

**REPORT**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**HO CHI MINH CITY SECURITIES CORPORATION**

**Subject: Activities of the Board of Directors in 2024 and Plan for 2025**

The Board of Directors (“BOD”) hereby submits to the Annual General Meeting of Shareholders (“AGM”) a report on its activities in 2024 and its operational plan for 2025.

**A. REPORT ON THE BOARD OF DIRECTORS’ PERFORMANCE IN 2024**

**I. Activities of the Board of Directors in 2024**

**1. Board of Directors Composition**

The BOD consists of seven (7) members, including two (2) independent directors and five (5) non-executive directors.

This composition ensures a balanced mix of skills, expertise, and experience in finance, securities, law, and corporate governance while adhering to prevailing regulations requiring all BOD members to be non-executive and maintaining the mandated proportion of independent directors.

**2. General Activities of the Board of Directors**

In 2024, the BOD, in collaboration with the Board of Management (“BOM”) and the Board of Supervisors (“BOS”), successfully achieved the objectives set forth. Business performance demonstrated notable growth compared to 2023, marking the 11<sup>th</sup> consecutive year HSC has been recognized among the “Top 50 Most Effective Companies in Vietnam 2024.” To meet its business targets, HSC pursued continuous enhancements in products and services, aligning with a digital transformation strategy to deliver comprehensive experience and sustainable value to shareholders, investors, clients, and stakeholders. Key achievements in 2024 included the successful transition to the HSC ONE online trading platform, and the introduction of new offerings to investors. Moreover, HSC was honored as the “Best Investment Bank in Vietnam 2024,” underscoring its capability to deliver world-class financial services. This recognition reflects the successful execution of significant transactions with clients across diverse sectors, affirming HSC’s position as a leading and trusted financial institution in the Vietnamese securities market.

The BOD, collectively and individually, operated with a high sense of responsibility toward shareholders and stakeholders, providing timely guidance and strategic decisions to adapt flexibly to the Company’s circumstances at each stage. Transparency in governance and strict compliance with legal requirements applicable to public and listed companies on the stock exchange were consistently upheld.

Additionally, the BOD closely oversaw the BOM’s implementation of resolutions from the AGM and BOD, as well as the execution of the Company’s strategies, objectives, and plans, while facilitating the BOS’s role to ensure compliance, enhance transparency, and fully safeguard shareholders’ legitimate interests.

In 2024, the BOD convened three (03) AGMs. The Annual General Meeting on April 25, 2024, to approve matters within its authority. An Extraordinary General Meeting, conducted via written shareholder opinions, to dismiss Mr. Pham Nghiem Xuan Bac from the BOS and elect Mrs. Nguyen Thi Xuan Dung as a BOS member for the remaining term of the 5th mandate (2021–2025), effective June 28, 2024. An Extraordinary General Meeting on December 4, 2024, to approve a plan for issuing shares



to existing shareholders. Detailed proceedings of these AGMs are disclosed and elaborated in the 2024 Corporate Governance Report, accessible at: <https://www.hsc.com.vn/en/information-disclosure>.

The BOD held fifty-seven (57) meetings in 2024, comprising forty-seven (47) in-person or virtual meetings and ten (10) meetings via written opinions. Convened and chaired by the BOD Chairman, these meetings adhered to the procedures and protocols outlined in the Company Charter and internal governance regulations. Decisions were passed by majority vote and disclosed by regulations. Members with conflicts of interest, or whose related parties had such interests, were recused from voting on relevant matters. Meeting minutes were documented and distributed to all BOD members and the SB for reference. Detailed information on these meetings is available in the 2024 Corporate Governance Report at <https://www.hsc.com.vn/en/corporate-governance>.

### 3. Activities and Assessments by Independent members of the BOD

Leveraging their extensive expertise in domestic and international financial markets, the two (2) independent members of BOD made significant contributions to strategic direction, risk management, and operations. Their efforts enabled HSC to navigate challenges, enhance competitiveness, and improve governance and operational efficiency.

In 2024, the independent members of BOD assessed that the BOD fulfilled its duties comprehensively, diligently, and with integrity. BOD provided oversight and guidance while supporting BOM in overcoming obstacles to effectively implement AGM resolutions related to business operations, finance, digital transformation, and governance. This reflects a strong commitment to shareholders, investors, employees, and stakeholders.

With a focus on sustainable development, balancing profit growth, risk management, and social and environmental considerations, the BOD partnered with the BOM to deliver commendable 2024 business results. While these results fell short of the AGM's targets, they reinforced HSC's core value proposition, laying a foundation for transformative progress aligned with its long-term strategic vision.

Based on this evaluation, the independent members of BOD concluded that the BOD complied with applicable laws, the Company Charter, internal regulations, and AGM resolutions in executing its duties, while effectively supervising the CEO and BOM throughout 2024.

### 4. Subcommittees Under the Board of Directors

The BOD established three (3) subcommittees: Risk Management Committee, Internal Audit Committee, Nomination - Remuneration Committee.

Each subcommittee consists of BOD and BOS members. The Chairpersons of the subcommittees are independent BOD members or the Head of the BOS. The Chairman and Vice Chairman of the BOD are members of all subcommittees.

#### Subcommittee Composition

Title	Member	Risk Management Committee	Internal Audit Committee	Nomination - Remuneration Committee
Chairman	Mr. Johan Nyvene	√		√
Non-executive member				
Vice chairman	Mr. Le Anh Minh	√	√	√
Non-executive member				
Member	Mr. Le Hoang Anh	√	√	-
Non-executive member				
Member	Mr. Andrew Colin Vallis	Chairman	√	
Independent member				



Title	Member	Risk Management Committee	Internal Audit Committee	Nomination - Remuneration Committee
Member Independent member	Mrs. Nguyen Thi Hoang Lan	-	-	Chairman
Head of BOS	Mrs. Dang Nguyet Minh	-	Chairman	-

#### Key Contributions of Subcommittees in 2024

The subcommittees fulfilled their mandates promptly and effectively, as outlined in their respective operating principles. Key outcomes include:

Risk Management Committee	Internal Audit Committee	Nomination - Remuneration Committee
Reviewed monthly and quarterly risk and compliance reports from the Risk Division. Analyzed and assessed risks in the 2024 Key Risk Portfolio and emerging risks, proposing mitigation strategies to minimize exposure. Approved the 2025 risk management and compliance monitoring plan.	Approved the 2024 audit plan. Oversaw 2024 audit activities and reviewed progress on recommendations to enhance financial and accounting management (FTOM). Approved the 2024 Audit Report, including audits of human resource governance frameworks and the 2024 personnel budget review.	Advised on remuneration, bonuses, and benefits for BOD and SB members. Approved the list of employees eligible for the 2022 ESOP program prior to BOD ratification. Approved 2024 performance bonuses for employees. Reviewed the annual personnel budget.

#### 5. Remuneration, Operating Expenses, and Other Benefits for the BOD and BOS

##### Total Remuneration and Operating Expenses in 2024

Item	Amount (VND)
<b>2024 Initial Budget for BOD &amp; SB Activities</b>	<b>18,097,904,378</b>
BOD Remuneration	6,269,743,592
BOS Remuneration	1,090,256,405
Supplementary BOD & BOS Remuneration	390,000,000
Other Operating Expenses	7,277,582,156
- Full-time BOD Member Activities	2,867,090,300
- Conference Attendance	2,630,000,000
- Business Travel allowance	576,777,544
- Office Utilities	974,285,173
- Others	229,429,139
<b>2024 Year-End Budget for BOD &amp; BOS Activities</b>	<b>3,070,322,225</b>

##### Detailed BOD Member Remuneration in 2024

Name	Title	Amount (VND)	Notes
Mr. Johan Nyvene	Chairman	2,963,076,924	
Mr. Le Anh Minh	Vice chairman	706,666,668	
Mr. Le Hoang Anh	Member	573,333,332	
Mr. Tran Quoc Tu	Member	306,666,668	
Mrs. Phan Quynh Anh	Member	306,666,668	



Name	Title	Amount (VND)	Notes
Mr. Andrew Colin Vallis	Independent Member	773,333,332	
Mrs. Nguyen Thi Hoang Lan	Independent Member	640,000,000	
<b>Total</b>		<b>6,269,743,592</b>	

#### Detailed BOS Member Remuneration in 2024

Name	Title	Amount (VND)	Notes
Mrs. Dang Nguyet Minh	Head of BOS	460,000,000	Appointed June 3, 2024
Mr. Tran Thai Phuong	Member	226,666,664	
Mrs. Nguyen Thi Xuan Dung	Member	156,923,076	Appointed June 28, 2024
Mr. Pham Nghiem Xuan Bac	Head of BOS	246,666,666	Dismissed June 28, 2024
<b>Total</b>		<b>1,090,256,405</b>	

#### CEO Remuneration in 2024

Name	Title	Amount (VND)	Notes
Mr. Trinh Hoai Giang	CEO	9,600,000,000	
<b>Total</b>		<b>9,600,000,000</b>	

#### Other Benefits for BOD and BOS Members

BOD and BOS members are entitled to directors' and officers' liability insurance and business travel allowances. Additional benefits such as periodic health check-ups, company vehicle usage, reimbursement of actual telephone expenses, and other perks per Company policy apply solely to the BOD Chairman.

#### 6. Oversight Activities of the Board of Directors

In 2024, the BOD monitored the CEO and BOM's execution of AGM and BOD resolutions through quarterly reviews, daily operational oversight, and ad hoc reports as needed.

The BOD assessed that the CEO and BOM fulfilled their duties in compliance with applicable laws, the Company Charter, and AGM resolutions. Their efforts yielded positive business outcomes while fostering a sustainable business environment, strengthening governance, and enhancing risk management.

#### 7. Transactions Involving the Company, BOD Members, and Related Parties

##### Transactions by BOD, BOS, and BOS Members

No transactions between the Company and BOD, BOS, or BOS members occurred in 2024.

##### Stock Transactions, HCM Purchase Rights, and ESOP Shares by Insiders and Related Parties

Details are disclosed in the 2024 Corporate Governance Report at: <https://www.hsc.com.vn/cong-bo-thong-tin>.

##### Transactions with Related Entities:

Transactions between HSC and related organizations are detailed in the 2024 Corporate Governance Report at <https://www.hsc.com.vn/cong-bo-thong-tin>.



## II. Execution of AGM Resolutions in 2024

The BOD directed the implementation of resolutions from AGM No. 01/2022/NQ-ĐHĐCĐ dated 8 August 2022 and No. 01/2024/NQ-ĐHĐCĐ dated 25 April 2024, including:

### - 2024 Business Plan

HSC achieved revenue of VND 3,311 billion and pre-tax profit of VND 1,296 billion, a 54% increase from 2023, fulfilling 89% of the AGM-approved plan.

### - Dividends

In 2024, in accordance with the authorization of the AGM and the BOD, the Company paid cash dividends, whereby each share received VND 1,178, equivalent to 11.78% of the par value of the share. Details are as follows:

- Dividend rate for the second period of 2022 (shifted from share issuance to cash payment): VND 656/share, equivalent to 6.56%/par value
- 2023 Dividend: VND 522/share (5.22% of par value)

### - Share Issuance

The Company completed share issuances per Resolution No. 01/2022/NQ-ĐHĐCĐ, increasing charter capital from VND 4,580,532,670,000 to VND 7,208,115,320,000.

Proceeds from the public offering totaled VND 1,781,792,340,000 (net of VND 82,200,000 in issuance costs), allocated as VND 1,281,710,140,000 for margin lending and VND 500,000,000,000 for proprietary trading. The use of the proceeds from the offering for each of the above purposes will be carried out after the Company receives the official letter from the State Securities Commission confirming the receipt of the Company's public offering results report.

A shortfall of VND 504,349,600,000 (28.3% of proceeds) resulted from unissued shares and was not allocated to margin lending as originally planned.

An ongoing issuance to existing shareholders was approved on December 4, 2024 (Resolution No. 03/2024/NQ-ĐHĐCĐ).

### - Auditor Selection

PwC Vietnam was appointed as the 2024 auditor with a fee of VND 1,412,640,000.

### - Regular, ad-hoc, and on-demand reporting

HSC strictly complies with regulatory reporting requirements, including the audited 2023 financial statements, quarterly financial statements for 2024, the reviewed semi-annual financial statements for 2024, the 2023 annual report, and other periodic and ad-hoc reports as required by relevant authorities.

### - Information Disclosure

HSC ensures that all disclosures are transparent, accurate, objective, comprehensive, and timely, in full compliance with applicable regulations and ensuring equal access to information. Beyond mandatory disclosures, HSC proactively provides relevant information to safeguard shareholder interests and maintain investor confidence.

## B. BOARD OF DIRECTORS' STRATEGIC PLAN FOR 2025

The year 2025 marks the beginning of Vietnam's "Era of Expansion", presenting HSC with a pivotal opportunity to accelerate growth, enter a new phase of sustainable development, and reaffirm its leadership position in Vietnam's capital markets.



In an increasingly competitive and dynamic business environment, HSC must leverage its existing strengths while embracing innovation and transformation to drive exceptional growth. The company's strategy for 2025 will focus on five key pillars:

- **Human Resources:** Investing in talent development through advanced training programs, exposure to global best practices, and fostering agility to navigate evolving market conditions. HSC aims to build a workforce that meets the demands of Vietnam's capital markets while aligning with international standards.
- **Technology:** Accelerating digital transformation across governance, business operations, and service delivery. HSC is committed to a "customer-centric" approach, enhancing client experiences, strengthening competitive positioning, and ensuring sustainable growth.
- **Finance:** Expanding financial capacity through strategic capital-raising initiatives, providing the foundation for executing key projects and achieving long-term objectives.
- **Corporate Governance:** Adopting internationally recognized governance standards based on the G20/OECD Principles of Corporate Governance, ensuring best-in-class governance practices at HSC.
- **ESG Criteria:** Embedding Environmental, Social, and Governance (ESG) principles into all aspects of HSC's operations to drive long-term sustainability. This includes enhancing transparency and governance efficiency, fostering corporate social responsibility awareness, and prioritizing environmental stewardship.

This report outlines the 2024 performance and 2025 strategic roadmap of the Board of Directors. On behalf of the Board, we extend our sincere appreciation to our shareholders, investors, clients, employees, and stakeholders for their continued trust and partnership.

With the achievements of 2024 and our transformative strategies for 2025, coupled with the unwavering support of all stakeholders, we are committed to delivering long-term and sustainable value to shareholders, achieving outstanding strategic objectives, leading the digital transformation in financial services, and strengthening HSC's position as a premier financial institution. Together, we will confidently step into Vietnam's new era of growth and prosperity.

**FOR AND BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**



**JOHAN NYVENE**

**To:**

- As above-mentioned;
- BOD Office for archiving.