

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

Subject: FY2022 Employee Stock Option Plan (ESOP 2022)

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;*
- *HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-DHĐCĐ dated 22 April 2021,*

The Board of Directors ("BoD") of Ho Chi Minh City Securities Corporation would like to submit HSC's FY2022 Employee Stock Option Plan (ESOP 2022) for the consideration and approval of the Annual General Meeting of Shareholders. Details of the ESOP 2022 are as follows:

I. HSC's 2022 Employee Stock Option Plan

2022 Employee Stock Option Plan:

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Ticker: HCM
3. Type of shares: Ordinary shares
4. Par value: VND10,000 per share
5. Total number of shares in issue: 458,052,367 (Four hundred and fifty eight million, fifty two thousand, three hundred and sixty seven) shares
6. Total number of outstanding shares: 457,211,949 (Four hundred and fifty seven million, two hundred and eleven thousand, nine hundred and forty-nine) shares
7. Total number of treasury shares: 840,418 (Eight hundred and forty thousand, four hundred and eighteen) shares
8. Number of shares to be issued: 16,000,000 (Sixteen million) shares
9. Offering price: VND10,000 (Ten thousand Vietnamese Dong) per share
10. Total value of the number of shares to be issued based on par value: VND160,000,000,000 (One hundred and sixty billion Vietnamese Dong)
11. New share issuance ratio (The total number of new shares to be issued/ total number of outstanding shares): 3.50% (Three point five percent)
12. Offering targets: Employees of HSC
13. Transfer restriction: Shares issued to employees under this FY2022 Employee Stock Option Plan are subject to transfer restriction as stated in the 2022 Employee Stock Option Plan Regulation issued by the BoD.
14. ESOP vesting schedule:
 - On the first anniversary of the issuance date (12 months after the completion date of the

2022 ESOP): 40% of the shares issued to employees are vested;

- On the second anniversary of the issuance date (24 months after the completion date of the 2022 ESOP): Additional 30% of the shares issued to employees are vested; and
 - On the third anniversary of the issuance date (36 months after the completion of the 2022 ESOP): Additional 30% of the shares issued to employees are vested.
15. Processing unsubscribed rights: In the situation that employees who are offered rights to participate in the 2022 ESOP do not exercise the rights, the corresponding ESOP shares shall be offered to other employees of HSC.
16. Redemption of ESOP shares: The redemption will be processed in accordance with the 2022 Employee Stock Option Plan Regulation issued by the BoD.
17. Expected implementation time: The AGM authorises the BoD to select an appropriate time to implement the 2022 ESOP upon the AGM's approval.

II. Purpose of issuance and use of proceeds plan of the 2022 ESOP

Proceeds of the 2022 ESOP of VND VND160,000,000,000 (One hundred and sixty billion Vietnamese Dong) will be used to finance for the margin lending business of HSC.

III. Authorization for the Board of Directors

The AGM authorizes the BoD to carry out, including but not limited to, the followings:

1. Approve the list of employees of HSC who are qualified to participate in the 2022 ESOP and the number of shares to be offered to the qualified employees;
2. Carry out necessary procedures to process and to complete the 2022 ESOP in accordance with HSC's Charter and applicable laws;
3. Register and list all newly issued shares to employees under the 2022 ESOP at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") upon completion of the 2022 ESOP; and
4. Authorize the BoD and the Board of Management to amend HSC's Charter and register new charter capital and amend the Business Registration Certification of HSC at State Securities Commission ("SSC") after completing the 2022 ESOP.

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