**MBS: Annual General Mandate 2024**

On March 28, 2024, MB Securities Joint Stock Company announced General Mandate No. 01/NQ-MBS-DHDCD as follows:

‎‎Article 1. The General Meeting of Shareholders unanimously approved the content of the reports:

* Report summarizing the Board of Directors' activities in 2023, operating directions for 2024;
* Report of the Supervisory Board on operating results in 2023, operating plan for 2024;
* Report on business activities in 2023 and Business plan in 2024;
* Report on the corporate governance in 2023;
* Audited Financial Statements 2023 and 2024 business plan, with some basic targets as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Business goals | Unit | 2023 Results | 2024 Plan |
| 1 | Total revenue | Billion VND | 1,826 | 2,786 |
| 2 | Total expense | Billion VND | 1,110 | 1,856 |
| 3 | Profit before tax | Billion VND | 716 | 930 |

In the business conditions of 2024, the General Meeting of Shareholders approved the following contents:

* Assign the Board of Directors to proactively direct the implementation of the plan and adjust the plan to suit the actual situation.
* Assign the Board of Directors to proactively direct and make decisions in monitoring and managing debts, recovering and handling asset losses from bad debts to ensure compliance with regulations in Decrees, Circulars related to the accounting regime of the Securities Company to ensure the Company's business plan.
* In order to motivate all employees to strive to complete and exceed the plan, the Company respectfully submits to the General Meeting of Shareholders for approval the exceeding-plan bonus for the Company's employees with the following rate: 20% of the profit after tax exceeding the plan, and at the same time assign the Company's Board of Directors to decide on the implementation plan (value, specific objects and related contents).

‎‎Article 2. The Meeting agreed to approve the full text of the following Proposals:

1. Proposal No. 07/TTr-MBS-HDQT on "Approve the audited Financial Statements 2023, profit distribution plan until 2023, plan for 2024", in which:
2. The General Meeting of Shareholders approved the Financial Statements 2023 of MB Securities Joint Stock Company which were audited by KPMG Limited. The Financial Statements 2023 has been disclosed according to regulations and has been posted on the Company's website (www.mbs.com.vn)
3. The General Meeting of Shareholders approved the profit distribution plan 2023.

Unit: Billion VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Amount | Rate |
| A - Profit distribution plan in 2023 |
| 1 | Profit after tax in 2023 | 584.02 | 100.0% |
| 2 | Profit distribution | 35.04 | 6.0% |
|  | Appropriation for welfare fund | 17.52 | 3.0% |
|  | Appropriation for bonus fund | 17.52 | 3.0% |
| 3 | Remaining profit after tax in 2023 | 548.98 | 94.0% |
| B - Profit distribution plan accumulated until 2023 |
| 1 | Remaining profit after tax accumulated until December 31, 2023 | 601.07 |  |
| 2 | Profit for dividend payment 2023 (12%; in cash) | 525.20 |  |
| 3 | Remaining accumulated profit after appropriation for funds and paying dividends | 75.87 |  |

1. The General Meeting of Shareholders approved the plan for 2024 presented in the Report on activity results 2023 and business plan 2024 of the Executive Board, and at the same time:
* Assign the Board of Directors to proactively direct the implementation of the plan and adjust the plan to suit the actual situation.
* Assign the Board of Directors to proactively direct and make decisions in monitoring and managing debts, recovering and handling asset losses from bad debts to ensure compliance with regulations in Decrees, Circulars related to the accounting regime of the Securities Company to ensure the Company's business plan.
* Assign the Board of Directors to proactively direct and decide on the use of the remaining financial and operational risk reserve funds to compensate for asset losses and damages occurring during the business process to ensure compliance with regulations on the use of financial and operational risk reserve funds.
1. Proposal No. 01/TTr-MBS-BKS on "Selecting an audit company in 2024", in which: The General Meeting of Shareholders approved the list of independent audit companies:

|  |  |
| --- | --- |
| No. | Name of audit company |
| 1 | KPMG Limited |
| 2 | Ernst & Young Vietnam Limited |

* The General Meeting of Shareholders authorizes the Board of Directors to decide to select a specific audit company from the above list to audit the annual auditor's report, review quarterly and semi-annual Financial Statements and other activities according to legal regulations for 2024, consistent with the legal regulations and charter of MBS.
1. Proposal No. 10/TTr-MBS-HDQT on "Approve the plan to issue shares to increase charter capital in 2024", accordingly, the General Meeting of Shareholders approved the plan to issue shares to increase charter capital stated at The proposal, with some main contents as follows:
* The company will issue additional shares to increase charter capital from VND 4,376,699,930,000 to VND 5,758,204,910,000, corresponding to the issuance of additional shares with a total par value of VND 1,381,504,980,000, equivalent to 138,150,498 shares.
* The plan to increase charter capital to VND 5,758,204,910,000 includes: Issue share purchase rights to existing shareholders and implement a private placement to professional securities investors.
* The Company will implement a private placement to professional securities investors after the time of recording the list of shareholders to exercise the right to buy shares for existing shareholders.
	1. Summary of the issuance plan:

|  |  |  |
| --- | --- | --- |
| No. | Issuance plan | Number of additional issued shares (shares) |
| 1 | Issue share purchase rights to existing shareholders | 109,417,498 |
| 2 | Private placement to professional securities investors | 28,733,000 |
|  | Total | 138,150,498 |

Specifically, the issuance plan is as follows:

1. Plan to issue share purchase rights to existing shareholders to increase charter capital:

|  |  |
| --- | --- |
| i. Issuer: | MB Securities Joint Stock Company |
| ii. Share name: | Share of MB Securities Joint Stock Company |
| iii. Share type: | Common shares |
| iv. Par value: | VND 10,000/share |
| v. Number of shares before issuance: | 437,669,993 shares |
| vi. Number of outstanding shares before the issuance: | 437,639,552 shares |
| vii. Number of treasury shares as of December 31, 2023: | 30,441 shares |
| viii. Number of additional offered shares: | 109,417,498 common shares, equivalent to 25% of the number of shares before issuance |
| ix. Total offering value at par value: | VND 1,094,174,980,000 |
| x. Offering object: | Existing shareholders according to the list of shareholders on the record date to allocate the right to buy additional issued shares. |
| xi. Exercise rate (expected): | According to the right exercise rate of 4:1 (01 share corresponds to 01 right, for every 04 rights, shareholders are entitled to buy 01 new share).The General Meeting of Shareholders authorizes the Board of Directors to decide on the appropriate exercise rate, based on the number of shares expected to be offered and the number of outstanding shares of the Company at the time of issuance. |
| xii. Rounding principle: | For fractional shares (if any) arising when shareholders exercise their rights, to ensure that the number of shares issued does not exceed the number offered, the number of shares purchased by shareholders will be rounded down to the unit. |
| xiii. Transfer restriction: | Additional shares issued to existing shareholders are not subject to transfer restrictions. |
| xiv. Transfer the right to buy: | Existing shareholders on the list at the record date of the list of shareholders with purchasing rights allocated have the right to transfer their purchasing rights to other subjects within the prescribed time and can only transfer once. The transferor and transferee agree on the transfer price and pay the transfer fee. |
| xvi. Issue price: | VND 10,000/share |
| xvii. Expected proceeds | 1,094,174,980,000 |
| xviii. Expected offering time: | In 2024, after being granted a Certificate of registration to offer additional shares to the public by the State Securities Commission. |
| xix. Plan on handling remaining undistributed shares: | The undistributed shares include:1. The remaining shares due to shareholders not exercising their right to buy;
2. The number of fractional shares arising due to rounding down when calculating shares purchased by existing shareholders;
3. The difference in the number of shares arising between the total number of shares registered for issuance (109,417,498 shares) and the total number of shares actually issued with the right exercise rate of 4:1;

The General Meeting of Shareholders authorized the Board of Directors to decide to offer these remaining shares to other investors at an offering price of VND 10,000/share, equal to the offering price to existing shareholders.The General Meeting of Shareholders approves the criteria for selecting other Investors to offer the remaining undistributed shares, and in time authorizes the Board of Directors to search and select these Investors, specifically as follows:Criteria for selecting investors to offer remaining undistributed shares:* Domestic and foreign organizations and individuals with interest, desire and financial capacity to invest in MBS shares;
* Investors with the ability to contribute to the development of MBS;
* Investors with no business activities that affect MBS's interests.

The remaining undistributed shares mentioned above when offered for sale to other subjects according to the decision of the Board of Directors will be restricted from transfer within 01 year from the date of completion of the offering.The distribution of unsold shares to other investors must meet the conditions under the Law on Enterprises 2020, Law on Securities 2019, Decree No. 155/2020/ND-CP and other related legal regulations, including but not limited to the following conditions:* Comply with regulations in Clause 2, Article 195 of the Law on Enterprises 2020: “Subsidiary are not allowed to invest in buying shares or contributing capital to the Holding Company. Subsidiaries of the same Holding Company are not allowed to simultaneously contribute capital or buy shares for cross-ownership.”
* Ensure the offering conditions specified in Article 42 of Decree No. 155/2020/ND-CP issued by the Government on December 31, 2020 on detailed regulations and implementation of a number of articles of the Law on Securities.
 |
| xx. Measures to ensure compliance with foreign ownership regulations: | The General Meeting of Shareholders authorizes the Board of Directors to approve a plan to ensure that the issuance of shares meets the regulations on the foreign ownership rate. |
| xxi. Additional depository and listing: | Additional issued shares will be additionally registered at the Vietnam Securities Depository and Clearing Corporation and additionally listed at the Stock Exchange in accordance with the provisions of law. |
| xxii. Minimum successful offering rate | 0% |
| xxiii. Capital mobilization plan in case the shares are not fully offered as expected | The General Meeting of Shareholders authorizes the Board of Directors to request an extension of the offering to continue offering the remaining shares that have not yet been offered for sale, if necessary.In case the shares are not fully distributed as expected and the amount of capital mobilized does not reach as expected, the Board of Directors will consider mobilizing bank loans or other solutions in accordance with regulations of the Company's laws and internal regulations to implement the set plans. |
| xxiv. Change the Company’s Charter: | Approve increasing the charter capital and adjust the charter capital level specified in the Company's Charter according to actual issuance results. |
| xxv. Change the establishment and operation license; Business registration certificate: | Approve the change of establishment and operation license and business registration certificate with new charter capital according to actual issuance results. |

1. Private placement plan for professional securities investors

|  |  |
| --- | --- |
| i. Issuer: | MB Securities Joint Stock Company |
| ii. Share name: | Share of MB Securities Joint Stock Company |
| iii. Share type: | Common shares |
| iv. Par value: | VND 10,000/share |
| v. Number of shares expected to be issued: | Up to 28,733,000 shares |
| vi. Total value of shares expected to be issued (calculated according to par value): | VND 287,330,000,000, equivalent to a maximum of 4.99% of MBS's charter capital after issuance. |
| vii. Offering purposes: | Supplement resources for business activities |
| viii. Offering method: | Private placement to professional securities investors |
| ix. Subject of the issuance: | Professional securities investors in accordance with the regulations of the law. |
| xi. Investor selection criteria: | Professional securities investors (domestic or foreign organizations) with financial capacity, can cooperate/support the development of the Company's business activities |
| xii. Number of offered investors: | Less than 30 investorsThe General Meeting of Shareholders authorizes the Board of Directors to identify professional securities investors and decide specifically on the number of professional securities investors participating in purchasing privately placed shares. |
| xiii. List of offered investors: | The General Meeting of Shareholders authorizes the Board of Directors to proactively search and decide to select and approve the List of professional securities investors allowed to buy privately placed shares, and determine the number of shares offered to each professional securities investor and the implementation time in accordance with the provisions of law. |
| xiv. Distribution method: | Direct distribution to professional securities investors |
| xv. Transfer conditions of privately placed shares: | Shares offered in the private placement to professional securities investors are restricted from transfer for a period of 01 year from the date of completion of the offering, except in cases of transfer between professional securities investors or implementation according to a legally effective court judgment or decision, an Arbitrator's decision or inheritance according to the provisions of law |
| xvi. Plan to handle unsold shares: | For the number of shares that have not been registered and paid for by professional securities investors, the General Meeting of Shareholders authorizes the Board of Directors to decide on further offering to other domestic professional securities investors, ensuring criteria and conditions on selling price principles as approved by the General Meeting of Shareholders and in accordance with the provisions of law.When reaching the expiration of the share issuance deadline as prescribed by law, if there are still undistributed shares, the undistributed shares will be canceled and the Board of Directors will issue a decision to end the offering with the actual successful offering results in accordance with legal regulations. |
| xvii. Measures to ensure compliance with foreign ownership regulations: | The General Meeting of Shareholders authorizes the Board of Directors to approve a plan to ensure that the issuance of shares meets the regulations on the foreign ownership rate. |
| xviii. Expected issuance time: | In 2024, after the State Securities Commission notify in writing about receiving the registration dossier for private placement of the Issuer. |
| xix. Additional depository and listing | Shares privately placed to professional securities investors will be additionally registered at the Vietnam Securities Depository and Clearing Corporation and additionally listed at the Stock Exchange in accordance with the provisions of law. |
| xx. Change the Company’s Charter: | Approve increasing charter capital and amending charter capital in the Company's Charter according to actual issuance results in accordance with legal regulations |
| xxi. Change the establishment and operation license; Business registration certificate: | Approve changing the establishment and operation license and business registration certificate with the new charter capital according to actual issuance results in accordance with legal regulations. |

* 1. Plan on using the proceeds from the issuance
1. Expected proceeds from the issuance:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Issuance plan | Number of additional issued shares (shares) | Selling price (VND/share) | Expected proceeds (VND) |
| 1 | Issue share purchase rights to existing shareholders | 109,417,498 | 10,000 | 1,094,174,980,000 |
| 2 | Private placement to professional securities investors | 28,733,000 | 11,512 | 330,774,296,000 |
|  | Total | 138,150,498 |  | 1,424,949,276,000 |

1. Plan on using the proceeds from the issuance:

The expected proceeds from the issuance are VND 1,424,949,276,000. The Company will invest in information technology systems to improve competitiveness and digital transformation quickly and effectively for the upcoming period while adding resources for business activities to increase market share.

It is expected that the proceeds from the share issuance will be used for the following purposes:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Plan on using the proceeds | Expected investment amount (VND) | Expected time of using capital |
| I | Proceeds from issuing share purchase rights to existing shareholders | 1,094,174,980,000 |  |
| 1. | Investing in developing information technology systems | 50,000,000,000 | In 2024, according to the Company's business plan |
| 2. | Supplement capital for proprietary trading and underwriting activities | 450,000,000,000 | In 2024, according to the Company's business plan |
| 3. | Supplementing and providing capital for margin trading lending activities | 594,174,980,000 | In 2024, according to the Company's business plan |
| II | Proceeds from private placement to professional securities investors | 330,774,296,000 |  |
| 1 | Supplementing business capital for the Company's licensed professional activities; Supplementing and providing capital for margin trading lending activities | 330,774,296,000 | In 2024 - 2025, as per the business plan of the Company |
|  | Total (I)+(II) | 1,424,949,276,000 |  |

* 1. In case the proceeds from the offering are lower than the expected proceeds
1. For issuance of share purchase rights to existing shareholders

In case the proceeds from the issuance of share purchase rights to existing shareholders are not enough to use for all of the above purposes, the order of priority purposes from top to bottom is as follows:

* Priority 1: Investing in developing information technology systems; then
* Priority 2: Supplementing capital for proprietary trading and underwriting activities; then
* Priority 3: Supplementing and providing capital for margin trading lending activities.

The General Meeting of Shareholders authorizes the Board of Directors to decide to adjust the allocation of proceeds from the offering for the approved purposes of using capital and/or change the purpose of using capital obtained from the offering to suit the actual situation, ensure compliance with legal regulations and report to the nearest General Meeting of Shareholders on adjusted contents related to this capital use plan.

In the event that at the end of the offering period to existing shareholders according to regulations, the Company does not offer all the shares as registered, the amount of money received from the offering is not enough as expected, depending on the actual situation, the General Meeting of Shareholders authorized the Board of Directors to implement the following solutions:

* Apply to extend the offering period to continue offering all remaining shares to ensure compliance with the provisions of law;
* In addition, if the expected mobilized amount of the offering is not met, the Company will use other capital sources such as bank loans and/or other solutions in accordance with the provisions of law and internal regulations of the Company to implement the set plans.
1. For private placement to professional securities investors

The General Meeting of Shareholders authorizes the Board of Directors to decide to adjust the allocation of proceeds from the offering for the approved purposes of using capital and/or change the purpose of using capital obtained from the offering to suit the actual situation, ensure compliance with legal regulations and report to the nearest General Meeting of Shareholders on adjusted contents related to this capital use plan.

In case the capital expected to be mobilized from the private placement to professional securities investors is not met, the Board of Directors will consider mobilizing from other sources to ensure legal regulations and ensure efficiency for the Company.

Approve the authorization for the Board of Directors

The General Meeting of Shareholders authorizes and assigns the Board of Directors to implement the following tasks:

* Decide and approve detailed issues to implement the issuance plan approved by the General Meeting of Shareholders above and/or amend contents of the issuance plan to ensure compliance with regulations of laws and the Company's Charter when necessary to ensure the issuance is successful;
* Choose the appropriate time to implement the offering after the State Securities Commission issues the Certificate of registration for additional public offering of shares and/or there is a written notice on the receipt of Registration dossier for private placement of the Issuer, accordance with the provisions of law and MBS's regulations;
* Decide when to record the list of shareholders to exercise rights, timelines related to the issuance and carry out procedures for recording the list of shareholders according to regulations; Decide on the method of handling remaining shares not yet distributed to existing shareholders: Develop criteria and select, negotiate with Investors, and decide on the selling price of undistributed shares to other subjects in accordance with the provisions of the Issuance Plan and the provisions of law;
* Negotiate with professional securities investors and decide on the offering price for each specific investor, ensuring the benefits of shareholders and the Company, in accordance with laws and regulations of MBS;
* Actively search and determine professional securities investors and decide to select and approve the List of professional securities investors allowed to buy privately placed shares, and decide specifically on the number of shares offered to each professional securities investor and the implementation time, ensuring the provisions of law;
* Approve the plan to ensure the share issuance meets the regulations on foreign ownership rate;
* Decide, approve the implementation of procedures to amend and supplement the Company's Charter to record the newly increased charter capital from the actual offering results and issue the Charter according to the new charter capital;
* Decide and approve the implementation of necessary legal work and procedures to adjust/change the Establishment and Operation License and Business Registration Certificate according to the new charter capital after the end of the issuance;
* Decide, approve the implementation of related work and approve the dossier to register additional securities at Vietnam Securities Depository and Clearing Corporation and register to list additional shares issued at the Stock Exchange in accordance with the provisions of Law;
* Adjust the allocation of proceeds from the offering to existing shareholders for the approved purposes of using capital and/or change the purpose of using capital obtained from the offering according to the actual situation, ensuring compliance with legal regulations, and report to the nearest General Meeting of Shareholders on adjusted contents related to this capital use plan;
* Decide on a detailed plan to use the proceeds from the private placement for professional securities investors based on the actual selling price. The General Meeting of Shareholders authorized the Board of Directors to adjust the plan for using capital obtained from the offering to suit the Company's capital use needs in accordance with the plan approved by the General Meeting of Shareholders and ensure compliance with the provisions of law.
* In the process of implementing the contents mentioned above, the Board of Directors has the right to: (i) Decide on contents within the scope of assigned/authorized tasks; (ii) implement and/or direct, assign tasks to Units and individuals at MBS to: Carry out necessary work according to regulations; Complete, finalize and sign relevant documents; Carry out necessary work and procedures to carry out assigned and authorized tasks, in accordance with legal regulations.
1. Proposal No. 09/TTr-MBS-HDQT on "Remuneration of the Board of Directors and Supervisory Board in 2024", in which:
* The General Meeting of Shareholders approved the total remuneration of the Board of Directors and Supervisory Board in 2024 as: 1.2% of actual profit after tax 2024.
* The General Meeting of Shareholders authorizes the Board of Directors to decide on principles and mechanisms for paying remuneration, salaries, bonuses and other benefits to members of the Board of Directors and the Supervisory Board.
1. Proposal No. 08/TTr-MBS-HDQT on "Approve the listing of bonds offered to the public according to the issuance plan approved by the Board of Directors within the period from the date of the Annual General Meeting of Shareholders 2024 until the date of holding the Annual General Meeting of Shareholders 2025", in which:
* The General Meeting of Shareholders approved the listing of Public Bonds issued by the Board of Directors during the period from the date of the Annual General Meeting of Shareholders 2024 to the date of the Annual General Meeting of Shareholders 2025 on the Stock Exchange, ensuring it is in accordance with the provisions of law, the Charter and Article 2 of this Proposal.
* The General Meeting of Shareholders assigned the Board of Directors to organize and direct the implementation and decide on necessary issues to list the Bonds according to the content approved by the General Meeting of Shareholders and ensure compliance with legal regulations and compliance with the provisions of law, MBS's strategy and capital needs.
1. Proposal No. 11/TTr-MBS-HDQT on "Voting on issues at the Annual General Meeting of Shareholders 2024", in which:

The General Meeting of Shareholders approved the following contents:

1. The minimum level of cash dividends paid from 2023 business results is about 12%. Authorize and assign tasks to the Board of Directors to decide the time, form, specific level of dividend payment/prepayment and other contents related to dividend payment/prepayment in accordance with the orientation of the General Meeting of Shareholders and the actual operating situation of MBS.
2. Contracts and transactions on providing products and services that MBS is licensed to provide in accordance with the law (such as capital mobilization, securities issuance, other financial services) related to MBS's activities under approval of competent State agencies; Contracts and transactions in accordance with the policies and requirements of the competent authority; and contracts and transactions with a value of 35% or more, or transactions that result in the total transaction value arising within 12 months from the date of the first transaction being 35% or more of the total asset value recorded on the Financial Statements, between MBS and MBS's major shareholders and related parties/persons according to the law; Contracts, transactions on purchases and sales of assets with a value greater than 10% of the total asset value recorded on the most recent Financial Statements between MBS and shareholders owning 51% or more of the total number of shares with voting rights or a related person of that shareholder; on the basis of harmonizing the interests of shareholders and MBS.
3. Exemption or reduction of loan principal; The exclusion of risk-resolved debt from the off-balance sheet for debts that meet the conditions prescribed by the Ministry of Finance; Capital contribution, share purchase, transfer of shares, capital contribution of the enterprise in cases of debt settlement for customers, in accordance with the law and instructions of the competent authority.
4. Amending and supplementing business lines (in accordance with actual implementation needs) according to the provisions of the Law on Securities, Government’s Decree, Circulars of the Ministry of Finance and other lines of business in accordance with the law: clearing and settlement of securities transactions; offering and selling activities of financial products; Security asset management activities that are money and securities on customers' securities trading accounts; activities of representing bond owners; investment activities; Other agency activities; distribute and/or associate and cooperate with companies with other functions to distribute securities and financial products; and cooperate and business activities related to MBS's activities and other business lines according to legal regulations and approval from competent State agencies.

Amending/updating the Establishment and Operation License; Business Registration Certificate; Charter and related documents on charter capital (in accordance with the results of the actual capital increase plan); business lines; content, scope of activities; and other changes (if any) in accordance with legal regulations.

1. Investment, upgrading, and changes at MBS's offices in the areas (including Hanoi and Ho Chi Minh City/Southern region and/or key economic areas with convenient transportation, enhanced brand recognition), contributing to business development according to MBS strategic orientation for the period of 2023-2028.
2. And other contents in the Proposal.

The General Meeting of Shareholders approves, authorizes and assigns tasks to the Board of Directors to amend, supplement and complete the specific content, decide and organize the implementation of the above tasks, in accordance with actual operating needs of MBS on the basis of harmonizing the interests of shareholders, in accordance with the provisions of law and instructions of competent authorities. In the process of performing the tasks stated above, the Board of Directors has the right to: (i) Decide on contents within the scope of authorized tasks and assigned tasks; (ii) Implement and/or direct, assign tasks and authorize Units and Individuals at MBS: Carry out necessary work in accordance with legal regulations; Complete and sign relevant documents and papers; work with competent authorities and relevant parties; Carry out all other necessary work and procedures to carry out assigned and authorized tasks in accordance with the law.

‎‎Article 3. This General Mandate takes effect from the date of its signing. The Board of Directors, the Board of Management and relevant units, individuals are responsible for the implementation of this General Mandate.