

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CHARTER
HANOI REINSURANCE JOINT STOCK
CORPORATION

Hanoi – 04/2025

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HEADING

This Charter was approved pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 21st, 2025.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Terms explanation

1. In this Charter, the terms below are construed as follows:

a) *Charter capital* means the total par value of shares sold or registered for purchase upon the establishment of a joint-stock company and in accordance with Article 6 of this Charter;

b) *Voting capital* means the share capital, whereby the owner has the right to vote on matters falling under the deciding competence of the General Meeting of Shareholders;

c) *Enterprise Law* means Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;

d) *The Securities Law* means the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;

dd) *Vietnam* is the Socialist Republic of Vietnam;

e) *The date of establishment* is the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate, Establishment and Operation License and other papers of equivalent value) for the first time;

g) *The company's executive persons* is the CEO, Deputy CEO, Head of Division, Chief Accountant and other personnel as assigned and/or appointed by the Board of Directors;

h) *The company's director* is the person who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, CEO and other personnel as assigned and/or appointed by the Board of Directors;

i) *Related person* is an individual or organization defined in Clause 46, Article 4 of the Law on Securities;

k) *Shareholder* means an individual or organization that owns at least one share of a joint-stock company;

l) *Founding shareholder* means a shareholder that owns at least one common share and signs in the list of founding shareholders of a joint-stock company;

m) *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

n) *Term of operation* is the operating period of the Company as stipulated in Article 2 of this Charter and extended period (if any) approved by the General Meeting of Shareholders of the Company;

o) *Stock Exchange* means the Stock Exchange of Vietnam and its subsidiaries;

p) *Non-executive member of the Board of Directors* (hereinafter referred to as non-executive member) is a member of the Board of Directors who is not an executive of the enterprise;

q) *Independent member of the Board of Directors* (hereinafter referred to as independent member) is a member defined in Article 155.2 of the Law on Enterprises.

r) “*Executive Board Member*” refers to a member of the Board of Directors who concurrently holds an executive position or is assigned by the Board of Directors to manage, coordinate, or be responsible for one or more business management tasks of the company.

2. In this Charter, references to one or more regulations or other documents including amendments, supplements or replacements.

3. The headings (Section, Article of this Charter) are used for convenience only and do not affect the content of this Charter.

4. Words or terms defined in the Enterprise Law and other related Law (if they do not conflict with the subject or context) have the same meanings in this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF COMPANY

Article 2. Name, form, head office, branch, representative office, business location, term of operation of company

1. Name of company

- Name of company in Vietnamese : Tổng công ty cổ phần Tái bảo hiểm Hà Nội
- Name of company in Vietnamese : Hanoi Reinsurance Joint-stock Corporation
- Trading name in Vietnamese : Tái bảo hiểm Hà Nội
- Trading name and abbreviation : Hanoi Re

2. Hanoi Re is a joint stock company with legal status in accordance with the current laws of Vietnam.

3. Registered office of the Company:

Head office address: Floor 25, PVI Building, Lot VP2, Yen Hoa Residential and Public Works, Yen Hoa Ward, Cau Giay District, Hanoi City

- Phone: 024.37342828
- Fax: 024.37342626
- E-mail: contact@hanoire.com
- Website: www.hanoire.com

4. The Company may establish branches and representative offices in the business area to implement the Company's operational objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law.

5. The term of operation of the Company is indefinite from the date of establishment unless terminated before the term specified in Clause 2, Article 53.

Article 3. Legal representative of the Company

1. Hanoi Re has 2 legal representatives, including:

- Chairman of the Board of Directors;
- CEO.

2. Rights and obligations of the legal representative.

a) Chairman of the Board of Directors:

- Responsible for the operation of the Board of Directors and corporate governance;
- Exchange and work with shareholders.

b) CEO

- Responsible for operating the company.

3. In case either of the two Hanoi Re's Legal Representatives is absent for more than 30 days without authorizing another person to exercise the rights and obligations of the legal representative or dies, is missing, is being prosecuted criminal liability study, detention, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification establishment, a compulsory education institution, a restricted or incapacitated act civilians, having difficulty in understanding, controlling acts, banned from holding posts, banned from practicing certain occupations or doing certain jobs or unable to perform their duties according to law provisions, the remaining legal representative must concurrently perform the full powers and duties of the Legal Representative of Hanoi Re until the Board of Directors appoints another person to be the legal representative of the company.

III. GOALS, SCOPE OF BUSINESS AND OPERATION OF COMPANY

Article 4. Operation goals of Company

1. Business lines of Hanoi Re:

- a. Local and overseas inward and outward reinsurance business;
- b. Investment activities in accordance with the law;
- c. Other businesses and services that are not prohibited by law and the Board of Directors deems most beneficial for Hanoi Re and approved by the General Meeting of Shareholders.

2. Operation goals of Hanoi Re:

- a. Profitable business, efficiently using the Company's resources to bring the best benefits to shareholders.
- b. Sustainable development, becoming the number 1 professional reinsurance company in Vietnam with international brands.
- c. Improve working conditions, improve income of workers.

Article 5. Scope of business and operation of Company

1. Hanoi Re is allowed to plan and conduct all business activities in accordance with the License for Establishment and Operation and this Charter in accordance with applicable law and take appropriate measures. to achieve Hanoi Re's goals.
2. Hanoi Re can conduct business activities in other fields as permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of Hanoi Re is VND 1,044,000,000,000 (VND One thousand and forty-four billion).

The total charter capital of Hanoi Re is divided into 104,400,000 shares with par value of 10,000 VND / share.

2. Hanoi Re may change its charter capital upon approval of the General Meeting of Shareholders and in accordance with the provisions of law.
3. All shares of Hanoi Re on the date of adoption of this Charter are common shares. The rights and obligations of shareholders which own each type of shares are specified in Article 12 and Article 13 of this Charter.
4. Hanoi Re may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.
5. Name, address, number of shares and other information about founding shareholders in accordance with the Law on Enterprises are stated in the attached appendix. This Appendix is a part of this Charter.

Ordinary shares must be offered priority to the existing shareholders in proportion to their proportion of common shares in Hanoi Re, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not subscribe to buy will be decided by the Board of Directors of Hanoi Re. The Board of Directors may distribute such shares to shareholders and others with conditions that are not more favorable than those offered to existing shareholders unless the General Meeting of Shareholders has approved. other.

6. Hanoi Re can buy shares issued by Hanoi Re itself in the ways specified in this Charter and current law.

7. Hanoi Re may issue other types of securities after obtaining approval from the General Meeting of Shareholders and in accordance with the law.

Article 7. Stock certificate

1. Shareholders of Hanoi Re are granted the stock certificates corresponding to the number of shares and types of shares they own.

2. Stock means a type of securities certifying the legitimate rights and interests of the owner over a portion of the share capital of an issuing organization. Shares must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within fifteen (15) days from the date of submitting a complete application file to transfer the ownership of shares in accordance with Hanoi Re's regulations or within three months (or possibly longer under the terms of issue). shares will be issued with a Share Certificate from the date of full payment for the share purchase as specified in the Hanoi Re's share issuance plan. The share owner does not have to pay Hanoi Re for the cost of printing the stock certificate.

4. In case only some of the registered shares in a Registered Share Certificate are transferred, the old certificate will be canceled and a new certificate recording the remaining shares will be granted free of charge.

5. In case shares are lost, damaged or destroyed in other forms, shareholders will be re-issued by Hanoi Re at the request of such shareholder. A shareholder request must include the following:

- a) Information about shares that have been lost, damaged or otherwise damaged;
- b) Commitment to be responsible for any disputes arising from the re-issuance of new shares.

Article 8. Other stock certificates

Bond certificates or other securities certificates of Hanoi Re are issued with the signature of the legal representative and the seal of Hanoi Re, unless the terms and conditions of the issue require otherwise.

Article 9. Transfer of shares

1. All shares are freely transferable, unless otherwise provided for by this Charter and the law, shares listed and registered for trading on the Stock Exchange may be transferred in accordance with the provisions of law. on stock and stock market.

2. Shares which have not been fully paid for are not transferable and enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity sources, the right to buy new shares. offer for sale and other benefits as prescribed by law.

Article 10. Share withdrawal

1. In case a shareholder fails to pay in full and on time the amount to be paid to buy shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and take responsibility corresponding to total par value of shares registered to purchase against Hanoi Re's financial obligations due to the inadequate payment.

2. The above payment notice must clearly state the new payment term (at least 07 days from the date of sending the notice), the place of payment and the notice must clearly state the case of non-payment as required, the unpaid shares will be withdrawn.

3. The Board of Directors has the right to withdraw shares which have not been paid in full and on time in case the requirements in the above notice are not fulfilled.

4. Recovered shares are considered the shares with the right to be offered for sale as provided for in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors can directly sell or authorize the sale or redistribution under the conditions and ways that the Board of Directors deems appropriate.

5. Shareholders own withdrawn shares must relinquish their shareholder status for those shares, but are still liable for the total par value of the registered shares for their financial obligations. Hanoi Re arises at the time of withdrawal as decided by the Board of Directors from the date of withdrawal to the date of payment. The Board of Directors has full authority to decide the enforcement of the payment of the entire value of shares at the time of withdrawal.

6. Recovery notice shall be sent to holders of withdrawn shares before the time of withdrawal. Withdrawal is still valid even in the event of errors or carelessness in sending notice.

V. ORGANIZATION, GOVERNANCE AND CONTROL STRUCTURE

Article 11. Organization, governance and control structure

Hanoi Re's organization, governance and control structure includes:

1. General Meeting of Shareholders;
2. The Board of Directors, the Audit Committee affiliated to the Board of Directors;
3. CEO.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. A common shareholder has the following rights:
 - a) Attend, speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or by other means prescribed by Hanoi Re Charter, law. Each ordinary share has one vote;
 - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) Prioritize the purchase of new shares in proportion to the percentage of common shares owned by each shareholder in Hanoi Re;
 - d) Freely transfer their shares to others, except for the case in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
 - dd) Examine, look up and extract information about names and contacts in the list of shareholders with voting rights; request to correct their inaccurate information;
 - e) Review, look up, extract or copy the Charter, minutes of the General Meeting of Shareholders and the Resolutions of the General Meeting of Shareholders;
 - g) When Hanoi Re is dissolved or goes bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares in Hanoi Re;
 - h) Request Hanoi Re to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same type gives the owner the same rights, obligations and interests. In case Hanoi Re has types of preference shares, rights and obligations associated with those types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - k) To have full access to periodic and extraordinary information published by Hanoi Re in accordance with the law;

l) To have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders owning 5% or more of the total number of common shares or more has the following rights:

a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) Examining, looking up, extracting the number of minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of BOD's Independent Member cum Chairman of Audit Committee, contracts and transactions that must be approved. Board of Directors and other documents, except documents related to trade secrets, business secrets of Hanoi Re;

c) Request BOD's Independent Member cum Chairman of Audit Committee to inspect each specific issue related to the management and operation of Hanoi Re when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for an individual shareholder; name, business number or number of legal papers of the organization, address of the head office if the shareholder is an organization; number of shares and time of registration of shares of each shareholder, the total number of shares of the group of shareholders and the ownership rate in the total number of shares of Hanoi Re; problem to check, test purpose;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The petition must be in writing and sent to Hanoi Re at least 03 working days before the opening date. The recommendation must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the proposed issues to be included in the meeting agenda;

dd) Other rights as prescribed by law and this Charter.

3. A shareholder or group of shareholders owning 5% or more of the total number of common shares has the right to nominate candidates to the Board of Directors. The nomination of candidates to the Board of Directors is as follows:

a) The common shareholders form a group to nominate candidates to the Board of Directors must notify the meeting shareholders about the group meeting prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, a shareholder or a group of shareholders specified in this Clause is entitled to nominate one or several people under

the decision of the General Meeting of Shareholders as candidate of Board of Directors. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under a decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors or Board of Shareholders. control and other shareholders nominate.

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. To pay fully and on time the committed shares to buy.
2. Not withdrawing capital contributed by common shares from Hanoi Re in any form, except when shares are repurchased by Hanoi Re or by others. In case a shareholder withdraws a part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in Hanoi Re must be jointly responsible for the debts and obligations. Other Hanoi Re assets within the value of the shares were withdrawn and damages occurred.
3. Comply with the Company Charter and Internal Management Regulations of Hanoi Re.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders, the Board of Directors.
5. To keep confidential the information provided by Hanoi Re in accordance with the company's charter and law; only use the information provided to exercise and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send information provided by Hanoi Re to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise the right to vote through the following forms:
 - a) Attend and directly vote at the meeting;
 - b) Authorize other individuals and organizations to attend and vote at the meeting;
 - c) Attend and vote via online conference, electronic voting or other electronic means;
 - d) Send votes to the meeting by post, fax, or email;
7. To take personal responsibility when performing one of the following acts on behalf of Hanoi Re in any form:
 - a) Violating the law;
 - b) Conducting business and other transactions for self-interest or for the interests of other organizations or individuals;
 - c) Paying off undue debts before financial risks to Hanoi Re.

8. Fulfill other obligations in accordance with current law.

Article 14. General meeting of shareholders

1. The General Meeting of Shareholders includes all shareholders with voting rights, is the highest decision-making body of Hanoi Re. The General Meeting of Shareholders is held once a year and for a period of four (04) months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders when necessary, but not more than 6 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the meeting of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects the appropriate venue. Annual General Meeting of Shareholders decides issues in accordance with the provisions of law and the company's charter, especially through audited annual financial statements. In case the auditing report of Hanoi Re's annual financial statements contains material exceptions, conflicting opinions or refuses, Hanoi Re must invite representatives of the auditing organizations approved to audit the financial statements. Hanoi Re's principal attending the Annual General Meeting of Shareholders and the representative of the approved audit organization mentioned above are responsible for attending Hanoi Re's Annual General Meeting.

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

- a) The Board of Directors deems it necessary for the interests of Hanoi Re;
- b) The number of remaining members of the Board of Directors or the number of remaining independent members is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders owning 5% or more of the total number of common shares or more; The request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the shareholders concerned or the written request is made in many documents. and gather enough signatures of related shareholders;
- d) Other cases as prescribed by law and this Charter.

4. Convene the extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the remaining number of members of the Board of Directors is less than the minimum number of members as prescribed by law or receive the requests as prescribed at Points c, Clause 3 of this Article or within 06 months from the

date on which the remaining number of independent members of the Board of Directors is less than the minimum number of members as prescribed by law.

b) If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, a shareholder or a group of shareholders specified at Point c, Clause 3 of this Article may request a representative of Hanoi Re convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registrar to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. shareholder. All costs for convening and conducting the General Meeting of Shareholders are reimbursed by Hanoi Re. These expenses do not include expenses spent by shareholders when attending the General Meeting of Shareholders, including expenses for accommodation and travel.

c) Procedures to hold a meeting of the General Meeting of Shareholders are specified in Clause 5 Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of General Meeting of shareholders

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

a) Adopt Hanoi Re's development orientation;

b) Decide the types of shares and the total number of shares of each class to be offered; decide the annual dividend rate of each type of shares;

c) Election, dismissal or removal from office of members of the Board of Directors;

d) Decide to invest or sell assets valued at 35% or more of the total value of assets recorded in the most recent audited financial statements of Hanoi Re;

dd) The decision to amend and supplement the company's charter;

e) Approval of annual financial statements;

g) Decide to repurchase more than 10% of the total sold shares of each class;

h) Examining and handling violations of members of the Board of Directors causing damage to Hanoi Re and shareholders of Hanoi Re;

i) Decide to reorganize, dissolve Hanoi Re;

k) Decide the budget or total remuneration, salary, bonus and other benefits for the Board of Directors;

l) Approve the Internal Management Regulations; Operation regulation of the Board of Directors;

m) Approve the list of approved auditing firms; decide the auditing company is approved to inspect Hanoi Re's operations, dismiss the approved auditor when considering the necessary teacher;

n) Other rights and obligations in accordance with the law.

2. The General Meeting of Shareholders discusses and approves the following issues:

a) Annual business plan of Hanoi Re;

b) Annual audited financial statements;

c) Report of the Board of Directors on the governance and results of operations of the Board of Directors and each member of the Board of Directors;

d) Report on activities of independent members of the Board of Directors in the Audit Committee in accordance with Article 284 of the Government's Decree 155/2020/ND-CP dated December 31st, 2020 detailing the implementation. a number of articles of the Securities Law (if the Company operates under Point b, Clause 1, Article 11 of this Charter);

e) Dividend rate for each share of each class;

g) Number of members of the Board of Directors;

h) Election, dismissal or removal of members of the Board of Directors;

i) Decide the budget or total remuneration, salary, bonus and other benefits for the Board of Directors;

k) Approve the list of approved auditing companies; decide that the auditing company is approved to examine the company's operations when deeming it necessary;

l) Supplement and amend the company's charter;

m) Type of shares and number of new shares to be issued for each class of shares and transfer of shares by founding members within the first 3 years from the date of establishment;

n) Division, separation, consolidation, merger or conversion of Hanoi Re;

o) Reorganize and dissolve (liquidate) Hanoi Re and appoint a liquidator;

p) Decide to invest or sell assets with a value of 35% or more of the total value of assets recorded in the most recent audited financial statements of Hanoi Re;

q) Decide to repurchase more than 10% of the total sold shares of each class;

r) Hanoi Re signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of Hanoi Re's assets recorded in the latest financial statements. has been audited;

s) Approving the transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31st, 2020 detailing the implementation of a number of articles of the Law on Securities;

t) To approve the internal regulations on corporate governance, the Operation Regulations of the Board of Directors;

u) Other issues as prescribed by law and this Charter.

3. Shareholders are not allowed to vote in the following cases:

a) Contracts specified in Article 15.2 of this Charter when such shareholder or related person of that shareholder is a party to the contract;

b) The repurchase of shares of that shareholder or a related person of that shareholder unless the redemption of shares is done according to the ownership ratio of all shareholders or the redemption is done through order matching or a public offer to buy on the Stock Exchange.

4. All resolutions and issues included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 16. Authorization of GMS participants

1. Shareholders, authorized representatives of corporate shareholders can directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or to attend the meeting by one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for individual or organization representative to attend General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of shareholder, the name of the authorized individual organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the principal and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, meeting attendees must present the initial authorization documents of shareholders, authorized representatives of institutional shareholders (if they have not previously registered with Hanoi Re).

3. The votes of the authorized person attending the meeting within the scope of authorization are still valid in one of the following cases:

a) The principal is dead, has limited civil act capacity or has lost his / her civil act capacity;

b) The principal has rescinded the appointment of authorization;

c) The principal has rescinded the authority of the person performing the authorization.

This provision does not apply in case Hanoi Re receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is re-convened.

Article 17. Change of rights

1. The change or cancellation of special rights associated with a type of preference share is valid when approved by 65% or more of the total number of votes of all attending shareholders. Resolution of the General Meeting of Shareholders on the content that changes the rights and obligations of shareholders who own preferred shares shall only be approved if the number of preferred shareholders of the same type attending the meeting is from 75% of the total preferred shares of that type approved or approved by preferred shareholders of the same type owning 75% or more of that type of preferred shares in case of passing a resolution by collecting shareholders' written opinions.

2. The holding of a meeting of the shareholders owning a preferred share to approve the change of rights is valid only when there are at least 02 shareholders (or their authorized representatives) and own at least 1/3 of the par value of shares of that type issued. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of such shares (regardless of the number of people and number of shares) are present. Both directly or through an authorized representative are considered to be a sufficient number of delegates. At the meetings of the shareholders holding preferred shares mentioned above, those holding shares of that type present in person or through a representative can request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. Procedures for conducting such separate meetings are done similar to the provisions of Articles 19, 20 and 21 of this Charter.

4. Unless the terms of the share issue provide otherwise, special rights pertaining to the classes of shares have concessions over some or all of the matters related to the distribution of profits or assets. Hanoi Re's assets were not changed when Hanoi Re issued additional shares of the same type.

Article 18. Convene the meeting, agenda and notice of invitation to General Meeting of Shareholders

1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary meeting of the General Meeting of Shareholders under the cases specified in Clause 3, Article 14 of this Charter.

2. The person who convenes the General Meeting of Shareholders must perform the following tasks:

- a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. Hanoi Re discloses information on making a list of shareholders who have the right to attend the General Meeting of Shareholders at least 20 days before the final registration date;
- b) Prepare the agenda and contents of the meeting;
- c) Prepare documents for the meeting;
- d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- dd) Determine time and venue for the meeting;
- e) Inform and send the notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders is sent to all shareholders by a guaranteed way to reach the contact address of the shareholder, and at the same time announced on the website of Hanoi Re and the State Securities Commission, Stock Exchange where Hanoi Re shares are listed or registered for trading. The convener of the meeting of the General Meeting of Shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days before the date of the General Meeting of Shareholders (from the date that notice is duly sent or dispatched). In case shareholders have notified Hanoi Re in writing of their fax numbers or email addresses, the meeting notices of the General Meeting of Shareholders can be sent to such fax numbers or email addresses. In case the shareholder is a person working in Hanoi Re or Hanoi Re's parent company/subsidiary/affiliate or the workplace is in the same place as of Hanoi Re's headquarters building, the notice can be contained in a sealed envelope and sent to the shareholders at work and certified by shareholders' signatures.

Agenda of the General Meeting of Shareholders, documents related to the issues to be voted at the meeting are sent to shareholders or/and posted on the Hanoi Re website. In case the documents is not attached to the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state how to access to the entire meeting documents so that shareholders can access, including:

- a) The agenda, documents used in the meeting;
- b) List and details of candidates in case of election of members of the Board of Directors;
- c) Voting;

d) Draft resolution on each issue on the agenda.

4. A shareholder or a group of shareholders as provided for in Clause 3, Article 12 of this Charter has the right to recommend issues to be included in the agenda of the General Meeting of Shareholders. The motion must be in writing and sent to Hanoi Re at least 03 (three) working days before the meeting's opening date. The recommendation must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the proposed issues to be included in the agenda.

5. The person who convenes the General Meeting of Shareholders has the right to reject the recommendation specified in Clause 4 of this Article and at least 02 working days before the opening of the meeting of the General Meeting of Shareholders must reply in writing and specify the reason if falling into one of the following cases:

a) The petition was sent in contravention of the provisions of Clause 4 of this Article;

b) At the time of the petition, the shareholder or group of shareholders does not own 5% or more of the common shares or more as prescribed in Clause 3, Article 12 of this Charter;

c) The proposed issue does not fall within the deciding competence of the General Meeting of Shareholders;

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

6. The convenor of the General Meeting of Shareholders must accept and include the recommendation specified in Clause 4 of this Article into the tentative agenda and content of the meeting, except for the case specified in Clause 5 of this Article; The recommendation is officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total number of votes.

2. In cases where the first meeting is not eligible to be held under Clause 1 of this Article, the invitation to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders is conducted when the number of attending shareholders represents 33% of the total number of votes or more.

3. In case the second meeting is not eligible to be held under Clause 2 of this Article, the invitation to the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders is held regardless of the total number of votes of the attending shareholders.

Article 20. Meeting and voting protocols

1. Before the opening of the meeting, Hanoi Re conducts the shareholder registration procedure and must do so until all shareholders with the right to attend the meeting have registered in the following order:

a) When registering shareholders, Hanoi Re grants to each shareholder or authorized representative a voting card, on which the registration number, full name of the shareholder, full name of the representative according to the authorization and the number of votes of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the program content. Voting is conducted by voting for, against and without opinion. At the meeting, the number of votes agreeing for the resolution is recorded first, the number of cards disagreeing with the resolution is recorded later, finally counting the total number of votes for or against to decide. The voting results were announced by the Chairman just before the meeting was closed. The GMS elects the people responsible for counting votes or supervising the counting of votes at the proposal of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons who arrive after the meeting has opened have the right to immediately register and then have the right to participate and vote at the meeting immediately after. upon registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the previously voted contents does not change.

2. The election of the chairman, secretary and the vote-counting committee is stipulated as follows:

a) The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority rule. In case the chairperson cannot be elected, the BOD Independent Member cum Chairman of Audit Committee shall manage so that the General Meeting of Shareholders elects the chairman of the meeting from among the attendees and the person with the highest votes shall chair the meeting;

b) Except for the case specified at Point a of this Clause, the person who signs to convene the General Meeting of Shareholders shall manage so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall chair the meeting. ;

c) The chairman appoints one or more people to be secretary of the meeting;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairperson.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and detail the timing for each issue in the agenda.

4. The chairman of the meeting has the right to take the necessary and reasonable measures to run the meeting of the General Meeting of Shareholders in an orderly, correct manner according to the approved program and reflect the wishes of the number of people attending the meeting.

a) Arrange seats at the meeting place of the General Meeting of Shareholders;

b) Ensure safety for everyone present at the meeting venues;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The person who convenes the General Meeting of Shareholders has full rights to change the above measures and apply all necessary measures. The applied measures may be the issuance of admission permits or use of other options.

5. The General Meeting of Shareholders discusses and votes on each issue in the program content. Voting is conducted by voting for, against and without opinion. The voting results were announced by the chairman just before the meeting was closed.

6. Shareholders or authorized persons arriving after the meeting has opened are still allowed to register and have the right to participate in voting right after registration; in this case, the validity of the previously voted contents does not change.

7. The convenor or chair of the meeting of the General Meeting of Shareholders has the following rights:

a) Request all meeting attendees to be examined or other legal and reasonable security measures;

b) Request the competent authority to maintain the order of the meeting; expel those who do not comply with the executive powers of the chair, intentionally disrupt order, prevent normal progress of the meeting or fail to comply with the requirements of security checks from the ancient General Assembly meeting bronze.

8. The chairperson has the right to postpone the meeting of the General Meeting of Shareholders with the full number of registered participants for no more than 03 working days from the date the meeting is intended to open and only postpone the meeting or change the meeting address. Meeting point in the following cases:

a) The meeting place does not have enough seats for all attending the meeting;

b) The media at the meeting place cannot ensure that shareholders attending, discussing and voting;

c) There is a participant obstructing, disturbing order, risking the meeting not being conducted fairly and legally.

9. In case the chairman postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairman to run the meeting. until the end; All resolutions passed at that meeting are effective for implementation.

10. In case Hanoi Re applies modern technology to organize the General Meeting of Shareholders through an online meeting, Hanoi Re is responsible for ensuring that shareholders attend and vote by means of electronic voting or electricity. other entities as stipulated in Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for ratification of resolutions of the General Meeting of Shareholders

1. A resolution on one of the following issues will be ratified if it is voted for by a number of shareholders that represent from 65% of votes of all participants, except for the cases specified in Clause 8 Article 22 of this Charter and Clause 6 Article 148 of the Law on Enterprises:

- a) Types of shares and quantity of each type;
- b) Change of the company's business lines;
- c) Change of the company's organizational structure;
- d) Investment or sale of assets that are worth at least 35% of the total assets written in the latest audited financial statement;
- dd) Reorganization or dissolution of the company.

2. Other resolutions will be ratified when it is voted for by a number of shareholders that hold more than 50% of the votes of all participants, except for the cases specified in Clause 1, 3 of this Article, Clause 8 Article 22 of this Charter and Clause 6 Article 148 of the Law on Enterprises.

3. The voting to elect members of the Board of Directors must be done by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members elected by the Board of Directors. The Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in

the company's charter is met. In case 2 or more candidates achieve the same number of votes for the last member of the Board of Directors, the election will be conducted again among the candidates with the same number of votes or selected according to the criterias specified in the election regulations of the General Meeting of Shareholders.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even when the order and procedures for convening and approving such resolutions violate provisions of the Enterprise Law and the company's Charter.

5. Resolutions of the General Meeting of Shareholders approving the contents specified in Clauses 1, 2 and 3 of this Article may be made in the form of collecting written opinions in the order and in the provisions of Article 22 of this Charter.

Article 22. Authority and method of collecting shareholders' written opinions to ratify Resolutions of the General Meeting of Shareholders

Authority and method of collecting shareholders' opinions in writing to ratify Resolutions of the General Meeting of Shareholders are as follows:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when it deems it necessary for the benefit of Hanoi Re.

2. The Board of Directors must prepare opinion cards, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline. The deadline must return the opinion form. The request and method of sending opinion form and attached documents comply with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion form must contain the following principal details:

a) Name, head office address, enterprise identification number;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, number of legal papers of the individual in respect of shareholder being an individual; Name, business number or legal document number of the organization, address of the head office for shareholders being the organization or full name, contact address, nationality, number of legal papers of the individual for with representatives of shareholders being organizations; number of shares of each class and number of votes of the shareholder;

d) Issues that need to be consulted to pass the decision;

dd) Voting plan including agreement, disagreement and no opinion on each issue for which opinions are gathered;

e) Deadline to send returned written opinion form to Hanoi Re;

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

4. Shareholders can send the answered opinion form to Hanoi Re by mail, fax or email according to the following provisions:

a) In case of mailing, the answered opinion form must be signed by individual shareholder, authorized representative or legal representative of institutional shareholder. The opinion form sent to Hanoi Re must be contained in a sealed envelope and no one is allowed to open before counting votes;

b) In case of fax or email, opinion form sent to Hanoi Re must be kept confidential until the time of counting votes;

c) The opinion forms sent to Hanoi Re after the time specified in the content of the opinion form or have been opened in case of mailing and disclosed in case of sending fax or email are invalid. The opinion form that is not returned is considered a vote that does not take part in voting.

5. The Board of Directors counts votes and makes minutes of counting votes in the presence of shareholders who do not hold Hanoi Re management positions. The minutes of counting of votes must contain the following principal details:

a) Name, head office address, enterprise identification number;

b) Purpose and issues that need to be consulted to pass the resolution;

c) Number of shareholders with the total number of votes that participated in the vote, in which the number of valid votes and invalid votes are distinguished and the method of sending votes, together with the list of shareholders participate in voting;

d) Total number of votes for, against and abstentions on each issue voted on;

dd) The issue has been passed and the corresponding rate of approval;

e) Full names and signatures of the Chairman of the Board of Directors, the person counting votes and the person counting votes.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; To be jointly liable for damages arising from decisions passed due to untruthful or inaccurate vote counting.

6. Minutes of counting votes and resolutions must be sent to shareholders within 15 days from the end of vote counting. The sending of the vote counting minutes and resolutions can be replaced by posting on the Hanoi Re website within 24 hours from the end of vote counting.

7. All answered opinion forms, vote counting minutes, resolutions passed and related documents attached to the opinion form must be kept at Hanoi Re's head office.

8. The resolution passed by way of collecting shareholders' opinions in writing has the same validity as the resolution passed at the General Meeting of Shareholders and is stipulated as follows:

For the contents in Clause 1 Article 21: The resolution is passed if it is approved by the number of shareholders holding from 65% of the total number of votes of all shareholders with voting rights, except for the case specified in the Clause 6, Article 148 of the Law on Enterprises.

Other resolutions are passed when the number of shareholders owning more than 50% of the total number of votes of all voting shareholders, except for the case specified in Clause 3 Article 21 of this Charter and Clause 6, Article 148 of the Law on Enterprises.

The contents of voting to elect members of the Board of Directors comply with Clause 3 Article 21 of this Charter.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in foreign languages and contain the following main details:

- a) Name, head office address, enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) The agenda and contents of the meeting;
- d) Full names of the chairman and secretary;
- dd) Summarize the meeting progress and opinions made at the General Meeting of Shareholders on each issue in the agenda;
- e) Number of shareholders and total votes of the attending shareholders, the appendix of the list of shareholders registration, the representative of shareholders attending the meeting with the corresponding number of shares and number of votes;
- g) Total number of votes for each issue voted on, clearly stating the method of voting, total number of valid, invalid, agree, disagree and no opinion votes; corresponding rate on the total number of votes of the attending shareholders;
- h) The issues that have been passed and the corresponding percentage of votes through;
- i) Full names and signatures of the chair and secretary. If the chair or secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed in this Clause. Minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

2. Minutes of the General Meeting of Shareholders must be completed and approved prior to the end of the meeting. The chair and secretary of the meeting or another person who signs in the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The minutes are made in both Vietnamese and a foreign language with the same legal effect. In case there is any discrepancy between the record in Vietnamese and in a foreign language, the Vietnamese version of the record shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registering to attend the meeting with the signature of the shareholder, written authorization to attend the meeting, all documents attached to the Minutes (if Yes) and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at Hanoi Re's head office.

Article 24. Requesting invalidation of a resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results to consult the General Meeting of Shareholders, a shareholder or group of shareholders owning 5% of the total Ordinary shares or more have the right to request the Court or Arbitration to consider, cancel a resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except for the case specified in Clause 4, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

VII. THE BOARD OF DIRECTORS

Article 25. Candidate and nominate members of the Board of Directors

1. If the candidate for the Board of Directors has been identified, Hanoi Re must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on its website. Hanoi Re so that shareholders can learn about these candidates before voting. Candidates of the Board of Directors must have a written commitment to the truthfulness and accuracy of the published personal information and must commit to performing the tasks honestly, carefully and for high benefits. Hanoi Re if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be announced includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Working history;

d) Other managerial positions (including titles of the Board of Directors of other companies);

dd) Benefits related to Hanoi Re and related parties of Hanoi Re;

2. The shareholders own common shares have the right to combine the number of voting rights of each person to nominate candidates to the Board of Directors. A shareholder or group of shareholders owning from 5% to less than 10% of the total number of common shares is entitled to nominate one (01) candidate; from 10% to less than 30% to nominate up to two (02) candidates; from 30% to less than 50% to nominate up to three (03) candidates; from 50% to less than 65% to nominate up to four (04) candidates; 65% or more to nominate the full number of candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors shall introduce additional candidates or organize the nomination according to Company's Charter, Internal Regulation on corporate governance and Operation Regulation of the Board of Directors of Hanoi Re. The introduction of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises, other relevant laws and Hanoi Re Charter.

Article 26. Term of office and quantity of members of the Board of Directors

1. The number of members of the Board of Directors is at least five (05) people and at most eleven (11) people.

2. The term of office of members of the Board of Directors is not more than 05 years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. In case all members of the Board of Directors terminate at the same term, such members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

3. The membership structure of the Board of Directors is as follows:

The structure of the Board of Directors of Hanoi Re must ensure that at least 1/3 of the total number of the members of the Board of Directors are non-executive members. Hanoi Re minimizes members of the Board of Directors who concurrently hold Hanoi Re's executive titles to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure the following:

- a) Having at least 01 independent member in case Hanoi Re has 5 members of the Board of Directors;
- b) Having at least 02 independent members in case Hanoi Re has 6-8 members of the Board of Directors;
- c) There are at least 03 independent members in case Hanoi Re has the number of members of the Board of Directors from 09 to 11 members.
4. A member of the Board of Directors no longer has the status of a member of the Board of Directors in case he/she is dismissed, dismissed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the stock market.
6. Members of the Board of Directors are not necessarily shareholders of Hanoi Re.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is the governing body of Hanoi Re, has full authority on behalf of Hanoi Re to decide and perform the company's rights and obligations, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors are stipulated by law, Hanoi Re Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) Decide the strategy, medium-term development plan and annual business plan of Hanoi Re;
 - b) To recommend types of shares and total number of shares to be offered for each class;
 - c) Decide to sell unsold shares within the number of authorized shares of each class; decide to raise more capital in other forms;
 - d) Decide the selling price of shares and bonds of Hanoi Re;
 - dd) Decide repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - e) To decide on investment plans and investment projects within the competence and limitations prescribed by law;
 - g) Decide solutions for market development, marketing and technology;
 - h) Approve the purchase, sale, loan, loan and other contracts, transactions with a value of 35% or more of the total asset value recorded in the most recent audited financial

statements of Hanoi Re and the transaction falls under the decision-making authority of the General Meeting of Shareholders in accordance with the provisions of Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

- i) Election, dismissal or removal from office of the Chairman of the Board of Directors; appoint, dismiss, sign contract, terminate contract with respect to the General Director and other important managers as stipulated in the company's charter; decide the salaries, remuneration, bonuses and other benefits of those managers; appoint an authorized representative to join the Members' Council or the General Meeting of Shareholders in another company, and decide on the remuneration and other benefits of such persons;
- k) Supervise and direct the General Director and other executives in the day-to-day business operations of Hanoi Re;
- l) Decide the organizational structure, internal management regulations of Hanoi Re, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and share purchase of other enterprises;
- m) Approve the agenda, contents of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit annual audited financial statements to the General Meeting of Shareholders;
- o) Proposing dividends to be paid; decide the deadline and procedures for paying dividends or dealing with losses incurred in the business process;
- p) Propose the reorganization and dissolution of Hanoi Re; request for bankruptcy of Hanoi Re;
- q) Decision to promulgate the Regulation on operation of the Board of Directors, the internal regulations on corporate governance after being approved by the General Meeting of Shareholders; to decide to promulgate the Regulation on operation of the Auditing Committee under the Board of Directors, the Regulation on information disclosure of the company;
- s) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other laws and regulations of the company.

3. The Board of Directors must report to the General Meeting of Shareholders the results of the activities of the Board of Directors in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31st, 2020. detailing the implementation of a number of articles of the Securities Law.

4. The following issues must be approved by the Board of Directors:

- a) Establish Hanoi Re offices / departments;
- b) Establishment of subsidiaries of Hanoi Re;

- c) Establish a branch or representative office of Hanoi Re;
- d) To the extent specified in Clause 153.2 of the Law on Enterprises and except for the case in Clause 138.2 and Clause 1, Clause 3, Article 167 of the Law on Enterprises, which must be approved by the General Meeting of Shareholders, the Board of Directors from time to time. the decision point for the implementation, modification and cancellation of major contracts of Hanoi Re (including contracts of purchase, sale, merger, acquisition and joint venture);
- e) Appointing and removing persons authorized by Hanoi Re to act as commercial representatives and Lawyers of Hanoi Re;
- f) Borrowing and implementation of Hanoi Re's mortgages, warranties, guarantees and compensation;
- g) Investments (excluding investments in deposits) not included in the business plan and budget exceeding VND 5 billion or investments exceeding 10% of the value of the annual business plan and budget. ;
- h) Purchase or sale of shares of other companies established in Vietnam or abroad. The Board of Directors is responsible for issuing specific regulations guiding this activity;
- i) The valuation of non-cash assets contributed to Hanoi Re in connection with the issuance of shares or bonds of Hanoi Re, including gold, land use rights, intellectual property rights, technology and public know-how turmeric;
- j) Hanoi Re's purchase or withdrawal of shares does not exceed 10% of each class of shares;
- k) Business or transaction issues that the Council decides to require approval within the scope of its powers and responsibilities;
- l) Decide the price for buying or withdrawing shares of Hanoi Re.

5. Unless otherwise provided by law and the Charter, the Board of Directors may delegate authority to subordinate employees and business executives to handle work on behalf of Hanoi Re.

Article 28. Remuneration, salary, bonus and other benefits of members of the Board of Directors

1. Hanoi Re has the right to pay remuneration, salaries and bonuses to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration, salaries and bonuses. Remuneration for work is calculated according to the number of working days necessary to complete the duties of the members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration, salary for each member on the principle of consensus. The total remuneration, salary and bonus of the

Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in Hanoi Re's business expenses in accordance with the law on corporate income tax, which is presented as a separate item in the annual financial statements of Hanoi Re and report to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at the committees of the Board of Directors or performing other work outside the normal scope of duties of a member. The Board of Directors may be paid additional salary and remuneration in the form of a one-time lump-sum remuneration, commission, percentage of profit or in another form as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation and other reasonable expenses they have to pay when performing their responsibilities as members of the Board of Directors. including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or the committees of the Board of Directors.

6. Members of the Board of Directors can be purchased liability insurance by Hanoi Re after obtaining approval from the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of the members of the Board of Directors related to the violation of the law and the company's Charter.

Article 29. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors cannot concurrently hold the position of the General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) To work out the operation programs and plans of the Board of Directors;

b) Prepare the agenda, content, and documents for the meeting; convene, chair and chair the meeting of the Board of Directors;

c) Organize the adoption of resolutions and decisions of the Board of Directors;

d) Supervising the implementation of resolutions and decisions of the Board of Directors;

dd) The chairperson of the meeting of the General Meeting of Shareholders;

e) Other rights and obligations in accordance with the Law on Enterprises and the company's charter.

4. In case the Chairman of the Board of Directors resigns or is relieved from duty or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal application.

5. In case the Chairman of the Board of Directors is absent or unable to perform his / her tasks, he / she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case no person is authorized or the Chairman of the Board of Directors dies, is missing, is held in custody, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification establishment or establishment Compulsory education, escaping from residence, restricted or incapable of civil acts, having difficulty in understanding, mastering acts, banned by court from holding positions, banned from practicing or working as a public For certain things, the remaining members elect one of the members to hold the position of Chairman of the Board of Directors according to the majority rule until there is a new decision of the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 7 working days from the end of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes or votes, members shall elect according to the majority rule to choose one of them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) At the request of the Independent member of the Board of Directors cum Chairman of Audit Committee;

b) At the request of the General Director or at least 05 other executives;

c) There is a request of at least 02 members of the Board of Directors;

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request, the Chairman of the Board of Directors shall be responsible for any damage

caused to Hanoi Re; The proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors must send the meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, agenda, issues to be discussed and decided. The meeting invitation must include the documents used at the meeting and the votes of the members.

Invitations to meetings of the Board of Directors can be sent by invitation, telephone, fax, electronic means and guaranteed to reach the contact address of each member of the Board of Directors registered at Hanoi Re.

7. A meeting of the Board of Directors shall be conducted when there are 3/4 or more of the members attending the meeting. If the meeting convened as prescribed in this Clause does not have enough members attending the meeting as prescribed, the meeting shall be convened for a second time within 7 days from the intended date of the first meeting. In this case, the meeting may be held if more than half of the members of the Board of Directors attend the meeting.

8. The members of the Board of Directors are considered attending and voting at the meeting in the following cases:

- a) Attend and directly vote at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 10 of this Article;
- c) Attend and vote via online conference, electronic voting or other electronic means;
- d) Send votes to the meeting by post, fax, or email;

9. In case the votes are sent to the meeting by mail, the votes must be contained in a sealed envelope and must be sent to the Chairman of the Board of Directors at least 01 hour before the opening. Votes can only be opened in the presence of all attendees.

10. Members of the Board of Directors must attend all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if it is approved by a majority of the members of the Board of Directors.

11. Members of the Board of Directors are not allowed to vote on the contracts, transactions or proposals that such member or related persons of that member have related interests. A member of the Board of Directors will not be counted in the required minimum number of delegates present to be able to hold a meeting of the Board of Directors about the decisions that such member has no right to vote.

12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by a majority of the attending members; In the case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

13. The minutes of a meeting of the Board of Directors shall be made in Vietnamese and possibly foreign languages and must be signed by the minutes maker and all the members of the Board of Directors attending the meeting. Multiple copies of the same minutes may be used if each copy contains at least one signature of the member. Minutes of the Board of Directors meeting must be kept according to the provisions of Law and the Charter.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish a subordinate committee to be in charge of development policy, personnel, salary and bonus, internal audit, and risk management. The number of members of the committee is decided by the Board of Directors to have at least 02 people including members of the Board of Directors and outside members. The independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the committee and one of these members is appointed to be the Chairman of the Committee according to the decision of the Board of Directors. The activities of the committee must comply with the regulations of the Board of Directors. The resolution of the committee is only effective when the majority of members attend and vote for approval at the meeting of the committee, in the case of equal votes, the final decision depends on the opinion of the Committee Chairman.

2. The implementation of the decisions of the Board of Directors, or the committees under the Board of Directors must comply with the current law provisions and the provisions of the company's charter, Internal regulations on corporate governance of company.

3. The Auditing Committee under the Board of Directors shall comply with the provisions of the Audit Committee in this Charter, the internal regulations on corporate governance and the operation regulation of the audit committee.

Article 32. The person in charge of corporate governance, the company secretary

1. Hanoi Re Board of Directors appoints at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance can concurrently act as the company secretary according to the provisions of Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance cannot concurrently work for an approved auditing organization that is auditing Hanoi Re's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advising the Board of Directors in organizing the General Meeting of Shareholders according to regulations and related work between Hanoi Re and shareholders;

- b) Prepare meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;
- c) Advising on the procedures of the meetings;
- d) Attend meetings;
- dd) Advising on procedures for making resolutions of the Board of Directors in accordance with law;
- e) To provide financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors;
- g) Supervise and report to the Board of Directors on Hanoi Re's information disclosure activities;
- h) Be the liaison point with related parties;
- i) Keep information confidential according to the provisions of the law and the Charter;
- k) Other rights and obligations as prescribed by law and the Charter.

4. When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

- a) Assist in organizing the convening of the General Meeting of Shareholders, the Board of Directors; take notes of the minutes of the meeting;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing the company's governance principles;
- d) Assist the company in building shareholder relationships and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
- dd) Other rights and obligations in accordance with the Charter.

VIII. CEO AND OTHER EXECUTIVE PERSONS

Article 33. Management system

Hanoi Re's management system must ensure that the management body is bearing responsibilities to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of company. There are CEO, Deputy CEOs, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal or removal of the above positions must be approved by resolutions and decisions of the Board of Directors.

Article 34. Company's executive persons

1. Hanoi Re's executive persons include CEO, Deputy CEOs, Chief Accountant and other executive persons as stipulated in this Charter.
2. At the request of CEO and approved by the Board of Directors, Hanoi Re is allowed to recruit other executive persons with the number and standards in accordance with Hanoi Re's structure and management regulations by the Board of Directors. The company's executive persons bear responsibilities to support Hanoi Re in achieving its operational and organizational goals.
3. CEO is paid salary and bonus. Salaries and bonuses of CEO are decided by the Board of Directors.
4. The company's executive persons' salary is calculated into Hanoi Re's expenses in accordance with the law on corporate income tax, which is presented as a separate item in Hanoi Re's annual financial statements and reported at Annual General Meeting of shareholders.

Article 35. Appointment, dismissal, duties and powers of CEO

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be CEO.
2. CEO is the person who runs the daily business of Hanoi Re; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.
3. The term of CEO is 05 years and can be reappointed for an unlimited number of terms. CEO must meet the standards and conditions prescribed by law and the company's charter.
4. CEO has the following rights and obligations:
 - a) To decide on matters related to daily business of Hanoi Re that are not under the authority of the Board of Directors;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of business plans and investment plans of Hanoi Re;
 - d) Propose organizational structure plan, internal management regulations of Hanoi Re;
 - dd) To appoint, dismiss, remove from office managerial positions in Hanoi Re, except for positions within the authority of the Board of Directors;
 - e) Decide the salary and other benefits for employees in Hanoi Re, including the manager under the appointment authority of CEO;
 - g) Labor recruitment;

- h) To propose plans to pay dividends or deal with business losses;
 - i) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.
5. The Board of Directors can dismiss CEO when a majority of the members of the Board of Directors or more agree (in this case, CEO's votes are not included) and appoint a new CEO.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 36. Candidate and nominate members of the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and not the Company executive persons.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

Article 37. Quantity of Audit Committee

1. There must be 02 members or more of Audit Committee. The Head of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and operations of the Company and do not fall into the following cases:
 - a) Work in the accounting and finance department of the Company;
 - b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the previous 3 years.
3. The Head of the Audit Committee must have a bachelor's or higher degree in one of the majors in economics, finance, accounting, auditing, law, and business administration.

Article 38. Rights and obligations Audit Committee

Audit Committee has the following rights and obligations:

1. Monitoring the truthfulness of the company's financial statements and the official disclosures related to the company's financial results;
2. Reviewing the internal control and risk management system;
3. Review transactions with the related person under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval of the Board of Directors or the General Meeting of Shareholders. bronze;

4. Supervising the company's internal audit department;
5. Examining accounting books, accounting records and other documents of the company, the management and operation of the company when deeming it necessary or according to the resolution of the General Meeting of Shareholders or upon request of a shareholder or group of shareholders owning 5% or more of the total number of common shares.
6. When there is a request from a shareholder or a group of shareholders owning 5% or more of the total number of common shares or more, the Audit Committee shall carry out the inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completion of the inspection, the Audit Committee shall report on the matters required to be inspected to the Board of Directors and the requested shareholder or group of shareholders. The Audit Committee's inspection specified in this Clause must not disrupt the company's business operations.
7. To propose the independent auditing company, remuneration and related terms in the contract with the audit company to the Board of Directors for approval before submitting to the Annual General Meeting for approval;
8. To monitor and evaluate the independence and objectivity of the auditing company and the effectiveness of the audit process, especially in the case where the company uses the auditing party's non-audit services;
9. Monitoring to ensure the company complies with the law, regulatory requirements and other internal regulations of the company.
10. Have access to documents related to the Company's operations, exchange information with other members of the Board of Directors, General Director, Chief Accountant and other managers to collect information. serving the activities of the audit committee.
11. Having the right to request the representative of the approved auditing organization to attend and answer matters related to the audit financial statements at the meeting of the audit committee.
12. Use legal, accounting or other consulting services outside when necessary.
13. Develop and submit to the Board of Directors risk detection and management policies; propose to the Board of Directors solutions to handle risks arising in the operations of the Company.
14. Make a written report to the Board of Directors when detecting that members of the Board of Directors, General Director and other managers fail to fulfill their responsibilities as prescribed in the Law on Enterprises and the Public Charter. ty.
15. To develop the Operation Regulation of the Audit Committee and submit it to the Board of Directors for approval.
16. Other rights and obligations in accordance with the provisions of Laws.

Article 39. Meetings of Audit Committee

1. Audit Committee must meet at least twice a year. The minutes of the meeting are detailed, clear and must be kept fully. The minutes maker and members of the Audit Committee attending the meeting must sign the minutes of the meeting.

2. The Audit Committee shall approve the decision by voting at the meeting, collecting opinions in writing or by another form prescribed by the Operation Regulation of the Audit Committee. Each Audit Committee member has one vote. Unless the Regulation on operation of the Audit Committee contains a higher rate, a decision of the Audit Committee shall be adopted if it is approved by a majority of the attending members; In case the number of votes is equal, the final decision belongs to the side with the opinion of the Head of Audit Committee.

Article 40. Report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. The independent members of the Board of Directors in the Audit Committee are responsible for reporting activities at the Annual General Meeting of Shareholders.

2. Report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must ensure the following contents:

a) Remuneration, salary, operating costs and other benefits of the Audit Committee and each member of the Audit Committee in accordance with the Law on Enterprises;

b) Summarizing the meetings of the Auditing Committee and conclusions and recommendations of the Audit Committee;

c) Results of supervision of the financial statements, the performance of the Company, the financial situation of the Company;

d) Assessment report on transactions between the Company, subsidiaries, other companies with over 50% or more of the charter capital held by the Company with members of the Board of Directors, General Director, and operator other business and its related persons; transactions between the Company and a company in which a member of the Board of Directors, the General Director, other executives of the enterprise is a founding member or manager of the enterprise within the latest 03 years prior to the date deal;

dd) Assessment results of the Company's internal control and risk management system;

e) Results of supervision of the Board of Directors, General Director and other executives of the enterprise;

g) Results of assessment of the coordination of activities between the Audit Committee with the Board of Directors, CEO and shareholders.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CEO AND OTHER COMPANY'S EXECUTIVE PERSONS

Members of the Board of Directors, CEO and other company's executive persons are responsible for performing their duties, including duties as members of the BOD's committees honestly and in a manner they believe is in the best interest of Hanoi Re and with a degree of care that a prudent person would normally have in taking the same position and in similar circumstances.

Article 41. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, CEO and other company's executive persons must publicize their related interests according to the provisions of the Enterprise Law and relevant legal documents.

2. Members of the Board of Directors, CEO and other company's executive persons and their related persons are only allowed to use information obtained through their positions to serve interests of Hanoi Re.

3. Members of the Board of Directors, CEO and other company's executive persons are obliged to notify in writing to the Board of Directors about transactions between Hanoi Re and its subsidiaries, another company that Hanoi Re control over 50% or more of the charter capital with them or with their related persons in accordance with the law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, Hanoi Re must disclose information on these resolutions in accordance with the securities law on information disclosure.

4. A member of the Board of Directors is not allowed to vote on a transaction that brings benefits to that member or his/her related persons according to the provisions of the Enterprise Law and the company's charter.

5. Members of the Board of Directors, CEO and other company's executive persons and their related persons are not allowed to use or disclose to others internal information to perform related transactions.

6. Transactions between Hanoi Re and one or more members of the Board of Directors, CEO and other company's executive persons and individuals, organizations related to these members will not be invalid in the following cases:

a) For contracts with a value of less than 35% of the total value of assets recorded in the most recent financial statements, important contractual or transactional factors as well as relationships and interests of CEO, other company's executive persons or members of the Board of Directors have been reported to the Board of Directors or relevant committees. At the same time, the Board of Directors or such committee has allowed to perform the contract or transaction honestly with a majority vote of the members of the Board who have no related interests;

b) For contracts with a value of 35% or more of the total value of assets recorded in the most recent financial statements, the important elements of this contract or transaction as well as relationships and benefits of CEO, other company's executive persons or members of the Board of Directors have been disclosed to shareholders with no related interests who have the right to vote on that matter, and The majority of those shareholders voted in favor of this contract or transaction; or

c) Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects relating to the company's shareholders at the time of such transaction or contract is considered by the Board of Directors. Board of Directors or a committee under the Board of Directors or shareholders authorizing the implementation or approval.

A member of the Board of Directors is not allowed to vote on a transaction that brings benefits to that member or his/her related persons in accordance with the Law on Enterprises and the Charter. Members of the Board of Directors, CEO, other company's executive persons or their related persons are not allowed to buy or sell or trade in any other form of Hanoi Re shares or Hanoi Re's subsidiaries at the time they have information that will inevitably affect the price of those shares and other shareholders are not aware of this information.

Article 42. Responsibility for damage and compensation

1. Members of the Board of Directors, CEO, other company's executive persons who violate their obligations, take responsibility honestly and cautiously, fail to fulfill their obligations shall be responsible for any losses caused by his/her violation.

2. Hanoi Re indemnifies persons who have been, are or may become a party involved in complaints, lawsuits or prosecutions (including civil, administrative lawsuits that Hanoi Re is not the petitioner) if that person has been or is a member of the Board of Directors, CEO, other company's executive persons, employees or authorized representatives of Hanoi Re who have been or are performing their duties as authorized by Hanoi Re honestly, prudently for the benefit of Hanoi Re on the basis of compliance with the law and there is no evidence to confirm that the person has violated his responsibility.

3. Compensation costs include judgment costs, fines, actual payable amounts (including attorneys' fees) when settling these cases within the framework of the law. Hanoi Re can buy insurance for these people to avoid the above compensation liabilities.

XI. RIGHTS TO LOOK UP DOCUMENTS AND COMPANY PROFILE

Article 43. Rights to look up documents and company profile

1. Common shareholders have the right to look up books and records, specifically as follows:

a) Common shareholders have the right to examine, look up and extract information about names and contact in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or copy Hanoi Re Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning from 05% of the total number of common shares or more have the right to review, look up, extract the minutes book and resolutions, decisions of the Board of Directors, annual and semi-annual financial statements, the BOD Independent Member cum Chairman of Audit Committee's reports, contracts, transactions must be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of Hanoi Re.

2. In case an authorized representative of a shareholder and a group of shareholders request to look up documents and records, there must be a power of attorney of the shareholder and group of shareholders that person represents or a notarized copy of this authorization.

3. Members of the Board of Directors, CEO, other company's executive persons have the right to look up Hanoi Re's shareholder register, list of shareholders, and other documents and records of Hanoi Re with purposes related to their positions provided that this information is kept confidential.

4. Hanoi Re maintains this Charter and amendments as well as supplements to the Charter, Certificate of business registration, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Directors, reports of the BOD Independent Member cum Chairman of Audit Committee, annual financial statements, accounting books and other documents as required by law at the head office or another place provided that shareholders and the Business Registration Office are informed of the location where these documents are stored.

5. Company charter is published on the website of Hanoi Re.

XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and trade union

1. CEO makes a plan to submit to the Board of Directors for approval on the issues related to recruitment, resignation of employees, salary, social insurance, welfare, commendation and discipline of employees and other company's executive persons.

2. CEO makes a plan to submit to Board of Directors for approval on matters related to Hanoi Re's relationship with trade unions according to best management standards, practices and policies specified in this Charter, the regulations of Hanoi Re and current legal regulations.

XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders decides the dividend payment rate and the annual dividend payment method from the retained profits of Hanoi Re.
2. Hanoi Re does not pay interest for the dividend payment amount or the payment amount related to a type of stock.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the full or partial payment of dividends in shares and the Board of Directors is the agency to implement this decision.
4. In case dividends or other amounts related to a type of shares are paid in cash, Hanoi Re must pay in VND. Payment can be made directly or through banks on the basis of bank account details provided by shareholders. In case Hanoi Re made a transfer in accordance with the bank details provided by a shareholder but that shareholder did not receive the money, Hanoi Re is not responsible for the amount transferred by Hanoi Re to this shareholder. The payment of dividends for shares listed/traded at the Stock Exchange can be done through a securities company or the Vietnam Securities Depository.
5. Pursuant to the Enterprise Law, the Securities Law, the Board of Directors approves resolutions and decisions to determine a specific date to record the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, to receive notices or other documents.
6. Other issues related to profit distribution comply with the provisions of law.

XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank account

1. Hanoi Re opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Under the prior approval of the competent authority, in necessary cases, Hanoi Re can open a bank account overseas in accordance with the provisions of the law.
3. Hanoi Re conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where Hanoi Re opens accounts.

Article 47. Fiscal year

Hanoi Re's fiscal year begins on the first day of January each year and ends on the thirty-first day of December of the same year. The first fiscal year starts from the date of issuance of the Establishment and Operation License and ends on the thirty-first day of December immediately following the date of issuance of such Establishment and Operation License.

Article 48. Accounting regime

1. The accounting system used by Hanoi Re is the enterprise accounting system or a specific accounting system promulgated or approved by a competent agency.
2. Hanoi Re makes accounting books in Vietnamese and maintains accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, updated, systematic and sufficient to prove and explain Hanoi Re's transactions.
3. Hanoi Re uses Vietnamese dong in accounting. In case Hanoi Re has economic transactions mainly in a foreign currency, it is allowed to choose that foreign currency as the monetary unit in accounting, take responsibility for that choice before the law and notify the agency. direct tax administration.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 49. Annual, semi-annual and quarterly financial statements

1. Hanoi Re prepares annual financial statements which must be audited according to the provisions of law. Hanoi Re publishes audited annual financial statements in accordance with the law on disclosure of information on the stock market and submit them to competent state agencies.
2. Annual financial statements include all reports, appendices and explanations according to the provisions of the law on enterprise accounting. Annual financial statements must truthfully and objectively reflect the performance of Hanoi Re.
3. Hanoi Re prepares and publishes reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on disclosure of information on the stock market and submits them to competent state agencies.

Article 50. Annual report

Hanoi Re prepares and publishes the Annual Report in accordance with the law on securities and stock market.

XVI. AUDITING COMPANY

Article 51. Audit

1. The General Meeting of Shareholders appoints an independent auditing company or approves the list of independent auditing firms and authorizes the Board of Directors to choose one of these units to audit Financial statements of Hanoi Re for the next fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the annual financial statements of Hanoi Re.

3. An independent auditor who audits Hanoi Re's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the meeting of the General Meeting of Shareholders and to express their opinions at the meeting on issues related to the auditing of Hanoi Re's financial statements.

XVII. COMPANY'S SEAL

Article 52. Company's seal

1. The seal includes the seal made at the stamp-engraved company or the seal in the form of a digital signature according to the provisions of the law on electronic transactions.
2. The Board of Directors decides on the seal type, quantity, form and content of the seal of Hanoi Re, Hanoi Re's branch, representative office (if any).
3. The Board of Directors, CEO use and manage the seal according to the current law provisions.

XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the company

1. Hanoi Re can be dissolved in the following cases:
 - a) The term of operation as stated in the company's charter expires without a decision to extend;
 - b) According to the resolutions and decisions of the General Meeting of Shareholders;
 - c) The enterprise registration certificate has been revoked, unless otherwise prescribed by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The dissolution of Hanoi Re ahead of time (including the extended term) is decided by the General Meeting of Shareholders, implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 54. Liquidation

1. At least 06 months before the end of Hanoi Re's operation term or after the decision to dissolve Hanoi Re is issued, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of shareholders and 01 member appointed by the Board of Directors from 01 independent auditing company. The Liquidation Committee prepares its own operating regulations. Members of the Liquidation Committee may be selected from among Hanoi Re's

employees or independent experts. All expenses related to the liquidation are prioritized by Hanoi Re to pay before other debts of Hanoi Re.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and date of commencement of operation. Since that time, the Liquidation Committee acts on behalf of Hanoi Re in all affairs related to the liquidation of Hanoi Re before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

a) Liquidation expenses;

b) Salary debts, severance pay, social insurance and other benefits of the employee under the collective labor agreement and the signed labor contract;

c) Tax debt;

d) Other debts of Hanoi Re;

dd) The remaining balance after paying all debts from item (a) to (d) above is divided to shareholders. Preferred shares have priority to be paid in advance.

XIX. INTERNAL DISPUTE SETTLEMENT

Article 55. Settlement of internal disputes

1. In the event of a dispute or complaint related to Hanoi Re's operations, the rights and obligations of shareholders in accordance with the Law on Enterprises, the company's charter, other legal regulations or the agreement between :

a) Shareholders with Hanoi Re;

b) Shareholders with the Board of Directors, General Director or other executives;

Related parties try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to present information related to the dispute within 15 working days from the date disputes arise. In case of disputes related to the Board of Directors or the Chairman of the Board of Directors, the two sides try to reach a conciliation decision or agree to appoint an independent expert to mediate the mediation for the dispute resolution process.

2. In case of failure to reach a mediation decision within 6 weeks from the beginning of the mediation process or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration. or Court.

3. The parties bear the costs related to the negotiation and mediation proceedings. The payment of the Court's costs shall comply with the Court's judgment.

XX. SUPPLEMENT AND AMENDMENT OF THE CHARTER

Article 56. Company's Charter

1. The amendment and supplement of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are laws related to Hanoi Re's activities that are not mentioned in this Charter or there is a new law provisions different from those in this Charter, those provisions shall apply to regulate Hanoi Re's activities.

XXI. EFFECTIVE DATE

Article 57. Effective date

1. This Charter includes 21 chapters, 57 articles, approved by the 2025 General Meeting of Shareholders of Hanoi Re Reinsurance Joint stock Corporation in accordance with Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 21th, 2025 and shall enter full and complete force as the governing document in its entirety.
2. This Charter is made in 05 copies with equal validity and must be kept at Hanoi Re's head office.
3. This Charter is unique and official of Hanoi Re.
4. Copies or extracts of Hanoi Re Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of the Board of Directors members.

LEGAL REPRESENTATIVE

CEO

BOD CHAIRMAN

Trinh Anh Tuan

Phung Tuan Kien

