

## THE 2018 ANNUAL GENERAL MEETING PROPOSAL

*Subject: The profit distribution for the fiscal year 2017*

**Dear: ANNUAL GENERAL MEETING  
VIET CAPITAL SECURITIES JOINT STOCK COMPANY**

- Pursuant to the Charter Viet Capital Securities Joint Stock Company;
- Pursuant to Audited Financial Statements for the year ended December 31, 2017 of Viet Capital Securities Joint Stock Company

The Board of Directors would like to propose the AGM to approve the profit distribution for the fiscal year 2017 as follow:

Details	Unit: VND Value
<b>Net profit after tax</b>	<b>655,096,164,914</b>
- Net profit after tax from operation	556,599,617,260
- Gains from financial assets carried at FVTPL	98,496,547,654
Allocated to Supplementary capital reserve	27,829,980,863
Allocated to Financial reserve	27,829,980,863
Advance for dividend in 2017	0
<b>Retained earnings of 2017</b>	<b>599,436,203,188</b>
Accumulated retained earnings of previous years	27,022,617,008
<b>Accumulted retained earnings as of December 31, 2017</b>	<b>626,458,820,196</b>
The plan to distribute 2017 retained earnings is as follow:	
Cash dividend of 10% on charter capital of VND1,200 billion	120,000,000,000
<b>Retained earnings</b>	<b>506,458,820,196</b>
<i>Of which: Retained earnings from operation</i>	<i>407,962,272,542</i>
<i>Retained earnings from financial assets carried at FVTPL</i>	<i>98,496,547,654</i>

The Board of Directors hereby submits the proposal for the Annual General Meeting's consideration and approval.

*Ho Chi Minh City, April 16, 2018*  
**FOR AND ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRWOMAN  
(signed)**

**Nguyen Thanh Phuong**

## THE 2018 ANNUAL GENERAL MEETING PROPOSAL

*Subject: Business plan 2018*

**Dear: ANNUAL GENERAL MEETING  
VIET CAPITAL SECURITIES JOINT STOCK COMPANY**

- Pursuant to the Charter Viet Capital Securities Joint Stock Company.

The Board of Directors would like to propose the AGM to approve the business plan for 2018 as follow:

*Unit: VND million*

No.	Item	2017 Actual	2018 Plan	Changes from 2017	
				Value	%
1	Revenue	1,536,741	1,715,000	178,259	11.60%
2	Total operating expense	733,764	704,000	(29,764)	-4.06%
3	Profit before tax	802,978	1,011,000	208,022	25.91%
4	Planned dividend	Authorized the BOD to decide, planning VND1,500 per share			

The Board of Directors hereby submits the proposal for the Annual General Meeting's consideration and approval.

*Ho Chi Minh City, April 16, 2018*  
**FOR AND ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRWOMAN  
(signed)**

**Nguyen Thanh Phuong**

## THE 2018 ANNUAL GENERAL MEETING PROPOSAL

*Subject: To decide remuneration of members of the BOD, Supervisory Board and Bonus for BOM in 2018*

**Dear: ANNUAL GENERAL MEETING  
VIET CAPITAL SECURITIES JOINT STOCK COMPANY**

- Pursuant to the Charter Viet Capital Securities Joint Stock Company.

The Board of Directors of Viet Capital Securities JSC recommends the 2018 Annual General Meeting of Shareholders the remuneration of the Board of Directors, the Supervisory Board and the bonus for the Board of Management in 2018 as follows:

**I. No.1: The remuneration of the Board of Directors in 2018**

The Board of Directors does not receive remuneration in 2018

**II. No.2: The remuneration of the Supervisory Board in 2018**

The Board of Directors recommends remuneration for the Supervisory Board in 2018 as follows:

Total remuneration for the Supervisory Board (three members): VND180,000,000/year, whereas:

- Head (one person) : VND 7,000,000/month
- Member (two people) : VND 4,000,000/month/person

**III. No.3: The bonus for the Board of Management in 2018**

The bonus for the Board of Directors in 2018 is 8% based on the profit before tax (not rewarded yet) that exceeds VND680 billion.

The Board of Directors hereby submits the proposal for the Annual General Meeting's consideration and approval.

*Ho Chi Minh City, April 16, 2018*  
**FOR AND ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRWOMAN  
(signed)**

**Nguyen Thanh Phuong**

## THE 2018 ANNUAL GENERAL MEETING PROPOSAL

*Subject: Approval of sale of treasury shares, shares issuance for existing shareholders using capital resources of owners' equity to increase charter capital, and share issuance under Employees Stock Ownership Plan (ESOP) scheme*

**Dear: ANNUAL GENERAL MEETING  
VIET CAPITAL SECURITIES JOINT STOCK COMPANY**

- Pursuant to Enterprise Law No. 68/2014 / QH13 dated 26/11/2014;
- Pursuant to the Charter Viet Capital Securities Joint Stock Company.

### **A. Sale of treasury shares**

- Number of treasury shares registered to sell: Total treasury shares purchased from employees who resigned under the ESOP 2017 scheme.
- Offering price: VND20,000 per share
- Subjects to be offered: Employees of Viet Capital Securities Joint Stock Company according to criteria and list approved by the BOD

### **B. The shares issuance plan**

#### **I. Share issuance for existing shareholders using capital resources of owners' equity to increase charter capital at the rate of 35%**

- Name of shares: Shares of Viet Capital Securities Joint Stock Company
- Type of shares: Ordinary share.
- Par value: VND10,000/share.
- Charter capital before the issuance: VND1,200,000,000,000.
- Number of outstanding shares: 120,000,000 shares (One hundred and twenty million shares).
- Number of shares planned to be issued: 42,000,000 shares (Forty two million shares).
- Total par value of issuance (expected): VND420,000,000,000 (Four hundred and twenty billion dong).
- Subjects to be offered: Issue to existing shareholders named in shareholder list completed at the date of closing the list of shareholders entitled to receive additional shares.
- Method of issuance: Exercising rights.
- Exercise ratio: 10:3.5. At the closing time of the list, each shareholder owning 10 (ten) shares will receive additional 3.5 shares.
- Fractional share settlement: Shares issued to existing shareholders to increase the share capital from capital resources of owner's equity will be rounded down to the unit digit; the decimal amount (if any) will be deleted.

For example: Shareholder A owns 150 shares at the date of closing shareholder list. With respect to the exercise ratio of 10:3.5 shareholder A will receive 52.5 shares.

According to the above principle, 0.5 shares will be deleted. Thus, shareholder A will receive 52 new shares.

- Sources of capital: Retained earnings, additional reserve funds of charter capital and other sources according to Audited Financial Statement as of 31/12/2017 or the latest financial statement from the issue date.
- Execution time: The Shareholders authorizes the Board of Directors (BOD) to decide the appropriate timing for closing the list of shareholders entitled to the rights and implement the share issuance to existing shareholders from capital resources of owners' equity after getting approval from authorities (expected within 2018).
- Shareholders who own transfer restricted shares (if any) still have the right to receive new issued shares. Additional issued shares are not subject to restriction of transfer.
- Charter capital after the issuance: VND1,620,000,000,000.

### **III. Shares issuance under Employees Stock Ownership Plan (ESOP) scheme**

#### **1. Purpose of the issuance**

VCSC expects to attract and retain the best employees by creating more opportunities and motivation for career promotion as well as long-term commitment and dedication to the Company, with the following aims:

(i) Enhance roles, responsibilities and rights of employees; (ii) Incorporate the interests of employees with the Company's interests, creating motivation for employees; and (iii) Attract talented people and retain long-term committed employees;

The BOD of Viet Capital Securities Joint Stock Company would like to submit to the AGM to consider and approve the plan of share issuance under the Employees Stock Ownership Plan (ESOP) scheme, as follows:

#### **2. Issuance plan**

##### **2.1 Share issuance under Employees Stock Ownership Plan (ESOP) scheme**

- Type of share: Ordinary share
- Par value: VND10,000/share
- Charter capital before the issuance: VND1,620,000,000,000
- Number of shares planned to be issued: 1,000,000 shares
- Total par value of issuance: VND10,000,000,000
- Expected time of issuance: After the approval of the State Securities Commission, expected within 2018
- Charter capital after the issuance: VND1,630,000,000,000
- Subjects to be offered: Employees of Viet Capital Securities Joint Stock Company according to criteria and list approved by the BOD
- The issued shares are subject to restriction of transfer for (1) year from the date of issuance

- Offering price: VND20,000/share
- After the issuance, if the employees do not buy all the offered shares, the remaining shares will be distributed to other employees decided by the BOD with the price not lower than VND20,000/share.

## **2.2 Approval of plan of using capital acquired from the issuance**

Total capital acquired from the issuance to employees will be used to supplement the Company's working capital and reduce bank loans.

### **A. Additional listing**

Approval of additional share depositing registration at Vietnam Securities Depository (VSD) and additional listing on Ho Chi Minh City Stock Exchange (HSX) for the total number of additional shares actually issued in line with the issuance plans as mentioned above.

### **B. Approval of increase in charter capital and amendment of the Company's charter corresponding to the total par value of the shares actually issued**

Approval of increase in charter capital and amendment of the Company's charter corresponding to the total par value of the shares actually issued in line with the issuance plans as mentioned above.

### **C. Authorizing the Board of Directors to conduct the issuance plans and other related tasks, as follows**

Deciding the appropriate time of issuance, amending plan of issuance (if necessary) and implementing tasks in accordance with the Laws in force to complete the issuance

Completing other related tasks to increase charter capital

Implementing other necessary tasks to deposit and to list additional issued shares on Ho Chi Minh City Stock Exchange

### **D. Implementation**

Authorizing the Board of Directors to implement related tasks in accordance with the Enterprise Law, Company Charter and Laws on securities and stock market.

The Board of Directors hereby submits the proposal for the Annual General Meeting's consideration and approval.

*Ho Chi Minh City, April 16, 2018*  
**FOR AND ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRWOMAN  
(signed)**

**Nguyen Thanh Phuong**