**ABW: Annual General Mandate 2024**

On April 19, 2024, An Binh Securities Joint Stock Company announced General Mandate No. 13/NQ-DHDCD2024 as follows:

Article 1. Contents approved by the General Meeting of Shareholders

At the Annual Meeting 2024, the General Meeting of Shareholders of An Binh Securities Joint Stock Company approves the following contents:

1. Approve the Report on business results in 2023 and the Audited Financial Statements for 2023;

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| Target | Results in 2023 (Billion VND) | Plan 2023 (Billion VND) | Results compared to Plan (%) |
| Revenue | 305,001,906,448 | 472,723,394,169 | 64.5% |
| Operating expense | 130,818,407,583 | 229,698,932,824 | 57.0% |
| General and administrative expense | 80,218,786,122 | 83,436,471,378 | 96.1% |
| Profit before tax | 93,964,712,743 | 159,587,989,968 | 58.9% |

1. Approve the Business Plan 2024 The General Meeting of Shareholders authorizes the Board of Directors to adjust the targets of Business Plan 2024 to suit the actual status when necessary;

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| --- | --- | --- | --- |
| Target | Results in 2023 (Billion VND) | Plan 2024 (Billion VND) | Plan compared to Results (%) |
| Revenue | 305,001,906,448 | 384,099,254,814 | 126% |
| Operating expense | 130,818,407,583 | 175,469,925,459 | 134% |
| General and administrative expense | 80,218,786,122 | 83,629,329,355 | 104.3% |
| Profit before tax | 93,964,712,743 | 125,000,000,000 | 133% |

1. Approve the plan on offering securities to the public to existing shareholders and the plan on using capital obtained from the offering;
2. Plan on offering shares to the public to existing shareholders in 2024
3. Information of shares in the public offering
* Share name: Shares of An Binh Securities Joint Stock Company
* Security code: ABW
* Type of share offering: Common shares
* Number of shares outstanding: 101,150,000 shares
* Share par value: VND 10,000/ share
1. Offering plan

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| --- | --- |
| Number of shares expected to be offered: | 10,115,000 shares |
| Offering rate: | 10:1 (shareholders who own 01 share are entitled to 01 rights, shareholders can purchase 01 new share for 10 rights they own). |
| Offering price: | VND 10,000/share |
| Total expected offering value at par value: | VND 101,150,000,000  |
| Total expected offering value: | VND 101,150,000,000  |
| Subject of the offering: | All existing shareholders of An Binh Securities Joint Stock Company named on the list of shareholders at the record date for the list to exercise the rights to purchase issued shares. |
| Transfer of share purchase rights:  | * Existing shareholders have the rights to exercise or not exercise the rights to purchase shares. Shareholders are entitled to transfer the rights to purchase shares to all other individuals.
* Shareholders owning the purchase rights can only transfer the purchase rights once. The transferee of the purchase rights cannot transfer further to a third party.
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| Plan on rounding shares, and plan on handling fractional shares, and distributing shares that are not registered to exercise the purchase rights  | * The number of purchase rights distributed to shareholders is rounded down to the nearest unit. The number of purchase rights arising (if any) will be canceled.
* For the number of shares that existing shareholders do not register to purchase all or the transferee of the purchase rights does not purchase all the shares offered, the Board of Directors has the rights to sell the remaining shares to other shareholders or new investors as decided by the Board of Directors, ensuring compliance with current laws on procedural conditions and share ownership limits with a minimum selling price of VND 10,000/share. The Board of Directors' redistribution of shares in this case will not require public offering procedures (if any).
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| Public offering: | Approve that shareholders/other investors, when purchasing shares that are not fully distributed according to the plan decided by the Board of Directors, will not have to carry out public offering procedures according to the provisions of the Law on Securities. |
| Transfer restriction: | * Shares offered to existing shareholders according to ownership rate are not subject to transfer restriction.
* Shares that shareholders or transferee of the purchase rights do not purchase all are offered by the Board of Directors to other shareholders or new investors. These shares will be restricted from transfer for 1 year from the date of ending the offering.
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| Plan on ensuring share issuance meets regulations on foreign ownership rate:  | The maximum foreign ownership rate at the Company is 100%. |
| Minimum successful offering rate: | Not applicable |
| Expected offering time: | In 2024, authorize the Board of Directors to decide the appropriate time to implement the offering |
| Capital use purpose: | * Supplement capital to provide the services of prepayment, margin transaction, and other professional activities of the Company;
* Supplement capital for securities proprietary dealing and investment in valuable papers on the market.
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1. Plan on using the proceeds from the offering

Total expected proceeds from the offering (par value): VND 101,150,000,000, expected to be allocated for the Company's activities, including:

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| No. | Purpose | Expected capital use plan (% of proceeds from the offering). |
| 1 | Supplement capital to provide the services of prepayment, margin transaction, and other professional activities of the Company | 50% |
| 2 | Supplement capital for securities proprietary dealing and investment in valuable papers on the market | 50% |
| Total | 100% |

The General Meeting of Shareholders authorizes the Board of Directors to develop a specific capital use plan, make specific decisions to allocate and use the proceeds from the share offering, and/or supplement and adjust the capital use plan following the Company's business status and ensuring the interests of shareholders.

In case the Company does not mobilize the expected amount, the capital use purposes will be prioritized in the following order:

* Supplement capital to provide the services of prepayment, margin transaction, and other professional activities of the Company;
* Supplement capital for securities proprietary dealing and investment in valuable papers on the market.

In case of not mobilizing enough capital from the offering for the above purposes, the Company will seek capital support plans for the enterprise such as: Mobilizing capital borrowing from domestic and foreign credit institutions, mobilizing capital borrowing from strategic shareholders and other partners to ensure planned business purposes.

1. Additional securities registration and depository, and additional trading registration

All additional issued shares will be registered and deposited for additional securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional trading at the Hanoi Stock Exchange within the period prescribed by law.

1. Approve the plan on issuing additional shares to increase share capital from the source of owners’ equity:
2. Plan on share issuance to increase share capital from the source of owners’ equity in 2024
* Share name: Shares of An Binh Securities Joint Stock Company
* Share type: Common share
* Share par value: VND 10,000/share
* Number of outstanding shares: 101,150,000 shares
* Maximum number of outstanding shares (after the Company completes the public offering to existing shareholders): 111,265,000 shares
* Number of additional shares expected to be issued (maximum): 11,126,500 shares (expected)
* Issue rate: 10%
* Total expected issue value: VND 111,265,000,000 (expected)
* Source of the issuance:

*(Unit: VND)*

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| --- | --- |
| Reserve fund for supplementing charter capital | 13,199,809,009 |
| Reserve fund for financial and job risks | 13,199,809,009 |
| Undistributed profit after tax | 84,865,381,982 |
| Total | 111,265,000,000 |

*(Source: Audited Financial Statements 2023)*

* Issue form: Issue shares to increase share capital from the source of owners’ equity
* Subject of the issuance and selection criteria: Shareholders named on the list at the record date of Vietnam Securities Depository and Clearing Corporation (VSDC).
* Handling of fractional shares: The number of shares to increase share capital from the source of owners’ equity is rounded down to the nearest unit. The number of fractional shares arising (if any) due to rounding down will be canceled
* Capital use plan: Increase share capital from the source of owners’ equity to shareholders and strengthen the Company's financial position by increasing charter capital
* Transfer condition: Shares issued to increase share capital from the source of owners’ capital are free-float shares
* Issue term: Expected in Q4/2024, after receiving the document from the State Securities Commission.
1. Approve the Proposal on listing ABW shares at the Ho Chi Minh City Stock Exchange;
2. Approve the plan on offering covered warrants, specifically as follows;
* Total value of warrants entitled to be offered or the rate of value of warrants entitled to be offered/value of the Company's available capital: At the time of issuance of each offering, the total maximum limit of covered warrants, excluding delisted or expired warrants (if any), is 10% of ABS's available capital according to the most recent Quarterly Financial Statements, and in all cases, does not exceed the limit according to the provisions of relevant laws and/or regulations of the State Securities Commission from time to time;
* Payment guarantee plan: Payment to warrant owners is guaranteed by the following assets: i) Risk prevention assets and other assets on proprietary accounts; ii) Deposits at the depository bank; iii) Payment guarantee of the depository bank; iv) Other assets of the Company following the provisions of law (if any);
* Company's obligations to warrant owners in the event of the Company's insolvency, consolidation, merger, dissolution, or bankruptcy: The warrant owners are partially secured creditors of the Company. The rights and interests of warrant owners when the above cases occur are handled following relevant laws and are on par with other partially secured creditor(s) of the Company;
* Assign and authorize the Board of Directors to implement and approve the decision to offer covered warrants, including the following contents:
1. Complete the necessary legal procedures and dossiers for ABS to participate in issuing covered warrant products, following the provisions of law and the general policy approved by the General Meeting of Shareholders;
2. Decide on the contents related to each warrant offering: Type of warrants and method of exercising warrants; underlying securities used as the underlying assets of the warrant; Value of the offering, offering price, number of warrants registered for offering; Exercise price (Exercise index), offering registration price, conversion rate, multiplier (in case of warrants based on securities index); Warrant term, expected listing date; Other content related to the Company's warrants and/or warrant offering;
3. Approve the additional content of the Company's Charter on the rights of warrant owners: Supplement Article 5A in Chapter I (General Regulations) to regulate the issuance of covered warrants, including content about the rights of warrant owners. Specifically:

"Article 5A: Issuance of covered warrants

1. Under the provisions of law and approval of the State Securities Commission, the Company will issue covered warrants and implement all operations related to covered warrants.
2. Covered warrants are securities with collateral issued by the Company, allowing the owner the rights to purchase (purchased warrant) or sell (sale warrant) the underlying securities for the Company at a predetermined price, at or before a predetermined time, or when receiving the difference amount between the exercise price and the underlying securities price at the time of exercising.
3. The warrant owners are partially secured creditors of the Company (excluding warrants that are not outstanding). In addition, warrant owners have the rights and obligations according to the provisions of the law and the Prospectus when offering warrants, including but not limited to the rights to receive payment in cash or transfer of the underlying securities; the rights of transfer, donate, inherit, pledge, mortgage,...”
4. Approve the Report on activities in 2023 and orientation for 2024 of the Board of Directors
5. Approve the expected remuneration and operating budget for the Board of Directors and Supervisory Board in 2024;
6. Approve the Proposal on appropriation for funds and distribution of profit after tax in 2023;

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| --- | --- | --- | --- |
| No. | Target | Unit | Amount |
| 1 | Profit before tax in 2023  | VND | 93,964,712,743 |
| 2 | Current corporate income tax expense in 2023 | VND | 20,110,551,774 |
| 3 | Profit after tax in 2023  | VND | 73,854,160,969 |
| 4 | Expected appropriation for funds | VND | 1,477,083,219 |
|  | Bonus and welfare fund | VND | 1,477,083,219 |
| 5 | Profit after appropriation for funds | VND | 72,377,077,750 |
| 6 | Undistributed profit transferred from the previous year | VND | 211,673,502,913 |
| 7 | Undistributed profit after appropriation for funds (7=5+6) | VND | 284,050,580,662 |
| 8 | Owner's capital contribution as of December 31, 2023  | VND | 1,011,500,000,000 |
| 9 | Rate of increase in share capital from the source of owners’ equity (after public offering) | VND | 10% |
| 10 | Increase in share capital from the source of owners’ equity (expected) | VND | 111,265,000,000 |
| 10.1 | * From the reserve fund for financial and job risks
 | VND | 13,199,809,009 |
| 10.2 | * From the reserve fund to supplement charter capital
 | VND | 13,199,809,009 |
| 10.3 | * Undistributed profit after tax (realized)
 | VND | 84,865,381,982 |
| 11 | Remaining undistributed profit (7-10.3) | VND | 199,185,198,680 |

1. Approve the Report on activities of the Supervisory Board in 2023 and orientation for 2024.
2. Approve the authorization for the Board of Directors to select an audit company for the Financial Statements 2024;
3. Approve the dismissal of Ms. Nguyen Thi Duu - Member of the Supervisory Board according to the resignation letter and additional election of Ms. Vu Ngoc Anh as member of the Supervisory Board (term 2024-2028)

(Specific contents are according to the Reports and Proposals presented, discussed, and approved at the meeting and Minutes of the General Meeting of Shareholders).

‎‎Article 2. Terms of enforcement

This General Mandate takes effect from April 19, 2024.

‎‎Article 3. Implementation Responsibility

The Board of Directors, the Supervisory Board, and the General Manager of An Binh Securities Joint Stock Company, based on the functions, tasks, and powers, are responsible for directing and organizing the implementation of this General Mandate./.