



GENERAL TABLE OF CONTENTS FOR AMENDING THE CHARTER OF HSC 2020

Amended or adjusted contents are underlined (for additional contents) or dashed (for canceled contents).

Compare in detail amendments of the Charter

Article	Clause	Contents of the Applicable Charter	Amended and supplemented contents	Notes (Legal basic)
Article 2 Name, legal status, head office, organisational structure and term of operation of the Company	Article 3	3. Head office of the Company: a) Address of head office: <u>Levels 5 &amp; 6</u> , AB Tower, 76 Le Lai, District 1, Ho Chi Minh City b) Telephone: (+84 8) 3823 3299 Fax: (+84 8) 3823 3301 c) Email: info@hsc.com.vn d) Website: www.hsc.com.vn	3. Head office of the Company: a) Address of head office: <u>Levels 2, 5 &amp; 6</u> , AB Tower, 76 Le Lai, District 1, Ho Chi Minh City b) Telephone: (+84 8) 3823 3299 Fax: (+84 8) 3823 3301 c) Email: info@hsc.com.vn d) Website: www.hsc.com.vn	Clause 2 Article 11 of Circular No. 210/2012/TT-BTC
Article 16 Rights of shareholders	Clause 1	<b>a) Right to attend the General Meeting of Shareholders:</b> <u>To attend</u> the General Meeting of Shareholders and to exercise the right to vote directly or through an authorised representative or <u>remotely</u> . The shareholders may authorise members of the Board of Directors to act on their behalf at the General Meeting of Shareholders.	<b>a) Right to attend the General Meeting of Shareholders:</b> <u>To attend and express opinions</u> at the General Meeting of Shareholders and to exercise the right to vote directly or through an authorised representative or <u>remotely in other forms provide by law or the Company Charter</u> . <u>Each ordinary share must carry one vote</u> . The shareholders may authorise members of the Board of Directors to act on their behalf at the General Meeting of Shareholders.	Clause 1(a) Article 114 of Law on Enterprises 2014
		<b>b) Right to vote:</b> - A shareholder may participate in the process of making decisions of the Company by way of exercising the right to vote at the General Meeting of Shareholders. - The right to vote may be exercised directly or through an authorized representative. An authorized representative shall be permitted to act on behalf of the shareholder in making decisions at the General Meeting of Shareholders. The Company shall not be permitted to prevent any shareholder from attending the General Meeting of Shareholders and, at the same time, must facilitate the shareholder in authorising his or her representative to attend the General Meeting of Shareholders at his or her request. All individuals may act as a representative, so long as they are duly authorized and are not subject to a restriction stipulated by Laws. The authorization for a representative to attend a General Meeting of Shareholders must be made in writing in the form stipulated by the Company and is not required to be notarized. <u>- The Company may widely use information technology for voting, including remote voting via a secured electronic system or voting via the internet or by telephone to facilitate shareholders in attending a General Meeting of Shareholders.</u> - Ordinary shareholders are not entitled to vote in the following cases: + Failure to pay in full for the shares; + Treasury shares; + Approval of transactions with related parties: where an ordinary share is owned by a shareholder being a Related Person of the Company, such shareholder shall not have the right to vote for transactions of the Company with the related party in which such shareholder is a party having, directly or indirectly, benefits; + A share which is acquired due to a breach of the provisions on purchase of shares in	<b>b) Right to vote:</b> - A shareholder may participate in the process of making decisions of the Company by way of exercising the right to vote at the General Meeting of Shareholders. - The right to vote may be exercised directly or through an authorized representative. An authorized representative shall be permitted to act on behalf of the shareholder in making decisions at the General Meeting of Shareholders. The Company shall not be permitted to prevent any shareholder from attending the General Meeting of Shareholders and, at the same time, must facilitate the shareholder in authorising his or her representative to attend the General Meeting of Shareholders at his or her request. All individuals may act as a representative, so long as they are duly authorized and are not subject to a restriction stipulated by Laws. The authorization for a representative to attend a General Meeting of Shareholders must be made in writing in the form stipulated by the Company and is not required to be notarized. <del>- The Company may widely use information technology for voting, including remote voting via a secured electronic system or voting via the internet or by telephone to facilitate shareholders in attending a General Meeting of Shareholders.</del> - Ordinary shareholders are not entitled to vote in the following cases: + Failure to pay in full for the shares; + Treasury shares; + Approval of transactions with related parties: where an ordinary share is owned by a shareholder being a Related Person of the Company, such shareholder shall not have the right to vote for transactions of the Company with the related party in which such shareholder is a party having, directly or indirectly, benefits; + A share which is acquired due to a breach of the provisions on purchase of shares in transactions for acquiring control or a breach of the compulsory provisions on tender offer;	Clause 1(a) Article 114 of Law on Enterprises 2014 (Moved to Clause 5 Article 28)

Article	Clause	Contents of the Applicable Charter	Amended and supplemented contents	Notes (Legal basic)
Article 28 Conditions for conducting a General Meeting of Shareholders	Clause 4	4. A shareholder <u>may attend</u> the General Meeting of Shareholders by one of the following ways: a) <u>attending in person at the meeting;</u> b) <u>sending its voting card by registered mail to the Board of Directors no later than one (01) day prior to the commencement of the meeting. In this case, head of vote-counting committee of the General Meeting of Shareholders has the right to open the voting card of such shareholder at the General Meeting of Shareholders;</u> c) <u>authorising other persons to attend the General Meeting of Shareholders. A shareholder being an organization which does not have an authorized representative as stipulated in Article 15.4 of the Law on Enterprises and Article 24 of this Charter is allowed to authorize other persons to attend the General Meeting of Shareholders.</u>	4. A shareholder shall be considered attending and voting at the meeting of the General Meeting of Shareholders in the following cases: a) <u>attending and voting directly at the meeting;</u> b) <u>authorising another to attend and vote at the meeting;</u> c) <u>attending and voting by video conferencing, or by another form of meeting;</u> d) <u>sending the vote to the meeting by mail, fax or email.</u>	Clause 2 Article 140 of Law on Enterprises 2024
	Clause 5	Not specified	5. The Company may widely use information technology for voting, including remote voting via a secured electronic system or voting via the internet or by telephone to facilitate shareholders in attending a General Meeting of Shareholders.	Clause 2(c) Article 140 of Law on Enterprises 2014 Clause 3, Article 8 of Decree No. 71/2017/NĐ-CP
Article 29 Procedures for conducting a General Meeting of Shareholders	Clause 12	12. In this Charter (unless the context requires otherwise), all shareholders shall be deemed to attend the meeting at the Official Venue of the Meeting.	<del>12. In this Charter (unless the context requires otherwise), all shareholders shall be deemed to attend the meeting at the Official Venue of the Meeting.</del>	Conflict with above regulations. Once it is the right of a shareholder, the shareholder has the right to choose.
Article 31 Adoption of resolutions of the General Meeting of Shareholders	Clause 5	5. Resolutions <u>which are passed at a</u> General Meeting of Shareholders with the number of shareholders or authorised representatives of shareholders <u>representing one-hundred percent (100%) of the total shares with voting rights</u> shall be valid and effective, even when <u>the sequence or procedures of convening the meeting, the agenda of the meeting or the formality of such meeting is not in compliance with</u> the Laws.	5. Resolutions of the General Meeting of Shareholders <del>with the number of shareholders or authorised representatives of shareholders representing</del> <u>adopted by shareholders owning one-hundred percent (100%) of the total number of voting shares must</u> be valid and effective, even when <u>the order or procedures for passing such resolutions fail to comply with</u> the Laws.	Clause 2 Article 148 Law on Enterprises 2014



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No. 11/2020/TT- HĐQT

Ho Chi Minh City, 08 June 2020

## THE 2019 ANNUAL GENERAL MEETING PROPOSAL

*Subject: Amendments and Supplements of HSC Charter*

*Pursuant to:*

- *The Law on Enterprises No.68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2014 and the documents guiding the implementation of Law on Enterprise;*
- *The Law on Securities No.70/2006/QH11 issued by the National Assembly of the Socialist Republic of Vietnam on June 29, 2006 and Amendment, Law amending and supplementing a number of articles of Securities Law No.62./2010/QH12 issued by the National Assembly of the Socialist Republic of Vietnam on November 24, 2010 and some documents guiding the implementation of Securities Law;*
- *HSC Charter according to the AGM Resolution No.01/2019/NQ-ĐHĐCĐ dated April 25, 2019,*

The Board of Directors (*the "BOD"*) would like to submit the amendments and supplements of HSC Charter to the Annual General Meeting (*"the AGM"*) for your respective approval.

1. To approve the amendments and supplements of HSC Charter (*Attached The contents of amendments and supplements of HSC Charter*)
2. To authorize the BOD to amend the articles of HSC Charter, which covered the approval of the AGM.
3. To authorize the Legal Representative to sign the amended HSC Charter.

The amended HSC Charter shall be effective from the date of the State Securities Commission's approval referring to the adjustment of address of HSC head office. The current version of HSC Charter approved dated April 25, 2019 shall be replaced.

The BOD would like to submit to the AGM for your respective approval.

**For and on behalf of the Board of Directors  
CHAIRMAN**



**ĐỖ HÙNG VIỆT**

**To:**

- As mentioned above;
- BOD Office for record,