continue to be effective and enforceable until the Court or Arbitration Tribunal issues another ruling.

Chapter VIII

GENERAL PROVISIONS ON GOVERNANCE AND MANAGEMENT

Article 53. General Duties

1. The business operations and affairs of KienlongBank shall be supervised and directed by the Board of Directors. The Board of Directors is the governing body, having full authority on behalf of KienlongBank to decide and perform the rights and obligations of KienlongBank, except for matters falling under the authority of the General Meeting of Shareholders.

2. The Supervisory Board shall carry out internal audits, control, and assess compliance with laws, internal regulations, the Charter, and resolutions/decisions of the General Meeting of Shareholders and the Board of Directors.

3. The General Director is the highest executive officer of KienlongBank, responsible to the Board of Directors and the law for the exercise of his/her rights and duties.

Article 54. Disqualification from Holding Office

1. The following individuals shall not be eligible to serve as members of the Board of Directors, members of the Supervisory Board, the General Director, or Deputy General Directors:

a. Persons specified in Clause 3 of this Article;

b. Persons who are prohibited from participating in the management or administration of enterprises or cooperatives in accordance with the laws on public officials, civil servants, and the Law on Anti-Corruption;

c. Persons who were formerly owners of private enterprises, general partners of partnerships, General Directors (Directors), members of the Board of Directors, members of the Members' Council, controllers, members of the Supervisory Board of enterprises, or members of the Board of Directors and General Directors (Directors) of cooperatives at the time such enterprises or cooperatives were declared bankrupt, except for those who were appointed, designated, or assigned to participate in the management, administration, or control of Kien Long Commercial Joint Stock Bankrupt credit institutions as required by duties;

d. Persons who were suspended from holding the positions of Chairperson or other members of the Board of Directors, Chairperson or other members of the Members' Council, Head or other members of the Supervisory Board, or General Director (Director) of a credit institution under Article 47 of the Law on Credit Institutions, or those who have been determined by competent authorities to have committed violations leading to the revocation of the establishment and operation license of the credit institution;

e. Related persons of members of the Board of Directors or the General Director of KienlongBank, except as provided in Clause 2, Article 66 of this Charter;

f. Persons held responsible according to inspection conclusions that result in administrative penalties imposed on credit institutions or foreign bank branches in the monetary and banking sector under the highest penalty frame for violations related to licensing, governance, management, shares, stocks, capital contribution, share acquisition, credit extension, corporate bond purchases, and prudential ratios as prescribed by the laws on administrative violations in the monetary and banking sector.

2. The spouses, parents, children, and siblings of members of the Board of Directors, the General Director, and their spouses may not hold the positions of Chief Accountant or Head of Finance of KienlongBank.

3. The following persons shall not serve as Chief Accountant, Branch Director, or General Director (Director) of a subsidiary of KienlongBank:

a. Minors; persons with cognitive or behavioral difficulties; persons restricted or incapacitated in civil acts;

b. Persons under criminal prosecution, serving a prison sentence, undergoing compulsory administrative measures at rehabilitation centers or compulsory education institutions; persons banned by the court from holding certain positions or practicing certain professions or performing certain jobs;

c. Persons who have been convicted of crimes against national security; or of serious crimes or more severe offenses;

d. Persons who have been convicted of property-related crimes and have not had their criminal records expunged;

e. Officials, civil servants, public employees, and managerial personnel from the level of department head or higher in enterprises in which the State holds 50% or more of charter capital, except for those appointed to represent State capital in KienlongBank or assigned to participate in the management, administration, or control of KienlongBank as required by duties;

f. Officers, non-commissioned officers, professional military personnel; defense workers and civil servants in agencies and units under the Vietnam People's Army; officers, non-commissioned officers, and professional police personnel in agencies and units under the Vietnam People's Public Security, except for those appointed to represent State capital in KienlongBank or assigned to participate in the management, administration, or control of KienlongBank.

g. Other cases as stipulated in KienlongBank's Charter.

Article 55. Prohibited Concurrent Positions

1. The Chairperson of the Board of Directors shall not concurrently serve as an executive officer, a member of the Supervisory Board of KienlongBank or of any other credit institution, or as a manager of another enterprise.

2. A member of the Board of Directors who is not an independent member of KienlongBank shall not concurrently hold any of the following positions:

a. An executive officer of KienlongBank, except in the case where such member is the General Director of KienlongBank;

b. A manager or executive officer of another credit institution or of another enterprise, except where such person is a manager or executive officer of a subsidiary of KienlongBank, or of the parent company of KienlongBank, or in cases involving the implementation of an approved compulsory transfer plan;

c. A controller or member of the Supervisory Board of another credit institution or enterprise.

3. An independent member of the Board of Directors of KienlongBank shall not concurrently hold any of the following positions:

a. An executive officer of KienlongBank;

b. A manager or executive officer of another credit institution, or a manager of more than two (02) other enterprises;

c. A controller or member of the Supervisory Board of another credit institution or enterprise.

4. A member of the Supervisory Board of KienlongBank shall not concurrently hold any of the following positions, except in the case where such person is a manager, executive officer, or employee of KienlongBank pursuant to an approved compulsory transfer plan:

a. A manager or executive officer of KienlongBank, another credit institution, or enterprise under separate management; an employee of KienlongBank or its subsidiaries;

b. An employee of an enterprise in which a member of the Board of Directors of KienlongBank serves as a member of the Board of Directors, executive officer, or is a major shareholder.

5. The General Director and Deputy General Directors shall not concurrently serve as managers, executive officers, controllers, or members of the Supervisory Board of another credit institution or enterprise, except in the case where a Deputy General Director is a manager or executive officer of a subsidiary of KienlongBank or of its parent company.

Article 56. Automatic Disqualification

1. The following individuals shall automatically lose their status as a member of the Board of Directors, member of the Supervisory Board, or General Director of KienlongBank:

a. Falling into any of the disqualification categories stipulated in Article 54 of this Charter;

b. Being a representative of the capital contribution of an institutional shareholder of KienlongBank when such institution ceases to exist;

c. No longer being the authorized representative of a capital-contributing institutional shareholder;

d. Being expelled from the territory of the Socialist Republic of Vietnam;

e. When KienlongBank has its License revoked;

f. When the contract for hiring the General Director expires.

g. Death.

2. The Board of Directors of KienlongBank must submit a written report with supporting documents to the State Bank of Vietnam (SBV) on the individuals who automatically lose their capacity under Points a, b, c, d, e, and g of Clause 1 of this Article within five (05) working days from the date such individuals lose their capacity. The Board shall be responsible for the accuracy and truthfulness of the report and must carry out procedures for the election or appointment to fill the vacant position in accordance with applicable laws and this Charter.

3. After automatically losing their capacity, members of the Board of Directors, members of the Supervisory Board, and the General Director of KienlongBank shall remain responsible for their decisions made during their tenure.

Article 57. Dismissal and Removal

1. Except in the cases of automatic disqualification as stipulated in Article 56 of this Charter, the Chairperson, other members of the Board of Directors; Head and other members of the Supervisory Board; and the General Director of KienlongBank shall be dismissed or removed in the following cases:

a. Dismissal upon submission of a resignation letter to the Board of Directors or the Supervisory Board of KienlongBank;

b. Removal due to failure to participate in the activities of the Board of Directors or the Supervisory Board for six (06) consecutive months, except in cases of force majeure;

c. Removal for failing to meet the standards and conditions stipulated in Articles 67, 81, and 86 of this Charter;

d. Removal of an independent member of the Board of Directors for non-compliance with Clause 3, Article 55 and Clause 2, Article 67 of this Charter;

e. Other cases as decided by the General Meeting of Shareholders or in accordance with this Charter.

2. The Chairperson and members of the Board of Directors; Head and members of the Supervisory Board; and the General Director of KienlongBank, after being dismissed or removed, shall remain responsible for the decisions made during their term of office.

3. Within ten (10) working days from the date of the dismissal or removal resolution under Clause 1 of this Article, the Board of Directors of KienlongBank must submit a report with relevant documents to the SBV and disclose information in accordance with the law.

Article 58. Approval of the List of Proposed Candidates for Election or Appointment as Members of the Board of Directors, Members of the Supervisory Board, and the General Director

1. The list of proposed candidates for election or appointment as members of the Board of Directors, members of the Supervisory Board, and the General Director of KienlongBank must be approved in writing by the SBV prior to such election or appointment.

Those elected or appointed to the above positions must be included in the list approved by the SBV.

2. KienlongBank must fully comply with the procedures and dossiers for obtaining approval of the proposed list of candidates for election or appointment to the positions specified in Clause 1 of this Article, in accordance with the regulations of the Governor of the SBV applicable at the time of election or appointment.

3. KienlongBank must notify and submit a report on the list of individuals elected or appointed to the positions specified in Clause 1 of this Article within ten (10) days from the date of election or appointment.

H

CHAPTER IX
RIGHTS AND OBLIGATIONS, DISCLOSURE OF INTERESTS, DILIGENCE, INTEGRITY, AND LIABILITY FOR DAMAGES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND EXECUTIVES

Article 59. Rights and Obligations of Managers and Executives

1. Complying with the law, the Charter of KienlongBank, and resolutions and decisions of the General Meeting of Shareholders of KienlongBank.

2. Performing their assigned rights and obligations with honesty, prudence, and in the best interests of KienlongBank and its shareholders.

3. Refraining from using information, know-how, or business opportunities of KienlongBank; from abusing their positions, titles, or assets of KienlongBank for personal gain or to benefit any other organization or individual, to the detriment of KienlongBank and its shareholders.

4. Being responsible for complying with restrictions to ensure the safety of banking operations of KienlongBank as prescribed by law and this Charter.

5. Ensuring the preservation of KienlongBank's records to provide data for management, operation, and control of all KienlongBank's activities, as well as for inspection, supervision, and audit by the State Bank of Vietnam (SBV).

6. Possessing an understanding of the types of risks involved in credit institution activities.

7. Promptly, fully, and accurately notify KienlongBank of their interests in other organizations or transactions with other organizations or individuals that may cause conflicts of interest with KienlongBank, and only engage in such transactions upon approval by the Board of Directors.

8. Must not enable themselves or their related persons to obtain loans or use other banking services from KienlongBank under preferential or more favorable conditions than those generally applied by KienlongBank.

9. Must not increase remuneration, salaries, or request bonuses for managers and executives when KienlongBank incurs losses.

10. Within their assigned authority and responsibilities, they must comply with written requests from the SBV for matters within its jurisdiction. They must implement risk and operational safety warnings, alerts of legal violations in monetary and banking sectors, and conclusions, recommendations, and decisions arising from inspections.

11. Other rights and obligations as prescribed by law and the Charter of KienlongBank.

Article 60. Duty of Diligence

Members of the Board of Directors, members of the Supervisory Board, the General Director, and executives of KienlongBank must perform their duties, including those as members of the Board's Committees,with integrity, in the best interests of KienlongBank, and with the level of care that a prudent person would exercise in a similar position and under comparable circumstances.

Article 61. Duty of Integrity and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers of KienlongBank must disclose their related interests in accordance with the Law on Enterprises and other relevant legal regulations.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of KienlongBank.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to provide written notice to the Board of Directors and the Supervisory Board regarding transactions between KienlongBank, its subsidiaries, or companies in which KienlongBank holds more than fifty percent (50%) of the charter capital, and themselves or their related persons, as stipulated by law. For transactions of the aforementioned entities that are approved by the General Meeting of Shareholders or the Board of Directors, KienlongBank must disclose information regarding such resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons must not use or disclose inside information to others for conducting related transactions.

5. A member of the Board of Directors must not vote on any transaction that benefits them, as stipulated by the Law on Enterprises and this Charter.

6. When conducting transactions with related persons, KienlongBank must enter into written contracts based on the principles of equality and voluntariness.

7. KienlongBank shall take necessary measures to prevent shareholders and their related persons from engaging in transactions that cause losses of capital, assets, or other resources of KienlongBank.

Article 62. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers who violate their duties of honesty and diligence, or fail to fulfill their responsibilities with due care and professional competence, shall bear personal or joint liability to compensate for lost benefits, return any gained benefits, and indemnify KienlongBank and any third parties for all damages incurred.

2. KienlongBank shall indemnify any individual who was, is, or may become involved in any complaint, lawsuit, or prosecution (including civil, administrative cases, excluding claims initiated by KienlongBank itself) if such person was or is a member of the Board of Directors, a manager, employee, or authorized representative of KienlongBank or acted at the request of KienlongBank in any such capacity, provided that the person acted in good faith, with care, diligence, and in the best interest of KienlongBank, in compliance with the law, and there is no evidence that the person breached their responsibilities.

3. Compensation shall include actual and reasonable costs (including attorney fees), adjudication expenses, penalties, and amounts payable incurred during the settlement of such matters within the scope permitted by law. KienlongBank may purchase insurance for these individuals to mitigate such indemnification liabilities.

Article 63. Provision and Public Disclosure of Information

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and Deputy General Directors must publicly disclose to KienlongBank the following information:

a. The name, enterprise code, and head office address of any enterprise or economic organization in which they or their related persons jointly or individually own five percent (5%) or more of the charter capital, including stakes held under authorization or in trust under another individual's or entity's name;

b. Name, enterprise code, and head office address of enterprises or other economic organizations in which the person and their related persons act as members of the Board of Directors, members of the Members' Council, controllers, members of the Supervisory Board, or General Director (Director);

c. Information on related persons who are individuals, including: full name; personal identification number; nationality, passport number, date and place of issuance for foreigners; and their relationship with the person providing the information;

d. Information on related persons who are organizations, including: name, enterprise code, head office address, enterprise registration certificate number or equivalent legal document; legal representative; and their relationship with the person providing the information.

2. The disclosure of the information stipulated in Clause 1 of this Article, and any changes thereto, must be made in writing within seven (07) working days from the date of occurrence or change of information.

3. KienlongBank must annually disclose the information specified in Clause 1 of this Article to the General Meeting of Shareholders and list and retain such information at KienlongBank's head office.

4. KienlongBank must report in writing to the State Bank of Vietnam (SBV) the information specified in Clause 1 of this Article within seven (07) working days from the date KienlongBank receives the disclosed information in accordance with Clause 2 of this Article.

5. A member of the Board of Directors or the General Director who conducts business, either personally or on behalf of another person, in any form within the business scope of KienlongBank must explain the nature and content of such activity to the Board of Directors and the Supervisory Board, and may only proceed with such activity upon approval by a majority of the remaining members of the Board of Directors. If they carry out such activity without reporting or without the Board's approval, all income derived from such activity shall belong to KienlongBank.

6. Any party providing and publicly disclosing information must ensure that the information is truthful, accurate, complete, and timely, and shall bear responsibility for such provision and disclosure.

7. KienlongBank must compile and update a list of related persons of KienlongBank in accordance with this Charter and record the corresponding contracts and transactions between such persons and KienlongBank.

8. The retention, disclosure, review, extraction, and duplication of the list of related persons and declared related interests as specified in Clauses 1 and 7 of this Article shall be carried out as follows:

a. KienlongBank must notify the list of related persons and their related interests to the General Meeting of Shareholders at the annual meeting;

b. The list of related persons and related interests must be retained at KienlongBank's head office; in necessary cases, part or all of the list may also be retained at KienlongBank's branches;

c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Supervisory Board, the General Director, and other managers shall have the right to review, extract, and copy part or all of the declared content;

d. KienlongBank must facilitate the persons mentioned in Point c of this Clause to access, review, extract, and copy the list of related persons and related interests in the most prompt and convenient manner; no obstruction or difficulty shall be caused in the exercise of this right. The procedures for reviewing, extracting, and copying the declared information on related persons and their interests shall be carried out in accordance with KienlongBank's Charter and relevant internal regulations.

Article 64. Approval of contracts and transactions between KienlongBank and related parties

1. Contracts or transactions between KienlongBank and the following parties must be approved by the General Meeting of Shareholders or the Board of Directors:

a. Major shareholders, authorized representatives of major shareholders of KienlongBank, and their related persons;

b. Members of the Board of Directors, members of the Supervisory Board, the General Director, and their related persons;

c. Enterprises in which members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers of KienlongBank are required to declare interests under Points a, b, and d Clause 1 Article 63 of this Charter;

d. Subsidiaries and affiliates of KienlongBank;

e. Other managers of KienlongBank and their related persons, as prescribed by law.

2. The General Meeting of Shareholders shall approve contracts and transactions with a value of twenty percent (20%) or more of the charter capital, or transactions that result in a cumulative value of transactions arising within twelve (12) months from the date of the first transaction reaching twenty percent (20%) or more of the charter capital of KienlongBank, as stated in the most recent audited financial statements, with the parties specified in Clause 1 of this Article. In such cases, the representative signing the contract on behalf of KienlongBank must notify the Board of Directors and the Supervisory Board in writing about the related parties, together with the draft contract or key contents of the transaction. The Board of Directors shall present the draft contract or explanation of the key contents of the transaction to the General Meeting of Shareholders. In such case, shareholders with related interests shall not have the right to vote, and the contract or transaction shall be approved upon the affirmative votes of shareholders representing sixty-five percent (65%) of the total voting shares of the remaining attending shareholders.

3. The Board of Directors shall approve contracts and transactions with a value equal to or less than twenty percent (20%) of the charter capital of KienlongBank as stated in the most recent audited financial statements, with the parties specified in Clause 1 of this Article. In such cases, the representative signing the contract on behalf of KienlongBank must notify the Board of Directors and the Supervisory Board in writing about the related parties, together with the draft contract or key contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receiving the notification. In this case, members with related interests shall not have the right to vote.

4. Contracts and transactions shall be deemed null and void by court decision and shall be handled in accordance with the law if they are signed in violation of this Article. The signatory, shareholder, member of the Board of Directors, or the General Director involved shall be jointly liable for compensation of damages and shall return to KienlongBank any benefits derived from the execution of such contracts or transactions.

5. KienlongBank must publicly disclose related contracts and transactions in accordance with relevant laws.

Article 65. Right to Inspect Books and Records

1. A shareholder or group of shareholders holding five percent (5%) or more of the total common shares shall have the right, either directly or through an authorized representative, to send a written

request to inspect the list of shareholders, minutes of General Meeting of Shareholders, and to copy or extract such records during working hours and at KienlongBank's head office. Any request for inspection by an authorized representative must be accompanied by the shareholder's authorization document or a notarized copy of such authorization.

2. Members of the Board of Directors, the Supervisory Board, the General Director, and other managers shall have the right to inspect the Shareholder Register of KienlongBank, the list of shareholders, and other books and records of KienlongBank for purposes related to their positions at KienlongBank, provided that such information is kept confidential.

3. This Charter of KienlongBank shall be published on KienlongBank's website.

Chapter X
BOARD OF DIRECTORS

Article 66. Composition and Term of the Board of Directors

1. The number of members of the Board of Directors shall not be fewer than five (05) and not exceed eleven (11), including at least two (02) independent members. The number of members for each term shall be decided by the General Meeting of Shareholders. The term of the Board of Directors shall not exceed five (05) years. The term of each Board member is aligned with the term of the Board of Directors. A Board member may be re-elected for an unlimited number of terms. The Board of Directors must comprise at least two-thirds (2/3) of non-executive and independent members.

2. An individual and their related persons or representatives of a shareholder organization and their related persons may only serve as members of the Board of Directors of KienlongBank up to a maximum of two (02) members, except where they are representatives of state-owned capital (if any) or under mandatory transfer arrangements.

3. The outgoing Board of Directors shall continue to operate until the new Board is elected and takes over responsibilities.

4. If the number of Board members falls below the minimum required under Clause 1 of this Article, KienlongBank must appoint additional members to meet the required number within ninety (90) days, except as provided in Clause 5 Article 166 of the Law on Credit Institutions.

5. In the case of a supplementary election or replacement of dismissed Board members during a term, the tenure of the newly elected member shall be the remaining term of the Board.

6. Board members are not required to be shareholders of KienlongBank.

7. The appointment of Board members must be disclosed in accordance with the provisions of this Charter and relevant laws.

Article 67. Standards and Conditions for Members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:

a. Not falling within the prohibited cases under Clause 1 Article 54 of this Charter;

b. Possessing professional ethics in accordance with SBV Governor's regulations from time to time;

c. Holding a university degree or higher;

d. Meeting one of the following experience requirements: at least three (03) years as a manager or executive at a credit institution; at least five (05) years as a manager in financial, accounting, or auditing sectors or in other enterprises with owner's equity at least equal to the legal capital for the respective type of credit institution; at least five (05) years working directly in a professional department of a credit institution or foreign bank branch; or at least five (05) years working directly in finance, banking, accounting, or auditing departments.

2. Independent members of the Board of Directors must meet the criteria and conditions specified in Clause 1 of this Article and the following additional criteria and conditions:

a. Not currently employed by KienlongBank or its subsidiaries, and not having been employed by KienlongBank or its subsidiaries during the past three (03) consecutive years;

b. Not receiving regular remuneration or salary from KienlongBank, except for allowances as members of the Board of Directors;

c. Not having a spouse, parent, child, sibling, or in-law of such persons who is a major shareholder, manager, or member of the Supervisory Board of KienlongBank or its subsidiaries;

d. Not representing ownership of shares in KienlongBank; and not, together with related persons, directly or indirectly owning one percent (01%) or more of KienlongBank's charter capital or voting shares;

e. Not having served as a manager or member of the Supervisory Board of KienlongBank at any time during the past five (05) consecutive years.

3. An independent member of the Board of Directors must notify the Board if they no longer meet the criteria and conditions specified in Clause 2 of this Article and shall automatically cease to be considered an independent member of the Board of Directors from the date such criteria and conditions are no longer met. The Board of Directors must report such a case at the next General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect or replace the independent member within six (06) months from the date of receiving the notification from the relevant independent Board member.

Article 68. Rights and Responsibilities of the Board of Directors

1. The business activities and operations of KienlongBank shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the governing body with full authority to exercise all rights on behalf of KienlongBank, except for powers that fall under the jurisdiction of the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising the General Director and other managers.

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

a. Responsible for organizing the establishment and launching of KienlongBank's operations after the first General Meeting of Shareholders;

b. Accountable to the General Meeting of Shareholders for the execution of assigned tasks and powers;

c. Submitting to the General Meeting of Shareholders for decision or approval of matters under the authority of the General Meeting of Shareholders as stipulated in Clause 2 Article 42 of this Charter;

d. Deciding on the establishment, division, separation, or merger of departments, divisions, and centers at the Head Office. Deciding on the establishment of branches, transaction offices, and representative offices;

e. Appointing, dismissing, disciplining, transferring, suspending, and determining salaries and other benefits for the General Director, Deputy General Directors, Chief Accountant, Chief of the Office of the Board of Directors, Secretary to the Board, and the Corporate Governance Officer of KienlongBank;

f. Approving capital contribution plans, purchases, or sales of shares or equity interests of KienlongBank in other enterprises or credit institutions where the value of investment, purchase, or book value in the case of sale is less than twenty percent (20%) of the charter capital of KienlongBank stated in the most recent audited financial statements;

g. Assigning representatives to manage KienlongBank's capital contributions in other enterprises or credit institutions;

h. Approving investment, purchase, or sale of fixed assets where the investment amount, expected purchase price, or original price (in the case of sale) is ten percent (10%) or more of KienlongBank's charter capital as shown in the most recent audited financial statements, except for transactions under the authority of the General Meeting of Shareholders;

i. Deciding on credit extensions as stipulated in Clause 6 Article 17 of this Charter, except for transactions within the authority of the General Meeting of Shareholders;

k. Approving the addition or modification of business lines of subsidiaries;

l. Approving other contracts or transactions with a value less than twenty percent (20%) of KienlongBank's charter capital as shown in the most recent audited financial statements between KienlongBank and members of the Board of Directors, Supervisory Board, General Director, major shareholders, related persons of managers, members of the Supervisory Board, major shareholders, subsidiaries, or affiliates of KienlongBank. In these cases, interested members may not vote;

m. Inspecting, supervising, and directing the General Director in performing assigned duties; annually evaluating the performance of the General Director;

n. Issuing internal regulations relating to the organization, governance, and operations of KienlongBank in accordance with this Charter and applicable laws, except for matters under the authority of the Supervisory Board or the General Meeting of Shareholders;

o. Determining risk management policies and supervising the implementation of risk prevention measures;

p. Reviewing and approving annual reports;

q. Selecting professional valuation organizations to value contributed assets that are not VND, freely convertible foreign currencies, or gold, in accordance with the law;

r. Requesting the SBV Governor to approve matters as required by law;

s. Deciding on the offering of new shares within the approved limits;

t. Determining the offering price of shares and convertible bonds of KienlongBank;

u. Deciding on the repurchase or redemption of shares by KienlongBank according to the approved plan;

v. Proposing plans for profit distribution and dividend rates; determining the schedule and procedure for dividend payment or for handling losses arising from business operations;

x. Preparing the contents and documents for submission to the General Meeting of Shareholders for decisions on matters under their jurisdiction, except for matters under the authority of the Supervisory Board;

y. Approving the program and operation plan of the Board of Directors; materials and agenda for meetings of the General Meeting of Shareholders; convening the General Meeting of Shareholders or collecting shareholder opinions in writing to pass resolutions/decisions of the General Meeting of Shareholders;

aa. Organizing the implementation and supervising the enforcement of resolutions/decisions of the General Meeting of Shareholders and the Board of Directors;

ab. Promptly notifying the SBV of any adverse information affecting the qualifications of members of the Board of Directors, Supervisory Board, or the General Director;

ac. Deciding on borrowing, mortgages, guarantees, indemnifications, and other financial commitments of KienlongBank as stipulated in this Charter and relevant laws.

ad. Decide on the establishment of Board Committees and other supporting bodies as prescribed by this Charter and relevant laws;

ae. Approve contracts or transactions with a value of ten percent (10%) or more of KienlongBank's charter capital, as stated in the most recent audited financial statements;

af. Approve restructuring plans based on the guidance and direction of the SBV and the Government from time to time;

ag. Other duties and powers as stipulated in this Charter and relevant laws.

4. The Board of Directors shall report to the General Meeting of Shareholders in accordance with the law and this Charter.

5. The Board of Directors must establish committees to assist in the performance of its duties and powers, including a Risk Management Committee and a Human Resources Committee. The Board of Directors shall determine the duties and powers of these two Committees in accordance with regulations issued by the Governor of the SBV from time to time.

6. Other subcommittees and councils: Depending on KienlongBank's development strategy and operational scale from time to time, the Board of Directors may decide to establish other subcommittees or councils to assist the Board in specific areas of operation, in compliance with applicable laws.

7. The implementation of decisions of the Board of Directors shall be deemed legally valid even in cases where the election or authorization of members of the Board may contain errors.

Article 69. Rights and Responsibilities of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

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

a. Develop programs and operational plans of the Board of Directors; be responsible for the performance of his/her rights and duties;

b. Convene and preside over meetings of the Board of Directors;

c. Sign documents within the authority of the Board of Directors on behalf of the Board;

d. Organize the adoption of resolutions and decisions of the Board of Directors;

e. Supervise or organize supervision of the implementation of resolutions and decisions of the Board of Directors;

e. Preside over the General Meeting of Shareholders;

g. Ensure that members of the Board of Directors receive full, objective, and accurate information, and have sufficient time to discuss matters to be considered by the Board of Directors;

h. Assign specific tasks to each member of the Board of Directors;

i. Monitor the performance of Board members in fulfilling assigned tasks and general rights and obligations;

k. Annually assess the performance of each member and each Committee of the Board of Directors, and report the results of such assessments to the General Meeting of Shareholders;

l. Other rights and responsibilities as provided in this Charter and relevant laws.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board submits the annual financial statements, the operational report of KienlongBank, the audit report, and

the supervision report of the Board of Directors to shareholders at the General Meeting of Shareholders.

4. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she may only authorize another member in writing to perform the rights and duties of the Chairman of the Board of Directors as stipulated in this Charter. If the Chairman is absent without having designated an authorized person, or in the event the Chairman dies, goes missing, is temporarily detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory rehabilitation center or compulsory education facility, escapes from residence, is restricted or lacks legal capacity, has cognitive or behavioral difficulties, or is prohibited by a court from holding positions or practicing certain professions, the remaining members shall elect one (01) member from among themselves to temporarily assume the position of Chairman of the Board of Directors by majority vote until a new decision is made by the Board.

5. In case the Chairman of the Board of Directors resigns or is dismissed, a replacement must be elected within ten (10) days.

Article 70. Rights and Obligations of Members of the Board of Directors

1. Performing the rights and obligations of a member of the Board of Directors in accordance with the internal regulations of the Board and assignments from the Chairman, with honesty and in the interests of KienlongBank and its shareholders; exercising the independence of independent Board members in the performance of their duties; and taking responsibility for fulfilling such rights and obligations.

2. Reviewing the audit reports and financial statements prepared by the independent auditor, and providing comments or requesting explanations from KienlongBank's management, the independent auditor, or internal auditors regarding relevant matters.

3. Requesting the Chairman to convene an extraordinary meeting of the Board of Directors.

4. Attending meetings of the Board of Directors, discussing and voting on matters within the duties and powers of the Board as prescribed in this Charter, except in cases of conflict of interest where the member may not vote; and being responsible to the General Meeting of Shareholders and the Board of Directors for their decisions.

5. Implementing the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

6. Providing explanations to the General Meeting of Shareholders and the Board of Directors regarding the performance of assigned duties upon request.

7. A member of the Board of Directors may not authorize another person to attend a meeting of the Board of Directors to decide on matters stipulated in points c, e, f, h, i, l, n, o, p, v, and ae of Clause 3, Article 68 of this Charter.

8. Other rights and obligations as prescribed by this Charter and relevant laws.

Article 71. Remuneration of the Board of Directors

1. Members of the Board of Directors are entitled to monthly remuneration and bonuses based on KienlongBank's business results and performance.

2. The Board of Directors estimates the remuneration level for each member by consensus or by a method approved by the General Meeting of Shareholders. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at annual meetings.

3. In addition to the above remuneration and bonuses, members of the Board of Directors are entitled to reimbursement of reasonable expenses for meals, accommodation, travel, and other necessary costs incurred while performing their assigned duties.

4. The remuneration of Board members shall be recorded as part of KienlongBank's business expenses in accordance with the regulations on corporate income tax and relevant laws, and must be presented as a separate item in KienlongBank's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

5. A member of the Board of Directors who holds an executive position, or a member who serves on the Board's committees or performs tasks deemed by the Board of Directors to be beyond the regular duties of a Board member, may be paid additional remuneration in the form of a one-time fee, salary, commission, profit share, or other forms as decided by the Board of Directors.

Article 72. Meetings of the Board of Directors

1. In the case where the Board of Directors elects the Chairman, the first meeting of the new term of the Board to elect the Chairman and make other decisions under its authority must be held within seven (07) working days from the end of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number or highest proportion of votes. If more than one (01) member has the same highest number or proportion of votes, the members shall vote by majority to elect one (01) of them to convene the meeting.

2. The Board of Directors may hold regular or extraordinary meetings. Meetings may take place at the head office of KienlongBank or another location as decided by the Chairman of the Board of Directors.

3. Meetings of the Board of Directors shall be convened by the Chairman whenever deemed necessary, but at least once (01) per quarter.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in the following cases:

a. Upon the request of the Supervisory Board or an independent member of the Board;

b. Upon the request of the General Director or at least five (05) other executives;

c. Upon the request of at least two (02) members of the Board of Directors;

d. Other cases as prescribed by law.

Such a request must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling within the Board's authority.

5. The Chairman of the Board of Directors must convene the meeting within seven (07) working days from the date of receipt of the request under Clause 4 of this Article. If the Chairman fails to do so, he/she shall be liable for any damage caused to KienlongBank; the requesting party shall then have the right to convene the meeting in place of the Chairman.

6. The Chairman or convener of the meeting must send the meeting invitation no later than three (03) working days before the meeting, except for extraordinary meetings. The invitation must specify the time and location of the meeting, the agenda, matters for discussion and decision. The invitation must be accompanied by the relevant documents and voting ballots (if any). It may be delivered by letter, phone, fax, email, or other means, but must be ensured to reach the contact address of each Board member registered with KienlongBank.

7. The Chairman or convener must also send the meeting invitation and accompanying documents to the members of the Supervisory Board in the same manner as for Board members.

Supervisory Board members have the right to attend Board meetings and participate in discussions, but not to vote.

8. A Board meeting convened for the first time shall be valid when at least three-quarters (3/4) of the total members are present. If the quorum is not met, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. This second meeting shall be valid with more than half (1/2) of the Board members present.

9. A Board member is deemed to attend and vote at a meeting in the following cases:

a. Attending and voting in person;

b. Authorizing another person to attend the meeting under Clause 10 of this Article;

c. Attending and voting via online conferencing, electronic voting, or other electronic means;

d. Sending a ballot to the meeting by post, fax, or email.

In case of postal voting, the ballot must be enclosed in a sealed envelope and received by the Chairman no later than one (01) hour before the meeting starts. Ballots shall only be opened in the presence of all attendees.

A resolution of the Board of Directors shall be passed if approved by the majority of those present. In case of a tie, the Chairman shall have the casting vote.

10. Members must fully attend Board meetings. A member may authorize another person to attend and vote only with the consent of the majority of Board members, except for the matters stated in Clause 7, Article 70 of this Charter.

Article 73. Minutes of the Board of Directors' Meetings

1. Board meetings must be recorded in minutes and may also be audio recorded or electronically stored. Minutes must be prepared in Vietnamese and may also be in a foreign language. The minutes must include the following main contents:

a. Name, address of head office, and enterprise code;

b. Purpose, agenda, and meeting content;

c. Time and location of the meeting;

d. Full names of attendees or authorized representatives and method of attendance; names and reasons of absent members;

e. Matters discussed and voted upon at the meeting;

f. Summary of each attendee's opinions in order of discussion;

g. Voting results, specifying the number of votes in favor, against, and abstentions;

h. Resolutions adopted and corresponding approval ratios;

i. Full name and signature of the Chairman and the minute-taker, except in the case stipulated in Clause 5 of this Article.

The Chairman and the minute-taker are responsible for the accuracy and truthfulness of the minutes' contents.

2. The minutes of the Board of Directors' meetings and related documents must be stored at KienlongBank's head office.

The content approved by the majority of members attending the meeting as recorded in the minutes of the Board of Directors' meeting must be formalized into a Resolution or Decision. The minutes of the Board of Directors' meeting must be kept in accordance with the provisions of law, this Charter, and other regulations of KienlongBank.

3. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of any difference in interpretation between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

4. The Chairperson of the Board of Directors is responsible for delivering the minutes of the meeting to the members, and such minutes serve as authentic evidence of the work conducted at those meetings unless objections to the content of the minutes are raised within ten (10) days from the date of delivery. The minutes must bear the signatures of all members of the Board of Directors attending the meeting or may be prepared in multiple copies, each bearing the signature of at least one (01) attending member.

5. In case the Chairperson or the minute taker refuses to sign the minutes, but the minutes are signed by all other attending members of the Board of Directors and contain all the required contents as prescribed in Points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then the minutes shall be valid. The minutes must specify the refusal of the Chairperson or the minute taker to sign. Those who sign the minutes are jointly responsible for the accuracy and truthfulness of the content of the minutes. The Chairperson and the minute taker shall be personally liable for any damages caused to KienlongBank due to the refusal to sign the minutes, as prescribed by this Law, the Charter, and relevant laws.

6. In case other members of the Board of Directors, apart from the Chairperson and the minute taker, attending the meeting refuse to sign the minutes, but all the remaining attending members agree to sign the minutes in accordance with Clause 9, Article 72 of this Charter and the minutes contain all the contents specified in Clause 1 of this Article, then such minutes shall be valid. The minutes must specify the refusal of the member of the Board of Directors to sign. Those who sign the minutes shall be jointly responsible for the accuracy and truthfulness of the content of the minutes. The member of the Board of Directors who refuses to sign the minutes shall be personally liable for any damages caused to KienlongBank due to the refusal to sign the minutes, in accordance with this Charter and relevant laws.

Article 74. Authority and Procedure for Obtaining Written Opinions from Members of the Board of Directors

1. The Chairman of the Board of Directors shall decide on obtaining written opinions from members of the Board of Directors.

2. The Secretary of the Board of Directors shall prepare the opinion solicitation form and all necessary documents related to the matter being voted on. The form and accompanying documents must be sent via secured method to the registered contact address of each member of the Board of Directors.

3. The opinion solicitation form must include the following main contents:

a. Name, head office address, date and number of the Establishment and Operation License, and enterprise code of KienlongBank;

b. Purpose of the opinion solicitation;

c. Full name and contact address of the member of the Board of Directors;

d. The matter to be voted on;

e. Voting options, including: Agree, Disagree, and No Opinion;

f. Deadline for returning the completed opinion form to KienlongBank;

g. Full name and signature of the Chairman of the Board of Directors.

4. The completed opinion form must bear the signature of the member of the Board of Directors and be returned to KienlongBank in accordance with its regulations.

5. The Secretary of the Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of at least one (01) independent member of the Board of Directors. The vote counting minutes must contain the following key contents:

a. Name, head office address, number and date of issuance of the Establishment and Operation License, and enterprise code of KienlongBank;

b. Purpose and matters subject to the solicitation of written opinions;

c. Total number of voting ballots sent, total number of voting ballots returned, number of valid ballots, number of invalid ballots. The minutes must include an appendix listing the members of the Board of Directors who participated in the voting;

d. Total number of votes in favor, against, and abstained for each matter solicited;

e. Full name and signature of the person in charge of vote counting and the supervising member.

6. The Secretary of the Board of Directors participating in the process of collecting written opinions and the vote-counting supervisor shall be jointly responsible for the accuracy and truthfulness of the vote counting minutes; they shall be jointly liable for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

7. The vote counting minutes along with the resolution or decision of the Board of Directors passed based on the voting results must be sent to the members of the Board of Directors within fifteen (15) days from the date of vote counting completion.

8. The answered opinion solicitation forms, vote counting minutes, full text of the passed resolutions, and related documents enclosed with the opinion solicitation must be stored at the head office of KienlongBank.

9. A resolution passed through the form of soliciting written opinions from members of the Board of Directors shall have the same legal validity as if it had been passed at a meeting of the Board of Directors.

Article 75. Supporting Apparatus of the Board of Directors

1. The Board of Directors may establish a support apparatus and use the seal of KienlongBank to perform its tasks and powers.

2. The Board of Directors may have assistants and full-time staff and shall define the specific number and duties of such assistants and staff.

Article 76. Secretary of the Board of Directors and the Corporate Governance Officer of KienlongBank

1. Secretary of the Board of Directors ("KienlongBank Secretary"):

a. The Board of Directors shall appoint one (01) or more persons to serve as the Secretary of the Board of Directors with tenure and terms as decided by the Board. The Board may dismiss the Secretary of the Board of Directors when necessary, provided such dismissal does not violate current labor laws;

b. The roles and responsibilities of the Secretary of the Board of Directors include:

(i) Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board or the Supervisory Board;

(ii) Advising on meeting procedures;

(iii) Attending meetings;

(iv) Ensuring that resolutions of the Board of Directors comply with applicable laws;

(v). Providing financial information, copies of the minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board.

c. The Secretary of the Board of Directors is responsible for maintaining confidentiality of information in accordance with the provisions of this Charter and relevant laws.

2. Corporate Governance Officer of KienlongBank:

a. The Board of Directors must appoint at least one (01) corporate governance officer to support corporate governance activities at KienlongBank. The Corporate Governance Officer of KienlongBank may concurrently serve as Secretary as prescribed in Clause 1, Article 76 of this Charter:

b. The Corporate Governance Officer of KienlongBank must not concurrently work for the auditing organization approved to audit the financial statements of KienlongBank;

c. The Corporate Governance Officer of KienlongBank has the following rights and obligations:

(i) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and handle matters related to KienlongBank and its shareholders;

(ii) Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

(iii) Advising on the procedures of such meetings;

(iv) Attending meetings;

(v) Advising on the procedure for formulating resolutions of the Board of Directors in compliance with legal regulations;

(vi) Providing financial information, minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Supervisory Board;

(vii) Monitoring and reporting to the Board of Directors on KienlongBank's information disclosure activities;

(viii) Acting as the liaison with stakeholders;

(ix) Maintaining confidentiality of information in accordance with legal regulations and this Charter;

(x) Other rights and obligations as provided by law and this Charter.

Chapter XI
CHIEF EXECUTIVE OFFICER

Article 77. Chief Executive Officer

1. The Chief Executive Officer (CEO) is the highest executive of KienlongBank. Assisting the CEO are several Deputy Chief Executive Officers, the Chief Accountant, and specialized Divisions, Departments, Units, and Centers.

2. The Board of Directors shall appoint one of its members as the Chief Executive Officer or hire a CEO, and shall sign a labor contract with the CEO that stipulates the salary, remuneration, compensation responsibilities, benefits, and other related terms. Information regarding the salary, allowances, and benefits of the CEO must be reported at the Annual General Meeting of Shareholders.

3. The CEO is responsible to the Board of Directors and to the law for the performance of their rights and obligations at KienlongBank.

4. The term of office of the CEO shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may cease to be effective based on the provisions of the labor contract.

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5. In the event of a vacancy in the position of Chief Executive Officer, the Board of Directors of KienlongBank must appoint a new Chief Executive Officer within ninety (90) days from the date the vacancy occurs.

Article 78. Appointment, Dismissal, and Removal of the Chief Executive Officer

1. The person appointed as Chief Executive Officer must be included in the list approved by the State Bank of Vietnam (SBV). The procedures, formalities, and documentation for the election, appointment, dismissal, or removal of the Chief Executive Officer shall comply with the regulations of the SBV.

2. After the appointment decision is issued, the Chief Executive Officer shall immediately assume the duties of the newly appointed position; the former Chief Executive Officer is responsible for fully handing over all duties to the new Chief Executive Officer and remains personally liable for the decisions made during their tenure.

3. In case the Chief Executive Officer is automatically disqualified under this Charter or applicable laws, or is dismissed or removed before a replacement is appointed, the Board of Directors must issue a decision to appoint a member of the Board of Directors (other than the Chairperson) or a Deputy Chief Executive Officer to manage KienlongBank's operations to ensure continuity and stability. A written report must also be submitted promptly to the SBV in accordance with legal provisions. The person assigned to temporarily manage KienlongBank shall be personally responsible for their assigned duties during the interim period.

4. If the Chief Executive Officer seriously violates laws, the Charter, or other regulations of KienlongBank, the Board of Directors has the authority to temporarily suspend the Chief Executive Officer's powers. Simultaneously, a Deputy Chief Executive Officer must be assigned immediately to perform the CEO's duties, and a written report with recommendations for handling the violations and the CEO's position must be sent to the SBV in accordance with the law.

5. During the period when the individual proposed for appointment as Chief Executive Officer has not yet received approval from the SBV, the Chairperson and members of the Board of Directors, Head of the Supervisory Board, and members of the Supervisory Board shall be fully responsible before the law and shareholders for all activities of KienlongBank.

Article 79. Rights and Obligations of the Chief Executive Officer

The Chief Executive Officer shall have the following rights and obligations:

1. Organizing the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, as well as the business and investment plans of KienlongBank approved by the General Meeting of Shareholders and the Board of Directors;

2. Deciding on all matters within their authority related to KienlongBank's daily business operations;

3. Establishing and maintaining an effective internal control system;

4. Preparing and submitting financial reports to the Board of Directors for approval or to the competent authority for approval; taking responsibility for the accuracy and truthfulness of financial reports, statistical reports, settlement data, and other financial information;

5. Issuing internal rules, regulations, and operational procedures within their authority to operate the business management system and reporting system; submit drafts of rules, regulations, and internal procedures within the authority of the Board of Directors for their approval;

6. Reporting to the Board of Directors, Supervisory Board, General Meeting of Shareholders, and competent state agencies on KienlongBank's operations and business results;

7. Deciding on measures beyond their authority in cases of natural disasters, enemy sabotage, fire, or emergencies, and be responsible for such decisions and promptly report to the Board of Directors.

8. Recommending and proposing the organizational structure and operations of KienlongBank to the Board of Directors or the General Meeting of Shareholders for decision within their respective authority;
9. Requesting the Board of Directors to convene an extraordinary meeting in accordance with this Charter;
10. Appointing, dismissing, and removing managerial and executive positions of KienlongBank, except for positions under the authority of the General Meeting of Shareholders and the Board of Directors;
11. Entering into contracts and conduct other transactions on behalf of KienlongBank as prescribed by this Charter and KienlongBank's internal regulations;
12. Proposing plans for profit utilization and handling of business losses of KienlongBank;
13. Recruiting employees and determine salaries and bonuses for employees within their delegated authority and in compliance with the salary regulations and other internal rules issued by the Board of Directors.

For positions under the decision-making authority of the Board of Directors, the General Director shall recommend the required number of employees to be recruited by KienlongBank and propose salaries, benefits, and other terms of labor contracts for such positions for the Board of Directors to decide;

14. Promptly, fully, and accurately providing information and documents related to KienlongBank's financial status and business operations and those of its units upon request by any member of the Board of Directors;
15. No later than December 15 of each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the following fiscal year, based on appropriate budgeting and the five-year financial plan;
16. Proposing measures to improve the efficiency of KienlongBank's operations and management;
17. Preparing long-term, annual, and quarterly estimates (hereinafter referred to as "Estimates") to serve the long-term, annual, and quarterly management of KienlongBank according to the business plan. The annual estimate (including projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information as specified in the regulations and this Charter of KienlongBank;
18. Performing all other rights and obligations in accordance with this Charter, KienlongBank's internal regulations, resolutions of the Board of Directors, the General Director's labor contract, and applicable laws.

Article 80. Executive Supporting Structure of the General Director

1. The Executive Supporting Structure of the General Director of KienlongBank includes: Deputy General Directors, the Chief Accountant, and the Directors of Divisions, Departments, Committees, Functional Centers, Representative Offices, Regions, and Functional Councils in accordance with KienlongBank's organizational structure.
2. Deputy General Directors assist the General Director in managing and operating one or more functions of KienlongBank as assigned by the General Director.

The rights and obligations of the Deputy General Directors shall be decided by the General Director in writing through the Regulations on the organization and operation of the Executive Board or through separate documents within the scope of authority stipulated in this Charter and applicable laws. The number of Deputy General Directors shall be proposed by the General Director and appointed by the Board of Directors.

3. The Chief Accountant assists the General Director in accounting and statistical tasks related to KienlongBank's operations.

The rights and obligations of the Chief Accountant shall be implemented in accordance with this Charter and relevant laws.

4. Based on KienlongBank's business operation plan, the Chief Executive Officer is entitled to recruit and assign personnel in accordance with the regulations of the Board of Directors from time to time.

5. Depending on KienlongBank's development plan, the Chief Executive Officer shall submit proposals to the Board of Directors to establish functional committees that provide professional support as assigned by the Chief Executive Officer.

Article 81. Standards and Conditions for the Chief Executive Officer and Other Managerial Positions

1. The Chief Executive Officer must meet the following standards and conditions:

a. Must not fall under the disqualified categories stipulated in Clause 1, Article 54 of this Charter;

b. Must possess professional ethics as prescribed by the Governor of the State Bank of Vietnam from time to time;

c. Must have a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, or auditing;

d. Must satisfy one of the following conditions: have at least five (05) years as an executive of a credit institution; or at least five (05) years as a Chief Executive Officer (Director), Deputy Chief Executive Officer (Deputy Director) of an enterprise with owner's equity at least equal to the legal capital required for the corresponding type of credit institution and at least five (05) years of direct experience in finance, banking, accounting, or auditing; or at least ten (10) years of direct experience in finance, banking, accounting, or auditing;

e. Must reside in Vietnam during the term of office.

2. Deputy Chief Executive Officers, Chief Accountant, Branch Directors, and Chief Executive Officers (Directors) of subsidiaries must meet the following standards and conditions:

a. Must not fall under the disqualified categories stipulated in Clause 3, Article 54 of this Charter; for Deputy Chief Executive Officers (Deputy Directors), must not fall under the disqualified categories stipulated in Clause 1, Article 54 of this Charter;

b. Must meet one of the following conditions: possess a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing, or another field directly related to the profession to be undertaken; or hold a university degree or higher in another field and have at least three (03) years of direct experience in finance, banking, or the professional area to be undertaken;

c. Must reside in Vietnam during the term of office;

d. The Chief Accountant must also meet the standards and conditions as stipulated by the laws on accounting.

CHAPTER XII
SUPERVISORY BOARD

Article 82. Supervisory Board and its Structure

1. The Supervisory Board shall monitor and evaluate the compliance with laws, internal regulations, the Charter, and resolutions or decisions of the General Meeting of Shareholders and the Board of Directors.

2. The Supervisory Board of KienlongBank shall consist of five (05) members.

3. The Supervisory Board shall have an internal audit department and supporting staff to fulfill its duties.

4. The term of the Supervisory Board shall not exceed five (05) years. The term of each member shall follow that of the Supervisory Board. Members may be re-elected or re-appointed for an

unlimited number of terms. The term of a member who is elected or appointed to replace another shall be the remaining term of the Supervisory Board. The outgoing Supervisory Board shall continue to operate until the new Supervisory Board assumes office.

5. If the number of members of the Supervisory Board falls below the minimum as prescribed in Clause 2 of this Article, KienlongBank must elect additional members within ninety (90) days from the date of the shortage, unless otherwise provided in Clause 5, Article 166 of the Law on Credit Institutions.

6. The members of the Supervisory Board shall elect one among themselves to act as the Head of the Supervisory Board.

Article 83. Duties and Powers of the Supervisory Board

1. Supervising the governance and management activities of KienlongBank in compliance with laws, internal regulations, the Charter, and resolutions/decisions of the General Meeting of Shareholders and the Board of Directors; and being accountable to the General Meeting of Shareholders for the assigned duties and powers in accordance with the Law on Credit Institutions and this Charter.

2. Issuing internal regulations of the Supervisory Board; and annually reviewing internal regulations of the Supervisory Board and KienlongBank's internal regulations on accounting and reporting.

3. Conducting internal audits; accessing timely, full, and accurate information and documents relating to the governance and operations of KienlongBank; utilizing KienlongBank's resources to carry out its tasks; and hiring experts, independent consultants, and external organizations to support its duties while remaining responsible for performance.

4. Overseeing the financial status; appraising the semi-annual and annual financial statements of KienlongBank; reporting the appraisal results to the General Meeting of Shareholders; and evaluating the rationality, legality, accuracy, and prudence in accounting, statistics, and financial reporting. The Supervisory Board may consult the Board of Directors before presenting reports and recommendations to the General Meeting of Shareholders.

5. Supervising the approval and implementation of investment projects, purchases and sales of fixed assets, contracts, and other transactions under the authority of the General Meeting of Shareholders and the Board of Directors; and preparing and submitting annual supervision reports to the General Meeting of Shareholders and the Board of Directors.

6. Monitoring the compliance with the provisions in Chapter VII of the Law on Credit Institutions regarding prudential limits to ensure the safety of KienlongBank's operations.

7. Inspecting accounting books, documents, and the management and operational activities of KienlongBank when necessary or in the following cases:

a. As requested by resolutions or decisions of the General Meeting of Shareholders;

b. At the request of the SBV or major shareholders/group of major shareholders in accordance with the law. The inspection must be carried out within seven (07) working days from the date of request. The Supervisory Board must report and explain the findings to the requesting entity within fifteen (15) days from the completion of the inspection.

8. Promptly notifying the General Meeting of Shareholders and the Board of Directors upon detecting that a manager or executive of KienlongBank violates laws, the Charter, internal regulations, or resolutions/decisions of the General Meeting of Shareholders or the Board of Directors; and requesting immediate cessation and remedy of such violations (if any).

9. Preparing and maintaining a list of founding shareholders for a period of five (05) years from the date of becoming a founding shareholder; shareholders holding one percent (1%) or more of the charter capital; and persons related to members of the Board of Directors, the Supervisory Board, the Chief Executive Officer, and shareholders holding one percent (1%) or more of the charter capital; and updating changes in the list.

10. Requesting the Board of Directors to convene extraordinary meetings or to convene extraordinary General Meetings of Shareholders in accordance with the Charter and applicable laws.

11. Convening an extraordinary General Meeting of Shareholders in case the Board of Directors issues decisions that seriously violate the Law on Enterprises, the Law on Credit Institutions, or exceed its authority, and in other cases as prescribed in this Charter.

12. Appointing, dismissing, disciplining, suspending, and deciding the salary and other benefits of personnel in the Internal Audit Department.

13. Promptly reporting to the SBV on violations specified in Clauses 6, 8, and 13 of this Article and on violations related to shareholding ratios, capital contributions, or related persons as defined in this Charter and the Law on Credit Institutions.

14. Performing other duties and powers as provided in this Charter and applicable laws.

Article 84. Rights and Obligations of the Head of the Supervisory Board

1. Organizing and implementing the duties and powers of the Supervisory Board as specified in Article 83 of this Charter, and being responsible for fulfilling his/her responsibilities.

2. Convening and chairing the meetings of the Supervisory Board.

3. Signing documents under the authority of the Supervisory Board.

4. Representing the Supervisory Board in convening extraordinary General Meetings of Shareholders as stipulated in Clause 11, Article 83 of this Charter or requesting the Board of Directors to hold extraordinary meetings.

5. Attending meetings of the Board of Directors, expressing opinions without voting rights.

6. Requesting that his/her dissenting opinions be recorded in the minutes of the Board of Directors' meeting if such opinions differ from the resolution or decision of the Board of Directors, and reporting them to the General Meeting of Shareholders.

7. Preparing the work plan of the Supervisory Board and assigning specific tasks to its members.

8. Ensuring that members of the Supervisory Board receive complete, objective, and accurate information and have sufficient time to discuss issues that the Supervisory Board must consider.

9. Monitoring and directing the performance of assigned tasks and the rights and obligations of the Supervisory Board members.

10. Authorizing only one (01) other member of the Supervisory Board to perform the rights and obligations of the Head of the Supervisory Board during his/her absence or inability to perform the duties.

11. Performing other rights and obligations as stipulated in this Charter and applicable laws.

Article 85. Rights and Obligations of Members of the Supervisory Board

1. Complying with laws, this Charter, internal regulations of the Supervisory Board, and performing duties assigned by the Head of the Supervisory Board honestly, prudently, for the benefit of KienlongBank and its shareholders; and taking responsibility for the performance of their duties.

2. Electing one (01) member of the Supervisory Board to act as the Head of the Supervisory Board.

3. Requesting the Head of the Supervisory Board to convene extraordinary meetings of the Supervisory Board.

4. Monitoring business activities, accounting records, assets, and financial statements; and proposing corrective measures.

5. Requesting the managers to report and explain on the financial situation, business results of subsidiaries, plans, projects, development programs, and other decisions related to the management and administration of KienlongBank.

6. Requesting the managers, executives, and employees of KienlongBank to provide data and explanations regarding business activities to fulfill the assigned duties.

7. Reporting to the Head of the Supervisory Board on unusual financial activities of KienlongBank and being responsible for their own assessments and conclusions.

8. Attending meetings of the Supervisory Board, discussing and voting on matters within the duties and powers of the Supervisory Board, except in cases of conflict of interest.

9. Exercising other rights and performing other obligations as provided in this Charter and applicable laws.

Article 86. Standards and Conditions for Members of the Supervisory Board

A member of the Supervisory Board must satisfy the following standards and conditions:

1. Not falling under the ineligible categories specified in Clause 1, Article 54 of this Charter;

2. Having professional ethics as prescribed by the Governor of the SBV from time to time;

3. Holding a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, or auditing; and having at least three (03) years of direct working experience in the fields of finance, banking, accounting, or auditing;

4. Not being a related person of the managers of KienlongBank;

5. The Head of the Supervisory Board must reside in Vietnam during the term of office;

6. In addition to the conditions and standards set forth in this Article, members of the Supervisory Board of KienlongBank must comply with all applicable legal provisions.

Article 87. Right to Access Information of the Supervisory Board

1. Documents and information must be sent to members of the Supervisory Board at the same time and by the same means as to members of the Board of Directors, including:

a. Meeting invitations, voting ballots for members of the Board of Directors, and related documents;

b. Resolutions/decisions and meeting minutes of the General Meeting of Shareholders and the Board of Directors;

c. Reports from the General Director submitted to the Board of Directors or other documents issued by KienlongBank.

2. Members of the Supervisory Board have the right to access the records and documents of KienlongBank kept at its head office, branches, and other locations; and have the right to visit locations where the managers and employees of KienlongBank work.

3. The Board of Directors, its members, the General Director, and other managers must provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of KienlongBank upon request of the Supervisory Board.

Article 88. Meetings of the Supervisory Board

1. The first meeting of the Supervisory Board must be held within seven (07) days after the election of the Supervisory Board. This meeting shall be convened by the member receiving the highest number of votes. If more than one (01) member receives the highest and equal number of votes, one of them shall convene the meeting of the Supervisory Board.

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2. The Supervisory Board shall hold both regular and extraordinary meetings. Regular meetings must be held at least once every quarter and are convened by the Head of the Supervisory Board or the acting Head.

3. An extraordinary meeting of the Supervisory Board shall be held upon request by:
a. The Chairman of the Board of Directors;
b. Two members of the Board of Directors;
c. The Head of the Supervisory Board;
d. The majority of the Supervisory Board members;
e. The General Director;
e. The Director of the State Bank of Vietnam (SBV) Branch or the Governor of the SBV.

4. Within fifteen (15) working days from the date of receiving a written request to convene an extraordinary meeting of the Supervisory Board by any of the entities specified in points a, b, d, e, and f of Clause 3 of this Article, the Head of the Supervisory Board must convene and organize the meeting. If, after two (02) consecutive requests, the Head of the Supervisory Board still does not convene the meeting, the Board of Directors and members of the Supervisory Board must immediately submit a written report to the SBV Branch in the province or centrally-run city where KienlongBank is headquartered, and proceed to organize the Supervisory Board meeting to handle the matter. They must also decide whether to dismiss or remove the current Head of the Supervisory Board, elect a replacement who satisfies the qualifications to serve as Head of the Supervisory Board in accordance with current regulations, or decide to convene an extraordinary General Meeting of Shareholders to resolve any outstanding issues (if any).

5. Meetings of the Supervisory Board shall be held at the registered headquarters of KienlongBank or at another location as decided by the Head of the Supervisory Board.

6. The notice of the Supervisory Board meeting must be sent to its members at least five (05) working days before the scheduled meeting date. The meeting notice must be in Vietnamese and specify the meeting agenda, time, location, and include the relevant documents for the topics to be discussed and voted upon during the meeting. It must also include voting ballots for members of the Supervisory Board who cannot attend and will vote in absentia.

7. The Supervisory Board shall issue internal regulations on the organization of its meetings and how it operates.

Article 89. Remuneration and Other Expenses of Supervisory Board Members

1. Members of the Supervisory Board shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total annual salary, remuneration, bonuses, other benefits, and operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for meals, accommodation, travel, and the cost of using independent consultancy services at reasonable levels. The total amount of remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The remuneration and operating expenses of members of the Supervisory Board shall be included in the business expenses of KienlongBank in accordance with the law on corporate income tax and relevant regulations. These must be shown as a separate item in the annual financial statements of KienlongBank and reported at the annual General Meeting of Shareholders.

CHAPTER XIII
RELATIONSHIP BETWEEN KIENLONGBANK AND RELATED UNITS

Article 90. Establishment of Related Units

1. KienlongBank has the right to decide on the establishment of subordinate units, subsidiaries, and participation in capital contribution or share acquisition in affiliated companies.

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2. The establishment of subordinate units, subsidiaries, and participation in capital contribution or share acquisition in affiliated companies must comply with this Charter and relevant laws.

Article 91. Management of KienlongBank's Capital Contributions in Related Companies

1. KienlongBank delegates authority to its authorized representatives to directly manage KienlongBank's investments in related companies within the scope permitted by the charters of such related companies.

2. KienlongBank shall determine the investment amount in newly established related companies or adjust the investment in currently operating related companies in alignment with Kien Long Commercial Joint Stock Bank's strategy and business plan.

3. The rights and obligations of the authorized representatives of KienlongBank in related companies shall be defined in regulations issued by the Board of Directors at the time each representative is appointed.

Article 92. Relationship between KienlongBank and Subordinate Units

Subordinate units of KienlongBank operate under dependent accounting. They conduct business, accounting, organization, personnel, and other activities in accordance with the delegated authority and decentralization mechanisms from KienlongBank, as specified in their organizational and operational regulations. These regulations are developed by the General Director and submitted to the Board of Directors for approval. KienlongBank shall be responsible for any financial obligations arising from the lawful commitments made by its subordinate units.

Article 93. Control, Association, and Support of Related Companies

1. When KienlongBank holds controlling interests in certain related companies, the control and support mechanisms shall be specified in the charters and financial regulations of those companies, covering the following areas:

a. Voting on and approving the charter;

b. Voting on and approving strategic business plans;

c. Voting on and approving annual operational plans;

d. Voting on and approving business proposals of the related company for external investments;

e. Receiving and approving management reports and audited annual financial statements of the related company;

f. Participating in the overall activities of KienlongBank, linking with other related companies or with KienlongBank itself to implement projects requiring multi-entity collaboration;

g. Earning profits, recovering costs, and bearing risks associated with KienlongBank's investment in the related companies;

h. Other areas as provided in the charters of the related companies and relevant legal regulations.

2. KienlongBank shall support its member units by identifying and providing strategic development directions based on each member's strengths and by avoiding unhealthy internal competition and resource fragmentation. Commercial and investment cooperation among members shall be conducted on commercial terms to ensure the best interests and in compliance with applicable laws.

3. KienlongBank shall not directly decide or directly participate in the management of related companies. This provision does not exclude the rights and obligations of KienlongBank and its authorized representatives to undertake managerial or executive roles at such related companies.

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Article 94. Rights and Obligations of KienlongBank Toward a Wholly-Owned Single-Member Limited Liability Subsidiary

In addition to the rights and obligations set forth in Article 93 of this Charter, KienlongBank shall have the following rights and obligations:

1. KienlongBank shall decide on the organizational structure of the single-member limited liability company in accordance with the Law on Enterprises and other relevant legal regulations;

2. KienlongBank shall decide on the appointment, dismissal, removal, commendation, and disciplinary actions of the Members' Council in case the single-member limited liability company is structured with a Members' Council, or of the company President in case the company is structured under the model of a company President;

3. KienlongBank shall delegate to the Members' Council of the single-member limited liability company (in the structure with a Members' Council) the authority to appoint, dismiss, commend, and discipline the Director (General Director), Deputy Director (Deputy General Director), and Chief Accountant;

4. KienlongBank shall delegate to the company President of the single-member limited liability company (in the structure with a company President) the authority to appoint, dismiss, commend, and discipline:

a. The Director (General Director) after obtaining written approval from the Board of Directors of KienlongBank;

b. The Deputy Director (Deputy General Director) and the Chief Accountant based on the proposal of the Director (General Director) of the company.

5. KienlongBank shall exercise other rights and fulfill other obligations of the Owner in accordance with this Charter, the charter of the single-member limited liability company, the Law on Enterprises, and other relevant legal provisions.

Article 95. Rights and Obligations of KienlongBank Toward Subsidiaries That Are Multi-Member Limited Liability Companies or Joint-Stock Companies

In addition to the rights and obligations set forth in Article 93 of this Charter, KienlongBank shall have the following rights and obligations:

1. KienlongBank shall exercise its control rights as a controlling shareholder or capital contributor through its appointed representatives who serve as members of the Board of Directors, the Members' Council, or the General Meeting of Shareholders;

2. KienlongBank shall be entitled to other rights and shall perform other obligations in accordance with this Charter, the charters of the respective subsidiaries, and relevant provisions of the Law on Enterprises, the Law on Investment, and other applicable laws.

Article 96. Relationship Between KienlongBank and Affiliated Companies

1. KienlongBank shall have the rights and obligations of a shareholder or capital contributor in affiliated companies as specified in their charters and/or capital contribution agreements and as prescribed by relevant laws;

2. KienlongBank must prepare and submit consolidated reports to the competent State authorities on purchase, sale, and other transactions between KienlongBank and its subsidiaries or affiliated companies in accordance with regulations of the State Bank of Vietnam and other applicable legal provisions.

Chapter XIV
DOCUMENT RETENTION AND USE OF SEAL

Article 97. Document Retention System

1. KienlongBank must retain the following documents at its head office:

a. The Charter of KienlongBank; amendments and supplements to the Charter of KienlongBank; internal management regulations of KienlongBank; Shareholder Register;

b. The Establishment License of KienlongBank; amendments and supplements to the Establishment License; Business Registration Certificate; documents certifying industrial property rights; Product Quality Certification (if any); other licenses and certificates;

c. Documents and papers confirming KienlongBank's ownership of assets;

d. Minutes of the General Meeting of Shareholders, the Board of Directors, and resolutions/decisions of KienlongBank;

e. Prospectus for securities issuance;

f. Reports from the Supervisory Board, conclusions of inspection authorities, and independent audit reports;

g. Accounting books, accounting documents, and annual financial statements;

h. Other documents as required by relevant laws.

2. The retention period for the documents specified in Clause 1 of this Article shall comply with relevant legal regulations.

3. The General Director of KienlongBank shall be responsible for organizing the retention and confidentiality of KienlongBank's records and documents in accordance with this Charter and applicable laws.

Article 98. Use of Seal

The General Meeting of Shareholders, the Board of Directors, the General Director, and the Supervisory Board shall use the seal in accordance with applicable legal regulations.

Chapter XV
POLITICAL ORGANIZATIONS AND SOCIO-POLITICAL ORGANIZATIONS

Article 99. Political Organizations and Socio-Political Organizations

1. Political organizations and socio-political organizations within KienlongBank shall operate within the framework of the Constitution, laws, and the Charter of KienlongBank in accordance with legal regulations.

2. KienlongBank shall respect and facilitate employees in establishing and participating in the organizations mentioned in Clause 1 of this Article.

3. The General Director must develop plans and prepare regulations to be submitted to the Board of Directors for approval regarding matters related to recruitment, employment, employee termination, salaries, social insurance, welfare, rewards and discipline of KienlongBank's employees, as well as the relationship between KienlongBank and the labor union in accordance with the best practices, standards, and policies of good corporate governance, in line with this Charter, KienlongBank's internal regulations, and current legal regulations.

Chapter XVI
PROFITS AND *FUND APPROPRIATION*

Article 100. Dividend Payment

1. KienlongBank shall pay dividends to shareholders after fulfilling its tax obligations and other financial duties in accordance with relevant laws.

2. Dividends shall be distributed according to the resolution of the General Meeting of Shareholders based on the recommendation of the Board of Directors.

3. Dividends paid on preferred shares shall be made in accordance with the specific conditions applicable to each type of preferred share.

4. Dividends paid on common shares shall be determined based on KienlongBank's retained earnings as decided by the General Meeting of Shareholders.

5. Dividends may be paid in cash, in KienlongBank's shares, or in other assets as proposed by the Board of Directors and approved by the General Meeting of Shareholders. If paid in cash, the payment shall be made in Vietnamese dong and may be transferred via bank transfer at the shareholder's request.

Dividends may be transferred via bank transfer if KienlongBank has received sufficient banking details from the shareholder to directly credit the funds to the shareholder's bank account. KienlongBank shall not be liable for any losses arising from such transfers if they are executed in accordance with the shareholder's provided banking details. In cases where the shares are listed on the Stock Exchange, dividend payment for such shares may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. The Board of Directors shall prepare a list of shareholders entitled to receive dividends and determine the dividend amount for each share, as well as the time and method of payment, no later than thirty (30) days prior to each dividend payment. The dividend payment notice must be sent via a secured method to the registered addresses of all shareholders at least fifteen (15) days prior to the payment date.

The notice must clearly state the name of KienlongBank; the full name, contact address, nationality, and legal identification number of individual shareholders; the name, enterprise code or legal document number, and head office address of institutional shareholders; the number and types of shares held; the dividend amount per share and total dividend to be received by each shareholder; the time and method of dividend payment; and the full name and signature of the Chairperson of the Board of Directors.

7. In case a shareholder transfers their shares between the record date and the dividend payment date, the transferor shall be the person entitled to receive dividends from KienlongBank.

8. The Board of Directors may decide to make interim dividend payments if it deems such payments to be in line with the profitability of KienlongBank and in compliance with relevant legal regulations. Unless otherwise stipulated by rights attached to or terms applicable to the shares, unpaid dividends shall be paid proportionally based on the amount actually paid for the shares as of the dividend payment date. KienlongBank shall not pay any additional dividends for shares that have not been fully paid.

9. KienlongBank shall not pay interest on any unpaid dividend or other amount due to shareholders beyond the dividend payment due date.

Article 101. Profit After Corporate Income Tax

Profit after corporate income tax of KienlongBank is the difference determined by subtracting the total reasonable and legitimate expenses incurred during the period, including corporate income tax, from the total revenue generated during the same period.

Article 102. Distribution of Profit After Corporate Income Tax

The remaining profit of KienlongBank after offsetting losses from previous years in accordance with the Law on Corporate Income Tax and after paying corporate income tax shall be distributed in accordance with the Government's regulations from time to time.

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1. Distribute profits to affiliated members in accordance with contractual agreements (if any).

2. Offset losses from previous years that are no longer eligible for deduction from profit before corporate income tax.

3. Allocate funds to the charter capital supplementary reserve, financial reserve fund, and other reserve funds as prescribed by law from time to time.

4. The distribution of the remaining profit shall be decided by the General Meeting of Shareholders of KienlongBank.

Chapter XVII
INTERNAL CONTROL AND INTERNAL AUDIT

Article 103. Internal Control System

KienlongBank shall establish, maintain, and develop a reasonable internal control system that is safe, efficient, and compliant with applicable laws:

1. The internal control system comprises mechanisms, policies, procedures, internal regulations, and organizational structure of KienlongBank, developed in accordance with the guidance of the State Bank of Vietnam (SBV) and implemented to ensure timely prevention, detection, and handling of risks.

2. KienlongBank must build the internal control system to ensure the following requirements:

a. Ensuring operational effectiveness and safety; safeguarding, managing, and utilizing assets and resources efficiently and securely;

b. Establishing and maintaining accurate, reasonable, complete, and timely financial and management information systems;

c. Complying with applicable laws and internal regulations, policies, and procedures.

3. KienlongBank shall engage an independent auditing organization to assess part or all of the internal control system upon the request of the SBV.

4. KienlongBank shall develop and implement an internal control system and apply technology in internal control activities in accordance with regulations of the SBV Governor from time to time.

Article 104. Internal Audit

1. KienlongBank shall establish a dedicated internal audit unit under the Supervisory Board to carry out internal audits.

2. Internal audit shall conduct independent and objective reviews and assessments of the adequacy and compliance with mechanisms, policies, procedures, and internal regulations of KienlongBank; provide recommendations to enhance the effectiveness of systems, procedures, and regulations, contributing to the safe, efficient, and lawful operation of KienlongBank.

3. Internal audit results must be reported to the Supervisory Board and sent to the Board of Directors and the General Director of KienlongBank.

4. The organization and operation of internal audit shall comply with applicable laws and this Charter.

Chapter XVIII
FINANCIAL AND ACCOUNTING REGIME

Article 105. Financial Regime

1. KienlongBank shall exercise financial autonomy.

2. KienlongBank shall comply with the financial regime as prescribed by the Law on Credit Institutions and other relevant laws.

3. The Board of Directors, the Supervisory Board, and the General Director of KienlongBank shall be responsible before the law and competent State authorities for the compliance with financial, audit, and accounting regulations of KienlongBank.

Article 106. Use of Capital

1. KienlongBank is entitled to use capital for business activities in accordance with the Law on Credit Institutions and other relevant laws.

2. KienlongBank has the right to change the capital and asset structure to serve the development of its operations in accordance with legal regulations.

3. KienlongBank is permitted to allocate capital and assets among its subsidiaries.

4. KienlongBank is allowed to purchase and invest in fixed assets to directly serve its operations, provided that the residual value of fixed assets does not exceed fifty percent (50%) of the charter capital and the charter capital supplementary reserve recorded in the accounting books of KienlongBank.

Article 107. Revenue and Principles of Revenue Recognition

1. Revenue from KienlongBank's business activities includes:

a. Interest income and similar income;

b. Income from service activities;

c. Income from foreign exchange and gold trading activities;

d. Income from securities trading activities, excluding stocks;

e. Income from capital contribution, transfer of capital contribution, and shares;

e. Income from other business activities;

g. Other income in accordance with legal regulations.

2. All revenues of KienlongBank must be determined in compliance with Vietnamese accounting standards and other applicable legal regulations, with valid invoices and documents, and must be fully recorded into revenue.

3. For receivables already recorded as revenue but later assessed as uncollectible or not collected by the due date, KienlongBank must reverse the revenue if it falls within the same accounting period or record it as an expense if in a different accounting period, and track them off-balance sheet for recovery and handling in accordance with law; upon collection, it must be recorded back into revenue.

4. For revenue from credit granting activities, KienlongBank is responsible for assessing debt recoverability and classifying debts according to legal regulations as the basis for recording accrued interest. Accrued interest income from credit granting must be recorded as revenue in accordance with Government regulations applicable from time to time.

Article 108. Expenses and Principles of Expense Recognition

1. Expenses of KienlongBank include:

a. Interest expenses and similar expenses;

b. Expenses for service activities;

c. Expenses for foreign exchange and gold trading activities;

d. Expenses for trading of permitted securities in accordance with the Law on Credit Institutions;

e. Expenses for capital contribution, transfer of capital contribution, and shares;

f. Expenses for other business activities;

g. Tax payments and other fees and charges;

h. Expenses for managers, executives, and employees;

i. Expenses for management and administrative operations;

k. Asset-related expenses;

l. Provisioning expenses;

m. Expenses for deposit insurance and preservation;

n. Other expenses.

2. KienlongBank's expenses are actual costs incurred in connection with its business operations; they must comply with the matching principle between revenues and expenses and be supported by valid and lawful invoices and documents in accordance with the law. KienlongBank must not record as expenses any amounts funded by other financial sources. The determination and recognition of expenses shall comply with Vietnamese accounting standards and other relevant legal regulations.

3. The determination of expenses for corporate income tax calculation shall be implemented in accordance with the law on corporate income tax.

Article 109. Reserve Funds

1. Annually, KienlongBank shall appropriate profits after tax to establish and maintain the following funds:

a. The charter capital supplementary reserve fund or the allocated capital supplementary reserve fund shall be appropriated annually at a rate of ten percent (10%) of after-tax profit. The maximum amount of this fund must not exceed the charter capital or allocated capital of KienlongBank;

b. The financial reserve fund;

c. Other reserve funds as prescribed by law.

2. KienlongBank shall manage and utilize these funds in accordance with legal regulations.

Article 110. Accounting System and Financial Year

1. KienlongBank's accounting system is the one prescribed by the Ministry of Finance, the State Bank of Vietnam, and other relevant laws.

2. The financial year of KienlongBank begins on the first (01) day of January of the calendar year and ends on the thirty-first (31) day of December of the same calendar year. The first financial year starts from the date of issuance of the Enterprise Registration Certificate and ends on the thirty-first (31) day of December of that calendar year.

3. KienlongBank's accounting books shall be prepared in Vietnamese in accordance with applicable laws.

4. KienlongBank shall use the Vietnamese dong as the accounting currency.

5. KienlongBank must carry out accounting and bookkeeping in compliance with the law on accounting and shall be responsible before the law for the accuracy and truthfulness of revenues, expenditures, and the implementation of invoice and accounting document regulations.

Chapter XIX
REPORTING AND INFORMATION DISCLOSURE

Article 111. Reporting

1. KienlongBank must comply with the reporting and information provision regime in accordance with laws on accounting, statistics, and statistical surveys.

2. KienlongBank must submit periodic reports on its professional operations as prescribed by the Governor of the State Bank of Vietnam (SBV) from time to time.

3. In addition to the reports specified in Clauses 1 and 2 of this Article, KienlongBank is responsible for promptly reporting to the SBV in the following cases:

a. Experiencing unusual developments in business operations that may seriously affect KienlongBank's business performance;

b. Undergoing changes in organization, governance, management, or financial status of major shareholders, and other significant changes that may seriously affect the business operations of KienlongBank; purchasing, selling, or transferring shares or capital contributions by major shareholders;

c. Changing the branch name; temporarily suspending transactions for fewer than five (05) working days; listing shares on the domestic stock exchange.

4. Subsidiaries and affiliates of KienlongBank are responsible for submitting financial statements and activity reports to the SBV upon request.

5. Within ninety (90) days from the end of the fiscal year, KienlongBank must submit its annual report to the SBV in accordance with the law.

6. Within one hundred and twenty (120) days from the end of the fiscal year, in addition to the reports and documents required by law, the controlling company must prepare and submit to the SBV the audited consolidated financial statements in accordance with accounting regulations.

7. Within ninety (90) days from the end of the fiscal year, the controlling company must prepare and submit to the SBV a consolidated report on purchase, sale, and other transactions between the controlling company and its subsidiaries and affiliates.

Article 112. Financial Statements

1. KienlongBank's annual financial statements include: the balance sheet, cash flow statement, income statement, and notes to the financial statements. In addition to the above reports, KienlongBank shall also prepare the following annual reports: consolidated financial statements, annual business performance report, management and executive report, and the supervisory report of the Supervisory Board.

2. KienlongBank's annual financial statements must be prepared truthfully and objectively and must be audited before being submitted to the General Meeting of Shareholders for review and approval. The General Director is responsible for organizing the preparation of the reports mentioned in Clause 1 of this Article.

3. KienlongBank shall prepare semi-annual and quarterly financial statements and submit them to competent authorities and organizations as prescribed by relevant laws.

4. The Board of Directors shall monitor and supervise the preparation of the reports mentioned in Clause 1 of this Article; prepare reports on the business performance and financial status of KienlongBank and submit them to the Supervisory Board for review no later than thirty (30) days before the opening date of the annual General Meeting of Shareholders.

5. Reports and documents prepared by the Board of Directors, the supervisory evaluation report, and the audit report must be available at the head office of KienlongBank no later than seven (07) working days before the opening of the annual General Meeting of Shareholders.

A summary of the contents of the audited annual financial statements, after being reviewed by the Supervisory Board, shall be posted at the head office of KienlongBank and notified to all shareholders no later than seven (07) working days before the opening date of the annual General Meeting of Shareholders, and shall be published in a local daily newspaper and a central economic newspaper for three (03) consecutive issues. The audited financial statements, quarterly and semi-annual reports of KienlongBank must also be published on KienlongBank's official website.

6. Annual financial statements must be approved by the General Meeting of Shareholders and submitted to competent State authorities in accordance with relevant laws.

Article 113. Disclosure of Information

1. KienlongBank must publicly disclose its annual financial statements and other supporting documents in accordance with regulations of competent State authorities and submit them to the relevant Tax Authority and Business Registration Authority as required by applicable laws.

2. Within one hundred and twenty (120) days from the end of the fiscal year, KienlongBank must publicly disclose its financial statements as required by law, except in the case that KienlongBank is under special control.

3. KienlongBank must comply with legal regulations on information disclosure on the stock market.

Chapter XX
INDEPENDENT AUDIT

Article 114. Independent Audit

1. Before the end of each fiscal year, the Supervisory Board of KienlongBank must select an independent audit firm that meets the requirements set by the Governor of the State Bank of Vietnam (SBV) to audit the financial statements and perform assurance services for internal control activities related to the preparation and presentation of financial statements for the next fiscal year, and submit it to the General Meeting of Shareholders for approval.

2. Within thirty (30) days from the date of the decision to select an independent audit firm, KienlongBank must notify the SBV of the selected audit firm.

3. Specific audits of KienlongBank's activities shall be conducted in accordance with the Law on Credit Institutions, the Law on Independent Auditing, and guiding documents of the SBV.

Chapter XXI
EARLY INTERVENTION

Article 115. Implementation of Early Intervention

KienlongBank is responsible for immediately implementing the requirements and restrictive measures stated in the SBV's official documents as specified in Clause 2, Article 156 of the Law on Credit Institutions, in cases where the SBV considers and decides to apply one or several restrictive measures as stipulated in Clause 2, Article 157 of the Law on Credit Institutions.

Article 116. Formulating, Updating, and Approving Remedial Plans

1. In cases where KienlongBank already has a remedial plan approved as stipulated in Article 22 of this Charter, based on the SBV's document prescribed in Clause 2, Article 156 of the Law on Credit Institutions, KienlongBank must identify the cause of early intervention, update the remedial plan, seek approval from the Board of Directors, and submit the plan to the SBV within ten (10) days from the date of approval.

2. Except for the case specified in Clause 1 of this Article, KienlongBank must identify the cause of early intervention and formulate a remedial plan with contents as prescribed in Clauses 2 and 3, Article 22 of this Charter, seek approval from the Board of Directors, and submit the plan to the SBV within ten (10) days from the date of approval.

3. If the SBV has comments on the remedial plan specified in Clauses 1 and 2 of this Article, KienlongBank must revise the plan accordingly and submit the revised plan to the SBV within the timeframe required by the SBV.

4. In case the contents of the remediation plan include support measures as stipulated in Article 159 of the Law on Credit Institutions, within thirty (30) days from the date of receiving the remediation plan that meets the requirements of the State Bank of Vietnam (SBV), the SBV shall review and approve the application of support measures for KienlongBank.

Article 117. Implementation of the Remedial Plan

1. KienlongBank shall implement the remedial plan stipulated in Article 116 of this Charter immediately after its approval.

2. During the implementation of the remedial plan, KienlongBank is responsible for reporting the progress and results of the implementation as required by the State Bank of Vietnam (SBV).

3. In case of an extension for the implementation period of the remedial plan, KienlongBank must comply with the provisions of Article 117 of this Charter.

4. If the content of the remedial plan includes supportive measures specified in Article 159 of the Law on Credit Institutions, KienlongBank must submit the proposed amendments to the SBV for written approval before implementation.

5. During the implementation of the remedial plan, if there is another credit institution merging with or consolidating with KienlongBank, the merger or consolidation shall be carried out in accordance with the reorganization provisions for credit institutions under Article 201 of the Law on Credit Institutions.

6. During the implementation of the remedial plan, if there is a transfer of shares or contributed capital or an increase in charter capital that leads to a change in the legal form of KienlongBank, such conversion shall be carried out in accordance with Article 201 of the Law on Credit Institutions.

Article 118. Termination of Early Intervention

KienlongBank shall terminate early intervention in the following cases:

1. The SBV issues a written notice terminating the implementation of the request stipulated in Clause 2, Article 156 of the Law on Credit Institutions when KienlongBank has resolved the situation leading to early intervention in accordance with Clause 1, Article 156, and has submitted a report to the SBV;

2. The SBV issues a written approval for a merger or consolidation with another credit institution in accordance with Article 201 of the Law on Credit Institutions;

3. A competent State authority issues a decision to dissolve or bankrupt KienlongBank in accordance with the law;

4. The SBV issues a decision to place KienlongBank under special control as prescribed in Article 162 of the Law on Credit Institutions.

Chapter XXII

HANDLING MASS WITHDRAWALS; SPECIAL LOANS AND BORROWINGS

Article 119. Handling Cases of Mass Withdrawals at KienlongBank

1. In the event of mass withdrawals from KienlongBank, Kien Long Commercial Joint Stock Bank must report to the SBV and take the following measures:

a. Not pay dividends in cash; suspend or limit credit granting activities and other operations that utilize Kien Long Commercial Joint Stock Bank's funds; implement other solutions to meet the demand for deposit withdrawals by customers;

b. Implement the measures specified in the remedial plan for mass withdrawal scenarios under Article 22 of this Charter; update and adjust the plan when necessary.

2. In the event that KienlongBank is under early intervention and experiences mass withdrawals, KienlongBank must report to the State Bank of Vietnam (SBV) on the mass withdrawal situation and review and assess the actual status to develop or adjust the remedial plan in accordance with Articles 116 and 117 of this Charter. KienlongBank shall implement the remedial plan that has been developed or adjusted.

3. KienlongBank may apply the following support measures when experiencing mass withdrawals:

a. Selling valuable papers to the SBV through open market operations at a zero percent (0%) interest rate;

b. Conducting foreign exchange transactions with the SBV to ensure liquidity as prescribed by the Governor of the SBV from time to time;

c. KienlongBank may obtain special loans from the SBV; from deposit insurance institutions in accordance with the law on deposit insurance; and from other credit institutions.

Article 120. Cases Eligible for Special Loans

1. KienlongBank may obtain special loans from the SBV or other credit institutions in the following cases:

a. Making payments to depositors as specified in Article 119 of this Charter;

b. Implementing the recovery plan or compulsory transfer plan.

2. KienlongBank may obtain special loans from deposit insurance institutions in accordance with the law on deposit insurance.

Article 121. Principles for Handling Special Loans

Special loans shall have repayment priority over all other debts and financial obligations, including debts and obligations secured by collateral of the special borrower.

Chapter XXIII
SPECIAL CONTROL

Article 122. Application of Special Control

From the date KienlongBank is placed under special control:

1. Shareholders of KienlongBank must report the use of their shares; are not permitted to transfer shares; and are not allowed to use their shares as collateral, except where required by a competent State authority.

2. The principal and interest of KienlongBank's refinancing loans from the SBV shall be converted into the principal and interest of special loans and shall continue to be handled under the refinancing loan mechanism of the SBV.

Article 123. Responsibilities of KienlongBank under Special Control

1. When placed under special control, KienlongBank shareholders have the following responsibilities:

a. Developing a restructuring plan as required by the Special Control Board;

b. Implementing the restructuring plan as approved by the competent authority;

c. Complying with decisions and requirements of the SBV in accordance with the Law on Credit Institutions;

d. Complying with decisions and requirements of the Special Control Board as stipulated in the Law on Credit Institutions.

2. The Board of Directors, Supervisory Board, and Chief Executive Officer (General Director) of KienlongBank, when under special control, have the following responsibilities:

a. Fulfilling the responsibilities stipulated in Clause 1 of this Article;

b. Managing, operating, and controlling the business activities of KienlongBank, ensuring the safety of KienlongBank's assets;

c. The Board of Directors of KienlongBank shall decide on matters within the authority of the General Meeting of Shareholders and approve the restructuring plan in accordance with this Charter and the Law on Credit Institutions.

Article 124. Governance, Management, and Operations of KienlongBank under Special Control

1. During the period of special control, KienlongBank is not required to comply with the provisions of Articles 136, 137, 138, and Clause 3 of Article 144 of the Law on Credit Institutions. In case the required risk provision amount exceeds the difference between income and expenditure from annual business results, excluding the provisional risk provisions already set aside within the year, the amount of provision shall be equal to the income-expenditure difference.

2. KienlongBank under special control is exempt from making mandatory reserve requirements.

3. KienlongBank under special control is exempt from paying deposit insurance premiums and contributions to the People's Credit Fund safety assurance fund.

4. The organization of the General Meeting of Shareholders and the disclosure of information by KienlongBank under special control shall be carried out in accordance with written instructions from the SBV, consistent with the goal of ensuring the safety of the credit institution system.

5. The number of members, structure, and tenure of the Board of Directors and the Supervisory Board of KienlongBank under special control shall be decided by the SBV in accordance with the actual operating conditions of KienlongBank during the special control period.

In case the term of the Board of Directors or Supervisory Board has ended and KienlongBank under special control has not yet elected or appointed a new term Board of Directors or Supervisory Board, the outgoing Board and Supervisory Board shall continue to manage and supervise KienlongBank in accordance with the law until the new term Board of Directors and Supervisory Board assume their duties.

Article 125. Termination of Special Control

The termination of special control over KienlongBank shall be considered and decided by the SBV under one of the following cases:

1. KienlongBank has rectified the situation that led to the special control and complies with the safety ratios specified in Article 14 of this Charter;

2. KienlongBank has completed the approved recovery plan, merger, consolidation, full transfer of shares or contributed capital, or compulsory transfer plan as approved by the SBV;

3. KienlongBank is dissolved or merged, consolidated in accordance with the Law on Credit Institutions and other relevant legal provisions;

4. A judge appoints an Asset Manager or asset management and liquidation enterprise to initiate bankruptcy proceedings for KienlongBank.

CHAPTER XXIV
REORGANIZATION, DISSOLUTION, BANKRUPTCY, ASSET LIQUIDATION

Article 126. Reorganization

1. KienlongBank may be reorganized in the form of division, separation, merger, consolidation, or legal form conversion after obtaining written approval from the SBV.

2. KienlongBank shall strictly comply with the conditions, dossiers, and procedures for approval of reorganization as prescribed by the Governor of the State Bank of Vietnam (SBV) from time to time at the time of reorganization.

Article 127. Bankruptcy

1. After the SBV issues a written notice on termination of special control, or a written decision to terminate or not to apply solvency recovery measures, but KienlongBank remains insolvent, KienlongBank must submit a request to the Court to initiate bankruptcy proceedings in accordance with the Law on Bankruptcy.

2. Kien Long Commercial Joint Stock Bankruptcy procedure and the liquidation of KienlongBank's assets in the event of bankruptcy shall comply with the provisions of the Law on Bankruptcy.

Article 128. Dissolution and Termination of Operations

1. KienlongBank shall be dissolved in the following cases:

a. Voluntarily requests dissolution if capable of settling all debts and such request is approved in writing by the SBV;

b. Upon expiration of the operation term without applying for an extension, or the extension application is not approved by the SBV in writing;

c. Being revoked of the License or Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;

d. Other cases as prescribed by relevant laws.

2. Dissolution decisions of KienlongBank shall be approved by the General Meeting of Shareholders and notified to the competent authorities in accordance with relevant laws and this Charter.

3. No later than six (06) months from the date of the dissolution decision or the date of license revocation, the Board of Directors shall establish a Liquidation Committee consisting of at least three (03) members. One member shall be appointed by the Board of Directors and must have expertise in accounting or auditing, and the other two (02) members (or the remaining members of the Liquidation Committee) shall be appointed by the General Meeting of Shareholders. The members may be selected from KienlongBank staff or independent professionals. The Liquidation Committee shall prepare the rules, procedures, and processes for liquidation. All expenses related to the asset liquidation shall be prioritized for payment by KienlongBank before other debts.

4. The Liquidation Committee and the legal representative of KienlongBank shall be responsible for reporting and submitting all documents (procedures and processes of dissolution as required by law) to the competent authorities.

5. Order of priority in payment:

a. Liquidation expenses;

b. Outstanding salaries, severance allowances, social insurance contributions as required by law, and other employee benefits under the collective labor agreement and signed labor contracts;

c. Taxes, fees, and charges payable by KienlongBank in accordance with law;

d. Other loans and debts of KienlongBank.

After fulfilling all liabilities from point a to point d of this Clause, the remaining amount shall be distributed among shareholders. Preferred shares shall be prioritized for payment.

6. Other procedures and regulations related to the dissolution of KienlongBank shall comply with relevant laws.

Article 129. Extension of Operation Term

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiration of KienlongBank's operation term to vote on the extension of KienlongBank's operation term upon the proposal of the Board of Directors.

2. The operation term shall be extended if approved by sixty-five percent (65%) or more of the total voting shares of shareholders who are present in person or through authorized representatives at the General Meeting of Shareholders.

Chapter XXV
INTERNAL DISPUTE SETTLEMENT

Article 130. Internal Dispute Resolution

1. In the event of any dispute or complaint related to the operations of KienlongBank or to the rights and obligations of shareholders under this Charter and applicable laws arising between:

a. A shareholder and KienlongBank;

b. A shareholder and the Board of Directors, Supervisory Board, General Director, or managers;

The parties concerned shall attempt to resolve such dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the dispute resolution process and request each party to present relevant factual matters within thirty (30) working days from the date the dispute arises. In cases involving the Board of Directors or its Chairman, either party may request the Supervisory Board to appoint an independent expert to act as a mediator in the dispute resolution process.

2. If a decision for reconciliation is not reached within thirty (30) working days from the start of the mediation process or if the mediator's decision is not accepted by the parties, either party may bring the dispute to a competent People's Court.

3. Each party shall bear its own expenses related to the negotiation and mediation process. Court costs shall be paid in accordance with the decision of the court.

Chapter XXVI
INFORMATION AND CONFIDENTIALITY

Article 131. Provision of Information

1. KienlongBank shall periodically provide account holders with information regarding transactions and balances of their accounts in accordance with the agreement with such account holders.

2. KienlongBank is responsible for reporting to the State Bank of Vietnam (SBV) on information related to its business activities and shall receive information from the SBV on customers having credit relations with KienlongBank, in accordance with regulations of the SBV Governor from time to time.

3. KienlongBank is responsible for providing the SBV with information related to its business activities and is entitled to receive from the SBV information regarding banking activities of customers who have relationships with KienlongBank.

4. When transacting with KienlongBank, customers are responsible for providing truthful, accurate, complete, and timely information, documents, and data, and shall bear liability for the information, documents, and data provided.

Article 132. Obligation of Confidentiality

1. Managers, executives, and employees of KienlongBank shall not disclose customer information or KienlongBank's business secrets.

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2. KienlongBank must ensure the confidentiality of its customer information in accordance with regulations issued by the Government from time to time.

3. KienlongBank must not disclose information related to customers' deposit accounts, deposited assets, or transactions, unless required by competent State authorities in accordance with the law or with the customer's consent.

Article 133. Data Security and Business Continuity Assurance

KienlongBank must ensure the safety of its information systems, data confidentiality, and business continuity in accordance with regulations of the Governor of the State Bank of Vietnam (SBV) from time to time and other relevant legal provisions.

Chapter XXVII
BAD DEBT AND COLLATERAL ASSET HANDLING

Article 134. Bad Debts

The regulations in this Chapter apply to the following bad debts:

1. Bad debts of KienlongBank, including those currently recorded on the balance sheet in accordance with regulations of the SBV Governor from time to time, and bad debts for which risk provisions have been used but the debts have not yet been recovered and are being tracked off the balance sheet;

2. Bad debts purchased from KienlongBank by debt trading and handling organizations but have not yet been recovered.

Article 135. Sale of Bad Debts and Collateral Assets of Bad Debts

KienlongBank, or organizations responsible for trading and handling debts, shall sell bad debts and their collateral assets in an open and transparent manner, in accordance with the law. The selling price of the bad debt or the collateral asset may be higher or lower than the principal balance of the bad debt.

Article 136. Priority Order of Payment When Handling Collateral Assets of Bad Debts

1. Proceeds from the handling of collateral assets related to bad debts shall be distributed in the following order of priority:

a. Costs for safeguarding the collateral asset;

b. Costs for seizure and handling of the collateral asset;

c. Court fees under the judgment or decision of the court related to the handling of the collateral asset;

d. Taxes and fees directly related to the transfer of the collateral asset, including personal income tax and registration fee;

e. Secured debt obligations to KienlongBank or debt trading and handling organizations;

e. Other unsecured obligations in accordance with applicable laws.

2. In cases where a single asset is used to secure multiple obligations, the order of priority for payment among the secured parties shall be determined in accordance with the civil law and other relevant legal provisions.

CHAPTER XXVIII
IMPLEMENTING PROVISIONS

Article 137. Effective Date

1. This Charter was unanimously approved by the General Meeting of Shareholders of KienlongBank on April 26, 2024 and has been submitted to the State Bank of Vietnam in accordance with relevant legal regulations.

2. This Charter shall take effect from July 1, 2024, unless otherwise stipulated in Clause 3 of this Article.

3. The provision at Point af, Clause 3, Article 68 of this Charter shall take effect from the date this Charter is approved.

4. This Charter is made in ten (10) copies of equal legal validity, of which:

a. Five (05) copies shall be submitted to the enterprise registration authority of Kien Giang province and other government authorities as required by relevant laws;

b. Two (02) copies shall be sent to the State Bank of Vietnam (SBV);

c. One (01) copy shall be sent to the State Securities Commission;

d. Two (02) copies shall be retained at KienlongBank's head office.

5. This Charter is the sole and official Charter of KienlongBank.

6. Copies or extracts of this Charter shall be valid only if signed by the Chairman of the Board of Directors or the Legal Representative of KienlongBank.

Article 138. Transitional Provisions

Transitional matters shall be implemented in accordance with the provisions of Article 210 of the Law on Credit Institutions.

Article 139. Amendments and Supplements to the Charter

1. Any amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the operations of KienlongBank that are not mentioned in this Charter or if new legal regulations differ from those in this Charter, such legal provisions shall automatically apply and govern the operations of KienlongBank.

Legal Representative	Chairwoman of the Board of Directors
(Signed)	*(Signed and sealed)*
Tran Ngoc Minh	***Tran Thi Thu Hang***

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Tôi, Nguyễn Thị Mai Hiên, CCCD số: 001300010089 do Cục Cảnh sát Quản lý Hành chính về Trật tự Xã hội cấp ngày 25/04/2021; cam đoan đã dịch chính xác nội dung của giấy tờ/văn bản này từ **tiếng Việt sang tiếng Anh**

I, Nguyen Thi Mai Hien, ID Card No. 001300010089 issued on 25/04/2021 by Police Department for Administrative Management of Social Order, commit that I exactly translated the content of this document from **Vietnamese to English**

Ngày 22 tháng 07 năm 2025
July 22, 2025
Người dịch
Translator

H

Nguyễn Thị Mai Hiên
Nguyen Thi Mai Hien

Ngày 22 tháng 07 năm 2025 (Ngày hai hai, tháng bảy, năm hai nghìn không trăm hai mươi lăm)
On July 22, 2025 (On the twenty second of July, Two thousand and twenty five)
Tại Văn phòng Công chứng Nguyễn Huệ, địa chỉ tại số 165 Giảng Võ, phường Ô Chợ Dừa, thành phố Hà Nội.
At Nguyen Hue Notary Office – Address at: No 165 Giang Vo, O Cho Dua Ward, Hanoi City.
Tôi, Nguyễn Đức Tuấn là Công chứng viên, Văn phòng Công chứng Nguyễn Huệ, thành phố Hà Nội.
I, - Public Notary of the Nguyen Hue Notary Office in Hanoi city.

<u>CHỨNG THỰC</u>
<u>CERTIFY THAT</u>

- Bà Nguyễn Thị Mai Hiên, là người đã ký vào bản dịch này.
- Mrs Nguyen Thi Mai Hien is the person who signed this translation

Số chứng thực: 13458 **Quyển số: 01 /2025 - SCT/CKND**
Notarization No: **Book No: 01/2025 – SCT/CKND**

Ngày 22 tháng 07 năm 2025
July 22, 2025
CÔNG CHỨNG VIÊN
Public Notary

S.Đ.K.H.Đ: 09 - C.T.H.Đ
VĂN PHÒNG CÔNG CHỨNG NGUYỄN HUỆ
P. Ô CHỢ DỪA - T.P HÀ NỘI

Nguyễn Đức Tuấn