

23 April 2021

**RESOLUTION**  
**OF 2021 ANNUAL GENERAL SHAREHOLDERS MEETING (“AGM”)**  
**THIEN VIET SECURITIES JOINT STOCK COMPANY (“TVS”)**

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**THE ANNUAL GENERAL SHAREHOLDERS MEETING**

*Pursuant to:*

- *The Enterprise Law No. 59/2020/QH14 dated 17/6/2020;*
- *The Securities Law No. 54/2019/QH14 dated 26/11/2019;*
- *Charter of Thien Viet Securities Joint Stock Company*
- *The Minutes of Thien Viet Securities JSC’s 2021 AGM on 23 April 2021*

**RESOLVED THAT**

**Article 1:** The AGM approved the 2020 Executive Board report

**Article 2:** The AGM approved the 2020 Board of Directors (“BoD”) report

**Article 3:** The AGM approved the 2020 Supervisory Board (“SB”) report

**Article 4:** The AGM approved the 2020 Financial report for 2020 and Report on use of capital from stock issuance results for 2020

**Article 5:** The AGM approved the 2020 business distribution plan as follows:

	Items	2020 (VND)
<b>1</b>	<b>Undistributed realized profit</b>	<b>166.567.502.990</b>
<b>2</b>	<b>Appropriation to Equity Funds</b>	
	- Supplementary capital Reserve (5% of profit after tax)	11.405.977.887
	- Compulsory reserve fund (5% of profit after tax)	11.405.977.887
	- Welfare & Reward Fund (5% of profit after tax)	11.405.977.887
<b>3</b>	<b>2020 dividend</b>	
	- 6 % of cash	58.941.104.400
	- 7.4 % of stock dividend	72.694.028.760
<b>4</b>	<b>Retained profit (4)=(1)-(2)-(3)</b>	<b>714.436.169</b>

**Article 6:** The AGM approved the 2021 business plan and profit distribution plan as follows:

1. 2021 Business Plan:

Profit after tax: VND 251 billion (two hundred fifty-one billion dong)

2. Advanced Payment of 2021 dividends:

- On the basis of 2021 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 2021 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 2021

Approve the Proposal for the 2021 Annual GMS on the selection of auditing firms for the fiscal year 2021.

**Article 8:** Approve internal regulations on corporate governance.

**Article 9:** Approve the regulations of the Board of Directors

**Article 10:** Approve the regulations of the Supervisory Board.

**Article 11:** The AGM approved the 2021 remuneration and operation funds for members of the Board of Directors & Supervisory Board as follows:

1. 2021 remuneration and operation fund for the BoD: Not exceeding VND 2,000,000,000 (Two billion dong).
2. 2021 remuneration and operation fund for Supervisory Board: Not exceeding VND 300,000,000 (Three hundred million dong).

**Article 12:** Approve authorization for the Board of Directors to invest and borrow capital:

1. Decide, implement and approve decisions on securities investment and / or valuable papers including but not limited to bonds, term deposits, certificates of deposit and other valuable papers whose value is equal to or greater than 35% of the total value of assets recorded in the latest financial statements of the Company, without notice to or approval from the General Meeting of Shareholders, combining with specific information as follows:

- Issuing organizations: state owned or equity banks, joint stock commercial banks listed on the stock market;

- Interest rate: Not lower than the corresponding term interest rate as regulated by the bank.

2. Decide, execute and approve contracts and transactions with a value equal to or greater than 35% of the total value of corporate assets recorded in the latest financial statements of the Company, without notice to or accept approval from the GMS, including the case with the related person in accordance with the Law on Enterprises and the Charter.

3. Decide, implement and approve a loan with a maximum limit of 5 times the equity as recorded in the latest financial statement of the Company from credit institutions or raising capital from other sources including but not limited to the issuance of corporate bonds in the form of convertible bonds into shares or non-convertible to supplement the operating capital of the Company, without notice to or approval from the GMS.

**Article 13:** The AGM approved the 2020 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. 7.4% is 2020 stock dividend (7.4 new shares for every 100 shares).
  - b. Issuing shares to increase share capital from owner's equity: 1.6% (100 shares will receive 1.6 shares)
2. Sources of capital:
  - a. Undistributed profit: for stock dividends issuance of 7.4%;
  - b. Share premium: for bonus share issuance of 1.6%;
3. Recipients: Existing shareholders
4. Execution period: in 2021, 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.

**Article 14:** Not approve the plan to transfer shares of the Company from HOSE to HNX.

**Article 15:** 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**

**(Singed and Sealed)**

**Nguyen Trung Ha**

*23 April 2021*

**MINUTES**

**2020 ANNUAL GENERAL SHAREHOLDERS MEETING (“AGM”)**

**THIEN VIET SECURITIES JOINT STOCK COMPANY (“TVS”)**

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**A. Company name:** Thien Viet Securities Joint Stock Company (TVS)

License number: 36/UBCK-GPHĐKD issued on December 25, 2006 by the State Securities Commission

Head office address: TDL Building, 22 Lang Ha, Dong Da District, Ha Noi

Telephone: 024.32484820

Fax: 024.32484821

**Time:** Started at 09:00am 23 April 2021

**Venue:** Legacy Yen Tu, Thuong Yen Cong Commune, Uong Bi City, Quang Ninh Province

**Chairman:** Mr. Nguyen Trung Ha – Chairman of the Board of Directors

**B. Shareholders verification report:**

Mr. Do Viet Hung, Head of the Supervisory Board read the report of shareholder verification as follows:

- Total shareholders invited to attend the Shareholders meeting: 1,281 shareholders (as of the record date of March 25, 2021), representing 98,235,174 voting shares.
- Total shareholders attending the meeting (including shareholders attending in person and authorizing others to attend the meeting): 36 shareholders, representing 77.125.771 voting shares, accounting for 78.51% of total voting shares of the Company.

Number of shareholders attending the meeting is more than 50%. The meeting satisfied conditions for proceeding.

**C. Opening the meeting:**

- Chairing the meeting:
  - Mr. Nguyen Trung Ha – Chairman of the Board of Directors
  - Ms. Dinh Thi Hoa, Vice Chairwoman of the Board of Directors
  - Ms. Nguyen Thanh Thao – Chief Executive Officer
  - Mr. Do Viet Hung, Head of the Supervisory Board
- Secretary of the meeting:
  - Mr. Cao Pham Hoang Long
- Vote counting committee:
  - Mr. Bui Quang Minh, Head of the committee

- Ms. Lai Hai Hoa – member
- Ms. Nguyen Hai Phuong – member

The Meeting voted and approved members of the chairs, secretary and vote counting committee.

- Meeting agenda:

Ms Nguyen Thanh Thao proposed the meeting agenda with the following agenda:

1. Reports:

- 2020 Executive Board report
- 2020 Board of Directors report
- 2020 Supervisory Board report
- FY 2020 audit financial statements & Report on use of capital from stock issuance in 2020

2. Proposals to be approved by the AGM:

- Proposal for 2020 Profit-after tax distribution plan
- Proposal for 2021 business plan
- Audit firm proposal for fiscal year 2021
- Proposal for internal regulations on corporate governance
- Proposal for the Regulation on operation of the Board of Directors
- Proposal for the Regulation on Supervisory Board
- Proposal for 2021 remuneration of the Board of Directors and the Supervisory Board
- Proposal for authorization to the Board of Directors to approve decisions on investments and borrowings
- Proposal on new share issuance plan for stock dividend (7.4%) and bonus shares (1.6%)
- Proposal on transaction changes for shares of Company from Hose to HNX

The meeting approved the meeting agenda with all those attending in favor.

#### **D. Meeting content:**

##### **I. Reports presented at the meeting**

Ms Nguyen Thanh Thao, the Chief Executive Officer presented to the AGM the report of the Executive Board, the Board of Directors 2020, Financial Report 2021 and Report of capital use from stock issuance in 2020 (the full reports were sent to shareholders at the meeting).

Mr. Do Viet Hung, Head of the Supervisory Board presented to the AGM the 2020 Supervisory Board Report (the full report was sent to shareholders at the meeting).

##### **II. Proposals presented at the meeting**

Ms Nguyen Thanh Thao, the Chief Executive Officer presented to AGM all proposals (All proposals were sent to shareholders at the meeting)

- Proposal for 2020 Profit-after tax distribution plan
- Proposal for 2021 business plan
- Audit firm proposal for fiscal year 2021
- Proposal for internal regulations on corporate governance
- Proposal for the Regulation on operation of the Board of Directors
- Proposal for the Regulation on Supervisory Board
- Proposal for 2021 remuneration of the Board of Directors and the Supervisory Board

- Proposal for authorization to the Board of Directors to approve decisions on investments and borrowings
- Proposal on new share issuance plan for stock dividend (7.4%) and bonus shares (1.6%)
- Proposal on transaction changes for shares of Company from Hose to HNX

## E. Q&A section

**Question 1:** TVS shares have liquidity, but the number of free floating shares traded in the market is quite small. Therefore, TVS should pay dividends in stock to increase liquidity and the company would retain money for reinvestment.

**Ms. Bui Thi Kim Oanh, member of BoD answered:** With a dividend yield of 15% including 9% in shares and 6% in cash, investors may have either shares to hold or trade in the market or cash to use for private purpose.

**Mr. Nguyen Trung Ha, Chairman of the BoD answered:** The Board assesses that there are still a number of shareholders who want to receive dividends in cash; so TVS prefers to offer both options for now. However, shareholders still have the right to vote on the dividend payment method as in the ballot.

**Question 2:** Another shareholder asked about the company's business results in the first quarter of 2021

**Ms. Nguyen Thanh Thao - General Director answered:** The company has announced first quarter separate financial statements on their website. Profit after tax reached over 140 billion. These results should bode well for the company and we would hope for both foreign and domestic investment as a result.

## F. Voting

The vote counting committee presented the guidance on voting regulations. Shareholders carried out the voting.

### 1. 2020 Executive Board report

#### **Voting results:**

- Total “Agree” voting ballots: 36 , representing 77,125,771 shares, accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting

### 2. 2020 Board of Directors report

#### **Voting results:**

- Total “Agree” voting ballots: 36 , representing 77,125,771 shares, accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting

### 3. 2020 Supervisory Board report

#### Voting results:

- Total “Agree” voting ballots: 36 , representing 77,125,771 shares, accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting

### 4. FY 2020 audit financial statements & Report on use of capital from stock issuance in 2020

#### Voting results:

- Total “Agree” voting ballots: 36 , representing 77,125,771 shares, accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting

### 5. Proposal for 2020 Profit-after tax distribution plan

	Items	2020 (VND)
<b>1</b>	<b>Undistributed realized profit</b>	166,567,502,990
<b>2</b>	<b>Appropriation to Equity Funds</b>	
	- Supplementary capital Reserve (5% of profit after tax)	11,405,977,887
	- Compulsory reserve fund (5% of profit after tax)	11,405,977,887
	- Welfare & Reward Fund (5% of profit after tax)	11,405,977,887
<b>3</b>	<b>2020 stock dividend</b>	
	- <b>Stock: 6%</b>	<b>58,941,104,400</b>
	- <b>Cash: 7.4%</b>	<b>72.694.028.760</b>
<b>4</b>	<b>Retained profit (4)=(1)-(2)-(3)</b>	<b>714,436,169</b>

#### Voting results:

- Total “Agree” voting ballots: 36 , representing 77,125,771 shares , accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 0, representing for 0 shares, accounting 0% of total voting shares at the meeting.

### 6. Proposal for 2021 business plan

- 6.1. 2021 Business Plan:  
Profit after tax: VND 251 billion (two hundred fifty-one billion dong)
- 6.2. Advanced Payment of 2021 dividends:
- On the basis of 2021 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 2021 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.

**Voting results:**

- Total “Agree” voting ballots: 36 , representing 77,125,771 shares, accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.

**7. Appointment of audit firm for FY 2020**

Authorize the BoD to appoint one of the Big 4 independent audit firms which were approved to audit issuing organizations, listed and securities trading companies by the State Securities Commission (“SSC”), to audit TVS’ FY 2021 financial statements and reviewed quarterly financial statements (at the request of authorities) in accordance with the Law’s regulations, as follows:

1. Ernst & Young Vietnam Co., Ltd.
2. KPMG Vietnam Co., Ltd
3. Price Waterhouse Coopers Vietnam Co, Ltd.
4. Deloitte Vietnam Co., Ltd.

**Voting results:**

- Total “Agree” voting ballots: 36 , representing 77,125,771 shares , accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting

**8. Proposal for the Regulation on the internal governance:**

**Voting results:**

- Total “Agree” voting ballot: 36 , representing 77,125,771 shares , accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting

**9. Proposal for the Regulation on operation of the Board of Directors**



**Voting results:**

- Total “Agree” voting ballot: 36 , representing 77,125,771 shares, accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.  
Abstention: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting

**10. Proposal for the Regulation on Supervisory Board**

**Voting results:**

- Total “Agree” voting ballot: 36 , representing 77,125,771 shares, accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.  
Abstention: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting

**11. Proposal for 2021 remuneration of the Board of Directors and the Supervisory Board as follows:**

- 2021 remuneration and operation fund for the BoD: Not exceeding VND 2,000,000,000 (Two billion dong).
- 2021 remuneration and operation fund for Supervisory Board: Not exceeding VND300,000,000 (Three hundred million dong).

**Voting results:**

- Total “Agree” voting ballots: 36 , representing 77,125,771 shares , accounting for 100% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 0, representing for 0 shares, accounting 0% of total voting shares at the meeting

**12. Proposal to Shareholders to authorize the Board of Directors to approve decisions on investments and borrowing under the Shareholders authorities as follows:**

Investments stocks and/ or financial assets including but not limited to bonds, time deposit, deposit certificates and other valuable papers 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 as follows:

- Issuers: state owned joint stock commercial banks and commercial banks listed in stock exchange.
- Interest rate: Not lower than deposit rates with corresponding terms as regulated by the Bank.

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 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 five (5) 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 is valid until the AGM issues a new decision or resolution to terminate or replace it.

**Voting results:**

- Total "Agree" voting ballots: 36 , representing 77,125,771 shares , accounting for 100% of total voting shares at the meeting.
- Total "Disagree" voting ballots: 0 , representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting

**13. Proposal on new share issuance plan for stock dividend and bonus shares**

1. Issuance ratio: 9% (9 new shares for every 100 shares), of which:
  - a. 7.4% is 2020 stock dividend (7.4 new shares for every 100 shares).
  - b. 1.6% is bonus shares (1.6 new shares for every 100 shares).
2. Sources of capital:
  - a. Undistributed profit: for stock dividends issuance of 7.4%;
  - b. Share premium: for bonus share issuance of 1%;
3. Recipients: Existing shareholders
4. Execution period: in 2021, 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.

**Voting results:**

- Total "Agree" voting ballots: 35 , representing 44,812,812 shares, accounting for 61.99% of total voting shares at the meeting.
- Total "Disagree" voting ballots: 0, representing 0 shares, accounting for 0% of total voting shares at the meeting.
- Abstention: 1, representing 29,312,959 shares, accounting for 38.01% of total voting shares at the meeting

**14. Proposal on transaction changes for shares of TVS to HNX:**

**Voting results:**

- Total “Agree” voting ballots: 17 , representing 36,296,918 shares, accounting for 47.06% of total voting shares at the meeting.
- Total “Disagree” voting ballots: 19, representing 40,828,853 shares, accounting for 52.94% of total voting shares at the meeting.
- Abstention: 0 , representing 0 shares, accounting for 0% of total voting shares at the meeting.

**G. Closing**

- Mr. Cao Pham Hoang Long read the draft of the meeting’s minutes and resolution for AGM’s approval.
- The AGM approved all the contents of the Minutes and Resolution with the agreement of 100%.
- Mr. Nguyen Trung Ha, Chairman of the meeting declared the close of the meeting.

The meeting ended at 11:00 a.m., 23 April 2021.

**Chairman**

(Signed & sealed)

**Nguyen Trung Ha**

**Secretary**

(Signed)

**Cao Pham Hoang Long**