**SHS: Annual General Mandate 2024**

On May 15, 2024, Saigon - Hanoi Securities JSC announced General Mandate No. 01-2024/NQ-DHDCD as follows:

Article 1: Approve the Report of the Board of Directors of Saigon - Hanoi Securities JSC at the Annual General Meeting of Shareholders 2024, including the operating results of the Board of Directors and each member of the Board of Directors in 2023, the operating orientation in 2024, and contents as per the provisions in Law on Enterprises, Law on Securities, and Decree 155-2020/NQ-CP

Article 2: Approve the Report of the Supervisory Board of Saigon - Hanoi Securities JSC at the Annual General Meeting of Shareholders 2024, including: (i) Report of the Supervisory Board on the business results of the Company, revision of the Audited Financial Statements 2023, and operating results of the Board of Directors and the General Manager; (ii) Self-assessment Report on the operating results of the Supervisory Board and Supervisors; (iii) Action program and operational plan of the Supervisory Board in 2024, and contents as per the Law on Enterprise, Law on Securities, and Decree 155-2020/ND-CP.

Article 3: Approve the independently Audited Financial Statements 2023 of Saigon - Hanoi Securities JSC and the Report on the production and business results in 2023.

Unit: Billion VND

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| --- | --- | --- | --- |
| Targets in 2023  | Plan | Results  | Results/Plan (%) |
| Total revenue  | 1,942.2 | 1,464.8 | 75 |
| Total expenses | 838.8 | 780.6 | 93 |
| Profit before tax | 1,103.4 | 684.2 | 62 |

Article 4: Approve the business plan in 2024 of Saigon - Hanoi Securities JSC.

Unit: Billion VND

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| --- | --- | --- | --- |
| Targets | Results in 2023 | Plan for 2024 | Plan for 2024/Results in 2023 (%) |
| Total revenue | 1,464.8 | 1,844.7 | 125.9 |
| Total expenses | 780.6 | 809.4 | 103.7 |
| Profit before tax | 684.2 | 1,035.3 | 151.3 |

Article 5: Approve the plan on selecting an independent audit company for the fiscal year 2024

Article 6: Approve the change in the model of managerial and organizational structure of the Company according to Point b, Clause 1, Article 137 of the Law on Enterprise, at the same time dismiss all current members of the Supervisory Board of the Company.

Accordingly, the Company will organize the operation and management according to the following model:

* The General Meeting of Shareholders;
* The Board of Directors (with Audit Committee under the Board of Directors);
* The General Manager

Article 7: Approve the adjusted, supplemented contents and put the Company’s Charter and Regulations under the approval authority of the General Meeting of Shareholders into use.

Article 8: Approve the plan on profit distribution in 2023 and appropriation for funds of Saigon - Hanoi Securities JSC.

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| No. | Targets | Value (VND) |
| 1 | Profit after tax in 2023:(1)=(1.1)+(1.2)1. Realized profit after tax:
2. Unrealized profit after tax:
 | 559,293,397,570661,797,174,730-102,503,777,160 |
| 2 | Appropriation for funds in 2023:(2)=(2.1)+(2.2)1. Bonus fund:
2. Welfare fund:
 | 20,000,000,0005,000,000,00015,000,000,000 |
| 3 | Remaining undistributed realized profit in 2023 after the appropriation for funds:(3)=(1.1)-(2) | 641,797,174,730 |
| 4 | Dividend payment by shares, maximum of: (Expected to be 5% of the charter capital (VND 8,131,567,480,000), equivalent to 5% of the total outstanding common shares (813,156,748 shares) at the record date for the shareholders entitled to receive dividends) | 406,578,380,000 |

Article 9: Approve the plan on increasing the charter capital of Saigon - Hanoi Securities JSC, including:

1. Plan on issuing shares to pay dividends in 2023. Assign/authorize the Board of Directors to implement;

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| 1 Number of shares expected to be issued: | 40,657,838 shares. |
| 2 Total value of shares expected to be issued at par value: | VND 406,578,380,000. |
| 3 Issue method: | Issue shares to pay dividends in 2023 |
| 4 Issue rate: | 5%, equivalent to the right exercise rate of 100:5; accordingly, based on the record date to allocate the rights, existing shareholders owning 01 share will receive 01 right to receive shares, for every 100 rights, shareholders will receive 05 new shares. |
| 5 Capital source for implementation: | From profit after tax in 2023, based on the Audited Financial Statements 2023 and ensuring to comply with provisions of law. |
| 6 Subject of the issuance: | Existing shareholders according to the record date for the list of shareholders to exercise the rights to receive issued shares for dividend payment in 2023. |
| 7 Transfer of right: | The rights to receive issued shares for dividend payment in 2023 are not transferable. Shareholders owning treasury shares (if any) are not allowed to exercise the rights. |
| 8 Handling of arising fractional shares (if any): | Shares issued to pay dividends to existing shareholders in 2023 will be rounded down to the unit. The arising fractional shares due to rounding down (if any) will be canceled.For example: Shareholder Nguyen Van A owning 157 SHS shares will be entitled to receive: 157\*5/100 = 7.85 shares (rounded down to 7 SHS shares), the fractional shares will be canceled. |
| 9 Plan to use capital from the issuance: | After completing the issuance, the increase in charter capital will be used for the purpose of supplementing capital for the Company's business activities. |
| 10 Expected implementation time: | In 2024 - 2025 and/or after SHS completes reporting to the State Securities Commission on the shares issuance to pay dividends in 2023.  |
| 11 Related restriction: | Shares issued to pay dividends in 2023 are not subject to transfer restrictions. Shareholders with shares in the state of transfer restriction are still entitled to receive shares from the issuance. |

* 1. Plan on issuing shares to increase share capital from the source of owners' equity. Assign/authorize the Board of Directors to implement;

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| 1 Number of shares expected to be issued: | 40,657,838 shares. |
| 2 Total value of shares expected to be issued at par value: | VND 406,578,380,000. |
| 3 Issue method: | Issue shares to increase share capital from the source of owners’ equity |
| 4 Issue rate: | 5%, equivalent to the right exercise rate of 100:5; accordingly, based on the list on the record date to allocate the rights, existing shareholders owning 01 share will receive 01 right to receive shares, for every 100 rights, shareholders will receive 05 new shares. |
| 5 Capital source for implementation: | From the reserve fund to supplement the charter capital and share premium accumulated until December 31, 2023, based on the Audited Financial Statements 2023 and ensuring to comply with provisions of law. Prioritize to use the reserve fund to supplement the charter capital first to fully handle the fund according to the provisions of Circular No. 114/2021/TT-BTC dated December 17, 2021.  |
| 6 Subject of the issuance: | Existing shareholders according to the record date for the list to exercise the rights to receive issued shares to increase share capital from the source of owners' equity. |
| 7 Transfer of right: | The rights to receive issued shares to increase share capital from the source of owners' equity are not transferable. Shareholders owning treasury shares (if any) are not allowed to exercise the rights. |
| 8 Handling of arising fractional shares (if any): | Shares issued to existing shareholders to increase share capital from the source of owners' equity will be rounded down to the unit. The arising fractional shares due to rounding down (if any) will be canceled.For example: Shareholder Nguyen Van A owning 157 SHS shares will be entitled to receive: 157\*5/100 = 7.85 shares (rounded down to 7 SHS shares), the fractional shares will be canceled. |
| 9 Plan to use capital from the issuance: | After completing the issuance, the increase in charter capital will be used for the purpose of supplementing capital for the Company's business activities. |
| 10 Expected implementation time: | In 2024 - 2025 and/ or after SHS completes reporting to the State Securities Commission on the shares issuance to increase share capital from the source of owners' equity.  |
| 11 Related restriction: | Shares issued to increase share capital from the source of owners' equity are not subject to transfer restrictions. Shareholders with shares in the state of transfer restriction are still entitled to receive shares from the issuance. |

* 1. Plan on the public offering of additional shares to existing shareholders. Assign/ authorize the Board of Directors to implement;

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| 1. Number of shares expected to be offered:
 | 813,156,748 shares. |
| 1. Total value of shares expected to be offered at par value:
 | VND 8,131,567,480,000. |
| 1. Offering method:
 | Public offering of additional shares to existing shareholders. |
| 1. Expected offering rate:
 | Offering rate = number of shares expected to be offered/number of outstanding shares at the offering time.The offering rate at the time of preparing this plan is 100%, equivalent to the rights exercise rate of 1:1. Accordingly, based on the list on the record date to allocate the rights, existing shareholders owning 01 share will receive 01 right to buy shares, for every 01 right, shareholders are entitled to buy 01 new shares.The General Meeting of Shareholders authorizes the Board of Directors to decide on the specific offering rate at the time of implementing the offering plan. |
| 1. Offering price and principles for determining the offering price:
 | 1. Principles for determining the offering price:
* The book value of shares of Saigon - Hanoi Securities JSC as of December 31, 2023 on the Audited Financial Statements

Book value = Owners’ equity/Outstanding shares= 10,263,510,744,618/ 813,156,748= VND 12,621/share* The market value of shares of Saigon - Hanoi Securities JSC traded on the HNX exchange: calculated based on the average closing price in 20 trading sessions (from April 03, 2024 to May 06, 2024) is VND 19,140/share.

Average share price according to 2 methods:

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| --- | --- |
| Method | Share price (VND/share) |
| Book value method | 12,621 |
| Market value method | 19,140 |
| Average price | 15,880 |

1. Determine the offering price:

Based on the needs of mobilizing capital, as well as increasing the efficiency of the capital mobilization, the Board of Directors proposes the offering price of VND 10,000/share. |
| 1. Eligible buyers:
 | Existing shareholders in the list of shareholders at the record date to exercise the rights to buy shares. |
| 1. Transfer the right to buy:
 | Shareholders are entitled to transfer their purchase rights once within the stipulated time. The transferee is not allowed to transfer such rights to a third party. |
| 1. Plan for handling existing shares that shareholders have not fully purchased (remaining shares)
 | * For the remaining shares due to existing shareholders refusing to buy part or all of shares during the offering, the General Meeting of Shareholders authorizes the Board of Directors to distribute to other subjects with the offering conditions and the conditions on the rights and obligations of investors not more favorable than the offering conditions to existing shareholders (including the offering price not lower than the selling price to existing shareholders), and with transfer restriction of 01 year from the end of the offering.
* The handling of remaining shares must comply with the provisions of Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020 and ensure other conditions as prescribed in Clause 2, Article 195 of the Law on Enterprises and other related provisions of current law.
* When the time limit for the shares distribution prescribed by law is passed (including the extension period, if any), if there are still undistributed shares, those shares shall be canceled and the Board of Directors shall end the offering.
 |
| 1. Plan to use the proceeds from the offering
 | After completing the issuance, the increase in charter capital will be used for the purpose of supplementing the capital for the Company's business activities, specifically as follows.* 40% for margin lending and advances
* 60% for securities investment activities (shares and/or bonds)
 |
| 1. Minimum successful offering rate
 | Minimum successful offering rate of the offering: No specified. In case the shares are not fully distributed as expected and the amount of capital mobilized does not reach the expectation, the General Meeting of Shareholders authorizes the Board of Directors to consider mobilizing other capital sources to supplement or flexibly use the existing capital sources. |
| 1. Expected execution time:
 | In 2024 - 2025 and/ or after SHS completes reporting to the State Securities Commission on the public offering to the existing shareholders and is granted permission to offer additional shares to existing shareholders in accordance with regulations. |
| 1. Related restriction:
 | * All shares offered to existing shareholders as per the rights exercise rate are free to transfer;
* The number of shares that existing shareholders are allowed but refuse to buy and offered to other subjects are restricted from transfer within 01 year from the end of the offering according to the provisions of Clause 2, Article 42 of Decree No. 155/ 2020/ND-CP dated December 31, 2020 of the Government.
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* 1. Plan to issue shares under the ESOP 2024. Assign/authorize the Board of Directors to implement.

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| --- | --- |
| Number of shares expected to be issued: | 5,000,000 shares. |
| 2 Total value of shares expected to be issued at par value: | VND 50,000,000,000. |
| 3 Issue method: | Share issuance under the ESOP |
| 4 Subject of the issuance: | Employees of Saigon - Hanoi Securities JSCRegarding the Standards, List of employees entitled to participate in the program, principles for determining and allocating the shares to be issued, the General Meeting of Shareholders authorizes the Board of Directors to approve after the General Meeting of Shareholders approves the ESOP plan. |
| 5 Standards, List of employees entitled to participate in the program, and principles for determining the number of shares to be issued | The General Meeting of Shareholders authorizes the Board of Directors to implement the plan to issue shares according to the ESOP:* Establish the standard and list of employees entitled to buy shares.
* Principles for determining and approval of the number of shares allocated for each employee.
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| 6 Offering price and principles for determining the offering price: | Principles for determining the offering price:* The book value of shares of Saigon - Hanoi Securities JSC as of December 31, 2023 on the Audited Financial Statements

Book value of shares = Owners’ equity/Outstanding shares= 10,263,510,744,618/ 813,156,748= VND 12,621/share* The market value of shares of Saigon - Hanoi Securities JSC traded on the HNX exchange: calculated based on the average closing price in 20 trading sessions (from April 03, 2024 to May 06, 2024) of VND 19,140/ share.

Average share price by two methods:

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| --- | --- |
| Method | Share price (VND/share) |
| Book value method | 12,621 |
| Market value method | 19,140 |
| Average price | 15,880 |

Determine the offering price:Based on the Company's development strategy as well as to encourage, motivate, and increase the work efficiency, the Board of Directors proposes to issue the shares to the Company's employees at a price of VND 10,000/share. |
| 7 Transfer of right: | Employees are not allowed to transfer the right to buy ESOP shares to others |
| 8 Plan for handling shares whose rights are not exercised: | In case the employees give up the rights to buy the allocated shares or quits their job or have a resignation letter at the time of share issuance, the General Meeting of Shareholders authorizes the Board of Directors to decide on the allocation of shares to other employees at a price not lower than the issue price for the respective subjects depending on the decision of the Board of Directors. |
| 9 Plan to use the capital from the offering | After completing the issuance, the increase in charter capital will be used for the purpose of supplementing capital for the Company's business activities. |
| 10 Expected time to exercise rights  | In 2024 - 2025 and/ or after SHS completes reporting to the State Securities Commission on the shares issuance under the ESOP |
| 11 Related restrictions | Shares distributed to employees under the ESOP are restricted to transfer within 01 year from the end of the issuance |

Article 10: Approve the Report in 2023 and Plan for 2024 on budget, remuneration, bonus, allowance, and other benefits for the Board of Directors and the Supervisory Board

Article 11: Approve the policy on changing the head office address of the Company

Article 12: Approve the plan to carry out activities of providing clearing services, payment for securities transactions via central clearing partners and offering financial products at SHS.

Article 13: Approve the plan on listing SHS bonds issued to the public in 2024.

Article 14: Approve the policy on signing, implementing contracts, agreement, and transaction with affiliated parties.

Article 15: This General Mandate takes effects from May 15, 2024.

The Meeting Minutes, Reports, and Proposal at the Annual General Meeting of Shareholders 2024 of Saigon - Hanoi Securities JSC are inseparable parts of the Annual General Mandate 2024

The Board of Directors, the Supervisory Board, the Board of Management, all shareholders, and relevent departments and individual of Saigon - Hanoi Securities JSC are responsible for implementing this General Mandate.