



No.07/2019/TT- HDQT

Ho Chi Minh City, 08 April 2019

THE 2018 ANNUAL GENERAL MEETING PROPOSAL

Subject: To allow HSC to issue covered warrant products and amend the Charter

Pursuant to:

- *The Law on Enterprises No.68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam on 26 November 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 29 June 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 24 November 2010 and some documents guiding the implementation of Securities Law;*
- *The twelfth amendment of HSC Charter according to the AGM Resolution No.01/2018/NQ-ĐHĐCĐ dated 26 April 2018;*

At the 2016 Annual General Meeting, the Annual General Meeting passed the approval for HSC to participate in the covered warrant business. After a period of preparation, related laws and legislations for this product have been officially issued and current market conditions have improved for the launching of covered warrants in Vietnam.

Proposition

To allow the Company to participate in this covered warrant business in 2019, the Board of Directors proposes the Annual General Meeting to approve the following issues:

1. To allow HSC to participate in the covered warrant business as approved by the 2016 Annual General Meeting, as stipulated in the AGM Resolution No. 01/2017/NQ/ĐHĐCĐ (“Resolution 01/2017/NQ/ĐHĐCĐ”), which include:
 - a) To allow HSC to participate in the covered warrant business.
 - b) To amend the Charter to supplement related contents for covered warrant.
 - c) To approve the total limit of all issuances of covered warrants by HSC of up to 20% of HSC’s liquid capital, calculated based on the most recent financial statement at the time of issuance. This total limit shall not exceed maximum value allowed by law.
 - d) To approve for a payment guarantee method for settlement obligation and other obligations of HSC to holders of covered warrants, in the case HSC is subject to insolvency, merger, acquisition, dissolution, and bankruptcy
 - e) To authorize the Board of Directors to decide on the timing of execution and complete all necessary prodedures to carry the aforementioned operations, including the amendment of the Charter as required by relevant regulations.

- f) To authorize the Board of Directors to decide on the details of each issuance round of covered warrants, including choosing underlying, issuance size for each round of issuance, and other related details.
- 2. To authorize the Board of Directors to decide on the timing and detailed terms of each issuance based on market conditions and related regulations, which include the completion of necessary procedures to issue warrants and the amendment of the current Charter to comply with related laws and regulations.
- 3. To amend the current Charter to comply with current legal requirements for the issuance of covered warrants as follows:

Article 21. Issuance of covered warrant

- a) The Company shall issue covered warrants subject to applicable laws and carry out relevant business activities.
- b) Relevant business activities that related to covered warrants include:
 - a) Issuance, distribution and listing of covered warrants;
 - b) Market making of covered warrants;
 - c) Hedging for covered warrants;
 - d) Brokerage and investment consulting for covered warrants;
 - e) And other activities related to covered warrants as stipulated by law.
- c) A holder of a covered warrant issued by the Company is a creditor of the debt partially secured by the Company and has the following rights:
 - a) Right to receive payments in cash or physical delivery of underlying assets as stipulated in the settlement terms in the prospectus of each issuance, and complied with related regulation;
 - b) Right to receive cash settlement when the covered warrants issued by the Company are delisted as stipulated by law;
 - c) Right to transfer, donate, bequest, pledge for loan in civil relationships in accordance with the law;
 - d) Right to receive priority in payment when the Company is dissolved or involved in bankruptcy process as stipulated by law;
 - e) And other rights as prescribed by law.

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

^Q:
- As mentioned above;
- BOD Office for record,