**AAS: Annual General Mandate 2024**

On March 25, 2024, Smartinvest Securities Joint Stock Company announced General Mandate No. 01/2024/AAS/NQ-DHDCD as follows:

Article 1: Approve the Report on the Operations of the Board of Directors in 2023

Article 2: Approve the Report on the Operations of the Supervisory Board in 2023

Article 3: Approve Proposal No. 01/2024/TTr-HDQT on the approval of the Audited Financial Statements 2023

The Meeting approved the Financial Statements 2023 audited by TTP Auditing Company Limited.

Article 4: Approve Proposal No. 02/2024/TTr-HDQT on the Business Plan for 2024, specifically as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | 2023 (VND) | 2024 Plan (VND) | 2024 Plan/2023 Results |
| 1 | Charter capital | 2,299,995,210,000 | 4,691,990,220,000 | 204.00% |
| 2 | Total revenue from activities | 656,522,206,728 | 1,000,000,000,000 | 152.32% |
| 3 | Profit before tax | 109,280,378,898 | 300,000,000,000 | 274.52% |
| 4 | Profit after tax | 86,939,040,221 | 240,000,000,000 | 276.06% |
| 5 | Dividends | 4% | 10% | - |

Article 5: Approve the content of Proposal No. 03/2024/TTr-BKS on the selection of an independent audit company for the fiscal year 2024

1. Approve the selection of the audit company for the Financial Statements 2024 from the following list of audit companies:
* International Auditing and Valuation Company Limited;
* An Viet Auditing Company Limited;
* UHY Audit And Advisory Services Limited;
* AASC Auditing Firm Company Limited.
1. In case the above audit companies are not suitable, the Supervisory Board respectfully requests that the General Meeting of Shareholders authorize the Board of Directors to select another audit company from the list of audit companies approved by the State Securities Commission for 2024 which is SmartInvest Securities Joint Stock Company.

Article 6: Approve Proposal No. 04/2024/TTr-HDQT on the profit distribution in 2023

Based on the Company's business performance results in 2023, the Board of Directors respectfully submits to the General Meeting of Shareholders the profit distribution plan for 2023, specifically as follows:

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount (VND) |
| I | Undistributed profit after tax: | 115,538,775,541 |
| 1 | Retained profit from the previous year | 728,594,945,320 |
| 2 | Profits that were used to pay dividends of 2021 by shares in 2023 | (399,999,690,000) |
| 3 | Profits that were used to pay dividends of 2022 by shares in 2023 | (299,995,520,000) |
| 4 | In 2023 | 86,939,040,221 |
| II | Profit distribution plan | 91,999,800,000 |
| 1 | Dividend payment by shares in 2023 (4% of the charter capital) | 91,999,800,000 |
| III | Retained undistributed profit after tax: | 23,538,975,541 |

Article 7: Approve Proposal No. 05/2024/TTr-HDQT on the remuneration for the Board of Directors and the Supervisory Board.

The Meeting unanimously approved the settlement of remuneration for 2023 and the remuneration payment plan for members of the Board of Directors and Supervisory Board in 2024, specifically as follows:

1. In 2023, the Company pays remuneration to members of the Board of Directors and Supervisory Board as follows:
* Chair - Vice Chair of the Board of Directors: VND 120,000,000/person/year;
* Executive members of the Board of Directors: VND 36,000,000/person/year;
* Independent members of the Board of Directors: VND 24,000,000/person/year;
* Chief of the Supervisory Board: VND 24,000,000/person/year;
* Member of the Supervisory Board: VND 12,000,000/person/year.
1. For 2024, the Company will pay remuneration to members of the Board of Directors and the Supervisory Board as follows:
* Chair - Vice Chair of the Board of Directors: VND 120,000,000/person/year;
* Executive members of the Board of Directors: VND 36,000,000/person/year;
* Independent members of the Board of Directors: VND 24,000,000/person/year;
* Chief of the Supervisory Board: VND 24,000,000/person/year;
* Member of the Supervisory Board: VND 12,000,000/person/year.

Article 8: Approve the content of Proposal No. 06/2024/TTr-HDQT on issues that need to be reported to the General Meeting of Shareholders

Article 9: Approve the content of Proposal No. 07/2024/TTr-HDQT on the completion of increasing the Company's charter capital

The General Meeting unanimously approved the completion of the increase in charter capital of the Company as follows:

1. Approve the completion of increasing the Company's charter capital by offering shares to the public and issuing shares to pay dividends for 2021, specifically as follows:
* Charter capital before offering shares to the public and issuing shares to pay dividends: VND 800,000,000,000.
* Increase in charter capital: VND 1,199,999,690,000
* Charter capital after increase: VND 1,999,999,690,000
* Time of capital change: August 15, 2023.
* Purposes of using capital before adjustment:
* Supplement capital for investing in valuable papers in the market: VND 400,000,000,000;
* Supplement capital for lending activities for securities margin trading: VND 240,000,000,000;
* Supplement capital sources for securities issuance underwriting activities: VND 160,000,000,000.
* Purpose of capital use after changing according to Resolution No. 21/2023/NQ-HDQT dated September 18, 2023:
* Supplement capital for investing in valuable papers in the market: VND 400,000,000,000;
* Supplement capital for lending activities for securities margin trading: VND 240,000,000,000;
* Supplement capital for proprietary securities trading activities: VND 160,000,000,000.
1. Approve the completion of increasing the Company's charter capital by issuing shares to pay dividends for 2022, specifically as follows:
* Charter capital before offering shares to the public and issuing shares to pay dividends: VND 1,999,999,690,000.
* Increase in charter capital: VND 299,995,520,000.
* Charter capital after increase: VND 2,299,995,210,000.
* Time of capital change: November 15, 2023.

Article 10: Approve the content of Proposal No. 08/2024/TTr-HDQT on Participation in capital contribution to establish a new subsidiary which is a securities investment fund management company.

The Meeting unanimously approved the Company's participation in capital contribution to establish a new subsidiary, a securities investment fund management company, specifically as follows:

1. Approve the policy of participating in capital contribution to establish a new subsidiary, which is a securities investment fund management company, with a minimum charter capital of VND 25 billion, capital contributed by the holding company (Smartlnvest Securities Joint Stock Company) accounts for a minimum of 51% of charter capital.
2. Authorize the Board of Directors to decide on a detailed plan for the establishment of a subsidiary, including the scale of charter capital, shareholder structure, organizational structure, personnel arrangement, and business plan....and other issues related to the establishment of Subsidiaries in accordance with the provisions of the Law on Securities and current laws.

Article 11: Approve the content of Proposal No. 09/2024/TTr-HDQT on the issuance of shares to pay dividends in 2023

1. Plan to issue shares to pay dividends in 2023

Name of issued share: Share of SmartInvest Securities Joint Stock Company

Share type: Common shares

Par value: VND 10,000/share

Securities code: AAS

Subject of the issuance: Existing shareholders according to the list of shareholders recorded by Vietnam Securities Depository and Clearing Corporation (VSDC) at the record date to receive dividends by shares

Number of outstanding shares: 229,999,521 shares

Issuance method: By exercising the rights

Exercise rate (expected): 4% (Shareholders receive 01 new shares as dividend for every 25 shares they own)

Number of shares expected to be issued: 9,199,980 shares

Total expected issuance value at par value: VND 91,999,800,000

Issuance sources: Undistributed profit after tax in the Audited Financial Statements 2023

Expected increase amount of charter capital: VND 91,999,800,000

Form of the issuance: Issue shares to pay dividends of 2023

Plan on rounding and handling fractional shares (if any): The number of shares distributed as dividends to existing shareholders will be rounded down to the unit, and the fractional shares (if any) will be canceled.

For example: Shareholder A owns 1,255 shares, and the number of shares received is temporarily calculated as 1,255 \* 0.04 = 50.2 shares. Based on the above principle, the number of actual shares that shareholder A receives is 50 shares, while the fractional shares (0.2 shares) will be removed.

Expected issuance time: Authorize the Board of Directors to decide on a specific time after being approved by the General Meeting of Shareholders and the State Securities Commission

Transfer restriction for shares issued to pay dividends: No restriction

Registration and depository of additional securities, register for additional trading: All additional shares issued to pay dividends mentioned above will be registered for additional securities depository at VSDC and registered for additional trading at the Hanoi Stock Exchange following the provisions of law.

1. Authorize the Board of Directors to carry out relevant tasks to complete the share issuance to pay dividends to shareholders.
* Decide on the implementation of the issuance plan and the time to implement the issuance of shares to pay dividends according to the provisions of the law.
* Carry out tasks, and procedures and decide on all other issues related to the issuance of shares to pay dividends following the provisions of the Company's Charter and the provisions of law;
* Decide and carry out all necessary tasks and procedures related to: (i) Changing the Charter capital, amending/supplementing provisions regulating the Charter capital level in the Company's Charter; and (ii) amending and supplementing the Company's business operating license at the State Securities Commission; and (iii) registering to change the Company's Certificate of Enterprise Registration/Business Registration; and (iv) registering and depositing additional shares of the Company at the Vietnam Securities Depository and Clearing Corporation; and (v) registering for additional trading of the Company's shares on the Stock Exchange.
* Carry out the necessary work and procedures to register to deposit shares at the Vietnam Securities Depository and Clearing Corporation and register for additional trading of newly issued shares on the Stock Exchange;
* Decide in detail the share issuance plan (if necessary) and decide on all other issues related to the issuance, depository, and registration for additional listing of shares.

Article 12: Approve the content of Proposal No. 10/2024/TTr-HDQT on the issuance of shares to the public

1. Plan to issue shares to the public

Name of issued share: Share of SmartInvest Securities Joint Stock Company

Share type: Common share

Par value: VND 10,000/share

Securities code: AAS

Form of issuance: Public offering

Subject of the issuance: Existing shareholders according to the list of shareholders recorded by Vietnam Securities Depository and Clearing Corporation (VSDC) at the record date to exercise the rights to buy issued shares

Number of outstanding shares: 229,999,521 shares

Offering method: Offering to existing shareholders by the method of exercising the rights

Rights exercise rate: 1:1 (shareholders owning 01 shares will have 01 purchase rights, for every purchase right, shareholders will be able to buy 01 additionally issued share)

Number of shares expected to be offered: 229,999,521 shares

Total estimated offering value at par value: VND 2,299,995,210,000

Offering price: VND 10,000

Expected increase amount of charter capital: VND 2,299,995,210,000

Expected issuance time: Expected in 2024, after being approved by the State Securities Commission. Priority is given to implementing at the same time as issuing shares to pay dividends to existing shareholders.

Transfer the right to buy: Existing shareholders on the list at the record date for the list of shareholders to exercise the right to buy additional shares issued have the right to transfer their right to buy shares to others within the prescribed time and can only transfer once (the transferee cannot transfer to a third person). The transferor and the transferee negotiate the transfer price, pay the money, and are responsible for fulfilling the obligations following the regulations relating to the transfer.

For example: On the record date for the list, shareholder A who owns 100 shares will have 100 purchase rights. Shareholder A can transfer 100 purchase rights to Investor B. Investor B is not allowed to transfer such rights to a third person.

Handling of fractional shares: Since the rights exercise rate is 1:1, there will be no fractional shares.

Handling of shares not fully offered due to existing shareholders not exercising their right to buy: Assign and authorize the Board of Directors to decide on the offering of shares that are not fully offered for sale because existing shareholders do not exercise their rights to buy for other investors/shareholders, on the principle that the offering price to other investors is not lower than the offering price to existing shareholders by the method of exercising rights.

Ensure to meet regulations on foreign ownership rate: Assign and authorize the Board of Directors to approve a plan to ensure the issuance of shares meets regulations on foreign ownership rate

Public offering: The distribution of shares not fully offered must ensure compliance with the provisions of Clause 3, Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing several articles of the Law on Securities.

Offering purposes: Supplementing capital for lending activities for securities margin trading, supplementing capital for securities proprietary trading activities.

Plan on handling in case the share offering is not as successful as expected: In case the number of shares registered for sale is not fully distributed as expected and the amount of capital mobilized does not reach as expected, the General Meeting of Shareholders authorized the Board of Directors to consider supplementing the missing capital through other forms of mobilization such as borrowing from credit institutions or borrowing from other organizations/individuals following the provisions of law.

Transfer restrictions: Additional shares offered to existing shareholders are not subject to transfer restrictions.

The remaining shares that existing shareholders refuse to buy/do not buy in full, fractional shares arising due to rounding when offered to other investors, will be restricted from transfer for 01 year from the date of completion of the offering following the provisions of law.

1. Plan to use the capital obtained from the offering

The proceeds from the public offering of shares to existing shareholders will be allocated for use in the Company's activities, including:

* Supplement capital for lending activities for securities margin trading: 30% of the proceeds from the offering;
* Supplement capital for proprietary securities trading activities: 70% of the proceeds from the offering.

The General Meeting of Shareholders authorizes the Board of Directors to develop a specific capital use plan and decide specifically on the distribution and use of proceeds from the offering and/or amend, supplement, or adjust capital use plans following the Company's business performance at the time of issuance, the Company's general development plan and ensuring the interests of shareholders.

1. Registration and depository of additional securities, register for additional trading

All additional shares issued will be registered for additional securities depository at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional trading on the Hanoi Stock Exchange after completion of the offering.

1. Authorize the Board of Directors to carry out related work to complete the issuance of shares to the public

In addition to the authorization for the Board of Directors specifically stated in the Share issuance plan and Plan for using proceeds from the offering above, the General Meeting of Shareholders authorizes the Board of Directors:

* Specify the issuance plan and/or amend and supplement the issuance plan at the request of the competent authority when carrying out offering registration procedures or when deemed necessary, based on the actual situation of the Company and the securities market at the time of issuance to ensure the success of the issuance.
* Decide on issues related to the specific offering price and time of issuance based on the situation of the securities market, capital mobilization needs, and actual business operations of the Company;
* Implement tasks and procedures related to the share offering as per the provisions of law and the Company's charter.
* Decide and carry out all necessary tasks and procedures related to (i) Changing the Charter capital, amending/supplementing provisions regulating the Charter capital level in the Company's Charter; and (ii) amending and supplementing the Company's business operating license at the State Securities Commission; and (iii) registering to change the Company's Certificate of Enterprise Registration/Business Registration; and (iv) registering and depositing additional shares of the Company at the Vietnam Securities Depository and Clearing Corporation; and (v) registering for additional trading of the Company's shares on the Stock Exchange.
* Specify capital use plans when necessary or when requested by a competent authority when carrying out offering registration procedures; Balance and allocate capital sources obtained from the issuance to use for the right purposes as approved by the General Meeting of Shareholders but must ensure the operating criteria of the Securities Company; proactively adjust the use of collected capital, time of disbursement of capital or change the purpose of capital use (if necessary) to suit the Company's operations; and report to the next General Meeting of Shareholders on adjustments/changes related to this capital use plan.
* Select an issuance underwriting unit for the issuance if necessary; Sign appropriate contracts and relevant legal documents according to the provisions of Clause 2, Article 15 of Law on Securities No. 54/2019/QH14.
* Decide all other issues related to the issuance of shares, additional depository registration and additional trading registration of shares, and use of capital obtained from the offering of shares.

Article 13: Approve the content of Proposal No. 11/2024/TTr-HDQT on the establishment of representative offices in Japan, Canada, and Taiwan

Article 14: Terms of enforcement

This General Mandate takes effect from the date of its signing. The Board of Directors, the Board of Management, and related departments/units are responsible for the implementation of this General Mandate.