**ART: Annual General Mandate 2024**

On April 09, 2024, BOS Securities Joint Stock Company announced General Mandate No. 02/2024/NQ-DHDCD-BOS as follows:

‎‎Article 1. Approve the Report on activities of the Board of Directors in 2023.

Article 2. Approve the Report on activities of the Supervisory Board in 2023.

Article 3. Approve the Report on activities of the Board of Management in 2023.

Article 4. Approve the Report on activities, and the Audited Financial Statements for 2023.

1. The business results are as follows:

*Unit: VND*

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| --- | --- | --- |
| No. | Content | 2023 Results |
| 1 | Total assets | 160,338,560,474 |
| 2 | Net revenue | 3,548,410,498 |
| 3 | Profit before tax | (18,019,036,911) |
| 3.1 | Realized profit before tax | (17,859,033,928) |
| 3.2 | Unrealized profit before tax | (160,002,983) |
| 4 | Profit after tax | (18,020,411,911) |

‎‎Article 5. Approve the business plan for 2024

The business plan is developed on the assumption of a successful private placement of 50,000,000 shares, equivalent to VND 500,000,000,000 in Q3/2024,

* Net revenue: VND 61,570,000,000
* Operating expense: VND 25,480,000,000
* General and administrative expense: VND 15,110,000,000
* Profit before tax: VND 20,980,000,000

In particular, business activities include:

* Securities brokerage: underlying securities;
* Margin lending.

Article 6. Approve the selection of an audit company for the Financial Statements 2024.

‎‎Article 7. Approve the remuneration for the Board of Directors and the Supervisory Board.

Article 8. Approve the withdrawal of the Company's securities underwriting operations.

Article 9. Approve the plan on a private placement to increase the Company’s charter capital.

1. Information about the issuance
2. Purpose of issuance

Increase the size of charter capital and owners’ equity of the Company to meet the conditions for maintaining operations and expanding the margin lending capacity of customers.

1. Scope of issuance

* Share name: Shares of BOS Securities Joint Stock Company
* Share type: common share.
* Share par value: VND 10,000/share.
* Number of shares to be offered: 50,000,000 shares.
* Total value of shares offered (at par value): VND 500,000,000,000.
* Expected charter capital after the offering: VND 1,469,225,090,000.
* Subject of the offering:
* Professional securities investor.
* Form of offering: Private placement and direct to professional securities investors.
* Criteria for selecting the subject of the offering: To participate in the private placement of the Company, investors who are domestic or foreign organizations and individuals must meet one of the following criteria:

Professional securities investors according to the provisions of the Law on Securities 2019. Specifically, one of the following investors:

* Commercial banks, branches of foreign banks, financial companies, insurance business organizations, securities companies, securities investment fund management companies, securities investment companies, securities investment funds, international financial institutions, off-budget state financial funds, and state financial institutions are entitled to buy securities following relevant laws;
* The Company has contributed charter capital of over VND 100 billion or listed, registered for transactions;
* Individuals with securities practice certificates;
* Individual holding the list of listed securities or trading registration with a value of at least VND 02 billion as certified by a securities company at the time the individual is identified as a professional securities investor;
* Individuals with a taxable income of at least VND 01 billion in the latest year by the time that individual is determined as a professional securities investor according to the tax deceleration dossier submitted to the tax authority or the tax deduction documents of the paying organization or individual.
* Offering price: The General Meeting of Shareholders authorizes the Board of Directors to decide the offering price. The offering price is not lower than VND 10,000/share
* Number of investors participating in the issuance: Maximum 20 professional securities investors.
* List of subject of the offering: The General Meeting of Shareholders authorizes the Board of Directors to proactively search, select, approve the list, identify professional securities investors to participate in purchasing shares from the private placement, and negotiate price conditions and other binding conditions, if any, to ensure that the issuance to increase capital is successful and brings the highest benefits to shareholders and the Company. The General Meeting of Shareholders authorizes the Board of Directors to have full authority to decide on the subject of the offering without having to ask for the opinion of the General Meeting of Shareholders and without making a public offering, even in cases of offering to organizations and individuals leading to the ownership rate of the offering subjects exceeding the ownership rate stipulated in Article 35 of the Law on Securities 2019.
* Plan on handling the undistributed shares: The General Meeting of Shareholders authorizes the Board of Directors to have the full rights to distribute the shares that those who are eligible to purchase shares from the private placement have not registered to purchase all (if any) at a selling price not lower than the initial offering price. The Board of Directors has full authority to decide on the conditions and subjects expected to offer shares that are not fully distributed without having to ask for the opinion of the General Meeting of Shareholders and without having to make a public offering, even in cases of offering to organizations and individuals leading to the ownership rate of the offering subjects exceeding the ownership rate specified in Article 35 of the Law on Securities 2019.
* Transfer restriction: Shares from the private placement for professional securities investors and the number of shares distributed to those who are eligible to purchase shares from the private placement have not registered to purchase all (if any) are restricted from transfer within the following period: 01 year for professional securities investors from the date of completing the offering.
* Plan on using the proceeds from the offering:

All proceeds from the offering are expected to be used to supplement capital for securities margin lending activities: VND 500,000,000,000.

Depending on the actual status, the General Meeting of Shareholders authorizes the Board of Directors to decide/change the detailed plan on using the capital obtained from the share issuance based on the Company's needs and complying with the provisions of law and the Company's charter.

* Implementation time: It is expected that in Q3 and Q4/2024, after receiving approval from the State Securities Commission, the specific time will be assigned to the Board of Directors to decide.

1. Additional depository and listing of additional issued shares

All additional issued shares will be registered for additional depository at Vietnam Securities Depository and Clearing Corporation and registered for additional trading on the Hanoi Stock Exchange in accordance with the provisions of law.

‎‎Article 10. Approve the dismissal of members of the Board of Directors for the term 2019-2024 from the date of approval of the Annual General Meeting of Shareholders 2024 for the following individuals:

* Ms. Le Thi Truc Quynh;
* Mr. Nguyen Thanh Le;
* Mr. Nguyen Thanh Cam.

‎‎Article 11. Approve the election of members of the Board of Directors for the term 2024-2029 for the following individuals:

* Ms. Le Thi Truc Quynh;
* Mr. Nguyen Thanh Le;
* Mr. Nguyen Thanh Cam.

Article 12. Approve the dismissal of members of the Supervisory Board for the term 2019-2024 from the date of approval of the Annual General Meeting of Shareholders 2024 for the following individuals:

* Ms. Vu Thi Huong;
* Ms. Bui Thi Quynh Trang;
* Mr. Nguyen Dang Vu.

Article 13. Approve the election of members of the Supervisory Board for the term 2024-2029 for the following individuals:

* Mr. Vu Minh Tuan;
* Ms. Bui Thi Quynh Trang;
* Mr. Nguyen Dang Vu.

‎‎Article 14. Approve the authorization for the Board of Directors to decide on arising issues within the authority of the General Meeting of Shareholders during the implementation of work approved by the General Meeting of Shareholders.

‎‎Article 15. This General Mandate takes effect from the date of its signing. The Board of Directors, the Supervisory Board, the Board of Management of BOS Securities Joint Stock Company and related persons are responsible for implementing this General Mandate./.