

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
VIET CAPITAL SECURITIES JOINT STOCK COMPANY

Pursuant to Law on Securities No. 54/2019/QH14 dated 26 November 2019 approved by the National Assembly of the Socialist Republic of Vietnam;

Pursuant to Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 approved by the National Assembly of the Socialist Republic of Vietnam;

Pursuant to the Establishment and Operating License No. 68/UBCK-GP issued by the Chairman of the State Securities Commission date November 6, 2007;

Pursuant to the Charter of Organization and Operation of Viet Capital Securities Joint Stock Company (the "Company" or "VCSC");

Pursuant to the Minutes of the Annual General Meeting of Shareholders dated March 30, 2022 of the Company.

Now:

RESOLVED

Article 1: Approved the Board of Directors' ("BOD") report on 2021 Business Performance & 2022 Business Outlook.

The General Meeting approved with the voting rate of 95.97%.

Article 2: Approved the Board of Management's ("BOM") report on 2021 Business Performance & 2022 Business Outlook.

The General Meeting approved with the voting rate of 96%.

Article 3: Approved the Supervisory Board's report on 2021 Business Performance & Operation.

The General Meeting approved with the voting rate of 96%.

Article 4: Approved the audited Financial Statements for the fiscal year 2021

The General Meeting approved with the voting rate of 94.5%.

Article 5: Approved the authorization for the Supervisory Board to select the audit firm for the fiscal year 2022.

The General Meeting approved with the voting rate of 96.66%.

Article 6: Approved the profit distribution for the fiscal year 2021:

Details	Value (VND)
Net profit after tax of 2021	1,498,718,375,328
Allocated to supplementary capital reserve	(67,496,330,852)
Allocated to financial reserve	(67,496,330,852)
Retained earnings of 2021	1,363,725,713,624
Retained earnings as of December 31, 2020	1,572,516,639,624
Payment of second dividend (20%) of 2020	(331,200,000,000)
Advanced payment of first dividend (12%) of 2021	(399,600,000,000)
Share issuance from owners' equity (1:1)	(964,325,457,016)
Accumulated retained earnings as of December 31, 2021	1,241,116,896,232
The plan to distribute 2021 retained earnings is as follows:	
Share dividend (30%)	(999,000,000,000)
Retained earnings	242,116,896,232

The General Meeting approved with the voting rate of 100%.

Article 7: Approved 2022 Business plan:

Unit: VND million

No.	Item	2021 Actual	2022 Plan	Changes from 2021	
				Value	%
1	Revenue	3,707,069	3,240,000	(467,069)	(12.6%)
2	Total operating expense	1,856,484	1,340,000	(516,484)	(27.8%)
3	Profit before tax	1,850,585	1,900,000	49,415	2.7%
4	Planned dividend	Authorized the BOD to decide, planning 30%			

The General Meeting approved with the voting rate of 95.97%.

Article 8: Approve of the remuneration of the BOD, the Supervisory Board in 2022 and bonus for the BOM in 2022 as follows

Content 1: The remuneration of the Board of Directors in 2022

The Board of Directors recommends remuneration for independent members of the Board of Directors in 2022 to be VND 20,000,000/month/person.

Other members of the Board of Directors do not receive remuneration in 2022.

Content 2: The remuneration of the Board of Supervisory in 2022

The Board of Directors recommends remuneration for the Supervisory Board in 2022 as follows:

Total remuneration for the Supervisory Board (3 members): VND 360,000,000/year, whereas:

- Head (one person) : VND 20,000,000 / month
- Member (2 persons) : VND 5,000,000 / month / person

Content 3: The bonus for the Board of Management in 2022

The Board of Management will only receive a bonus if actual profit before tax in 2022 is higher than actual profit before tax in 2021.

At that time, the bonus for the Board of Management is 8% of the difference between actual profit before tax in 2022 and actual profit before tax in 2021, which is VND1,851bn.

The General Meeting approved with the voting rate of 99.97%.

Article 9: Approved share issuance under employee stock ownership plan (ESOP)

I. Share issuance under the employee stock ownership plan (ESOP)

a. Purpose of the issuance

Talent is the most valuable asset of an enterprise and is thus an important resource for businesses to maintain their status. VCSC expects to attract and retain talented employees by creating more opportunities and motivation for career promotion as well as long-term commitment and dedication to the Company. Accordingly, the BOD of Viet Capital Securities Joint Stock Company would like to submit the plan to the AGM to the consideration and approval of share issuance under the ESOP, as follows:

b. Share issuance under the ESOP

- Type of share: Ordinary share
- Par value: VND10,000/share
- Charter capital before issuance: VND3,330,000,000,000
- Number of shares planned to be issued: 2,000,000 shares
- Total par value of issuance: VND20,000,000,000
- Expected time of issuance: After the approval of the State Securities Commission, expected within 2022
- Charter capital after the issuance: VND3,350,000,000,000
- Subjects to be offered: Employees of Viet Capital Securities Joint Stock Company, according to the criteria and list approved by the BOD

- The issued shares are subject to restriction of transfer for one year from the date of issuance
- Offering price: VND12,500/share
- After the issuance, if the employees do not buy all of the offered shares, then the remaining shares will be distributed to other employees as decided by the BOD — with the price not lower than VND12,500/share

II. Approval of plan of using capital acquired from the issuance

Total capital acquired from share issuance under the ESOP will be used to supplement the Company's working capital and reduce loans.

III. Additional share depositing and listing

Approval of additional share depositing registration at the Vietnam Securities Depository (VSD) and an additional listing on Ho Chi Minh City Stock Exchange (HSX) for the total number of additional shares actually issued — in line with the issuance plan as mentioned above.

IV. Approval of increase in charter capital and amendment of the Company's charter corresponding to the total par value of the shares actually issued

Approval of an increase in charter capital and amendment of the Company's charter corresponding to the total par value of the shares actually issued — in line with the issuance plan as mentioned above.

V. Authorization of the Board of Directors to conduct the issuance plan and other related tasks, as follows:

- During the transfer restriction period, if an employee quits his/her job, the number of shares issued to that employee will be handled according to ESOP regulation issued by the Board of Directors;
- Deciding on the criteria and list of employees to participate in the program, the principle of determining the number of shares to be distributed to each employee;
- Deciding the appropriate time of issuance, amending the plan of issuance (if necessary) and implementing tasks in accordance with current laws to complete the share issuance under the ESOP;
- Completing other related tasks to increase charter capital;
- Implementing other necessary tasks to deposit additional issued shares at Vietnam Securities Depository and list additional issued shares on the Ho Chi Minh City Stock Exchange;

- Authorizing the Board of Directors and General Director to implement related business registration procedures;

VI. Implementation

Authorizing the Board of Directors to implement the related tasks in accordance with the Law on Enterprises, the Company's Charter and Laws on Securities.

The General Meeting approved with the voting rate of 93.76%.

Article 10: Approved share dividend

I. Approval of share issuance plan

- Type of share: Ordinary share
- Par value: VND10,000/share
- Charter capital after ESOP: VND3,350,000,000,000
- Total number of shares: 335,000,000 shares
- Number of treasury shares: 0 shares
- Number of outstanding shares: 335,000,000 shares
- Number of shares planned to be issued: 100,500,000 shares
- Total par value of issuance: VND1,005,000,000,000
- Target of issuance: Existing shareholders in the VSD's shareholder list at the record date. These shareholders are eligible for receiving share dividend. Treasury shares (if any) are not eligible.
- Method of issuance: Shares will be issued to existing shareholders at the exercise ratio mentioned below.
- Expected time of issuance: Within 2022; after the Company issues shares to employees under the employee stock ownership plan (ESOP) and after the approval of the State Securities Commission for share dividend.
- Exercise ratio: 10:3. At the record date, a shareholder owning ten (10) shares will receive ten (10) rights to receive additional issued shares. For every ten (10) rights, the shareholder will receive three (3) new shares.
- Planning to handle fractional shares: The number of new shares which each shareholder receives will be rounded to the nearest unit and fractional shares will be cancelled.

*For example: On the record date, a shareholder named A owns 222 shares. Exercise ratio for share dividend is 10:3. Accordingly, Mr. A will receive $(222/10)*3= 66.6$ shares. The number of shares to be issued will be rounded to*

the nearest unit. As a result, Mr. A will receive 66 shares. Fractional shares (0,6 shares) will be cancelled.

- Shares that are restricted from transfer (if any) are still eligible to receive additional shares issued. Additional shares issued are not restricted from transfer.
- The right to receive additional shares is not transferable.
- Charter capital after the issuance: VND4,355,000,000,000
- Source of funds for share issuance: retained earnings under the 2021 audited financial statement.

II. Additional share depositing and listing

Approval of additional share depositing registration at the Vietnam Securities Depository (VSD) and an additional listing on Ho Chi Minh City Stock Exchange (HSX) for the total number of additional shares actually issued — in line with the issuance plan as mentioned above.

III. Approval of increase in charter capital and amendment of the Company's charter corresponding to the total par value of the shares actually issued

Approval of an increase in charter capital and amendment of the Company's charter corresponding to the total par value of the shares actually issued — in line with the issuance plan as mentioned above.

IV. Authorization of the Board of Directors to conduct the issuance plan and other related tasks, as follows:

- Deciding the appropriate time of issuance, deciding specific source for share dividend, amending the plan of issuance (if necessary) and implementing tasks in accordance with current laws to complete share dividend;
- Completing other related tasks to increase charter capital;
- Implementing other necessary tasks to deposit additional issued shares at the Vietnam Securities Depository and list additional issued shares on the Ho Chi Minh City Stock Exchange;
- Authorizing the Board of Directors and General Director to implement related business registration procedures.

V. Implementation

Authorizing the Board of Directors to implement the related tasks in accordance with the Law on Enterprises, the Company's Charter and Laws on Securities.

The General Meeting approved with the voting rate of 100%.

Article 11: Approved the establishment of a foreign subsidiary

In recent times, the Company has been invited by many international customers/international consultants to participate in overseas consulting/investment projects. Due to necessity and urgency of establishing a foreign subsidiary to serve aforementioned business purposes, and at the same time facilitate the provision of services to international customers, the Board of Directors would like to propose the plan to establish a foreign subsidiary to the AGM for approval as follows:

1. Information of the foreign subsidiary

- 1.1. Form of foreign investment: Establishment of an economic organization in accordance with the laws of Singapore
- 1.2. Project name: Viet Capital SG Pte. Ltd.
- 1.3. Name of foreign subsidiary (if any): Viet Capital SG Pte. Ltd.

2. Overseas investment capital

Overseas investment capital of Viet Capital Securities Joint Stock Company is USD 2,180,550 (in words: two million, one hundred and eighty thousand, five hundred and fifty US dollars) — equivalent to VND 50,000,000,000 (in words: words: fifty billion Vietnam dong), in which:

2.1. Form of overseas investment capital:

Form of capital	Cash (1)	Machinery, equipment, goods (2)	Other assets (<i>specify</i>) (3)	Total (1+2+3)
Unit	USD	USD	USD	USD
VIET CAPITAL SECURITIES JOINT STOCK COMPANY	2,180,550	0	0	2,180,550
Total	2,180,550	0	0	2,180,550

2.2. Source of overseas investment capital:

- Investor's equity capital: USD 2,180,550 (in words: two million, one hundred and eighty thousand, five hundred and fifty US dollars) — equivalent to VND 50,000,000,000 (in words: fifty billion Vietnam dong)
- Loan capital: VND 0

Content and scope of activities

No.	Content and scope of activities
A. Main content and scope	
1.	Proprietary trading
B. Other content and scope of activities	
2.	Provision of securities trading services/services according to the Company's business lines and regulations of the law from time to time.

3. Business plan

After being granted an offshore investment certificate by competent authority, the Company will complete procedures for overseas investment (expected within three months) and go into business (expected within the next three months) in accordance with the approved content and scope of activities.

4. Authorization

Assign and authorize the General Director — the legal representative of the Company to carry out necessary procedures, including and not limited to:

- Sign relevant documents, related documents to deploy, work with third parties and/or competent authorities to implement the plan to establish a foreign subsidiary, including application for necessary permits and approvals to implement the approved plan;
- Decide timing for implementing the plan, amend the plan and carry out the tasks in accordance with the laws to complete the establishment of the foreign subsidiary;
- Decide on personnel and perform other necessary tasks to carry out the operations of the subsidiary;
- The General Director is entitled to authorize others to perform the tasks within the scope of authorization mentioned above.

The General Meeting approved with the voting rate of 99.96%.

Article 12: Approved the regulation on operation of the Board of Directors

The General Meeting approved with the voting rate of 99.99%.

Article 13: Approved the regulation on operation of the Supervisory Board

The General Meeting approved with the voting rate of 100%.

Article 14: Approved internal regulations on corporate governance

The General Meeting approved with the voting rate of 97.84%.

Article 15: Approved resignation letter of a member of the Supervisory Board

The General Meeting approved with the voting rate of 99.99%.

Article 16 Approved the regulation on the additional election of a member of the Supervisory Board for the 2021 – 2026 term

The General Meeting approved with the voting rate of 99.99%.

Article 17: Approved the result of additional election of a member of the Supervisory Board for the 2021 – 2026 tenure.

Total number of votes for Ms. Mai Thi Thanh Trang: 206,123,664 shares; 99.9% of the total number of votes of attending shareholders.

The winning rate of Ms. Mai Thi Thanh Trang is 99.9%.

Article 18: This Resolution takes effect from the date of its signing and is made in 3 originals which kept at the head office of the Company.

**On behalf of the General Meeting of Shareholders
(signed)**

**Nguyen Thanh Phuong
Chairman of the Board of Directors**