



Hochiminh City Securities Corporation (HSC)

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Ho Chi Minh City, 08 June 2020

## THE 2019 ANNUAL GENERAL MEETING PROPOSAL

*Subject: HSC Regulations on Conducting Virtual Annual General Meeting and Online Voting*

*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 HSC Regulations on Conducting Virtual General Meeting and Online Voting to the Annual General Meeting (*"the AGM"*) for your respective approval.

1. To approve HSC Regulations on Conducting Virtual General Meeting and Online Voting (*Attached Regulations on Conducting Virtual General Meeting and Online Voting*)
2. To authorize Chairman to sign and to issue HSC Regulations on Conducting Virtual General Meeting and Online Voting.

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,



## DRAFT

# REGULATIONS ON CONDUCTING VIRTUAL GENERAL MEETING AND ONLINE VOTING HO CHI MINH CITY SECURITIES CORPORATION

Pursuant to:

- *The Law of Enterprise 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 of 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 National Assembly of Socialist Republic of Vietnam on November 24<sup>th</sup>, 2010 and some documents guiding the implementation of Securities Law;*
- *HSC Charter approved at the AGM Resolution No. 01/2019/NQ-DHDCD dated April 25<sup>th</sup>, 2019*

## CHAPTER I GENERAL PROVISIONS

### Article 1. Scope of regulation and subjects of application

1. The regulation on conducting virtual general meeting of Ho Chi Minh City Securities Corporation (the “Regulation”) regulates the conducting of virtual annual and extraordinary general meetings and online voting of Ho Chi Minh City Securities Corporation (“HSC” or the “Company”).
2. The Regulation is applicable to HSC’s shareholders and their proxyholders who participate in virtual general meetings of the Company.

### Article 2. Interpretation of terms

In this Regulation, the terms below are construed as follows:

1. **Online voting** means that shareholders can exercise their voting rights on computers or other internet-connected electronic devices through an application software selected by the Company.
2. **In-person voting** means that shareholders exercise their voting rights in person at general meetings.

3. **Virtual general meeting** means the Company's annual general meeting or extraordinary general meeting which is conducted in a form that shareholders can view the meeting, participate in discussions and exercise their voting rights online.
4. **General meeting** means an annual general meeting or an extraordinary meeting of the Company. General meeting can be held in either one of the two following forms:
  - a. **Fully virtual general meeting** means the Company's annual general meeting or extraordinary meeting that is held in a form of a virtual-only general meeting; or
  - b. **Partially virtual general meeting** means the Company's annual or extraordinary general meeting in which shareholders or their proxyholders can attend either in person or virtually. In the latter case, shareholders still have rights and are facilitated to exercise their voting rights and other rights and participate in discussions online as other shareholders and proxyholders who are attending the meeting in person.
5. **System** means the virtual meeting and online voting application software that is selected by the Company for the purpose of conducting virtual general meeting.
6. **Record date** means a business day in which the Vietnam Securities Depository Center ("VSD"), as instructed by the Company, fix the list of eligible shareholders who are entitled to the right to attend General meeting in accordance with the notices of the Company, the VSD and applicable laws.
7. **Force majeure events** mean events that occur in an objective manner and beyond control of the person who called of general meeting and Chairman of General meeting and that are not foreseeable and are not be remedied by all possible and admissible measures being taken.
8. **Representative organization** means a depository member of the VSD where foreign shareholders open their custodian accounts and that is authorized by foreign shareholders to exercise their online voting rights via the application software selected by the Company.
9. **Rules** mean the rules set by the party selected by the Company to provide online voting service. The rules can be amended and/ or supplemented from time to time.

## CHAPTER II

### VIRTUAL GENERAL MEETING ATTENDANCE

#### **Article 3. Virtual General meeting organization and voting rules**

1. Based on the Company's situation and in compliance with regulations on conducting general meeting and applicable laws, Virtual general meetings will be organized in circumstances including but not limited to the followings:
  - a. Diseases, natural disasters or restrictions on domestic and/ or international travels.
  - b. Social distancing or lockdown required by government authorities.
  - c. Other objective reasons and/ or circumstances that lead to a decision of the

Company's Board of Directors that it is not convenient and/ or impossible to conduct an in-person General meeting or a General meeting in the form of written ballot.

2. Voting rule:
  - a. In the situation of a Fully virtual general meeting: Online voting is adopted.
  - b. In the situation of a Partially virtual general meeting: Both online voting and in-person voting are adopted. Particularly:
    - i. Shareholders who attend the General meeting in person must exercise their voting rights in person. If the shareholders use online voting, their online votes are rendered invalid;
    - ii. Shareholders who registered to attend the General meeting virtually will use the Online voting.
  - c. To vote on new matters that are not included in the meeting agenda, subject to approvals of the Chairman of the presidium and the General meeting, shareholders, depending on their forms of meeting attendance, can exercise their voting rights in accordance with the rules stipulated in the provision b of this article.

#### **Article 4. The organization of General meeting and Online voting**

The organization of a General meeting and its Online voting as stipulated in this Regulation, as allowed by applicable laws, must be conducted adequately following the same process and in a sufficient length of time as if it were held in the form of an in-person General meeting and must be in compliance with conditions on organization of General meeting stipulated in the Company's Charter and applicable laws.

#### **Article 5. Conditions for Virtual general meeting attendance and proxy**

1. Conditions for attendance:
  - a. Shareholders who are in the list of shareholders fixed by VSD on the Record date, which was announced by the Company.
  - b. Eligible shareholders who activated their login accounts as notified and instructed by the Company.
2. Eligible shareholders can attend the General meeting themselves or authorize other people to attend the meeting on their behalf and exercise the Online voting as stipulated in this Regulation.
3. Proxy and Online voting are regulated as follows:
  - a. Shareholder who is individual: must authorize the entire rights that the shareholder has to only one person to attend the General meeting and exercise voting right on his or her behalf.
  - b. Shareholder which is a local legal entity: must authorize the entire rights that the shareholder has to not more than three (03) representatives to attend the General meeting and exercise voting right on its behalf.

- c. Foreign shareholder: must authorize the entire rights that the shareholder has to only one Representative organization to attend the General meeting and exercise voting rights on the shareholder behalf.
  - d. Shareholders must provide all information required to do proxy, especially information of proxy holders, including: full name, identity number, passport number, business registration number, phone number, and address. The Company requires the information to assign proxy holders user names, passwords and other identity factors (if any).
4. The validity of proxy: A proxy is only valid when it meets all of the following conditions:
    - a. The eligible shareholder filled in the Company's online proxy form and completed online proxy procedure.
    - b. A printed online form that contains all required information of both shareholder and proxy holder must be signed off and sealed (if the shareholder is a legal entity) by both shareholder and proxy holder.
    - c. The Company received the completed proxy form five (05) business days before the date of the General meeting.
  5. After the proxy became valid as stipulated in the clause 4, the Company will provide the proxy holder necessary information based on the information on the proxy statement to log in to attend the General meeting and exercise online voting.
  6. In the situation that eligible shareholder wants to terminate a proxy to attend a General meeting and exercise voting right on the shareholder behalf, the shareholder must notify the Company in writing three (03) days before the date of the General meeting.

#### **Article 6. Attendance registration for Virtual general meeting**

1. The Company will send Virtual general meeting invitations to shareholders that contains instruction and a link to attendance registration and the General meeting documents.
2. Registered shareholders will access to the System via the link provided in the meeting invitation and fill in the information that was registered with the VSD. The shareholders must bear the full responsibility for the registered information including the followings:
  - a. Full name.
  - b. Phone number.
  - c. Ownership registration number (identity number or passport number, business registration number, foreign investor number).
  - d. Address.
3. After successful registration, the System will automatically send message containing user name and password to the shareholder's phone. The shareholder can log in the System using the information provided to attend the General meeting.
4. Eligible shareholders who did not register their phone numbers with the VSD shall not be permitted to attend Virtual general meeting but can attend in-person General

meeting in the situation of a Partially virtual general meeting.

5. If shareholders want to register or change their registered phone numbers or other identity information, they must do so at the depository member of the VSD where the shareholders opened their accounts before the Record date.
6. The Company shall not take any responsibility for the information provided by shareholders and for the situation in which shareholders failed to register or update their information at the depository members where the shareholders opened their accounts in a timely manner.
7. The registration for attendance and Online voting must be carried out in compliance with instructions stipulated in this Regulation.

### **CHAPTER III**

#### **PROCEEDINGS OF A VIRTUAL GENERAL MEETING**

##### **Article 7. Rights and obligations of shareholders in attending Virtual general meeting**

1. Registered shareholders are eligible to attend and exercise their voting rights on matters governed by a General meeting and in compliance with applicable laws, the Company's Charter and this Regulation.
2. Eligible shareholders would be able to give speeches and participate in discussions in a General meeting as stipulated in the chapter 9 of this Regulation.
3. Registered shareholders are responsible for internet connection and information technology readiness to allow them to attend a General meeting un-interruptedly.
4. In the situation that foreign shareholders which are legal entities appoint Representative organizations as proxyholders, the shareholders and the proxyholders are responsible for the proxy and the result of the voting exercised via the account provided. Legal representatives of foreign shareholders are the ultimate responsible parties for conducting the rules and regulations stipulated in this Regulation.
5. Registered shareholders are responsible for the confidentiality of the user names, passwords and other identity information (if any) provided to them to ensure that only eligible shareholders have rights to attend and vote in the System. Shareholders' online voting results officially announced by the Company are deemed to reflect true and objective will of the shareholders. Shareholders bear full legal responsibility before the Law and the Company's for results of the voting exercised via their accounts in the System.
6. Registered shareholders are responsible for notifying the Company when their account information and identity information were lost, leaked, or doubted to be leaked. Upon receiving shareholders' notifications, the Company will immediately block the login accounts and security tokens. Shareholders bear full responsibility for any loss and damage resulted from information loss and leak that occurred before the Company received shareholders' notifications and that were on the part of shareholders.
7. Registered shareholders and proxyholders authorize the Company to disclose their

information to a third party which provides the System for the organization of Virtual general meeting and Online voting for its support for shareholders to exercise their rights during the attendance of Virtual general meeting and the Online voting.

#### **Article 8 Recordation of shareholder attendance in Virtual general meeting**

1. Registered shareholders are recorded as attended Virtual general meeting after they successfully logged in the System following the attendance registration instruction and using the information provided to them as stipulated in the article 6 of this Regulation.
2. The recorded attendances of shareholders via the System have the same legal validity as the in-person attendance of shareholders an In-person general meeting. Likewise, Online voting results have the same legal validity as in-person voting results.
3. The System will start to record shareholder attendances in a Virtual general meeting sixty (60) minutes before the official starting time or an earlier time as stated in the meeting invitation the Company sent to shareholders.
4. In the situation of a Fully virtual general meeting, the total number of shareholder attendances in the meeting is the number of shareholders who successfully logged in the System as stipulated in the article 6 of this Regulation. In the situation of a Partially virtual general meeting, the number of shareholder attendances is the total of shareholders who successfully logged in the System and shareholders attended the meeting in person.

#### **Article 9. Use of the floor by shareholders in a Virtual general meeting**

1. Shareholders attending a Virtual general meeting would be able to give speeches and participate in discussion via live audio and video channels connected with the meeting organizers or via another regulated form of communications.
2. Meeting secretariat will organize discussion topics of shareholders in chronological order and submit the topics to the Chairman of the presidium.
3. Shareholders are urged to speak concisely within the time allocated to each speaker and stick to the items on the approved meeting agenda and contents.
4. The Chairman or a member of the presidium appointed by the Chairman will answer shareholders' questions based on the topics raised. Questions that are not directly related to the meeting contents or are not answered due to the shortage of time will be gathered by the Chairman and answered in writing on the Company's website.

#### **Article 10. Online voting rule**

1. For each matter to be voted in a Virtual general meeting and set in the System, shareholders can select one of three options: "agreed", "not agreed" and "abstained". After shareholders made selection and verified their votes, the System will automatically record the voting results.
2. Online voting is only valid after shareholders successfully registered their attendances as stipulated in this Regulation.

3. Online voting is carried out at the time of a Virtual general meeting and progresses along with each matter that needs to be voted in the meeting. Shareholders exercise their Online voting following the instruction of the Chairman or the moderator of the meeting on matters that need to be voted as stated in the meeting agenda and contents and the Company's Charter.
4. In the situation that attending shareholders did not exercise their Online voting on all matters that need to be voted in a Virtual general meeting, the shareholders shall be deemed to have "no opinion" on the un-voted matters.
5. In the situation that new matters that are not included in a meeting agenda and contents arise, attending shareholders will vote on the supplementary matters. If attending shareholders did not vote on the supplementary matters, they are deemed to have no opinion on the matters.

#### **Article 11. Timing of Online voting**

1. The timing of Online voting on each matter will be directly notified by the Chairman of the presidium.
2. During the allocated time for Online voting, shareholders can change their selections but shall not be able to repeal their voting results including their voting results on supplementary matters. At the end of each Online voting time allocated to each matter, the System will automatically tally the votes recorded in that voting time and will not consider additional votes on that matter from shareholders.
3. In the situation that shareholders are disconnected before the end of an Online voting time, the System will only record the votes that the shareholders had exercised before the disconnection. If the shareholders re-connect before the end of the voting time, they shall be able to vote on the matter being voted as directly notified by the Chairman of the presidium as well as other matters that the General meeting has not voted.

#### **Article 12. Vote counting minutes**

1. At the end of Online voting time, the System will automatically tally the number of votes recorded in the System by the number of "agreed" votes, the number of "not agreed" votes, and the number of "abstained" votes and generate vote counting minutes for each matter voted by shareholders.
2. Voting result of each matter in a Fully virtual general meeting is the number of valid votes on each matter of all shareholders attending in that meeting.
3. Voting result of each matter in a Partially virtual general meeting is the number of valid votes on each matter of both shareholders attending in the virtual meeting and shareholders attending the meeting in person.

#### **Article 13. Announcement of voting result**

1. Voting Board, which is comprised of people who are appointed at a Virtual general meeting, is authorized by the general meeting to open and summarize Online voting



result.

2. Online voting result will be recorded by the System at the end of voting time and is reflected on the vote counting minutes, which are filed in the data warehouse of the Company.
3. Based on vote counting minutes, the Voting Board will inspect, summarize and report the voting result of each voted matter to the Chairman of the presidium. The voting results will be announced by the Chairman before the closing of the meeting.

#### **Article 14. The pass rate of voted matter in a Virtual general meeting**

The pass rate of a matter voted in a Virtual general meeting is the same as the pass rate of a matter voted in an In-person general meeting as stipulated in the Company's Charter.

#### **Article 15. Virtual general meeting minutes and resolution**

1. A Virtual general meeting's venue which is stated in the meeting minutes is the location where the Chairman of the presidium was present to direct the meeting. The location must be within the Vietnamese territory.
2. Minutes and resolution of a Virtual general meeting shall be prepared following the same process used to prepare the minutes and resolution of an In-person general meeting. The process is stipulated in the Company's Charter and in accordance with this Regulation.

#### **Article 16. Filing meeting documents**

The Company shall file all documents and records that are related to and arising from a Virtual general meeting in compliance with applicable laws and internal regulation of the Company, including documents and records that are prepared in and extracted from the System and paper documents (if any).

#### **Article 17. Force majeure events**

1. During a Virtual general meeting, force majeure events such as natural disaster, fire, power outage, loss of internet connection, or other technical issues might occur at the location where the Chairman of the presidium is directing a Virtual general meeting, and other instructions or requirements of the Government or other government authorities.
2. In the situation that a force majeure event occurs for more than sixty (60) minutes since the Virtual general meeting was being carried out and cannot be remedied, Chairman of the presidium can postpone the General meeting and all matters (if any) voted before the postpone decision shall be repealed. The Virtual general meeting will be resumed no later than three days after the postpone decision and all matters will be voted again by shareholders.

## **CHAPTER IV: IMPLEMENTATION PROVISIONS**

### **Article 18. Assigning and authorizing the Board of Directors**

1. The Board of Director will coordinate with the Chief Executive Officer to implement this Regulation and, when necessary, issue regulatory documents and detailed instructions on the implementation of the Regulation.
2. The Board of Directors is authorized to determine the form of a General meeting.
3. The Board of Directors is authorized to select the service provider of application software, system, and data that are required to conduct a Virtual general meeting and Online voting. The Board of Directors is also authorized to amend and/ or supplement this Regulation in accordance with applicable laws.

### **Article 19. Effectiveness**

1. This Regulation is comprised of four (04) chapters and nineteen (19) articles and shall be of full force and effect right after it was passed by the General meeting.
2. Matters that are related to the organization of a Virtual general meeting and Online voting that are not mentioned in this Regulation shall be implemented in compliance with applicable laws, the Company's Charter, and the Company's internal policies and regulations.
3. In the situation in which amendments of the Company's Charter and/ or changes in applicable laws that lead to differences between regulations stipulated in this Regulation and the amended Company Charter and/ or new laws, the amended Company Charter and new laws shall prevail.
4. Shareholders, individuals and organizations attending General meeting and exercising Online voting of the Company are regulated by this Regulation.

**ON BEHALF OF GENERAL MEETING  
CHAIRMAN OF THE BOARD OF DIRECTORS**