

No.11/2021/TT- HĐQT

Ho Chi Minh City, 31 March 2021

THE 2020 ANNUAL GENERAL MEETING PROPOSAL

Subject: Amendments of HSC's Internal Regulations on Corporate Governance

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.01/2020/NQ-ĐHĐCĐ dated June 23, 2020,*

Since January 01, 2021, due to the effect of many important legal documents, operations of securities companies in general and Ho Chi Minh City Securities Corporation ("HSC") in particular were impacted. Specifically:

- Law on Securities 2019 (*effective from 01/01/2021*)
- Law on Enterprises 2020 (*effective from 01/01/2021*)
- Decree No. 155/2020/ND-CP relating to detailed regulations on a number of articles of the Law on Securities (*effective from 01/01/2021*)
- Circular No. 116/2020 / TT-BTC guiding a number of articles of corporate governance applying to public companies in Decree No. 155/2020/ND-CP (*effective from February 15, 2021*)
- Circular No. 121/2020 / TT-BTC regulating the operation of securities company (*effective from 15/02/2021*)

In addition, Decree 155/2020 / ND-CP requires public companies to develop internal regulations on corporate governance to submit to the General Meeting of Shareholders for approval at the nearest meeting from the effective date of this Decree. Therefore, to update and amend HSC's Internal Regulations on Corporate Governance that meet the legal requirements are necessary.

The Board of Directors (*the "BOD"*) would like to submit the amendments of HSC's Internal Regulations on Corporate Governance to the Annual General Meeting (*"the AGM"*) for your respective approval.

1. To approve the amendments of HSC's Internal Regulations on Corporate Governance (*Attached the contents of amendments of HSC's Internal Regulations on Corporate Governance*)

2. To authorize the BOD to amend the articles of HSC's Internal Regulations on Corporate Governance, which covered the approval of the AGM.
3. To authorize the Chairman to sign HSC's amended Internal Regulations on Corporate Governance. HSC's amended Internal Regulations on Corporate Governance shall be effective from the date of FY2020 AGM's approval. The current version of HSC's Internal Regulations on Corporate Governance approved by AGM Resolution No. 01/2018/NQ-DHĐCĐ dated April 28, 2018 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



DO HUNG VIET

To:

- As mentioned above;
- BoD Office for record,

