

**Số : 17/2019/CV-CBTT**  
**No.17/2019/CV-CBTT**

TP.Hồ Chí Minh, ngày 26 tháng 04 năm 2019  
*Ho Chi Minh City, 26 April 2019*

## **CÔNG BỐ THÔNG TIN**

### **DISCLOSURE OF INFORMATION**

**Kính gửi / To :**

- Ủy ban Chứng khoán Nhà nước  
*The State Securities Commission*
- Sở Giao dịch Chứng khoán TP.Hồ Chí Minh  
*Ho Chi Minh Stock Exchange*
- Sở Giao dịch Chứng khoán Hà Nội  
*Ha Noi Stock Exchange*

Công ty: **Công ty Cổ phần Chứng khoán TP.Hồ Chí Minh**  
*Name of Company: Ho Chi Minh City Securities Corporation*

Mã chứng khoán: **HCM**  
*Securities symbol: HCM*

Địa chỉ trụ sở chính: Tầng 5&6, Tòa nhà AB, 76 Lê Lai, P. Bến Thành, Quận 1, TP.Hồ Chí Minh  
*Headquarters address: Level 5&6, AB Tower, 76 Le Lai Str., Ben Thanh Ward, Dist., 1, HCM City*

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Người thực hiện công bố thông tin: Ông Lê Anh Quân  
*Submitted by: Mr. Le Anh Quan*

Chức vụ: Giám đốc Điều hành Phát triển Quan hệ hợp tác  
*Position: Chief Partnership Officer*

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Loại công bố thông tin:  24 giờ  định kỳ  bất thường  theo yêu cầu  
*Information disclosure type:  24 hours  Periodic  Irregular  On demand*

Nội dung thông tin công bố:  
*The content of information disclosure:*

Biên bản số 01/2019/BB-ĐHĐCĐ và Nghị quyết số 01/2019/NQ-ĐHĐCĐ ngày 25/04/2019 của Đại hội đồng cổ đông thường niên năm tài chính 2018 Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh (HSC).

*The FY2018 Annual General Meeting's Minutes No.01/2019/BB-ĐHĐCĐ and Resolution No.01/2019/NQ-ĐHĐCĐ dated 25 April 2019.*

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 26/04/2019 tại đường dẫn <http://www.hsc.com.vn/vn/investor/information-disclosure>

*This information was disclosed on HSC webpage on 26 April 2019 and available at <https://www.hsc.com.vn/en/investor/information-disclosure>*



Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

*We declare that all information provided in this paper is true and accurate; and that we shall be held liable for any misrepresentation.*

**Người được ủy quyền CBTT**  
**For and on behalf of HSC**  
**Representative authorized to disclose information**



**Lê Anh Quân**

**Giám đốc Điều hành Phát triển Quan hệ hợp tác**  
**Chief Partnership Officer**

**Tài liệu đính kèm/ Attached file:**

- Biên bản số 01/2019/BB-ĐHĐCĐ ngày 25/04/2019;  
Minutes No.01/2019/BB-ĐHĐCĐ dated 25 April 2019;
- Nghị quyết số 01/2019/NQ-ĐHĐCĐ ngày 25/04/2019,  
Resolution No.01/2019/NQ-ĐHĐCĐ dated 25 April 2019,







## MINUTES

### OF THE ANNUAL GENERAL MEETING FY2018 (AGM) HO CHI MINH CITY SECURITIES CORPORATION (HSC)

#### I. COMPANY PROFILE

- Company name: Ho Chi Minh City Securities Corporation (HSC)
- Head Office: 5<sup>th</sup> and 6<sup>th</sup> Floor, AB Tower, 76 Le Lai Street, Ben Thanh Ward, Dist.1, HCMC
- Phone: (+84 28) 3823 3299 Fax: (+84 28) 3823 3301 Website: [www.hsc.com.vn](http://www.hsc.com.vn)
- The License for Establishment and Operations No. 11/GPHĐKD dated Apr 19<sup>th</sup>, 2003 issued by State Securities Committee of Vietnam and the License Amendment No. 09/GPĐC – UBCK dated 02 March, 2017 issued by State Securities Committee of Vietnam.

#### II. TIME, VENUE AND PARTICIPANTS

- Time: Thursday, 25 April 2019 from 13:30pm  
Venue: Mekong Ballroom – First Floor – New World Saigon Hotel, 76 Le Lai, Dist.1, HCMC.
- Participants
  1. Shareholders of Ho Chi Minh City Securities Corporation and their delegated persons
  2. The Chair
    1. Mr. Do Hung Viet
    2. Mr. Le Anh Minh
    3. Mr. Pham Nghiem Xuan Bac
    4. Mr. Johan Nyvene
    5. Mr. Trinh Hoai Giang
  3. The Vote – counting Committee and a representative of shareholders who monitors the vote-counting process  
The Vote – counting Committee
    1. Ms. Vu Thi Dung
    2. Mr. Vu DoanA representative of shareholders who monitors the vote-counting process  
Ms. Ho Thi Thu Thao
  4. The Secretary Committee
    1. Mr. Tran Huy Vu
    2. Ms. Pham Nguyen Hoang Quyen

5. Members of Board of Directors (BOD), Board of Supervision (BOS), Board of Management (BOM), representatives of Managing Directors, Function Heads and employees of the Company.
6. Representative of Price Waterhouse Coopers Vietnam Ltd.,:
  1. Mr. Nguyen Hoang Nam – Audit Partner
  2. Ms. Doan Tran Phuong Thao – Audit Manager

### III. PROCEDURES

#### 1. Report on verification of the qualifications of shareholders attending the AGM FY2018

Mr. Vo Van Chau, Head of BOS, reported the verification of qualifications of shareholders attending the Meeting:

Up to 14:00, 25 April 2019, the Company's charter capital registered according to the regulation was of VND1,297,567,580,000, equivalent to 129,756,758 shares; in which, the voting capital was of VND 1,295,541,680,000 equivalent to 129,554,168 shares (*as eliminating 202,590 treasury shares hold by the Company*). Therefore, the AGM would vote based on the capital of VND 1,295,541,680,000 equivalent to 129,554,168 shares.

Total number of shareholders invited to attend the AGM were 4,270 shareholders, representing for shareholders holding 129,554,168 shares of the Company.

Total number of participants who are shareholders or delegated persons to attend the Meeting were 207 shareholders, representing 94,017,801 shares of the Company and accounting for 72.56% of total number of shares of the Company; the total numbers of votes at the Meeting were 94,017,801 shares.

Pursuant to Section 2, Article 144 of Enterprise Law 2014, as the number of shareholders attending the AGM FY2018 was more than 51% of the number of voting shares of the Company, the AGM FY2018 of HSC was legal and valid. (*See the attached verification report of the BOS*)

#### 2. Approval of the regulations on organization and activities of the AGM FY2018:

Ms. Vu Thi Dung, presented the regulations on organization and activities of the AGM FY2018.

The Meeting voted and approved the regulations on organization and activities of the AGM FY2018 with 94,017,801 votes in favour, accounting for 100%; 0 against, accounting for 0%; 0 abstention, account for 0%.

#### 3. Approval of the persons of the Chair

Pursuant to Section 4, Article 31 of the Company Charter, Mr. Do Hung Viet shall be the chairman of the Meeting.

The Organizing committee of the Meeting nominated the other members of the Chair, including:

- Mr. Le Anh Minh
- Mr. Pham Nghiem Xuan Bac
- Mr. Johan Nyvene



- Mr. Trinh Hoai Giang

The Meeting voted and approved the members of the Chair with 94,017,801 votes in favor, accounting for 100%; 0 against, accounting for 0%; and 0 abstentions, accounting for 0%.

**4. Approval of the persons of the Vote – counting Committee and one representative of shareholders who monitors the vote-counting process**

The Organizing committee of the Meeting nominated the members of the Vote – counting Committee, including:

- Ms. Vu Thi Dung
- Mr. Vu Doan

One representative of shareholders who monitors the vote-counting process:

- Ms. Ho Thi Thu Thao

The Meeting voted and approved the members of the Vote – counting Committee and One representative of shareholders who monitors the vote-counting process with 94,017,801 votes in favor, accounting for 100%; 0 against, accounting for 0%; and 0 abstentions, accounting for 0%.

**5. The Chair nominated the members of the Secretary Committee:**

- Mr. Tran Huy Vu  
Ms. Pham Nguyen Hoang Quyen

**IV. CONTENTS**

**1. Approval of the Meeting Agenda**

Mr. Do Hung Viet, the Chairman, proposed the Meeting Agenda with the following contents:

1. Report of 2018 activities of the Board of Directors
2. Report of 2018 business performance of the Board of Management
3. Business plan 2019
4. Report of the Supervisory Board on Company's operation 2018
5. Progress report on the shares issuance to existing shareholders using owners' equity to increase charter capital, the shares issuance offering to existing shareholders and the shares issuance for employee stock ownership plan (ESOP 2018)
6. Proposals to approve:
  - The Audited Financial Statements for the year ended 31 December 2018
  - FY2018 final cash dividend rate
  - FY2019 dividend plan
  - FY2018 profit distribution plan
  - Appointment of the independent audit firm for the fiscal year 2019
  - Issuance of covered warrant products

The Meeting voted and approved the Agenda with 94,017,801 votes in favor, accounting for 100%; 0 against, accounting for 0%, and 0 abstentions, accounting for 0%.

**2. Report of 2018 activities of the Board of Directors**

According to the AGM FY2018 documents circulated to the shareholders, Mr. Do Hung Viet, the Chairman of the BOD, presented the main contents of report of 2018 activities of the BOD. *(See the attached document)*

**3. Report of 2018 business performance of the Board of Management**

According to the AGM FY2018 documents circulated to the shareholders. Mr. Johan Nyvene, the Chief Executive Officer, presented the report of 2018 business performance. *(See the attached document)*

**4. Business plan 2019**

According to the AGM FY2018 documents circulated to the shareholders. Mr. Johan Nyvene, the Chief Executive Officer (CEO), proposed to approve the business plan 2019. *(See the attached document)*

**5. Report of the BOS on Company's operation 2018**

Pursuant to Item d, Section 1, Article 51 of the Company Charter, Mr. Vo Van Chau, Head of the BOS, reported the review of HSC's FY2018 Balance Sheet and Income Statement and confirmed that these reports fairly and truly reflected the Company's financial situation. *(See the attached document)*

**6. Progress report on the shares issuance to existing shareholders using owners' equity to increase charter capital, the shares issuance offering to existing shareholders and the shares issuance for employee stock ownership plan (ESOP 2018)**

According to the AGM FY2018 documents circulated to the shareholders, Mr. Le Anh Minh, Vice Chairman of the BOD, presented the progress report on the shares issuance to existing shareholders using owners' equity to increase charter capital, the shares issuance offering to existing shareholders and the shares issuance for employee stock ownership plan (ESOP 2018). *(See the attached document)*

**7. Proposals for approval**

**7.1 The Audited Financial Statements for the year ended 31 December 2018**

Mr. Le Anh Minh, Vice Chairman of the BOD, proposed to approve the Audited Financial Statements for the year ended 31 December 2018. *(See the attached document)*

**7.2 FY2018 final cash dividend rate**

Mr. Le Anh Minh, Vice Chairman of the BOD, proposed to approve FY2018 final cash dividend rate . *(See the attached document)*

**7.3 FY2019 dividend plan**

Mr. Le Anh Minh, Vice Chairman of the BOD, proposed to approve FY2019 dividend plan. *(See the attached document)*



#### 7.4 FY2018 profit distribution

Mr. Pham Nghiem Xuan Bac, member of the BOD, proposed to approve FY2018 profit distribution plan. (See the attached document)

#### 7.5 Appointment of the independent audit firm for the fiscal year 2019

Mr. Pham Nghiem Xuan Bac, member of the BOD, proposed to approve the appointment of the independent audit firm for the fiscal year 2019. (See the attached document)

#### 7.6 Issuance of covered warrant products

Mr. Trinh Hoai Giang, Deputy CEO, proposed to approve the issuance of covered warrant products. (See the attached document)

### V. DISCUSSION AND VOTING

#### 1. Discussion

Apart from queries about reports and proposals answered by the Chair, the Meeting also had the others as below:

##### Questions and answers (Q&A):

**Question 1:** According to the 2019 business plan, revenue decreases by 2 percent and profit decreases by 1 percent. However, the business result in first quarter of 2019 is much worse than the same quarter of last year. Could you please share your thoughts on the Company's capability to complete the plan?

##### Answer:

- First quarter of 2018 achieved an impressive growth compared to the whole fiscal year of 2018. According to the growth cycle of securities market, first quarter would achieve the least profit because of lesser business days compared to other quarters. The first quarter of 2018 at HSC was an impressive one because of realizing all the revenue at year end of 2017.
- About the capability of completing the 2019 business plans, we have certain confidence in our competence. Yet, business plans depend on many active and passive factors. They are market liquidity and the VN-Index. Generally, HSC has been sticking to the plans and will aim to complete them.

**Question 2:** Could HSC please elaborate more on how to develop the evaluation criteria for securities portfolio in the margin lending activity?

##### Answer:

In 2018, revenue from margin lending was rather high because HSC always performs effective risk management for securities portfolio with margin loans. The evaluation criteria for securities portfolio are as follows:

- Securities with good basic indexes and not emphasizing on liquidity.
- Popularity level of the securities.
- Liquidity. We have system to evaluate this factor.

Currently, we only do margin-lending to about 130 largest securities on the market with different ratio, accounting for 90 percent of all the transactions on the market.

## 2. Voting

### Content 1: Report of 2018 activities of the Board of Directors

The Meeting had taken a vote on the report of 2018 activities of the Board of Directors. And the result was:

- 92,923,504 votes in favor, accounting for 99.99%
- 0 vote against, accounting for 0%
- 5,968 abstentions, accounting for 0.01%

### Content 2: Report of 2018 business performance of the Board of Management

The 2018 business performance of Ho Chi Minh City Securities Corporation has some main indicators as follows:

DESCRIPTION	FY2018	FY2017	% Change	Y2018 Plan	% Y2018 Plan
<b>INCOME STATEMENT (VND mil)</b>					
<b>Revenues</b>	<b>1,702,011</b>	<b>1,381,633</b>	<b>23%</b>	<b>2,110,156</b>	<b>81%</b>
Brokerage fee	758,849	601,942	26%	911,862	83%
Income from loans	523,064	439,219	19%	607,500	86%
Gain from proprietary investments	278,344	269,839	3%	435,999	64%
Financial advisory services	119,217	45,179	164%	137,620	87%
Other revenues	22,536	25,455	-11%	17,175	131%
<b>Operating expenses</b>	<b>859,927</b>	<b>689,310</b>	<b>25%</b>	<b>1,070,783</b>	<b>80%</b>
<b>Profit before tax</b>	<b>842,186</b>	<b>692,601</b>	<b>22%</b>	<b>1,039,373</b>	<b>81%</b>
<b>Profit after tax</b>	<b>675,480</b>	<b>554,059</b>	<b>22%</b>	<b>818,717</b>	<b>83%</b>
<b>BALANCE SHEET AT THE YEAR END (VND mil)</b>					
Total assets	5,256,305	6,680,572	-21%	6,322,331	83%
Total equity	3,060,536	2,791,161	10%	3,347,678	91%
<b>FINANCIAL INDICATORS</b>					
Return on average asset (ROAA)	11.3%	10.8%		12.9%	
Return on average equity (ROAE)	23.1%	21.4%		24.5%	
<b>PER SHARE FINANCIAL INDICATORS</b>					
Number of outstanding shares	129,554,168	129,570,368	0%	171,237,035	76%



DESCRIPTION	FY2018	FY2017	% Change	Y2018 Plan	% Y2018 Plan
Earnings per share EPS – VND	5,214	4,289	22%	4,649	112%
Book value per share – VND	23,624	21,542	10%	19,738	120%

The Meeting had taken a vote on the business performance 2018. And the result was:

- 92,928,514 votes in favor, accounting for 100%
- 0 vote against, accounting for 0%
- 968 abstentions, accounting for 0%

### Content 3: Business plan 2019

The business plan 2019 of HSC has some the following assumptions:

#### 1 Trading value, stock brokerage market share and derivatives brokerage market share

	Plan 2019	FY2018	% Change	Q1/2019
<b>STOCK BROKERAGE MARKET SHARE</b>				
Average daily trading value (VND million)	6,500,000	6,535,000	-1%	4,656,899
Total stock brokerage market share	12.3%	11.4%		11.0%
Market share by Clients				
- HSC's Retail Client/ Local Investors	10.8%	9.7%		8.9%
- HSC's Institutional Client/ Foreign Investors	25%	23.1%		22.9%
<b>DERIVATIVES BROKERAGE MARKET SHARE</b>				
Average daily trading number of executed contracts	120,000	78,791	52%	123,566
HSC's derivatives brokerage market share	20.0%	22.6%		13.1%

#### 2 Margin lending transactions

MARGIN LENDING (VND million)	Plan 2019	FY2018	% Change	1Q/2019
HSC's average margin loan balance	4,000,000	3,932,842	2%	3,279,759

#### 3 Bank interest rate

BANK INTEREST RATE	Plan 2019	FY2018
Average bank deposit rate (% p.a.)		5.5%
Average borrowings rate (% p.a.)		8.2%
		5.7%
		8.0%

The financial indicators in the business plan 2019 of HSC as follows:

<b>BUSINESS PERFORMANCE</b>	<b>Plan 2019</b>	<b>FY2018</b>	<b>% Change</b>	<b>1Q/2019</b>
<b>INCOME STATEMENT (VND million)</b>				
<b>Revenues</b>	<b>1,666,107</b>	<b>1,702,011</b>	<b>-2%</b>	<b>268,158</b>
Brokerage fees	818,697	758,849	8%	111,166
Income from loans	520,000	523,064	-1%	102,624
Gian from proprietary investments	209,760	278,344	-25%	49,945
Financial advisory services	105,000	119,217	-12%	1,956
Other revenues	12,650	22,536	-44%	2,468
<b>Operating expenses</b>	<b>814,716</b>	<b>859,927</b>	<b>-5%</b>	<b>165,926</b>
<b>Profit before tax</b>	<b>851,391</b>	<b>842,186</b>	<b>1%</b>	<b>102,232</b>
<b>Profit after tax</b>	<b>681,113</b>	<b>675,480</b>	<b>1%</b>	<b>81,966</b>
<b>BALANCE SHEET (VND million)</b>				
Total assets	5,600,944	5,256,305	7%	5,714,740
Total equity	3,873,960	3,060,536	27%	3,102,370
<b>FINANCIAL INDICATORS</b>				
Return on average asset (ROAA)	12.2%	11.3%		1.5%
Return on average equity (ROAE)	17.6%	23.1%		2.7%
<b>PER SHARE FINANCIAL INDICATORS</b>				
Outstanding shares	309,040,179	129,554,168	139%	129,554,168
Earnings per share EPS – VND	2,450	5,214	-53%	633
Book value per share – VND	12,535	23,624	-47%	23,947

The Meeting had taken a vote on the business plan 2019. And the result was:

- 92,900,694 votes in favor, accounting for 99.97%
- 430 votes against, accounting for 0%
- 28,348 abstentions, accounting for 0.03%

#### **Content 4: Report of the BOS on Company's operation 2018**

The Meeting had taken a vote the report of the BOS on Company's operation 2018. And the result was:

- 92,911,599 votes in favor, accounting for 99.98%
- 0 vote against, accounting for 0%



- 17,883 abstentions, accounting for 0.02%

#### **Content 5: Approval of the FY2018 Audited Financial Statements**

The Meeting voted and approved the FY2018 Audited Financial Statements including:

- Report of the Board of Managers;
- Independent Auditors' Report;
- Balance sheet as at 31 December 2018;
- Income Statement for the year ended 31 December 2018;
- Cash flow statement;
- Statement of changes in equity;
- Notes to the financial statements,

In which:

Some key items in the FY2018 Financial Statements of HSC are as follows:

*Unit: Vietnamdong*

No.	Items	FY2018 Performance	FY2017 Performance
1	Total assets	5,256,305,327,181	6,680,572,043,521
2	Net revenue	2,352,126,998,584	1,540,042,600,129
3	Profit before tax	842,185,654,984	692,600,803,982
4	Profit after tax	675,480,154,372	554,059,163,742

The Meeting had taken a vote on the FY2018 Audited Financial Statements. And the result was:

- 92,928,474 votes in favor, accounting for 100%
- 0 vote against, accounting for 0%
- 998 abstentions, accounting for 0%

#### **Content 6: FY2018 final cash dividend**

According to Resolution No. 01/2018/NQ-ĐHĐCĐ dated 26 April 2018, the AGM had approved the FY2018 cash dividend rate of 15% (*equivalent to VND1.500/ share*). HSC issued the first cash dividend advance in 2018 at 6%, which was paid to shareholders on 21 December 2018.

The AGM FY2018 approved the FY2018 final cash dividend as below:

- 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 1,297,567,580,000
- Dividend pay-out rate: 19% of par value (*equivalent to VND 1,900 per share*)
- Payment method: In cash
- Implementation time:
  - Expected record date: 22 May 2019

- Expected payment date: 12 June 2019
- 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.

The Meeting had taken a vote on the FY2018 final dividend rate. And the result was:

- 92,928,284 votes in favor, accounting for 100%
- 0 vote against, accounting for 0%
- 1,178 abstentions, accounting for 0%

#### Content 7: FY2019 dividend plan

FY2019 dividend plan as follow:

- Dividend rate: The AGM authorizes the BOD to decide FY2019 dividend rate based on HSC financial performance at the dividend payment time, in which the FY2019 dividend payout rate ranges from 15% (*equivalent to VND1,500 per share*).
- Payment method: In cash
- Implementation time: The AGM authorized the BOD to choose the suitable date for paying the FY2019 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.

The Meeting had taken a vote on the FY2019 dividend plan. And the result was:

- 92,908,474 votes in favor, accounting for 99.98%
- 5,430 votes against, accounting for 0.01%
- 15,568 abstentions, accounting for 0.02%

#### Content 8: FY2018 profit distribution plan

In 2018, the profit after tax of HSC was **VND 675,480,154,372** and expected to allocate as follows:

*Unit: Vietnamdong*

No	ITEMS	FY2018 PERFORMANCE		FY2017 PERFORMANCE	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
I	PROFIT BEFORE TAX		842,185,654,984		692,600,803,982
II	PROFIT AFTER TAX	100%	675,480,154,372	100%	554,059,163,742
III	PROPOSED PROFIT AFTER TAX DISTRIBUTION				
1	Appropriation to Equity Funds	54.42%	367,620,630,034	65.21%	361,300,449,226
	<i>Supplementary capital reserve</i>		-	2.30%	12,743,836,298



No	ITEMS	FY2018 PERFORMANCE		FY2017 PERFORMANCE	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
	<i>Compulsory reserve fund</i>		-	2.30%	12,743,836,298
	<i>Welfare and reward fund</i>	5.00%	33,774,007,719	10.00%	55,405,916,374
2	Cash dividend payment	47.92%	323,714,420,000	49.11%	272,095,972,800
	<i>Interim dividend (6% of per value)</i>	11.51%	77,732,500,800	14.03%	77,742,220,800
	<i>Proposed final dividend (19% of per value)</i>	36.42%	245,981,919,200	35.08%	194,353,752,000
3	Remuneration and budget for the Board of Directors and the Supervisory Board	1.50%	10,132,202,316	1.50%	8,310,887,456
IV	<b>RETAINED PROFIT (IV)=(II)-(III)</b>	<b>45.58%</b>	<b>307,859,524,338</b>	<b>34.79%</b>	<b>192,758,714,516</b>
V	<b>RETAINED PROFITS OF AT THE BEGINNING OF THE YEAR</b>		<b>574,242,321,450</b>		<b>381,483,606,934</b>
VI	<b>INCREASE CHARTER CAPITAL USING RESOURCES OF OWNERS' EQUITY</b>		<b>(533,338,591,501)</b>		
VII	<b>TOTAL RETAINED EARNINGS AT THE END OF THE YEAR (VII)=(IV)+(V)-(VI)</b>		<b>348,763,254,287</b>		<b>574,242,321,450</b>

The Meeting had taken a vote on the FY2018 profit distribution plan. And the result was:

- 92,896,714 votes in favor, accounting for 99.97%
- 0 vote against, accounting for 0%
- 32,768 abstentions, accounting for 0.04%

#### **Content 9: Appointment of the independent audit firm for the fiscal year 2019**

The Meeting voted and approved to delegate 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

The Meeting had taken a vote on the appointment of the independent audit firm for the fiscal year 2019. And the result was:

- 92,924,277 votes in favor, accounting for 99.99%
- 0 vote against, accounting for 0%



- 5,198 abstentions, accounting for 0.01%

### **Content 10: Issuance of covered warrant products**

The Meeting voted and approved the following issues referring to the issuance of covered warrant products:

1. To allow HSC to participate in the covered warrant business as approved by the 2016 Annual General Meeting, as stipulated in the AGM Resolution No. 01/2017/NQ/ĐHĐCĐ (“Resolution 01/2017/NQ/ĐHĐCĐ”), which include:
  - a) To allow HSC to participate in the covered warrant business.
  - b) To amend the Charter to supplement related contents for covered warrant.
  - c) To approve the total limit of all issuances of covered warrants by HSC of up to 20% of HSC’s liquid capital, calculated based on the most recent financial statement at the time of issuance. This total limit shall not exceed maximum value allowed by law.
  - d) To approve for a payment guarantee method for settlement obligation and other obligations of HSC to holders of covered warrants, in the case HSC is subject to insolvency, merger, acquisition, dissolution, and bankruptcy
  - e) To authorize the Board of Directors to decide on the timing of execution and complete all necessary prodedures to carry the aforementioned operations, including the amendment of the Charter as required by relevant regulations.
  - f) To authorize the Board of Directors to decide on the details of each issuance round of covered warrants, including choosing underlying, issuance size for each round of issuance, and other related details.
2. To authorize the Board of Directors to decide on the timing and detailed terms of each issuance based on market conditions and related regulations, which include the completion of necessary procedures to issue warrants and the amendment of the current Charter to comply with related laws and regulations.
3. To amend the current Charter to comply with current legal requirements for the issuance of covered warrants as follows:

#### Article 21. Issuance of covered warrant

1. The Company shall issue covered warrants subject to applicable laws and carry out relevant business activities.
2. Relevant business activities that related to covered warrants include:
  - a) Issuance, distribution and listing of covered warrants;
  - b) Market making of covered warrants;
  - c) Hedging for covered warrants;
  - d) Brokerage and investment consulting for covered warrants;
  - e) And other activities related to covered warrants as stipulated by law.
3. A holder of a covered warrant issued by the Company is a creditor of the debt partially secured by the Company and has the following rights:



- a) Right to receive payments in cash or physical delivery of underlying assets as stipulated in the settlement terms in the prospectus of each issuance, and complied with related regulation;
- b) Right to receive cash settlement when the covered warrants issued by the Company are delisted as stipulated by law;
- c) Right to transfer, donate, bequest, pledge for loan in civil relationships in accordance with the law;
- d) Right to receive priority in payment when the Company is dissolved or involved in bankruptcy process as stipulated by law;
- e) And other rights as prescribed by law.

The Meeting had taken a vote on the issuance of covered warrant products. And the result was:

- 92,909,069 votes in favor, accounting for 99.98%
- 0 vote against, accounting for 0%
- 20,413 abstentions, accounting for 0.02%

## **VI. APPROVAL OF THE MINUTES AND RESOLUTION OF THE AGM FY2018**

### **1. Approval of the AGM FY2018 Minutes**

Ms. Pham Nguyen Hoang Quyen, Representative of the Secretary Committee, presented the AGM FY2018 Minutes.

The Meeting had taken a vote on the AGM FY2018 Minutes. And the result was:

- 92,896,714 votes in favor, accounting for 99.97%
- 0 vote against, accounting for 0%
- 32,768 abstentions, accounting for 0.04%

### **2. Approval of the AGM FY2018 Resolution**

Mr. Le Anh Minh, Vice Chairman of the BOD, presented the AGM FY2018 Resolution.

The Meeting had taken a vote on the AGM FY2018 Resolution. And the result was:

- 92,896,714 votes in favor, accounting for 99.97%
- 0 vote against, accounting for 0%
- 32,768 abstentions, accounting for 0.04%

**3. The closing of AGM FY2018**

Mr. Do Hung Viet, the Chairman, declared that the AGM FY2018 was closed.

The AGM FY2018 ended at 17:30 on the same day.

**THE CHAIR**

**MEMBER**

**CHAIRMAN**

**MEMBER**



**LE ANH MINH**

**DO DUNG VIET**

**PHAM NGHIEM XUAN BAC**

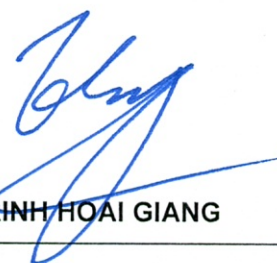
**MEMBER**

**MEMBER**

**MEMBER**



**JOHAN NYVENE**



**TRINH HOAI GIANG**

**THE SECRETARY COMMITTEE**



**TRAN HUY VU**



**PHAM NGUYEN HOANG  
QUYEN**



No. 01/2019/NQ-ĐHĐCĐ

Ho Chi Minh City, 25 April 2019

**RESOLUTION**  
**OF THE ANNUAL GENERAL MEETING FY2018 (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 twelfth amendment of HSC Charter according to the AGM Resolution No.01/2018/NQ-ĐHĐCĐ dated 26 April 2018;
- Minutes No. 01/2019/BB-ĐHĐCĐ dated 25 April 2019 of the AGM FY2018 of Ho Chi Minh City Securities Corporation.

**RESOLUTION**

**Article 1.**

The FY2018 AGM approved the report of 2018 activities of the Board of Directors of Ho Chi Minh City Securities Corporation.

- Votes in favor accounted for 99.99%.

**Article 2.**

The AGM FY2018 approved the report of 2018 business performance of the Board of Management, in which some main indicators as follows:

DESCRIPTION	Y2018	Y2017	% Change	Y2018 Plan	% Y2018 Plan
<b>INCOME STATEMENT (VND mil)</b>					
Revenues	1,702,011	1,381,633	23%	2,110,156	81%
Brokerage fee	758,849	601,942	26%	911,862	83%

DESCRIPTION	Y2018	Y2017	% Change	Y2018 Plan	% Y2018 Plan
Income from loans	523,064	439,219	19%	607,500	86%
Gain from proprietary investments	278,344	269,839	3%	435,999	64%
Financial advisory services	119,217	45,179	164%	137,620	87%
Other revenues	22,536	25,455	-11%	17,175	131%
<b>Operating expenses</b>	<b>859,927</b>	<b>689,310</b>	<b>25%</b>	<b>1,070,783</b>	<b>80%</b>
<b>Profit before tax</b>	<b>842,186</b>	<b>692,601</b>	<b>22%</b>	<b>1,039,373</b>	<b>81%</b>
<b>Profit after tax</b>	<b>675,480</b>	<b>554,059</b>	<b>22%</b>	<b>818,717</b>	<b>83%</b>
<b>BALANCE SHEET AT THE YEAR END (VND mil)</b>					
Total assets	5,256,305	6,680,572	-21%	6,322,331	83%
Total equity	3,060,536	2,791,161	10%	3,347,678	91%
<b>FINANCIAL INDICATORS</b>					
Return on average asset (ROAA)	11.3%	10.8%		12.9%	
Return on average equity (ROAE)	23.1%	21.4%		24.5%	
<b>PER SHARE FINANCIAL INDICATORS</b>					
Number of outstanding shares	129,554,168	129,570,368	0%	171,237,035	76%
Earnings per share EPS – VND	5,214	4,289	22%	4,649	112%
Book value per share – VND	23,624	21,542	10%	19,738	120%

➤ Votes in favor accounted for 100%.

### Article 3.

The AGM FY2018 approved the business plan 2019 with the following assumptions:

#### 1 The trading value, stock brokerage market share and derivatives brokerage market share

	Plan 2019	FY2018	% Change	Q1/2019
<b>STOCK BROKERAGE MARKET SHARE</b>				
Average daily trading value (VND million)	6,500,000	6,535,000	-1%	4,656,899
Total stock brokerage market share	12.3%	11.4%		11.0%
Market share by Clients				
- HSC's Retail Client/ Local Investors	10.8%	9.7%		8.9%
- HSC's Institutional Client/ Foreign Investors	25%	23.1%		22.9%



	Plan 2019	FY2018	% Change	Q1/2019
<b>DERIVATIVES BROKERAGE MARKET SHARE</b>				
Average daily trading number of executed contracts	120,000	78,791	52%	123,566
HSC's derivatives brokerage market share	20.0%	22.6%		13.1%

## 2 Margin Lending

<b>MARGIN LENDING</b> (VND million)	Plan 2019	FY2018	% Change	1Q/2019
HSC's average margin loan balance	4,000,000	3,932,842	2%	3,279,759

## 3 Bank Interest Rates

<b>BANK INTEREST RATE</b>	Plan 2019	FY2018
Average bank deposit rate (% p.a.)	5.5%	5.7%
Average borrowings rate (% p.a.)	8.2%	8.0%

The financial indicators in the business plan 2019 of HSC are as follows:

<b>BUSINESS PERFORMANCE</b>	Plan 2019	FY2018	% Change	1Q/2019
<b>INCOME STATEMENT (VND million)</b>				
<b>Revenues</b>	<b>1,666,107</b>	<b>1,702,011</b>	<b>-2%</b>	<b>268,158</b>
Brokerage fees	818,697	758,849	8%	111,166
Income from loans	520,000	523,064	-1%	102,624
Gain from proprietary investments	209,760	278,344	-25%	49,945
Financial advisory services	105,000	119,217	-12%	1,956
Other revenues	12,650	22,536	-44%	2,468
<b>Operating expenses</b>	<b>814,716</b>	<b>859,927</b>	<b>-5%</b>	<b>165,926</b>
<b>Profit before tax</b>	<b>851,391</b>	<b>842,186</b>	<b>1%</b>	<b>102,232</b>
<b>Profit after tax</b>	<b>681,113</b>	<b>675,480</b>	<b>1%</b>	<b>81,966</b>
<b>BALANCE SHEET (VND million)</b>				
Total assets	5,600,944	5,256,305	7%	5,714,740
Total equity	3,873,960	3,060,536	27%	3,102,370
<b>FINANCIAL INDICATORS</b>				

BUSINESS PERFORMANCE	Plan 2019	FY2018	% Change	1Q/2019
Return on average asset (ROAA)	12.2%	11.3%		1.5%
Return on average equity (ROAE)	17.6%	23.1%		2.7%
PER SHARE FINANCIAL INDICATORS				
Outstanding shares	309,040,179	129,554,168	139%	129,554,168
Earnings per share EPS – VND	2,450	5,214	-53%	633
Book value per share – VND	12,535	23,624	-47%	23,947

- Votes in favor accounted for 99.97%.

#### Article 4.

The AGM FY2018 approved the report of the Supervisory Board on Company's operation 2018.

- Votes in favor accounted for 99.98%.

#### Article 5.

The AGM FY2018 approved the Audited Financial Statements for the year ended 31 December 2018 including:

- Report of the Board of Managers;
- Independent Auditors' Report;
- Balance sheet as at 31 December 2018;
- Income Statement for the year ended 31 December 2018;
- Cash flow statement;
- Statement of changes in equity;
- Notes to the financial statements,

In which:

Some key items in the FY2018 Financial Statements of HSC are as below:

*Unit: Vietnamdong*

No.	Items	FY2018 Performance	FY2017 Performance
1	Total assets	5,256,305,327,181	6,680,572,043,521
2	Net revenue	2,352,126,998,584	1,540,042,600,129
3	Profit before tax	842,185,654,984	692,600,803,982
4	Profit after tax	675,480,154,372	554,059,163,742

- Votes in favor accounted for 100%.



#### Article 6.

The AGM FY2018 approved the FY2018 final cash dividend as detailed below:

- 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 1,297,567,580,000
  - Dividend pay-out rate: 19% of par value (*equivalent to VND 1,900 per share*)
  - Payment method: In cash
  - Implementation time:
    - Expected record date: 22 May 2019
    - Expected payment date: 12 June 2019
  - 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 AGM FY2018 approved the FY2019 dividend plan of HSC as follows:

- Dividend rate: The AGM authorizes the BOD to decide FY2019 dividend rate based on HSC financial performance at the dividend payment time, in which the FY2019 dividend payout rate ranges from 15% (*equivalent to VND1,500 per share*).
- Payment method: In cash
- Implementation time: The AGM authorized the BOD to choose the suitable date for paying the FY2019 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 99.98%

#### Article 8.

The AGM FY2018 approved the FY2018 profit distribution plan of HSC, which is set out below:

Unit: Vietnamdong

No	ITEMS	FY2018 PERFORMANCE		FY2017 PERFORMANCE	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
I	PROFIT BEFORE TAX		842,185,654,984		692,600,803,982

No	ITEMS	FY2018 PERFORMANCE		FY2017 PERFORMANCE	
		% of profit after tax	AMOUNT (VND)	% of profit after tax	AMOUNT (VND)
II	PROFIT AFTER TAX	100%	675,480,154,372	100%	554,059,163,742
III	PROPOSED PROFIT AFTER TAX DISTRIBUTION	54.42%	367,620,630,034	65.21%	361,300,449,226
1	Appropriation to Equity Funds	5.00%	33,774,007,719	14.60%	80,893,588,970
	<i>Supplementary capital reserve</i>		-	2.30%	12,743,836,298
	<i>Compulsory reserve fund</i>		-	2.30%	12,743,836,298
	<i>Welfare and reward fund</i>	5.00%	33,774,007,719	10.00%	55,405,916,374
2	Cash dividend payment	47.92%	323,714,420,000	49.11%	272,095,972,800
	<i>Interim dividend (6% of per value)</i>	11.51%	77,732,500,800	14.03%	77,742,220,800
	<i>Final dividend (19% of per value)</i>	36.42%	245,981,919,200	35.08%	194,353,752,000
3	Remuneration and budget for the Board of Directors and the Supervisory Board	1.50%	10,132,202,316	1.50%	8,310,887,456
IV	RETAINED PROFIT (IV)=(II)-(III)	45.58%	307,859,524,338	34.79%	192,758,714,516
V	RETAINED PROFITS OF AT THE BEGINNING OF THE YEAR		574,242,321,450		381,483,606,934
VI	INCREASE CHARTER CAPITAL USING OWNERS' EQUITY		(533,338,591,501)		
VII	TOTAL RETAINED EARNINGS AT THE END OF THE YEAR (VII)=(IV)+(V)-(VI)		348,763,254,287		574,242,321,450

➤ Votes in favor accounted for 99.97%.

#### Article 9.

The AGM FY2018 approved to delegate 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 99.99%.



## Article 10.

The AGM FY2018 approved the following issues referring to the issuance of covered warrant products:

1. To allow HSC to participate in the covered warrant business as approved by the 2016 Annual General Meeting, as stipulated in the AGM Resolution No. 01/2017/NQ/ĐHĐCĐ (“Resolution 01/2017/NQ/ĐHĐCĐ”), which include:
  - a) To allow HSC to participate in the covered warrant business.
  - b) To amend the Charter to supplement related contents for covered warrant.
  - c) To approve the total limit of all issuances of covered warrants by HSC of up to 20% of HSC’s liquid capital, calculated based on the most recent financial statement at the time of issuance. This total limit shall not exceed maximum value allowed by law.
  - d) To approve for a payment guarantee method for settlement obligation and other obligations of HSC to holders of covered warrants, in the case HSC is subject to insolvency, merger, acquisition, dissolution, and bankruptcy
  - e) To authorize the Board of Directors to decide on the timing of execution and complete all necessary prodedures to carry the aforementioned operations, including the amendment of the Charter as required by relevant regulations.
  - f) To authorize the Board of Directors to decide on the details of each issuance round of covered warrants, including choosing underlying, issuance size for each round of issuance, and other related details.
2. To authorize the Board of Directors to decide on the timing and detailed terms of each issuance based on market conditions and related regulations, which include the completion of necessary procedures to issue warrants and the amendment of the current Charter to comply with related laws and regulations.
3. To amend the current Charter to comply with current legal requirements for the issuance of covered warrants as follows:

### Article 21. Issuance of covered warrant

1. The Company shall issue covered warrants subject to applicable laws and carry out relevant business activities.
2. Relevant business activities that related to covered warrants include:
  - a) Issuance, distribution and listing of covered warrants;
  - b) Market making of covered warrants;
  - c) Hedging for covered warrants;
  - d) Brokerage and investment consulting for covered warrants;
  - e) And other activities related to covered warrants as stipulated by law.
3. A holder of a covered warrant issued by the Company is a creditor of the debt partially secured by the Company and has the following rights:

- a) Right to receive payments in cash or physical delivery of underlying assets as stipulated in the settlement terms in the prospectus of each issuance, and complied with related regulation;
- b) Right to receive cash settlement when the covered warrants issued by the Company are delisted as stipulated by law;
- c) Right to transfer, donate, bequest, pledge for loan in civil relationships in accordance with the law;
- d) Right to receive priority in payment when the Company is dissolved or involved in bankruptcy process as stipulated by law;
- e) And other rights as prescribed by law.

➤ Votes in favor accounted for 99.98%.

**Article 11.**

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,