

23 June 2020

RESOLUTION
OF 2020 ANNUAL GENERAL SHAREHOLDERS MEETING (“AGM”)
THIEN VIET SECURITIES JOINT STOCK COMPANY (“TVS”)

THE ANNUAL GENERAL SHAREHOLDERS MEETING

Pursuant to:

- *The Law on Enterprises No.68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2014 and the documents guiding the implementation of Law on Enterprise;*
- *Charter of Thien Viet Securities Joint Stock Company*
- *The Minutes of Thien Viet Securities JSC’s 2020 AGM on 23 June 2020*

RESOLVED THAT

Article 1: The AGM approved the 2019 Executive Board report

Article 2: The AGM approved the 2019 Board of Directors (“BoD”) report

Article 3: The AGM approved the 2019 Supervisory Board (“SB”) report

Article 4: The AGM approved the 2019 consolidated and separate financial statements and financial safety ratio report audited by Ernst & Young Vietnam Co., Ltd.

Article 5: The AGM approved the 2019 business distribution plan as follows:

	Items	2019 (VND)
1	Undistributed realized profit	104,538,453,958
2	Appropriation to Equity Funds	
	- Supplementary capital Reserve (5% of profit after tax)	5,018,360,221
	- Compulsory reserve fund (5% of profit after tax)	5,018,360,221
	- Welfare & Reward Fund (5% of profit after tax)	5,018,360,221
3	2019 stock dividend (8 % of par value)	72,099,760,000
4	Retained profit (4)=(1)-(2)-(3)	17,383,613,295



Article 6: The AGM approved the 2020 business and profit distribution plan as follows:

1. 2020 Business Plan:
Profit after tax: VND100.8 billion (one hundred billion and eight hundred million)
2. Advanced Payment of 2020 dividends:
 - On the basis of 2020 business plan mentioned above and on the actual business results of the Company, the AGM authorizes the BoD to pay cash dividend and/or stock dividend in 2020 that does not exceed 10% of charter capital.
 - In the case of a stock dividend, AGM authorizes the BoD to decide the issuance plan, the registration of depository and listing for all new shares to be issued successfully and other matters related to the share issuance in accordance with the Law.
 - Time of execution: the AGM authorizes the BoD to select the appropriate time to execute based on the actual business results.

Article 7: Appointment of audit firm for FY 2020

The AGM approved to select Ernst & Young Vietnam Co., Ltd. (“EY”) as the independent auditor for the Company’s Fiscal Year 2020 to audit TVS’s FY 2020 financial statements and review semi-annual financial statements in accordance with the Law’s regulations.

Article 8: The AGM approved TVS to operate the derivative business on the derivative market:

1. TVS to become a derivative trading organization and derivative service provider in the derivatives market as follows:
 - (1) A trading member
 - (2) Derivative advisory, derivative brokerage and derivative trading
 - (3) Clearing and settlement service for derivative transactions
 - (4) A market-maker member
2. Authorizing the BoD to complete applications with Authorities as follows:
 - (1) The derivative trading license application
 - (2) The application for clearing and settlement service for derivative transactions
 - (3) The market-maker contract
3. Authorizing the BoD to amend the Charter with regulations on derivative trading after receipt of SSC’s licenses on the derivative trading, clearing and settlement service and completing signing the market-maker contract with the Stock Exchange.

Article 9: The AGM approved the 2020 remuneration and operation funds for members of the Board of Directors & Supervisory Board as follows:

1. 2020 remuneration and operation fund for the BoD: Not exceeding VND1,400,000,000 (One billion and four hundred million dong).
2. 2020 remuneration and operation fund for Supervisory Board: Not exceeding VND300,000,000 (Three hundred million dong).

Article 10: The AGM approved the authorization to the Board of Directors to make the following decisions of investments and borrowings:

- Investments and/ or financial assets sale with a value of/ or more than 35% of total asset value recorded in the company’s latest financial statements without any notification to or approval from AGM.
- Contracts and transactions with value of / or more than 35% of total asset value recorded in the Company’s latest financial statements without any notification

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to or approval from AGM, including the case of related persons under the regulations of Enterprise Law and Company's Charter

- Borrowings no more than three (3) times of shareholder's equity recorded in the company's latest financial statements from credit institutions or from other sources included but not limited to the issuance of corporate bonds (convertible or non-convertible) without any notification to or approval from AGM.

This authorization shall be discussed and approved at annual general shareholders meetings.

This Authorization is valid until the AGM issues a new decision or resolution to terminate or replace it.

Article 11: The AGM approved the 2019 stock dividend and bonus share issuance plan for existing shareholders as follows:

1. Issuance ratio: 9% (9 new shares for every 100 shares), of which:
 - a. 8% is 2019 stock dividend (8 new shares for every 100 shares).
 - b. 1% is bonus shares (1 new shares for every 100 shares).
2. Sources of capital:
 - a. Undistributed profit: for stock dividends issuance of 8%;
 - b. Share premium: for bonus share issuance of 1%;
3. Recipients: Existing shareholders
4. Execution period: in 2020, upon receipt of SSC's approval
5. Execution of fractional shares: the number of shares to be received by each shareholder shall be rounded down to the nearest whole number, fractional shares (if any) will be omitted.
6. Transfer restrictions: The new shares will not be subject to transfer restriction.
7. Approving the chartered capital increase and charter amendment based on the number of shares issued successfully and authorizing the BoD to amend Company's Charter accordingly.
8. Depository registration and listing for all new shares in accordance with the Law.
9. Authorizing the BoD to make the following decisions:
 - Execution period
 - Amendment of procedures and application for the issuance plan in accordance with State Securities Commission's requirement (if any) and/or legal regulation.
 - Other decisions related to the issuance and registration for depository and listing for all new shares in accordance with the Law.

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Article 12: The AGM approved the second tranche of share issuance plan for the remaining 100,000 ESOP shares that was approved by 2019 AGM on March 29 2019 as follows:

1. Number of shares planned to be issued: 100,000 shares
2. Type of stock: Ordinary shares
3. Offering price: VND10,000/ share
4. Total issuance value at par value: VND1,000,000,000 (one billion Dong)
5. Issuance ratio: maximum 0.15% of total shares issued by TVS at the time of issuance
6. Capital sources: Welfare & Reward Fund
7. Offering target: Key employees of the Company and subsidiary companies.
8. Estimated execution period: from Q4 2020 to Q2 2021, upon receipt of SSC's approval
9. Transfer restriction:
 - After 12 months from the date of reporting the issuance to SSC: maximum 35% of ESOP shares will be transferable.

- After 24 months from the date of reporting the issuance to SSC: maximum 35% of ESOP shares will be transferable.
 - After 36 months from the date of reporting the issuance to SSC: the remaining 30% will be transferable
10. Approving the charter capital increase and charter amendment based on the number of shares issued successfully and authorizing the BoD to amend the Company's Charter accordingly.
11. Registering and listing all new shares at the Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance.
12. Authorizing the BoD to make the following decisions:
- Completing necessary procedures for ESOP in accordance with the Company's charter and Law
 - The ESOP regulations, the list of ESOP employees
 - The execution period
 - Amendment of procedures and application for the issuance plan in accordance with State Securities Commission's requirement (if any) and/or legal regulations.
 - Other issues related to the issuance, registering and listing new shares

Article 13: The AGM approved the increase of TVAM charter capital and TVS to buy TVAM shares issued for existing shareholders as follows:

1. To increase TVAM charter capital but not exceed VND 125 billion through a share issuance to existing shareholders.
2. TVS to buy the new shares that TVAM will issue to its existing shareholders:
 - Total new investment value: based on TVAM share issuance plan but not exceed VND 100 billion
 - Number of new shares to be bought: based on TVAM share issuance plan but not exceed 10,000,000 shares
 - Purchasing price: VND10,000/ 1 share
 - Executing period: According to TVAM share issuance plan
3. Authorize the Board of Directors to make decisions on:
 - the charter capital to be increased for TVAM but the increase will not exceed VND100 billion
 - total value of TVS's new investment into TVAM but not exceed VND100 billion
 - related tasks to fulfill Items 1 and 2 mentioned above.



Article 14: This resolution takes effect from the signing date. All shareholders, BoD' members, the Chief Executive Officer and related departments of the Company are responsible to execute this Resolution.

**On behalf of the AGM
Chairman of the Board of Directors**

(Signed and Sealed)

Nguyen Trung Ha