

DRAFT OF RESOLUTION

OF THE 2020 ANNUAL GENERAL MEETING

HO CHI MINH CITY SECURITIES CORPORATION (HSC)

- In according 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 according 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.01/2020/NQ-ĐHĐCĐ dated June 23, 2020;
- Minutes No. 02/2021/BB-ĐHĐCĐ dated April 22, 2021 of the AGM FY2020 of Ho Chi Minh City Securities Corporation.

RESOLUTION

Article 1.

The 2020 Annual General Meeting approved the report of 2020 activities of the Board of Directors of Ho Chi Minh City Securities Corporation.

➤ Votes in favor accounted for%.

Article 2.

The 2020 Annual General Meeting approved the report of 2020 business performance by the Board of Management, in which some main indicators as follows:

BUSINESS PERFORMANCE	FY2020	FY2019	% Change	2020 Plan	% Completion
INCOME STATEMENT (VND Million)					
Revenues (*)	1,591,732	1,262,261	26%	1,297,586	123%
Brokerage fee	621,464	482,482	29%	480,631	129%
Margin loans	549,942	508,242	8%	439,277	125%
Proprietary investments	369,388	206,001	79%	309,408	119%

BUSINESS PERFORMANCE	FY2020	FY2019	% Change	2020 Plan	% Completion
Financial advisory services	37,741	53,628	-30%	66,282	57%
Other revenues	13,196	11,908	11%	1,987	664%
Operating expenses (*)	931,518	730,950	27%	730,702	127%
Profit before tax	660,305	531,406	24%	566,883	116%
Profit after tax	530,452	432,565	23%	453,507	117%
BALANCE SHEET AT THE YEAR END (VND mil)					
Total assets	12,488,828	7,488,678	67%	7,227,580	173%
Total equity	4,440,355	4,304,143	3%	4,390,450	101%
FINANCIAL INDICATORS					
Return on average assets (ROA)	5.3%	6.8%		6.2%	
Return on average equity (ROE)	12.1%	11.7		10.8%	
PER SHARE FINANCIAL INDICATORS					
Number of outstanding shares	305,041,845	305,516,173	0%	305,589,673	100%
Earnings per share EPS – VND	1,738	1,596	9%	1,482	117%
Book value per share – VND	14,557	14,088	3%	13,725	106%

➤ Votes in favor accounted for%.

Article 3.

The 2020 Annual General Meeting approved 2021 business plan with the following assumptions:

Items (VND million)	2021 Plan	2020 Actual	% Change	Q1/2021
Revenues	2,668,634	1,591,732	68%	747,445
Brokerage fees	1,035,791	621,464	67%	322,880
Margin loans	973,236	549,942	77%	208,871
Proprietary investments	564,607	369,388	53%	207,610



Items (VND million)	2021 Plan	2020 Actual	% Change	Q1/2021
Financial advisory services	80,000	37,741	112%	5,084
Other revenues	15,000	13,196	14%	3,000
Operating expenses	1,465,326	931,518	57%	344,445
Profit before tax	1,203,308	660,214	82%	403,000
Profit after tax	962,646	432,565	123%	322,400
Return on average equity (ROAE)	17.1%	12.1%		7.0%
Earnings per share EPS – VND	2,093	1,738	20%	1,054
Book value per share – VND	15,184	14,557	4%	15,576

➤ Votes in favor accounted for%.

Article 4.

The 2020 Annual General Meeting approved the report of the Supervisory Board on Company's operation 2020.

➤ Votes in favor accounted for.....%.

Article 5.

The 2020 Annual General Meeting approved the Audited Financial Statements for the year ended 31 December 2020 including:

- Report of the Board of Managers;
- Independent Auditors' Report;
- Balance sheet as at 31 December 2020;
- Income Statement for the year ended 31 December 2020;
- Cash flow statement;
- Statement of changes in equity;
- Notes to the financial statements,



In which:

Some key items in the FY2020 Financial Statements of HSC are as below:

Unit: Viet Nam Dong

No.	Items	FY2020 Performance	FY2019 Performance
1	Total assets	12,488,827,553,087	7,488,678,629,348
2	Net revenue	2,249,516,671,671	1,562,250,773,160
3	Profit before tax	660,305,435,709	531,405,779,182
4	Profit after tax	530,451,694,165	432,564,918,377

➤ Votes in favor accounted for.....%.

Article 6.

The 2020 Annual General Meeting approved the FY2020 final cash dividend:

- 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: May 06, 2021
 - Expected payment date: May 20, 2021
- 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%.

Article 7.

The 2020 Annual General Meeting approved the FY2021 dividend plan of HSC:

- Dividend rate: The AGM authorizes the BOD to decide FY2021 dividend rate based on HSC's financial performance at the dividend payment time, in which the expected FY2021 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 FY2021 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.....%.

Article 8.

The 2020 Annual General Meeting approved the FY2020 profit distribution plan of HSC, which is set out below:

Unit: Viet Nam Dong

No	ITEMS	FY2020 PERFORMANCE		FY2019 PERFORMANCE	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
I	PROFIT BEFORE TAX		660,305,435,709		531,405,779,182
II	PROFIT AFTER TAX	100%	530,451,694,165	100%	432,564,918,377
III	PROPOSED PROFIT AFTER TAX DISTRIBUTION	84.01%	445,617,968,125	99.81%	431,760,408,357
1	Appropriation to Equity Funds	13.50%	71,610,978,712	13.50%	58,396,263,981
	<i>Supplementary capital reserve</i>	<i>5.00%</i>	<i>26,522,584,708</i>	<i>5.00%</i>	<i>21,628,245,919</i>
	<i>Compulsory reserve fund</i>	<i>5.00%</i>	<i>26,522,584,708</i>	<i>5.00%</i>	<i>21,628,245,919</i>
	<i>Welfare and reward fund</i>	<i>3.50%</i>	<i>18,565,809,296</i>	<i>3.50%</i>	<i>15,139,772,143</i>
2	Cash dividend payment	69.01%	366,050,214,000	84.81%	366,875,670,600
	<i>Interim dividend (5% of per value)</i>	<i>28.75%</i>	<i>152,520,922,500</i>	<i>35.31%</i>	<i>152,758,086,500</i>
	<i>Proposed final dividend (7% of per value) (*)</i>	<i>40.25%</i>	<i>213,529,291,500</i>	<i>49.50%</i>	<i>214,117,584,100</i>
3	Remuneration and budget for the Board of Directors and the Supervisory Board	1.50%	7,956,775,412	1.50%	6,488,473,776
IV	RETAINED PROFIT (IV)=(II)-(III)	15.99%	84,833,726,040	0.19%	804,510,020



No	ITEMS	FY2020 PERFORMANCE		FY2019 PERFORMANCE	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
V	RETAINED PROFITS OF AT THE BEGINNING OF THE YEAR		349,567,764,307		348,763,254,287
VI	TOTAL RETAINED EARNINGS AT THE END OF THE YEAR (VII)=(IV)+(V)		434,401,490,348		349,567,764,307

➤ Votes in favor accounted for%.

Article 9.

The 2020 Annual General Meeting approved to authorize 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%.

Article 10.

The 2020 Annual General Meeting approved to reduce the foreign ownership limit of HSC's charter capital to 49% from 100%.

➤ Votes in favor accounted for%.

Article 11.

The 2020 Annual General Meeting approved the amendments of HSC's Corporate Charter:

- To approve the amendments of HSC's Corporate Charter (*Attached the contents of amendments of draft HSC's Corporate Charter*)
- To authorize the BOD to amend the articles of HSC's Corporate Charter, which covered the approval of the AGM.



- To authorize the Legal Representative to sign HSC's amended Corporate Charter. HSC's amended Corporate Charter shall be effective from the date of FY2020 AGM's approval. The current version of HSC's Corporate Charter approved by AGM Resolution No. 01/2020/NQ-DHĐCĐ dated June 23, 2020 shall be replaced.

➤ Votes in favor accounted for%.

Article 12.

The 2020 Annual General Meeting approved the amendments of HSC's Internal Regulations on Corporate Governance:

- To approve the amendments of HSC's Internal Regulations on Corporate Governance (*Attached the contents of amendments of HSC's Internal Regulations on Corporate Governance*)
- To authorize the BOD to amend the articles of HSC's Internal Regulations on Corporate Governance, which covered the approval of the AGM.
- To authorize the Chairman to sign HSC's amended Internal Regulations on Corporate Governance. HSC's amended Internal Regulations on Corporate Governance shall be effective from the date of FY2020 AGM's approval. The current version of HSC's Internal Regulations on Corporate Governance approved by AGM Resolution No. 01/2018/NQ-DHĐCĐ dated April 28, 2018 shall be replaced.

➤ Votes in favor accounted for%.

Article 13.

The 2020 Annual General Meeting approved HSC's Operating Regulations of the Board of Directors:

- To approve the contents of HSC's Operating Regulations of the Board of Directors (*Attached the contents of draft HSC's Operating Regulations of the Board of Directors*)
- To authorize the Chairman to sign HSC's Operating Regulations of the Board of Directors. HSC's Operating Regulations of the Board of Directors shall be effective from the date of FY2020 AGM's approval.

➤ Votes in favor accounted for%.



Article 14.

The 2020 Annual General Meeting approved HSC's Operating Regulations of the Supervisory Board:

- To approve the contents of HSC's Operating Regulations of the Supervisory Board (*Attached the contents of draft HSC's Operating Regulations of the Supervisory Board*)
- To authorize Head of Supervisory Board to sign HSC's Operating Regulations of the Supervisory Board. HSC's Operating Regulations of the Supervisory Board shall be effective from the date of FY2020 AGM's approval.

➤ Votes in favor accounted for%.

Article 15.

The 2020 Annual General Meeting approved the resignation of members of the Board of Directors and the Supervisory Board for the fourth (IV) term (2016 – 2020). This resignation takes effect from the closing of the FY2020 AGM on April 22, 2021.

The members of the Board of Directors:

1. Mr. Do Hung Viet
2. Mr. Le Anh Minh
3. Mr. Le Hoang Anh
4. Mr. Lam Hoai Anh
5. Mr. Le Thang Can
6. Mr. Pham Nghiem Xuan Bac
7. Mr. Johan Nyvene

The members of the Supervisory Board:

1. Mr. Vo Van Chau
2. Mr. Doan Van Hinh
3. Ms. Dang Nguyet Minh

➤ Votes in favor accounted for%

The 2020 Annual General Meeting approved the list of candidates nominated for members of the Board of Directors and the Supervisory Board for the fifth (V) term (2021 – 2025).

List of candidates nominated to members of the Board of Directors:



1. Full name:
Year of birth:
Nationality:
ID number:
Permanent address:

2. Full name:
Year of birth:
Nationality:
ID number:
Permanent address:

➤ Votes in favor accounted for%

The 2020 Annual General Meeting approved the list of members of the Board of Directors and the Supervisory Board for the fifth (V) term (2021 – 2025).

The members of the Board of Directors:

1. Mr.
2. Mr.
3. Mr.
4. Mr.
5. Mr.
6. Mr.
7. Mr.

The members of the Supervisory Board:

1. Mr.
2. Mr.
3. Mr.

(Attached the election minutes)



Article 16.

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**

DO HUNG VIET

To:

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

