

**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 and/or CEO to carry out one or more of the above tasks.
- Votes in favor accounted for 75.64%.

## 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**



**JOHAN NYVENE**

**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.

