

No: 01/2020/TTr – HDQT

Hanoi, June 11th, 2020

SUBMISSION

Re: Approval for the Regulations on organization of the 2020 Annual General Meeting of Shareholders of Bao Viet Securities Joint Stock Company

To: Annual General Meeting of Shareholders of Bao Viet Securities JSC

Pursuant to:

- *Laws on Enterprise No. 68/2014/QH13 dated November 26, 2014;*
- *The 10th amendment of Bao Viet Securities Joint Stock Company's Charter;*
- *Bao Viet Securities Joint Company's Internal Regulations on corporate governance,*

In order to hold the Annual General Meeting of Shareholders (“AGM”), the Board of Directors hereby submits to AGM for approval for Regulations of holding the 2020 AGM.

The proposal is attached with this submission.

For the General Shareholders' Meeting approval and consideration.

Recipients:

- *As mentioned above;*
- *Archives, Secretariat.*

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN HONG TUAN

REGULATION

ON ORGANIZATION OF 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BAO VIET SECURITIES JOINT STOCK COMPANY

*(Enclosed: Submission No. 01/2020/TTr – HDQT dated 06/22/2020 of Board of Directors of
Bao Viet Securities Joint Stock Company)*

CHAPTER 1

GENERAL PROVISIONS

Article 1: Scope and subjects of application

1. These Regulations shall apply to the Annual General Meeting FY 2020 (“AGM”) of Bao Viet Securities Joint Stock Company (“BVSC”).
2. These Regulations set forth provisions on the rights and obligations of shareholders, proxies and relevant parties participating in the AGM, and on conditions and procedures of the Meeting.
3. Shareholders and proxies attending the Meeting and relevant parties shall be responsible for implementation in line with the provisions in these Regulations.

Article 2: Eligibility of attendance

All shareholders holding BVSC shares on the list of shareholders closed on June 3rd, 2020, listed by Vietnam Securities Depository Center, or eligibly authorized parties.

CHAPTER II

RIGHTS AND OBLIGATIONS OF THE MEETING PARTICIPANTS

Article 3: Rights and Obligations of the shareholders or their proxies

1. Shareholders or authorized persons to attend the Meeting should bring the following documents:
 - Invitation Letter.
 - ID card/ Citizen ID card/ Passport.
 - Proxy Letter (*if authorized*)

(In case of authorization, authorized persons must present the Proxy Letter signed by such shareholders, together with a notarized copy of ID card/ Citizen ID card/ Passport,

if not original. If the shareholder is a legal entity/ organization, the Proxy Letter must be stamped and signed by the legal representative of the entity/ organization.)

Shareholders and authorized persons with attendance eligibility shall receive a voting Card (with shareholder code and number of shares with voting rights of that shareholder), Voting Ballot (with shareholder code, the number of shares with voting rights of that shareholder, and voting issues at the Meeting). The value of the voting card and the voting ballot corresponds to the percentage of voting shares that such shareholder owns or represents as registered to attend the meeting over the total voting shares of shareholders attending the meeting.

2. Shareholders can authorize in writing another person to attend and vote at AGM. Authorized persons are not allowed to authorize other people to attend the meeting.
3. Shareholders attending the Meeting who would like to voice their opinions must have the Chairman's consent with a succinct speech and focus on the key contents suitable with the program content. Issues that have been stated by the previous speaker will not be restated to avoid duplication. Shareholders attending the Meeting can also write the question on the questionnaire, forward it to the Presidium through the Secretariat.
4. Shareholders or authorized persons may vote on all issues under the authority of the General Meeting of Shareholders in accordance with BVSC's Charter.
5. Shareholders or authorized persons who come to AGM after hearing reports will discuss and approve by voting card and voting ballot.
6. During the meeting, shareholders must follow the guidance of the Presidium, behave civilized and polite, without causing disorder.
7. Shareholders or authorized persons who come after the meeting has opened, after completing the registration procedure can attend and participate in voting on the remaining voting contents. In this case, the validity of the votes that have been conducted remains unaffected.

Article 4. Rights and obligations of the Chairman and Presidium

1. Chairman of the Board of Directors is the Chairman of AGM.
2. Tasks of the Presidium:
 - a. Managing the activities of AGM in accordance with the agenda approved by the AGM. Carrying out work for the AGM to take place in an orderly manner and bringing benefits for the majority of attendees.
 - b. Guiding the delegates and the AGM in discussion.
 - c. Submitting drafts and necessary contents for the Meeting.
 - d. Answering the questions of the AGM.

Article 5. Rights and obligations of Shareholders' Eligibility Committee

Shareholders' Eligibility Committee is elected by the Board of Directors. Shareholders' Eligibility Committee verifies shareholders or authorized persons' documents and compare it to the list of shareholders with attendance eligibility made by Vietnam Securities Depository Center, distributes documents and voting cards, and voting ballots, and reports to the AGM about the eligibility status of shareholders attending the meeting.

Article 6. Rights and obligations of the Secretariat

1. The Chairman introduces the Secretariat and takes a vote for approval at the Meeting.
2. The Secretariat performs support jobs as assigned by the Chairman, including:
 - a. Recording fully and truthfully AGM contents.
 - b. Announcing the draft minutes and resolution of the meeting and announcements of the presidium to shareholders upon request.
 - c. Forwarding shareholders' questionnaires to the Presidium.

Article 7. Rights and obligations of Voting Counting Committee

1. The vote counting committee is composed of a head and a number of members who are not candidates for Board of Directors and Supervisory Board, nominated by the Presidium and approved by the AGM before the meeting.
2. The Vote Counting Committee has the following tasks:
 - a. Giving instructions on how to use voting cards and voting ballots,
 - b. Supervising the voting of shareholders or authorized persons attending the meeting; collecting Voting ballots after the AGM votes; counting the number of voting shares in each content and announcing the results to the Presidium and the Secretariat.

CHAPTER III

CONDUCTING THE GENERAL MEETING

Article 8. Conditions for conducting the General Meeting

An AGM shall be conducted when the number of attending shareholders represents at least 51% of the total number of voting shares according to the list of shareholders entitled to attend the meeting made by Vietnam Securities Depository Center.

Article 9. Order of the General Meeting

1. Dress code: Business attire.
2. Shareholders must sit in the position or area as stipulated by the Organizing Committee and absolutely comply with the placement of the Organizer.
3. No smoking in the Meeting Room.

4. Do not speak in private, do not use your mobile phone during the Meeting. All mobile phones must be turned off or turned on vibration mode.

Article 10. Contents of the Meeting

The meeting will in turn discuss and approve the following:

1. Report on 2019 Performance of BOD with 2020 orientation;
2. Report of the Board of Management on 2019 business performance and 2020 business plan;
3. Report on Supervisory Board's 2019-2020 performance;
4. Audited 2019 Financial Statements;
5. Selection of Auditing Company to audit the Company's Financial Statements of 2021, 2022, and 2023;
6. Submission for 2019 profit distribution proposal and 2020 profit plan;
7. Submission for 2019 remuneration payment for BOD, Supervisory Board, Secretariat, and Board of Management and 2020 remuneration plan;
8. Submission of BOD's committee foundations.

Article 11. Voting method

The voting at AGM on a case-by-case basis shall be carried out in the following forms:

1. VOTING BALLOTS

The voting on the contents of **Clauses 1 thru 8** in **Article 10** will be conducted in secret ballot to ensure transparency and fairness. Voting contents in **VOTING BALLOTS** shall be voted by the shareholder/authorized persons by selecting options: *Approved* or *Disapproved* or *Neutral* on each content.

+ Shareholders vote on the following principles:

- Voting begins at the order of the Chairman or Head of Vote counting committee and ends when the last shareholder votes or after 20 minutes from the beginning of the voting process, whichever comes first. The ballot box will then be sealed and shareholders who do not vote will be deemed as *Neutral*.
- Vote counting is conducted immediately after the voting ends and the ballot box is sealed.

+ *Invalid* votes includes:

- Ballots not in the form issued by Organizing Committee, without the seal of the Company and without the signature of the shareholder;
- Torn, bricked, erased, or corrected ballots;
- Notes of other information and symbols;

- Votes with different opinions in the same content: that voting content is *invalid*.
- The voting for each content in the **VOTING BALLOT** is independent of each other. The validity of this content does not affect the validity of other contents.
- In case the shareholder is confused with the **VOTING BALLOT** but has yet casted the ballot, he/she can meet Head of the vote counting committee and ask for a replacement of the **VOTING BALLOT** to ensure the benefit of the shareholders.

2. **VOTING CARD**

Direct voting shall apply to cases in which the voting forms prescribed in **Clause 1** of this Article are not applicable. In case of voting directly at the meeting, the shareholders/authorized persons need to raise the **VOTING CARD** for: *Approved, Disapproved, or Neutral*. When voting, the front of the **VOTING CARD** with the "Number of Shares" owned and/or authorized must be directed to the Chairman. The vote counting committee will record the number of votes in *Approved, Disapproved, or Neutral* to report voting results before the Meeting.

Article 12. Provisions on counting VOTING BALLOTS

1. Organizing the vote counting

The counting of votes must be conducted by the vote counting committee in a secret room right after the voting ends. The vote counting committee does not cross out or correct the votes.

2. Announcement of vote counting results

After the voting and counting process is completed, the vote counting committee shall make a vote counting record with the signatures of all members of the vote counting committee.

The Head of the votes counting committee on behalf of the vote counting committee reads the minutes of the vote counting results to the AGM.

Article 13. Approving resolutions of the General Meeting of Shareholders:

The resolution of the AGM on AGM issues is approved when the number of shareholders representing at least 51% approval of the total voting shares of all shareholders and authorized persons attending the meeting.

CHAPTER IV

END OF GENERAL MEETING

Article 14. Minutes and Resolution of the General Meeting of Shareholders

1. Minutes and Resolution of the AGM must be prepared and approved before the closing of the AGM.

2. Minutes and Resolution of the AGM must be kept at Bao Viet Securities Joint Stock Company.

CHAPTER V ENFORCEMENT

Article 15. Enforcement

1. This Regulation consists of 5 Chapters, 15 Articles, approved by the 2020 Annual General Meeting of Shareholders on June 22, 2020 and takes effect from the date of approval.
2. Shareholders and attendees of the Meeting are responsible for implementing the provisions of this Regulation.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN HONG TUAN