**BMS: Annual General Mandate 2024**

On April 23, 2024, Bao Minh Securities Company announced General Mandate No. 16/2024-BMSC/NQ-DHDCD as follows:

Article 1. Approve the Report of the Board of Directors, Report of the Supervisory Board, and Report of the Executive Board.

‎‎Article 2. Approve the Audited Financial Statements 2023:

1. The business results: (Details on the business results are reflected in the Audited Financial Statements by Deloitte Vietnam Company Limited)

|  |  |
| --- | --- |
| **Revenue from activities** | **322,584,239,829** |
| Interest from the financial assets | 308,467,246,268 |
| Interest from loans and receivables | 230,579,277 |
| Revenue from brokerage service | 5,756,589,470 |
| Revenue from securities depository | 1,169,195,465 |
| Revenue from financial consultancy | 6,252,846,341 |
| Revenue from other activities | 707,783,008 |
| **Operating expense** | **193,548,432,577** |
| Loss from the financial assets | 122,765,203,869 |
| Expenses for proprietary dealing activities | 58,292,132,011 |
| Securities brokerage expense | 4,195,190,166 |
| Expenses for securities depository | 1,766,381,201 |
| Expenses from financial consultancy | 5,681,463,981 |
| Expenses of other services | 848,061,349 |
| **Revenue from financial activities** | **363,638,171** |
| **Financial expenses** | **5,152,224,535** |
| **General and administrative expense** | **26,761,010,243** |
| **Other income and expenses** | **8,087,005,611** |
| **Total profit before tax** | **105,573,216,256** |
| Realized profit | 54,225,283,895 |
| Unrealized profit | 51,347,932,361 |
| **Corporate income tax expense** | **21,541,762,870** |
| Current corporate income tax expense | 11,272,176,398 |
| Deferred corporate income tax expense | 10,269,586,472 |
| **Profit after tax** | **84,031,453,386** |

1. Balance sheet:

Total assets: 1,170,993,481,960

Short-term assets: 1,160,377,149,564

Long-term assets: 10,616,332,396

Total source of capital: 1,170,993,481,960

Liabilities: 381,483,384,104

Owners’ equity: 789,510,097,856

‎‎Article 3. Approve the profit distribution plan for 2023 and appropriation for funds for 2024:

1. Approve the plan on profit distribution in 2023 as follows:

|  |  |  |
| --- | --- | --- |
| No. | Targets | Amount (VND) |
| **1** | **Profit after tax in 2023** | **84,031,453,386** |
| 1.1 | Realized profit | 42,953,107,497 |
| 1.2 | Unrealized profit | 41,078,345,889 |
| 2 | Distribution plan: |  |
| 2.1 | Appropriation for bonus and welfare funds (5%) | 4,201,572,669 |
| 2.2 | Appropriation for customers’ bonus fund (2%) | 1,680,629,068 |
| **3** | **Remaining profit of 2023** | **78,149,251,649** |
| 3.1 | Retained undistributed profit in 2023 | 41,078,345,889 |
| 3.2 | Remaining profit distributed to owners in 2023 | 37,070,905,760 |
| 4 | Remaining profit from previous years | 59,369,740,584 |
| **5** | **Total profit distributed to owners** | **96,440,646,344** |
| 6 | Dividend payment of 2023: 10% dividends are paid by shares | 64,647,613,000 |
| 7 | Remaining profit after dividend distribution | **31,793,033,344** |

1. Approve the appropriation for funds in 2024 as follows:
2. Bonus and welfare fund for employees:

* Appropriate 6% of the profit after tax of the Company in 2024 to the bonus and welfare fund.

1. Bonus fund for customers:

* Appropriate 2% of the profit after tax of the Company in 2024 to the Bonus fund for customers.

Article 4: Approve the business plan for 2024:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | UNIT | 2024 Plan |
| **A** | **Total revenue** | **VND** | **260,203,829,452** |
| 1 | Revenue from proprietary dealing and financial investments: | VND | 221,569,879,452 |
| 2 | Revenue from Brokerage revenue and investment consulting | VND | 13,125,000,000 |
| 3 | Revenue from corporate consulting and underwriting for issuance | VND | 24,358,950,000 |
| 4 | Financial revenue | VND | 350,000,000 |
| 5 | Other incomes: | VND | 800,000,000 |
| **B** | **Total expenses** | **VND** | **178,915,231,677** |
| 1 | Operating expenses | VND | 145,743,190,883 |
| 2 | General and administrative expense | VND | 32,172,040,794 |
| 3 | Financial expenses: | VND | 0 |
| 4 | Other expenses: | VND | 1,000,000,000 |
| **C** | **Business result:** | **VND** |  |
| 1 | Profit before tax: | VND | **81,288,597,775** |
|  | Realized profit | VND | 67,788,597,775 |
|  | Unrealized profit | VND | 13,500,000,000 |
| 2 | Corporate income tax expense | VND | **16,257,719,555** |
|  | Current corporate income tax expense | VND | 13,557,719,555 |
|  | Deferred corporate income tax expense | VND | 2,700,000,000 |
| 3 | Profit after tax | VND | **65,030,878,220** |

Article 5: Approve the operational budget of the Board of Directors and the Supervisory Board in 2024:

* The operational budget (remuneration, bonuses, benefits, and other expenses) of the Board of Directors and the Supervisory Board for the fiscal year 2024 is 5% of the profit before tax of the fiscal year 2024, but not less than VND 4.6 billion.
* The accounting of the operational budget is implemented following the current legal regulations.

Article 6: Approve the plan on share issuance to increase charter capital:

* Share name: Share of Bao Minh Securities Company
* Securities code: BMS:
* Share type: common share.
* Par value: VND 10,000/share.
* Charter capital before the issuance: VND 646,476,130,000.
* Number of outstanding shares: 64,647,613 shares.
* Treasury shares: 0 shares.
* Number of shares expected to be issued: 6,464,761 shares.
* Value of shares issued for dividend payment at par value: VND 64,647,610,000.
* Issuance rate: 10%.
* Rights exercise rate: 10:1 (Every shareholder who owns 01 shares will receive 01 rights for receiving additional shares. For every 10 rights to receive additional shares, the shareholder will receive 01 new shares).
* Subjects of the issuance: Existing shareholders of the Company named in the list of shareholders recorded by the Vietnam Securities Depository and Clearing Corporation at the record date to exercise the rights to receive dividends according to the Resolution of the Board of Directors.
* Issuance purpose: Issue shares for dividends payment to shareholders.
* Capital source for the issuance: Undistributed profit after tax based on the Audited Financial Statements 2023.
* Principles of rounding and dealing with arising fractional shares: The number of additional shares issued to pay dividends in shares shall be rounded down to the unit row. The incurring fractional shares due to rounding shall be disposed of. The new registered charter capital will be distributed among the actual distributed shares.

For example, on the record date of the list, shareholder A owns 128 shares. At that time, the number of shares received by shareholder A was 12.80 shares (—128 X 10%). After rounding down to the number of units, the actual number of shares received by shareholder A is 12 shares. The fractional part of 0.80 shares will be canceled.

Transfer restrictions: Issued shares to pay dividends are not subject to transfer restrictions.

* Expected time of issuance: Expected in 2024, after being approved by the State Securities Commission.
* Register for additional trading and register for additional securities for the number of additional shares to be issued: The additional issued shares will be registered at the Vietnam Securities Depository and listed at the Hanoi Stock Exchange following the provisions of law.

Article 7: Approve the selection of an audit company:

The General Meeting of Shareholders authorizes the Board of Directors to select one of the following audit companies:

1. Ernst & Young Vietnam Limited
2. KPMG Vietnam Auditing Company Limited
3. Deloitte Vietnam Audit Company Limited
4. Vietnam Auditing and Evaluation Co., Ltd

To act as the auditing service provider for Bao Minh Securities Company in 2024.

Article 8: This General Mandate takes effect from the date of its signing. Members of the Board of Directors and the General Manager of the Company are responsible for the implementation of this General Mandate./.