

Số: 20/2021/CV-CBTT
No.20/2021/CV-CBTTTP. Hồ Chí Minh, ngày 01 tháng 04 năm 2021
Ho Chi Minh City, April 01, 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:

- Biên bản kiểm phiếu số 01/2021/BB-ĐHĐCĐ ngày 31/03/2021 và Nghị quyết Đại hội đồng cổ đông lấy ý kiến cổ đông bằng văn bản số 01/2021/NQ-ĐHĐCĐ ngày 31/03/2021 thông qua Phương án phát hành cổ phiếu cho cổ đông hiện hữu.
Minutes of vote counting No.01/2021/BB-ĐHĐCĐ dated March 31, 2021 and Resolution No.01/2021/NQ-ĐHĐCĐ dated March 31, 2021 approved the share issuance plan to existing shareholders by the General Shareholders' Meeting in the form of written ballot.

- Nghị quyết Hội đồng quản trị số 10/2021/NQ-HĐQT ngày 01/04/2021 thông qua bộ hồ sơ đăng ký chào bán cổ phiếu cho cổ đông hiện hữu.
Resolution No.10/2021/NQ-HĐQT dated April 01, 2021 approved the documents for registration of share issuance to existing shareholders by the Board of Directors.

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 01/04/2021 tại đường dẫn <http://www.hsc.com.vn/vn/investor/information-disclosure>
This information was disclosed on HSC webpage on April 01, 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:

- Biên bản kiểm phiếu cổ 01/2021/BB-ĐHĐCĐ ngày 31/03/2021;
Minutes of vote counting No.01/2021/BB-ĐHĐCĐ dated March 31, 2021;
- Nghị quyết số 01/2021/NQ-ĐHĐCĐ ngày 31/03/2021;
Resolution No.01/2021/NQ-ĐHĐCĐ dated March 31, 2021;
- Nghị quyết số 10/2021/NQ-HĐQT ngày 01/04/2021;
Resolution No.10/2021/NQ-HĐQT dated April 01, 2021;

RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING IN THE FORM OF WRITTEN BALLOT HO CHI MINH CITY SECURITIES CORPORATION

Subject: Share issuance plan to existing shareholders

- *In accordance with 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;*
- *In accordance with 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;*
- *HSC's Corporate 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 31, 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.

➤ Votes in favor accounted for 52%.

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.



No. 01/2021/BB-ĐHĐCĐ

Ho Chi Minh City, March 31, 2021



MINUTES OF VOTE COUNTING GENERAL SHAREHOLDERS' MEETING

HO CHI MINH CITY SECURITIES CORPORATION (HSC)

- 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 the documents guiding the implementation of Law on Securities;
- HSC's Corporate Charter according to the AGM Resolution No. 01/2020/NQ-ĐHĐCĐ dated June 23, 2020;
- BOD Resolution No.02/2021/NQ-HĐQT dated January 25, 2021 approved to obtain shareholders' votes by written ballot for the share issuance plan to existing shareholders;
- The Official Letter No. 118/2021-HCM/VSD-ĐK dated February 24, 2021 of the Vietnam Securities Depository – Hochiminh Branch on the list of shareholders who are eligible to take the rights dated February 22, 2021;
- BOD Resolution No.06/2021/NQ-HĐQT dated March 09, 2021 approved to extend the timing of collecting shareholders' votes by written ballot for the share issuance plan to existing shareholders;
- The written ballots were sent to HSC's shareholders,

I. PARTICIPANTS OF VOTE COUNTING AND SUPERVISOR

1. Representative of the Board of Directors

Mr. Do Hung Viet – Chairman of the Board of Directors

2. The Vote – counting Committee and Supervisor:

The Vote – counting Committee:

1. Ms. Truong Ngoc Quynh Tien
2. Mr. Vo Dang Tue

Supervisor:

Mr. Vo Van Chau – Head of the Supervisory Board

3. Secretary:

Ms. Than Thi Thu Dung

II. COMPANY PROFILE

- Company name: Ho Chi Minh City Securities Corporation (HSC)
- Head Office: Level 5&6, AB Tower, 76 Le Lai Street, Ben Thanh Ward, Dist.1, HCMC
- Phone: (+84 28) 3823 3299 Fax: (+84 28) 3823 3301 Website: www.hsc.com.vn
- License for Establishment and Operations No. 11/GPHĐKD dated 19 April 2003 issued by State Securities Committee of Vietnam and the Amended License No. 13/GPĐC – UBCK dated March 16, 2020 issued by State Securities Committee of Vietnam.

III. THE CONTENTS OF OBTAINING SHAREHOLDERS' VOTES BY WRITTEN BALLOT

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

IV. PRINCIPLE AND RESULT OF VOTE COUNTING

1. Principle of vote counting

- The written ballot is considered valid in the following cases:
 - + Issued by HSC, signed by Chairman and Legal Representative and sealed by HSC;
 - + Signed by the shareholder (*if the shareholder is an individual*), signed by the authorized representative or the legal representative and sealed (*if the shareholder is an institution*);
 - + Marked only one of three boxes (For, Against, Abstention) for each content;
 - + Ballot is not torn, modified, erased or marked;
 - + Sent to HSC before 31 March 2021, at the time receiving it by post, fax or via email;
 - + Put in sealed envelope and not opened prior to the vote counting in case of sending by post or kept confidential in case of sending by mail or by fax;
- The written ballot is considered invalid in the following cases:
 - + Not issued by HSC, not signed by Chairman and Legal Representative and not sealed by HSC;

- + Not signed by the shareholder (*if the shareholder is an individual*), not signed by the authorized representative or the legal representative and not sealed (*if the shareholder is an institution*);
- + Marked two or more boxes (For, Against, Abstention) for each content;
- + Torn, modified, erased or marked;
- + Sent to HSC after 31 March 2021, at the time receiving it by post, fax or via email
- + Not put in sealed envelope or opened prior to the vote counting in case of sending by post or not kept confidential in case of sending by mail or by fax;

2. Result of vote counting

2.1 The written ballots

- Up to 16:30 dated 31 March 2021, the Company's charter capital registered according to the regulation was of VND 3,058,822,630,000 equivalent to 305,882,263 shares; in which, the voting capital was of VND 3,050,418,450,000 equivalent to 305,041,845 shares (as eliminating 840,418 treasury shares hold by the Company). Therefore, the GSM would vote based on the capital of VND 3,050,418,450,000 equivalent to 305,041,845 shares.
 - Total number of shareholders having the voting rights at the record date (22 February 2021) were 12,560 shareholders, representing for shareholders holding 305,041,845 shares, equivalent 100% of total voting shares;
 - Total number of written ballots were sent to the shareholders: 12,560 written ballots, equivalent 305,041,845 shares, holding 100% of total voting shares;
 - Total number of the filled written ballots were returned to HSC: 1,139 written ballots, equivalent 236,254,309 shares, holding 77.439 % of total voting shares;
- In which:
- + Total number of valid written ballots: 1,006 written ballots, equivalent 231,739,526 shares, accounting for 75.969% of total voting shares.
 - + Total number of invalid written ballots: 133 written ballots, equivalent 4,524,783 shares, accounting for 1.471% of total voting shares.
 - Total number of written ballots were not voted: 11,421 written ballots, equivalent 68,787,536 shares, accounting for 22,550% of total voting shares.
 - The written ballots which were chose "Abstention" box, invalid and returned to HSC due to many reasons shall be considered as "Abstention".



2.2 Result of vote counting

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

	Total number of voting shares	%
For	158,620,489	52.000%
Against	28,840	0.008%
Abstention	146,392,516	47.992%

Conclusion: The General Shareholders' Meeting approved the share issuance plan to existing shareholders with votes in favor accounted for 52%.

V. RESOLUTION APPROVED BY GENERAL SHAREHOLDERS' MEETING IN THE FORM OF WRITTEN BALLOT

Based on the HSC Charter according to the Resolution No. 01/2020/NQ-ĐHĐCĐ dated 23 June 2020, a resolution of the General Shareholders' Meeting shall be passed when it is agreed by a number of shareholders representing at least fifty-one (51) percent of the total votes. As a result, the General Shareholders' Meeting of HSC approved the following content of obtaining shareholders' votes by written ballots:

- Share issuance offering to existing shareholders according to the Proposal No. 02/2021/TT-ĐHĐCĐ dated February 22, 2021.

The vote – counting procedure ended at 19:00 on the same date. The vote – counting committee commits to carry out the vote – counting honestly and accurately.

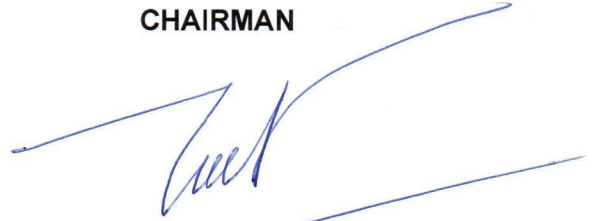
The Minutes is made at 19:30 on March 31, 2021. The Minutes is made two (02) copies which are the same contents and legal validity. The Minutes is attached to the General Shareholders' Meeting Resolution in the form of written ballot.

FOR AND BEHALF OF
THE SUPERVISORY BOARD



VO VAN CHAU

FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN




DO HUNG VIET

THE VOTE – COUNTING COMMITTEE



TRUONG NGOC QUYNH TIEN



VO DANG TUE

SECRETARY



THAN THI THU DUNG



Số: 10/2021/NQ-HĐQT
No. 10/2021/NQ-HĐQTTP. Hồ Chí Minh, ngày 01 tháng 04 năm 2021
Ho Chi Minh City, April 01, 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;
In accordance with 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's Corporate Charter;
Căn cứ vào Biên bản số 10/2021/BB-HĐQT ngày 01/04/2021 của Hội đồng quản trị.
Minutes No.10/2021/BB-HĐQT dated April 01, 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 đăng ký chào bán cổ phiếu cho cổ đông hiện hữu của Công ty Cổ phần Chứng khoán Thành phố Hồ Chí Minh nộp Ủy Ban Chứng Khoán Nhà nước theo quy định tại Điều 12 Nghị định 155/2020/NĐ-CP hướng dẫn Luật Chứng khoán.
The Board of Directors approved the documents for registration of share issuance to existing shareholders of Ho Chi Minh City Securities Corporation to submit to the State Securities Commission according to the Article 12 of Decree 155/2020/NĐ-CP guiding the Securities Law.

ĐIỀU 2
ARTICLE 2

Hội đồng quản trị thông qua việc triển khai thực hiện Phương án phát hành cho cổ đông hiện hữu đã được Đại hội đồng cổ đông thông qua tại Nghị quyết số 01/2021/NQ-ĐHĐCĐ ngày 31/03/2021.
The Board of Directors approved the implementation of the share issuance to existing shareholders plan approved by General Meeting's Shareholders in Resolution No. 01/2021/NQ-ĐHĐCĐ dated March 31, 2021.

ĐIỀU 3
ARTICLE 3

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 đăng ký chào bán với Ủy ban chứng khoán nhà nước và tiến hành thực hiện các thủ tục để hoàn tất việc chào bán.
The Board of Directors authorized the Chairman, Chief Executive Officer and the relevant departments to process the implementation to register the share issuance to State Securities Commission and the procedures to complete the issuance.

ĐIỀU 4

ARTICLE 4

Nghị quyết này có hiệu lực kể từ ngày ký. Các thành viên Hội đồng quản trị, Ban Tổng Giám đốc Công ty và các cá nhân có liên quan chịu trách nhiệm thi hành Nghị quyết này.

Resolution takes effect from the signing date. Members of the Board of Directors, the Board of Management and the relevant individuals are responsible for the implementation of this Resolution.

**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