

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Amendments to the Regulations on Operations of the Board of Directors

Based on:

- 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;
- Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities;
- Circular No. 121/2020/TT-BTC dated 31 December 2020 issued by the Ministry of Finance regulating the operation of securities companies;
- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of articles of corporate governance applying to public companies in Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities;
- Regulations on Operations of the Board of Directors of Ho Chi Minh City Securities Corporation approved by the General Shareholders Meeting on 22 April 2021,

Decree No. 155/2020/ND-CP dated 31 December 2020, effective 01 January 2021 requires all listed companies to issue their Regulations on Operations of the Board of Directors which are approved by the coming general shareholders closest to the effective date of the Decree. To fully comply with the aforesaid regulations, HSC had its Regulations on Operations of the Board of Directors drafted and approved by the general shareholders meeting on 22 April 2021 under a pressing manner.

After short period of enforcement, there is a need to refresh the whole Regulations on Operations of the Board of Directors to ensure specifichness, consistency, avoidance of overlaps, compliance with applicable regulations and best practice in the market, establishing framework for the governance and management of the Company in coming time.

The Company's Regulations on Operations of the Board of Directors has been newly drafted using the template attached to Circular No. 116/2020/TT-BTC dated 21 December 2020 to achieve the need as mentioned above.

On that basis, the Board of Directors of Ho Chi Minh City Securities Corporation hereby submit to the General Shareholders Meeting for approval of the following:

1. The new Company Regulations on Operations of the Board of Directors with all replacement, changes and supplements have been described in the attachment (please see Table of Detailed Changes to Regulations on Operations of the Board of Directors 2022).
2. The new Company Regulations on Operations of the Board of Directors shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company's Regulations on Operations of the Board of Directors approved by the General Shareholders Meeting on 22 April 2021.
3. The Chairman shall be entitled to sign and issue the Regulations on Operations of the Board of Directors.

4. The Chief Executive Officer shall be delegated to complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



A handwritten signature in blue ink, appearing to read "Johan Nyvene", written over the red stamp.

JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*