

**INSTRUCTION**  
**PARTICIPATING AND VOTING**  
**HO CHI MINH CITY SECURITIES CORPORATION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022**

**SECTION 1: ABBREVIATION AND GLOSSARY**

1. **HSC:** Ho Chi Minh City Securities Corporation or the Company
2. **Shareholder:** Individuals or institutions who/ which own at least 01 (one) ordinary share of HSC and whose names are listed in the list of shareholders who are entitled to attend annual general meeting of HSC provided by Vietnam Securities Depository Center.
3. **AGM:** FY 2022 General Meeting of Shareholders of HSC
4. **Charter:** The current charter of HSC issued on 08 August 2022
5. **Internal regulations on corporate governance:** Internal regulations on corporate governance of HSC issued on 08 August 2022
6. **VSD:** Vietnam Securities Depository Center
7. **Organizing Committee:** The Organizing Committee consists of members nominated by the Company to carry out work related to organizing the Annual General Meeting.
8. **Presidium:** The Presidium consists of the Chairman and members nominated by the Board of Directors and approved by the Annual General Meeting. The Presidium is responsible for directing the General Meeting according to the meeting agenda approved by the Annual General Meeting.
9. **Vote Counting Committee:** The Vote Counting Committee consists of a head and members nominated by Chairman of the Presidium and approved by the Annual General Meeting. The Vote Counting Committee is responsible for guiding shareholders on how to vote; record, summarize and report the vote counting results to the Chairman and prepare minutes of vote counting and report to the Annual General Meeting.
10. **Secretariat:** The Secretariat consists of 02 (two) members appointed by the Chairman. The Secretariat is responsible for recording fully and truthfully all the contents of the Annual General Meeting in the Meeting Minutes, preparing a Resolution on the contents approved by the Annual General Meeting, summarizing opinions of shareholders and submitting them to the Presidium.
11. **System:** The software used to organize virtual annual general meeting and the electronic voting software at <https://agm.hsc.com.vn>.
12. **Instructions:** Instructions on registration and attendance of FY 2022 AGM of HSC.

**SECTION 2: INFORMATION ON THE AGM**

1. The AGM: Annual Meeting of Shareholders FY 2022
2. Meeting format: Online
3. The last registration date to close the list of shareholders: 29 March 2023
4. Invitation release date: 03 April 2023

Meeting invitation letter: The meeting invitation letters are sent to the emails of shareholders registered at VSD. In the situation that shareholders do not have emails, the invitations will be mailed using guaranteed services to the address of the shareholders registered at VSD.

5. Date of publishing meeting documents: 03 April 2023  
Meeting documents: All meeting documents are posted on HSC's website at <https://hsc.com.vn/en/meeting-of-shareholders> or <https://agm.hsc.com.vn/> . Shareholders have the right and responsibility to access to download documents before attending the meeting.
6. Vote counting: The counting of votes is made statistically by the system under the witness and confirmation of the Vote Counting Board.
7. Contents to be approved at the AGM:
  - a) Agenda of the AGM
  - b) The Presiding Board Members of the AGM and The Vote Counting Committee
  - c) The Board of Directors' 2022 Performance Report
  - d) The Board of Directors' 2022 Performance Assessment Report
  - e) CEO's Report on the Company's 2022 Results and Performance
  - f) Business Plan 2023
  - g) The Board of Supervisors' Report on Company's operation 2022
  - h) Additional election of member of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025)
  - i) The Audited financial statements 2022
  - j) Profit distribution plan 2022
  - k) Dividend rate of 2nd dividend payment in 2022
  - l) Dividend plan 2023
  - m) Selection of auditing firms for FY 2023
  - n) BOD & BOS Budget 2023
  - o) Removal of member of the Board of Directors, the Board of Supervisors and list of candidates to nominate as member of the Board of Directors, the Board of Supervisors

### **SECTION 3: RELATED PROVISIONS**

(This section contains related provisions in the Company's Charter and Regulations)

#### **1. Registration and authorization to attend the AGM**

1. Conditions for attending the AGM:
  - a) Shareholders entitled to attend the AGM are shareholders whose names are on the list of shareholders provided by VSD at the last registration date to close the list of shareholders.
  - b) Shareholders access the meeting via the link in the Invitation Letter, choose to log in as a shareholder with the login name "Registration number, ID card number". Shareholders are confirmed to attend the meeting after authenticating and logging into the System by one of the following methods:
    - Verify information of ID card/ passport that used to register to open a securities account which has HCM share(s) via eKYC;
    - Authentication via OTP sent via SMS/ Email registered in the shareholder list.
2. Authorization to attend the AGM:
  - a) Shareholders could authorize one of the seven (07) members of the Board of Directors to attend the AGM.
  - b) Shareholders may authorize another individual or institution to attend the AGM. The

authorization to attend the AGM is as follows:

- Individual shareholder: Authorizes the entire number of shares that the shareholder owns to only one other individual to attend and vote on behalf of the shareholder at the AGM.
- Local institutional shareholder: Authorizes the entire number of shares that the shareholder owns to up to two (02) representatives to attend and vote on behalf of the shareholder at the AGM.
- Foreign institutional shareholder: Authorize the entire number of shares that the shareholder owns to the representative organization to attend and vote on behalf of the shareholder at the AGM.

To authorize, shareholders must provide all required information of the authorized individual or organization: full name, identity card number/ citizen identification card number/ passport number/ business registration number, contact phone number, address. This information are also required for the purpose of granting login code (user), password and other identifiers (if any) to the authorized individual or organization to attend the AGM.

- c) The authorization is considered valid and legally valid when the following conditions are satisfied:
  - The authorization must be made in writing (Proxy Letter provided by HSC, or existing notarized document or other document signed by both parties), which contains full information of the individual/organization authorized by the shareholders, the number of authorized shares, signed and seal (organization) of the authorizing party and the authorized party; and
  - The Company receives a valid authorization document (original/scanned copy) no later than 18 April 2023 by post and/or by email.
- d) When the authorization meets the conditions stated at point c above, access information to attend the online AGM will be sent to the authorized party via SMS/ email the authorized party provided.
- e) Cancellation of authorization: In case shareholders want to cancel the previous valid authorization, shareholders must send an official written request to cancel the authorization to the Company by 20 April 2023 by post and/or by email. The cancellation of authorization takes effect from the time the Company receives a valid written request from the shareholders.
- f) In situation that a shareholder gives the provided access information to another person to use to register to attend the meeting, it is automatically considered that the shareholder has directly attended the meeting.

## **2. Conditions for holding the AGM**

1. Pursuant to Article 28 of the Company's Charter, an Annual General Meeting is successfully held when there are shareholders and authorized parties representing 50% or more than 50% of the total voting shares of HSC registered to attend the meeting.
2. In situation that shareholders and authorized parties registered to attend the AGM by 3:00 pm represent less than 50% of the total voting shares of HSC on 25 April 2023, the Chairman shall declare that the first AGM is unsuccessfully held due to failure to meet the quorum.
3. The AGM shall be held for the second time when there are shareholders or authorized parties representing 33% or more than 33% of the total voting shares of HSC registered to attend.
4. In situations when force majeure events (including but not limited to natural disasters, fires, power outages or internet connection failures, technical problems at the venue where the Chairman administers the AGM) take place continuously during the time the AGM and cannot be resolved, the Chairman may declare to postpone the AGM for a period of not more than three (03) working days from the initially intended date of the AGM. In this situation, the electronic voting results of the shareholders who have voted will remain valid and be kept

confidential by the System until the time of vote counting for each content in the meeting agenda.

### **3. Obligations of shareholders**

Shareholders attending the online AGM must prepare and use electronic devices that can connect to the internet to meet the requirements of image and sound transmission to follow the progress of the meeting.

### **4. Discussion and expression of opinions during the AGM**

1. Shareholders shall express opinions and discuss contents of the AGM via electronic means following the direction of the Chairman and guidance of the Organizing Committee during the course of the AGM.
2. Shareholders can send questions/opinions to the Chairman via the chat box of the System or through other methods instructed by the Organizing Committee. The Secretariat is responsible for collecting the questions/ opinions of Shareholders and transferring them to the Chairman.
3. Shareholders are recommended to send short questions/opinions that are appropriate to the agenda of the AGM. The Chairman has the right not to answer questions that are unrelated to the agenda of the AGM. In situation that the discussion time exceeds the time specified in the meeting agenda, the unanswered questions will be recorded by the Secretariat, the Presidium will reply the shareholders via email or other appropriate forms.

### **5. Voting Process**

1. Form of voting:  
Shareholders shall vote via electronic voting at the System to approve contents of the meeting agenda.
2. Voting time:
  - a) From 18 April 2023 to the end of voting time: Shareholders access the System to exercise their votes on contents of the meeting agenda.
  - b) The end of voting time shall be determined according to announcement of the Chairman.
  - c) If shareholders have voted but want to change their opinions, the shareholders must change their votes before the end of voting time. Voting opinions of shareholders recorded by the System by the end of voting time shall be valid and recorded in the vote counting results.
  - d) Voting results are calculated and recorded right at the time shareholders conduct electronic voting; therefore, internet disconnection (if any), only affect unvoted contents.
3. Voting method:
  - a) Shareholders use their access accounts and OTP codes to log into the System to vote on contents of the meeting agenda. Shareholders must mark one (01) out of three (03) options as "agree", "disagree" or "no opinion" for each issue or content to be approved. After shareholders confirm their selected options, the System will record the results.
  - b) Shareholders shall vote on the followings when attending the online AGM
    - Part 1:  
Vote to approve the AGM's agenda, the composition of the Presidium and the Vote Counting Committee.
    - Part 2:  
Vote to approve removal of members and list of candidates to nominate as member of the BOD and BOD.

Additional election member of the BOD and the BOS.

- Part 3:

Vote to approve the contents of reports and proposals.

- Part 4:

Vote to approve the AGM Meeting Minutes.

- c) If shareholders do not vote on contents during the voting time for any reason including network problems and/or technical problems, the shareholders are considered not participating in voting on the contents.
- d) Shareholders may vote on additional issues/ contents that arise but not included in the submitted meeting agenda. If shareholders do not vote on the arising issues, the shareholders are considered not participating in voting on the issues/ contents.
- 4. Validity of voting ballot: A valid vote is a vote of a shareholder or an authorized party who participates in voting, with one (01) out of three (03) voting options selected and recorded by the System.
- 5. Vote counting method:
  - a) The voting quorum of each voting content is the total number of shares represented by shareholders and authorized parties who have successfully logged into the System before the time the AGM conducts online voting on that content and vote on that content.
  - b) The System will record the number of “agree”, “disagree” and “no opinion” votes for each content and generate Vote Counting Minutes for the contents voted at the AGM.
  - c) Vote counting results will be announced immediately after the end of voting time.

**6. Approving the AGM Resolution**

Based on the voting results at the AGM, the Chairman issues an AGM Resolution on the contents approved by the AGM in accordance with Clauses 2 & 3, Article 31 of the Company's Charter.

**7. Approving the Minutes of the AGM**

Minutes of the AGM is prepared and approved in accordance with Article 34 of the Company's Charter and Article 16 of the the Company's Internal Regulations on Corporate Governance.

**SECTION 4: IMPLEMENTATION**

- 1. The Instruction is amongst the AGM documents published on HSC's website.
- 2. All shareholders and authorized parties must follow this Instruction and the direction of the Presidium to attend and vote at the AGM.