

REPORT
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: The Board of Directors' 2021 Performance

The Board of Directors ("BOD") would like to report to the Annual General Meeting of Shareholders ("AGM") the activities of the BoD in 2021 and the plan of the BoD in 2022.

I. Activities of the BoD in 2021

In 2021, the Board of Directors made strong efforts to further enhance corporate governance of HSC towards global best practices and in accordance with current regulations. In last year, Vietnam and perhaps most of other countries had to face unprecedented economic challenges and difficulties caused by the Covid-19 pandemic. However, the Vietnamese stock market in 2021 recorded exceptional performances when it continuously set new records and grew strongly in all aspects, from index level to liquidity and the number of securities accounts. In the midst of such profound challenges, the BoD closely coordinated with the Board of Management to help HSC maintain business activities uninterruptedly and retain talented team so that the Company was able to serve clients and create value to shareholders and other stakeholders.

1. General activities of the Board of Directors

Changes in structure of the BoD

The Board of Directors for the term V (2021 - 2025) is comprised of seven (07) members including the Chairman, two (02) independent members and four (04) non-executive members and follows the model that has the Board of Supervisors approved by the Annual General FY2020 held on April 22, 2021. Amongst the seven (07) members, there are three (03) re-elected members and four (04) newly-elected members. Amongst the four (04) newly elected members, there are two (02) independent members and two (02) non-executive members.

Having two (02) independent members in the Board of Directors for the term V (2021 - 2025) not only helps HSC comply with the current regulations but also allows the Company to benefit from new innovative ideas to be contributed by the seasoned independent members to its effective and sustainable development path. That also proves HSC's ability and willingness to adopt best global practices in corporate governance.

Important decisions of the Board of Directors

The Board of Directors fulfilled its commitment and responsibilities as all members participated in all BoD meetings and made important decisions in 2021.

In 2021, the BoD held fifty-two (52) meetings including regular meetings, extraordinary meetings and meetings in the form of written opinions. In order to ensure the timeliness in decision making while still complying with regulations on prevention and control of the Covid-19, regular and extraordinary meetings of the Board of Directors were conducted online.

In the BoD meetings, the BoD approved quarterly, six-month and full-year business results, analyzed the market conditions, reviewed strategic plans for the next quarters and approved other issues under its authority to ensure that the Company's business activities are always well managed. In 2021, the BoD made important decisions on the Company's operations and development orientation including the followings:

- Implementing the decision to issue shares to the public according to the Certificate of Registration for Public Offering No.186/GCN-UBCK issued by the State Securities Commission on September 22, 2021.
- Completing the cash dividend payments approved by the Annual General Meeting of Shareholders - the second payment of 2020 dividend at the rate of 7% of par value and the first payment of 2021 dividend at the rate of 5% of par value.
- Amending and supplementing the Company's Charter and Internal Regulations on Corporate Governance as well as promulgating the Operational Regulations of the Board of Directors and the Operational Regulations of the Board of Supervisors in accordance with the current laws and regulations.
- Nominating independent members and non-executive members of the BoD to the Subcommittees under the BoD and amending and supplementing the operational regulations of these Subcommittees.
- Other important matters under the authority of the BoD.

Details of Resolution/ Decisions of the Board of Directors

No.	Resolution No.	Date	Contents
1.	01/2021/NQ-HĐQT	06/1/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
2.	02/2021/NQ-HĐQT	22/1/2021	<ul style="list-style-type: none"> - Approving 2020 business performance; - Forecast 2021 business plan; - Agreed in principle the Share Issuance Plan to existing shareholders to raise charter capital; - Approving the record date to determine which shareholders were eligible to obtain shareholders' votes by written ballot of issuing shares for existing shareholders to increase charter capital; - Approving in principle to sign contracts and transactions expected to be entered into in 2021 between the Company and related parties, - Approving to supplement Proposal" Adjustment of foreign ownership limit" to the agenda of AGM FY2020. - Approving to supplement Proposal" Amendments of HSC's Corporate Charter and Internal Regulations on Corporate Governance" to the agenda of AGM FY2020. - Approving the time, venue, agenda of AGM FY2020; - Approving the record date to determine which shareholders were eligible to attend AGM FY2020.
3.	03/2021/NQ-HĐQT	01/2/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
4.	04/2021/NQ-HĐQT	11/1/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
5.	05A/2021/NQ-HĐQT	19/2/2021 For seeking BOD's writing approval	Approving the main contents of Share Issuance Plan to existing shareholders.

No.	Resolution No.	Date	Contents
6.	05/2021/NQ-HĐQT	22/2/2021 For seeking BOD's writing approval	Approving the documents of collecting shareholders' votes by written ballot of Share Issuance Plan to existing shareholders.
7.	06/2020/NQ-HĐQT	09/3/2021 For seeking BOD's writing approval	Approving to extend the timing of collecting shareholders' votes by written ballot to submit to GSM for the approval of the Share Issuance Plan to existing shareholders in the Proposal on share issuance plan No.02/2021/TT-HĐQT dated February 22, 2021.
8.	07/2021/NQ-HĐQT	24/3/2021	<ul style="list-style-type: none"> - Approving Q1.2021 forecast business performance; - Noticing to receive Mr. Lam Hoai Anh' s resignation letter as the member of the HSC's BOD of the term IV (2016 – 2020); - Approving 2020 bonus; - Approving to authorize the Board of Management to submit AGM FY2020 the share issuance for HSC's Employee Stock Ownership Plan (ESOP); - Approving to supplement proposals to the agenda of AGM FY2020; - Approving the covered warrant issuance (the eighth time) - Approving to change the address of Hoan Kiem Transaction Office.
9.	08/2021/NQ-HĐQT	31/3/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
10.	09/2020/NQ-HĐQT	31/3/2021 For seeking BOD's writing approval	Approving the agenda and documents of AGM FY2020.
11.	10/2021/NQ-HĐQT	01/4/2021 For seeking BOD's writing approval	Approving the documents for registration of share issuance to existing shareholders of Ho Chi Minh City Securities Corporation (HSC) approved GSM Resolution No.01/2021/ĐHĐCĐ dated March 31, 2021.
12.	11/2021/NQ-HĐQT	01/4/2021 For seeking BOD's writing approval	Approving the covered warrant issuance: FPT-HSC-MET07, HDB-HSC-MET01, MBB-HSC-MET07, MWG-HSC-MET08, PNJ-HSC-MET04, VIC-HSC-MET02, VNM-HSC-MET06.
13.	12/2021/NQ-HĐQT	13/4/2021 For seeking BOD's writing approval	Approving to supplement Proposal" Adjustment of Head Office's address" to the agenda of AGM FY2020.
14.	13/2021/NQ-HĐQT	19/4/2021 For seeking BOD's writing approval	Approving to supplement Proposal" Transfer of trading of HCM share to HNX" to the agenda of AGM FY2020.
15.	14/2021/NQ-HĐQT	22/4/2021	Electing Chairman and Vice Chairman of the Board of Directors for the fifth (V) term (2021 – 2025).
16.	15/2021/NQ-HĐQT	20/5/2020	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
17.	16/2021/NQ-HĐQT	12/5/2021 For seeking BOD's writing approval	Changing the Representative of Ha Noi Branch.
18.	17/2021/NQ-HĐQT	20/5/2021 For seeking	Approving the restriction on purchasing right transfer of existing shareholders of share issuance to ensure the foreign

No.	Resolution No.	Date	Contents
		BOD's writing approval	ownership limit of Ho Chi Minh City Securities Corporate (HSC),
19.	18/2021/NQ-HĐQT	20/5/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
20.	19/2021/NQ-HĐQT	20/5/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
21.	20/2021/NQ-HĐQT	20/5/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
22.	21/2021/NQ-HĐQT	20/5/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
23.	22/2021/NQ-HĐQT	20/5/2021	Approving to invest in a tier-2 bond of Bank for Investment and Development of Vietnam (BIDV).
24.	23/2021/NQ-HĐQT	26/5/2021 For seeking BOD's writing approval	Contributing to Vaccine Fund against Covid-19 of Vietnamese Government.
25.	24/2021/NQ-HĐQT	07/7/2021 For seeking BOD's writing approval	Approving to purchase the ambulances to donate the public healthcare system of Ho Chi Minh City.
26.	25/2021/NQ-HĐQT	04/6/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
27.	26/2021/NQ-HĐQT	07/6/2021 For seeking BOD's writing approval	Changing the addresses of Hoan Kiem Transaction Office and Ha Noi Branch.
28.	27/2021/NQ-HĐQT	10/6/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
29.	28/2021/NQ-HĐQT	10/6/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
30.	29/2021/NQ-HĐQT	22/6/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
31.	30/2021/NQ-HĐQT	30/6/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
32.	31/2021/NQ-HĐQT	07/7/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
33.	32/2021/NQ-HĐQT	07/7/2021 For seeking	Approving the covered warrant issuance HPG-HSC-MET07, STB-HSC-MET03, TCB-HSC-MET06, VHM-HSC-MET06, VPB-HSC-MET07, VRE-HSC-MET07.

No.	Resolution No.	Date	Contents
		BOD's writing approval	
34.	33/2021/NQ-HĐQT	29/7/2021	<ul style="list-style-type: none"> - Approving the business results in Q2.2021 and accumulative first half of 2021. - Approving to raise the level of outstanding debt. - Approving to raise the total amount of bank credit lines. - Approving personnel of the Board Risk Committee. - Approving personnel of the Board Audit Committee. - Approving personnel of the Board Nomination and Remuneration Committee.
35.	34/2021/NQ-HĐQT	16/8/2021 For seeking BOD's writing approval	Approving to continue to Vaccine Fund against Covid -19 of Vietnamese Government.
36.	35/2021/NQ-HĐQT	17/8/2021 For seeking BOD's writing approval	Complying with the legal regulations as stipulated in Article 9 of Decree 155/2020/NĐ-CP dated December 31, 2020, on detailing and guiding the implementation of number of articles of Law on Securities, the BOD is only allowed to adjust the using plan of capital and proceeds with the adjust value less than 50% of the capital and proceeds gained from the share offering.
37.	36/2021/NQ-HĐQT	26/8/2021	Approving the bank loan credit line.
38.	37/2021/NQ-HĐQT	13/9/2021	Approving the bank loan credit line.
39.	38/2021/NQ-HĐQT	13/9/2021	Approving the bank loan credit line.
40.	39/2021/NQ-HĐQT	23/9/2021	Approving the bank loan credit line.
41.	40/2021/NQ-HĐQT	27/9/2021 For seeking BOD's writing approval	<ul style="list-style-type: none"> - Approving the date of finalizing shareholder list, in which shareholders are eligible to exercise their purchase rights. - Approving the time of transferring purchase rights, time of bidding and payment for securities, and place to receive subscription when shareholders exercise purchase rights.
42.	41/2021/NQ-HĐQT	21/10/2021	<ul style="list-style-type: none"> - Approving the business results Q3.2021 and accumulative 09 months of 2021. - Approving the 11th issuance round of covered warrants. - Approving Terms of Reference of Board Audit Committee - Approving Terms of Reference of Board Risk Management Committee. - Approving Terms of Reference of Risk Management Executive Committee. - Approving in principle to buy Directors & Officers Liability Insurance.
43.	42/2021/NQ-HĐQT	21/10/2021	Approving the bank loan credit line.
44.	43/2021/NQ-HĐQT	21/10/2021	Approving the bank loan credit line.
45.	44/2021/NQ-HĐQT	05/11/2021	Approving the bank loan credit line.
46.	45/2021/NQ-HĐQT	05/11/2021	Approving the bank loan credit line.
47.	46/2021/NQ-HĐQT	22/11/2021 For seeking BOD's writing approval	Approving FY2021 first interim cash dividend.
48.	47/2021/NQ-HĐQT	24/11/2021 For seeking BOD's writing approval	Approving to change the record date and the payment date of the FY2021 first interim cash dividend
49.	48/2021/NQ-HĐQT	07/12/2021	Committing to redistribute the number of shares equivalent to number of issue rights to Hochiminh city Finance and Investment State-owned Company (HFIC), which HFIC has

No.	Resolution No.	Date	Contents
			not subscribed and made payment as stipulated in Notice of public offering dated September 28, 2021.
50.	49/2021/NQ-HĐQT	08/12/2021	Approving the bank loan credit line.
51.	50/2021/NQ-HĐQT	08/12/2021	Approving the bank loan credit line.
52.	51/2021/NQ-HĐQT	16/12/2021 For seeking BOD's writing approval	<ul style="list-style-type: none"> - Approving the results of issue rights exercised in the share public offering in 2021. - Approving the proposed treatment to the undistributed shares in the share public offering in 2021 because existing shareholders did not exercise their issue rights.

2. Supervisory activities of the BoD

In 2021, the Board of Directors supervised activities of the Chief Executive Officer (“CEO”) and the Board of Management (“BoM”) in implementing the resolutions of the Annual General Meeting of Shareholders and of the BoD through inspecting and monitoring mechanism and via quarterly business result reports and daily operation reports of the Company as well as reports prepared on an ad-hoc basis.

The BoD acknowledged that the CEO and the BoM exercised their rights and assigned duties in accordance with relevant provisions of applicable laws and regulations as well as the Company's Charter and resolutions of the Annual General Meeting of Shareholders. The CEO and the BoM made their best efforts to accomplish and exceed the business guidance approved by the Annual General Meeting of Shareholders and to continue to build a business environment based on the foundation of sustainable development and to further enhance corporate governance and the role of risk management and control.

3. Activities of independent members of the Board of Directors and independent members' evaluation of activities of the Board of Directors

Assessing the independence of a member is not only based on the factors of competence, experience, ethics and understanding on the Company's business operation but also must be based on integrity, objectivity, independence and assurance to ensure their loyalty to the common interests of the Company and be able to make the right decision to protect the legitimate interests of shareholders, especially the minority shareholders.

The existing of two (02) independent members in the BoD helps HSC not only to comply with legal regulations but also to bring out new ideas, helping HSC to apply international management practices.

The BoD has made great efforts to improve the corporate governance and align with current regulations and international best practices. Particularly:

- Maintained regular activities in accordance with the Company Charter, ensuring that regular meetings are held and that all Board members attended the meetings to meet legal requirements;
- Clearly defined the roles for independent and nonexecutive members have been made to maximize the interests of all shareholders and to assure fairness of minor shareholders.
- Supervised the implementation of the BoD' decisions and resolutions that were made at the AGM.
- Supervised activities of Committee to ensure compliance with the operating principles and the Company Charter.

4. Committees under the Board of Directors

There are three committees reporting to the BoD. They are the Risk Management Committee, the Audit Committee, and the Remuneration Committee.

These three committees are tasked with advising and assisting the Board in maintaining and enhancing internal control operations. All members of these three committees are all non-executive members. The Chairmen of the Risk Management Committees and the Remuneration Committees are all independent members.

No.	Name	Position	Risk Management Committee	Internal Audit Committee	Remuneration Committee
1	Mr. Johan Nyvene	Chairman Non-executive Board member	√		√
2	Mr. Lê Anh Minh	Vice Chairman Non-executive Board member	√	√	√
3	Mr. Lê Hoàng Anh	Member Non-executive Board member	√	√	
4	Mr. Andrew Colin Vallis	Member Independent member	Chairman	√	
5	Ms. Nguyễn Thị Hoàng Lan	Member Independent member			Chairman
6	Ms. Đặng Nguyệt Minh	Member The Supervisory Board		Chairman	

Activities of the Board Committees

The Risk Management Committee

The Risk Management Committee was established in 2013. The Risk Management Committee is responsible for advising the BoD on the issuance of risk management strategies, processes, and policies.

The Chairman of the Risk Management Committee is an independent member of the BoD elected at the FY2021 AGM. This structure strengthens HSC current corporate governance framework and meet with international practice of risk management in financial service sector.

Activities of the Risk Management Committee in 2021:

- Approved the operational regulation of the Executive Risk Committee under the Board of Management before submitting to the BoD for approval.
- Reviewed and approved the risk management policy before submitting to the BoD for approval
- Reviewed the compliance control and risk management reports on a monthly, quarterly, six-monthly and annual basis.
- Reviewed and approved the transactions within its authority.

The Internal Audit Committee

The Internal Audit Committee was established in 2014 to assist the BoD in performing their rights and obligation related to internal audit function. The Internal Audit Department was also established, as an independent department, supporting the BoD through the Internal Audit Committee. Currently the Internal Audit department is conducting co-audit with the consulting service of KPMG Vietnam Co., Ltd.

Activities of the Internal Audit Committee in 2021:

- Approved the amended and supplemented operating regulations of the Audit Committee before submitting to the Board of Directors for approval.
- Adjusted the Internal Audit Handbook in line with legal regulations and advanced practices.
- Reviewed the Anti-Money Laundering Activity Report, Operational Model of the Finance and Accounting Department and the Treasury Department issued by the Internal Audit Department.

The Remuneration Committee

The Board Remuneration Committee was officially established in 2016 with the aim of advising and proposing the BoD on rights and obligation related to compensation, remuneration and benefits for employees.

Activities of the Remuneration Committee in 2021:

- Approved the revised and supplemented operational regulation of the Remuneration Committee before submitting to the BoD.
- Carefully reviewed profile of candidates for the BoD members term V (2021-2025) according to the criteria and progress before submitting to BoD consideration and AGM for election.
- Approved the remuneration package for each member of BoD and BoS of term V (2021-2025) before submitting to BoD.

5. Remuneration, operation expenses and other benefits of the Board of Directors, the Board of Supervisors and each member of the Board of Directors, the Board of Supervisors

Details of remunerations of BoD members in 2021 are as follows:

No.	Full name	Position	Amount (VND)	Note
1	Mr. Johan Nyvene	Chairperson	1,960,230,768	from 22/04/2021
2	Mr. Le Anh Minh	Vice Chairperson	746,666,667	from 22/04/2021
3	Mr. Le Hoang Anh	Member	496,666,667	from 22/04/2021
4	Mr. Nguyen Hong Van	Member	230,000,000	from 22/04/2021
5	Mr. Tran Quoc Tu	Member	263,333,333	from 22/04/2021
6	Mr. Andrew Colin Vallis	Member	546,666,667	from 22/04/2021
7	Ms. Nguyễn Thị Hoàng Lan	Member	480,000,000	from 22/04/2021
8	Mr. Do Hung Viet	Chairperson	320,000,000	until 21/04/2021
9	Mr. Pham Nghiem Xuan Bac	Member	66,666,667	until 21/04/2021
10	Mr. Le Thang Can	Member	100,000,000	until 21/04/2021
11	Mr. Lam Hoai Anh	Member	66,666,667	until 21/04/2021
	Total		5,276,897,435	

Details of remunerations of Board of Supervision in 2021 are as follows:

No.	Full name	Position	Amount (VND)	Note
1	Mr. Pham Nghiem Xuan Bac	Chief Supervisor	370,000,000	from 22/04/2021
2	Ms. Dang Nguyet Minh	Member	420,000,000	from 22/04/2021
3	Ms. Nguyen Thi Thu Thanh	Member	170,000,000	from 22/04/2021
4	Mr. Vo Van Chau	Chief Supervisor	116,666,667	until 22/04/2021
5	Mr. Doan Van Hinh	Member	20,000,000	until 22/04/2021
	Total		1,096,666,667	

Details of salary of Chief Executive and other Managers in 2021 are as follows:

No.	Full name	Position	Amount (VND)	Note
1	Mr. Trinh Hoai Giang	CEO	6,300,000,000	
2	Other Managers			N/A

Other benefits for BoD members

Currently, the cost-benefit regimes (the company's car, telephones, social, medical and other insurance, annual health check, and other items specified in the Company's policies) only apply to the Chairman of the BoD. Only business travel expenses for other members of the BoD and BoS are charged to HSC (if costs are incurred).

6. Transactions between HSC and related persons

The policy will be designed and implemented to ensure that any potential conflicts of interest hidden in related party transactions are identified and closely controlled.

In 2021, HSC executed transactions with the relevant organization as a market maker for the DCVFMVN30 Fund and the DCVFMVN DIAMOND managed by DCVFM. As follows:

STT	Organization	Relationship with HSC	Certificate of business registration	Address	Trading period	Fund certificate	Content			
							01/01/2021		31/12/2021	
							Quantity	Par value	Quantity	Par value
1	Dragon Capital Vietfund Fund Management Company (DCVFM)	Relevant organization	45/UBCK-GP issued by the State Securities Commission on January 8, 2009	Tầng 17, Mê Linh Point, Số 2 Ngõ Đức Kế, quận 1, Tp.HCM	From January 1, 2021 to December 31, 2021	DCVFMVN30	602.720	6.027.200.000	1.463.770	14.637.700.000
						DCVFMVN DIAMOND	133.141	1.331.410.000	2.401.476	24.014.760.000

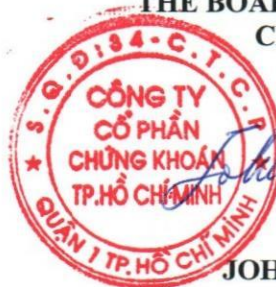
II. Work plan of the BoD in 2022

With the assessment that the Vietnamese stock market still has tremendous room to grow strongly in the future, the BoD prepared an action plan for 2022 as follows:

- Promoting the digital transformation throughout HSC towards complete digitalization of the trading system to offer investors convenient, reliable and value-added services and experiences when using services at HSC;
- Researching and developing new products and services to offer investors more investment options so that they can allocate their wealth based on their risk appetite as well as ease of access to the products and services;
- Standardizing the risk management process to identify and control risks effectively; and
- Training and developing talent.

The Board of Directors believes that with the endless efforts of HSC people and the trust of our shareholders, investors, clients and other stakeholders, HSC will continue to grow and accomplish its business plan in 2022.

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



JOHAN NYVENE

To:

- As mentioned above
- BoD's office for record