

Số: 09/2021/CV-CBTT
No.09/2021/CV-CBTT

TP. Hồ Chí Minh, ngày 25 tháng 02 năm 2021
Ho Chi Minh City, February 25, 2021

CÔNG BỐ THÔNG TIN **INFORMATION DISCLOSURE**

Kính gửi / To:

Ủy ban Chứng khoán Nhà nước
The State Securities Commission

Sở Giao dịch Chứng khoán TP.Hồ Chí Minh
Ho Chi Minh Stock Exchange

Sở Giao dịch Chứng khoán Hà Nội
Ha Noi Stock Exchange

Công ty: Công ty Cổ phần Chứng khoán TP.Hồ Chí Minh
Name of Company: Ho Chi Minh City Securities Corporation

Mã chứng khoán: HCM
Securities symbol: HCM

Địa chỉ trụ sở chính: Tầng 5&6, Tòa nhà AB, 76 Lê Lai, P. Bến Thành, Quận 1, TP.Hồ Chí Minh
Headquarter address: Level 5&6, AB Tower, 76 Le Lai Str., Ben Thanh Ward, Dist., 1, HCM City

Điện thoại: (+84) 28 3823 3299 Fax: (+84) 28 3823 3301 Website: www.hsc.com.vn
Telephone: (+84) 28 3823 3299 Fax: (+84) 28 3823 3301 Website: www.hsc.com.vn

Người thực hiện công bố thông tin: Ông Lê Anh Quân
Submitted by: Mr. Le Anh Quan

Chức vụ: Giám đốc Điều hành Phát triển Quan hệ hợp tác
Position: Chief Partnership Officer

Điện thoại cơ quan: (+84) 28 3823 3299 (ext: 180)
Telephone (office): (+84) 28 3823 3299 (ext: 180)

Loại công bố thông tin: ☒ 24 giờ ☐ định kỳ ☐ bất thường ☐ theo yêu cầu
Information disclosure type: ☒ 24 hours ☐ Periodic ☐ Irregular ☐ On demand

Nội dung thông tin công bố:
The content of information disclosure:

Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh (HSC) trân trọng thông báo đến Quý Cổ đông tài liệu và thời hạn nhận lại Phiếu lấy ý kiến cổ đông bằng văn bản. Chi tiết như sau:
The Board of Directors of Ho Chi Minh City Securities Corporation (HSC) hereby announce the documents of obtaining shareholders's votes by written ballot and deadline of returning the filled written ballot. The details are as follows:

- Thời hạn nhận lại Phiếu lấy ý kiến : Từ ngày 25/02/2021 đến ngày 12/03/2021
Deadline of returning the filled written ballot: From February 25, 2021 to March 12, 2021
- Tài liệu lấy ý kiến cổ đông bằng văn bản:
Documents of obtaining shareholders's votes by written ballot:

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 25/02/2021 tại đường dẫn <http://www.hsc.com.vn/vn/investor/information-disclosure>
This information was disclosed on HSC webpage on February 25, 2021 and available at <https://www.hsc.com.vn/en/investor/information-disclosure>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.
We declare that all information provided in this paper is true and accurate; and that we shall be held liable for any misrepresentation.

Người được ủy quyền CBTT
For and on behalf of HSC
Representative authorized to disclose information



Lê Anh Quân
Giám đốc Điều hành Phát triển Quan hệ hợp tác
Chief Partnership Officer

Tài liệu đính kèm/ Attached file:

- Nghị quyết HĐQT số 05/2021/NQ-HĐQT ngày 22/02/2021;
Resolution No. 05/2021/NQ- HĐQT dated February 22, 2021;
- Phiếu lấy ý kiến cổ đông bằng văn bản;
Shareholder written ballot;
- Tờ trình số 02/2021/TT-HĐQT ngày 22/02/2021;
Proposal No.02/2021/TT-HĐQT dated February 22, 2021;
- Dự thảo Nghị quyết ĐHĐCĐ số 01/2021/NQ-ĐHĐCĐ ngày 12/03/2021;
Draft of Resolution No. 01/2021/NQ- ĐHĐCĐ dated March 12, 2021;

Số: 05/2021/NQ-HĐQT
No. 05/2021/NQ-HĐQT

TP. Hồ Chí Minh, ngày 22 tháng 02 năm 2021
Ho Chi Minh City, February 22, 2021

NGHỊ QUYẾT
HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN CHỨNG KHOÁN TP. HỒ CHÍ MINH
RESOLUTION
BOARD OF DIRECTORS
HO CHI MINH CITY SECURITIES CORPORATION

Căn cứ Giấy chứng nhận đăng ký doanh nghiệp số 11/GPHĐKD ngày 29/04/2003 và Giấy phép điều chỉnh số 40/GPĐC – UBCK ngày 25/06/2019 do Ủy Ban Chứng khoán Nhà nước cấp;
Business License No. 11/GPHĐKD dated April 29, 2003 and Amended License No. 40/GPĐC-UBCK dated June 25, 2019 issued by the State Securities Commission of Vietnam;

Căn cứ Điều lệ của Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh;
HSC Charter;

Căn cứ vào Biên bản số 05/2021/BB-HĐQT ngày 22/02/2021 của Hội đồng quản trị.
Based on Minutes No.05/2021/BB-HĐQT dated February 22, 2021.

HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN CHỨNG KHOÁN TP. HỒ CHÍ MINH
QUYẾT NGHỊ
BOARD OF DIRECTORS
HO CHI MINH CITY SECURITIES CORPORATION
HEREBY RESOLVED

ĐIỀU 1

ARTICLE 1

Hội đồng quản trị thông qua bộ hồ sơ lấy ý kiến cổ đông bằng văn bản về việc phát hành cổ phiếu cho cổ đông hiện hữu để tăng vốn cổ phần.

The Board of Directors approved the documents of obtaining shareholders' votes by written ballot of issuing shares for existing shareholders to increase charter capital.

ĐIỀU 2

ARTICLE 2

Hội đồng quản trị giao và ủy quyền cho Chủ tịch Hội đồng quản trị, Tổng Giám đốc và các bộ phận có liên quan triển khai việc lấy ý kiến cổ đông bằng văn bản về việc phát hành cổ phiếu cho cổ đông hiện hữu để tăng vốn cổ phần.

The Board of Directors authorized the Chairman, Chief Executive Officer and the relevant departments to process the implementation to obtain shareholders' votes by written ballot of issuing shares for existing shareholders to increase charter capital.

ĐIỀU 3

ARTICLE 3

Nghị quyết này có hiệu lực kể từ ngày ký.

Resolution takes effect from the signature date.

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HĐQT
FOR AND ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN



ĐỖ HÙNG VIỆT

Nơi gửi:

- + Thành viên Hội đồng quản trị;
- + Thành viên Ban Kiểm soát;
- + Ban Tổng Giám đốc;
- + Lưu Văn phòng HĐQT,

To:

- BoD members;
- BoS members
- BoM members
- BoD Office for record,

PHIẾU LẤY Ý KIẾN CỔ ĐÔNG BẰNG VĂN BẢN WRITTEN BALLOT

ĐẠI HỘI ĐỒNG CỔ ĐÔNG CÔNG TY CỔ PHẦN CHỨNG KHOÁN TP. HỒ CHÍ MINH GENERAL SHAREHOLDERS' MEETING OF HO CHI MINH CITY SECURITIES CORPORATION

Kính gửi: - **Cổ đông** :

To: *Shareholder's name*

- **Địa chỉ:** :

Address

- **Số ĐKSH** :

*ID Card/ Passport/ Certificate of
business registration No.*

- **Mã cổ đông** :

Shareholder code

- **Số cổ phần sở hữu:** :

Total number of shares owned

- **Số phiếu biểu quyết** :

Total number of votes

I. THÔNG TIN CÔNG TY

COMPANY PROFILE

Tên công ty : **CÔNG TY CỔ PHẦN CHỨNG KHOÁN TP. HỒ CHÍ MINH (HSC)**

Company's name : **HO CHI MINH CITY SECURITIES CORPORATION (HSC)**

Mã chứng khoán : **HCM**

Securities symbol : **HCM**

Địa chỉ trụ sở : Tầng 5 & 6, Tòa nhà AB, 76 Lê Lai, P. Bến Thành, Q.1, TP. Hồ Chí Minh

Head office : *Level 5 & 6, AB Tower, 76 Le Lai Street, Ben Thanh Ward, District 1, HCMC*

Điện thoại : (+84 28) 3823 3299

Fax: (+84 28) 3823 3301

Tel : (+84 28) 3823 3299

Fax: (+84 28) 3823 3301

Website : www.hsc.com.vn

Website : www.hsc.com.vn

Giấy phép thành lập và hoạt động số 11/GPHĐKD do Ủy ban Chứng khoán Nhà nước cấp ngày 29/04/2003 và Giấy phép điều chỉnh số 13/GPĐC – UBCK do Ủy ban Chứng khoán Nhà nước cấp ngày 16/03/2020.

Business License No. 11/GPHĐKD dated April 29, 2003 and Amended License No. 13/GPĐC – UBCK dated March 16, 2020 issued by the State Securities Commission of Vietnam.

II. MỤC ĐÍCH LẤY Ý KIẾN

PURPOSE OF OBTAINING SHAREHOLDERS' VOTES BY WRITTEN BALLOT

- Hội đồng quản trị Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh kính trình Đại hội đồng cổ đông thông qua phương án phát hành cổ phiếu cho cổ đông hiện hữu theo Tờ trình số 02/2021/TT-HĐQT ngày 22/02/2021 về phương án phát hành cổ phiếu cho cổ đông hiện hữu

Board of Directors of Ho Chi Minh City Securities Corporation would like to submit to The General Shareholders' Meeting for the approval of the share issuance plan to existing shareholders in the Proposal on share issuance plan No.02/2021/TT-HĐQT dated February 22, 2021

- Quý cổ đông vui lòng tham khảo các tài liệu liên quan (Tờ trình phương án và Dự thảo nghị quyết) kèm theo Phiếu lấy ý kiến cổ đông bằng văn bản (Phiếu lấy ý kiến) trên trang thông tin điện tử của Công ty: Quan hệ cổ đông – Công bố thông tin (<https://www.hsc.com.vn/vn/investor/information-disclosure>)

Please refer to related documents attached to the written ballot (Proposal and draft of the General Shareholders' Meeting Resolution) via The Company's website: Investor Relations – Information Disclosure (<http://www.hsc.com.vn/en/investor/information-disclosure>).

III. NỘI DUNG LẤY Ý KIẾN

THE CONTENT OF OBTAINING SHAREHOLDERS' VOTES BY WRITTEN BALLOT

Nội dung: Phương án phát hành cổ phiếu cho cổ đông hiện hữu theo Tờ trình số 02/2021/TT-HĐQT ngày 22/02/2021 về phương án phát hành cổ phiếu cho cổ đông hiện hữu

Content: The share issuance plan to existing shareholders in the Proposal on share issuance plan No.02/2021/TT-HĐQT dated February 22, 2021.

Biểu quyết:
Voting

☐

Tán thành
For

☐

Không tán thành
Against

☐

Không có ý kiến
Abstention

Lưu ý về cách thức biểu quyết

Notes on the method of voting

Cổ đông biểu quyết bằng cách đánh dấu (x) hoặc (✓) vào 01 trong 03 ô: Tán thành, hoặc Không tán thành, hoặc Không có ý kiến. Trong trường hợp đánh dấu nhầm hoặc muốn thay đổi ý kiến, Cổ đông phải tô đen ô đã đánh dấu, ký tên ngay bên cạnh và chọn ô khác.

Please put a cross (x) or a tick (✓) in one of three boxes only for each content: For, Against, or Abstention. In case of making mistakes or changing opinion, please black out and sign your name next to the selected box and mark another one.

Phiếu lấy ý kiến không hợp lệ trong các trường hợp sau:

A written ballot is considered invalid in the following cases:

- Đánh dấu từ 02 ô trở lên tại nội dung lấy ý kiến;
Marked two or more boxes of the above content;
- Phiếu bị rách, cạo sửa, tẩy xóa, đánh dấu thêm ký hiệu;
Torn, modified, erased, or marked;
- Không có chữ ký (nếu là cổ đông cá nhân), không có chữ ký của người đại diện theo ủy quyền hoặc người đại diện theo pháp luật và không đóng dấu (nếu cổ đông là tổ chức);
Not signed by the shareholder (if the shareholder is an individual), not signed by the authorized representative or the legal representative and not stamped (if the shareholder is an institution);

- Gửi về Công ty HSC sau thời hạn quy định hoặc phong bì đã bị mở trước khi kiểm phiếu hoặc bị tiết lộ trong trường hợp gửi fax, thư điện tử;

Sent to HSC after the required deadline set herein beneath or opened prior to the vote counting, in case of sending by post, or not kept confidential in case of sending by email or by fax;

Khi cả 03 ô (Tán thành, Không tán thành và Không có ý kiến) tại nội dung lấy ý kiến không được đánh dấu nhưng Cổ đông vẫn ký, ghi rõ họ tên và đóng dấu (nếu là cổ đông tổ chức) vào Phiếu lấy ý kiến này thì được xem là “Không có ý kiến”.

If all three boxes (For, Against, Abstention) of a content are left blank, but the shareholder still signs and prints his/ her name. and affixes company's stamps (in case of an institutional shareholder), the written ballot shall be considered as “Abstention”.

Phiếu lấy ý kiến không được gửi hay được gửi không đúng theo quy định thì xem như “Không có ý kiến” đối với các nội dung nêu trên.

A written ballot that is not received by HSC or sent not in accordance with the above specifications shall be considered as “Abstention”.

IV. THỜI HẠN VÀ CÁCH THỨC GỬI PHIẾU LẤY Ý KIẾN

DEADLINE AND METHODS OF RETURNING THE FILLED WRITTEN BALLOTS

Hội đồng quản trị kính đề nghị Quý Cổ đông cho ý kiến biểu quyết và gửi Phiếu lấy ý kiến đến Công ty HSC **trước 16h30 – thứ sáu ngày 12/03/2021** theo một trong hai hình thức sau đây:

The Board of Directors request you to return the filled written ballot to HSC before 16:30, Friday, March 12, 2021 by either of the following methods:

- Gửi trực tiếp/ gửi qua bưu điện: Phiếu lấy ý kiến được đựng trong phong bì dán kín và gửi về Trụ sở chính của Công ty HSC.

By post: The filled written ballot must be put in a sealed envelope and mailed to the Head Office of HSC at the address hereunder.

- Gửi fax hoặc thư điện tử: Phiếu lấy ý kiến gửi về Công ty HSC qua fax hoặc thư điện tử.

Via fax or email: The filled written ballot may be sent to HSC by fax or by email.

Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh
Tầng 5 & 6, Tòa nhà AB, 76 Lê Lai, Quận 1, TP. Hồ Chí Minh, Việt Nam
Tel: (+84 28) 3823 3299 Fax: (+84 28) 3823 3301
Email: hsc.communication@hsc.com.vn

Hochiminh City Securities Corporation
Level 5 & 6, AB Tower, 76 Le Lai, District 1, HCMC, Viet Nam
Tel: (+84 28) 3823 3299 Fax: (+84 28) 3823 3301
Email: hsc.communication@hsc.com.vn

NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT
LEGAL REPRESENTATIVE



TRỊNH HOÀI GIANG
TỔNG GIÁM ĐỐC
CHIEF EXECUTIVE OFFICER

TM. HỘI ĐỒNG QUẢN TRỊ
FOR AND ON BEHALF OF BOD



ĐỖ HÙNG VIỆT
CHỦ TỊCH
CHAIRMAN

....., Ngày.....tháng..... năm 2021

....., Date.....Month..... Year 2021

XÁC NHẬN CỦA CỔ ĐÔNG
CONFIRMATION OF SHAREHOLDER

(Ký ghi rõ họ tên nếu cổ đông là cá nhân, ký và đóng dấu nếu cổ đông là tổ chức)

(Sign and print full name in case of an individual shareholder;

Sign, print full name of the Legal Representative and affix company stamp in case of an institutional shareholder)



GENERAL SHAREHOLDERS' MEETING PROPOSAL

Subject: Share issuance plan to existing shareholders

Pursuant to:

- The Law on Enterprises 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;
 - The Law on Securities 54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and the documents guiding the implementation of Securities Law;
 - The HSC Charter according to the AGM Resolution No. 01/2020/NQ-ĐHĐCĐ dated June 23, 2020,
- The Board of Directors ("The BOD") would like to submit to the General Shareholders' Meeting for your approval of the share issuance plan to existing shareholders. The details are as follows:

I. SHARE ISSUANCE PLAN TO EXISTING SHAREHOLDERS

1. Name of securities: Share of **Ho Chi Minh City Securities Corporation (HSC)**
2. Ticker symbol: **HCM**
3. Type of share: Ordinary share
4. Par value: VND10,000/ share (*Ten thousand dong per share*)
5. Total number of issued shares: 305,882,263 (*Three hundred and five million eight hundred eighty-two thousand two hundred sixty-three*) shares
6. Number of outstanding shares: 305,041,845 shares (*Three hundred and five million forty-one thousand eight hundred forty-five*) shares
7. Number of treasury shares: 840,418 shares (*Eight hundred forty thousand four hundred eighteen*) shares (*at as 31 December 2020*)
8. Estimated number of issued shares: 152,520,923 shares (*One hundred fifty-two million five hundred twenty thousand nine hundred twenty-three*) shares
9. Total value of issuance at par value: VND 1,525,209,230,000 (*One thousand five hundred twenty-five billion two hundred and nine million two hundred thirty thousand dong*)
10. Issuance rate (*total estimated number of issued shares/ number of outstanding shares*): 50% (*fifty percent*)
11. Offering target: Existing shareholders include domestic and foreign shareholders, whose names are in the list of HSC's shareholders as at the record date, are entitled to exercise the right to purchase shares.
12. Offering method: In accordance with shareholders' purchasing rights
13. Subscription ratio: 2:1 (*A shareholder who owns two (02) shares is entitled to the right of purchasing one (01) additional share*)
14. Transfer restriction: Additional issued shares are not subjected to transfer restrictions.
15. Offering price: VND 14,000/ share (*Fourteen thousand dong per share*)



16. Right transfer: The right to purchase additional issued shares is transferable only one time.
17. Shareholders restricted in transferability are still entitled to purchase shares. The number of additional shares purchased from the right to purchase shares is not restricted.
18. Processing with arising odd stocks (*if any*): The number of shares existing shareholders receive will be rounded down to the unit. The decimal fraction (*if any*) will be cancelled.

For example: Nguyen Van A owns 101 HCM shares, according to the issuance ratio 2:1, Nguyen Van A will be entitled to the right of purchasing $101/2=50.5$ additional shares. Thus, Nguyen Van A will be entitled to the right of purchasing 50 shares. Odd share (0.5 shares) will be cancelled.

19. Processing with the remaining of shares from existing shareholders that do not carry out the purchasing rights:

In case of the remaining of shares from existing shareholders that do not carry out the purchasing rights (*if any*), the General Shareholders' Meeting authorizes to the BOD to decide the following contents:

- The remaining of shares shall be offered to other investors with the offering price not lower than the one offered to existing shareholders.
- In case of the ownership percentage of shareholders whom the BOD continues to distribute offered shares reaches or exceeds the ownership percentage as prescribed in Clause 1 Article 35 of the Law on Securities No. 54/2019/QH14, it is not necessary to process a private placement offering.
- The remaining of shares from existing shareholders offering to other investors shall be restricted one year from the date completing the issuance in accordance with the provisions of law.
- In case of passing the deadline of distributing shares according to the provisions of law (*including the extended time, if any*), if there are still any undistributed shares left, they will be cancelled and the BOD will announce to end the issuance plan.
- To consider carefully and to adjust the capital using plan to ensure that the Company's capital and business activities are not affected.

20. Expected time of issuance: In 2021 after receiving the approval from the State Securities Commission of Viet Nam.

21. Method of determining offering price:

Offering price: VND 14,000/ share (*Fourteen thousand dong per share*)

- Based on 4Q2020 Financial Statement as at December 31, 2020: Book value of HCM stock is VND 14.557/ share.
- Based on the price of HCM stock of the closet 30 trading sessions (*from December 30, 2020 to February 17, 2021*): Average ATC price of HCM stock is VND 30,123 / share.

Based on the Company's growth strategy and the need of raising charter capital, and simultaneously encouraging shareholders in commitment and contribution to the Company's growth, the offering price shall be lower than the book value by 3,83% and lower than the average market price (*based on the closest 30 trading sessions*) by 54,52%.

22. Expected diluted price:

Issuing additional shares to existing shareholders would expose dilution risks, including:



- Earnings Per Share (EPS) dilution
- Book Value Per Share (BVPS) dilution
- Stake and voting power dilution
- Market price dilution

Specifically:

At the record date of exercising purchasing rights of additional issued shares to existing shareholders, the Company's shares price will be technically adjusted according to this formula:

$$\text{Market price (Adjusted)} = \frac{\text{PR}(t-1) + I_1 * \text{PR}}{1 + I_1}$$

Of which:

PR (t -1) is the stock trading price before the closing date of exercising purchasing rights
PR is the price of additional issued shares to existing shareholders
I₁ is the ratio of increased capital

For example: HCM trading price before the record date of exercising purchasing rights is VND 30.000/ share. The price of additional issued shares to existing shareholders is VND 14.000/ share. The ratio of share offering to existing shareholders is 2:1. Thus, the adjusted market price will be:

Market price (adjusted) = (30.000 + 0,5 * 14.000) / (1+ 0,5) = VND 24.666/ share

II. ISSUANCE PURPOSES AND USE OF PROCEEDS

Total value of expected additional issued shares to existing shareholders VND 2.135.292.922.000 (*Two thousand one hundred thirty-five billion two hundred ninety-two million nine hundred twenty-two thousand dong*). Additional capital gained from the share issuance to existing shareholders will be allocated to:

- Additional capital for margin lending: VND 1.495.000.000.000
(*In words: One thousand four hundred ninety-five billion dong*)
- Additional capital for underwriting of share issuance: VND 427.000.000.000
(*In words: Four hundred twenty-seven billion dong*)
- Additional capital for principle investment: VND 213.292.922.000
(*In words: Two hundred thirteen billion two hundred ninety-two million nine hundred twenty-two thousand dong*)

General Shareholders' Meeting authorizes the BOD to adjust the using plan of capital gained from the offering to accord with the Company's actual need of using capital and to ensure the shareholders' maximum benefits and to report to the latest General Shareholders' Meeting.

III. AUTHORIZATION

The Board of Directors requests the General Shareholders' Meeting approval on authorization to the BOD to conduct the following activities, including but not limited to:



- To implement the issuance plan and to have full authority to amend, supplement, adjust the above-mentioned issuance plan at the request of competent agencies in accordance with the provisions of the Company Charter and the current laws.
- To select the appropriate time to process the offering plan and to conduct procedures to record the list of shareholders for the issue, to make a plan to handle unsubscribed shares (if any).
- To amend the Company Charter accordingly in charter capital related articles upon the result of the issuance; execute the registration of increased charter capital to amend License for establishment and operation of HSC at State Securities Commission ("SSC") after completing the issuance.
- To register and to list all issued shares to existing shareholders at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance.
- To implement and approve necessary documents to register issuance at SSC; to register additional shares at VSD and to register additional listing shares at HOSE.
- To implement the other necessary procedures to issue shares according to the plan approved by the General Shareholders' Meeting of the Company, in accordance with applicable laws.
- To direct, control and handle problems arising from the implementation of the above contents.
- Depend on specific situation, the BOD authorizes to the CEO to conduct one or some specific tasks mentioned above.

The Board of Directors would like to submit to the General Shareholders' Meeting for your approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



DO HUNG VIET

To:

- As mentioned above;
- BOD Office for record.



DRAFT OF RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING HO CHI MINH CITY SECURITIES CORPORATION

Subject: Share issuance plan to existing shareholders

Pursuant to:

- The Law on Enterprises 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;
- The Law on Securities 54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and the documents guiding the implementation of Securities Law;
- The HSC Charter according to the AGM Resolution No. 01/2020/NQ-ĐHĐCĐ dated June 23, 2020,
- Minutes of vote counting No.01/2021/BB-ĐHĐCĐ dated March 12, 2021 of the General Shareholders' Meeting of Ho Chi Minh City Securities Corporation.

RESOLUTION

Article 1: The General Shareholders' Meeting approved the share issuance plan to existing shareholders according to Proposal No.02/2021/TT-HĐQT dated February 22, 2021. The details are as follows:

I. SHARE ISSUANCE PLAN TO EXISTING SHAREHOLDERS

1. Name of securities: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Ticker symbol: **HCM**
3. Type of share: Ordinary share
4. Par value: VND10,000/ share (*Ten thousand dong per share*)
5. Total number of issued shares: 305,882,263 (*Three hundred and five million eight hundred eighty-two thousand two hundred sixty-three*) shares
6. Number of outstanding shares: 305,041,845 shares (*Three hundred and five million forty-one thousand eight hundred forty-five*) shares
7. Number of treasury shares: 840,418 shares (*Eight hundred forty thousand four hundred eighteen*) shares (*at as December 31, 2020*)
8. Estimated number of issued shares: 152,520,923 shares (*One hundred fifty-two million five hundred twenty thousand nine hundred twenty-three*) shares
9. Total value of issuance at par value: VND 1,525,209,230,000 (*One thousand five hundred twenty-five billion two hundred and nine million two hundred thirty thousand dong*)
10. Issuance rate (*total estimated number of issued shares/ number of outstanding shares*): 50% (*fifty percent*)
11. Offering target: Existing shareholders include domestic and foreign shareholders, whose names are in the list of HSC's shareholders as at the record date, are entitled to exercise the right to purchase shares.

12. Offering method: In accordance with shareholders' purchasing rights
13. Subscription ratio: 2:1 (*A shareholder who owns two (02) shares is entitled to the right of purchasing one (01) additional share*)
14. Transfer restriction: Additional issued shares are not subjected to transfer restrictions.
15. Offering price: VND 14,000/ share (*Fourteen thousand dong per share*)
16. Right transfer: The right to purchase additional issued shares is transferable only one time.
17. Shareholders restricted in transferability are still entitled to purchase shares. The number of additional shares purchased from the right to purchase shares is not restricted.
18. Processing with arising odd stocks (*if any*): The number of shares existing shareholders receive will be rounded down to the unit. The decimal fraction (*if any*) will be cancelled.

For example: Nguyen Van A owns 101 HCM shares, according to the issuance ratio 2:1, Nguyen Van A will be entitled to the right of purchasing $101/2 = 50.5$ additional shares. Thus, Nguyen Van A will be entitled to the right of purchasing 50 shares. Odd share (0.5 shares) will be cancelled.

19. Processing with the remaining of shares from existing shareholders that do not carry out the purchasing rights:

In case of the remaining of shares from existing shareholders that do not carry out the purchasing rights (*if any*), the General Shareholders' Meeting authorizes to the BOD to decide the following contents:

- The remaining of shares shall be offered to other investors with the offering price not lower than the one offered to existing shareholders.
- In case of the ownership percentage of shareholders whom the BOD continues to distribute offered shares reaches or exceeds the ownership percentage as prescribed in Clause 1 Article 35 of the Law on Securities No. 54/2019/QH14, it is not necessary to process a private placement offering.
- The remaining of shares from existing shareholders offering to other investors shall be restricted one year from the date completing the issuance in accordance with the provisions of law.
- In case of passing the deadline of distributing shares according to the provisions of law (*including the extended time, if any*), if there are still any undistributed shares left, they will be cancelled and the BOD will announce to end the issuance plan.
- To consider carefully and to adjust the capital using plan to ensure that the Company's capital and business activities are not affected.

20. Expected time of issuance: In 2021 after receiving the approval from the State Securities Commission of Viet Nam.
21. Method of determining offering price:

Offering price: VND 14,000/ share (*Fourteen thousand dong per share*)

- Based on 4Q2020 Financial Statement as at December 31, 2020: Book value of HCM stock is VND 14,557/ share.
- Based on the price of HCM stock of the closet 30 trading sessions (*from December 30, 2020 to February 17, 2021*): Average ATC price of HCM stock is VND 30,123 / share.



Based on the Company's growth strategy and the need of raising charter capital, and simultaneously encouraging shareholders in commitment and contribution to the Company's growth, the offering price shall be lower than the book value by 3,83% and lower than the average market price (based on the closest 30 trading sessions) by 54,52%.

22. Expected diluted price:

Issuing additional shares to existing shareholders would expose dilution risks, including:

- Earnings Per Share (EPS) dilution
- Book Value Per Share (BVPS) dilution
- Stake and voting power dilution
- Market price dilution

Specifically:

At the record date of exercising purchasing rights of additional issued shares to existing shareholders, the Company's shares price will be technically adjusted according to this formula:

$$\text{Market price (Adjusted)} = \frac{\text{PR}(t-1) + I_1 * \text{PR}}{1 + I_1}$$

Of which:

PR (t -1) is the stock trading price before the closing date of exercising purchasing rights

PR is the price of additional issued shares to existing shareholders

I₁ is the ratio of increased capital

For example: HCM trading price before the record date of exercising purchasing rights is VND 30.000/ share. The price of additional issued shares to existing shareholders is VND 14.000/ share. The ratio of share offering to existing shareholders is 2:1. Thus, the adjusted market price will be:

Market price (adjusted) = (30.000 + 0,5 * 14.000) / (1+ 0,5) = VND 24.666/ share

II. ISSUANCE PURPOSES AND USE OF PROCEEDS

Total value of expected additional issued shares to existing shareholders VND 2.135.292.922.000 (*Two thousand one hundred thirty-five billion two hundred ninety-two million nine hundred twenty-two thousand dong*). Additional capital gained from the share issuance to existing shareholders will be allocated to:

- Additional capital for margin lending: VND 1.495.000.000.000
(*In words: One thousand four hundred ninety-five billion dong*)
- Additional capital for underwriting of share issuance: VND 427.000.000.000
(*In words: Four hundred twenty-seven billion dong*)
- Additional capital for principle investment: VND 213.292.922.000
(*In words: Two hundred thirteen billion two hundred ninety-two million nine hundred twenty-two thousand dong*)



General Shareholders' Meeting authorizes the BOD to adjust the using plan of capital gained from the offering to accord with the Company's actual need of using capital and to ensure the shareholders' maximum benefits and to report to the latest General Shareholders' Meeting.

III. AUTHORIZATION

General Shareholders' Meeting authorized the BOD to conduct the following activities, including but not limited to:

- To implementing the issuance plan and to have full authority to amend, supplement, adjust the above-mentioned issuance plan at the request of competent agencies in accordance with the provisions of the Company Charter and the current laws.
- To select the appropriate time to process the offering plan and to conduct procedures to record the list of shareholders for the issue, to make a plan to handle unsubscribed shares (if any).
- To amend the Company Charter accordingly in charter capital related articles upon the result of the issuance; execute the registration of increased charter capital to amend License for establishment and operation of HSC at State Securities Commission ("SSC") after completing the issuance.
- To register and to list all issued shares to existing shareholders at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance.
- To implement and approve necessary documents to register issuance at SSC; to register additional shares at VSD and to register additional listing shares at HOSE.
- To implement the other necessary procedures to issue shares according to the plan approved by the General Shareholders' Meeting of the Company, in accordance with applicable laws.
- To direct, control and handle problems arising from the implementation of the above contents.
- Depend on specific situation, the BOD authorizes to the CEO to conduct one or some specific tasks mentioned above.

Article 2: This Resolution takes effect from the signing date, all shareholders of Ho Chi Minh City Securities Corporation, members of the Board of Directors, members of the Board of Supervisors and all the Company employees have responsible for the implementation of such Resolution.

For and on behalf of the Board of Directors

CHAIRMAN

DO HUNG VIET

To:

- HSC Shareholders;
- BOD, BOS and BOM;
- BOD Office for record.

