

Số/ No.: 88/2024/CV-CBTT

TP.Hồ Chí Minh, ngày 08 tháng 11 năm 2024  
Ho Chi Minh City, 08 November 2024

CÔNG BỐ THÔNG TIN BẤT THƯỜNG  
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*  
- Sở Giao dịch Chứng khoán Việt Nam/ *Vietnam Stock Exchange*  
- Sở Giao dịch Chứng khoán TP.Hồ Chí Minh/ *Hochiminh Stock Exchange*  
- Sở Giao dịch Chứng khoán Hà Nội/ *Hanoi Stock Exchange*

1. Tên tổ chức: Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh

Name of organization: *Ho Chi Minh City Securities Corporation*

- Mã chứng khoán: HCM

Securities code: *HCM*

- Địa chỉ liên lạc: Tầng 2, 5, 6, 7, 11 và 12 Tòa nhà AB, 76A Lê Lai, P. Bến Thành, Quận 1, TP.HCM

Address: *Level 2, 5, 6, 7, 11 & 12, AB Tower, 76A Le Lai Str., Ben Thanh Ward, Dist.1, HCM City*

- Điện thoại: (+84 8) 3823 3299

Telephone: *(+84 8) 3823 3299*

Fax: (+84 8) 3823 3301

Fax: *(+84 8) 3823 3301*

- Email: cbtt@hsc.com.vn

Email: *cbtt@hsc.com.vn*

Website: hsc.com.vn

Website: *hsc.com.vn*

2. Nội dung thông tin công bố: Tài liệu họp Đại hội đồng cổ đông bất thường được tổ chức vào ngày 04/12/2024

Contents of disclosure: *The Documents of the Extraordinary General Meeting of Shareholders held on 04 December 2024*

Ngày 08/11/2024, Hội đồng Quản trị Công ty Cổ phần Chứng khoán Thành phố Hồ Chí Minh (HSC) đã thông qua Tài liệu họp Đại hội đồng cổ đông bất thường năm 2024 (Nội dung chi tiết vui lòng xem tại Nghị quyết số 50/2024/NQ-HĐQT đính kèm).

On 08 November 2024, the Board of Directors of Ho Chi Minh City Securities Corporation (HSC) approved the Documents of the Extraordinary General Meeting of Shareholders 2024 (Please refer to the attached Resolution No. 50/2024/NQ-HĐQT for details).

Toàn bộ Tài liệu họp Đại hội đồng cổ đông bất thường năm 2024 được đăng trên trang thông tin điện tử của Công ty tại đường dẫn <https://www.hsc.com.vn/dai-hoi-co-dong> và <https://egm.hsc.com.vn> từ ngày 08/11/2024.

The Documents of the Extraordinary General Meeting of Shareholders 2024 was posted on Company's website at <https://www.hsc.com.vn/en/meeting-of-shareholders> and <https://egm.hsc.com.vn> from 08 November 2024.





Tài liệu hợp gồm:

*The Documents are included:*

- Thông báo về việc tổ chức ĐHĐCĐ bất thường năm 2024;  
*Announcement of organizing the EGM 2024;*
- Tờ trình Phương án phát hành cổ phiếu cho cổ đông hiện hữu;  
*Proposal for Plan of share issuance to existing shareholders;*
- Tờ trình Nhân sự Đoàn Chủ tọa và Ban Kiểm phiếu;  
*Proposal for the Presiding Board Members and the Vote Counting Committee;*
- Mẫu Giấy ủy quyền dành cho cổ đông cá nhân và cổ đông tổ chức;  
*Proxy letter for individual shareholders and institutional shareholders;*
- Dự thảo Nghị quyết ĐHĐCĐ bất thường năm 2024;  
*Draft of Resolution of the EGM 2024;*
- Hướng dẫn đăng ký tham dự và biểu quyết tại ĐHĐCĐ bất thường năm 2024.  
*Instructions on participating and voting at the EGM 2024.*



3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 08/11/2024 tại đường dẫn <https://www.hsc.com.vn/cong-bo-thong-tin>

*This information was published on the company's website on 08 November 2024, as in the link <https://www.hsc.com.vn/en/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 hereby certify that the information provided is true and correct; we bear the full responsible to the law.*

**ĐẠI DIỆN TỔ CHỨC**

**ORGANIZATION REPRESENTATIVE**

Người được ủy quyền công bố thông tin

*Person authorized to disclose information*



**Lê Anh Quân**

Giám đốc Điều hành Truyền thông

*Chief Communications Officer*

**Tài liệu đính kèm / Attached documents:**

- Nghị quyết HĐQT số 50/2024/NQ-HĐQT ngày 08/11/2024  
*Board Resolution No. 50/2024/NQ-HĐQT dated 08 November 2024*
- Tài liệu ĐHĐCĐ bất thường năm 2024  
*The Documents of the EGM 2024*

**RESOLUTION**  
**BOARD OF DIRECTORS**  
**HO CHI MINH CITY SECURITIES CORPORATION**

*In accordance with Enterprise Registration Certificate No. 11/GPHĐKD dated 29 April 2003 and Amended License No. 41/GPĐC-UBCK dated 10 June 2024 issued by the State Securities Commission of Vietnam,*

*In accordance with HSC's Corporate Charter;*

*In accordance with the Board Meeting Minutes No. 50/2024/BB-HĐQT dated 08 November 2024.*

**BOARD OF DIRECTORS**  
**HO CHI MINH CITY SECURITIES CORPORATION**  
**HEREBY RESOLVED**

**ARTICLE 1**

The Board of Directors approved Documents of the Extraordinary General Meeting of Shareholders ("EGM") 2024. Documents was published on HSC's website at <https://www.hsc.com.vn/en/meeting-of-shareholders> and <https://egm.hsc.com.vn>.

Documents:

- Announcement of organizing the Extraordinary General Meeting of Shareholders 2024;
- Proposal for Plan of share issuance to existing shareholders;
- Proposal for the Presiding Board Members and the Vote Counting Committee;
- Proxy letter for individual shareholder and institutional shareholder;
- Draft of Resolution of the Extraordinary General Meeting of Shareholders 2024;
- Instructions on participating and voting at the Extraordinary General Meeting of Shareholders 2024.

**ARTICLE 2**

Resolution takes effect from the signature date.

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



**JOHAN NYVENE**

**To:**

- + BOD members,
- + BOS members,
- + BOM members,
- + BOD Office for archiving,



## INDEX DOCUMENTS OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024

No.	Contents
1	Announcement of organizing the Extraordinary General Meeting of Shareholders 2024.
2	Proposal No 11/2024/TT-HĐQT dated 08 November 2024 issued by the Board of Directors on the plan of share issuance to existing shareholders.
3	Proposal No 12/2024/TT-HĐQT dated 08 November issued by the Board of Directors on the Presiding Board Members and the Vote Counting Committee.
4	Proxy letter for individual shareholder and institutional shareholder.
5	Draft of Resolution of the Extraordinary General Meeting of Shareholders.
6	Instructions on participating and voting at the the Extraordinary General Meeting of Shareholders 2024.



## ANNOUNCEMENT

### EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024 HO CHI MINH CITY SECURITIES CORPORATION

Ho Chi Minh City Securities Corporation would like to announce The Extraordinary General Meeting of Shareholders ("EGM") 2024.

#### Agenda of the EGM 2024

- 1 **Time** 14:00, Wednesday, 04 December 2024
- 2 **Meeting method** Online meeting  
The shareholder participates meeting at <https://egm.hsc.com.vn>
- 3 **Voting** The shareholder votes electronically from **08:00, 08 November to 15:00, 04 December 2024**, via <https://egm.hsc.com.vn>. E-voting results will be kept confidential until the votes counting time.
- 4 **Agenda** Included in the EGM documents.
- 5 **Eligibility** All shareholders whose names are in the list of HSC's shareholders as at the record date (30 October 2024) issued by Viet Nam Securities Depository and Clearing Corporation – HCMC Branch ("CNVSDC") are eligible to participate in the EGM 2024.
- 6 **Authorization** Shareholder may authorize in writing (Proxy Letter) to another person or a member of the Board of Directors to attend EGM. Shareholders send Proxy Letter to HSC directly or by post to the below-mentioned address or email [egm@hsc.com.vn](mailto:egm@hsc.com.vn) before **16:00, 27 November 2024**.
- 7 **Documents** Shareholders can download the EGM documents from **08 November 2024** at: <https://egm.hsc.com.vn> or <https://www.hsc.com.vn/en/meeting-of-shareholders>
- 8 **Other information**
  - To participate in the online meeting and E-voting, shareholders are requested to prepare a smartphone or computer with internet connection.
  - HSC will use shareholders' CNVSDC-provided information (mobile phone number, email address, mailing address) to send invitations and authentication code (OTP) when shareholders register and vote at the EGM. Shareholders should contact HSC for any information update or changes.
  - Shareholders may use Proxy Letter provided by HSC, or existing notarized document or other document signed by both parties.
  - Official language at the EGM is Vietnamese, English translation is available.

Contact information:

**The EGM Organizing Committee of Ho Chi Minh City Securities Corporation**

Floor 5, AB Tower, 76A Le Lai, Ben Thanh Ward, District 1, Ho Chi Minh City

Tel: (+84) 28 3823 3299

Fax: (+84) 28 3823 3301

Email: [egm@hsc.com.vn](mailto:egm@hsc.com.vn)



FOR AND BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN

*Johan Nyvene*  
JOHAN NYVENE



# EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024

## HO CHI MINH CITY SECURITIES CORPORATION

### AGENDA

TIME	CONTENTS	PRESENTER
14:00 – 14:15	<b>OPENING</b>	
	Verification of the EGM quorum Approving the Presiding Board Members and the Vote Counting Committee Introducing the Secretary Members	Ms. Dang Nguyet Minh Mr. Le Anh Quan
14:10 – 14:40	<b>MEETING</b>	
14:15 – 14:20	Agenda of the EGM 2024	Mr. Johan Nyvene
14:20 – 14:40	Plan for share issuance to existing shareholders	Mr. Johan Nyvene
14:40 – 15:10	<b>DISCUSSION AND VOTING</b>	
15:10 – 15:30	<b>CLOSING</b>	
	Approval of the EGM Meeting minutes Disclosure of the EGM Resolution Closing statement	Mr. Johan Nyvene Mr. Johan Nyvene Mr. Johan Nyvene



**PROPOSAL**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024**  
**HO CHI MINH CITY SECURITIES CORPORATION**

**Subject: Plan for share issuance to existing shareholders**

*Based on:*

- *Law of Enterprise No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No.54/2019/QH14 issued by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP on detailing and guiding the implementation of a number of articles of the Law on Securities;*
- *HSC's Corporate Charter approved at Resolution No.01/2022/NQ-DHĐCĐ dated August 08, 2022.*

The Board of Directors ("BOD") of Ho Chi Minh City Securities Corporation would like to submit the Plan of issuing shares to existing shareholders ("Share Issuance Plan") for the consideration and approval of the Extraordinary General Meeting of Shareholders ("EGM"). Details of the Share Issuance Plan are as follows:

**I. The plan of share issuance to existing shareholders**

1. Name of share issuer: Ho Chi Minh City Securities Corporation ("HSC")
2. Name of share: Share of Ho Chi Minh City Securities Corporation
3. Ticker: HCM
4. Type of shares: Ordinary shares
5. Par value: VND10,000 per share
6. Total number of shares in issue: 720,811,532 shares
7. Number of outstanding shares: 719,971,114 shares
8. Number of treasury shares: 840,418 shares
9. Number of offering shares: 359,985,557 shares
10. Total par value of offering shares: VND3,599,855,570,000
11. Offering ratio (Number of offering shares/Number of outstanding shares): 50% (fifty percent)
12. Purpose of offering: Increasing the Company's operating capital for expanding margin lending capacity and funding for proprietary trading activities.
13. Offering method: Rights issuance to existing shareholders.
14. Offering target: Existing shareholders of HSC including local 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. The list of shareholders is provided by the Vietnam Securities Depository and Clearing Corporation.
15. Subscription ratio: 2:1. As at the record date, a shareholder who owns one (01) share is entitled to receive one (01) right. A shareholder who has two rights is entitled to buy one (01) new share.
16. Offering price: VND10,000 /share (Ten thousand Vietnamese Dong per share)



17. Right transfer: The existing shareholders are allowed to transfer rights one (1) time only in the prescribed period. The transferees are not allowed to transfer rights to the third party.  
Existing local shareholders are only allowed to transfer rights to other local shareholders and not to foreign shareholders.
18. Share transfer restriction: The additional issuance shares to the existing shareholders are ordinary shares, not subject to transfer restriction.
19. Shareholders who own transfer-restricted shares are entitled to have right to purchase new shares. Newly purchased shares are not subject to transfer restriction.
20. Plan for rounding, handling odd shares, and any remaining unsubscribed shares (if any)
- 20.1. Plan for rounding, handling odd shares:
  - The number of additional shares issued to each existing shareholder will be rounded down to the nearest unit to ensure that the total number of shares unsubscribed does not exceed the total number of shares registered for issuance.
  - Any odd shares arising from rounding down will be aggregated.

Example: On the record date, a shareholder - Nguyen Van A - owns 1,001 shares and is entitled to 1,001 subscription rights. With a subscription ratio of 2:1, additional shares issued to shareholder A would be  $1,001 \times 1/2 = 500.5$  shares. After rounding down to the nearest unit, the shareholder A is entitled to purchase 500 shares. The fractional 0.5 share resulting from rounding down will be aggregated with the fractional shares of other shareholders.
- 20.2. Plan for handling remaining unsubscribed shares:
  - a. The remaining unsubscribed shares include:
    - Shares not subscribed to or paid for by existing shareholders.
    - Odd shares resulting from rounding down, aggregated from multiple shareholders.
  - b. Handling plan:
    - The remaining unsubscribed shares will continue to be offered to domestic investors who are existing shareholders, and/or employees of the HSC, and/or other investors at a price not below the offering price.
    - The remaining unsubscribed shares which are offered to other parties as decided by the BOD, will be subject to a one-year transfer restriction from the date of completion of this Share Issuance Plan.
    - The handling of shares for which investors do not register or fail to make payment, along with odd shares, will be in accordance with the provisions of Article 42 of Decree No. 155/2020/NĐ-CP.
    - In the situation that there are still unsubscribed shares after the deadline of the Share Issuance Plan has passed (including the extended time, if any), the remaining unsubscribed shares will be cancelled and the BOD could announce the completion of the Share Issuance Plan.
21. The minimum successful offering ratio: N/A.
22. Expected time of the share offering: In 2025, after the State Securities Commission (“SSC”) issues a Certificate of registration for public offering. The EGM authorizes the BOD to decide on the specific issuance timing.
23. Plan to ensure the share issuance complies with the foreign ownership ratio: The maximum foreign ownership ratio at HSC is 49%. According to the Share Issuance Plan, existing shareholders who are domestic investors will not be allowed to transfer their subscription rights to foreign investors but may transfer them to other domestic investors. Additionally, any remaining unsubscribed shares will



continue to be offered to domestic investors who are existing shareholders, and/or HSC's employees, and/or other investors. Therefore, the maximum foreign ownership ratio in the Company after the issuance will be ensured at 49%.

## II. Use of proceeds plan

- The estimate proceeds from the share offering to existing shareholders, totaling VND 3,599,855,570,000, will be allocated to the Company's activities, including:

No.	Purpose of Fund Utilization	Allocation Ratio	Value (VND)	Expected Disbursement Time
1	Additional capital for margin lending activities	70%	2,519,898,899,000	In 2025, after the SSC announces the receipt of the report on the results of the public offering of shares
2	Additional capital for proprietary trading activities	30%	1,079,956,671,000	In 2025, after the SSC announces the receipt of the report on the results of the public offering of shares
	<b>Total</b>	<b>100%</b>	<b>3,599,855,570,000</b>	

- In the situation that the issuance period ends the total number of shares offered to existing shareholders is not fully subscribed, and the actual proceeds from the share offering are lower than expected, the actual proceeds will be allocated as follows:

- Supplementing capital for margin lending activities: 70%.
- Supplementing capital proprietary trading activities: 30%.

Any shortfall will be compensated by the Company from other sources or arranged by other financial sources.

- The EGM authorizes the BOD to change the plan on use of capital and proceeds from the offering with the change value less than 50% of the total proceeds from the offering in accordance with legal regulations, and any adjustments must be reported at the nearest General Meeting of Shareholders ("GMS").

## III. Additional Custody Registration and Listing of Shares

All additional shares issued to existing shareholders will be registered and deposited at the Vietnam Securities Depository and Clearing Corporation and listed on the Ho Chi Minh Stock Exchange in accordance with the law.

## IV. Authorization for the Board of Directors

In addition to the specific authorizations outlined in the Share Issuance Plan and the Capital Usage Plan, the EGM authorizes the BOD to carry out, including but not limited to, the following:

- Decide, amend, supplement, and adjust the Share Issuance Plan, including detailed capital usage plans, to align with the Company's actual situation or the requirements of relevant authorities in accordance with the EGM Resolution. If any changes in law affect the Issuance Plan, the plan will automatically be updated to comply with current legal requirements.
- Decide to postpone the Share Issuance Plan if deemed necessary and report such events at the nearest GMS;
- Approve measures to ensure that the share issuance complies with foreign ownership limits;



4. Prepare required materials and procedures related to the capital increase;
5. Determine the issuance time and select the record date for the list of existing shareholders who are entitled to have right to purchase new shares according to the Share Issuance Plan, once the SSC grants the Certificate of registration for public offering, ensure the rights and benefits of existing shareholders in accordance with applicable laws;
6. Carry out necessary procedures related to the share issuance in compliance with HSC's Charter and applicable laws;
7. Implement procedures for additional depositing and listing all newly issued shares for existing shareholders at the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh Stock Exchange upon completion of the Share Issuance Plan;
8. Handle the amendment of HSC's Charter, register the change in charter capital, amend the License of Establishment and Operation of HSC at the SSC and the Certificate of Business Registration of HSC upon completion of Share Issuance Plan;
9. The BOD may delegate the Chairman or CEO to carry out one or more of the above tasks.

The Board of Directors would like to submit to the EGM for your respective approval.

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



**JOHAN NYVENE**

**To:**

- As above-mentioned
- BOD Office for archiving



**PROPOSAL**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024**  
**HO CHI MINH CITY SECURITIES CORPORATION**

**Subject: The Presiding Board Members and The Vote Counting Committee**

*Based on:*

- *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;*
- *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.01/2022/NQ-DHĐCĐ dated 08 August 2022,*

The Board of Directors ("BOD") of Ho Chi Minh City Securities Corporation would like to submit the Presiding Board Members and the Vote Counting Committee for the consideration and approval of the Extraordinary General Meeting of Shareholders. Details are as follows:

**I. The Presiding Board Members**

1. Mr. Johan Nyvene – Chairman cum Chairperson of the Meeting
2. Mr. Le Anh Minh – Vice Chairman
3. Mr. Trinh Hoai Giang – Chief Executive Officer

**II. The Vote Counting Committee**

1. Mr. Le Anh Quan – Chief Communications Officer
2. Mr. Nguyen Anh Khoa – Senior Full stack Developer
3. Ms. Bui Huyen My – Representative of Shareholders

The Board of Directors would like to submit it 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*



# EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024 HO CHI MINH CITY SECURITIES CORPORATION

## PROXY LETTER

(Form for Individual Shareholder)

☐ Hereby authorize another person

Personal details	Authorizing Party	Authorized Party
Full name:		
ID/Citizen ID/Passport No.		
Date of issue		
Place of issue		
Address		
Mobile phone No.		
Email address		
Total number of shares		

☐ Hereby authorize the Board of Directors

Shareholder authorizes one member of the Board of Directors (“BOD”) by ticking “√” the box beside the name of the member whose shareholder would like to authorize.

<input type="checkbox"/>	Mr. Johan Nyvene	Chairman	<input type="checkbox"/>	Mr. Le Hoang Anh	BOD Member
<input type="checkbox"/>	Mr. Le Anh Minh	Vice Chairman	<input type="checkbox"/>	Mr. Tran Quoc Tu	BOD Member
<input type="checkbox"/>	Mr. Andrew Colin Vallis	Independent BOD Member	<input type="checkbox"/>	Ms. Phan Quynh Anh	BOD Member
<input type="checkbox"/>	Ms. Nguyen Thi Hoang Lan	Independent BOD Member			

### Content of authorization

On behalf of the authorizing party, the authorize representative has right to attend and to exercise the shareholder’s voting right at the Extraordinary General Meeting of Shareholder 2024 of Ho Chi Minh City Securities Corporation.

The authorizing party takes responsibility for his/ her authorization and undertakes to comply with prevailing regulations in accordance with laws and HSC’s Corporate Charter. And the authorizing party commits not to sue the Company for his/her authorization.

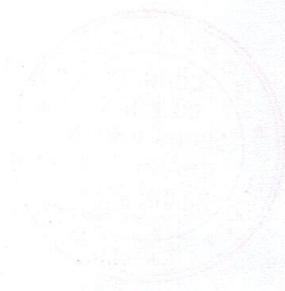
This Proxy Letter has been effective from the signing date to the date of the Extraordinary General Meeting of Shareholder 2024 of Ho Chi Minh City Securities Corporation closed.

....., date ..... month ..... year 2024

**The authorized party**  
(Signature with full name)

**The authorizing party**  
(Signature with full name)





The authorized representatives must send a Proxy Letter under the form issued by HSC, or a duly certified Proxy Letter issued by the competent organization to **The EGM Organizing Committee of Ho Chi Minh City Securities Corporation** through the contact information in the Invitation.



# EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024

## HO CHI MINH CITY SECURITIES CORPORATION

### PROXY LETTER

(Form for Institutional Shareholder)

Corporate details	Authorizing Party
Shareholder' name	
Enterprise Registration Certificate No.	
Date of issue	
Place of issue	
Legal representative	
Address	
Mobile phone No.	
Email address	
Total number of shares	

☐ Hereby authorize another person

Personal details	Authorized Party 1	Authorized Party 2
Full name		
Position		
ID/ Citizen ID /Passport No.		
Date of issue		
Place of issue		
Address		
Mobile phone No.		
Email address		
Number of shares		

☐ Hereby authorize to the Board of Directors

Shareholder authorizes one member of the Board of Directors ("BOD") by ticking "√" the box beside the name of the member whose shareholder would like to authorize.

<input type="checkbox"/> Mr. Johan Nyvene	Chairman	<input type="checkbox"/> Mr. Le Hoang Anh	BOD Member
<input type="checkbox"/> Mr. Le Anh Minh	Vice Chairman	<input type="checkbox"/> Mr. Tran Quoc Tu	BOD Member
<input type="checkbox"/> Mr. Andrew Colin Vallis	Independent BOD Member	<input type="checkbox"/> Ms. Phan Quynh Anh	BOD Member
<input type="checkbox"/> Ms. Nguyen Thi Hoang Lan	Independent BOD Member		



**Content of authorization**

On behalf of the authorizing party, the authorize representative has right to attend and to exercise the shareholder’s voting right at Extraordinary General Meeting of Shareholder 2024 of Ho Chi Minh City Securities Corporation.

The authorizing party takes responsibility for his/ her authorization and undertakes to comply with prevailing regulations in accordance with laws and HSC’s Corporate Charter. And the authorizing party commits not to sue the Company for his/her authorization.

This Proxy Letter has been effective from the signing date to the date of the Extraordinary General Meeting of Shareholder 2024 of Ho Chi Minh City Securities Corporation closed.

....., date ..... month ..... year 2024

**The authorized party**  
*(Signature with full name)*

**The authorizing party**  
*(Signature with full name)*

The authorized representatives must send a Proxy Letter under the form issued by HSC, or a duly certified Proxy Letter issued by the competent organization to **The EGM Organizing Committee of Ho Chi Minh City Securities Corporation** through the contact information in the Invitation.

**DRAFT**

**RESOLUTION**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024**  
**HO CHI MINH CITY SECURITIES CORPORATION**

*Base 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.01/2022/NQ-ĐHĐCĐ dated 08 August 2022;*
- *The Meeting Minutes No. 03/2024/BB-ĐHĐCĐ dated 04 december 2024 of the EGM 2024 of Ho Chi Minh City Securities Corporation.*

**RESOLUTION**

**ARTICLE 1**

The Extraordinary General Meeting of Shareholders ("EGM") 2024 approved the Plan of share issuance to existing shareholders. Details are as follows:

**I. The plan of share issuance to existing shareholders**

1. Name of share issuer: Ho Chi Minh City Securities Corporation ("HSC")
2. Name of share: Share of Ho Chi Minh City Securities Corporation
3. Ticker: HCM
4. Type of shares: Ordinary shares
5. Par value: VND10,000 per share
6. Total number of shares in issue: 720,811,532 shares
7. Number of outstanding shares: 719,971,114 shares
8. Number of treasury shares: 840,418 shares
9. Number of offering shares: 359,985,557 shares
10. Total par value of offering shares: VND3,599,855,570,000
11. Offering ratio (Number of offering shares/Number of outstanding shares): 50% (fifty percent)
12. Purpose of offering: Increasing the Company's operating capital for expanding margin lending capacity and funding for proprietary trading activities.
13. Offering method: Rights issuance to existing shareholders.
14. Offering target: Existing shareholders of HSC including local 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. The list of shareholders is provided by the Vietnam Securities Depository and Clearing Corporation.



15. Subscription ratio: 2:1. As at the record date, a shareholder who owns one (01) share is entitled to receive one (01) right. A shareholder who has two rights is entitled to buy one (01) new share.
16. Offering price: VND10,000 /share (Ten thousand Vietnamese Dong per share)
17. Right transfer: The existing shareholders are allowed to transfer rights one (1) time only in the prescribed period. The transferees are not allowed to transfer rights to the third party.  
Existing local shareholders are only allowed to transfer rights to other local shareholders and not to foreign shareholders.
18. Share transfer restriction: The additional issuance shares to the existing shareholders are ordinary shares, not subject to transfer restriction.
19. Shareholders who own transfer-restricted shares are entitled to have right to purchase new shares. Newly purchased shares are not subject to transfer restriction.
20. Plan for rounding, handling odd shares, and any remaining unsubscribed shares (if any)
- 20.1. Plan for rounding, handling odd shares:
  - The number of additional shares issued to each existing shareholder will be rounded down to the nearest unit to ensure that the total number of shares unsubscribed does not exceed the total number of shares registered for issuance.
  - Any odd shares arising from rounding down will be aggregated.

Example: On the record date, a shareholder - Nguyen Van A - owns 1,001 shares and is entitled to 1,001 subscription rights. With a subscription ratio of 2:1, additional shares issued to shareholder A would be  $1,001 \times 1/2 = 500.5$  shares. After rounding down to the nearest unit, the shareholder A is entitled to purchase 500 shares. The fractional 0.5 share resulting from rounding down will be aggregated with the fractional shares of other shareholders.
- 20.2. Plan for handling remaining unsubscribed shares:
  - a. The remaining unsubscribed shares include:
    - Shares not subscribed to or paid for by existing shareholders.
    - Odd shares resulting from rounding down, aggregated from multiple shareholders
  - b. Handling plan:
    - The remaining unsubscribed shares will continue to be offered to domestic investors who are existing shareholders, and/or employees of the HSC, and/or other investors at a price not below the offering price.
    - The remaining unsubscribed shares which are offered to other parties as decided by the Board of Directors (“BOD”) will be subject to a one-year transfer restriction from the date of completion of this Share Issuance Plan.
    - The handling of shares for which investors do not register or fail to make payment, along with odd shares, will be in accordance with the provisions of Article 42 of Decree No. 155/2020/NĐ-CP.
    - In the situation that there are still unsubscribed shares after the deadline of the Share Issuance Plan has passed (including the extended time, if any), the remaining unsubscribed shares will be cancelled and the BOD could announce the completion of the Share Issuance Plan.
21. The minimum successful offering ratio: N/A.
22. Expected time of the share offering: In 2025, after the State Securities Commission (“SSC”) issues a Certificate of registration for public offering. The EGM authorizes the BOD to decide on the specific issuance timing.

23. Plan to ensure the share issuance complies with the foreign ownership ratio: The maximum foreign ownership ratio at HSC is 49%. According to the Share Issuance Plan, existing shareholders who are domestic investors will not be allowed to transfer their subscription rights to foreign investors but may transfer them to other domestic investors. Additionally, any remaining unsubscribed shares will continue to be offered to domestic investors who are existing shareholders, and/or HSC's employees, and/or other investors. Therefore, the maximum foreign ownership ratio in the Company after the issuance will be ensured at 49%.

## II. Use of proceeds plan

1. The estimate proceeds from the share offering to existing shareholders, totaling VND 3,599,855,570,000, will be allocated to the Company's activities, including:

No.	Purpose of Fund Utilization	Allocation Ratio	Value (VND)	Expected Disbursement Time
1	Additional capital for margin lending activities	70%	2,519,898,899,000	In 2025, after the SSC announces the receipt of the report on the results of the public offering of shares
2	Additional capital for proprietary trading activities	30%	1,079,956,671,000	In 2025, after the SSC announces the receipt of the report on the results of the public offering of shares
	<b>Total</b>	<b>100%</b>	<b>3,599,855,570,000</b>	

2. In the situation that the issuance period ends the total number of shares offered to existing shareholders is not fully subscribed, and the actual proceeds from the share offering are lower than expected, the actual proceeds will be allocated as follows:

- Supplementing capital for margin lending activities: 70%.
- Supplementing capital proprietary trading activities: 30%.

Any shortfall will be compensated by the Company from other sources or arranged by other financial sources.

3. The EGM authorizes the BOD to change the plan on use of capital and proceeds from the offering with the change value less than 50% of the total proceeds from the offering in accordance with legal regulations, and any adjustments must be reported at the nearest General Meeting of Shareholders ("GMS").

## III. Additional Custody Registration and Listing of Shares

All additional shares issued to existing shareholders will be registered and deposited at the Vietnam Securities Depository and Clearing Corporation and listed on the Ho Chi Minh Stock Exchange in accordance with the law.

## IV. Authorization for the Board of Directors

In addition to the specific authorizations outlined in the Share Issuance Plan and the Capital Usage Plan, the EGM authorizes the BOD to carry out, including but not limited to, the followings:

1. Decide, amend, supplement, and adjust the Share Issuance Plan, including detailed capital usage plans, to align with the Company's actual situation or the requirements of relevant authorities in accordance with the EGM Resolution. If any changes in law affect the Issuance Plan, the plan will automatically



be updated to comply with current legal requirements.

2. Decide to postpone the Share Issuance Plan if deemed necessary and report such events at the nearest GMS;
3. Approve measures to ensure that the share issuance complies with foreign ownership limits;
4. Prepare required materials and procedures related to the capital increase;
5. Determine the issuance time and select the record date for the list of existing shareholders who are entitled to have right to purchase new shares according to the Share Issuance Plan, once the SSC grants the Certificate of registration for public offering, ensure the rights and benefits of existing shareholders in accordance with applicable laws;
6. Carry out necessary procedures related to the share issuance in compliance with HSC's Charter and applicable laws;
7. Implement procedures for additional depositing and listing all newly issued shares for existing shareholders at the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh Stock Exchange upon completion of the Share Issuance Plan;
8. Handle the amendment of HSC's Charter, register the change in charter capital, amend the License of Establishment and Operation of HSC at the SSC and the Certificate of Business Registration of HSC upon completion of Share Issuance Plan;
9. The BOD may delegate the Chairman or CEO to carry out one or more of the above tasks.

➤ Votes in favor accounted for ...%.

## 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 employees of the Company have responsible for the implementation of this Resolution.

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

**To:**

- *HSC's Shareholders;*
- *The State Securities Commission (SSC);*
- *Vietnam Stock Exchange (VNX);*
- *Hochiminh Stock Exchange (HOSE);*
- *Hanoi Stock Exchange (HNX);*
- *Viet Nam Securities Depository and Clearing Corporation (VSDC);*
- *HSC BOD, BOS and BOM;*
- *BOD Office for archiving.*

**JOHAN NYVENE**



# INSTRUCTIONS PARTICIPATING AND VOTING HO CHI MINH CITY SECURITIES CORPORATION EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024

## SECTION 1: ABBREVIATION AND GLOSSARY

1. **HSC:** Ho Chi Minh City Securities Corporation or the Company
2. **Shareholder:** Individuals or institutions who/ which own at least 01 (one) ordinary share of HSC and whose names are listed in the list of shareholders who are entitled to attend annual general meeting of HSC provided by Vietnam Securities Depository Center.
3. **EGM:** 2024 Extraordinary General Meeting of Shareholders of HSC
4. **Charter:** The current charter of HSC issued on 08 August 2022
5. **Internal regulations on corporate governance:** Internal regulations on corporate governance of HSC issued on 08 August 2022
6. **VSDC:** Vietnam Securities Depository and Clearing Corporation
7. **Organizing Committee:** The Organizing Committee consists of members nominated by the Company to carry out work related to organizing the Extraordinary General Meeting.
8. **Presidium:** The Presidium consists of the Chairman and members nominated by the Board of Directors and approved by the Extraordinary General Meeting. The Presidium is responsible for directing the General Meeting according to the meeting agenda approved by the Extraordinary General Meeting.
9. **Vote Counting Committee:** The Vote Counting Committee consists of a head and members nominated by Chairman of the Presidium and approved by the Extraordinary General Meeting. The Vote Counting Committee is responsible for guiding shareholders on how to vote; record, summarize and report the vote counting results to the Chairman and prepare minutes of vote counting and report to the Extraordinary General Meeting.
10. **Secretariat:** The Secretariat consists of members appointed by the Chairman. The Secretariat is responsible for recording fully and truthfully all the contents of the Extraordinary General Meeting in the Meeting Minutes, preparing a Resolution on the contents approved by the Extraordinary General Meeting, summarizing opinions of shareholders and submitting them to the Presidium.
11. **System:** The software used to organize virtual annual general meeting and the electronic voting software at <https://egm.hsc.com.vn>.
12. **Instructions:** Instructions on registration and attendance of the 2024 Extraordinary General Meeting of Shareholders of HSC.

## SECTION 2: INFORMATION ON THE EGM

1. The EGM: The 2024 Extraordinary General Meeting of Shareholders
2. Meeting format: Online
3. The last registration date to close the list of shareholders: 30 October 2024
4. Invitation release date: 08 November 2024

Meeting invitation letter/Notice of meeting: The meeting invitation letters/The notice of meeting are



sent to the emails of shareholders registered at VSDC. In the situation that shareholders do not have emails, the invitations/the notices will be mailed using guaranteed services to the address of the shareholders registered at VSDC, as well as published on the Company's website, the websites of the State Securities Commission, Hochiminh Stock Exchange.

5. Date of publishing meeting documents: 08 November 2024

Meeting documents: All meeting documents are posted on HSC's website at <https://hsc.com.vn/en/meeting-of-shareholders> and <https://egm.hsc.com.vn/>. Shareholders have the right and responsibility to access to download documents before attending the meeting.

6. Vote counting: The counting of votes is made statistically by the system under the witness and confirmation of the Vote Counting Board.
7. Contents to be approved at the EGM:
- a) The Presiding Board Members and the Vote Counting Committee;
  - b) Agenda of the EGM;
  - c) Plan of share issuance to existing shareholders;
  - d) Other proposals under the authority of the EGM (if any).

### **SECTION 3: RELATED PROVISIONS**

(This section contains related provisions in the Company's Charter and Regulations)

#### **1. Registration and authorization to attend the EGM**

1. Conditions for attending the EGM:
- a) Shareholders entitled to attend the EGM are shareholders whose names are on the list of shareholders provided by VSDC at the last registration date to close the list of shareholders.
  - b) Shareholders access the meeting via the link in the Invitation Letter, choose to log in as a shareholder with the login name "Registration number, ID card number". Shareholders are confirmed to attend the meeting after authenticating and logging into the System by one of the following methods:
    - Verify information of ID card/ passport that used to register to open a securities account which has HCM share(s) via eKYC;
    - Authentication via OTP sent via SMS/ Email registered in the shareholder list.
2. Authorization to attend the EGM:
- a) Shareholders could authorize 01 (one) of 07 (seven) members of the Board of Directors to attend the EGM.
  - b) Shareholders may authorize another individual or institution to attend the EGM. The authorization to attend the EGM is as follows:
    - Individual shareholder: Authorizes the entire number of shares that the shareholder owns to only 01 (one) other individual to attend and vote on behalf of the shareholder at the EGM.
    - Local institutional shareholder: Authorizes the entire number of shares that the shareholder owns to up to 02 (two) representatives to attend and vote on behalf of the the shareholder at the EGM.
    - Foreign institutional shareholder: Authorize the entire number of shares that the shareholder owns to the representative organization to attend and vote on behalf of the shareholder at the EGM.

To authorize, shareholders must provide all required information of the authorized individual



or organization: full name, identity card number/ citizen identification card number/ passport number/ business registration number, contact phone number, address, email address. This information are also required for the purpose of granting login code (user), password and other identifiers (if any) to the authorized individual or organization to attend the EGM.

- c) The authorization is considered valid and legally valid when the following conditions are satisfied:
- The authorization must be made in writing (Proxy Letter provided by HSC, or existing notarized document or other document signed by both parties), which contains full information of the individual/organization authorized by the shareholders, the number of authorized shares, signed and seal (organization) of the authorizing party and the authorized party; and
  - The Company receives a valid authorization document (original/scanned copy) no later than 27 November 2024 by post and/or by email.
- d) When the authorization meets the conditions stated at point c above, access information to attend the online EGM will be sent to the authorized party via SMS/ email the authorized party provided.
- e) Cancellation of authorization: In case shareholders want to cancel the previous valid authorization, shareholders must send an official written request to cancel the authorization to the Company by 02 December 2024 by post and/or by email. The cancellation of authorization takes effect from the time the Company receives a valid written request from the shareholders.
- f) In situation that a shareholder gives the provided access information to another person to use to register to attend the meeting, it is automatically considered that the shareholder has directly attended the meeting.

## **2. Conditions for holding the General Meeting of Shareholders (“GMS”)**

1. Pursuant to Article 23 of the Company's Charter, an GMS is successfully held when there are shareholders and authorized parties representing 50% or more than 50% of the total voting shares of HSC registered to attend the meeting.
2. In situation that shareholders and authorized parties registered to attend the GMS by 3pm represent less than 50% of the total voting shares of HSC on 04 December 2024, the Chairman shall declare that the first GMS is unsuccessfully held due to failure to meet the quorum.
3. The GMS shall be held for the second time when there are shareholders or authorized parties representing 33% or more than 33% of the total voting shares of HSC registered to attend.
4. In situations when force majeure events (including but not limited to natural disasters, fires, power outages or internet connection failures, technical problems at the venue where the Chairman administers the EGM) take place continuously during the time the EGM and cannot be resolved, the Chairman may declare to postpone the EGM for a period of not more than three (03) working days from the initially intended date of the EGM. In this situation, the electronic voting results of the shareholders who have voted will remain valid and be kept confidential by the System until the time of vote counting for each content in the meeting agenda.

## **3. Obligations of shareholders**

Shareholders attending the online EGM must prepare and use electronic devices that can connect to the internet to meet the requirements of image and sound transmission to follow the progress of the meeting.

## **4. Discussion and expression of opinions during the EGM**

1. Shareholders shall express opinions and discuss contents of the EGM via electronic means following the direction of the Chairman and guidance of the Organizing Committee during the course of the EGM.





2. Shareholders can send questions/opinions to the Chairman via the chat box of the System or through other methods instructed by the Organizing Committee. The Secretariat is responsible for collecting the questions/ opinions of Shareholders and transferring them to the Chairman.
3. Shareholders are recommended to send short questions/opinions that are appropriate to the agenda of the EGM. The Chairman has the right not to answer questions that are unrelated to the agenda of the EGM. In situation that the discussion time exceeds the time specified in the meeting agenda, the unanswered questions will be recorded by the Secretariat, the Presidium will reply the shareholders via email or other appropriate forms.

## **5. Voting Process**

1. Form of voting:  
Shareholders shall vote via electronic voting at the System to approve contents of the meeting agenda.
2. Voting time:
  - a) From 08am, 08 November 2024 to the end of voting time: Shareholders access the System to exercise their votes on contents of the meeting agenda.
  - b) The end of voting time shall be determined according to announcement of the Chairman.
  - c) If shareholders have voted but want to change their opinions, the shareholders must change their votes before the end of voting time. Voting opinions of shareholders recorded by the System by the end of voting time shall be valid and recorded in the vote counting results.
  - d) Voting results are calculated and recorded right at the time shareholders conduct electronic voting; therefore, internet disconnection (if any), only affect unvoted contents.
3. Voting method:
  - a) Shareholders use their access accounts and OTP codes to log into the System to vote on contents of the meeting agenda. Shareholders must mark 01 (one) out of 03 (three) options as "agree", "disagree" or "no opinion" for each issue or content to be approved. After shareholders confirm their selected options, the System will record the results.
  - b) Shareholders shall vote on the followings when attending the online EGM:
    - Approving members of the Presidium Board Members.
    - Approving members of the Vote Counting Committee.
    - Approving the EGM's agenda.
    - Approving the Plan of share issuance to existing shareholders.
    - Approving the EGM Meeting Minutes.
  - c) If shareholders do not vote on contents during the voting time for any reason including network problems and/or technical problems, the shareholders are considered not participating in voting on the contents.
  - d) Shareholders may vote on additional issues/ contents that arise but not included in the submitted meeting agenda. If shareholders do not vote on the arising issues, the shareholders are considered not participating in voting on the issues/ contents.
4. Validity of voting ballot: A valid vote is a vote of a shareholder or an authorized party who participates in voting, with 01 (one) out of 03 (three) voting options selected and recorded by the System.
5. Vote counting method:
  - a) The voting quorum of each voting content is the total number of shares represented by shareholders and authorized parties who have successfully logged into the System before

the time the EGM conducts online voting on that content and vote on that content.

- b) The System will record the number of “agree”, “disagree” and “no opinion” votes for each content and generate Vote Counting Minutes for the contents voted at the EGM.
- c) Vote counting results will be announced immediately after the end of voting time.

**6. Approving the EGM Resolution**

Based on the voting results at the EGM, the Chairman issues an EGM Resolution on the contents approved by the EGM in accordance with Article 25 of the Company's Charter.

**7. Approving the Minutes of the EGM**

Minutes of the EGM is prepared and approved in accordance with Article 28 of the Company's Charter.

**SECTION 4: IMPLEMENTATION**

- 1. The Instruction is amongst the EGM documents published on HSC's website.
- 2. All shareholders and authorized parties must follow this Instruction and the direction of the Presidium to attend and vote at the EGM.

