

CÔNG TY TRÁCH NHIỆM HỮU HẠN
CHỨNG KHOÁN YUANTA VIỆT NAM
YUANTA SECURITIES VIETNAM
LIMITED COMPANY

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

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Số/ No.: 20-2023/QĐ-HĐTV-YSVN

Tp. HCM, ngày (day) 19 tháng (month) 05 năm (year) 2023

HỘI ĐỒNG THÀNH VIÊN
CÔNG TY TRÁCH NHIỆM HỮU HẠN CHỨNG KHOÁN YUANTA VIỆT NAM
COUNCIL OF MEMBERS
YUANTA SECURITIES VIETNAM LIMITED COMPANY

Căn cứ/ Pursuant to:

- Luật Doanh nghiệp, Luật Chứng khoán và các văn bản hướng dẫn hiện hành;
Law on Enterprises, Law on Securities and guidance documents
- Điều lệ Công ty Trách nhiệm Hữu hạn Chứng khoán Yunta Việt Nam (“Công ty”) và;
The Charter of Yunta Securities Vietnam Limited Company (“Company”)
- Biên bản họp HĐTV số 05-2023/BB-HĐTV-YSVN ngày 19/05/2023.
The meeting minutes of Council of Members no. 05-2023/BB-HĐTV-YSVN dated on 19 May 2023.

QUYẾT ĐỊNH
DECIDED

Điều 1/ Article 1: Thông qua việc sửa đổi, bổ sung một số điều của Quy định hoạt động của Hội đồng Quản lý rủi ro như tài liệu đính kèm.
To approve the amendment, supplement of the Term of reference (“TOR”) for Risk Management Committee (“RMC”) as document attached.

Điều 2/ Article 2: Hội đồng thành viên, Hội đồng Quản lý rủi ro, Ban Tổng Giám đốc, các phòng ban và cá nhân liên quan khác có trách nhiệm thi hành Quyết định này.
The Council of Members, Risk Management Committee, the Board of Management, the other related departments and individuals are responsible for implementing this decision.

Điều 3/ Article 3: Quyết định này có hiệu lực kể từ ngày ký.
This decision is effective from the signing date.

T/M. HỘI ĐỒNG THÀNH VIÊN
CÔNG TY TRÁCH NHIỆM HỮU HẠN CHỨNG KHOÁN YUANTA VIỆT NAM
ON BEHALF OF COUNCIL OF MEMBERS
YUANTA SECURITIES VIETNAM LIMITED COMPANY



Chao Jen Kai

Chủ tịch Hội đồng Thành viên
Chairman of Council of Members

TERMS OF REFERENCE DOCUMENT

SUBJECT: THE ESTABLISHMENT OF RISK MANAGEMENT COMMITTEE ("RMC (VN)") FOR YUANTA SECURITIES VIETNAM LIMITED COMPANY ("YUANTA VIETNAM")

DATE: APPROVED BY THE BOARD OF DIRECTOR ON 2018/03/22
REVISION APPROVED BY THE BOARD OF DIRECTOR ON 2019/03/14
REVISION APPROVED BY THE COUNCIL OF MEMBERS ON 2019/07/15
REVISION APPROVED BY THE COUNCIL OF MEMBERS ON 2020/02/17
REVISION APPROVED BY THE COUNCIL OF MEMBERS ON 2023/05/19

1. Introduction

This document outlines the objectives, scope and authority limits of the RMC (VN) within Yuanta Vietnam to facilitate timely, effective and quality decision making for effective administration and management of Yuanta Vietnam with regards to matters on trading and broking credit facilities and related limits.

The objectives, scope and limit of authority in this committee's Terms of Reference ("TOR") may be varied, amended, deleted and/or added to at the discretion of the RMC (VN), in the form of memo, circulars and/or new addition to the TOR.

2. Objective

The RMC (VN) is established as the credit approving and related decision-making committee for all trading limits and/or credit facilities extended under the equity broking businesses covering both retail and institutional clients, for example share margin facilities ("retail credit"), regular (collateralised trading) and cash trading accounts. The RMC (VN) will report to the Council of Members of Yuanta Vietnam ("COM (VN)") on the following key objectives:

1. To deliberate and approve all retail and institutional credit and/or trading limits within Yuanta Vietnam, for any single customer and/or customer group that are in excess of Vietnam's individual's delegated authorities.

3. Scope

The RMC (VN)'s key functions, activities and authorities shall include but not be limited to the following:

1. To deliberate and approve all retail and institutional credit and/or trading limits within Yuanta Vietnam, for any single customer and/or customer group, that are in excess of the individual delegated authorities and up to the delegated authority of RMC (VN).
2. To seek COM (VN)'s approval for permanent or intraday retail and institutional credit and/or trading limit beyond the limits of authority of RMC (VN).
3. To ensure that retail and institutional credit and/or trading limit approvals are compliant with the relevant regulatory and/or internal policies.



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4. Approval for existing and prospective customer and/or customer group listed in Yuanta Securities and/or Yuanta Vietnam's 'Declined List', Equity Broking's designated 'Negative List' counters and/or classified as high risk customers under Know Your Customer.
5. To assess capital requirement and commitment, prior to facilitating the granting of credit and/or trading facilities, as well as ensuring that the incremental credit and/or trading facilities are within both the regulatory and/or internal policies of Yuanta Vietnam.
6. To regularly review and assess credit performance of the account and recommend to COM (VN) on amendments or specific action plans, where deemed necessary.
7. To request, assess, review and comment on product and/or credit performance, as deem fit and relevant.
8. To approve establishment of new counter-party broking accounts.
9. Exception handling of all other related retail and institutional credit and/or trading matters that are not provided for herein.

4. Limits of Authority

1. The RMC (VN) shall be vested with the authority to use its discretion to discuss, deliberate and approve retail and institutional credit and/or trading matters for the best interest of Yuanta Vietnam and within its ambit without reference to the COM (VN) within the following monetary limits detailed in Appendix I.
2. For any matters beyond the ambit of the RMC (VN), greater than the stipulated limit above or in the event a dead-lock situation arises, such matters shall be passed to the COM (VN)'s approval for deliberation and decision.

5. Membership**5.1. Composition**

The composition of the RMC (VN) is designed to reflect the required representation to undertake day-to-day management decision making critical to the growth of Yuanta Vietnam. This representation is intended to include all relevant stakeholders of Yuanta Vietnam, ensuring that both the best interest of Yuanta Vietnam and that of its shareholders' are aligned accordingly.

The RMC (VN) shall consist of a minimum of three (3) members and a maximum of six (6) members and comprise the following members:

1. Head, Risk Management, Vietnam;
2. Chairman, Board of Controller, Vietnam;
3. Head, Retail Research, Vietnam;
4. Deputy Head, Institutional Research, Vietnam;
5. Chief Financial Officer, Vietnam; and
6. Designated Person from YSAF

The following and/or their respective alternates shall be **permanent invitees** to the meetings:

1. Members of the COM (VN); and
2. Chief Executive Officer ("CEO"), Vietnam.

5.2. Terms of Membership

1. The appointment of RMC (VN) members shall be subject to approval of the COM (VN).
2. Head, Risk Management, Vietnam shall be the Chairman of the RMC (VN).
3. Notwithstanding the above, the Head, Risk Management, Vietnam shall reserve the right to appoint any member of the committee as the alternate chairman, in his/her absence.
4. The RMC (VN) and/or its Chairman shall reserve the right to invite any personnel of Yuanta Vietnam and Yuanta Securities to attend and/or present at the RMC (VN) meeting, as and when deemed necessary.

5.3. Review of Membership

1. The membership of the committee shall be reviewed on an annual basis.
2. Continued membership shall be based on the following criterion:
 - a. Attendance of at least 75% of all RMC (VN) meetings for the financial year in review; and/or
 - b. As recommended by the Chief Executive Officer, Vietnam, at his/her discretion, to the COM (VN).

6. Administration

1. The secretary for the RMC (VN) shall be the Company Secretary of Yuanta Vietnam/an appointee of Head, Risk Management, Vietnam, to minute the proceeding of the meetings and to communicate the decisions of the RMC (VN) as well as to conduct the necessary follow through activities to ensure the efficient and effective administration of the RMC (VN) meeting.
2. Unless otherwise informed by the secretariat, RMC (VN) meetings shall convene, in person, at the time of meeting, within Yuanta Vietnam.
3. Notwithstanding the above, RMC (VN) meetings may be conducted through the following acceptable mode of meetings:
 - a. Tele-conference; and/or
 - b. Video conference; and/or
 - c. Any other mode of meeting, not prescribed above, shall be deemed acceptable, provided that the Chairman of the RMC (VN) and a majority of its members are agreeable.
4. The quorum of the RMC (VN) meeting shall consist of 100% of the voting membership of the RMC (VN).
5. In the absence of an RMC (VN) member, a member of the COM (VN) shall be delegated the voting rights of the absent RMC (VN) member.
6. RMC (VN) decisions shall be made by way of a unanimous vote with dissenting and/or abstention from voting by any members to be recorded.
7. Approval by resolution circulated by e-mail may be sought, with the date of the last signatory deemed as the official approval date.
8. The recommendations, findings and decisions of the RMC (VN) shall be documented for the COM (VN)'s and/or CC's review and ratification, where necessary.
9. The meeting minutes of the RMC (VN) shall be submitted to the next available COM (VN) and/or CC meeting for notation.
10. The RMC (VN) shall meet at least once every quarter or as and when required.

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Appendix I

Based on exchange rate VND/USD: 23,310

Approving Authority For Trading and Credit Limits of Single Customer/Customer Group

In VND	Full RMC and any 3 COM (VN) Members	RMC ^{1,2}	3 RMC Members ^{1,2}	2 RMC Members ²	Head, Risk Management
Margin (Credit Limit and Cash in Advance)	> Min (3.0% of Y, VND50.0B)	Min (3.0% of Y, VND50.0B)	Min (3.0% of Y, VND40.0B)	Min (3.0% of Y, VND30.0B)	Min (3.0% of Y, VND10.0B)
Cash (Trading Limit)	> Min (3.0% of Y, VND50.0B)	Min (3.0% of Y, VND50.0B)	Min (3.0% of Y, VND30.0B)	Min (3.0% of Y, VND20.0B)	Min (3.0% of Y, VND3.0B)

¹ Trading limits requests must include a non-objection from the CEO, Vietnam, in addition to meeting the necessary approving authority.

² Trading limits requests must include a non-objection from Head, Risk Management, in addition to meeting the necessary approving authority.

Note:

- In the absence of a RMC (VN) member, his/her approving authority is delegated to one other member of COM (VN).
- "Y" denotes YSVN's equity. For example, a limit of "Min (3% of Y, VND30.0B)" refers to the quantum equivalent to 3% of YSVN's equity or VND30.0 billion, whichever is lower.
- Cash In Advance is a service of YSVN, in which clients would like to use their sold amount before it is available for use. It is a short-term loan and a low-risk service.

