

CÔNG BỐ THÔNG TIN ĐỊNH KỲ
PERIODIC INFORMATION DISCLOSURE

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước
The State Securities Commission
- Sở Giao dịch Chứng khoán Việt Nam
Vietnam Stock Exchange
- Sở Giao dịch Chứng khoán TP.Hồ Chí Minh
Hochiminh Stock Exchange
- Sở Giao dịch Chứng khoán Hà Nội
Hanoi Stock Exchange

1. **Tên tổ chức: Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh**
Name of organization: Ho Chi Minh City Securities Corporation

- Mã chứng khoán: HCM
Securities code: HCM
- Địa chỉ liên lạc: Tầng 2, 5, 6, 7, 11 và 12 Tòa nhà AB, 76A Lê Lai, P. Bến Thành, Q.1, TP.HCM
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2. **Nội dung thông tin công bố: Biên bản họp, Nghị quyết Đại hội đồng Cổ đông thường niên năm tài chính 2022 và tài liệu kèm theo.**
Contents of disclosure: Meeting Minutes, Resolution of the Annual General Meeting of Shareholders for the fiscal year 2022 and related documents.

Ngày 25/04/2023, Công ty Cổ phần Chứng khoán Tp. Hồ Chí Minh (HSC) đã tổ chức Đại hội đồng cổ đông thường niên năm tài chính 2022, nay Công ty công bố các tài liệu như sau:
On 25 April 2023, Ho Chi Minh City Securities Corporation (HSC) held the Annual General Meeting of Shareholders for the fiscal year 2022, herein the Company discloses the following documents:

- Nghị quyết số 01/2023/NQ-ĐHĐCĐ ngày 25/04/2023 của Đại hội đồng cổ đông thường niên năm tài chính 2022 Công ty Cổ phần Chứng khoán Tp. Hồ Chí Minh (HSC).
Resolution No. 01/2023/NQ-ĐHĐCĐ dated 25 April 2023 of the Annual General Meeting of Shareholders for the fiscal year 2022 of Ho Chi Minh City Securities Corporation (HSC).

- Biên bản họp số 01/2023/BB-ĐHĐCĐ ngày 25/04/2023 của Đại hội đồng cổ đông thường niên năm tài chính 2022 Công ty Cổ phần Chứng khoán Tp. Hồ Chí Minh (HSC).
Meeting Minutes No. 01/2023/BB-ĐHĐCĐ dated 25 April 2023 of the Annual General Meeting of Shareholders for the fiscal year 2022 of Ho Chi Minh City Securities Corporation (HSC).
 - Báo cáo kết quả kiểm tra túc số 02/2023/BCTS-ĐHĐCĐ ngày 25/04/2023 của Đại hội đồng cổ đông thường niên năm tài chính 2022 Công ty Cổ phần Chứng khoán Tp. Hồ Chí Minh (HSC).
Report on the verification of qualifications of shareholders No. 02/2023/BCTS-ĐHĐCĐ dated 25 April 2023 of the Annual General Meeting of Shareholders for the fiscal year 2022 of Ho Chi Minh City Securities Corporation (HSC).
 - Biên bản kiểm phiếu số 03/2023/BBKP-ĐHĐCĐ ngày 25/04/2023 của Đại hội đồng cổ đông thường niên năm tài chính 2022 Công ty Cổ phần Chứng khoán Tp. Hồ Chí Minh (HSC).
Vote-Counting Minutes No. 03/2023/BBKP-ĐHĐCĐ dated 25 April 2023 of the Annual General Meeting of Shareholders for the fiscal year 2022 of Ho Chi Minh City Securities Corporation (HSC).
 - Biên bản kiểm phiếu bầu bổ sung thành viên Hội đồng Quản trị số 04/2023/BBKP-ĐHĐCĐ ngày 25/04/2023 của Đại hội đồng cổ đông thường niên năm tài chính 2022 Công ty Cổ phần Chứng khoán Tp. Hồ Chí Minh (HSC).
Vote-Counting Minutes of additional election for member of the Board of Directors No. 04/2023/BBKP-ĐHĐCĐ dated 25 April 2023 of the Annual General Meeting of Shareholders for the fiscal year 2022 of Ho Chi Minh City Securities Corporation (HSC).
 - Biên bản kiểm phiếu bầu bổ sung thành viên Ban Kiểm soát số 05/2023/BBKP-ĐHĐCĐ ngày 25/04/2023 của Đại hội đồng cổ đông thường niên năm tài chính 2022 Công ty Cổ phần Chứng khoán Tp. Hồ Chí Minh (HSC).
Vote-Counting Minutes of additional election for member of the Board of Supervisors No. 05/2023/BBKP-ĐHĐCĐ dated 25 April 2023 of the Annual General Meeting of Shareholders for the fiscal year 2022 of Ho Chi Minh City Securities Corporation (HSC).
 - Các tài liệu khác có liên quan.
Other related documents.
3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 26/04/2023 tại đường dẫn <https://www.hsc.com.vn/cong-bo-thong-tin>
This information was published on the company's website on 26 April 2023, as in the link <https://www.hsc.com.vn/en/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 hereby certify that the information provided is true and correct; we bear full responsibility for the law.



ĐẠI DIỆN TỔ CHỨC
ORGANIZATION REPRESENTATIVE
Người được ủy quyền công bố thông tin
Person authorized to disclose information.



Nguyễn Anh Quân
Giám đốc Điều hành Truyền thông
Chief Communications Officer

Tài liệu đính kèm

Attached documents

- Nghị quyết số 01/2023/NQ-ĐHĐCĐ ngày 25/04/2023.
Resolution No. 01/2023/NQ-ĐHĐCĐ dated 25 April 2023.
- Biên bản họp số 01/2023/BB-ĐHĐCĐ ngày 25/04/2023.
Meeting Minutes No. 01/2023/BB-ĐHĐCĐ dated 25 April 2023.
- Báo cáo số 02/2023/BCTS-ĐHĐCĐ ngày 25/04/2023.
Report on the verification of qualifications of shareholders No. 02/2023/BCTS-ĐHĐCĐ dated 25 April 2023.
- Biên bản kiểm phiếu số 03/2023/BBKP-ĐHĐCĐ ngày 25/04/2023.
Vote-Counting Minutes No. 03/2023/BBKP-ĐHĐCĐ dated 25 April 2023.
- Biên bản kiểm phiếu bầu bổ sung số 04/2023/BBKP-ĐHĐCĐ ngày 25/04/2023.
Vote-Counting Minutes of additional election No. 04/2023/BBKP-ĐHĐCĐ dated 25 April 2023.
- Biên bản kiểm phiếu bầu bổ sung số 05/2023/BBKP-ĐHĐCĐ ngày 25/04/2023.
Vote-Counting Minutes of additional election No. 05/2023/BBKP-ĐHĐCĐ dated 25 April 2023.
- Các tài liệu khác có liên quan.
Other related documents.



RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Base on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022;
- Minutes No. 01/2023/BB-ĐHĐCĐ dated 25 April 2023 of the AGM FY 2022 of Ho Chi Minh City Securities Corporation,

RESOLUTION

ARTICLE 1

The Annual General Meeting FY 2022 approved the Board of Directors' 2022 Performance Report.

- Votes in favor accounted for 99.36%.

ARTICLE 2

The Annual General Meeting FY 2022 approved the Board of Directors' 2022 Performance Evaluation Report by Independent Board Members.

- Votes in favor accounted for 99.30%.

ARTICLE 3

The Annual General Meeting FY 2022 approved the Report on the Company's 2022 Business and Financial Performance with the following basic financial indicators:

Business performance (VND billion otherwise stated)	2022	2021	YoY
Revenue	2,854	3,368	-15%
Operating expenses	1,786	1,938	-8%
Profit before tax	1,068	1,430	-25%
Profit after tax	852	1,147	-26%
Return on average equity (ROE)	11.2%	23.8%	
Earnings per share (EPS) – (VND)	1,865	3,685	-49%
Book value per share (VND)	17,268	16,022	8%

- Votes in favor accounted for 99.34%.

ARTICLE 4

The Annual General Meeting FY 2022 approved Business Plan 2023 with the following basic financial indicators:

Business performance (VND billion otherwise stated)	2023 P	2022 A	YoY	1Q2023
Revenue	2,338	2,854	-18%	487
Operating expenses	1,437	1,786	-20%	333
Profit before tax	901	1,068	-16%	154
Profit after tax	721	852	-15%	123
Return on average equity (ROE)	8.9%	11.2%		1.5%
Earnings per share (EPS) – (VND)	1,346	1,865	-28%	269
Book value per share (VND)	13,608	17,268	-21%	17,505

➤ Votes in favor accounted for 62.35%.

ARTICLE 5

The Annual General Meeting FY 2022 approved the Supervisory Board's Report on Company's operation 2022.

➤ Votes in favor accounted for 99.31%.

ARTICLE 6

The Annual General Meeting FY 2022 approved the Audited Financial Statements 2022. Details are as below:

1. Report of the Board of Managers
2. Independent Auditors' Report
3. Balance sheet as of 31 December 2022
4. Income Statement for the year ended 31 December 2022
5. Cash flow statement
6. Statement of changes in equity
7. Notes to the financial statements

In which:

The FY 2022 Financial Statements of HSC with basic financial indicators are as follows:

No.	Items (VND)	FY 2022	FY 2021
1	Total assets	15,446,955,045,214	24,369,103,140,717
2	Net revenue	2,854,223,320,511	3,368,083,839,598
3	Profit before tax	1,067,806,139,655	1,430,335,317,647
4	Profit after tax	852,487,875,934	1,147,062,381,087

➤ Votes in favor accounted for 99.31%.

ARTICLE 7

The Annual General Meeting FY 2022 approved Profit distribution 2022 with the following details:

No.	Items (VND)	Actual 2022		Actual 2021	
		%/PAT	(VND)	%/PAT	(VND)
I	Profit before tax		1,067,806,139,655		1,430,335,317,647
II	Profit after tax	100%	852,487,875,934	100%	1,147,062,381,087
III	Profit distribution	97.45%	830,723,427,628	98.04%	1,124,630,678,413
1	Provisions	3.00%	25,574,636,278	15.00%	172,059,357,163
	Charter capital supplement fund	0.00%	0	5.00%	57,353,119,054
	Compulsory reserve fund	0.00%	0	5.00%	57,353,119,054
	Welfare and reward fund	3.00%	25,574,636,278	5.00%	57,353,119,054
2	Dividends	94.45%	805,148,791,350	83.04%	952,571,321,250
	1 st payment in cash (2.5%)	13.41%	114,302,987,250	13.29%	152,450,410,500
	2 nd payment in cash (5.0%)	26.82%	228,605,974,500	9.96%	114,302,987,250
	2 nd payment in stocks (6.0%)	54.22%	462,239,829,600	59.79%	685,817,923,500
IV	Retained profit (IV)=(II)-(III)	2.55%	21,764,448,306	1.96%	22,431,702,674
V	Retained profit from previous years		372,840,730,572		350,409,027,898
VI	Total retained profit		394,605,178,877		372,840,730,572

➤ Votes in favor accounted for 62.37%.

ARTICLE 8

The Annual General Meeting FY 2022 approved Dividend rate of 2nd dividend payment in 2022. Details are as follows:

I. The second FY 2022 cash dividend

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND 10,000 per share
4. Charter capital: VND 4,580,523,670,000
5. Ratio: 5.0% (equivalent to VND 500 per share)
6. Payment method: Cash
7. Implementation time: The Annual General Meeting authorizes the Board of Directors to decide the implementation time based on the actual situation and the basics of compliance with relevant laws.
8. Personal income tax (PIT): The Annual General Meeting authorizes the Board of Directors to deduct the PIT of shareholders corresponding to the dividend income on behalf of the shareholders, to pay the deducted PIT to the tax authorities in accordance with applicable laws.

II. FY 2022 stock dividend

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND 10,000 per share
4. Issuance ratio: 6.0% of total number of actual outstanding shares at the timing of share issuance of the Plan (i.e., a shareholder who owns 1,000 shares are entitled to receive 60 newly issued shares)

(Issuance ratio: newly issued shares/ total number of actual outstanding shares at the timing of share issuance)

5. The maximum number of expected shares to be issued: 46,223,983 (Forty-six million, two hundred and twenty-three thousand, nine hundred and eighty-three) shares.
6. Price: VND 10,000 per share
7. The maximum par value of shares to be issued: VND 462,239,830,000 (Four hundred and sixty – two billion, two hundred and thirty-nine million, eight hundred thirty thousand Vietnamese Dong).
8. Purpose of the issuance: Pay the second FY 2022 dividend.
9. Participants in the issuance: Existing shareholders on the list of shareholders at the record date provided by Vietnam Securities Depository Center for the purpose of paying FY 2022 stock dividend.
10. Source of capital: Retained earnings as of 31 December 2022 as stated in the FY 2022 audited financial statements of HSC.
11. Expected time of share issuance: After HSC completes the share issuances approved in FY 2021 AGM Resolution No. 01/2022/NQ-ĐHĐCĐ dated 08 August 2022 and receives the approval of the State Securities Commission (“SSC”). The Annual General Meeting authorizes the Board of Directors to select the time of share issuance in accordance with approval of the Annual General Meeting and applicable laws.
12. Method of implementation: Shareholders who are entitled to receive FY 2022 stock dividend will exercise the right to receive newly issued shares and are not allowed to transfer the right.
13. Processing with arising odd shares (if any): The number of shares to be issued to existing shareholders for the purpose of paying FY 2022 stock dividend will be rounded down to unit digit. The decimal fraction (if any) will be canceled.

Example: As at the record date, Nguyen Van A owns 1,001 HCM shares and therefore will be entitled to receive $1,001 * 0.06 = 60.06$ shares. The decimal fraction (0.6) is rounded down to zero and thus is canceled. Therefore, the shareholder will receive 60 shares.
14. A positive variance between retained earnings that are expected to be used for stock dividend (based on par value of VND 10,000 per share) and the total par value of shares issued to existing shareholders (based on par value of VND 10,000 per share) will be retained at retained earnings of HSC.
15. Authorization for the Board of Directors:
 1. Decide the record date to finalize the list of shareholders and carry out procedures for obtaining necessary approval from the State agencies to implement the Plan;
 2. Decide on the capital source and the specific time to issue shares to pay FY 2022 stock dividend according to the method approved by the AGM and in accordance with applicable laws;
 3. Develop a detailed plan to submit and supplement (if requested) required dossiers and procedures to relevant State agencies in compliance with applicable laws;
 4. Carry out procedures to amend the content of Charter capital in the Certificate of Business Registration and the company's Charter upon completion of the Plan;
 5. Carry out procedures to register the newly issued shares at the Vietnam Securities Depository Center and register for listing of the shares at the Ho Chi Minh City Stock Exchange upon completion of the Plan; and
 6. Carry out all other related works and procedures to implement the Plan in accordance with applicable laws or requests of relevant State agencies.

- Votes in favor accounted for 62.40%.

ARTICLE 9

The Annual General Meeting FY 2022 approved the Dividend plan 2023. Details are as follows:

1. Dividend ratio: Based on to HSC's actual performance in 2023 at the time(s) of dividend declaration date(s), the AGM authorizes the BOD to decide FY 2023 dividend payment(s), which is expected to be about 80% of 2023 profit after tax, equivalent to about VND700/ share or 7%/ par value.
 2. Payment method: Cash and/or stock
The Annual General Meeting authorizes the Board of Directors to decide 2023 dividend payment method and report the decision(s) at the nearest Annual General Meeting.
 3. Implementation time: The Annual General Meeting authorizes the Board of Directors to decide the implementation time based on the actual situation and the basics of compliance with relevant laws.
 4. Personal income tax (PIT): The Annual General Meeting authorizes the Board of Directors to deduct PIT on dividend income of shareholders, and on behalf of the shareholders, HSC will pay their deducted PIT to tax authorities in accordance with the applicable laws.
- Votes in favor accounted for 62.39%.

ARTICLE 10

The Annual General Meeting FY 2022 approved to delegate the Board of Directors to select one of the Big 4 independent auditing 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.

The following list of four auditing firms:

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 98.66%.

ARTICLE 11

The Annual General Meeting FY 2022 approved the Budget for activities of the Board of Directors and the Board of Supervisors in 2023. Details are as follows:

- Total budget: VND15,000,000,000 (Fifteen billion Vietnamese Dong).
 - The budget will be used for remuneration of seven (07) members of the Board of Directors and three (03) members of the Board of Supervisors and other expenses relating to activities of the Board of Directors and the Board of Supervisors in 2023.
 - To authorize the Board of Directors to determine the remuneration of each members of the Board of Directors and the Board of Supervisors based on recommendations of the Board Nomination and Remuneration Committee.
- Votes in favor accounted for 99.33%.

ARTICLE 12

The Annual General Meeting FY 2022 approved the removal of the below members of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025), effectively from the end of Annual General Meeting FY 2022 to be held on 25 April 2023:

1. Mr. Nguyen Hong Van – Non-executive member of the Board of Directors
2. Ms. Nguyen Thi Thu Thanh – Member of the Board of Supervisors

➤ Votes in favor accounted for 98.65%.

The Annual General Meeting FY 2022 approved the list of candidates to nominate as members of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025).

List of candidates to nominate as member of the Board of Directors

1. Ms. Phan Quynh Anh – Candidate as a Non-executive member of the Board of Directors
Date of birth: 16 November 1979
Nationality: Vietnamese

List of candidates to nominate as member of the Board of Supervisors

1. Mr. Tran Thai Phuong – Candidate as a member of the Board of Supervisors
Date of birth: 07 September 1982
Nationality: Vietnamese

➤ Votes in favor accounted for 98.66%.

The Annual General Meeting FY 2022 approved the below additional elected members as members of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025) of Ho Chi Minh City Securities Corporation:

Member of the Board of Directors

1. Ms. Phan Quynh Anh – Non-executive member of the Board of Directors
Date of birth: 16 November 1979
Nationality: Vietnamese

Member of the Board of Supervisors

1. Mr. Tran Thai Phuong – Member of the Board of Supervisors
Date of birth: 07 September 1982
Nationality: Vietnamese

(Attached the Minutes of additional election members of the Board of Directors and the Board of Supervisors)

ARTICLE 13

This Resolution takes effect from the signing date. All shareholders of Ho Chi Minh City Securities Corporation, members of the Board of Directors, members of the Board of Supervisors and all employees of the Company have responsible for the implementation of this Resolution.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- HSC Shareholders;
- The State Securities Commission (SSC);
- Vietnam Stock Exchange (VNX);
- Hochiminh Stock Exchange (HOSE);
- Hanoi Stock Exchange (HNX);
- Vietnam Securities Depository (VSD);
- HSC BOD, BOS and BOM;
- BOD Office for archiving



MEETING MINUTES
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

I. COMPANY PROFILE

- Company name: Ho Chi Minh City Securities Corporation (HSC)
- Head Office: 2, 5, 6, 7, 11 & 12, AB Tower, 76A Le Lai Street, Ben Thanh Ward, Dist.1, HCMC
- Phone: (+84 28) 3823 3299 Fax: (+84 28) 3823 3301 Website: www.hsc.com.vn
- Business Registration Certification No. 11/GPHĐKD dated April 19, 2003, issued by State Securities Committee of Vietnam and the License Amendment No. 125/GPĐC – UBCK dated 27 December 2022 issued by State Securities Committee of Vietnam.

II. TIME, VENUE AND PARTICIPANTS

- Time: 13:00 – Tuesday, 25 April 2023
- Meeting method: Online meeting
- Venue: Ben Thanh Grand 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. Johan Nyvene
2. Mr. Le Anh Minh
3. Mr. Pham Nghiem Xuan Bac
4. Mr. Trinh Hoai Giang

The Vote – counting Committee and a shareholders’ nominee who monitors the vote-counting process

The Vote – counting Committee

1. Mr. Le Anh Quan
2. Mr. Nguyen Anh Khoa

A shareholders’ nominee who monitors the vote-counting process

1. Ms. Nguyen Thi Xuan Dung

3. The Secretary Committee

1. Ms. Nguyen Thi My Linh
2. Ms. Nguyen Hoang Truc Nhi

4. 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.

5. Representative of Price Waterhouse Coopers Vietnam Ltd.,

1. Ms. Tran Thanh Truc – Partner
2. Mr. Dao Nhat Sinh – Senior Audit Manager

6. Representative of Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV)

1. Ms. Nguyen Thi Minh Chau – Head of Department of Financial Institutions and Securities Depository

III. PROCEDURES

1. Report on verification of the qualifications of shareholders attending the AGM FY 2022

Mr. Pham Nghiem Xuan Bac, Head of BOS, reported the verification of qualifications of shareholders attending the Meeting:

Up to 14:00, 25 April 2023, the Company's charter capital registered according to the regulation was of VND 4,580,523,670,000 equivalent to 458,052,367 shares; in which, the voting capital was of VND 4,572,119,490,000 equivalent to 457,211,949 shares (as eliminating 840,418 treasury shares hold by the Company). Therefore, the AGM would vote based on the capital of VND 4,572,119,490,000 equivalent to 457,211,949 shares.

Total number of shareholders to be invited to attend the AGM FY 2022 were 24,475 shareholders, representing for shareholders holding 457,211,949 shares of the Company.

Total number of participants who are shareholders and shareholders' nominees attending the Meeting were 355 persons, representing 297,305,288 shares of the Company and accounting for 65.03% of total number of shares of the Company.

Pursuant to Section 1 Article 23 of the Company Charter, as the number of shareholders attending the AGM FY 2022 was more than 50% of the number of voting shares of the Company, the AGM FY 2022 of HSC was legal and valid. *(See the attached verification report of the BOS)*

2. Approval of the Presiding Board Members

Pursuant to Point a Clause 2 Article 24 of the Company Charter, Mr. Johan Nyvene shall be the Chair of the Meeting.

The Organizing committee of the Meeting nominated the other members of the Presiding Board Members, including:

1. Mr. Le Anh Minh – Vice Chairman
2. Mr. Pham Nghiem Xuan Bac – Head of the BOS
3. Mr. Trinh Hoai Giang – CEO

The Meeting voted and approved the members of the Presiding Board Members with 284,643,377 votes in favor, accounting for 99.38%; 2,850 against, accounting for 0.00%; and 1,759,293 abstentions, accounting for 0.61%.

3. Approval of members of the Vote – counting Committee and one shareholders' nominee who monitors the vote-counting process

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

1. Mr. Le Anh Quan – Chief Communications Officer
2. Mr. Nguyen Anh Khoa – Senior Full stack

One shareholders' nominee who monitors the vote-counting process:

1. Ms. Nguyen Thi Xuan Dung – Shareholders' nominee

The Meeting voted and approved the members of the Vote – counting Committee and one shareholders' nominee who monitors the vote-counting process with 284,646,211 votes in favor, accounting for 99.39%; 0 against, accounting for 0.00%; and 1,759,309 abstentions, accounting for 0.61%.

4. The Chair nominated the members of the Secretary Committee

1. Ms. Nguyen Thi My Linh – Manager, Head of Risk Management
2. Ms. Nguyen Hoang Truc Nhi – Legal Official

IV. CONTENTS

1. Approval of the Meeting Agenda

Mr. Johan Nyvene, the Chairman, proposed the Meeting Agenda with the following contents:

1. The Board of Directors' 2022 Performance Report
2. The Board of Directors' 2022 Performance Evaluation
3. Business and Financial Performance 2022
4. Business Plan 2023
5. The Supervisory Board's Report on Company's operation in 2022
6. Additional election of member of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025)
 - Removal of 01 member of the Board of Directors and 01 member of the Board of Supervisors.
 - List of candidates to nominate as member of the Board of Directors, the Board of Supervisors.
 - Additional election.
7. Proposals
 - Audited financial statements 2022
 - Profit distribution plan 2022
 - Dividend rate of 2nd dividend payment in 2022
 - Dividend plan 2023
 - Selection of auditing firms for FY 2023
 - BOD & BOS Budget 2023

The Meeting voted and approved the agenda with 284,646,211 votes in favor, accounting for 99.39%; 0 against, accounting for 0.00%, and 1,759,309 abstentions, accounting for 0.61%.

2. The Board of Directors' 2022 Performance Report

According to the AGM FY 2022 documents circulated to the shareholders, Mr. Johan Nyvene, the Chairman, presented the main contents of BOD's 2022 Performance. *(See the attached document)*

3. The Board of Directors' 2022 Performance Evaluation Report of Independent Board Members

According to the AGM FY 2022 documents circulated to the shareholders, Mr. Johan Nyvene, representative of the Independent Board Members, presented the main contents of BOD's 2022 Performance Evaluation. *(See the attached document)*

4. Business and Financial Performance 2022

According to the AGM FY 2022 documents circulated to the shareholders, Mr. Trinh Hoai Giang, CEO, presented the main contents of Business and Financial Performance 2022. *(See the attached document)*

5. Business Plan 2023

According to the AGM FY 2022 documents circulated to the shareholders, Mr. Trinh Hoai Giang, CEO, proposed to approve Business Plan 2023. *(See the attached document)*

6. The Supervisory Board's Report on Company's operation in 2022

Pursuant to Section 23, Article 44 of the Company Charter, Mr. Pham Nghiem Xuan Bac, Head of the BOS, presented supervising the activities of the BOD, HSC's business activities and financial performances and the internal audit activities in 2022. *(See the attached document)*

7. Additional election of member of the Board of Directors and member of the Board of Supervisors for the term V (2021 – 2025)

7.1. Removal of 01 member of the Board of Directors and 01 member of the Board of Supervisors for the term V (2021 – 2025)

Mr. Johan Nyvene, the Chairman proposed to removal of member of the BOD and the BOS for the term V (2021 – 2025). *(See the attached document)*

The Meeting had taken a vote on Removal of 01 member of the BOD and 01 member of the BOS for the term V (2021 – 2025).

The result was:

- 282,340,813 votes in favor, accounting for 98.65%
- 2,088,469 votes against, accounting for 0.73%
- 1,762,809 abstentions, accounting for 0.62%

7.2. List of candidates to nominate as member of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025)

Mr. Johan Nyvene, the Chairman presented the list of candidates to nominate as member of the BOD and the BOS for the term V (2021 – 2025). *(See the attached document)*

The Meeting had taken a vote on the List of candidates to nominate as member of member of the BOD and the BOS for the term V (2021 – 2025).

The result was:

- 282,346,313 votes in favor, accounting for 98.66%
- 2,087,969 votes against, accounting for 0.73%
- 1,757,809 abstentions, accounting for 0.61%

7.3. Election

After Mr. Le Anh Quan, Head of the Vote-Counting Committee, presented the Instruction on Election, the Meeting elected additional 01 member of the BOD and 01 member of the BOS for the term V (2021 – 2025).

8. Proposals

8.1. Audited Financial Statements 2022

Mr. Le Anh Minh, Vice Chairman, proposed to approve Audited Financial Statements 2022. *(See the attached document)*

8.2. Profit distribution plan 2022

Mr. Le Anh Minh, Vice Chairman, proposed to approve Profit distribution plan 2022. *(See the attached document)*

8.3. Dividend rate of 2nd dividend payment in 2022

Mr. Le Anh Minh, Vice Chairman, proposed to approve Dividend rate of 2nd dividend payment in 2022. *(See the attached document)*

8.4. Dividend plan 2023

Mr. Le Anh Minh, Vice Chairman, proposed to approve Dividend plan 2023. *(See the attached document)*

8.5. Selection of auditing firms for FY 2023

Mr. Le Anh Minh, Vice Chairman, proposed to approve Selection of auditing firms for FY 2023. *(See the attached document)*

8.6. BOD & BOS Budget 2023

Mr. Le Anh Minh, Vice Chairman, proposed to approve BOD & BOS Budget 2023. *(See the attached document)*

V. DISCUSSION AND VOTING

1. Discussion

Question 1: Please tell us the reason why HSC's brokerage market share decreased and the plan to increase market share?

Answer: HSC's market share decreased due to the limited operating capital from the 2021 capital raise incomplete. In addition, the trading structure of the market changed to ETF trading, and the bank's securities companies applied zero transaction fees to attract customers' deposits.

For increasing market share, HSC has no policy to reduce fees and margin lending interest and we continue to maintain the quality of consulting and investment in technology.

Question 2: The 2022 HSC's AGM has agreed to increase capital but has not yet done so, please tell me the reason and capital increase progress.

Answer: On 03 Jan 2023, HSC sent to SSC the application for capital raise approved by the 2022 AGM due to waiting for the 2021 capital raise to be completed by the end of 2022.

It took us 2 years to complete the 2021 capital raise because the People's Committee of Ho Chi Minh City (HFIC's owner) must seek advice from competence agencies before submitting the Prime Minister Officer for HFIC's investment in HSC.

Question 3: Please tell us HFIC's divestment plan in HSC

Answer: HFIC will definitely divest its capital in HSC according to the regulatory requirement and submit to the People's Committee of Ho Chi Minh City for approving the restructuring plan in 2024. Once approved, HFIC will completely divest its capital according to the roadmap but divided into several phases until 2025 in line with the actual situation, efficiency and compliance with regulations. (The Chairman invited HFIC's representative to answer)

2. Voting

Content 1: The Board of Directors' 2022 Performance Report

The Meeting had taken a vote on The Board of Directors' 2022 Performance Report.

The result was:

- 284,492,527 votes in favor, accounting for 99.36%
- 200 votes against, accounting for 0.00%
- 1,834,493 abstentions, accounting for 0.64%

Content 2: The Board of Directors' 2022 Performance Evaluation Report of Independent Members

The Meeting had taken a vote on The Board of Directors' 2022 Performance Evaluation Report of Independent Members.

The result was:

- 284,330,811 votes in favor, accounting for 99.30%
- 21,900 votes against, accounting for 0.01%
- 1,974,509 abstentions, accounting for 0.69%

Content 3: Business and Financial Performance 2022

The Company's 2022 Business and Financial Performance with the following basic financial indicators:

Business performance (VND billion otherwise stated)	2022	2021	YoY
Revenue	2,854	3,368	-15%
Operating expenses	1,786	1,938	-8%
Profit before tax	1,068	1,430	-25%
Profit after tax	852	1,147	-26%
Return on average equity (ROE)	11.2%	23.8%	
Earnings per share (EPS) – (VND)	1,865	3,685	-49%
Book value per share (VND)	17,268	16,022	8%

The Meeting had taken a vote on Business and Financial Performance 2022.

The result was:

- 284,427,411 votes in favor, accounting for 99.34%
- 10,100 votes against, accounting for 0.00%
- 1,889,709 abstentions, accounting for 0.66%

Content 4: Business Plan 2023

Business Plan 2023 with the following basic financial indicators:

Business performance (VND billion otherwise stated)	2023P	2022A	YoY	Q12023
Revenue	2,338	2,854	-18%	487
Operating expenses	1,437	1,786	-20%	333
Profit before tax	901	1,068	-16%	154
Profit after tax	721	852	-15%	123
Return on average equity (ROE)	8.9%	11.2%		1.5%
Earnings per share (EPS) – (VND)	1,346	1,865	-28%	269
Book value pershare (VND)	13,608	17,268	-21%	17,505

The Meeting had taken a vote on Business Plan 2023.

The result was:

- 178,511,691 votes in favor, accounting for 62.35%
- 105,842,820 votes against, accounting for 36.97%
- 1,972,709 abstentions, accounting for 0.69%

Content 5: The Supervisory Board's Report on Company's operation 2022

The Meeting had taken a vote on the Supervisory Board's Report on Company's operation 2022.

The result was:

- 284,339,727 votes in favor, accounting for 99.31%
- 21,900 votes against, accounting for 0.01%
- 1,965,593 abstentions, accounting for 0.69%

Content 6: Audited Financial Statements 2022

Audited Financial Statements 2022. Details are as below:

1. Report of the Board of Managers
2. Independent Auditors' Report
3. Balance sheet as of 31 December 2022

4. Income Statement for the year ended 31 December 2022
5. Cash flow statement
6. Statement of changes in equity
7. Notes to the financial statements

In which:

The FY 2022 Financial Statements of HSC with basic financial indicators are as follows:

No.	Items (VND)	FY 2022	FY 2021
1	Total assets	15,446,955,045,214	24,369,103,140,717
2	Net revenue	2,854,223,320,511	3,368,083,839,598
3	Profit before tax	1,067,806,139,655	1,430,335,317,647
4	Profit after tax	852,487,875,934	1,147,062,381,087

The Meeting had taken a vote on Audited Financial Statements 2022.

The result was:

- 284,351,527 votes in favor, accounting for 99.31%
- 100 votes against, accounting for 0.00%
- 1,975,593 abstentions, accounting for 0.69%

Content 7: Profit Distribution 2022

Profit distribution 2022. Details are as follows:

STT	Items (VND)	2022		Actual 2021	
		%/PAT	(VND)	%/PAT	(VND)
I	Profit before tax		1,067,806,139,655		1,430,335,317,647
II	Profit after tax	100%	852,487,875,934	100%	1,147,062,381,087
III	Profit distribution	97.45%	830,723,427,628	98.04%	1,124,630,678,413
1	Provisions	3.00%	25,574,636,278	15.00%	172,059,357,163
	Charter capital supplement fund	0.00%	0	5.00%	57,353,119,054
	Compulsory reserve fund	0.00%	0	5.00%	57,353,119,054
	Welfare and reward fund	3.00%	25,574,636,278	5.00%	57,353,119,054
2	Dividends	94.45%	805,148,791,350	83.04%	952,571,321,250
	1 st payment in cash (2.5%)	13.41%	114,302,987,250	13.29%	152,450,410,500
	2 nd payment in cash (5.0%)	26.82%	228,605,974,500	9.96%	114,302,987,250
	2 nd payment in stocks (6.0%)	54.22%	462,239,829,600	59.79%	685,817,923,500
IV	Retained profit (IV)=(II)-(III)	2.55%	21,764,448,306	1.96%	22,431,702,674
V	Retained profit from previous years		372,840,730,572		350,409,027,898
VI	Total retained profit		394,605,178,877		372,840,730,572

The Meeting had taken a vote on Profit distribution 2022.

The result was:

- 178,582,007 votes in favor, accounting for 62.37%
- 105,782,520 votes against, accounting for 36.94%
- 1,962,693 abstentions, accounting for 0.69%

Content 8: Dividend rate of 2nd dividend payment in 2022

Dividend rate of 2nd dividend payment in 2022. Details are as follows:

The second FY 2022 cash dividend

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND 10,000 per share
4. Charter capital: VND 4,580,523,670,000
5. Ratio: 5.0% (equivalent to VND 500 per share)
6. Payment method: Cash
7. Implementation time: The AGM authorizes the BOD to decide the implementation time based on the actual situation and the basics of compliance with relevant laws.
8. Personal income tax (PIT): The AGM authorizes the BOD to deduct the PIT of shareholders corresponding to the dividend income and, on behalf of the shareholders, to pay the deducted PIT to the tax authorities in accordance with applicable laws.

The second FY 2022 stock dividend

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND 10,000 per share
4. Issuance ratio: 6.0% of total number of actual outstanding shares at the timing of share issuance of the Plan (i.e., a shareholder who owns 1,000 shares are entitled to receive 60 newly issued shares)
(Issuance ratio: newly issued shares/ total number of actual outstanding shares at the timing of share issuance)
5. The maximum number of expected shares to be issued: 46,223,983 (Forty-six million, two hundred and twenty-three thousand, nine hundred and eighty-three) shares.
6. Price: VND 10,000 per share
7. The maximum par value of shares to be issued: VND 462,239,830,000 (Four hundred and sixty – two billion, two hundred and thirty-nine million, eight hundred thirty thousand Vietnamese Dong).
8. Purpose of the issuance: Pay the second FY 2022 dividend.
9. Participants in the issuance: Existing shareholders on the list of shareholders at the record date provided by Vietnam Securities Depository Center for the purpose of paying FY 2022 stock dividend.
10. Source of capital: Retained earnings as of 31 December 2022 as stated in the FY 2022 audited financial statements of HSC.
11. Expected time of share issuance: After HSC completes the share issuances approved in FY 2021 AGM Resolution No. 01/2022/NQ-ĐHĐCĐ dated 08 August 2022 and receives the approval of the State Securities Commission (“SSC”). The AGM authorizes the BOD to select the time of share issuance in accordance with approval of the AGM and applicable laws.
12. Method of implementation: Shareholders who are entitled to receive FY 2022 stock dividend will exercise the right to receive newly issued shares and are not allowed to transfer the right.
13. Processing with arising odd shares (if any): The number of shares to be issued to existing shareholders for the purpose of paying FY 2022 stock dividend will be rounded down to unit digit. The decimal fraction (if any) will be canceled.

Example: As at the record date, Nguyen Van A owns 1,001 HCM shares and therefore will be entitled to receive $1,001 * 0.06 = 60.06$ shares. The decimal fraction (0.6) is rounded down to zero and thus is canceled. Therefore, the shareholder will receive 60 shares.
14. A positive variance between retained earnings that are expected to be used for stock dividend (based on par value of VND 10,000 per share) and the total par value of shares issued to existing

shareholders (based on par value of VND 10,000 per share) will be retained at retained earnings of HSC.

15. Authorization for the BOD:

1. Decide the record date to finalize the list of shareholders and carry out procedures for obtaining necessary approval from the State agencies to implement the Plan;
2. Decide on the capital source and the specific time to issue shares to pay FY 2022 stock dividend according to the method approved by the AGM and in accordance with applicable laws;
3. Develop a detailed plan to submit and supplement (if requested) required dossiers and procedures to relevant State agencies in compliance with applicable laws;
4. Carry out procedures to amend the content of Charter capital in the Certificate of Business Registration and the company's Charter upon completion of the Plan;
5. Carry out procedures to register the newly issued shares at the Vietnam Securities Depository Center and register for listing of the shares at the Ho Chi Minh City Stock Exchange upon completion of the Plan; and
6. Carry out all other related works and procedures to implement the Plan in accordance with applicable laws or requests of relevant State agencies.

The Meeting had taken a vote on Dividend rate of 2nd dividend payment in 2022.

The result was:

- 178,656,607 votes in favor, accounting for 62.40%
- 105,783,820 votes against, accounting for 36.95%
- 1,886,793 abstentions, accounting for 0.66%

Content 9: Dividend Plan 2023

The Dividend Plan 2023. Details are as follows:

1. Dividend ratio: Based on to HSC's actual performance in 2023 at the time(s) of dividend declaration date(s), the AGM authorizes the BOD to decide FY 2023 dividend payment(s), which is expected to be about 80% of 2023 profit after tax, equivalent to about VND700/ share or 7%/ par value.
2. Payment method: Cash and/or stock
The AGM authorizes the BOD to decide 2023 dividend payment method and report the decision(s) at the nearest AGM.
3. Implementation time: The AGM authorizes the BOD to decide the implementation time based on the actual situation and the basics of compliance with relevant laws.
4. Personal income tax (PIT): The AGM authorizes the BOD to deduct PIT on dividend income of shareholders, and on behalf of the shareholders, HSC will pay their deducted PIT to tax authorities in accordance with the applicable laws.

The Meeting had taken a vote on the Dividend Plan 2023.

The result was:

- 178,646,991 votes in favor, accounting for 62.39%
- 105,783,420 votes against, accounting for 36.94%
- 1,896,809 abstentions, accounting for 0.66%

Content 10: Selection of auditing firms for FY 2023

To delegate the BOD to select one of the Big 4 independent auditing 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.

The following list of four auditing firms:

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 Selection of auditing firms for FY 2023.

The result was:

- 282,495,642 votes in favor, accounting for 98.66%
- 1,584,900 votes against, accounting for 0.55%
- 2,246,678 abstentions, accounting for 0.78%

Content 11: The Budget for activities of the Board of Directors and the Board of Supervisors in 2023

The Budget for activities of the BOD and the BOS in 2022. Details are as follows:

- Total budget: VND15,000,000,000 (Fifteen billion Vietnamese Dong).
- The budget will be used for remunerations of seven (07) members of the BOD and three (03) members of the BOS and other expenses relating to activities of the BOD and the BOS in 2023.
- To authorize the BOD to determine the remuneration of each members of the BOD and the BOS based on recommendations of the Board Nomination and Remuneration Committee

The Meeting had taken a vote on the Budget for activities of the Board of Directors and the Board of Supervisors in 2023.

The result was:

- 284,422,611 votes in favor, accounting for 99.33%
- 400 votes against, accounting for 0.00%
- 1,904,209 abstentions, accounting for 0.67%

Content 12: Removal of member of the Board of Directors, the Board of Supervisors and list of candidates to nominate as member of the Board of Directors, the Board of Supervisors

Removal of the below members of the BOD and the BOS for the term V (2021 – 2025) effectively from the end of AGM FY 2022 to be held on 25 April 2023:

1. Mr. Nguyen Hong Van – Non-executive member of the BOD
2. Ms. Nguyen Thi Thu Thanh – Member of the BOS

The Meeting had taken a vote on removal of member of the BOD and the BOS for the term V (2021 – 2025).

The result was:

- 282,340,813 votes in favor, accounting for 98.65%
- 2,088,469 votes against, accounting for 0.73%
- 1,762,809 abstentions, accounting for 0.62%

List of candidates to nominate as member of the BOD

1. Ms. Phan Quynh Anh – Candidate as a Non-executive member of the BOD
Date of birth: 16 November 1979
Nationality: Vietnamese

List of candidates to nominate as member of the BOS

1. Mr. Tran Thai Phuong – Candidate as a member of the BOS

Date of birth: 07 September 1982

Nationality: Vietnamese

The Meeting had taken a vote on the list of candidates to nominate as member of the BOD and the BOS for the term V (2021 – 2025).

The result was:

- 282,346,313 votes in favor, accounting for 98.66%
- 2,087,969 votes against, accounting for 0.73%
- 1,757,809 abstentions, accounting for 0.61%

VI. ELECTION RESULT

Mr. Le Anh Quan, Head of the Vote-Counting Committee announced additional election result of 01 member of the BOD and 01 member of the BOS. Details are as below:

Member of the Board of Directors

1. Ms. Phan Quynh Anh – Non-executive member of the Board of Directors

Date of birth: 16 November 1979

Nationality: Vietnamese

Member of the Board of Supervisors

1. Mr. Tran Thai Phuong – Member of the Board of Supervisors

Date of birth: 07 September 1982

Nationality: Vietnamese

VII. APPROVAL OF THE MEETING MINUTES AGM FY 2022

1. Approval of the Meeting Minutes AGM FY 2022

Mr. Johan Nyvene, the Chairman, presented the Meeting Minutes AGM FY 2022.

The Meeting had taken a vote on the Meeting Minutes AGM FY 2022.

The result was:

- 284,208,849 votes in favor, accounting for 99.34%
- 0 votes against, accounting for 0.00%
- 1,889,993 abstentions, accounting for 0.66%

2. Disclosure of the Resolution AGM FY 2022

Mr. Johan Nyvene, the Chairman, presented the Resolution AGM FY 2022.

3. The closing of AGM FY 2022

Mr. Johan Nyvene, the Chairman, declared that the AGM FY 2022 was closed.

The AGM FY 2022 ended at 16h30' on the same day.

THE CHAIR

CHAIRMAN



JOHAN NYVENE

MEMBER



PHAM NGHIEM XUAN BAC

MEMBER



LE ANH MINH

MEMBER



TRINH HOAI GIANG

THE SECRETARY COMMITTEE



NGUYEN THI MY LINH



NGUYEN HOANG TRUC NHI



**REPORT ON THE VERIFICATION
OF QUALIFICATION OF SHAREHOLDERS
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION**

Based on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022;

Today, on 25 April 2023, at 14h00' at Ben Thanh Grand Ballroom – First Floor – New World Saigon Hotel, 76 Le Lai, Dist.,1 HCMC, the AGM Organizing Committee of Ho Chi Minh City Securities Corporation (“the Company/ HSC”) checked the eligibility of shareholders who are entitled to attend the Annual General Meeting of Shareholders for the fiscal year 2022 (“AGM”). Details are as below:

1. Company Charter capital, shares
 - Charter capital: **VND 4,580,523,670,000**
 - Total number of shares: **458,052,367 shares**
 - In which
 - Number of outstanding shares: **457,211,949 shares**
 - Number of treasury shares: **840,418 shares**

Therefore, the AGM FY 2022:

- Charter: **VND 4,572,119,490,000**
 - Number of shares: **457,211,949 shares**
2. Total shareholders and shareholders' nominee invited to attend AGM FY 2022
 - Number of persons: **24,475 persons**
 3. Total shareholders and shareholders' nominee to attend AGM FY
 - Number of persons: **355 persons**
 - Number of shares: **297,305,288 shares**
 - Percentage: **65.03%**
 4. All shareholders and shareholders' nominee are eligible to participate the Annual General Meeting of Shareholders for the fiscal year 2022 of Ho Chi Minh City Securities Corporation.



Pursuant to the regulations of Law on Enterprise and the Company Charter, I hereby declare that the Annual General Meeting of Shareholders for the fiscal year 2022 of HSC is legal, valid, and reasonable.

**ON BEHALF OF
THE BOARD OF SUPERVISORS
HEAD OF BOS**

To:

- *As above-mentioned*
- *BOD's office for record*


PHAM NGHIEM XUAN BAC





VOTE-COUNTING MINUTES
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-DHĐCĐ dated 08 August 2022,

A. Company profile

- Company name: Ho Chi Minh City Securities Corporation (HSC)
- Head Office: Level 2, 5, 6, 7, 11 & 12, AB Tower, 76A Le Lai Street, Ben Thanh Ward, Dist.1, HCMC
- Phone: (+84 28) 3823 3299 Fax: (+84 28) 3823 3301 Website: www.hsc.com.vn
- Enterprise Registration Certification No. 11/GPHĐKD dated April 19, 2003, issued by State Securities Committee of Vietnam and the License Amendment No. 125/GPĐC – UBCK dated 27 December 2022 issued by State Securities Committee of Vietnam.

Today, on 25 April 2023 at 14h30' at Ben Thanh Grand Ballroom – First Floor – New World Saigon Hotel, 76 Le Lai, Dist.,1 HCMC, the Vote-Counting Committee of Ho Chi Minh City Securities Corporation (“the Company/ HSC”) checked and counted votes of contents of Annual General Meeting of Shareholders for the fiscal year 2022 (“AGM”). Details are as below:

B. Participants

1. The Vote – Counting Committee

- Mr. Le Anh Quan Head of the Vote-Counting Committee
- Mr. Nguyen Anh Khoa Member

2. The Vote-Counting Supervisor

- Ms. Nguyen Thi Xuan Dung Shareholders' nominee

C. Principles and results of vote-counting

1. Principles of vote-counting

- The votes of treasury shares of the Company are 840,418 voting shares, accounting for 0.18% of total number of shares of the Company to be deducted.
- The invalid votes will not be counted in the voting process.

2. The voting shares

- Total number of shares: 458,052,367 shares
- Total number of shareholders and shareholders' nominees were invited to attend the AGM FY 2022 were 24,475 persons, representing 457,211,949 shares of the Company, equivalent

457,211,949 voting shares, accounting for 100% of total number of voting shares of the Company.

- Total number of participants who are shareholders and shareholders' nominees to attend the Meeting were 355 persons, representing 297,305,288 shares of the Company, equivalent 297,305,288 voting shares, accounting for 65.03% of total number of voting shares of the Company.
- Total number of voting ballots sent to System were 185, equivalent 286,405,520 voting shares, accounting for 96.33% of total number of voting shares attending AGM FY 2022.

In which:

- Total number of valid voting ballots: 185, equivalent 286,405,520 voting shares, accounting for 96,33% of total number of voting shares attending AGM FY 2022.
- Total number of invalid voting ballots: 0, equivalent 0 voting shares, accounting for 0% of total number of voting shares attending AGM FY 2022.

3. Voting results

Content 1: The Presiding Board Members

	Total number of voting shares	%
For	284,643,377	99.38%
Against	2,850	0.00%
Abstention	1,759,293	0.61%

Conclusion: The Annual General Meeting FY 2022 approved the Presiding Board Members with votes in favors of 99.38%.

Content 2: The Vote-Counting Committee

	Total number of voting shares	%
For	284,646,211	99.39%
Against	0	0.00%
Abstention	1,759,309	0.61%

Conclusion: The Annual General Meeting FY 2022 approved the Vote-Counting Committee with votes in favors of 99.39%.

Content 3: The Meeting Agenda FY 2022

	Total number of voting shares	%
For	284,646,211	99.39%
Against	0	0.00%
Abstention	1,759,309	0.61%

Conclusion: The Annual General Meeting FY 2022 approved the the Meeting Agenda FY 2022 with votes in favors of 99.39%.

Content 4: The Board of Directors' 2022 Performance Report

	Total number of voting shares	%
For	284,492,527	99.36%
Against	200	0.00%
Abstention	1,834,493	0.64%

Conclusion: The Annual General Meeting FY 2022 approved the Board of Directors' 2022 Performance Report with votes in favors of 99.36%.

Content 5: The Board of Directors' 2022 Performance Evaluation Report of Independent Board Members

	Total number of voting shares	%
For	284,330,811	99.30%
Against	21,900	0.01%
Abstention	1,974,509	0.69%

Conclusion: The Annual General Meeting FY 2022 approved the Board of Directors' 2022 Performance Evaluation Report of Independent Board Members with votes in favors of 99.30%.

Content 6: CEO's Report on the Company's 2022 Business and Financial Performance

	Total number of voting shares	%
For	284,427,411	99.34%
Against	10,100	0.00%
Abstention	1,889,709	0.66%

Conclusion: The Annual General Meeting FY 2022 approved CEO's Report on the Company's 2022 Business and Financial Performance with votes in favors of 99.34%.

Content 7: Business Plan 2023

	Total number of voting shares	%
For	178,511,691	62.35%
Against	105,842,820	36.97%
Abstention	1,972,709	0.69%

Conclusion: The Annual General Meeting FY 2022 approved Business Plan 2023 with votes in favors of 62.35%.

Content 8: The Supervisory Board's Report on Company's operation 2022

	Total number of voting shares	%
For	284,339,727	99.31%
Against	21,900	0.01%
Abstention	1,965,593	0.69%

Conclusion: The Annual General Meeting FY 2022 approved the Supervisory Board's Report on Company's operation 2022 with votes in favors of 99.31%.

Content 9: The Audited financial statements 2022

	Total number of voting shares	%
For	284,351,527	99.31%
Against	100	0.00%
Abstention	1,975,593	0.69%

Conclusion: The Annual General Meeting FY 2022 approved the Audited financial statements 2022 with votes in favors of 99.31%.

Content 10: Profit distribution plan 2022

	Total number of voting shares	%
For	178,582,007	62.37%
Against	105,782,520	36.94%
Abstention	1,962,693	0.69%

Conclusion: The Annual General Meeting FY 2022 approved Profit distribution plan 2022 with votes in favors of 62.37%.

Content 11: Dividend rate of 2nd dividend payment in 2022

	Total number of voting shares	%
For	178,656,607	62.40%
Against	105,783,820	36.95%
Abstention	1,886,793	0.66%

Conclusion: The Annual General Meeting FY 2022 approved Dividend rate of 2nd dividend payment in 2022 with votes in favors of 62.40%.

Content 12: Dividend plan 2023

	Total number of voting shares	%
For	178,646,991	62.39%
Against	105,783,420	36.94%
Abstention	1,896,809	0.66%

Conclusion: The Annual General Meeting FY 2022 approved Dividend plan 2023 with votes in favors of 62.39%.

Content 13: Selection of auditing firms for FY 2023

	Total number of voting shares	%
For	282,495,642	98.66%
Against	1,584,900	0.55%
Abstention	2,246,678	0.78%

Conclusion: The Annual General Meeting FY 2022 approved Selection of auditing firms for FY 2023 with votes in favors of 98.66%.

Content 14: BOD & BOS Budget 2023

	Total number of voting shares	%
For	284,422,611	99.33%
Against	400	0.00%
Abstention	1,904,209	0.67%

Conclusion: The Annual General Meeting FY 2022 approved BOD & BOS Budget 2023 with votes in favors of 99.33%.

Content 15: Removal of 01 member of the Board of Directors and 01 member of the Board of Supervisors for the term V (2021 – 2025)

	Total number of voting shares	%
For	282,340,813	98.65%
Against	2,088,469	0.73%
Abstention	1,762,809	0.62%

Conclusion: The Annual General Meeting FY 2022 approved Removal of member of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025) with votes in favors of 98.65%.

Content 16: List of candidates to nominate as member of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025)

	Total number of voting shares	%
For	282,346,313	98.66%
Against	2,087,969	0.73%
Abstention	1,757,809	0.61%

Conclusion: The Annual General Meeting FY 2022 approved List of candidates to nominate as member of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025) with votes in favors of 98.66%.

Content 17: The Meeting Minutes AGM FY 2022

	Total number of voting shares	%
For	284,208,849	99.34%
Against	0	0.00%
Abstention	1,889,993	0.66%

Conclusion: The Annual General Meeting FY 2022 approved the Meeting Minutes AGM FY 2022 with votes in favors of 99.34%.

The vote-counting was adjourned at 15h45' on the same date.

The Vote-Counting Committee committed that the vote-counting process was truthful and accurate.

The vote-counting minutes was made at 15h45' on 25 April 2023. This minutes will be attached to the meeting minutes of AGM FY 2022 of the Company.

THE VOTE-COUNTING COMMITTEE



LE ANH QUAN



NGUYEN ANH KHOA

THE VOTE-COUNTING SUPERVISOR



NGUYEN THI XUAN DUNG





VOTE-COUNTING MINUTES
ADDITIONAL ELECTION FOR BOD MEMBER
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Based on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-DHĐCĐ dated 08 August 2022,

A. Company profile

- Company name: Ho Chi Minh City Securities Corporation (HSC)
- Head Office: 2, 5, 6, 7, 11 &12, AB Tower, 76A Le Lai Street, Ben Thanh Ward, Dist.1, HCMC
- Phone: (+84 28) 3823 3299 Fax: (+84 28) 3823 3301 Website: www.hsc.com.vn
- Enterprise Registration Certification No. 11/GPHĐKD dated April 19, 2003, issued by State Securities Committee of Vietnam and the License Amendment No. 125/GPĐC – UBCK dated 27 December 2022 issued by State Securities Committee of Vietnam.

Today, on 25 April 2023 at 15h45' at Ben Thanh Grand Ballroom – First Floor – New World Saigon Hotel, 76 Le Lai, Dist.,1 HCMC, the Vote-Counting Committee of Ho Chi Minh City Securities Corporation (“the Company/ HSC”) checked and counted election ballots for additional election 01 member of the Board of Directors (“BOD”) at Annual General Meeting of Shareholders for the fiscal year 2022 (“AGM”). Details are as below:

B. Participants

1. The Vote – Counting Committee

- Mr. Le Anh Quan Head of the Vote-Counting Committee
- Mr. Nguyen Anh Khoa Member

2. The Vote-Counting Supervisor

- Ms. Nguyen Thi Xuan Dung Shareholders' nominee

C. Principles and results of vote-counting

1. Principles of vote-counting

- The votes of treasury shares of the Company are 840,418 voting shares, accounting for 0.18% of total number of shares of the Company to be deducted.
- The invalid election ballots will not be counted in the voting process.

2. The voting shares

- Total number of shares: 458,052,367 shares



- Total number of shareholders and shareholders' nominees were invited to attend the AGM FY 2022 were 24,475 persons, representing 457,211,949 shares of the Company, equivalent 457,211,949 voting shares, accounting for 100% of total number of voting shares of the Company.
- Total number of participants who are shareholders and shareholders' nominees to attend the Meeting were 359 persons, representing 297,320,388 shares of the Company, equivalent 297,320,388 voting shares, accounting for 65.03% of total number of voting shares of the Company.
- Total number of election ballots sent to System were 163, equivalent 282,528,758 voting shares, accounting for 95.03% of total number of voting shares attending AGM FY 2022.
 - Total number of election ballots given out: 359, equivalent 297,320,388 voting shares, accounting for 100% of total number of voting shares attending AGM FY 2022.
 - Total number of election ballots collected: 163, equivalent 282,528,758 voting shares, accounting for 95.03% of total number of voting shares attending AGM FY 2022

In which:

- Total number of valid election ballots: 163, equivalent 282,528,758 voting shares, accounting for 95.03% of total number of voting shares attending AGM FY 2022.
- Total number of invalid election ballots: 0, equivalent 0 voting shares, accounting for 0% of total number of voting shares attending AGM FY 2022.

3. Voting result

3.1. Result of additional election of member of the BOD for the term V (2021 – 2025)

Name of candidate	Total number of voting shares	%
Ms. Phan Quynh Anh	282,528,758	100.00%



3.2. List of elected candidates as member of the BOD for the term V (2021 – 2025)

1. Ms. Phan Quynh Anh

The vote-counting was adjourned at 15h45' on the same date.

The Vote-Counting Committee committed that the vote-counting process was truthful and accurate.

The vote-counting minutes was made at 15h45' on 25 April 2023. This minutes will be attached to the meeting minutes of AGM FY 2022 of the Company.

THE VOTE-COUNTING COMMITTEE

THE VOTE-COUNTING SUPERVISOR

LE ANH QUAN

NGUYEN ANH KHOA

NGUYEN THI XUAN DUNG



VOTE-COUNTING MINUTES
ADDITIONAL ELECTION FOR BOS MEMBER
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-DHDCĐ dated 08 August 2022,*

A. Company profile

- Company name: Ho Chi Minh City Securities Corporation (HSC)
- Head Office: 2, 5, 6, 7, 11 & 12, AB Tower, 76A Le Lai Street, Ben Thanh Ward, Dist.1, HCMC
- Phone: (+84 28) 3823 3299 Fax: (+84 28) 3823 3301 Website: www.hsc.com.vn
- Enterprise Registration Certification No. 11/GPHĐKD dated April 19, 2003, issued by State Securities Committee of Vietnam and the License Amendment No. 125/GPĐC – UBCK dated 27 December 2022 issued by State Securities Committee of Vietnam.

Today, on 25 April 2023 at 15h45' at Ben Thanh Grand Ballroom – First Floor – New World Saigon Hotel, 76 Le Lai, Dist.,1 HCMC, the Vote-Counting Committee of Ho Chi Minh City Securities Corporation (“the Company/ HSC”) checked and counted election ballots for additional election 01 member of the Board of Supervisors (“BOS”) at Annual General Meeting of Shareholders for the fiscal year 2022 (“AGM”). Details are as below:

B. Participants

1. The Vote – Counting Committee

- Mr. Le Anh Quan Head of the Vote-Counting Committee
- Mr. Nguyen Anh Khoa Member

2. The Vote-Counting Supervisor

- Ms. Nguyen Thi Xuan Dung Shareholders' nominee

C. Principles and results of vote-counting

1. Principles of vote-counting

- The votes of treasury shares of the Company are 840,418 voting shares, accounting for 0.18% of total number of shares of the Company to be deducted.
- The invalid election ballots will not be counted in the voting process.

2. The voting shares

- Total number of shares: 458,052,367 shares



- Total number of shareholders and shareholders' nominees were invited to attend the AGM FY 2022 were 24,475 persons, representing 457,211,949 shares of the Company, equivalent 457,211,949 voting shares, accounting for 100% of total number of voting shares of the Company.
- Total number of participants who are shareholders and shareholders' nominees to attend the Meeting were 368 persons, representing 297,320,388 shares of the Company, equivalent 297,320,388 voting shares, accounting for 65.03% of total number of voting shares of the Company.
- Total number of election ballots sent to System were 161, equivalent 282,518,558 voting shares, accounting for 95.02% of total number of voting shares attending AGM FY 2022.
 - Total number of election ballots given out: 368, equivalent 297,320,388 voting shares, accounting for 100% of total number of voting shares attending AGM FY 2022.
 - Total number of election ballots collected: 161, equivalent 282,518,558 voting shares, accounting for 95.02% of total number of voting shares attending AGM FY 2022

In which:

- Total number of valid election ballots: 161, equivalent 282,518,558 voting shares, accounting for 100% of total number of voting shares attending AGM FY 2022.
- Total number of invalid election ballots: 0, equivalent 0 voting shares, accounting for 0% of total number of voting shares attending AGM FY 2022.

3. Voting result

3.1. Result of additional election of member of the BOS for the term V (2021 – 2025)

Name of candidate	Total number of voting shares	%
Mr. Tran Thai Phuong	282,518,558	100.00%

3.2. List of elected candidates as member of the BOS for the term V (2021 – 2025)

1. Mr. Tran Thai Phuong

The vote-counting was adjourned at 15h45' on the same date.

The Vote-Counting Committee committed that the vote-counting process was truthful and accurate.

The vote-counting minutes was made at 15h45' on 25 April 2023. This minutes will be attached to the meeting minutes of AGM FY 2022 of the Company.

THE VOTE-COUNTING COMMITTEE

THE VOTE-COUNTING SUPERVISOR



LE ANH QUAN



NGUYEN ANH KHOA



NGUYEN THI XUAN DUNG





ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022 HO CHI MINH CITY SECURITIES CORPORATION

AGENDA

TIME	CONTENTS
13:30 – 14:00	OPENING CEREMONY
	<p>Verification of AGM quorum</p> <p>Approving The Presiding Board Members of the AGM and The Vote Counting Committee</p> <p>Introducing The Secretary Members</p>
14:00 – 15:00	REPORTS
14:00 – 14:05	Agenda of the AGM FY 2022
14:05 – 14:15	The Board of Directors' 2022 Performance Report
14:15 – 14:20	The Board of Directors' 2022 Performance Evaluation Report
14:20 – 14:35	CEO's Report on the Company's 2022 Business and Financial Performance
14:35 – 14:50	Business Plan 2023
14:50 – 15:00	The Supervisory Board's Report on Company's operation 2022
15:00 – 15:20	ELECTION
	<p>Removal of member of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025)</p> <p>List of candidates to nominate as member of the Board of Directors and the Board of Supervisors for the term V (2021 – 2025)</p> <p>Election</p>
15:20 – 15:30	TEA BREAK
15:30 – 16:00	PROPOSALS
15:30 – 15:35	The Audited financial statements 2022
15:35 – 15:40	Profit distribution plan 2022
15:40 – 15:45	Dividend rate of 2 nd dividend payment in 2022
15:45 – 15:50	Dividend plan 2023
15:50 – 15:55	Selection of auditing firms for FY 2023
15:55 – 16:00	BOD & BOS Budget 2023
16:00 – 16:40	DISCUSSION AND VOTING
16:40 – 16:45	ELECTION RESULT
	Announce the election result
16:45 – 17:00	CLOSING
	<p>Adoption of minutes of the AGM</p> <p>Disclosure of resolution of the AGM</p> <p>Welcome new members of the BOD & BOS</p> <p>Closing statement</p>

REPORT
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Activities in 2022 and Plan in 2023 of the Board of the Directors

The Board of Directors (“BOD”) would like to report to the Annual General Meeting of Shareholders (“AGM”) activities in 2022 and the plan in 2023 of the BOD.

A. REPORT ON ACTIVITIES IN 2022 OF THE BOARD OF DIRECTORS

I. Activities of the BOD in 2022

1. General activities of the BOD

The BOD fulfilled its commitment and responsibilities as all members participated in all BOD meetings and made important decisions in 2022.

In 2022, the BOD held thirty-three (33) meetings including regular meetings, extraordinary meetings and meetings in the form of written opinions. In the meetings, the BOD approved quarterly, six-month, and full-year business results, analyzed market conditions, reviewed strategic plans for the next quarters and approved other matters under its authority to ensure that the Company's businesses are managed properly.

Details of Resolutions/Decisions of the BOD in 2022

STT	Resolution No.	Date	Contents	Approved rate
1	01/2022/NQ-HĐQT	20 Jan 2022	<ul style="list-style-type: none">- Approved the 4Q 2022 and FY 2021 business results.- Approved the Risk Management Policy.- Approved the regulation on operations of the Investment Committee.- Approved the regulation on operations of the Credit Committee.- Approved the regulation on operations of the Asset Liability Committee.	100% 71,43% 100% 100%
2	02/2022/NQ-HĐQT	22 Feb 2022 For seeking BOD's writing approval	<ul style="list-style-type: none">- Approved time, venue, and agenda of FY 2021 AGM- Approved the record date to finalize the list of shareholders who are eligible to attend the FY 2021 AGM	100% 100%
3	03/2022/NQ-HĐQT	24 Feb 2022 For seeking BOD's writing approval	Approved in principle for the BoM to sign contracts and execute transactions that are expected occur in 2022 between the Company and related parties with total value of less than 35% of the Company's total assets recorded in the latest financial statements.	71,43%
4	04/2022/NQ-HĐQT	24 Feb 2022	Approved total bank credit line, which is less than 10% of the Company's total assets recorded in the FY 2021 audited financial statements	100%
5	05/2022/NQ-HĐQT	17/03/2022	<ul style="list-style-type: none">- Approved the addition of additional contents to the agenda of FY 2021 AGM- Agreed in principle the plan to issue shares to existing shareholders and authorized the BoM to develop a and submit a detailed plan to the FY 2021 AGM for approval.- Agreed in principle the plan to pay dividends in form of share issuance and authorized the Board of Management to develop and submit a detailed plan to the FY 2021 AGM for approval.	100% 71,43% 71,43%

STT	Resolution No.	Date	Contents	Approved rate
			<ul style="list-style-type: none"> - Agreed in principle employee stock ownership plan (ESOP) and authorized the Board of Management to develop and submit a detailed plan to the FY 2021 AGM for approval. - Approved the 1Q 2022 business results. - Approved the signing of a legal consultancy contract with Vision and Associates Company Ltd, which is owned by Mr. Pham Nghiem Xuan Bac, the head of HSC's BOS. - Approved of HSC providing cash advance from sales of securities in accordance with relevant laws and authorized the BoM to carry out necessary procedures to obtain the license for this service. - Approved issuances of covered warrants: ACB-HSC-MET02, KDH-HSC-MET01, MBB-HSC-MET10, MSN-HSC-MET05, MWG-HSC-MET11, STB-HSC-MET05, TCB-HSC-MET08, VHM-HSC-MET08, VPB-HSC-MET09, VRE-HSC-MET09. - Agreed to submit the draft of the Company's Charter, internal regulations on corporate governance, regulations on organization and operation of the BOD and the BOS to the FY 2021 AGM for approval. 	71,43%
				71,43%
				71,43%
				71,43%
				100%
6	06/2022/NQ-HĐQT	30/03/2022	<ul style="list-style-type: none"> - Canceled the schedule of AGM FY 2021 supposed to be held on April 21st, 2022. - Canceled the record date of March 06, 2022, to determine which shareholders are eligible to attend AGM FY 2021. - Decided to extend the timing of the AGM FY 2021, no later than Jun 20th, 2022. 	100%
				100%
				100%
7	07/2022/NQ-HĐQT	06/04/2022	Approved the bank credit limit, which is less than 10% of HSC's total assets in the FY 2021 audited financial statements.	100%
8	08/2022/NQ-HĐQT	18/04/2022	Approved a bank credit line of VND 5,000 billion, which is more than 10% of HSC's total assets in the FY 2021 audited financial statements (Information has been disclosed in Information Disclosure No. 49/2022/CV- CBTT on August 5, 2022).	100%
9	09/2022/NQ-HĐQT	18/04/2022	Approved the bank credit limit, which is less than 10% of HSC's total assets in the FY 2021 audited financial statements.	100%
10	10/2022/NQ-HĐQT	04/05/2022	<ul style="list-style-type: none"> - Approved the time, venue, agenda of AGM FY 2021 - Approved the record date to determine which shareholders were eligible to attend the AGM FY 2021. - Approved the FY 2021 profit distribution plan and authorized the Board of Management to develop a detailed plan to be submitted to the AGM FY 2021 for approval. - Approved the share issuance plan to pay 2nd dividend of FY 2021 and authorized the Board of Management to develop a detailed plan to be submitted to the AGM FY 2021 for approval. - Approved the FY 2022 operational budget of the Board of Directors ("BOD") and Supervisory Board ("BOS") to submit to the FY 2021 AGM for approval. - Approved the FY 2022 business plan with profit before tax of VND 1,800 billion and authorized the Board of Management to develop detailed plan to be submitted to the AGM FY 2021 for approval. 	100%
				100%
				71,43%
				71,43%
				100%
				100%
11	11/2022/NQ-HĐQT	20/05/2022 For seeking BOD's writing approval	Processed to register new charter capital of VND 4,252,550,270,000, equivalent to 425,255,027 shares with the State Securities Commission and the Department of Planning and Investment of Ho Chi Minh City. The capital contribution of VND 459,162,760,000 of the Ho Chi Minh City State Financial Investment Company ("HFIC") will be	71,43%

STT	Resolution No.	Date	Contents	Approved rate
			considered after receiving direction from the Prime Minister on the HFIC participation to HSC capital raising issuance in 2021.	
12	13/2022/NQ-HĐQT	30/05/2022 For seeking BOD's writing approval	<ul style="list-style-type: none"> - Canceled the schedule of AGM FY 2021 supposed to be held on June 20, 2022. - Canceled the record date of May 24th, 2022, and the list of shareholders determined to be eligible to attend AGM FY 2021 as of May 24th, 2022. - Decided to delay the timing of FY 2021 AGM 	100% 100% 100%
13	14/2022/NQ-HĐQT	31/05/2022	Approved the bank credit limit, which was less than 10% of HSC's total assets in the FY 2021 audited financial statements.	100%
14	15/2022/NQ-HĐQT	31/05/2022	Approved the bank credit limit, which was less than 10% of HSC's total assets in the FY 2021 audited financial statements.	100%
15	16/2022/NQ-HĐQT	31/05/2022	Approved the bank credit limit, which was less than 10% of HSC's total assets in the FY 2021 audited financial statements.	100%
16	17/2022/NQ-HĐQT	20/06/2022	<ul style="list-style-type: none"> - Approve time, date, and agenda of FY 2021 AGM - Approved the record date to determine which shareholders were eligible to attend the AGM FY 2021. 	71,43% 71,43%
17	18/2022/NQ-HĐQT	28/06/2022 For seeking BOD's writing approval	Approved the covered warrant issuance: FPT-HSC-MET10, HPG-HSC-MET09, MSN-HSC-MET06, PNJ-HSC-MET06, POW-HSC-MET01, STB-HSC-MET06, TCB-HSC-MET09, VNM-HSC-MET08, VPB-HSC-MET10, VRE-HSC-MET10	100%
18	19/2022/NQ-HĐQT	04/07/2022	Approved the bank credit limit, which was less than 10% of HSC's total assets in the FY 2021 audited financial statements.	100%
19	20/2022/NQ-HĐQT	04/07/2022	Approved a bank credit line of VND 4,000 billion, which is more than 10% of HSC's total assets in the FY 2021 audited financial statements (Information has been disclosed in Information Disclosure No. 49/2022/CV- CBTT on August 05, 2022).	100%
20	21/2022/NQ-HĐQT	12/07/2022	Approved the bank credit limit, which was less than 10% of HSC's total assets in the FY 2021 audited financial statements.	100%
21	22/2022/NQ-HĐQT	14/07/2022	Approved the agenda and documents of the FY 2021 AGM.	100%
22	23/2022/NQ-HĐQT	14/07/2022	Approved a bank credit line of VND 5,000 billion, which is more than 10% of HSC's total assets in the FY 2021 audited financial statements (Information has been disclosed in Information Disclosure No. 49/2022/CV- CBTT on August 05, 2022).	100%
23	24/2022/NQ-HĐQT	14/07/2022	Approved the bank credit limit, which was less than 10% of HSC's total assets in the FY 2021 audited financial statements.	100%
24	25/2022/NQ-HĐQT	01/08/2022 For seeking BOD's writing approval	Recorded the issuance results of the charter capital raising issuance in FY 2021.	100%
25	26/2022/NQ-HĐQT	13/09/2022 For seeking BOD's writing approval	Approved the covered warrant issuance: ACB-HSC-MET03, FPT-HSC-MET11, HPG-HSC-MET10, MBB-HSC-MET11, MSN-HSC-MET07, MWG-HSC-MET12, POW-HSC-MET01, STB-HSC-MET07, TCB-HSC-MET10, VHM-HSC-MET09, VIB-HSC-MET01, VNM-HSC-MET09, VPB-HSC-MET11, VRE-HSC-MET11, FPT-HSC-MET12, HPG-HSC-MET11, MBB-HSC-MET12, MWG-HSC-MET13, STB-HSC-MET08, TCB-HSC-MET11, VHM-HSC-MET10, VRE-HSC-MET12	100%



STT	Resolution No.	Date	Contents	Approved rate
26	27/2022/NQ-HĐQT	13/09/2022	Approved the bank credit limit, which was less than 10% of HSC's total assets in the FY 2022 reviewed interim financial statements.	100%
27	28/2022/NQ-HĐQT	27/10/2022	- Approved the Q3.2022 business results. - Approved the Regulation on Information Disclosure.	100% 100%
28	29/2022/NQ-HĐQT	27/10/2022	Approved the bank credit limit, which was less than 10% of HSC's total assets in the FY 2022 reviewed interim financial statements.	100%
29	30/2022/NQ-HĐQT	09/12/2022	Approved the bank credit limit, which was less than 10% of HSC's total assets in the FY 2022 reviewed interim financial statements.	100%
30	31/2022/NQ-HĐQT	09/12/2022	Approved the bank credit limit, which was less than 10% of HSC's total assets in the FY 2022 reviewed interim financial statements.	100%
31	32/2022/NQ-HĐQT	29/12/2022 For seeking BOD's writing approval.	Approved the second dividend cash payment of FY 2021 and advanced 1 st cash dividend payment of FY 2022	100%
32	33/2022/NQ-HĐQT	29/12/2022 For seeking BOD's writing approval.	Approving the dossier and implementing the plans to issue shares to existing shareholders and pay dividend in form of share issuance as approved by the 2021 AGM on August 8, 2022.	71,43%

2. Activities of independent members of the BOD and independent members' evaluation of the activities of the BOD

The two independent members of the BOD of HSC are veterans in the banking and securities industries, in both domestic and international markets. Since joining the BOD, the two independent members have worked closely with the other members of the BOD, members of the Board of Supervisory ("BOS") and members of the Board of Management ("BOM") and actively made meaningful contributions to strategic decisions of HSC. The independent members evaluate, discuss and challenge business matters constructively and comprehensively to help HSC improve its corporate governance and operations. Particularly in 2022, with their skills and experience, independent members made significant contributions to strategic directions and risk management activities to help HSC proactively respond and overcome difficulties and manage risks effectively.

Independent BOD members acknowledged that the BOD worked with a strong sense of responsibility towards shareholders, investors, partners, employees, and other stakeholders. Besides, the BOD was transparent in corporate governance and fully complied with laws and regulations applicable for public companies and listed companies in 2022.

2022 was obviously a challenging year with many challenges including fluctuations of the stock market and geopolitical risks, but the BOD worked alongside with the BoM to help HSC not only overcome difficulties but also deliver encouraging business performance and complete the issuance of shares to increase shareholders' capital as approved by the AGM in 2021.

The BOD also regularly reviewed and evaluated issues related to strategy, business plan implementation, risk management, technology investment and management system and business process improvement in their meetings to make strategic decisions on a timely manner.

Meetings of the BOD were convened in a timely manner and conducted in accordance with the procedures specified in the Charter and internal regulations on corporate governance of HSC. Decisions of the BOD at the meetings are approved by the BOD on the principle of majority. Meeting minutes are fully prepared and signed by the members of the BOD attending the meeting.

3. Activities of committees under the BOD

The BOD has established three (03) sub-committees directly under the BOD, namely Risk Management Committee, Internal Audit Committee and Human Resources - Remuneration Committee.

The committees are responsible for advising and supporting the BOD in monitoring and strengthening the Company's internal control activities. Members of all three committees are non-executive members and the chairpersons of the Risk Management Committee and the Human Resources - Remuneration are independent members.

In 2022, the committees under the BOD completed their tasks and duties in providing effective advice on important issues for the BOD.

Name	Position	Risk Management Committee	Internal Audit Committee	Remuneration Committee
Johan Nyvene	Chairman Non-executive Board member	√		√
Le Anh Minh	Vice Chairman Non-executive Board member	√	√	√
Le Hoang Anh	Member Non-executive Board member	√	√	
Andrew Colin Vallis	Member Independent Board member	Chairman	√	
Nguyen Thi Hoang Lan	Member Independent Board member			Chairman
Dang Nguyet Minh	Member The Board of Supervisors		Chairman	

The Risk Management Committee

In 2022, HSC highly focused on risk management at all activities of the Company, especially key activities to further strengthen risk control and enhance the overall risk management system.

Particularly, the Risk Management Committee approved regulations and policies before submitting them to the BOD for final approval. The Committee also regularly reviewed risk and compliance reports, risk portfolios and material risks of major businesses and assessed the overall business environment and material factors that might affect HSC's operations.

The Internal Audit Committee

In 2022, the Internal Audit Committee inspected the interim and annual financial statements of the Company, supervised operations of the Internal Audit department and approved the 2022 audit plan in accordance with the risk management direction for the 2023 – 2025 period. The committee also coordinated with the BOS to carry out its activities and explained the monitoring results of the Internal Audit Committee in 2021 to report to shareholders.

The Nomination and Remuneration Committee

In 2022, the Nomination and Remuneration Committee advised and proposed salary, bonus, and other benefits of each member of the BOD and the BOS. The committee also reviewed the annual employee budget of HSC.

4. Remuneration, expenses and other benefits of the BOD and BOS and of each member of the BOD and BOS

The BOD and BOS's remuneration and operating expenses in 2022

Contents	Amount (VND)
BOD & BOS Budget 2022	17,205,935,716
BOD remuneration	4,608,205,129
BOS remuneration	1,146,666,667
BOD & BOS bonus	0
Other operating expenses	11,451,063,920

Details of remuneration of each member of the BOD in 2022

No.	Name	Position	Remuneration (VND)
1	Mr. Johan Nyvene	Chairman	1,301,538,462
2	Mr. Le Anh Minh	Vice Chairman	706,666,667
3	Mr. Le Hoang Anh	Member	573,333,333
4	Mr. Nguyen Hong Van	Member	306,666,667
5	Mr. Tran Quoc Tu	Member	306,666,667
6	Mr. Andrew Colin Vallis	Independent Member	773,333,333
7	Mrs. Nguyen Thi Hoang Lan	Independent Member	640,000,000
	Total		4,608,205,129

Details of remuneration of each member of the BOS in 2022

No.	Name	Position	Remuneration (VND)
1	Mr. Pham Nghiem Xuan Bac	Chairman	493,333,333
2	Mrs. Dang Nguyet Minh	Member	426,666,667
3	Mrs. Nguyen Thi Thu Thanh	Member	226,666,667
	Total		1,146,666,667

Remuneration of Chief Executive Officer in 2022

No.	Name	Position	Remuneration (VND)
1	Mr. Trinh Hoai Giang	Chief Executive Officer	9,000,000,000

Other benefits offered to members of the BOD and BOS

Members of the BOD and BOS are entitled to management liability insurance and travel expenses and allowances. Health check-ups, car and phone allowances and other benefits and allowances according to the Company's policy are only offered to the chairman of the BOD.

5. Supervisory activities of the BOD

In 2022, the BOD supervised activities of Chief Executive Officer and the BoM in implementing the resolutions of the AGM and the BOD through monitoring and inspecting daily operations of the Company and reviewing quarterly business result reports as well as ad-hoc reports.

The BOD acknowledged that the Chief Executive Officer and the BoM have exercised their assigned rights and duties in accordance with provisions of current laws and regulations as well as HSC's Charter and resolutions of the AGM. The Chief Executive Officer and the BoM tried their best to overcome market's fluctuations and difficulties in 2022 to achieve encouraging business results and at the same time, continued to deliver strong performances in enhancing corporate culture and working environment towards sustainable development and further improve corporate governance and risk management.

and the approval of the FY 2021 AGM as stated in the Resolution No. 01/2021/NQ-ĐHĐCĐ dated March 31, 2021.

The BOD is implementing the share issuances in accordance with the Resolution No. 01/2022/NQ-ĐHĐCĐ dated August 8, 2022 of the FY 2021 as follows:

- The dossier for issuing shares to existing shareholders and issuing shares to pay the second 2021 dividend was submitted to the State Securities Commission (SSC) on January 3, 2023.
- After receiving the approval from the SSC on the issuances, the BOD will continue to submit the application for issuing shares to employees (ESOP).

B. OPERATION PLAN OF THE BOD IN 2023

Based on the view that the Vietnamese stock market remains challenging in 2023, the BOD will focus on the following activities:

- Continue to enhance core strengths including human resources to constantly improve HSC's competitiveness and its ability to capture market opportunities;
- Accelerate the digital transformation progress and apply advanced technology to processes and products to digitize all activities of the Company. The ultimate goal is to build a business development strategy that leverages digital transformation, the development trend that is expected to emerge in the stock market in the future;
- Provide new solutions and investment products to further enhance the current product and service portfolio to offer clients exceptional experiences;
- Improve corporate governance and risk management. Enhance the capabilities and role of the committees under the BOD and independent members of the BOD; and
- Develop a social responsibility plan to improve the effectiveness of these activities to continue to make meaningful contributions and positive spill-over effect to the community.

The Board of Directors of HSC would like to submit the above report on activities in 2022 and plan in 2023 of the BOD to the Annual General Meeting of Shareholders.

On behalf of the Board of Directors of HSC, we would like to thank our shareholders, investors, clients, employees and other stakeholders for their continuing trust and support. The Board of Directors believes that with the endless efforts of our people and the trust of our shareholders, investors, clients and other stakeholders, HSC will continue to deliver exceptional performances in 2023 and beyond and reaffirm its position as a leading institution and most trusted partner in the capital markets in Vietnam.

**ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- As aforementioned
- BOD's office for record

REPORT**ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION****Subject: Evaluation of Independent Members
on Activities of the Board of Directors of HSC in FY 2022**

Implementing Decree 155/2020/ND-CP guiding the Law on Securities, the independent members of the Board of Directors (“BOD”) would like to report to the General Meeting of Shareholders, their evaluation of the BOD's performance in 2022 as follows:

I. General comments

- In 2022, the BOD of HSC demonstrated a strong sense of responsibility to shareholders, investors, employees and other stakeholders, transparency in governance and compliance with laws and regulations applicable for listed companies. All meetings of the BOD were convened in a timely manner and followed the procedures specified in the charter and internal regulations on corporate governance of HSC.
- Matters related to strategy, business plan implementation, risk management, technology investment, and the strengthening of management systems and procedures were reviewed and evaluated by the BOD in its periodic meetings. It was noted that 2022 was a particularly challenging year, with significant volatility in the stock market, and geo-political issues both domestic and international. However, the BOD and the Board of Management (“BOM”) navigated the year with positive business results and completed the 2021 approved capital raise.
- Decisions of the BOD at the meetings were approved on the principle of a majority vote. Meeting minutes were fully prepared and signed by members who attended the meetings.

II. Detailed evaluations**1. Evaluation on organization of the BOD**

- In the term V (2021-2025), the BOD is comprised of seven (07) members, including two (02) independent members. Therefore, the structure of the BOD of HSC complies with the Decree 155/2020/ND-CP guiding the Law on Securities.
- The Sub-committees under the BOD were also proactive and contributed positively to the effectiveness of the BOD's activities. The Chairman and Vice-chairman of the BOD participated in all Sub-committees with advisory and supporting roles, while independent members of the BOD serve as chairmen of the Sub-committees with supervisory roles. In these roles, the independent BOD members worked directly with the Governance, Risk and Compliance division, Internal Audit division, and Human Resources division to monitor and review risk management activities, to assess the compliance and accounting standards and to monitor the company's financial performance, human resources and salary, bonus and welfare policies. On a quarterly basis, the Subcommittees report their activities at BOD meetings.

2. Evaluation on operations of the BOD

- In 2022, the BOD held thirty-three (33) meetings including regular meetings, extraordinary meetings, and meetings in the form of written opinions. Meetings of the BOD were convened and conducted with clear schedules and had all documents prepared and circulated in advance in accordance with provisions of HSC's charter as well as applicable laws. In all meetings, the

BOD members had transparent and frank discussions on the content and related matters. All decisions were made based on holistic and careful consideration.

- The BOD and Subcommittees operated in accordance with the company's charter, internal regulations on corporate governance and operational regulations of the BOD and the Subcommittees.

3. Evaluation on governance and supervision activities

- In general, the BOD fulfilled its roles and responsibilities in implementing business plans, policies and strategic orientations approved by the General Meeting of Shareholders.
- The BOD complied with regulations on corporate governance, convened periodic and extraordinary meetings in a timely manner to promptly make strategic decisions to guide the company through challenging situations.
- The Company's governance activities complied with the principle of fairness and transparency, ensuring that shareholders and investors can access necessary and legitimate information related to HSC's operations for their investment decisions.
- The BOD effectively performed its supervisory role over activities of the Chief Executive Officer ("CEO") and the BOM in implementing the resolutions of the General Meeting of Shareholders and the BOD through the mechanism of inspection, supervision, quarterly reports on business results, ad-hoc reports at the request of the BOD as well as daily operation monitoring. It is acknowledged that, in 2022, the CEO and the BOD exercised their assigned rights and duties in accordance with applicable regulations and laws, the company's charter, resolutions of the General Meeting of Shareholders. Furthermore, the CEO and the BOM made strong efforts to achieve positive business results, continue to drive HSC towards sustainable development and further promote the roles of corporate governance and risk management in HSC's operations.

The aforementioned matters are major evaluations of independent BOD members on the activities of the BOD in 2022.

As independent members of the BOD, we believe that the BOD of HSC performed its duties fully, honestly and carefully to guide and support the BOM to overcome difficulties in 2022 and effectively implement the resolutions of the General Meeting of Shareholders, demonstrating a high sense of responsibility and strong commitments to shareholders, investors, employees and other stakeholders of HSC.

FOR AND BEHALF OF THE BOARD OF DIRECTORS

INDEPENDENT BOARD MEMBER

INDEPENDENT BOARD MEMBER

ANDREW COLIN VALLIS

NGUYEN THI HOANG LAN

To:

- As above-mentioned
- BOD's office for record

REPORT
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2022
HO CHI MINH CITY SECURITIES CORPORATION

Subject: FY 2022 Business Performance

The Board of Management (“BOM”) would like to report to the General Meeting of Shareholders (“AGM”) the business performance of HSC in 2022.

A. PERFORMANCE OF HSC IN 2022

Despite unfavorable market conditions, HSC still achieved encouraging results in 2022 with a pre-tax profit of VND1,068 billion, which translates to a 25% YoY decrease and is equivalent to 71% of the approved guidance. More specifically:

- Revenue was VND 2,854 billion (-15% YoY).
- Operating expenses were controlled effectively and reduced by 8% YoY.
- Earnings per share (EPS) was VND 1,865.
- Return on average equity (ROE) was 11.2%.

Business Performance (VND billion)	2022	2021	YoY
Revenue (*)	2,854	3,368	-15%
Operating expenses (*)	1,786	1,938	-8%
Profit before tax	1,068	1,430	-25%
Profit after tax	852	1,147	-26%
Return on average equity (ROE)	11.2%	23.8%	
Earnings per share (EPS) – (VND)	1,865	3,685	-49%
Book value per share (VND)	17,268	16,022	8%

(*) Profit and loss are presented on a net basis for comparison purpose.

Revenue breakdown by major business is as follows:

Revenue (VND billion)	2022	2021	YoY
Securities brokerage services fee	882	1,390	-37%
Margin loan interest income	1,273	1,179	8%
Proprietary investments	623	722	-14%
Financial advisory services fee	54	47	16%
Other revenue	22	30	-29%
Total revenue	2,854	3,368	-15%



1. Securities Brokerage Services

Securities brokerage services remained the core business of HSC. In 2022, the stock market's liquidity fell sharply amid strong market turbulences and bearish investor sentiment. Particularly, the average daily trading value decreased significantly by 24% YoY, from VND 26.6 trillion in 2021 to just more than VND 20 trillion in 2022. However, HSC's securities brokerage business was resilient and posted a revenue of VND 882 billion, down by 37% YoY and accounting for 31% of total revenue in 2022 (2021: 41%).

In light of its prudent approach to margin lending, HSC did not provide margin loans to stocks whose prices and liquidity are believed to be artificially driven. Also, most of HSC's clients did not trade the stocks due to the same concerns. That negatively impacted HSC's market share but on the other hand helped the Company prevent financial loss as the stocks declined substantially in 2022.

- Revenue of securities brokerage services provided to retail investors was VND 571 billion, a 41% decline YoY. As regards business development initiatives, in 2022, HSC focused on developing and implementing new client policies, staff training to further enhance client service quality and promoting marketing activities targeting high net worth client segment.
- Revenue of securities brokerage services provided to institutional investors was VND 311 billion, a decline of 26% YoY. HSC was able to maintain high market share in total trading value of foreign investors in 2022.

2. Margin Lending

The demand for margin loans dropped sharply around the end of 2022 following the decline in trading value of the stock market. However, on average basis for the entire 2022, HSC's margin loan balance increased by 2% YoY. Interest income from margin loans reached nearly VND 1,273 billion, accounting for 45% of total revenue in 2022. That is the record profit of the business.

We still strictly adhered to our prudent margin lending approach and thus regularly assessed the risks of securities in our margin loan portfolio. HSC's current loan portfolio is only comprised of large and highly liquid stocks of companies with strong fundamentals.

3. Financial Advisory Services

2022 was another challenging year for the Financial Advisory business. However, the business managed to deliver an encouraging revenue of VND 54 billion, a 16% increase YoY. Furthermore, the Investment Banking division successfully secured a strong pipeline, promising good growth prospect in 2023.

4. Proprietary Investments and Treasury Management

HSC's proprietary investments primarily focus on market-making activities for exchange-traded funds (ETF) and market-making for covered warrants. These two businesses have minimal risk while could generate attractive returns. In 2022, HSC's proprietary investment portfolio delivered a rate of return of 27%, which substantially outperformed the 35% decline of the VN30.

- **Market-making activities for ETFs and covered warrants**
 - Market making activities for ETF funds and trading of futures contracts delivered good results in 2022. As at the end of 2022, the total asset under management (AUM) of the two ETF funds that HSC is the major market maker, E1VFN30 and Diamond, reached VND 25,480 billion, an increase of more than VND 1,000 billion YoY.
 - Covered warrant issuance continued to achieve good performance in 2022 with a profit of VND 127 billion. HSC became the market leader in the covered warrants market in terms of trading value with a market share of 27% in 2022.

- **Treasury management**
- In 2022, the Treasury Management division well accomplished its roles in raising and mobilizing capitals to help HSC optimize capital structure and costs of capital.
- The division was also able to maintain liquidity for all businesses throughout the year, especially during the time of credit tightening in the last quarter.

B. FINANCIAL POSITION

- Total asset value was VND 15,447 billion at the end of 2022, down 37% YoY. The balance was primarily comprised of margin loans and short-term deposits.
- Demand for margin loans fell sharply at the end of 2022 amid unfavorable market conditions and bearish investor sentiment. HSC thus proactively reduced its short-term borrowings. The debt to equity ratio decreased to 1.0x from 2.3x at the end of 2021.

No.	Balance Sheet (VND Billion)	31/12/2022	31/12/2021	YoY
A	Current assets	15,262	24,187	-37%
I	Financial assets	15,196	24,114	-37%
1	Cash and cash-equivalents	5,640	7,199	-22%
2	Financial assets	1,424	2,372	-40%
3	Margin loans	7,379	13,690	-46%
4	Other receivables	753	854	-12%
II	Other current assets	66	72	-8%
B	Long-term assets	184	182	1%
	Total assets	15,447	24,369	-37%
A	Liabilities	7,555	17,044	-56%
I	Short-term liabilities	7,555	17,044	-56%
1	Short-term borrowings	6,938	15,040	-54%
2	Other payables	617	2,004	-69%
B	Owners' equity	7,892	7,325	8%
I	Shareholders' equity	7,892	7,325	8%
	Total resources	15,447	24,369	-37%

Above is the summary of 2022 business performance of Ho Chi Minh City Securities Corporation for the consideration and approval of the shareholders at the Annual General Meeting.

ON BEHALF OF
HO CHI MINH CITY SECURITIES CORPORATION
CHIEF EXECUTIVE OFFICER



TRINH HOAI GIANG

To:

- As aforementioned
- BOD's office for record

REPORT

ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022 HO CHI MINH CITY SECURITIES CORPORATION

Subject: FY 2023 Business Plan

The Board of Management (“BOM”) would like to submit to the General Meeting of Shareholders (“AGM”) the business plan of HSC in 2023.

A. MAJOR ASSUMPTIONS ON THE STOCK MARKET IN 2023

Based on the market average daily trading value in 2022, the actual market performance in the first quarter of 2023 and HSC’s view on market performance for the rest of this year, the Board of Management makes major assumptions on the stock market in 2023 as below:

Stock market trading value (VND billion)	2023F	2022A	YoY	1Q2023 Forecast
Total market trading value	2,254,200	5,020,913	-55%	666,700
Average daily trading value	9,000	20,164	-55%	11,300
Trading value of local investors	1,799,312	4,273,396	-58%	514,592
% of total market trading value	90.0%	92.6%		88.6%
Trading value of foreign investors	454,888	747,517	-39%	152,108
% of total market trading value	10.0%	7.4%		11.4%

B. BUSINESS PLAN OF HSC IN 2023

In 2023, HSC targets to achieve a pretax profit of VND901 billion, a 16% YoY decline.

Business target (VND billion)	2023F	2022A	YoY	1Q2023 Estimate
Revenue (*)	2,338	2,854	-18%	487
Operating expenses (*)	1,437	1,786	-20%	333
Profit before tax	901	1,068	-16%	154
Profit after tax	721	852	-15%	123
Return on average equity (ROE)	8.9%	11.2%		1.5%
Earnings per share (EPS) – (VND)	1,346	1,865	-28%	269
Book value per share (VND)	13,608	17,268	-21%	17,505

(*) Profit and loss of the proprietary investments are presented on a net basis for comparison purpose.

HSC plans to deliver a revenue of VND2,338 billion in 2023, which translates to a 18% decline YoY.

Operating expenses in 2023 are expected to decline by 20% YoY. The ratio of operating expenses over revenue is estimated at 61%, better than this ratio in 2022 at 63%.



Securities brokerage, margin lending and proprietary investments will remain the major revenue drivers of HSC in 2023. Business targets of each business are as follows:

Revenue (VND billion)	2023F	2022A	YoY	1Q2023 Estimate
Securities brokerage fee	497	882	-44%	133
Margin loan interest income	962	1,273	-24%	222
Proprietary investments	650	623	4%	129
Financial advisory services fee	218	54	305%	0
Other revenue	10	22	-54%	2
Total revenue	2,338	2,854	-18%	487

1. Securities Brokerage Services

Based on two major assumptions on the market daily average trading value and the proportion of trading value of local investors in total trading value of the whole market, HSC plans to achieve VND497 billion of securities brokerage fee in 2023 (-44% YoY). In this year, HSC will continue to enhance client policies, service and product quality and trading tools to better serve clients.

2. Margin Lending

Based on the forecast liquidity of the stock market in 2023, the margin lending business in this year is expected to be at the same level in 4Q 2022. With the existing solid shareholder capital base, HSC could flexibly raise debt capital from various sources to serve client demand on margin loan. Besides, we will continue to pursue our robust risk management policies to manage margin lending risk as effectively as we did during the times of market turbulence in 2022.

3. Financial Advisory Services

The Financial Advisory business of HSC is well-positioned, both in terms of human resources and deal pipeline, to capture opportunities from better market conditions in 2023. Based on the deals that the Investment Banking team has secured, the business plans to deliver a total revenue of VND218 billion in 2023, an increase of more than four times YoY.

4. Proprietary Investments and Treasury Management

In 2023, we will continue to pursue our unique business model in proprietary investments to primarily focuses on market making activities, risk hedging and supporting clients' transactions. In this year, the Proprietary Investments division plans to further scale up its covered warrant business. The division will also continue to coordinate with the Financial Advisory business to execute large business restructuring and underwriting transactions once stock market conditions improve.

C. FORECAST FINANCIAL POSITION OF HSC IN 2023

Total assets are forecast to reach VND16.4 trillion as at the end of 2023, which translates to a 6% YoY increase. Assets will primarily comprise of margin loans and financial assets. HSC's plans to deploy and raise additional capital in 2023 are as below:

- To optimize the new capital base to scale up the margin lending business and proprietary investments with a focus on market making and risk hedging activities once the stock market rebounds. Demand for margin loans is expected to recover from the low level in 1Q 2023.
- In the borrowing structure, off-shore loans are expected to range from US\$100 million to US\$140 million.

No.	Balance Sheet (VND Billion)	31/12/2023 (Forecast)	31/12/2022	YoY
A	Current assets	16,223	15,262	6%
I	Financial assets	16,146	15,196	6%
1	Cash and cash-equivalents	4,000	5,640	-29%
2	Financial assets	2,251	1,424	58%
3	Margin loans	9,628	7,379	30%
4	Other receivables	267	753	-65%
II	Other current assets	76	66	15%
B	Long-term assets	182	184	-1%
	Total assets	16,405	15,447	6%
A	Liabilities	8,121	7,555	7%
I	Short-term liabilities	8,121	7,555	7%
1	Short-term borrowings	7,559	6,938	9%
2	Other payables	562	617	-9%
B	Owners' equity	8,283	7,892	5%
I	Shareholders' equity	8,283	7,892	5%
	Total resources	16,405	15,447	6%

Above is the summary of 2023 business plan of Ho Chi Minh City Securities Corporation for the consideration and approval of the shareholders at the Annual General Meeting.

**ON BEHALF OF
HO CHI MINH CITY SECURITIES CORPORATION
CHIEF EXECUTIVE OFFICER**



TRINH HOAI GIANG



To:

- As aforementioned
- BOD's office for record



REPORT

ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022 HO CHI MINH CITY SECURITIES CORPORATION

Subject: Report of the Board of Supervisors in 2022

In 2022, the Board of Supervisors (“BOS”) fulfilled its duties as stated in HSC’s Charter and regulations on the organization and operation of the BOS, assisting the Board of Management (“BOM”) in executing business plans and other matters that were approved by shareholders at the 2021 Annual General Meeting (“AGM”). The BOS is comprised of three (03) members including one independent member, who is the chairman of the board. The BOS represents shareholders to carry out regular audits and supervision tasks and makes necessary and important recommendations to enhance HSC’s risk management and corporate governance. In 2022, the BOS carried out the following activities:

- Supervising activities of the Board of Directors (“BOD”) and the implementation of resolutions approved at the 2021 AGM;
- Supervising HSC’s business activities and financial performances in 2022; and
- Supervising internal audit activities in 2022.

1. Supervision of activities of the BOD and the execution of resolutions approved at the 2021 AGM

In 2022, the BOD held thirty three (33) meetings, of which twenty four (24) meetings were in-person and virtual meetings and the remaining nine (9) meetings were in the form of written opinions. In these meetings, the BOS reviewed the Company’s performance and market conditions and, along with the BOD and BOM, contributed opinions and initiatives to help the Company achieve the business plan approved by the 2021 AGM.

The reports reviewed and key issues discussed in the BOD’s meetings include the followings:

- 2021 annual business performance report in 2022 quarterly business performance reports;
- Approving of the agenda and proposals to be submitted to the 2021 AGM;
- Reviewing and agreeing to submit the drafts of the Company’s Charter, Internal Regulations on Corporate Governance, Regulations on Organization and Operation of the BOD and BOS for approvals of the 2021 AGM;
- Approving the Risk Management Policy, Regulations on Operations of the Investment Committee, Credit Committee and Asset-Liability Committee and Regulation on Information Disclosure;
- Reviewing and approving the business plan in 2022, the capital need and use-of-capital plan of each business in the upcoming years and the proposal on bank borrowings.
- Approving covered warrant issuances in 2022;
- Carrying out necessary procedures to register new charter capital and record results of new share issuance in the charter capital increase in 2021;
- Approving of the intention, documents and detailed plan on issuing shares to existing shareholders, paying the second dividend of 2021 in form of new shares, and issuing stock options to employees; and
- Approving the first interim cash dividend in 2022.

All contributions and recommendations of the BOS as supervisors and representatives of shareholders were respected and thoughtfully considered by the BOD when they made decisions and resolutions on relevant matters.

2. Supervision of 2022 business activities and financial performances

In 2022, together with members of the Audit Sub-committee (BAC), the BOS participated in the 2021 year-end and 2022 interim meetings with HSC's external auditor, PwC Vietnam Limited (PwC), to discuss the scope, audit findings and relevant matters mentioned in the Management letter. According to the auditor's opinion, HSC's business operations were conducted in a transparent manner and had no violations in accounting, finance, and operational processes.

In last year, PwC provided the following services to HSC:

- 2022 interim and annual statutory audits with a service fee of VND 1,056,000,000 (one billion fifty six million dong) (inclusive of VAT); and
- Statutory audits on capital increase and the use of capital raised from the issuance of shares to the public in accordance with the certificate on public offering registration No. 186/GCN-UBCK dated 22 September 2021 with a service fee of VND 401,500,000 (Four hundred and one million five hundred thousand dong) (inclusive of VAT).

Apart from the services, PwC did not provide any other advisory services to HSC in 2022.

In addition, the BOS also reviewed and analyzed HSC's quarterly and YE2022 financial statements and capital adequacy ratio review report. About financial safety, HSC maintained high liquidity and capital-related ratios. HSC's financial safety ratio, calculated in accordance with the guidances of the Ministry of Finance, was 777% as at the end of 2022 (31/12/2021: 566%), 3.3 times higher than the 180% requirement of the State Securities Commission of Vietnam.

Summary of HSC's financial performance in 2022

- Revenue: HSC recorded a total revenue of VND 2,854 billion, a 15% decline YoY and achieving 79% of approved guidance of VND 3,592 billion.
- Profit after tax: HSC delivered a net profit after tax of VND 852 billion, a 26% decrease YoY and achieving 71% of approved guidance of VND 1,201 billion.

The Supervisory Board noted that HSC's business performance in 2022 was encouraging given the substantial fluctuations and decline of the stock market:

- Trading activity and liquidity of the stock market in 2022 declined significantly as the average daily trading value of the three exchanges decreased by 24% YoY to VND 20,164 billion (2021: VND 26,654 billion).
- Investors' sentiment turned cautious amid regulatory inspections in the stock market as well as in other markets including the real estate.
- Global macro challenges and concerns over rising inflation and interest rate also dampened investors' sentiment in 2022.

The BOS is of the view that HSC has a solid financial position and sound financial performance. The Board highly appreciated the business direction and decisions of the BOM in 2022. Particularly, HSC did not have any business activities related to corporate bonds and therefore did not encounter any financial impacts from the turmoil of the corporate bond market in 2022. HSC's BOM made significant efforts and was able to protect the capital and interests of the Company and its shareholders.

Summary of results of each major business in 2022

The BOS acknowledged that all major businesses of HSC operated stably and did not have any material risks. Specifically:

- Revenue of brokerage fees was VND882 billion, a decline of VND 759 billion or -37% YoY and accounting for 31% of HSC's total revenue.
 - In which: brokerage fees from the underlying stock market was VND 814 billion (-39% YoY) and brokerage fees from the derivatives market was VND 67 billion (+13% YoY).
- The margin lending business posted a total revenue of VND1,273 billion, an increase of VND 95 billion or +8% YoY and accounting for 45% of HSC's total revenue.
 - The average lending rate increased slightly by an absolute amount of 6% to 10.7% p.a. from the level of 10.1% p.a. in 2021 but was equal to the rate in 2020. The rate adjustment was aligned with HSC's strategy in 2022.
 - HSC's margin loan balance as at the end of December 2022 was VND 7,379 billion, a decrease of VND 6,311 billion or -46% YoY.
 - The BOS concluded that the margin lending business was effective in 2022 in spite of remarkable turbulences in the stock market. The Board also acknowledged that the decrease in margin loan balance was aligned with the prudent margin lending policies of the BOM.
- The proprietary investment business recorded a total revenue of VND 623 billion, which translates to an average return of 27% and a decrease of VND 99 billion or -14% YoY, contributing 22% of HSC's total revenue.
- The corporate finance business delivered a revenue of VND 54 billion, which was VND 7 billion or 16% increase YoY.
 - The revenue in 2022 was primarily contributed by successfully concluded deals in the real estate, banking and other financial services industries.

The BOS noted that HSC's total operating expenses in 2022 was 8% lower than the budgeted level and that is reasonable given the decline in revenue.

The BOS highly appreciated the efforts the BOM made in the time of challenging business environment in 2022 with increasing competition for market share amongst securities companies and the substantial decline and volatility of the Vietnamese stock market. Furthermore, HSC's margin lending risk management is considered effective given the level of stock price and market liquidity decreases. The BOS noted that the BOM had right strategies by which HSC did not chase market share and not loosen lending conditions but only provided margin loans to stocks of companies that meet rigorous criteria such as healthy financial position, large market capitalization and high liquidity. With this strategy, HSC has been able to avoid the risk of bad debts in times of market turbulences such as in 2022.

Summary of client development activities in 2022

The Supervisory Board noted that in 2022, HSC's BOM proactively promoted various client-focused activities across major businesses as follows:

- Continued to upgrade the digital trading platform myhsc with new features added from 15 August 2022 to enhance client experience.
- The Retail Client division has successfully segmented its client base and that is the starting point for the division to promote client development activities:
 - Implemented new client policies, which are more appropriate right in the year.



- Launched a dedicated channel to provide consultation and market information to clients.
 - Organizing C2C (corporates to clients) events to connect clients with listed companies on a monthly basis.
 - Developed the Digital MKT channel to reach target clients more effectively.
- Institutional clients:
- Organized the Emerging Vietnam conference in June 2022.
 - Hosted quarterly/ annual online earnings calls for various listed companies.

The BOS acknowledged the efforts and success of the BOM in seeking new clients as well as maintaining the current client base in spite of the unfavorable market conditions in 2022.

Report on compliance of current laws and regulations

The BOS was informed that on 13 December 2022, HSC received the decision No. 441/QĐ-XPVPHC dated 01 December 2022 of the State Securities Commission on sanctioning HSC's administrative violation of untimely disclosure of information.

The BOS noted that HSC's BOM immediately carried out the following actions:

- On 13 December 2022, HSC paid a fine of VND 60,000,000 (Sixty million VND) to the Hanoi State Treasury to comply with the sanctioning decision.
- Amended the regulations on information disclosure (Information Disclosure) and submitted the amended regulations for approval of the BOD for approval on 27 October 2022.

The BOS recommends the BOM to continue to update the process/instructions on information disclosure in accordance with the regulations approved by the BOD to ensure that all information disclosure activities comply with relevant laws and/or regulations as guided by HSC's strong culture of compliance.

Summary of key financial indicators

STT	Chỉ tiêu	Năm 2022	Năm 2021
1	Capital safety ratio	777%	520%
2	Liquidity ratio		
a	Current ratio (times)	2,0	1,4
b	Total debt to Total assets ratio (times)	0,5	0,7
3	Capital structure ratios		
a	Shareholder's capital to Total resources (times)	0,5	0,3
4	Profitability ratios		
a	ROAE (Net profit after tax/ Owner's equity)	11,2%	23,8%
b	ROAA (Net profit after tax/ Total assets)	4,3%	6,2%

3. Supervision of internal audit activities in 2021

As regards Internal Audit (Internal Audit) activities, the BOS sets requirements for the audit plan for the period from 2023 to 2025 and submitted the plan for consideration and approval of BOD. Accordingly, the audit plan for the next three (3) years will focus primarily on five areas:

- Operational policies and procedures that are designed and operated in accordance with changes in laws and regulations
- Cybersecurity and data privacy

- Corporate governance and digitization of the company-wide reporting system
- Financial, liquidity and insolvency risks
- Business continuity, crisis risk management and crisis response

The BOS noted that the medium-term audit plan has been approved by the Audit Sub-Committee under the BOD and will be carried out right in 2023.

The BOS noted that in 2022, the Internal Audit department conducted relevant inspection activities to assess the compliance and risk management of various activities of the Company. In addition, the Internal Audit department also actively advised many departments in the Company on the implementation of the recommendations of the Internal Audit department in previous audits. All audit activities and audit results in 2022 were reported in detail to the Audit Sub-Committee. Accordingly, the conclusion of the Internal Audit department is:

- The Company's internal control system has been established and operated effectively and is capable of preventing, detecting and handling the Company's risks.
- The Company's current risk management and governance processes are rigorously designed and highly effective.

The BOS recommends that the Internal Audit department should continually innovate its approach in conducting approved audit plans. Particularly, the Internal Audit department should expand its view and scope beyond each audit project to identify emerging trends in the business processes as well as opportunities to enhance the processes of HSC.

4. Remuneration of the BOS in 2022

Total remuneration of the BOS in 2022 was VND 1,146,666,667 (One billion one hundred and forty six million six hundred and sixty six thousand six hundred and sixty seven VND) (inclusive of personal income tax).

5. Plan of the BOS in 2023

In 2023, the BOS will continue to exercise its rights and duties as assigned by the General Meeting of Shareholders in an honest, prudent and most effective manner for the best interest of the Company as follows:

No.	The BOS's Plan
1	Monitoring the activities of the BOD in 2023 and the implementation of the resolutions of the General Meeting of Shareholders in 2022
2	Monitoring HSC's business and financial position in 2023
3	Monitoring activities of Internal Audit department in 2023

**ON BEHALF OF
THE BOARD OF SUPERVISORS
HEAD OF BOS**



PHAM NGHIEM XUAN BAC

To:

- As above-mentioned
- BOD's office for record

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Subject: The Audited Financial Statements for the year ended 31 December 2022

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-DHDCĐ dated 08 August 2022,*

The Board of Directors (“BOD”) would like to submit the FY 2022 Financial Statements audited by Price Waterhouse Coopers Vietnam Co., Ltd to the Annual General Meeting FY 2022 (“AGM”) for your respective approval.

The FY 2022 Audited Financial Statements has been disclosed in accordance with the law regulations and posted on HSC’s webpage. The details are as follows:

1. Report of the Board of Managers
2. Independent Auditors’ Report
3. Balance sheet as of 31 December 2022
4. Income Statement for the year ended 31 December 2022
5. Cash flow statement
6. Statement of changes in equity
7. Notes to the financial statements

In which:

The FY 2022 Financial Statements of HSC with basic financial indicators are as follows:

No.	Items (VND)	FY 2022	FY 2021
1	Total assets	15,446,955,045,214	24,369,103,140,717
2	Net revenue	2,854,223,320,511	3,368,083,839,598
3	Profit before tax	1,067,806,139,655	1,430,335,317,647
4	Profit after tax	852,487,875,934	1,147,062,381,087

The Board of Directors would like to submit it to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Profit distribution plan 2022

Based on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022,

Based on FY 2022 Income Statement of the Board of Management, Report of the Supervisory Board on the Company's activities 2022; FY 2022 Financial Statements audited by the independent auditing firm to be approved by the Board of Directors ("BOD") and the regulations on appropriation rate to funds as set forth in HSC's Corporate Charter, the BOD would like to submit FY 2022 profit distribution plan to the Annual General Meeting ("AGM") for your respective consideration and approval.

The profit after tax for the fiscal year 2022 is VND **852,487,875,934**. The BOD would like to propose the profit distribution plan with the following details:

STT	Items (VND)	Plan 2022		Actual 2021	
		%/PAT	(VND)	%/PAT	(VND))
I	Profit before tax		1,067,806,139,655		1,430,335,317,647
II	Profit after tax	100%	852,487,875,934	100%	1,147,062,381,087
III	Profit distribution	97.45%	830,723,427,628	98.04%	1,124,630,678,413
1	Provisions	3.00%	25,574,636,278	15.00%	172,059,357,163
	Charter capital supplement fund	0.00%	0	5.00%	57,353,119,054
	Compulsory reserve fund	0.00%	0	5.00%	57,353,119,054
	Welfare and reward fund	3.00%	25,574,636,278	5.00%	57,353,119,054
2	Dividends (*)	94.45%	805,148,791,350	83.04%	952,571,321,250
	1 st payment in cash (2.5%)	13.41%	114,302,987,250	13.29%	152,450,410,500
	2 nd payment in cash (5.0%)	26.82%	228,605,974,500	9.96%	114,302,987,250
	2 nd payment in stocks (6.0%)	54.22%	462,239,829,600	59.79%	685,817,923,500
IV	Retained profit (IV)=(II)-(III)	2.55%	21,764,448,306	1.96%	22,431,702,674
V	Retained profit from previous years		372,840,730,572		350,409,027,898
VI	Total retained profit		394,605,178,877		372,840,730,572

(*) Temporary figures depending to the AGM's decision on the FY 2022 final dividend rates.

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Dividend rate of 2nd dividend payment in 2022

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022,*

The Annual General Meeting of Shareholders ("AGM") of Ho Chi Minh City Securities Corporation ("the company") for the FY 2021 approved the plan to distribute FY 2022 dividends, which are based on the net profit of HSC in 2022 after appropriating funds in accordance with HSC's Charter and applicable laws.

Pursuant to the AGM Resolution No. 01/2022/NQ-ĐHĐCĐ dated 08 August 2022 and the BOD Resolution No. 32/2022/NQ-HĐQT dated 29 December 2022, the Board of Directors ("BOD") distributed the first interim FY 2022 cash dividend and now would like to propose the AGM to approve the second cash dividend and stock dividend FY 2022. The details are as below.

A. Distribution of the first interim FY 2022 dividend

The BOD distributed the first interim FY 2022 dividend as follows:

1. Ratio: 2.5% (equivalent to VND 250 per share)
2. Payment method: Cash
3. Record date: 18 January 2023
4. Payment date: 08 February 2023

B. Distribution of the second FY 2022 dividend

The BOD would like to propose the second FY 2022 dividends for the AGM to approve.

I. The second FY 2022 cash dividend

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND 10,000 per share
4. Charter capital: VND 4,580,523,670,000
5. Ratio: 5.0% (equivalent to VND 500 per share)
6. Payment method: Cash
7. Implementation time: The AGM authorizes the BOD to decide the implementation time based on the actual situation and the basics of compliance with relevant laws.



8. Personal income tax (PIT): The AGM authorizes the BOD to deduct the PIT of shareholders corresponding to the dividend income and, on behalf of the shareholders, to pay the deducted PIT to the tax authorities in accordance with applicable laws.

II. FY 2022 stock dividend

The plan to issue shares to pay dividend (the “Plan”)

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND 10,000 per share
4. Issuance ratio: 6.0% of total number of actual outstanding shares at the timing of share issuance of the Plan (i.e., a shareholder who owns 1,000 shares are entitled to receive 60 newly issued shares)
(Issuance ratio: newly issued shares/ total number of actual outstanding shares at the timing of share issuance)
5. The maximum number of expected shares to be issued: 46,223,983 (Forty-six million, two hundred and twenty-three thousand, nine hundred and eighty-three) shares.
6. Price: VND 10,000 per share
7. The maximum par value of shares to be issued: VND 462,239,830,000 (Four hundred and sixty – two billion, two hundred and thirty-nine million, eight hundred thirty thousand Vietnamese Dong).
8. Purpose of the issuance: Pay the second FY 2022 dividend.
9. Participants in the issuance: Existing shareholders on the list of shareholders at the record date provided by Vietnam Securities Depository Center for the purpose of paying FY 2022 stock dividend.
10. Source of capital: Retained earnings as of 31 December 2022 as stated in the FY 2022 audited financial statements of HSC.
11. Expected time of share issuance: After HSC completes the share issuances approved in FY 2021 AGM Resolution No. 01/2022/NQ-ĐHĐCĐ dated 08 August 2022 and receives the approval of the State Securities Commission (“SSC”). The AGM authorizes the BOD to select the time of share issuance in accordance with approval of the AGM and applicable laws.
12. Method of implementation: Shareholders who are entitled to receive FY 2022 stock dividend will exercise the right to receive newly issued shares and are not allowed to transfer the right.
13. Processing with arising odd shares (if any): The number of shares to be issued to existing shareholders for the purpose of paying FY 2022 stock dividend will be rounded down to unit digit. The decimal fraction (if any) will be canceled.
Example: As at the record date, Nguyen Van A owns 1,001 HCM shares and therefore will be entitled to receive $1,001 * 0.06 = 60.06$ shares. The decimal fraction (0.6) is rounded down to zero and thus is canceled. Therefore, the shareholder will receive 60 shares.
14. A positive variance between retained earnings that are expected to be used for stock dividend (based on par value of VND 10,000 per share) and the total par value of shares issued to existing shareholders (based on par value of VND 10,000 per share) will be retained at retained earnings of HSC.
15. Authorization for the BOD:
 1. Decide the record date to finalize the list of shareholders and carry out procedures for obtaining necessary approval from the State agencies to implement the Plan;

2. Decide on the capital source and the specific time to issue shares to pay FY 2022 stock dividend according to the method approved by the AGM and in accordance with applicable laws;
3. Develop a detailed plan to submit and supplement (if requested) required dossiers and procedures to relevant State agencies in compliance with applicable laws;
4. Carry out procedures to amend the content of Charter capital in the Certificate of Business Registration and the company's Charter upon completion of the Plan;
5. Carry out procedures to register the newly issued shares at the Vietnam Securities Depository Center and register for listing of the shares at the Ho Chi Minh City Stock Exchange upon completion of the Plan; and
6. Carry out all other related works and procedures to implement the Plan in accordance with applicable laws or requests of relevant State agencies.

The Board of Directors would like to submit it to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- As above-mentioned
- BOD Office for archiving



PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Subject: 2023 Dividend plan

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022,*

The Board of Directors (“BOD”) of Ho Chi Minh City Securities Corporation (the “Company”) would like to submit HSC’s 2023 dividend plan in case the Company achieves profit for the consideration and approval of the Annual General Meeting of Shareholders. Details of HSC’s 2023 dividend proposal are as below:

1. **Dividend ratio:** Based on to HSC’s actual performance in 2023 at the time(s) of dividend declaration date(s), the AGM authorizes the BOD to decide FY 2023 dividend payment(s), which is expected to be about 80% of 2023 profit after tax, equivalent to about VND700/ share or 7%/ par value (*).
2. **Payment method:** Cash and/or stock
The AGM authorizes the BOD to decide 2023 dividend payment method and report the decision(s) at the nearest AGM.
3. **Implementation time:** The AGM authorizes the BOD to decide the implementation time based on the actual situation and the basics of compliance with relevant laws.
4. **Personal income tax (PIT):** The AGM authorizes the BOD to deduct PIT on dividend income of shareholders, and on behalf of the shareholders, HSC will pay their deducted PIT to tax authorities in accordance with the applicable laws.

The Board of Directors would like to submit it to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



Johan Nyvene
JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

Note:

(*) Total expected number of shares to be calculated at the implementation time of 2023 dividend is based on total expected number of shares after completing the share issuance to existing shareholders with ratio of 50% (1), FY 2021 stock dividend with ratio of 15% (2) and the share issuance to employees – ESOP (3) approved by FY 2021 AGM on 08 August 2022 and FY 2022 stock dividend with ratio of 6% (4) in the case of FY 2022 stock dividend to be approved by FY 2022 AGM.

Total number of outstanding shares as at 03 April 2023	: 457,211,949 shares
- Expected number of shares issued (1)	: 228,605,975 shares
- Expected number of shares issued (2)	: 68,581,792 shares
- Expected number of shares issued (3)	: 16,000,000 shares
- Expected number of shares issued (4)	: 46,223,983 shares
Total expected number of shares at the implementation time of 2023 dividend	: 816,623,699 shares

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Selection of auditing firms for FY 2023

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022,*

The Board of Directors (“BOD”) would like to propose that the Annual General Meeting (“AGM”) delegates the BOD to select one of the Big 4 independent auditing 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.

Based on the quality and the reputation of such auditing firms in Vietnam, the BOD would like to nominate the following list for your respective selection:

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

The Board of Directors would like to submit it to the AGM for your respective approval.

FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Budget for activities of the Board of Directors and the Board of Supervisors 2023

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022,*

The Board of Directors would like to propose that the Annual General Meeting (“AGM”) the budget for activities of the Board of Directors (“BOD”) and the Board of Supervisors (“BOS”) as follows:

- Total budget: VND15,000,000,000 (Fifteen billion Vietnamese Dong).
- The budget will be used for remunerations of seven (07) members of the BOD and three (03) members of the BOS and other expenses relating to activities of the BOD and the BOS in 2023.
- To authorize the BOD to determine the remuneration of each members of the BOD and the BOS based on recommendations of the Board Nomination and Remuneration Committee.

The Board of Directors would like to submit it to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



Johan Nyvene
JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Subject: The Presiding Board Members and The Vote Counting Committee

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022,*

The Board of Directors (“BOD”) of Ho Chi Minh City Securities Corporation would like to submit the Presiding Board Members and the Vote Counting Committee for the consideration and approval of the Annual General Meeting of Shareholders. Details are as follows:

I. The Presiding Board Members

1. Mr. Johan Nyvene – Chairman cum Chairperson of the Meeting
2. Mr. Le Anh Minh – Vice Chairman
3. Ms. Nguyen Thi Hoang Lan – Independent Board Member
4. Mr. Pham Nghiem Xuan Bac – Head of the Board of Supervisors
5. Mr. Trinh Hoai Giang – Chief Executive Officer

II. The Vote Counting Committee

1. Mr. Le Anh Quan – Chief Communications Officer
2. Mr. Nguyen Anh Khoa – Senior Full stack Developer
3. Ms. Nguyen Thi Xuan Dung – Representative of Shareholders

The Board of Directors would like to submit it to the AGM for your respective approval.

FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2022
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Removal of member of the BOD and the BOS

List of candidates to nominate as member of the BOD and the BOS

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022;*
- *HSC's Internal Regulations on Corporate Governance according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022;*
- *HSC's Regulation on organization & operation of the Board of Directors according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022;*
- *HSC's Regulation on organization & operation of the Board of Supervisors according to AGM Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022,*

The Board of Directors of Ho Chi Minh City Securities Corporation (the “Company”) would like to submit removal and list of candidates as member of the Board of Directors (“BOD”) and the Board of Supervisors (“BOS”) for the term V (2021 – 2025) for the consideration and approval of the Annual General Meeting of Shareholders (“AGM”). Details are as follows:

I. Removal of member of the Board of Directors and the Board of Supervisors

On 11 April 2023, HSC received the resignation letter of Mr. Nguyen Hong Van, in which he resigned from the position of the BOD member and the resignation letter of Ms. Nguyen Thi Thu Thanh, in which she resigned from the position of the BOS member for the term V (2021 – 2025).

Pursuant to Article 26 and Article 49 of HSC's Internal Regulation on Corporate Governance, the Board of Directors would like to submit to AGM FY 2022 for the consideration and approval of removal of the below members of the BOD and the BOS for the term V (2021 – 2025) effectively from the end of AGM FY 2022 to be held on 25 April 2023:

1. Mr. Nguyen Hong Van – Non-executive member of the BOD
2. Ms. Nguyen Thi Thu Thanh – Member of the BOS

II. List of candidates to nominate as member of the BOD and the BOS

To ensure 07 members of the BOD and 03 members of the BOS for the term V (2021 – 2025), the Board of Directors announced to Shareholders about self-nomination and nomination for additional election of 01 BOD member and 01 BOS member. Besides, the Board of Directors would like to request the shareholders to self- nominate, nominate, or form a group of shareholders to nominate the candidate(s) to participate in the election of member of the BOD and the BOS for the term V (2021 – 2025).

The Board of Directors received the nominating applications of the candidates of the BOD and BOS for the term V (2021 – 2025) from 11 April to 12:00, 14 April 2023. After considering, all candidates set out below satisfy all conditions and standards required by the law as well as have full capacity for acting a member of the BOD and the BOS (attached Curriculum Vitae of the candidates). Details are as below:

List of candidates to nominate as member of the BOD:

1. Ms. Phan Quynh Anh – Candidate as a Non-executive member of the BOD

List of candidates to nominate as member of the BOS:

2. Mr. Tran Thai Phuong – Candidate as a member of the BOS

The Board of Directors would like to submit it to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- As above-mentioned
- BOD Office for archiving



CURRICULUM VITAE

Full name: PHAN QUYNH ANH

Sex: Male Female

Date of birth:

Place of birth:

ID/Passport No.: Issuing date:

Nationality: Vietnamese

Permanent residence:

Telephone No.:

Education:

Qualifications: Office staff

Education history (Qualifications attached)

Time	Training place	Training Faculty
2001	University of Economics Ho Chi Minh City	Accounting and Auditing
2001-2003	Waikato University (New Zealand)	Graduate Diploma in Accounting
2005-2007	Solvay Brussels School Vietnam	Master of Business Administration
2021	University of Economics Ho Chi Minh City	Certificate of Training for Chief Accounting

Employment history:

Time	Working place	Position
2004-2006	Sheraton Saigon Hotel & Towers	Staff of Accounting Department
5/2006-5/2007	Ho Chi Minh Investment Fund for Urban Development (HIFU)	Staff of Investment Department
6/2007-2011	Ho Chi Minh Investment Fund for Urban Development (HIFU)	Staff of Finance and Accounting Department
2011-nay	Ho Chi Minh City Finance and Investment State-Owned Company (HFIC)	Deputy Director of Finance and Accounting Department

Positions in other companies:

- Member of Board of Supervisors at CHOLIMEX JSC
- Member of Board of Supervisors at Saigon Medical Investment JSC (MECO JSC)

Related interest with the Company (if any):

+ Number of owning shares 36.647.040, on behalf of Ho Chi Minh City Finance and Investment State-Owned Company (HFIC), accounting for 8 % of charter capital.

+ Owning by Individual: 0 share, accounting for 0 % of charter capital

Interest in conflict with the Company (if any): N/A

I hereby certify that the information provided is true and correct and I will bear the full responsibility of the law.

I hereby commit to performing my tasks honestly and prudently in the best interests of the Company as an elected member of the Board of Directors/ the Board of Supervisors.

Approval and opinion of local personnel management organization



Lê Văn Bắc

Declarant

(Signature, Full name)

A handwritten signature in blue ink, appearing to be "Phan Quang Anh".

Phan Quang Anh

Position	Working place	Time
Accounting	University of Economics Ho Chi Minh City	2001-2004
Assistant Lecturer in Accounting	Western University (New Zealand)	2004-2005
Minister of Business Administration	Solway Business School Vietnam	2005-2007
Chief of Finance for Capital	University of Economics Ho Chi Minh City	2007
Staff of Accounting Department	Shimizu Saigon Hotel & Towers	2004-2006
Staff of Investment Dept. team	Ho Chi Minh Investment Fund for Urban Development (HFIC)	2006-2007
Staff of Finance and Accounting Department	Ho Chi Minh Investment Fund for Urban Development (HFIC)	2007-2011
Deputy Director of Finance and Accounting Department	Ho Chi Minh Investment and Investment State-Owned Company (HFIC)	2011-present



CURRICULUM VITAE

Full name: TRAN THAI PHUONG

Sex: Male Female

Date of birth:

Place of Birth:

ID/CCCD/Passport number: issued on

Nationality: Vietnamese

Permanent residence:

Telephone No:

Education:

Qualification: Master of Finance

Education history (qualifications attached)

Time	Training places	Training Faculty
2001 – 2005	University of Economics Ho Chi Minh City	Bachelor of Economics
2007 - 2009	University of Economics Ho Chi Minh City	Master of Finance

Working process:

Time	Working place	Position
2010-2011	Investment Department of Ho Chi Minh City State Finance and Investment State – Owned Company	Expert
2011 – 07/2013	Advisory Board –HFIC Investment Joint Stock Company	Expert

7/2013 – 7/2016	Appraisal Department of Ho Chi Minh City Finance and Investment State – Owned Company	Expert
July 2016 – October 2016	Internal Control Department of Ho Chi Minh City Finance and Investment State – Owned Company	Expert
October 2016 - January 2022	Internal Control Department of Ho Chi Minh City Finance and Investment State – Owned Company	Deputy
01/2022 – 07/2022	Internal Audit Committee of Ho Chi Minh City Finance and Investment State – Owned Company	Deputy
07/2022 to present	State Capital Investment and Management Department of Ho Chi Minh City Finance and Investment State – Owned Company	Deputy

- Positions in other companies:

Member of the Supervisors Board of Ho Chi Minh City Ferry Bridge Construction Joint Stock Company (HFBC)

-Related interest with the Company (if any):

+ Number of owning shares: 23,316,680 shares, on behalf of Hochiminh City Finance and Investment State-Owned Company (HFIC) accounting for 5.09% of charter capital;

+ Owning by Individual: 0 shares, accounting for 0% of charter capital.

-Interest in conflict with the Company (if any): N/A

I hereby certify that the information provided is true and correct and I will bear the full responsibility of the law.

I hereby commit to performing my tasks honestly and prudently in the best interests of the Company as an elected member of the Board of Directors/ the Board of Supervisors.

Approval and opinion of local personnel management organization



Lê Văn Bắc

Declarant
(Signature, Full name)

Trần Thái Phương