**VND122014: Annual General Mandate 2024**

On June 28, 2024, VNDIRECT Securities Corporation announced General Mandate No. 566/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the Board of Directors’ Report on governance and the activities results of the Board of Directors and each member of the Board of Directors

‎‎Article 2. Approve the Executive Board's Report on the Company's activities results in 2023 and Business Plan 2024

Business results targets

Unit: Billion VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Business results | 2019 | 2020 | 2021 | 2022 | 2023 |
| Total revenue | 1,482 | 2,113 | 5,789 | 7,050 | 6,602 |
| Net revenue | 1,404 | 1,823 | 4,697 | 4,422 | 5,106 |
| Capital market’s net revenue from financial assets | 595 | 906 | 1,615 | 1,238 | 2,813 |
| Revenue from guarantee operation and securities issuers  | 24 | 35 | 256 | 194 | 108 |
| Revenue from other capital market | 42 | 51 | 42 | 140 | 164 |
| Stockbroking revenue | 336 | 478 | 1,617 | 1,250 | 867 |
| Revenue from escrow loan | 407 | 361 | 1,167 | 1,600 | 1,154 |
| Profit before tax | 485 | 853 | 2,734 | 1,728 | 2,482 |
| Profit after tax | 387 | 685 | 2,178 | 1,365 | 2,022 |
| ROAA(%)  | 3.5% | 5.1% | 8.4% | 3.6% | 5.0% |
| ROAE (%) | 12.5% | 19.4% | 32.5% | 11.3% | 13.0% |

The business plan for 2024:

Unit: Billion VND

|  |  |  |  |
| --- | --- | --- | --- |
| Targets | 2023 | 2024 | Increase/decrease (%) |
| Revenue from the Capital market | 3,085 | 1,897 | -39% |
| Stockbroking revenue | 867 | 720 | -17% |
| Revenue from Margin | 1,154 | 1,365 | 18% |
| Operating expenses | (630) | (512) | -19% |
| General and administrative expenses | (430) | (450) | 5% |
| Financial expenses | (1,564) | (495) | -68% |
| Profit before tax | 2,482 | 2,525 | 2% |
| Profit after tax | 2,022 | 2,020 | 0% |
| ROAA | 5.02% | 4.94% | -2% |
| ROAE | 13.05% | 10.87% | -17% |

‎‎Article 3. Approve the Supervisory Board’s Report on the Company's business results, the activities results of the Board of Directors and the Executive Board, and the activities results in 2023 of the Supervisory Board and the Supervisors.

‎‎Article 4. Approve the Audited Financial Statements 2023 of the Company

The General Meeting approves the Company's Financial Statements 2023 audited by Ernst & Young Vietnam Limited. Certain basic targets (according to the Financial Statements) are as follows:

|  |  |  |
| --- | --- | --- |
| No.  | Targets | Value (Billion VND) |
| 1 | Total assets | 41,742 |
| 2 | Source of owners' equity | 16,508 |
| 3 | Revenue from activities | 6,561 |
| 4 | Profit before tax | 2,482 |
| 5 | Profit after tax | 2,022 |
| 6 | Total undistributed profit | 4,329 |

‎‎Article 5. Approve the dividends rate and profit distribution in 2023

The General Meeting approves the plan to pay dividends and distribute profits in 2023 as follows

|  |  |  |
| --- | --- | --- |
| No.  | Targets | Value (Billion VND) |
| 1 | Profit after tax in 2023 | 2,022 |
| 2 | Appropriation for bonus and welfare fund (5% of profit after tax + 20% of profit exceeding plan) | 185.5 |
| 3 | Remaining profits in 2023 distributed to shareholders | 1,836.5 |
| 4 | The remaining profit accumulated from previous years | 4,143.5 |
| 5 | Dividends payment to shareholders in cash | 5% |

‎‎Article 6. Approve selecting an audit company to audit and review the Financial Statements 2024

The General Meeting approves the selection of one of the audit companies named below as an approved audit company to audit the Financial Statements and the Report on the financial safety rate of the Company in 2024: (i) Ernst & Young Vietnam Limited, (ii) KPMG Limited; (iii) Deloitte Vietnam Audit Company Limited.

The General Meeting authorizes the Board of Directors to examine, negotiate, and decide to select one of the above mentioned companies to sign a service contract for auditing the Company's Financial Statements and the Report on financial safety rate in 2024.

‎‎Article 7. Approve the remuneration payment of the Board of Directors, the Supervisory Board, and salaries of the Board of Management

The General Meeting approves the contents on remuneration payment for members of the Board of Directors, the Supervisory Board, and salary of the Board of Management as well as other managers as follows:

* The total remuneration paid to members of the Board of Directors and the Supervisory Board in 2023 is VND1,320 billion, of which: The remuneration paid to each member of the Board of Directors is VND 16 million/person/month; The remuneration paid to each member of the Supervisory Board is VND 10 million/person/month.

The salary and bonus of the General Manager and other managers of the Company in 2023 are VND21,185 billion.

The salary of the General Manager and other managers is paid by the Company based on the labor contract and the actual time in office of each member.

Details of salary, remuneration, and bonus of each member of the Board of Directors, the General Manager, and other managers are stated in the Audited Financial Statements 2023, section 34.1 (page 61) and it is published on the Company's website www.vndirect.com.vn.

* The remuneration to be paid to members of the Board of Directors and the Supervisory Board in 2024 (and until the next year's Annual General Meeting) is as follows: The remuneration paid to each member of the Board of Directors is 16 million VND/person/month; The remuneration paid to each member of the Supervisory Board is 10 million VND/person/month.

The remuneration for members of the Board of Directors and the Supervisory Board is paid by the Company according to each member's actual time in office, paid periodically every month.

‎‎Article 8. Approve the policy of bonuses and additional business salaries for the Board of Directors and key employees of the Company

The General Meeting approves the policy of bonuses and additional business salaries (generally referred to as business bonuses) for the Board of Directors and key employees of the Company as follows: The total business bonus for the Fiscal Year 2023 must not exceed the bonus level determined according to the principles approved by the Annual General Meeting 2023. The Chair of the Board of Directors is assigned to specifically decide on the payment for the business bonuses of the fiscal year 2023 for the Executive Board and key employees of the Company based on the business results achieved in the fiscal year 2023 and within the limit approved by the Annual General Meeting 2023.

In 2024, the Company will continue to implement the business bonus policy for the Board of Directors and key employees of the Company according to the principles: (i) business bonus equal to 5% of total profit after tax (according to the Company's own Financial Statements) if the plan is achieved; and (ii) if the plan is exceeded, an additional 20% of the profit exceeding the plan will be awarded. In case the business results have not met the plan, the business bonus is calculated as 5% of the total profit after tax multiplied by the rate between actual profit made/profit according to the business plan. Assign the Chair of the Board of Directors to specifically decide on the appropriation and implementation of business bonuses in accordance with the regulations and actual operations of the Company.

‎‎Article 9. Approve on listing the Company's Bonds on the stock exchange system

The General Meeting approves the listing of the Company's Bonds publicly offered on the stock exchange system as follows:

Approve the listing of all bonds that VNDIRECT offers to the public in 2024 and 2025. The entire number of bonds offered by VNDIRECT to the public will be registered and deposited at the Vietnam Securities Depository and Clearing Corporation and registered to list the Bonds on the stock exchange system of the Hanoi Stock Exchange (or other Vietnam stock exchanges if required by law) after VNDIRECT completes the public offering of Bonds.

Assign and authorize the Board of Directors: (i) decide specifically on the listing of the Bonds at the Hanoi Stock Exchange (or other Vietnamese stock exchanges if required by law); (ii) decide all issues and organize the implementation of work related to the listing of Bonds on the stock exchange system.

‎‎Article 10. Approve the private placement to professional securities investors

1. Private placement plan:

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| --- | --- |
| 1. Name of Issuer
 | : VNDIRECT Securities Corporation |
| 1. Name of the shares offered
 | : Shares of VNDIRECT Securities Corporation |
| 1. Type of shares offered
 | : Common shares |
| 1. Par value
 | : VND10,000/share |
| 1. Number of shares expected to be offered
 | : The total number of shares expected to be offered is 268,642,071 shares. Assign and authorize the Board of Directors to make specific decisions on the number of shares offered for private placement to professional securities investors based on the principle that the ownership rate of those investors after being offered does not exceed 15% of the Charter capital.  |
| 1. Total value of shares expected to be offered at par value:
 | : VND2,686,420,710,000  |
| 1. Offering price
 | : The offering price is the agreed price between the Company and the investor and is not lower than the book value of VND shares according to the most recent Audited/Reviewed Financial Statements (before the date that the Board of Directors approves the Resolution of implementing the issue plan). The General Meeting assigns and authorizes the Board of Directors (“BOD”) based on the actual conditions of the Company and the market at the time of organizing the offering and negotiating with professional securities investors, and decides the specific offering price for each investor, ensuring the interests of shareholders and the Company, in accordance with the provisions of law and the Company's regulations. |
| 1. Offering method
 | : Offered privately and directly to professional securities investors. |
| 1. Eligible buyers
 | : Professional securities investors are organizations with financial capacity and experience in the fields of banking, investment, finance, securities, and/or technology. The General Meeting authorizes the Board of Directors to select and specifically identify professional securities investors and decide on the number of professional securities investors allowed for the private placement. |
| 10. Criteria for selecting investors for the private placement | : Investors selected for the private placement must meet the following criteria: (i) meet the conditions of a professional securities investor according to the provisions of law; (ii) have strong financial capacity to make investments and/or can support VNDIRECT in expanding business activities; and/or (iii) have experience operating in the fields of banking, investment, finance, securities and/or technology. |
| 1. Number of offered investors:
 | From 01 to 10 investors to offer |
| 12. Transfer restrictions:  | The transfer of privately offered shares is restricted for a period of 01 year from the date of completing the offering, except in the case of transfer between professional securities investors or under a judgment or decision of the Court that has come into legal effect, the decision of the Arbitrator or inheritance according to the provisions of law. |
| 13. Execution time: | In 2024 and/or 2025, after the approval of the State Securities Commission |
| 14. Offering purpose | : Offering shares is aimed at increasing the scope of the Company's operating capital to expand customers' capacity on escrow loans, source business capacity in the capital market, capacity on the guarantee of bond offering, capacity on the issue and distribution covered warrants, supplement capital for other legal business activities of the Company. |
| 15. Guarantee the offering  | : Assign and authorize the Board of Directors to approve the plan to ensure that the offering of the shares meets regulations on foreign ownership rate.  |
| 16. Plan to handle shares refused to purchase | The number of shares that professional securities investors refuse to buy in part or whole is authorized by the General Meeting for the Board of Directors to be offered for sale to other investors who meet the investor selection criteria, according to the offering conditions approved by The General Meeting at this offering plan in accordance with the provisions of law.  |
| 17. Plan to handle in case the shares registered for the offering are not sold out | In case the offering ends according to regulations and the number of shares expected to be offered is not fully distributed, it will be canceled. Assign the Board of Directors to make adjustments to record the total number of shares offered according to the actual number of shares distributed in the offering. |

II. Plan on using capital obtained from the offering. The expected proceeds from the private placement will be allocated for use in the Company's activities, including:

1. Supplement capital for the activities of securities escrow loan: 20% of the proceeds from the offering;
2. Supplement capital for investing in valuable papers in the market: 70% of the proceeds from the offering;
3. Supplement capital sources for the guarantee of securities offering and other business activities: 10% of the proceeds from the offering.

The aforementioned allocated capital can be flexibly circulated in the above activities of the Company to ensure the efficient use of the Company's capital in each period. The Board of Directors, the Board of Management of the Company, based on the Company's operating situation in each period, proactively decides on the use of capital to ensure business efficiency.

The General Meeting authorizes the Board of Directors to develop a specific plan on capital use, decide specifically on the time and distribution of the use of proceeds from the shares offering and/or amend, supplement, and adjust the plan on capital use in accordance with the Company's business situation when offering shares, the Company's general development plan and ensuring the interests of shareholders.

1. Additional securities depository registration and additional listing registration

The entire number of additional shares offered will be additionally registered and deposited with securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing at the Stock Exchange where the Company is listing its shares within the time limit prescribed by law.

‎‎Article 11. Approve the offering of shares under the Employee Stock Ownership Plan

1. Shares offering plan under the Employee Stock Ownership Plan

|  |  |
| --- | --- |
| 1 Share name | Shares of VNDIRECT Securities Corporation |
| 1. Share type
 | Common shares |
| 1. Par value
 | VND10,000/share |
| 1. Expected number of shares in the offering
 | The total number of shares expected to be offered under the Employee Stock Ownership Plan is a maximum of 30,000,000 shares, authorizing the Board of Directors to decide on the specific number of shares to be offered in each offering. |
| 5. Total value of shares expected to be offered at par value | VND300,000,000,000 |
| 6. Number of offering rounds | Offer in one or many rounds. Authorize the Board of Directors to decide specifically on the number of offering periods and the time to implement each round based on the actual situation of the Company. |
| 7. Offering price | VND10,000/share |
| 8. Eligible buyers | The Company's employees according to the list approved by the Board of Directors before making the offering. |
| 9. Offering method | Offered directly to the Company's employees according to the list approved by the Board of Directors. |
| 10. Transfer restrictions | At least 01 year from the date of completing the offering, authorize the Board of Directors to specifically decide on restricting the transfer of shares based on the principle of (i) only a maximum of 50% can be transferred after 01 year and before 03 years from the end date of the offering and (ii) the remaining amount can only be transferred after 3 years from the end date of the offeringRepurchase of shares due to employees violating regulations on transfer restrictions will be carried out in accordance with the Regulations on shares offering to employees promulgated by the Board of Directors.  |
| 11. Implementation time | It is expected to be implemented from 2024 to 2026. |
| 12. Offering purpose | Offer shares under the Employee Stock Ownership Plan to increase the cohesion of the Company's key personnel and supplement capital for the Company's operations. |
| 13. Plan on capital use | The capital obtained from the share offering is expected to be used to supplement capital for the Company's business activities. Assign the Board of Directors, based on the specific situation of the Company, to balance and use the proceeds from the securities offering to carry out the above purposes and ensure compliance with the Company's general development plan. |

1. Additional securities depository registration and additional listing registration

The entire number of additional shares offered will be additionally registered and deposited securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing at the Stock Exchange where the Company is listing its shares within the time limit prescribed by law.

‎‎Article 12. Approve the shares offering to bonus the employees

1. Plan on offering shares to bonus the employees

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| --- | --- |
| 1. Share name
 | : Shares of VNDIRECT Securities Corporation  |
| 1. Share type
 | : Common shares |
| 1. Par value
 | : VND10,000/share |
| 4. Number of expected offered shares | : The total number of bonus shares for employees expected to be offered is 15,000,000 shares. Assign and authorize the Board of Directors to decide on the specific number of shares to be offered in each issue. |
| 5. Total value of shares expected to be offered at par value | : VND150,000,000,000 |
| 6. Number of offering rounds | : Offer in one or many rounds. Authorize the Board of Directors to decide specifically on the number of offering periods and the time to implement each round based on the actual situation of the Company. |
| 7. Form of offering | : Offer bonus shares under the Employee Stock Ownership Plan. Subjects who are distributed shares do not have to pay additional money. |
| 8. Eligible buyer | : The Company’s employees according the listed approved by the Board of Directors |
| 9. Offering method | : Offer bonus shares directly to the Company's employees according to the list approved by the Board of Directors. |
| 10. Transfer restrictions | : At least 02 years from the date of completing the offering, authorize the Board of Directors to specifically decide on restricting the transfer of shares on the principle of (i) only a maximum of 50% can be transferred after 02 years and before 03 years from the end of the offering, and (ii) the remaining amount can only be transferred after 03 years from the end of the offering.Repurchase/recall of shares due to employees violating regulations on transfer restrictions will be carried out in accordance with the Regulations on offering shares to employees promulgated by the Board of Directors. |
| 11. Execution time | : It is expected to be implemented from 2024 to 2026. |
| 12. Offering purpose | : Offering shares under the Employee Stock Ownership Plan to increase the cohesion of the Company's key personnel and supplement capital for the Company's operations. |
| 13. Capital source for implementation | : From the Company's owner equity sources according to the most recent Financial Statements audited by an approved audit company, including the following sources: surplus equity; development fund; undistributed after-tax profits; other funds (if any) are used to supplement charter capital according to the provisions of law. The specific capital source for implementation will be decided by the Board of Directors. |
| 14. Handle fractional shares | : The number of bonus shares offered to employees will be specifically decided by the Board of Directors and there will be no fractional shares. |

1. Additional securities depository registration and additional listing registration

The entire number of additional shares offered will be additionally registered and deposited with securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing at the Stock Exchange where the Company is listing its shares within the time limit prescribed by law.

‎‎Article 13. Terms of enforcement

The decisions and contents stated in this General Mandate have been approved by the Annual General Meeting 2024 of VNDIRECT Securities Corporation and take effect from the date of signing.

The Board of Directors and Executive Board of the Company are responsible for organizing the implementation of this General Mandate.