

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

Subject: Amendments to the Internal Regulations on Corporate Governance

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

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**



JOHAN NYVENE

To:

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