



No.: 01/2016/NQ-ĐHĐCĐ

Ho Chi Minh City, 21 April 2016

RESOLUTION

OF THE 2015 ANNUAL GENERAL MEETING (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;
- The ninth amendment of HSC Charter according to the AGM Resolution No.01/2013/NQ-ĐHĐCĐ dated 26 April 2013;
- Minute No. 01/2016/BB-ĐHĐCĐ dated 21 April 2016 of the 2015 AGM of Ho Chi Minh City Securities Corporation.

RESOLVED

Article 1.

The 2015 AGM approved the report on activities in 2015 of the Board of Directors (BOD) of Ho Chi Minh City Securities Corporation.

- Votes in favor accounted for 100%

Article 2.

The 2015 AGM approved the Income Statement for 2015 of HSC, in which some main indicators as below:

Unit: VND mil

ITEM	FY2015	FY2014	% change	Plan 2015	% actual/plan 2015
INCOME STATEMENT (VND mil)					
Revenue	591,139	831,135	-29%	779,171	76%
Brokerage	262,076	299,432	-12%	416,027	63%
Margin and advances income	222,636	248,786	-11%	212,500	105%

ITEM	FY2015	FY2014	% change	Plan 2015	% actual/ plan 2015
Proprietary investment	34,666	194,425	-82%	65,742	53%
Interest income	54,719	67,241	-19%	52,395	104%
Corporate finance	11,155	12,362	-10%	25,707	43%
Other revenues	5,887	8,889	-34%	6,800	87%
Operating expenses	319,667	349,692	-9%	363,520	88%
Other profit	28	4	582%	-	
Profit before tax	271,500	481,447	-44%	415,651	65%
Profit after tax	213,310	376,152	-43%	324,208	66%
BALANCE SHEET AT THE YEAR END (VND mil)					
Total asset	3,596,583	4,069,804	-12%	3604,708	100%
Owners' equity	2,279,549	2,358,231	-3%	2,407,569	95%
FINANCIAL INDICATORS					
Return on average assets (ROAA)	5.6%	10.5%	-	8.7%	-
Return on average equity (ROAE)	9.2%	16.3%	-	13.7%	-
EQUITY'S VALUE					
Number of outstanding shares	127,185,417	127,229,583		127,229,583	
Earnings per share EPS – VND	1,677	2,794	-40%	2,548	66%
Book value per share – VND	17,923	18,535	-3%	18,923	95%
Dividend	1,430 (*)	2,100	40%	N/A	N/A
Market price at balance sheet date – VND	30,800	31,200	-1%	N/A	N/A
P/E (time)	18,4	11,2	64%	N/A	N/A

➤ Votes in favor accounted for 100%

Article 3.

The 2015 AGM approved the business plan for 2016 of HSC with the following assumptions:

- The average trading value of the whole market will be VND3,000 bil/day, an increase of 17% as compared with 2015;
- HSC's brokerage market share in 2016 will be 11.8%. The brokerage market share of individual clients will be 8.0% and of institutional clients will be 3.8%;
- Average margin debt balance will be VND2,200 bil and average interest rate for margin lending will be 13% per annum (VND1,630 bil and 13.5% in 2015);

- Average interest rate will be 4.9% per annum,

The target of HSC market share is about 11.8%.

Brokerage market share	Plan 2016	FY2015	% change/ FY2015
Client Division			
Individual Clients/Market	8.0%	6.9%	1.1%
Institutional Clients/Market	3.8%	3.4%	0.4%
Principal Investment/Market	N/A	0.1%	N/A
HSC total market share	11.8%	10.4%	1.4%
Client Type			
HSC Individual Clients/ Individual Clients of market	10.8%	8.9%	1.9%
HSC Foreign Institutional Clients/ Foreign Clients of market	28.0%	27.9	0.1%

The financial indicators in the business plan for 2015 of the Company as follow:

Unit: VND mil

ITEM	Plan 2016	FY2015	%change/ actual 2015
REVENUE	734,593	591,139	24%
Brokerage	347,573	262,076	33%
Margin and advances income	286,000	222,636	28%
Proprietary investment	25,293	34,666	-27%
Interest income	34,947	54,719	-36%
Corporate finance	35,580	11,515	209%
Other revenues	5,200	5,527	-6%
TOTAL OPERATING EXPENSE	358,636	319,667	12%
PROFIT BEFORE TAX	376,357	271,500	39%
Corporation income tax	75,271	58,190	29%
PROFIT AFTER TAX	301,086	213,310	41%
Return on average equity (ROAE)	12.6%	9.2%	

- Votes in favor accounted for 100%

Article 4.

The 2015 AGM approved the report on the Company's operations in 2015 of the Board of Supervision.

- Votes in favor accounted for 100%

Article 5.

The 2015 AGM approved the Financial Statements for the year 2015 including:

- Report of the Board of Managers;
- Independent Auditors' Report;
- Balance sheet as at 31 December 2015;
- Income Statement for the year ended 31 December 2015;
- Cash flow statement;
- Statement of changes in equity;
- Notes to the financial statements,

In which:

Some key items in the Financial Statements for the fiscal year 2015 of HSC as below:

Unit: Vietnam dong

No.	Items	Performance of Y2015	Performance of Y2014
1	Total assets	3,596,583,428,164	4,069,804,065,228
2	Net revenue	591,138,977,810	831,135,291,006
3	Profit before tax	271,500,191,481	481,447,406,089
4	Profit after tax	213,310,100,261	376,152,047,249

- Votes in favor accounted for 100%

Article 6.

The 2015 AGM approved the final cash dividend of 2015 as below:

- Dividend pay-out rate: 9.3% of par value (*equivalent to VND 930 per share*)
- Payment method: In cash
- Implementation time:
 - Expected record date: 06 May 2016
 - Expected payment date: 27 May 2016
- 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 100%

Article 7.

The 2015 AGM approved the dividend plan for 2016 of HSC as below:

- Dividend pay-out rate: Based on the Company's actual business result at the dividend payment time, the AGM authorizes the BOD to decide the 2016 dividend rate of 12% of the par value (*equivalent to VND1.200 per share*)
- Payment method: In cash
- Implementation time: The AGM authorizes the BOD to choose the suitable date to pay the 2016 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 100%

Article 8.

The 2015 AGM approved the 2015 profit distribution plan of HSC. The details as follow:

Unit: VND

No	ITEMS	PERFORMANCE Y2015		PERFORMANCE Y2014	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
I	PROFIT BEFORE TAX		271,500,191,481		481,447,406,089
II	PROFIT AFTER TAX	100%	213,310,100,261	100%	376,152,047,249
III	PROPOSED PROFIT AFTER TAX DISTRIBUTION	99.99%	213,298,078,178	87.51%	329,185,589,696
1	Appropriation to Equity Funds	13.50%	28,796,863,535	15.50%	58,303,567,324
	<i>Supplementary capital reserve</i>	<i>5.00%</i>	<i>10,665,505,013</i>	<i>5.00%</i>	<i>18,807,602,362</i>
	<i>Compulsory reserve fund</i>	<i>5.00%</i>	<i>10,665,505,013</i>	<i>5.00%</i>	<i>18,807,602,362</i>
	<i>Welfare and reward fund</i>	<i>3.50%</i>	<i>7,465,853,509</i>	<i>5.50%</i>	<i>20,688,362,599</i>
2	Cash dividend payment	85.29%	181,941,493,440	71.01%	267,120,501,900
	<i>Interim dividend (5% of per value)</i>	<i>29.81%</i>	<i>63,592,708,500</i>	<i>16.91%</i>	<i>63,614,791,500</i>
	<i>Proposed final dividend (9,3% of per value)</i>	<i>55.48%</i>	<i>118,348,784,940</i>	<i>54.10%</i>	<i>203,505,710,400</i>
3	Remuneration and budget for the Board of Directors and the Supervisory Board	1.20%	2,559,721,203	1.00%	3,761,520,472
IV	RETAINED PROFIT (IV)=(II)-(III)	0.01%	12,022,083	12.49%	46,966,457,553
V	RETAINED PROFITS OF AT THE BEGINNING OF THE YEAR		361,488,336,029		314,521,878,476

No	ITEMS	PERFORMANCE Y2015		PERFORMANCE Y2014	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
VI	TOTAL RETAINED EARNINGS AT THE END OF THE YEAR (VI)=(IV)+(V)		361,500,358,111		361,488,336,029

➤ Votes in favor accounted for 100%

Article 9.

The 2015 AGM approved the authorization to the BOD to appoint one of the Big 4 independent audit firms, approved by the State Securities Commission of Vietnam (SSC) of auditing issuing organization, listed and securities trading companies, to audit the Financial Statements for the year 2016 and review the quarterly Financial Statements of HSC in accordance with the law regulations.

List of 4 audit firms:

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 100%

Article 10.

The 2015 AGM approved:

1. HSC to become a derivative trading organization and derivative service provider in the derivatives market, details as follows:
 - (i) The trading member
 - (ii) Business registration for derivative consultancy, derivative brokerage and derivative dealing
 - (iii) Business registration for supply of derivative transaction clearing and settlement service
 - (iv) The market – making member
2. The 2015 AGM approved the authorization to the BOD to complete the lawful applications sending to the competent agencies, as follows:
 - (i) The Application for Certificate of eligibility for derivative trading
 - (ii) The Application for Certificate of eligibility for supply of derivative clearing and settlement service
 - (iii) The market – making contract
3. The 2015 AGM approved the authorization to the BOD to amend and supplement the HSC Charter with regulations on derivative trading after Certificate of eligibility for derivative trading and Certificate of eligibility for supply of derivative clearing and settlement service to be granted by the

State Securities Committee of Vietnam as well as the Market – making Contract to be signed between HSC and the Stock Exchange.

- Votes in favor accounted for 100%

Article 11.

The 2015 AGM approved the Employee Stock Ownership Plan for the year 2016 (ESOP 2016).

- Votes in favor accounted for 100%

Article 12.

The 2015 AGM approved the resignation of the members of the BOD and the members of BOS for the term III (2011 – 2015). This resignation takes effect from the closing of the FY2015 AGM on 21 April 2016, as follows:

- The members of BOD:
 1. Mr. Do Hung Viet
 2. Mr. Le Anh Minh
 3. Mr. Nguyen Thanh Liem
 4. Mr. Le Thang Can
 5. Mr. Pham Nghiem Xuan Bac
 6. Mr. Johan Nyvene
 7. Mr. Trinh Hoai Giang

- The members of BOS:
 1. Mr. Vo Van Chau
 2. Mr. Doan Van Hinh
 3. Ms. Dang Nguyet Minh

The 2015 AGM approved the list of candidates nominated for the member of the BOD and the member of the BOS for the term IV (2016 – 2020), as follows:

- The list of candidates nominated for the member of the BOD:
 1. Mr...
 - Date of birth:
 - Nationality:
 - ID number:
 - Permanent address:

 2. Mr...
 - Date of birth:
 - Nationality:

ID number:

Permanent address:

.....

- The list of candidates nominated for the member of the BOS:

1. Mr...

Date of birth:

Nationality:

ID number:

Permanent address:

2. Mr...

Date of birth:

Nationality:

ID number:

Permanent address:

.....

- Votes in favor accounted for 100%

The 2015 AGM approved the members of the BOD and the members of BOS for the term IV (2016 – 2020):

- The members of BOD:

1. Mr.

2. Mr.

3. Mr.

4. Mr.

5. Mr

6. Mr.

7. Mr

- The members of BOS:

1. Mr.

2. Mr.

3. Mr.

- Votes in favor accounted for 100%

(Attached the election minutes)

Article 13.

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**

(signed and seal)

DO HUNG VIET

To:

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