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BAO MINH SECURITIES COMPANY

No.: 01../2026-BMSC/TT-BOD

SOCIALIST REPUBLIC OF VIET NAM

Independence – Freedom – Happiness

Ho Chi Minh City, April....01...., 2026

PROPOSAL

Re: Plan for issuance/offering of shares to increase charter capital in 2026

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and its amending and supplementing documents;*
- *Law on Securities No. 54/2019/QH14 dated 26/11/2019 and its amending and supplementing documents;*
- *Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amending and supplementing documents;*
- *Circular No. 118/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding a number of contents on offering and issuance of securities, public tender offers, treasury share repurchase, registration of public companies, and cancellation of public company status;*
- *Circular No. 121/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance providing for the operations of securities companies; Circular No. 68/2024/TT-BTC dated 18/09/2024 of the Ministry of Finance amending and supplementing a number of articles of the Circulars providing for securities trading on the securities trading system; clearing and settlement of securities transactions; operations of securities companies and disclosure of information on the securities market;*
- *The current Charter on Organization and Operation of Bao Minh Securities Company;*
- *The needs of Bao Minh Securities Company.*

The Board of Directors of Bao Minh Securities Company respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the plan for issuance/offering of shares to increase the charter capital of Bao Minh Securities Company ("BMSC" or the "Company") as follows:

I. PURPOSE OF THE CHARTER CAPITAL INCREASE

- To pay dividends to existing shareholders from the Company's undistributed after-tax profits.
- To enhance financial capacity, expand the scale of business operations, and increase the Company's level of financial safety.
- To increase the limit for providing services in securities brokerage activities; to enhance medium- and long-term capital sources to finance BMSC's business operations; and to contribute to expanding the customer base.

II. PLAN FOR INCREASING CHARTER CAPITAL

1. Overview of the charter capital increase plan

- Company name: Bao Minh Securities Company.

- Share name: Shares of Bao Minh Securities Company.
- Share ticker symbol: BMS.
- Type of shares: Ordinary shares.
- Par value: VND 10,000/share.
- Current charter capital: VND 2,039,326,520,000.
- Number of issued shares: 203,932,652 shares, of which:
  + *Number of outstanding shares: 203,932,652 shares;*
  + *Number of treasury shares: 0 shares.*
- Expected number of shares to be issued: 113,182,621 shares, of which:

No.	Issuance method	Expected number of shares to be issued (shares)
1	Issuance of shares for dividend payment	11,216,295
2	Additional public offering of shares to existing shareholders	101,966,326
Total		**113,182,621**

- Total issuance value at par value: VND 1,131,826,210,000.
- Expected charter capital after the capital increase: VND 3,171,152,730,000.
- Expected number of shares after the capital increase: 317,115,273 shares

2. Detailed capital increase plan

2.1. Issuance of shares for dividend payment

- Expected number of shares to be issued: 11,216,295 shares.
- Expected value of issued shares *(at par value)*: VND 112,162,950,000.
- Issuance ratio: 5.5%.
- Rights exercise ratio: 100:5.5 (on the record date for finalizing the shareholder list for rights exercise, a shareholder owning 01 share shall receive 01 right to receive additional shares. For every 100 rights to receive additional shares, the shareholder shall receive 5.5 new shares).
- Offerees: Existing shareholders whose names appear on the list of shareholders provided by the Vietnam Securities Depository and Clearing Corporation on the record date for finalizing the shareholder list to exercise the right to receive dividends according to the Resolution of the Board of Directors.
- Source of issuance capital: From undistributed after-tax profits based on the audited 2025 financial statements of Bao Minh Securities Company.
- Rounding principle and treatment of fractional shares: The number of additional shares issued for stock dividend payment when distributed to shareholders shall be rounded down to the

nearest whole unit. Fractional shares arising from such rounding down (if any) shall be cancelled.

Example: On the record date, shareholder A owns 141 shares. Accordingly, the number of shares shareholder A is entitled to receive is 7.755 shares (=141x5.5%). After rounding down to the nearest whole unit, the actual number of shares received by shareholder A is 7 shares. The fractional portion of 0.755 share shall be cancelled.

- Transfer restriction: Additional shares issued for dividend payment are not subject to transfer restrictions.
- Expected issuance time: Expected in 2026, after receipt of the approval document from the State Securities Commission.
- Additional trading registration/listing and additional securities registration: Additional shares issued for dividend payment shall be additionally registered at the Vietnam Securities Depository and Clearing Corporation and additionally registered for trading/listing at the Stock Exchange in accordance with law.
- Change of charter capital: Through the amendment and supplementation of the Company Charter and the procedures for changing/adjusting the Enterprise Registration Certificate according to the new capital level after completion of the issuance.

2.2. Additional public offering of shares to existing shareholders

- Number of shares offered: **101,966,326** shares.
- Value of shares offered (at par value): **1,019,663,260,000** VND.
- Expected offering price: **VND 10,000/share**.
- Total expected proceeds from the offering: **1,019,663,260,000** VND.
- Issuance method: Additional public offering of shares to existing shareholders.
- Offerees: Existing shareholders whose names appear on the list as of the final registration date for finalizing the shareholder list to exercise the right to purchase shares offered to existing shareholders, as provided by the Vietnam Securities Depository and Clearing Corporation in accordance with regulations.
- Distribution method: Distribution by way of exercise of purchase rights of existing shareholders.
- Rights exercise ratio: 2:1 (As at the record date for determining shareholders entitled to exercise rights, each shareholder holding 01 share will receive 01 subscription right; for every 02 subscription rights, the shareholder is entitled to purchase 01 new share).
- Transfer of purchase rights: Purchase rights may be transferred once (the transferee of the purchase rights may not further transfer them to a third party). The transferor and transferee shall mutually agree on the transfer price, payment, and shall be responsible for performing obligations under regulations related to the transfer.
- Principle for rounding fractional shares arising: The number of shares publicly offered to existing shareholders shall be rounded down to the nearest whole unit.

Example: On the record date, shareholder A owns 141 shares. Accordingly, accordingly, the number of additional offered shares that shareholder A is entitled to purchase is 70.50 shares (=141:2). After rounding down to the nearest whole unit, the number of shares shareholder A is entitled to purchase is 70 shares.

– Method for handling unsold shares (if any): (i) fractional shares arising from rounding down; (ii) shares not subscribed for or not fully subscribed for by shareholders and/or transferees of subscription rights; and (iii) shares arising from any adjustment to the exercise ratio shall be authorized by the General Meeting of Shareholders for the Board of Directors to continue offering to other investors (including existing shareholders) on terms not more favorable than those offered to existing shareholders. The Board of Directors is authorized to determine the criteria, the list of investors eligible to purchase such remaining shares, and the offering price for each investor (which shall not be lower than the offering price to existing shareholders)

The distribution of the remaining unsubscribed shares to other investors must satisfy the following conditions:

+ Comply with the regulations on cross-ownership in Article 195 of the Law on Enterprises No. 59/2020/QH14.

+ Comply with the regulations on handling shares for which investors do not register to purchase, do not pay for purchase, and fractional shares under Article 42 of Decree 155/2020/ND-CP.

In the event that upon expiry of the period for share distribution under current law (including any extension period, if any), the shares have still not been fully distributed, such undistributed shares shall be cancelled and the BOD shall decide to terminate the offering. The Company shall increase its charter capital based on the number of shares actually distributed successfully.

- Transfer restriction: Additional shares issued to existing shareholders are not subject to transfer restrictions. The remaining shares distributed to other investors shall be subject to transfer restriction for 01 year from the end date of the offering.
- Expected offering time: Expected in 2026, after receipt of the approval document from the SSC.
- Ensuring compliance with the foreign ownership ratio: The General Meeting of Shareholders assigns/authorizes the Board of Directors to approve a plan to ensure that the share issuance complies with regulations on foreign ownership ratio.
- Minimum successful offering ratio: Not applicable.
- Additional trading registration/listing and additional securities registration: Additional shares offered to existing shareholders shall be additionally registered at the Vietnam Securities Depository and Clearing Corporation and additionally registered for trading/listing at the Stock Exchange in accordance with law.
- Change of charter capital: Through the amendment and supplementation of the Company Charter and the procedures for changing/adjusting the Enterprise Registration Certificate according to the new capital level after completion of the offering.

III. PLAN FOR USE OF PROCEEDS FROM THE ADDITIONAL PUBLIC OFFERING

OF SHARES TO EXISTING SHAREHOLDERS

- The total expected proceeds from the additional public offering of shares to existing shareholders shall be allocated as follows:

  (i). Supplementing capital for proprietary trading activities (shares, corporate bonds, government bonds, certificates of deposit, etc.): expected at 70% of the proceeds from the offering;

  (ii). Supplementing capital for margin lending and advance payment of sale proceeds: expected at 30% of the proceeds from the offering.

- The GMS authorizes the Board of Directors to decide the detailed capital use plan, adjust the plan, allocate and transfer the proceeds from the offering to the purposes stated above, ensuring the Company's efficient use of capital in each period.

- In the event that the proceeds from the offering do not reach the expected amount, the General Meeting of Shareholders authorizes the Board of Directors to decide on the priority order for the use of the total proceeds mentioned above, depending on the Company's actual circumstances.

IV. THE GENERAL MEETING OF SHAREHOLDERS AUTHORIZES THE BOARD OF DIRECTORS

The General Meeting of Shareholders assigns/authorizes the Board of Directors to decide matters related to the share issuance to increase charter capital, specifically as follows:

- To select an appropriate time and carry out necessary procedures to implement the issuance/offering plan in accordance with the Company Charter and current law, ensuring benefits for shareholders.

- To select the sequence of issuance/offering according to the actual situation and in accordance with the Company Charter and current law, ensuring benefits for shareholders.

- To decide in detail on the contents of the issuance/offering plan and to amend, supplement, and finalize all issues and contents of the issuance/offering plan; to be responsible for explanation and completion of necessary dossiers at the request of state regulatory authorities and/or in line with the actual situation to ensure implementation of the issuance plan in accordance with regulations and to ensure the maximum interests of shareholders and the Company.

- To decide on adjustments to the issuance/offering ratio and the rights exercise ratio for each issuance/offering tranche at each relevant time (in case there are changes in the number of outstanding shares at the time of implementation).

- To decide the detailed capital use plan, adjust the capital use plan, allocate and transfer the proceeds from the offering to the Company's activities for the purposes stated above, ensuring the Company's efficient use of capital in each period.

- To decide on adjustments/changes to the plan for the use of proceeds from the offering to ensure alignment with actual circumstances, and to report to the General Meeting of Shareholders at the nearest meeting on any adjustments related to this use-of-proceeds plan.

- To decide the record date for implementation of shareholders' rights.
- To decide on the plan for handling unsubscribed shares for other investors in accordance with the principles approved by the GMS.
- To decide on the plan to ensure that the share issuance complies with regulations on the maximum foreign ownership ratio.
- To amend and supplement the Company Charter in relation to changes in charter capital and the number of shares corresponding to the new charter capital after completion of the offering/issuance.
- To carry out registration for changes to the License for Establishment and Operation at the State Securities Commission and the Enterprise Registration Certificate at the Department of Planning and Investment in accordance with regulations.
- To carry out procedures for additional securities registration with the Vietnam Securities Depository and Clearing Corporation and additional trading registration/listing with the Stock Exchange for the entire number of issued shares in accordance with law.
- To decide and perform all other necessary tasks, procedures, and matters related to the offering/issuance of shares to increase charter capital.

The Board of Directors has the right to assign/re-authorize other qualified individuals/units within the Company with relevant expertise to perform the tasks assigned in this Plan for issuance/offering of shares to increase charter capital.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted./.

Recipients:
- As above;
- Archived by the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

S.G.P: 90 - C.T.C.P
CÔNG TY CỔ PHẦN CHỨNG KHOÁN BẢO MINH
QUẬN 3 - TP HỒ CHÍ MINH

LUONG THI CAM TU