

Số: 43/2020/CV-CBTT
No.43/2020/CV-CBTT

TP. Hồ Chí Minh, ngày 24 tháng 06 năm 2020
Ho Chi Minh City, June 24, 2020

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

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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

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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 số 01/2020/BB-ĐHĐCĐ và Nghị quyết số 01/2020/NQ-ĐHĐCĐ ngày 23/06/2020 của Đại hội đồng cổ đông thường niên năm tài chính 2019 của Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh (HSC).

The FY2019 Annual General Meeting's Minutes No.01/2020/BB-ĐHĐCĐ and Resolution No.01/2020/NQ-ĐHĐCĐ dated June 23, 2020.

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 24/06/2020 tại đường dẫn <http://www.hsc.com.vn/vn/investor/information-disclosure>

This information was disclosed on HSC webpage on June 24, 2020 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 ĐHĐCĐ số 01/2020/BB-ĐHĐCĐ ngày 23/06/2020;
Minutes No. 01/2020/BB-ĐHĐCĐ dated June 23, 2020;
- Nghị quyết ĐHĐCĐ số 01/2020/NQ-ĐHĐCĐ ngày 23/06/2020;
Resolution No. 01/2020/NQ-ĐHĐCĐ dated June 23, 2020;

No.01/2020/BB-ĐHĐCĐ

Ho Chi Minh City, 23 June 2020

MINUTES

OF THE ANNUAL GENERAL MEETING FY2019 (AGM) HO CHI MINH CITY SECURITIES CORPORATION (HSC)

I. COMPANY PROFILE

- Company name: Ho Chi Minh City Securities Corporation (HSC)
- Head Office: 5th and 6th Floor, 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
- Business Registration Certification No. 11/GPHĐKD dated April 19, 2003 issued by State Securities Committee of Vietnam and the License Amendment No. 13/GPĐC – UBCK dated March 16, 2020 issued by State Securities Committee of Vietnam.

II. TIME, VENUE AND PARTICIPANTS

- Time: 13:30 – Tuesday, 23 June 2020
Venue: Ben Thanh Grand Ballroom – First Floor – New World Saigon Hotel, 76 Le Lai, Dist.1, HCMC.
- Participants
 1. Shareholders of Ho Chi Minh City Securities Corporation and their delegated persons
 2. The Chair
 1. Mr. Do Hung Viet
 2. Mr. Le Anh Minh
 3. Mr. Pham Nghiem Xuan Bac
 4. Mr. Johan Nyvene
 5. Mr. Trinh Hoai Giang
 3. The Vote – counting Committee and a representative of shareholders who monitors the vote-counting process
The Vote – counting Committee
 1. Ms. Le Phuong Thao
 2. Mr. Nguyen Anh KhoaA representative of shareholders who monitors the vote-counting process
Ms. Ho Thi Thu Thao

4. The Secretary Committee
Ms. Pham Nguyen Hoang Quyen
5. Members of Board of Directors (BOD), Board of Supervision (BOS), Board of Management (BOM), representatives of Managing Directors, Function Heads and employees of the Company.
6. Representative of Price Waterhouse Coopers Vietnam Ltd.,:
 1. Mr. Nguyen Hoang Nam – Audit Partner
 2. Ms. Doan Tran Phuong Thao – Audit Manager

III. PROCEDURES

1. Report on verification of the qualifications of shareholders attending the AGM FY2019

Mr. Vo Van Chau, Head of BOS, reported the verification of qualifications of shareholders attending the Meeting:

Up to 14:00, 23 June 2020, 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 3,052,568,930,000 equivalent to 305,256,893 shares (*as eliminating 625,370 treasury shares hold by the Company*). Therefore, the AGM would vote based on the capital of VND 3,052,568,930,000 equivalent to 305,256,893 shares.

Total number of shareholders invited to attend the AGM were 7,329 shareholders, representing for shareholders holding 305,256,893 shares of the Company.

Total number of participants who are shareholders or delegated persons to attend the Meeting were 214 shareholders, representing 225,832,589 shares of the Company and accounting for 73.98% of total number of shares of the Company; the total numbers of votes at the Meeting were 225,832,589 shares.

Pursuant to Section 2, Article 144 of Enterprise Law 2014, as the number of shareholders attending the AGM FY2019 was more than 51% of the number of voting shares of the Company, the AGM FY2019 of HSC was legal and valid. (*See the attached verification report of the BOS*)

2. Approval of the regulations on organization and activities of the AGM FY2019:

Ms. Le Phuong Thao, presented the regulations on organization and activities of the AGM FY2019. The Meeting voted and approved the regulations on organization and activities of the AGM FY2019 with 225,832,589 votes in favour, accounting for 100%; 0 against, accounting for 0%; 0 abstention, account for 0%.

3. Approval of the persons of the Chair

Pursuant to Section 4, Article 31 of the Company Charter, Mr. Do Hung Viet shall be the chairman of the Meeting.

The Organizing committee of the Meeting nominated the other members of the Chair, including:

- Mr. Le Anh Minh

- Mr. Pham Nghiem Xuan Bac
- Mr. Johan Nyvene
- Mr. Trinh Hoai Giang

The Meeting voted and approved the members of the Chair with 225,832,589 votes in favor, accounting for 100%; 0 against, accounting for 0%; and 0 abstentions, accounting for 0%.

4. Approval of the persons of the Vote – counting Committee and one representative of shareholders who monitors the vote-counting process

The Organizing committee of the Meeting nominated the members of the Vote – counting Committee, including:

- Ms. Le Phuong Thao
- Mr. Nguyen Anh Khoa

One representative of shareholders who monitors the vote-counting process:

- Ms. Ho Thi Thu Thao

The Meeting voted and approved the members of the Vote – counting Committee and One representative of shareholders who monitors the vote-counting process with 225,832,589 votes in favor, accounting for 100%; 0 against, accounting for 0%; and 0 abstentions, accounting for 0%.

5. The Chair nominated the members of the Secretary Committee:

Ms. Pham Nguyen Hoang Quyen

IV. CONTENTS

1. Approval of the Meeting Agenda

Mr. Do Hung Viet, the Chairman, proposed the Meeting Agenda with the following contents:

1. Report of 2019 activities of the Board of Directors
2. Report of 2019 business performance of the Board of Management
3. Business plan 2020
4. Report of the Supervisory Board on Company's operation 2019
5. Report of the appointment of Chief Executive Officer
6. Proposals to approve:
 - The Audited Financial Statements for the year ended 31 December 2019
 - FY2019 final cash dividend rate
 - FY2020 dividend plan
 - FY2019 profit distribution plan
 - Appointment of the independent audit firm for the fiscal year 2019
 - Change of address of HSC Head Office
 - Amendments and supplements of HSC Charter
 - Supplements to HSC Business Registration Certificate referring to English name and abbreviation of company name

- HSC Regulations on Conducting Virtual General Meeting and Online Voting

The Meeting voted and approved the Agenda with 225,832,589 votes in favor, accounting for 100%; 0 against, accounting for 0%, and 0 abstentions, accounting for 0%.

2. Report of 2019 activities of the Board of Directors

According to the AGM FY2019 documents circulated to the shareholders, Mr. Do Hung Viet, the Chairman of the BOD, presented the main contents of report of 2019 activities of the BOD. (See the attached document)

3. Report of 2019 business performance of the Board of Management

According to the AGM FY2019 documents circulated to the shareholders. Mr. Johan Nyvene, member of the BOD, presented the report of 2019 business performance. (See the attached document)

4. Business plan 2020

According to the AGM FY2019 documents circulated to the shareholders. Mr. Trịnh Hoài Giang, the Chief Executive Officer (CEO), proposed to approve the business plan 2020. (See the attached document)

5. Report of the BOS on Company's operation 2019

Pursuant to Item d, Section 1, Article 51 of the Company Charter, Mr. Vo Van Chau, Head of the BOS, reported the review of HSC's FY2019 Balance Sheet and Income Statement and confirmed that these reports fairly and truly reflected the Company's financial situation. (See the attached document)

6. Report of the appointment of Chief Executive Officer

According to the AGM FY2019 documents circulated to the shareholders, Mr. Le Anh Minh, Vice Chairman of the BOD, presented the report of the appointment of Chief Executive Officer. (See the attached document)

7. Proposals for approval

7.1 The Audited Financial Statements for the year ended 31 December 2019

Mr. Le Anh Minh, Vice Chairman of the BOD, proposed to approve the Audited Financial Statements for the year ended 31 December 2019. (See the attached document)

7.2 FY2019 final cash dividend rate

Mr. Le Anh Minh, Vice Chairman of the BOD, proposed to approve FY2019 final cash dividend rate . (See the attached document)

7.3 FY2020 dividend plan

Mr. Le Anh Minh, Vice Chairman of the BOD, proposed to approve FY2020 dividend plan. (See the attached document)

7.4 **FY2019 profit distribution**

Mr. Le Anh Minh, Vice Chairman of the BOD, proposed to approve FY2019 profit distribution plan. (See the attached document)

7.5 **Appointment of the independent audit firm for the fiscal year 2020**

Mr. Pham Nghiem Xuan Bac, member of the BOD, proposed to approve the appointment of the independent audit firm for the fiscal year 2020. (See the attached document)

7.6 **Change of address of HSC Head Office**

Mr. Pham Nghiem Xuan Bac, member of the BOD, proposed to approve the change of address of HSC Head Office. (See the attached document)

7.7 **Amendments and supplements of HSC Charter**

Mr. Pham Nghiem Xuan Bac, member of the BOD, proposed to approve the amendments and supplements of HSC Charter. (See the attached document)

7.8 **Supplements to HSC Business Registration Certificate referring to English name and abbreviation of company name**

Mr. Pham Nghiem Xuan Bac, member of the BOD, proposed to approve the Supplements to HSC Business Registration Certificate referring to English name and abbreviation of company name. (See the attached document)

7.9 **HSC Regulations on Conducting Virtual General Meeting and Online Voting**

Mr. Pham Nghiem Xuan Bac, member of the BOD, proposed to approve HSC Regulations on Conducting Virtual General Meeting and Online Voting. (See the attached document)

V. DISCUSSION AND VOTING

1. Discussion

Apart from queries about reports and proposals answered by the Chair, the Meeting also had the others as below:

Questions and answers (Q&A):

Question 1: How does HSC assess the business performance of the last 6 months of 2020?

Answer: Following the current business strategy, HSC maintains a prudent attitude for the last 6 months of 2020. The financial market dropped sharply in the first quarter and recovered in the second quarter does not mean that there is no risk in the third and fourth quarters. Therefore, we are always in a position to face many risks, including market risk, exchange rate / interest rate risk and margin lending risk. In order to limit risks in margin lending, HSC focuses on lending stocks with strong financial health, sustainable business and good corporate governance. Regarding the interest rate / exchange rate risk, HSC always hedged the risk at 100%. In terms of proprietary investment HSC has always determined that main task of proprietary investment is market making, creating new products and facilitating trading of clients.

Question 2: How does HSC increase the financial leverage of the balance sheet?

Answer: In 2020, HSC plans to take on more loans to finance for investment and development opportunities. However, loans will only be drawn down after we identified and evaluated opportunities thoroughly.

With corporate bond investments, we only invest in bonds of companies with sound financial capabilities, solid operations and sustainable business models as aligned with our prudent investment approach. We consider those bonds are co-investments with our clients i.e. we invest in the bonds and distribute part of the investments to our clients, helping them diversify their portfolios. Therefore, we are strongly committed to not making investments in low-quality bonds issued by risky businesses.

2. Voting**Content 1: Report of 2019 activities of the Board of Directors**

The Meeting had taken a vote on the report of 2019 activities of the Board of Directors. And the result was:

- 215,006,414 votes in favor, accounting for 99.992%
- 20 vote against, accounting for 0%
- 20 abstentions, accounting for 0%

Content 2: Report of 2019 business performance of the Board of Management

The 2019 business performance of Ho Chi Minh City Securities Corporation has some main indicators as follows:

BUSINESS PERFORMANCE	FY2019	FY2018	% Change	2019 Plan	% Completion
INCOME STATEMENT (VND mil)					
Revenues	1,262,261	1,702,011	-26%	1,666,107	76%
Brokerage fee	478,283	758,849	-37%	818,697	58%
Margin loans	495,989	523,064	-5%	520,000	95%
Proprietary investments	222,453	278,344	-20%	209,760	106%
Financial advisory services	53,628	119,217	-55%	105,000	51%
Other revenues	11,908	22,536	-47%	12,650	94%
Operating expenses	730,950	859,927	-15%	814,716	90%
Profit before tax	531,406	842,186	-37%	851,391	62%
Profit after tax	432,565	675,480	-36%	681,113	64%
BALANCE SHEET AT THE YEAR END (VND mil)					
Total assets	7,488,678	5,256,305	42%	5,600,944	134%

BUSINESS PERFORMANCE	FY2019	FY2018	% Change	2019 Plan	% Completion
Total equity	4,304,143	3,060,536	41%	3,873,960	111%
FINANCIAL INDICATORS					
Number of outstanding shares (million shares)	306	130	136%	309	99%
Return on average equity (ROAE)	11.7%	23.1%		17,6%	
Earnings per share EPS – VND	1,596	5,214	-69%	2,450	65%
Book value per share – VND	14,088	23,624	-40%	12,535	112%

The Meeting had taken a vote on the business performance 2019. And the result was:

- 215,007,368 votes in favor, accounting for 99,993%
- 20 vote against, accounting for 0%
- 82 abstentions, accounting for 0%

Content 3: Business plan 2020

The business plan 2020 of HSC has some the following assumptions:

1 Trading value, stock brokerage market share and derivatives brokerage market share

HSC's trading value and market share in the underlying stock market in 2020 are estimated based on the 2019 market average daily trading value, the actual market performance in the first half and HSC's view on market performance in the second half of 2020.

	2020 Plan	2019 Actual	1H2020 Estimate
Stock brokerage market shares			
Daily average trading value (VND billion)	5,000	4,650	5,370
Stock brokerage market share	10.7%	10.8%	10.6%
Derivatives brokerage market share			
Daily average trading value (contract)	146,000	88,741	167,617
Derivatives brokerage market share	9.5%	9.4%	9.3%

2 Margin lending transactions

	2020 Plan	2019 Actual	1H2020 Estimate
HSC's average margin loan balance (VND billion)	4,275	4,225	4,200

The financial indicators in the business plan 2020 of HSC as follows:

Items (VND million)	2020 Plan	2019	% Change	1H2020 Estimate	% 2020 Plan
Revenues	1,297,586	1,262,261	3%	655,073	50%
Brokerage fees	480,631	478,283	0%	239,240	50%
Margin loans	439,277	495,989	-11%	225,677	51%
Proprietary investments	309,408	222,453	39%	185,987	60%
Financial advisory services	66,282	53,628	24%	3,182	5%
Other revenues	1,987	11,908	-83%	987	50%
Operating expenses	730,702	730,950	0%	348,337	48%
Profit before tax	566,883	531,406	7%	306,736	54%
Business income tax	113,377	98,841	15%	61,210	54%
Profit after tax	453,507	432,565	5%	245,526	54%
Return on average equity (ROAE)	10.8%	11.7%		5.8%	
Earnings per share EPS – VND	1,482	1,596	-7%	789	53%
Book value per share – VND	13,725	14,088	-3%	13,725	100%

The Meeting had taken a vote on the business plan 2020. And the result was:

- 215,007,430 votes in favor, accounting for 99.993%
- 20 votes against, accounting for 0%
- 10 abstentions, accounting for 0%

Content 4: Report of the BOS on Company's operation 2019

The Meeting had taken a vote the report of the BOS on Company's operation 2019. And the result was:

- 215,007,430 votes in favor, accounting for 99.993%
- 20 vote against, accounting for 0%
- 20 abstentions, accounting for 0%

Content 5: Approval of the FY2019 Audited Financial Statements

The Meeting voted and approved the FY2019 Audited Financial Statements including:

- Report of the Board of Managers;
- Independent Auditors' Report;
- Balance sheet as at 31 December 2019;
- Income Statement for the year ended 31 December 2019;
- Cash flow statement;

- Statement of changes in equity;
- Notes to the financial statements,

In which:

Some key items in the FY2019 Financial Statements of HSC are as follows:

Unit: Vietnamdong

No.	Items	FY2019 Performance	FY2018 Performance
1	Total assets	7,488,678,629,348	5,256,305,327,181
2	Net revenue	1,562,250,773,160	2,352,126,998,584
3	Profit before tax	531,405,779,182	842,185,654,984
4	Profit after tax	432,564,918,377	675,480,154,372

The Meeting had taken a vote on the FY2019 Audited Financial Statements. And the result was:

- 215,007,127 votes in favor, accounting for 99.993%
- 20 vote against, accounting for 0%
- 323 abstentions, accounting for 0%

Content 6: FY2019 final cash dividend

According to Resolution No. 01/2019/NQ-ĐHĐCĐ dated 25 April 2019, the AGM had approved the FY2019 cash dividend rate of about 15% (*equivalent to VND1.500/ share*). HSC issued the first cash dividend advance in 2019 at 5%, which was paid to shareholders on January 10, 2020.

The AGM FY2019 approved the FY2019 final cash dividend as below:

- Name of securities: Share of Ho Chi Minh City Securities Corporation (HCM)
- Type of share: Ordinary share
- Par value: VND 10,000/ share
- Charter capital: VND 3,058,822,630,000
- Dividend pay-out rate: 7% of par value (*equivalent to VND 700 per share*)
- Payment method: In cash
- Implementation time:
 - Expected record date: July 10, 2020
 - Expected payment date: July 31, 2020
- Personal income tax (PIT): The AGM authorizes the BOD to deduct the PIT of the shareholders for the dividend income, and on behalf of the shareholders, HSC will pay their deducted PIT to the Tax authority in accordance with the law regulations.

The Meeting had taken a vote on the FY2019 final dividend rate. And the result was:

- 215,007,307 votes in favor, accounting for 99.993%
- 40 vote against, accounting for 0%

- 123 abstentions, accounting for 0%

Content 7: FY2020 dividend plan

FY2020 dividend plan as follow:

- Dividend rate: The AGM authorizes the BOD to decide FY2020 dividend rate based on HSC financial performance at the dividend payment time, in which the FY2020 dividend payout rate about 12% (*equivalent to VND1,200 per share*).
- Payment method: In cash
- Implementation time: The AGM authorized the BOD to choose the suitable date for paying the FY2020 dividend.
- Personal income tax (PIT): The AGM authorizes the BOD to deduct the PIT of the shareholders for the dividend income, and on behalf of the shareholders, HSC will pay their deducted PIT to the Tax authority in accordance with the law regulations.

The Meeting had taken a vote on the FY2020 dividend plan. And the result was:

- 214,917,083 votes in favor, accounting for 99.951%
- 73,040 votes against, accounting for 0.034%
- 20 abstentions, accounting for 0%

Content 8: FY2019 profit distribution plan

In 2019, the profit after tax of HSC was **VND 432,564,918,377** and expected to allocate as follows:

Unit: Vietnamdong

No	ITEMS	FY2019 PERFORMANCE		FY2018 PERFORMANCE	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
I	PROFIT BEFORE TAX		531,405,779,182		842,185,654,984
II	PROFIT AFTER TAX	100%	432,564,918,377	100%	675,480,154,372
III	PROPOSED PROFIT AFTER TAX DISTRIBUTION	99.81%	431,760,408,357	54.42%	367,620,630,034
1	Appropriation to Equity Funds	13.50%	58,396,263,981	5.00%	33,774,007,719
	<i>Supplementary capital reserve (*)</i>	5.00%	21,628,245,919		-
	<i>Compulsory reserve fund (*)</i>	5.00%	21,628,245,919		-
	<i>Welfare and reward fund</i>	3.50%	15,139,772,143	5.00%	33,774,007,719
2	Cash dividend payment	84.81%	366,875,670,600	47.92%	323,714,420,000
	<i>Interim dividend (6% of per value)</i>	35.31%	152,758,086,500	11.51%	77,732,500,800
	<i>Proposed final dividend (7% of per value) (*)</i>	49.50%	214,117,584,100	36.42%	245,981,919,200

No	ITEMS	FY2019 PERFORMANCE		FY2018 PERFORMANCE	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
3	Remuneration and budget for the Board of Directors and the Supervisory Board	1.50%	6,488,473,776	1.50%	10,132,202,316
IV	RETAINED PROFIT (IV)=(II)-(III)	0.19%	804,510,020	45.58%	307,859,524,338
V	RETAINED PROFITS OF AT THE BEGINNING OF THE YEAR		348,763,254,287		574,242,321,450
VI	INCREASE CHARTER CAPITAL USING RESOURCES OF OWNERS' EQUITY		-		(533,338,591,501)
VII	TOTAL RETAINED EARNINGS AT THE END OF THE YEAR (VII)=(IV)+(V)-(VI)		349,567,764,307		348,763,254,287

The Meeting had taken a vote on the FY2019 profit distribution plan. And the result was:

- 214,990,734 votes in favor, accounting for 99.985%
- 40 vote against, accounting for 0%
- 20 abstentions, accounting for 0%

Content 9: Appointment of the independent audit firm for the fiscal year 2020

The Meeting voted and approved to delegate the BOD to appoint one of the Big 4 independent audit firms for the interim and annual statutory audit of its financial statements in accordance with the law regulations. The selected auditor must be approved by the State Securities Commission of Vietnam to provide the statutory auditing services to listed companies and securities companies in Vietnam. List of four independent audit firms is as below:

1. Ernst & Young Vietnam Co., Ltd.
2. KPMG Vietnam Co., Ltd
3. Price Waterhouse Coopers Vietnam Co., Ltd
4. Deloitte Vietnam Co., Ltd

The Meeting had taken a vote on the appointment of the independent audit firm for the fiscal year 2020. And the result was:

- 215,007,420 votes in favor, accounting for 99.993%
- 20 vote against, accounting for 0%
- 20 abstentions, accounting for 0%

Content 10: Change the address of HSC Head Office

The Meeting voted and approved to change the address of HSC Head Office as follows:

- Original Information (*before change*)

Address of head office: Level 5 & 6, AB Tower, 76 Le Lai Street, District 1, Ho Chi Minh City

- Final Information (*after change*)
Address of head office: Level 2, 5, 6, 11 & 12, AB Tower, 76 Le Lai Street, District 1, Ho Chi Minh City
- To authorize Chief Executive Officer to execute necessary legal documents, including documents and application to be submitted to authorities, related to changing the address of head office.

The Meeting had taken a vote on changing the address of head office. And the result was:

- 211,790,319 votes in favor, accounting for 98.497%
- 3,215,259 vote against, accounting for 1.495%
- 1,762 abstentions, accounting for 0.001%

Content 11: Amendments and supplements of HSC Charter

The Meeting voted and approved the adjustment of HSC Charter as follows:

- To approve the amendments and supplements of HSC Charter (*Attached The contents of amendments and supplements of HSC Charter*)
- To authorize the BOD to amend the articles of HSC Charter, which covered the approval of the AGM.
- To authorize the Legal Representative to sign the amended HSC Charter.

The amended HSC Charter shall be effective from the date of AGM's approval. The current version of HSC Charter approved dated April 25, 2019 shall be replaced. Particularly, Clause 3, Article 2 of HSC Charter shall take effective from the date of the State Securities Commission's approval referring to the adjustment of address of HSC Head Office.

The Meeting had taken a vote on the amendments and supplements of HSC Charter. And the result was:

- 215,006,017 votes in favor, accounting for 99.992%
- 20 vote against, accounting for 0%
- 1,323 abstentions, accounting for 0.001%

Content 12: Supplements to HSC Business Registration Certificate referring to English name and abbreviation of company name

The Meeting voted and approved the supplements to HSC Business Registration Certificate referring to English name and abbreviation of company name as follows:

- To approve the supplements to HSC Business Registration Certificate referring to English name and abbreviation of company name as follows:
Name of the Company
 - a) *English name: Ho Chi Minh City Securities Corporation*
 - b) *Abbreviation: HSC*
- To assign the Board of Management:
 - To conduct necessary procedures to complete these supplements submitted to authorized government agencies.

- To disclose HSC Business Registration Certificate after receiving approval.

The Meeting had taken a vote on the supplements to HSC Business Registration Certificate referring to English name and abbreviation of company name. And the result was:

- 214,999,120 votes in favor, accounting for 99.989%
- 20 vote against, accounting for 0%
- 8,220 abstentions, accounting for 0.004%

Content 13: HSC Regulations on Conducting Virtual General Meeting and Online Voting

The Meeting voted and approved HSC Regulations on Conducting Virtual General Meeting and Online Voting as follows:

- To approve HSC Regulations on Conducting Virtual General Meeting and Online Voting (*Attached Regulations on Conducting Virtual General Meeting and Online Voting*)
- To authorize Chairman to sign and to issue HSC Regulations on Conducting Virtual General Meeting and Online Voting.

The Meeting had taken a vote on approve of HSC Regulations on Conducting Virtual General Meeting and Online Voting. And the result was:

- 214,824,004 votes in favor, accounting for 99.908%
- 19,024 vote against, accounting for 0.009%
- 10,032 abstentions, accounting for 0.005%

VI. APPROVAL OF THE MINUTES AND RESOLUTION OF THE AGM FY2019

1. Approval of the AGM FY2019 Minutes

Ms. Pham Nguyen Hoang Quyen, Representative of the Secretary Committee, presented the AGM FY2019 Minutes.

The Meeting had taken a vote on the AGM FY2019 Minutes. And the result was:

- 215,022,836 votes in favor, accounting for 99.997%
- 0 vote against, accounting for 0%
- 0 abstentions, accounting for 0%

2. Approval of the AGM FY2019 Resolution

Mr. Le Anh Minh, Vice Chairman of the BOD, presented the AGM FY2019 Resolution.

The Meeting had taken a vote on the AGM FY2019 Resolution. And the result was:

- 215,022,836 votes in favor, accounting for 99.997%
- 0 vote against, accounting for 0%
- 0 abstentions, accounting for 0%

3. The closing of AGM FY2019

Mr. Do Hung Viet, the Chairman, declared that the AGM FY2019 was closed.

The AGM FY2019 ended at 17:30 on the same day.

THE CHAIR

MEMBER  LE ANH MINH	CHAIRMAN  DO DUNG VIET	MEMBER  PHAM NGHIEM XUAN BAC
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MEMBER

JOHAN NYVENE

MEMBER

TRINH HOAI GIANG

THE SECRETARY COMMITTEE


PHAM NGUYEN HOANG QUYEN

No. 01/2020/NQ-ĐHĐCĐ

Ho Chi Minh City, 23 June 2020

RESOLUTION

OF THE ANNUAL GENERAL MEETING FY2019 (AGM)

HO CHI MINH CITY SECURITIES CORPORATION (HSC)

Pursuant to:

- The Law on Enterprises No.68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014 and the documents guiding the implementation of Law on Enterprise;
- The Law on Securities No.70/2006/QH11 issued by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006 and Amendment, Law amending and supplementing a number of articles of Securities Law No.62./2010/QH12 issued by the National Assembly of the Socialist Republic of Vietnam on November 24th, 2010 and some documents guiding the implementation of Securities Law;
- HSC Charter according to the AGM Resolution No.01/2019/NQ-ĐHĐCĐ dated April 25, 2019;
- Minutes No. 01/2020/BB-ĐHĐCĐ dated June 23, 2020 of the AGM FY2019 of Ho Chi Minh City Securities Corporation.

RESOLUTION

Article 1.

The FY2019 AGM approved the report of 2019 activities of the Board of Directors of Ho Chi Minh City Securities Corporation.

- Votes in favor accounted for 99.99%.

Article 2.

The AGM FY2019 approved the report of 2019 business performance of the Board of Management, in which some main indicators as follows:

BUSINESS PERFORMANCE	FY2019	FY2018	% Change	2019 Plan	% Completion
INCOME STATEMENT (VND mil)					
Revenues	1,262,261	1,702,011	-26%	1,666,107	76%
Brokerage fee	478,283	758,849	-37%	818,697	58%
Margin loans	495,989	523,064	-5%	520,000	95%

BUSINESS PERFORMANCE	FY2019	FY2018	% Change	2019 Plan	% Completion
Proprietary investments	222,453	278,344	-20%	209,760	106%
Financial advisory services	53,628	119,217	-55%	105,000	51%
Other revenues	11,908	22,536	-47%	12,650	94%
Operating expenses	730,950	859,927	-15%	814,716	90%
Profit before tax	531,406	842,186	-37%	851,391	62%
Profit after tax	432,565	675,480	-36%	681,113	64%
BALANCE SHEET AT THE YEAR END (VND mil)					
Total assets	7,488,678	5,256,305	42%	5,600,944	134%
Total equity	4,304,143	3,060,536	41%	3,873,960	111%
FINANCIAL INDICATORS					
Number of outstanding shares (million shares)	306	130	136%	309	99%
Return on average equity (ROAE)	11.7%	23.1%		17.6%	
Earnings per share EPS – VND	1,596	5,214	-69%	2,450	65%
Book value per share – VND	14,088	23,624	-40%	12,535	112%

➤ Votes in favor accounted for 99.99%.

Article 3.

The AGM FY2019 approved 2020 business plan with the following assumptions:

1 The trading value, stock brokerage market share and derivatives brokerage market share

	2020 Plan	2019 Actual	1H2020 Estimate
Stock brokerage market shares			
Daily average trading value (VND billion)	5,000	4,650	5,370
Stock brokerage market share	10.7%	10.8%	10.6%
Derivatives brokerage market share			
Daily average trading value (contract)	146,000	88,741	167,617
Derivatives brokerage market share	9.5%	9.4%	9.3%

2 Margin loans

	2020 Plan	2019 Actual	1H2020 Estimate
HSC's average margin loan balance (VND billion)	4,275	4,225	4,200

The key business targets of HSC in 2020 are as follows:

Items (VND million)	2020 Plan	2019	% Change	1H2020 Estimate	% 2020 Plan
Revenues	1,297,586	1,262,261	3%	655,073	50%
Brokerage fees	480,631	478,283	0%	239,240	50%
Margin loans	439,277	495,989	-11%	225,677	51%
Proprietary investments	309,408	222,453	39%	185,987	60%
Financial advisory services	66,282	53,628	24%	3,182	5%
Other revenues	1,987	11,908	-83%	987	50%
Operating expenses	730,702	730,950	0%	348,337	48%
Profit before tax	566,883	531,406	7%	306,736	54%
Business income tax	113,377	98,841	15%	61,210	54%
Profit after tax	453,507	432,565	5%	245,526	54%
Return on average equity (ROAE)	10.8%	11.7%		5.8%	
Earnings per share EPS – VND	1,482	1,596	-7%	789	53%
Book value per share – VND	13,725	14,088	-3%	13,725	100%

➤ Votes in favor accounted for 99.99%.

Article 4.

The AGM FY2019 approved the report of the Supervisory Board on Company's operation 2019.

➤ Votes in favor accounted for 99.99%.

Article 5.

The AGM FY2019 approved the Audited Financial Statements for the year ended 31 December 2019 including:

- Report of the Board of Managers;
- Independent Auditors' Report;
- Balance sheet as at 31 December 2019;

- Income Statement for the year ended 31 December 2019;
- Cash flow statement;
- Statement of changes in equity;
- Notes to the financial statements,

In which:

Some key items in the FY2019 Financial Statements of HSC are as below:

Unit: Vietnamdong

No.	Items	FY2019 Performance	FY2018 Performance
1	Total assets	7,488,678,629,348	5,256,305,327,181
2	Net revenue	1,562,250,773,160	2,352,126,998,584
3	Profit before tax	531,405,779,182	842,185,654,984
4	Profit after tax	432,564,918,377	675,480,154,372

- Votes in favor accounted for 99.99%.

Article 6.

The AGM FY2019 approved the FY2019 final cash dividend as detailed below:

- Name of securities: Share of Ho Chi Minh City Securities Corporation (HCM)
- Type of share: Ordinary share
- Par value: VND 10,000/ share
- Charter capital: VND 3,058,822,630,000
- Dividend pay-out rate: 7% of par value (*equivalent to VND 700 per share*)
- Payment method: In cash
- Implementation time:
 - Expected record date: July 10, 2020
 - Expected payment date: July 31, 2020
- Personal income tax (PIT): The AGM authorizes the BOD to deduct the PIT of the shareholders for the dividend income, and on behalf of the shareholders, HSC will pay their deducted PIT to the Tax authority in accordance with the law regulations.

- Votes in favor accounted for 99.99%.

Article 7.

The AGM FY2019 approved the FY2020 dividend plan of HSC as follows:

- Dividend rate: The AGM authorizes the BOD to decide FY2020 dividend rate based on HSC financial performance at the dividend payment time, in which the expected FY2020 dividend payout rate about 12% (*equivalent to VND1,200 per share*).
- Payment method: In cash

- Implementation time: The AGM authorized the BOD to choose the suitable date for paying the FY2019 dividend.
- Personal income tax (PIT): The AGM authorizes the BOD to deduct the PIT of the shareholders for the dividend income, and on behalf of the shareholders, HSC will pay their deducted PIT to the Tax authority in accordance with the law regulations.

➤ Votes in favor accounted for 99.95%.

Article 8.

The AGM FY2019 approved the FY2019 profit distribution plan of HSC, which is set out below:

Unit: Vietnamdong

No	ITEMS	FY2019 PERFORMANCE		FY2018 PERFORMANCE	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
I	PROFIT BEFORE TAX		531,405,779,182		842,185,654,984
II	PROFIT AFTER TAX	100%	432,564,918,377	100%	675,480,154,372
III	PROPOSED PROFIT AFTER TAX DISTRIBUTION	99.81%	431,760,408,357	54.42%	367,620,630,034
1	Appropriation to Equity Funds	13.50%	58,396,263,981	5.00%	33,774,007,719
	<i>Supplementary capital reserve (*)</i>	5.00%	21,628,245,919		
	<i>Compulsory reserve fund (*)</i>	5.00%	21,628,245,919		
	<i>Welfare and reward fund</i>	3.50%	15,139,772,143	5.00%	33,774,007,719
2	Cash dividend payment	84.81%	366,875,670,600	47.92%	323,714,420,000
	<i>Interim dividend (6% of per value)</i>	35.31%	152,758,086,500	11.51%	77,732,500,800
	<i>Proposed final dividend (7% of per value) (*)</i>	49.50%	214,117,584,100	36.42%	245,981,919,200
3	Remuneration and budget for the Board of Directors and the Supervisory Board	1.50%	6,488,473,776	1.50%	10,132,202,316
IV	RETAINED PROFIT (IV)=(II)-(III)	0.19%	804,510,020	45.58%	307,859,524,338
V	RETAINED PROFITS OF AT THE BEGINNING OF THE YEAR		348,763,254,287		574,242,321,450
VI	INCREASE CHARTER CAPITAL USING RESOURCES OF OWNERS' EQUITY		-		(533,338,591,501)
VII	TOTAL RETAINED EARNINGS AT THE END OF THE YEAR (VII)=(IV)+(V)-(VI)		349,567,764,307		348,763,254,287

➤ Votes in favor accounted for 99.98%.

Article 9.

The AGM FY2019 approved to delegate the BOD to appoint one of the Big 4 independent audit firms for the interim and annual statutory audit of its financial statements in accordance with the law regulations. The selected auditor must be approved by the State Securities Commission of Vietnam to provide the statutory auditing services to listed companies and securities companies in Vietnam. List of four independent audit firms is as below:

1. Ernst & Young Vietnam Co., Ltd.
2. KPMG Vietnam Co., Ltd.
3. Price Waterhouse Coopers Vietnam Co., Ltd
4. Deloitte Vietnam Co., Ltd

➤ Votes in favor accounted for 99.99%.

Article 10.

The AGM FY2019 approved the change of address of head office as follows:

- Original Information (*before change*)
Address of head office: Level 5 & 6, AB Tower, 76 Le Lai Street, District 1, Ho Chi Minh City
- Final Information (*after change*)
Address of head office: Level 2, 5, 6, 11 & 12, AB Tower, 76 Le Lai Street, District 1, Ho Chi Minh City
- To authorize Chief Executive Officer to execute necessary legal documents, including documents and application to be submitted to authorities, related to changing the address of head office.

➤ Votes in favor accounted for 98.50%.

Article 11.

The AGM FY2019 approved the amendments and supplements of HSC Charter as follows:

- To approve the amendments and supplements of HSC Charter (*Attached The contents of amendments and supplements of HSC Charter*)
- To authorize the BOD to amend the articles of HSC Charter, which covered the approval of the AGM.
- To authorize the Legal Representative to sign the amended HSC Charter.

The amended HSC Charter shall be effective from the date of AGM's approval. The current version of HSC Charter approved dated April 25, 2019 shall be replaced. Particularly, Clause 3, Article 2 of HSC Charter shall take effective from the date of the State Securities Commission's approval referring to the adjustment of address of HSC head office.

➤ Votes in favor accounted for 99.99%.

Article 12.

The AGM FY2019 approved the supplements to HSC Business Registration Certificate referring to English name and abbreviation of company name as follows:

- To approve the supplements to HSC Business Registration Certificate referring to English name and abbreviation of company name as follows:

Name of the Company

a) *English name: Ho Chi Minh City Securities Corporation*

b) *Abbreviation: HSC*

- To assign the Board of Management:
 - To conduct necessary procedures to complete these supplements submitted to authorized government agencies.
 - To disclose HSC Business Registration Certificate after receiving approval.

➤ Votes in favor accounted for 99.99%.

Article 13.

The AGM FY2019 approved approved HSC Regulations on Conducting Virtual General Meeting and Online Voting as follows:

- To approve HSC Regulations on Conducting Virtual General Meeting and Online Voting (*Attached Regulations on Conducting Virtual General Meeting and Online Voting*)
- To authorize Chairman to sign and to issue HSC Regulations on Conducting Virtual General Meeting and Online Voting.

➤ Votes in favor accounted for 99.91%.

Article 14.

This Resolution takes effect from the signing date, all shareholders of Ho Chi Minh City Securities Corporation, members of the BOD, members of the BOS and all the Company employees have responsible for the implementation of such Resolution.

For and On behalf of the Board of Directors
CHAIRMAN



ĐO HUNG VIET

To:

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