

**Số: 28/2018/CV-CBTT**  
No: 28/2018/CV-CBTT

TP. Hồ Chí Minh, ngày 18 tháng 09 năm 2018  
Ho Chi Minh City, 18 September 2018

## **CÔNG BỐ THÔNG TIN**

### **INFORMATION DISCLOSURE**

**Kính gửi / To:**

- Ủy ban Chứng khoán Nhà nước  
*The State Securities Commission*
- Sở Giao dịch Chứng khoán TP.Hồ Chí Minh  
*Ho Chi Minh Stock Exchange*
- Sở Giao dịch Chứng khoán Hà Nội  
*Ha Noi Stock Exchange*

Công ty: **Công ty Cổ phần Chứng khoán TP.Hồ Chí Minh**  
*Name of Company: Ho Chi Minh City Securities Corporation*

Mã chứng khoán: **HCM**  
*Securities symbol: HCM*

Địa chỉ trụ sở chính: Tầng 5&6, Tòa nhà AB, 76 Lê Lai, P. Bến Thành, Quận 1, TP.Hồ Chí Minh  
*Head quarter address: Level 5&6, AB Tower, 76 Le Lai Str., Ben Thanh Ward, Dist., 1, HCM City*

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Người thực hiện công bố thông tin: Ông Johan Nyvene  
*Submitted by: Mr. Johan Nyvene*

Chức vụ: Tổng Giám đốc  
*Position: Chief Executive Officer*

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Loại công bố thông tin:  24 giờ  định kỳ  bất thường  theo yêu cầu  
*Information disclosure type:  24 hours  Periodic  Irregular  On demand*

Nội dung thông tin công bố:  
*The content of information disclosure:*

Hội đồng quản trị Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh (HSC) trân trọng thông báo đến Quý Cổ đông thông tin về tài liệu và thời hạn nhận lại Phiếu lấy ý kiến cổ đông bằng văn bản. Chi tiết như sau:

*The Board of Directors of Ho Chi Minh City Securities Corporation would like to announce to the valued shareholders the documents of obtaining shareholders's votes by written ballot and deadline of returning the filled written ballot. The details are as follows:*



- Thời hạn nhận lại Phiếu lấy ý kiến : Từ ngày 18/09/2018 đến ngày 18/10/2018  
*Deadline of returning the filled written ballot: From 18<sup>th</sup> September 2018 to 18<sup>th</sup> October 2018*
- Tài liệu lấy ý kiến cổ đông bằng văn bản:  
*Documents of obtaining shareholders's votes by written ballot:*
  - Tờ trình về phương án phát hành cổ phiếu cho cổ đông hiện hữu và phương án phát hành cổ phiếu theo chương trình lựa chọn cho người lao động.  
*Proposal of the share issuance plan to existing shareholders and the share issuance plan to HSC employees according to the Employee Stock Ownership Plan (ESOP)*
  - Dự thảo Nghị quyết Đại hội đồng cổ đông  
*Draft of the General Shareholders' Meeting Resolution*

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 18/09/2018 tại đường dẫn <http://www.hsc.com.vn/vn/investor/information-disclosure>

*This information was disclosed on HSC webpage on 18 September 2018 and available at <https://www.hsc.com.vn/en/investor/information-disclosure>*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

*We declare that all information provided in this paper is true and accurate; we shall be legally responsible for any misrepresentation.*

**Người đại diện Công ty**  
**For and on behalf of HSC**




**Johan Nyvene**  
**Tổng Giám đốc**  
**Chief Executive Officer**



No. 11/2018/TT- HĐQT

Ho Chi Minh City, 18 September 2018

## GENERAL SHAREHOLDERS' MEETING PROPOSAL

*Subject: - Issuance of shares to existing shareholders*

*and issuance of shares to HSC employees according to the Employee Stock Ownership Plan (ESOP)*

*Pursuant to:*

- *The Law on Enterprises No.68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014 and the documents guiding the implementation of Law on Enterprise;*
- *The Law on Securities No.70/2006/QH11 issued by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006 and Amendment, Law amending and supplementing a number of articles of Securities Law No.62./2010/QH12 issued by the National Assembly of the Socialist Republic of Vietnam on 24 November 2010 and some documents guiding the implementation of Securities Law;*
- *The twelfth amendment of HSC Charter according to the AGM Resolution No.01/2018/NQ-ĐHĐCĐ dated 26 April 2018,*

The Board of Directors would like to submit to the General Meeting of Shareholders for your approval the share issuance plan to existing shareholders and the share issuance plan to HSC employees according to the Employee Stock Ownership Plan (ESOP). The details are as follows:

### **I. Share issuance to existing shareholders using capital resources of owners' equity to increase charter capital (Issuance of bonus shares)**

1. Name of securities: Share of Ho Chi Minh City Securities Corporation (HCM)
2. Type of share: Ordinary share
3. Par value: VND10,000/ share (*Ten thousand dong per share*)
4. Total number of issued shares: 129,756,758 (*One hundred twenty-nine million seven hundred fifty-six thousand seven hundred fifty- eight*) shares
5. Number of outstanding shares: 129,554,168 shares (*One hundred twenty-nine million five hundred fifty-four thousand one hundred sixty-eight*) shares
6. Number of treasury shares: 202,590 shares (*Two hundred-two thousand five hundred ninety*) shares (*at as 31 July 2018*)
7. Estimated number of issued shares: 86,369,445 shares (*Eighty-six million three hundred sixty-nine thousand four hundred forty-five*) shares
8. Total value of issuance at par value: VND 863,694,450,000 (*Eight hundred sixty-three billion six hundred ninety-four million four hundred fifty thousand dong*)
9. Issuance rate (*total estimated number of issued shares/ number of outstanding shares*): 66,67%

10. Offering target: Existing shareholders include domestic and foreign shareholders, whose names are in the list of HSC's shareholders as at the record date issued by Vietnam Securities Depository – HCMC Branch, are entitled to exercise the right to receive bonus shares.
11. Subscription ratio 3:2 (*A shareholder who owns three (03) shares is entitled to the right of receiving two (02) bonus shares*)
12. Additional issued shares are not subjected to transfer restrictions
13. The right to receive additional issued shares is not transferable
14. Processing with arising odd stocks (*if any*): The number of shares issued to existing shareholders will be rounded down to the unit. The decimal fraction (*if any*) will be cancelled.
15. Capital sources: Undistributed earnings and Share premium based on the latest Audited Financial Statement  
In which:
  - Value of the Undistributed earnings: VND 533,350,651,501 (*Five hundred thirty-three billion three hundred fifty million six hundred fifty-one thousand five hundred and one dong*)
  - Value of the Share premium: VND 330,343,798,499 (*Three hundred thirty billion three hundred forty-three million seven hundred ninety-eight thousand four hundred ninety-nine dong*)
16. Expected time of issuance: In 2018 or Q12019 after receiving the approval from the State Securities Commission.
17. Additional issued shares are listed on Ho Chi Minh Stock Exchange ("HOSE").
18. The General Shareholders' Meeting authorizes the Board of Directors ("BoD") to:
  - Select the right time to process the offering plan and the record date for the list of shareholders to the issuance shares to increase the owner's equity (bonus shares) to the existing shareholders as soon as possible after receiving Certificate of share issuance offering to the existing shareholders from the State Securities Commission ("SSC") while ensuring the benefits of shareholders in accordance with the provisions of Law.
  - Conduct necessary procedures to process and to complete the share issuance plan to existing shareholders in accordance with regulations of the Company Charter and the documents guiding the implementation of Law, including the approval of the document of share issuance submitted to authorized Government agencies;
  - Register and list all of issued shares to existing shareholders at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance;
  - Assign the Board of Directors and the Board of Management to amend the Company Charter accordingly in charter capital related articles upon the result of the issuance; execute the registration of increased charter capital to amend Business Registration Certification of HSC at State Securities Commission ("SSC") after completing the issuance.

## **II. Share issuance offering to existing shareholders**

1. Name of securities: Share of Ho Chi Minh City Securities Corporation (HCM)

2. Type of share: Ordinary share
3. Par value: VND10,000/ share (*Ten thousand dong per share*)
4. Total number of issued shares: 129,756,758 (*One hundred twenty-nine million seven hundred fifty-six thousand seven hundred fifty-eight*) shares
5. Number of outstanding shares: 129,554,168 shares (*One hundred twenty-nine million five hundred fifty-four thousand one hundred sixty-eight*) shares
6. Number of treasury shares: 202,590 shares (*Two hundred-two thousand five hundred ninety*) shares (*at as 31 July 2018*)
7. Estimated number of issued shares: 86,369,445 shares (*Eighty-six million three hundred sixty-nine thousand four hundred forty-five*) shares
8. Total value of issuance at par value: VND 863,694,450,000 (*Eight hundred sixty-three billion six hundred ninety-four million four hundred fifty thousand dong*)
9. Issuance rate (*total estimated number of issued shares/ number of outstanding shares*): 66,67%
10. Offering target: Existing shareholders include domestic and foreign shareholders, whose names are in the list of HSC's shareholders as at the record date issued by Vietnam Securities Depository – HCMC Branch, are entitled to exercise the right to purchase shares.
11. Offering method: In accordance with shareholders' purchasing rights
12. Subscription ratio 3:2 (*A shareholder who owns three (03) shares is entitled to the right of purchasing two (02) additional shares*)
13. Offering price: VND 14,000/ share (*Fourteen thousand dong per share*)
14. Estimated total value of issuance at offering price: VND 1,209,172,230,000 (*One thousand two hundred-nine billion one hundred seventy-two million two hundred thirty thousand dong*)
15. The right to purchase additional issued shares is transferable only one time.
16. Shareholders restricted in transferability are still entitled to purchase shares. The number of additional shares purchased from the right to purchase shares is not restricted.
17. Processing with arising odd stocks (*if any*): The number of shares existing shareholders receive will be rounded down to the unit. The decimal fraction (*if any*) will be canceled.  
 For example: Nguyen Van A owns 154 HCM shares, according to the issuance ratio 3:2, Nguyen Van A will be entitled to the right of purchasing  $(154 \times 2) / 3 = 102,7$  additional shares. Thus, Nguyen Van A will be entitled to the right of purchasing 102 shares. Odd share (0.7 shares) will be canceled.
18. Processing with the remaining of shares from existing shareholders that do not carry out the purchasing rights:  
 In case of the remaining of shares from existing shareholders that do not carry out the purchasing rights (if any), the General Shareholders' Meeting authorizes to the BoD to decide the following contents:
  - The remaining of shares shall be offered to other investors chosen by the BoD (including investors stipulated in Clause 3 Article 1 of Decree No.60/2015/NĐ-CP dated 26 June 2015) with the offering price not lower than the one offered to existing shareholders.

- In case of the ownership percentage of shareholders whom the BoD continues to distribute offered shares exceeds 25% of the total voting shares, it is not necessary to process a private placement offering.
  - The remaining of shares from existing shareholders offering to other investors shall be restricted one year from the date completing the issuance in accordance with the provisions of law.
  - In case of passing the deadline of distributing shares according to the provisions of law (including the extended time, if any), if there are still any undistributed shares left, they will be cancelled and BoD will announce to end the offering plan.
  - To consider carefully and to adjust the capital using plan to ensure that the Company's capital and business activities are not affected
19. Expected time of issuance: In 2018 or Q12019 after receiving the approval from the State Securities Commission.
20. Capital using plan:
- Total value of expected additional issued shares to existing shareholders VND 1,209,172,230,000 (*One thousand two hundred-nine billion one hundred seventy-two million two hundred thirty thousand dong*). Additional capital gained from the share issuance to existing shareholders will be allocated to:
    - Additional capital for margin lending: VND 400.000.000.000  
(*In words: Four hundred billion dong*)
    - Additional capital for underwriting of share issuance: VND 600.000.000.000  
(*In words: Six hundred billion dong*)
    - Additional capital for principle investment: VND 209.172.230.000  
(*In words: Two hundred-nine billion one hundred seventy-two million two hundred thirty thousand dong*)
  - General Shareholders' Meeting authorize the BoD to adjust the using plan of capital gained from the offering to accord with the Company's actual need of using capital and to ensure the shareholders' maximum benefits and to report to the lastest General Shareholders' Meeting.
21. Method of determining offering price:
- Offering price: VND 14,000/ share (*Fourteen thousand dong per share*)
- Based on 1H2018 Audited Financial Statement as at 30 June 2018: Book value of HCM stock is VND 22,654/ share.
  - Based on the price of HCM stock of the closet 60 trading sessions (*form 29 May 2018 to 20 August 2018*): Average ATC price of HCM stock is VND 58,309/ share.
  - Based on the Company's growth strategy and the need of raising charter capital, and simultaneously encouraging shareholders in commitment and contribution to the Company's growth, the offering price shall be lower than the book value by 38.20% and lower than the average market price (*based on the closest 60 trading sessions*) by 75.99%.

22. Expected diluted price:

At the record date of exercising purchasing rights of additional issued shares to existing shareholders, the Company's shares price will be technically adjusted according to this formula:

$$\text{Market price (adjusted)} = \frac{PR (t - 1) + I_1 * PR}{(1 + I_1)}$$

$PR (t - 1)$  is the stock trading price before the closing date of exercising purchasing rights

$PR$  is the price of additional issued shares to existing shareholders

$I_1$  is the ratio of increased capital

For example: HCM trading price before the record date of exercising purchasing rights is VND 60.000/ share. The price of additional issued shares to existing shareholders is VND 14.000/ share. The ratio of share offering to existing shareholders is 3:2 and the ratio of offering share to increase capital from owner's equity is 3:2. Thus, the adjusted market price will be:

$$\text{Market price (adjusted)} = (60.000 + 2/3 * 14.000 + 2/3 * 0) / (1 + 2/3 + 2/3) = \text{VND } 29.714 / \text{ share}$$

23. General Shareholders' Meeting authorizes the BoD to:

- Select the right time to process the offering plan and the record date for the list of shareholders to the right to purchase shares under the issuance plan to the existing shareholders as soon as possible after receiving Certificate of share issuance offering to the existing shareholders from the State Securities Commission while ensuring the benefits of shareholders in accordance with the provisions of Law.
- Conduct necessary procedures to process and to complete the share issuance plan to existing shareholders in accordance with regulations of the Company Charter and the documents guiding the implementation of Law, including the approval of the document of share issuance submitted to authorized Government agencies;
- Register and list all of issued shares to existing shareholders at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance;
- Assign the Board of Directors and the Board of Management to amend the Company Charter accordingly in charter capital related articles upon the result of the issuance; execute the registration of increased charter capital to amend Business Registration Certification of HSC at State Securities Commission ("SSC") after completing the issuance.

**III. Share issuance to employee stock ownership plan (ESOP)**

1. Name of securities: Share of Ho Chi Minh City Securities Corporation (HCM)
2. Type of share: Ordinary share
3. Par value: VND 10,000/ share (*Ten thousand dong per share*)

4. Total number of issued shares: 129,756,758 (*One hundred twenty-nine million seven hundred fifty-six thousand seven hundred fifty-eight*) shares
5. Number of outstanding shares: 129,554,168 shares (*One hundred twenty-nine million five hundred fifty-four thousand one hundred sixty-eight*) shares
6. Number of treasury shares: 202,590 shares (*Two hundred-two thousand five hundred ninety*) shares (*at as 31 July 2018*)
7. Estimated number of issued shares: 6,477,000 (*Six million four hundred seventy-seven thousand*) shares
8. Issue price: VND 14,000/ Share (*Fourteen thousand dong per share*)
9. Total value of issuance at par value: VND 64,770,000,000 (*Sixty-four billion seven hundred seventy million dong*)
10. Total value of issuance: VND 90,678,000,000 (*Ninety billion six hundred seventy-eight million dong*)
11. Subscription ratio: 5%
12. Capital sources: The Company's Welfare and Reward Fund as at 30 June 2018 and the employees' payments  
In which:
  - Value of the Welfare and Reward Fund: VND 34,004,250,000 (*Thirty-four billion four million two hundred fifty dong*)
  - Value of the employees' payment: VND 56,673,750,000 (*Fifty-six billion six hundred seventy-three million seven hundred fifty thousand dong*)
13. Applicable employees: Company's management employees
14. Transfer restriction: Shares issued to the Company employees shall be restricted in accordance with the Rules - Policies on Employee Share Ownership Plan 2018 adopted by the BoD of Ho Chi Minh City Securities Corporation.
15. Transfer ratio and time frame:
  - At the end of the first year (*12 months after the completed issuance of ESOP 2018*), the employees shall only be allowed to transfer up to 40% of the total Issued and Transferred Shares.
  - At the end of the second year (*24 months after the completed issuance of ESOP 2018*), the employees shall only be allowed to transfer up to 30% of the total Issued and Transferred Shares.
  - At the end of the third year (*36 months after the completed issuance of ESOP 2018*), the employees shall be allowed to transfer up to 30% all of the remaining Issued and Transferred Shares.
16. Dealing with non-exercised shares: In case of the employees refuse to exercise the rights to buy their allocated shares, the BoD shall allocate total number of non-exercised shares to other employees depending on his/ her years' seniority.
17. Revocation of issued and transferred shares

- If an employee resigns, the Company will buy his/ her remaining transfer-restricted shares at the price which equals his/ her contribution amount to purchase those shares plus non-term interest for the period from issue date to the re-purchase date. These shares will be available for transfer once Vietnam Securities Depository (VSD) – Ho Chi Minh City Branch approves the ownership transfer.
  - The treatment of other cases will be applied in accordance with the Rules - Policies on Employee Share Ownership.
18. Estimated time of issuance: In 2018 or Q12019 after receiving the approval from the State Securities Commission.
19. Capital using plan from the offering plan for the Company's employees:  
Expected offering price: VND 14.000/ share
- Total value of expected additional issued shares to HSC's employees is VND 56,673,750,000 (*Fifty-six billion six hundred seventy-three million seven hundred fifty thousand dong*). Additional capital gained from the share issuance to HSC' s employees will be allocated to principle investment.
  - General Shareholders' Meeting authorize the BoD to adjust the using plan of capital gained from the offering to accord with the Company's actual need of using capital and to ensure the shareholders' maximum benefits.
20. Method of determining offering price:
- Based on 1H2018 Audited Financial Statement as at 30 June 2018: Book value of HCM stock is VND 22,654/ share.
  - Based on the price of HCM stock of the closet 60 trading sessions (*form 29 May 2018 to 20 August 2018*): Average ATC price of HCM stock is VND 58,309/ share.
  - Based on the Company's growth strategy and the need of raising charter capital, and simultaneously encouraging shareholders in commitment and contribution to the Company's growth, the offering price shall be lower than the book value by 38.20% and lower than the average market price (*based on the closest 60 trading sessions*) by 75.99%.
21. Additional issued shares will be listed on the Ho Chi Minh Stock Exchange.
22. General Shareholders' Meeting authorizes the BoD to:
- Decide the right time to process the offering plan;
  - Decide the list of the employees who are allowed to purchase shares and the allocation of shares for each employee;
  - Implement the regulations and policies of the share offering plan to the employees with the option to exercising the purchasing rights;
  - Conduct necessary procedures to process and to complete the issuance of ESOP 2018 in accordance with regulations of the Company Charter and the documents guiding the implementation of Law, including the approval of the document of share issuance submitted to authorized Government agencies;
  - Register and list all of issued shares of ESOP 2018 at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance;

- Assign the Board of Directors and the Board of Management to amend the Company Charter accordingly in charter capital related articles upon the result of the issuance; executing the registration of increased charter capital to amend Business Registration Certification of HSC at State Securities Commission ("SSC") after completing the issuance.

#### IV. Assessment of expected EPS dilution

The Company offers additional issued shares to increase the charter capital from VND 1,297,567,580,000 to VND 3,089,726,480,000. In case of successful offering plan, the Company's outstanding shares will be 308,770,058. After the new shares are officially circulated, there will be an EPS dilution as follows:

$$\text{EPS} = (\text{earnings after tax} - \text{preferred shares' dividends}) / (\text{outstanding shares})$$

The EPS dilution level in this offering plan will be assessed as follows:

- The total expected earnings after tax in 2018 is VND 818,717,000,000. The expected average outstanding shares in 2018, without additional issued shares, are 129,562,479. Thus, the expected EPS in 2018 before the offering plan is VND 6.319.
- After the offering plan, the expected outstanding shares will be 308,770,058. Assuming HSC completes the offering plan at the end of October 2018, then the expected average outstanding shares will be 159,513,628 and EPS will decrease and be valued at VND 5.133 per share.

The additional shares offering may also decrease the book value per share (BVPS) when the outstanding shares increase. Then, BVPS will be calculated as follows:

$$\text{BVPS} = \text{owner's equity} / \text{outstanding shares}$$

At the ending date of offering plan, if the growth of owner's equity is lower than the growth of number of shares after the offering plan, the book value per share will decrease.

The BoD would like to submit to General Shareholders' Meeting for your approval.

**ON BEHALF OF THE BOARD OF DIRECTORS  
MEMBER**



**JOHAN NYVENE**

- To:**
- As mentioned above;
  - BoD Office for record.



**Hochiminh City Securities Corporation (HSC)**

**HEAD OFFICE**

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**No. 02/2018/NQ-ĐHĐCĐ**

*Ho Chi Minh City, 22 October 2018*

## **DRAFT OF RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING**

### **HO CHI MINH CITY SECURITIES CORPORATION (HSC)**

*Pursuant to:*

- *The Law on Enterprises No.68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014 and the documents guiding the implementation of Law on Enterprise;*
- *The Law on Securities No.70/2006/QH11 issued by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006 and Amendment, Law amending and supplementing a number of articles of Securities Law No.62./2010/QH12 issued by the National Assembly of the Socialist Republic of Vietnam on November 24th, 2010 and some documents guiding the implementation of Securities Law;*
- *The twelfth amendment of HSC Charter according to the AGM Resolution No.01/2018/NQ-ĐHĐCĐ dated 26 April 2018;*
- *Minutes of vote counting No. 02/2018/BB-ĐHĐCĐ dated 22 October 2018 of the General Shareholders' Meeting of Ho Chi Minh City Securities Corporation.*

## **RESOLUTION**

### **Article 1.**

The General Shareholders' Meeting approved the share issuance to existing shareholders using capital resources of owners' equity to increase charter capital (Issuance of bonus shares). The details are as follows:

1. Name of securities: Share of Ho Chi Minh City Securities Corporation (HCM)
2. Type of share: Ordinary share
3. Par value: VND10,000/ share (*Ten thousand dong per share*)
4. Total number of issued shares: 129,756,758 (*One hundred twenty-nine million seven hundred fifty-six thousand seven hundred fifty-eight*) shares
5. Number of outstanding shares: 129,554,168 shares (*One hundred twenty-nine million five hundred fifty-four thousand one hundred sixty-eight*) shares
6. Number of treasury shares: 202,590 shares (*Two hundred-two thousand five hundred ninety*) shares (*at as 31 July 2018*)
7. Estimated number of issued shares: 86,369,445 shares (*Eighty-six million three hundred sixty-nine thousand four hundred forty-five*) shares

8. Total value of issuance at par value: VND 863,694,450,000 (*Eight hundred sixty-three billion six hundred ninety-four million four hundred fifty thousand dong*)
9. Issuance rate (*total estimated number of issued shares/ number of outstanding shares*): 66,67%
10. Offering target: Existing shareholders include domestic and foreign shareholders, whose names are in the list of HSC's shareholders as at the record date issued by Vietnam Securities Depository – HCMC Branch, are entitled to exercise the right to receive bonus shares.
11. Subscription ratio 3:2 (*A shareholder who owns three (03) shares is entitled to the right of receiving two (02) bonus shares*)
12. Additional issued shares are not subjected to transfer restrictions
13. The right to receive additional issued shares is not transferable
14. Processing with arising odd stocks (*if any*): The number of shares issued to existing shareholders will be rounded down to the unit. The decimal fraction (*if any*) will be cancelled.
15. Capital sources: Undistributed earnings and Share premium based on the latest Audited Financial Statement  
In which:
  - Value of the Undistributed earnings: VND 533,350,651,501 (*Five hundred thirty-three billion three hundred fifty million six hundred fifty-one thousand five hundred and one dong*)
  - Value of the Share premium: VND 330,343,798,499 (*Three hundred thirty billion three hundred forty-three million seven hundred ninety-eight thousand four hundred ninety-nine dong*)
16. Expected time of issuance: In 2018 or Q12019 after receiving the approval from the State Securities Commission.
17. Additional issued shares are listed on Ho Chi Minh Stock Exchange ("HOSE").
18. The General Shareholders' Meeting authorizes the Board of Directors ("BoD") to:
  - Select the right time to process the offering plan and the record date for the list of shareholders to the issuance shares to increase the owner's equity (bonus shares) to the existing shareholders as soon as possible after receiving Certificate of share issuance offering to the existing shareholders from the State Securities Commission ("SSC") while ensuring the benefits of shareholders in accordance with the provisions of Law.
  - Conduct necessary procedures to process and to complete the share issuance plan to existing shareholders in accordance with regulations of the Company Charter and the documents guiding the implementation of Law, including the approval of the document of share issuance submitted to authorized Government agencies;
  - Register and list all of issued shares to existing shareholders at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance;
  - Assign the Board of Directors and the Board of Management to amend the Company Charter accordingly in charter capital related articles upon the result of the issuance; execute the

registration of increased charter capital to amend Business Registration Certification of HSC at State Securities Commission ("SSC") after completing the issuance.

➤ Votes in favor accounted for ....%

## **Article 2.**

The General Shareholders' Meeting approved the share issuance offering to existing shareholders. The details are as follows:

1. Name of securities: Share of Ho Chi Minh City Securities Corporation (HCM)
2. Type of share: Ordinary share
3. Par value: VND10,000/ share (*Ten thousand dong per share*)
4. Total number of issued shares: 129,756,758 (*One hundred twenty-nine million seven hundred fifty-six thousand seven hundred fifty-eight*) shares
5. Number of outstanding shares: 129,554,168 shares (*One hundred twenty-nine million five hundred fifty-four thousand one hundred sixty-eight*) shares
6. Number of treasury shares: 202,590 shares (*Two hundred-two thousand five hundred ninety*) shares (*at as 31 July 2018*)
7. Estimated number of issued shares: 86,369,445 shares (*Eighty-six million three hundred sixty-nine thousand four hundred forty-five*) shares
8. Total value of issuance at par value: VND 863,694,450,000 (*Eight hundred sixty-three billion six hundred ninety-four million four hundred fifty thousand dong*)
9. Issuance rate (*total estimated number of issued shares/ number of outstanding shares*): 66,67%
10. Offering target: Existing shareholders include domestic and foreign shareholders, whose names are in the list of HSC's shareholders as at the record date issued by Vietnam Securities Depository – HCMC Branch, are entitled to to exercise the right to purchase shares.
11. Offering method: In accordance with shareholders' purchasing rights
12. Subscription ratio 3:2 (*A shareholder who owns three (03) shares is entitled to the right of purchasing two (02) additional shares*)
13. Offering price: VND 14,000/ share (*Fourteen thousand dong per share*)
14. Estimated total value of issuance at offering price: VND 1,209,172,230,000 (*One thousand two hundred-nine billion one hundred seventy-two million two hundred thirty thousand dong*)
15. The right to purchase additional issued shares is transferable only one time.
16. Shareholders restricted in transferability are still entitled to purchase shares. The number of additional shares purchased from the right to purchase shares is not restricted.
17. Processing with arising odd stocks (*if any*): The number of shares existing shareholders receive will be rounded down to the unit. The decimal fraction (*if any*) will be canceled.

For example: Nguyen Van A owns 154 HCM shares, according to the issuance ratio 3:2, Nguyen Van A will be entitled to the right of purchasing  $(154 \times 2) / 3 = 102,7$  additional shares. Thus, Nguyen

Van A will be entitled to the right of purchasing 102 shares. Odd share (0.7 shares) will be canceled.

18. Processing with the remaining of shares from existing shareholders that do not carry out the purchasing rights:

In case of the remaining of shares from existing shareholders that do not carry out the purchasing rights (if any), the General Shareholders' Meeting authorizes to the BoD to decide the following contents:

- The remaining of shares shall be offered to other investors chosen by the BoD (including investors stipulated in Clause 3 Article 1 of Decree No.60/2015/NĐ-CP dated 26 June 2015) with the offering price not lower than the one offered to existing shareholders.
- In case of the ownership percentage of shareholders whom the BoD continues to distribute offered shares exceeds 25% of the total voting shares, it is not necessary to process a private placement offering.
- The remaining of shares from existing shareholders offering to other investors shall be restricted one year from the date completing the issuance in accordance with the provisions of law.
- In case of passing the deadline of distributing shares according to the provisions of law (including the extended time, if any), if there are still any undistributed shares left, they will be cancelled and BoD will announce to end the offering plan.
- To consider carefully and to adjust the capital using plan to ensure that the Company's capital and business activities are not affected

19. Expected time of issuance: In 2018 or Q12019 after receiving the approval from the State Securities Commission.

20. Capital using plan:

- Total value of expected additional issued shares to existing shareholders VND 1,209,172,230,000 (*One thousand two hundred-nine billion one hundred seventy-two million two hundred thirty thousand dong*). Additional capital gained from the share issuance to existing shareholders will be allocated to:
  - Additional capital for margin lending: VND 400.000.000.000  
(*In words: Four hundred billion dong*)
  - Additional capital for underwriting of share issuance: VND 600.000.000.000  
(*In words: Six hundred billion dong*)
  - Additional capital for principle investment: VND 209.172.230.000  
(*In words: Two hundred-nine billion one hundred seventy-two million two hundred thirty thousand dong*)
- General Shareholders' Meeting authorize the BoD to adjust the using plan of capital gained from the offering to accord with the Company's actual need of using capital and to ensure the shareholders' maximum benefits and to report to the latest General Shareholders' Meeting.

21. Method of determining offering price:

Offering price: VND 14,000/ share (*Fourteen thousand dong per share*)

- Based on 1H2018 Audited Financial Statement as at 30 June 2018: Book value of HCM stock is VND 22,654/ share.
- Based on the price of HCM stock of the closet 60 trading sessions (*form 29 May 2018 to 20 August 2018*): Average ATC price of HCM stock is VND 58,309/ share.
- Based on the Company's growth strategy and the need of raising charter capital, and simultaneously encouraging shareholders in commitment and contribution to the Company's growth, the offering price shall be lower than the book value by 38.20% and lower than the average market price (*based on the closest 60 trading sessions*) by 75.99%.

22. Expected diluted price:

At the record date of exercising purchasing rights of additional issued shares to existing shareholders, the Company's shares price will be technically adjusted according to this formula:

$$\text{Market price (adjusted)} = \frac{PR (t - 1) + I_1 * PR}{(1 + I_1)}$$

$PR (t - 1)$  is the stock trading price before the closing date of exercising purchasing rights

$PR$  is the price of additional issued shares to existing shareholders

$I_1$  is the ratio of increased capital

For example: HCM trading price before the record date of exercising purchasing rights is VND 60.000/ share. The price of additional issued shares to existing shareholders is VND 14.000/ share. The ratio of share offering to existing shareholders is 3:2 and the ratio of offering share to increase capital from owner's equity is 3:2. Thus, the adjusted market price will be:

$$\text{Market price (adjusted)} = (60.000 + 2/3*14.000 + 2/3*0) / (1 + 2/3 + 2/3) = \text{VND } 29.714/ \text{ share}$$

23. General Shareholders' Meeting authorizes the BoD to:

- Select the right time to process the offering plan and the record date for the list of shareholders to the right to purchase shares under the issuance plan to the existing shareholders as soon as possible after receiving Certificate of share issuance offering to the existing shareholders from the State Securities Commission while ensuring the benefits of shareholders in accordance with the provisions of Law.
- Conduct necessary procedures to process and to complete the share issuance plan to existing shareholders in accordance with regulations of the Company Charter and the documents guiding the implementation of Law, including the approval of the document of share issuance submitted to authorized Government agencies;

- Register and list all of issued shares to existing shareholders at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance;
- Assign the Board of Directors and the Board of Management to amend the Company Charter accordingly in charter capital related articles upon the result of the issuance; execute the registration of increased charter capital to amend Business Registration Certification of HSC at State Securities Commission ("SSC") after completing the issuance.

➤ Votes in favor accounted for ...%

### **Article 3.**

The General Shareholders' Meeting approved the share issuance to employee stock ownership plan (ESOP). The details are as follows:

1. Name of securities: Share of Ho Chi Minh City Securities Corporation (HCM)
2. Type of share: Ordinary share
3. Par value: VND 10,000/ share (*Ten thousand dong per share*)
4. Total number of issued shares: 129,756,758 (*One hundred twenty-nine million seven hundred fifty-six thousand seven hundred fifty-eight*) shares
5. Number of outstanding shares: 129,554,168 shares (*One hundred twenty-nine million five hundred fifty-four thousand one hundred sixty-eight*) shares
6. Number of treasury shares: 202,590 shares (*Two hundred-two thousand five hundred ninety*) shares (*at as 31 July 2018*)
7. Estimated number of issued shares: 6,477,000 (*Six million four hundred seventy-seven thousand*) shares
8. Issue price: VND 14,000/ Share (*Fourteen thousand dong per share*)
9. Total value of issuance at par value: VND 64,770,000,000 (*Sixty-four billion seven hundred seventy million dong*)
10. Total value of issuance: VND 90,678,000,000 (*Ninety billion six hundred seventy-eight million dong*)
11. Subscription ratio: 5%
12. Capital sources: The Company's Welfare and Reward Fund as at 30 June 2018 and the employees' payments  
In which:
  - Value of the Welfare and Reward Fund: VND 34,004,250,000 (*Thirty-four billion four million two hundred fifty dong*)
  - Value of the employees' payment: VND 56,673,750,000 (*Fifty-six billion six hundred seventy-three million seven hundred fifty thousand dong*)
13. Applicable employees: Company's management employees

14. Transfer restriction: Shares issued to the Company employees shall be restricted in accordance with the Rules - Policies on Employee Share Ownership Plan 2018 adopted by the BoD of Ho Chi Minh City Securities Corporation.
15. Transfer ratio and time frame:
  - At the end of the first year (*12 months after the completed issuance of ESOP 2018*), the employees shall only be allowed to transfer up to 40% of the total Issued and Transferred Shares.
  - At the end of the second year (*24 months after the completed issuance of ESOP 2018*), the employees shall only be allowed to transfer up to 30% of the total Issued and Transferred Shares.
  - At the end of the third year (*36 months after the completed issuance of ESOP 2018*), the employees shall be allowed to transfer up to 30% all of the remaining Issued and Transferred Shares.
16. Dealing with non-exercised shares: In case of the employees refuse to exercise the rights to buy their allocated shares, the BoD shall allocate total number of non-exercised shares to other employees depending on his/ her years' seniority.
17. Revocation of issued and transferred shares
  - If an employee resigns, the Company will buy his/ her remaining transfer-restricted shares at the price which equals his/ her contribution amount to purchase those shares plus non-term interest for the period from issue date to the re-purchase date. These shares will be available for transfer once Vietnam Securities Depository (VSD) – Ho Chi Minh City Branch approves the ownership transfer.
  - The treatment of other cases will be applied in accordance with the Rules - Policies on Employee Share Ownership.
18. Estimated time of issuance: In 2018 or Q12019 after receiving the approval from the State Securities Commission.
19. Capital using plan from the offering plan for the Company's employees:  
Expected offering price: VND 14.000/ share
  - Total value of expected additional issued shares to HSC's employees is VND 56,673,750,000 (*Fifty-six billion six hundred seventy-three million seven hundred fifty thousand dong*). Additional capital gained from the share issuance to HSC' s employees will be allocated to principle investment.
  - General Shareholders' Meeting authorize the BoD to adjust the using plan of capital gained from the offering to accord with the Company's actual need of using capital and to ensure the shareholders' maximum benefits.
20. Method of determining offering price:
  - Based on 1H2018 Audited Financial Statement as at 30 June 2018: Book value of HCM stock is VND 22,654/ share.

- Based on the price of HCM stock of the closet 60 trading sessions (*form 29 May 2018 to 20 August 2018*): Average ATC price of HCM stock is VND 58,309/ share.
- Based on the Company's growth strategy and the need of raising charter capital, and simultaneously encouraging shareholders in commitment and contribution to the Company's growth, the offering price shall be lower than the book value by 38.20% and lower than the average market price (*based on the closest 60 trading sessions*) by 75.99%.

21. Additional issued shares will be listed on the Ho Chi Minh Stock Exchange.

22. General Shareholders' Meeting authorizes the BoD to:

- Decide the right time to process the offering plan;
- Decide the list of the employees who are allowed to purchase shares and the allocation of shares for each employee;
- Implement the regulations and policies of the share offering plan to the employees with the option to exercising the purchasing rights;
- Conduct necessary procedures to process and to complete the issuance of ESOP 2018 in accordance with regulations of the Company Charter and the documents guiding the implementation of Law, including the approval of the document of share issuance submitted to authorized Government agencies;
- Register and list all of issued shares of ESOP 2018 at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance;
- Assign the Board of Directors and the Board of Management to amend the Company Charter accordingly in charter capital related articles upon the result of the issuance; executing the registration of increased charter capital to amend Business Registration Certification of HSC at State Securities Commission ("SSC") after completing the issuance.

❖ **Assessment of expected EPS dilution**

The Company offers additional issued shares to increase the charter capital from VND 1,297,567,580,000 to VND 3,089,726,480,000. In case of successful offering plan, the Company's outstanding shares will be 308,770,058. After the new shares are officially circulated, there will be an EPS dilution as follows:

$$\text{EPS} = (\text{earnings after tax} - \text{preferred shares' dividends}) / (\text{outstanding shares})$$

The EPS dilution level in this offering plan will be assessed as follows:

- The total expected earnings after tax in 2018 is VND 818,717,000,000. The expected average outstanding shares in 2018, without additional issued shares, are 129,562,479. Thus, the expected EPS in 2018 before the offering plan is VND 6.319.
- After the offering plan, the expected outstanding shares will be 308,770,058. Assuming HSC completes the offering plan at the end of October 2018, then the expected average

outstanding shares will be 159,513,628 and EPS will decrease and be valued at VND 5.133 per share.

The additional shares offering may also decrease the book value per share (BVPS) when the outstanding shares increase. Then, BVPS will be calculated as follows:

$$\text{BVPS} = \text{owner's equity} / \text{outstanding shares}$$

At the ending date of offering plan, if the growth of owner's equity is lower than the growth of number of shares after the offering plan, the book value per share will decrease.

➤ Votes in favor accounted for ...%

#### **Article 4.**

This Resolution takes effect from the signing date, all shareholders of Ho Chi Minh City Securities Corporation, members of the BoD, members of the BoS and all the Company employees have responsible for the implementation of such Resolution.

**For and On behalf of the Board of Directors  
CHAIRMAN**

**DO HUNG VIET**

**To:**

- HSC Shareholders;
- SSC;
- HOSE;
- BoD, BoS and BoM;
- BoD Office for record,



Công ty CP Chứng khoán Tp. HCM (HSC)

TRỤ SỞ CHÍNH

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MẪU/ SAMPLE

# PHIẾU LẤY Ý KIẾN CỔ ĐÔNG BẰNG VĂN BẢN WRITTEN BALLOT

## ĐẠI HỘI ĐỒNG CỔ ĐÔNG CÔNG TY CP CHỨNG KHOÁN TP. HỒ CHÍ MINH GENERAL SHAREHOLDERS' MEETING OF HO CHI MINH CITY SECURITIES CORPORATION

**Kính gửi:** - **Cổ đông** :  
**To:** *Shareholder's name*  
- **Số ĐKSH** :  
*ID Card/ Passport/ Certificate of  
business registration No.*  
- **Mã cổ đông** :  
*Shareholder code*  
- **Địa chỉ** :  
*Address*  
- **Số cổ phần sở hữu** :  
*Total number of shares owned*  
- **Số phiếu biểu quyết** :  
*Total number of votes*

### I. THÔNG TIN CÔNG TY COMPANY PROFILE

Tên công ty : **CÔNG TY CỔ PHẦN CHỨNG KHOÁN TP. HỒ CHÍ MINH (HSC)**  
Company's name : **HO CHI MINH CITY SECURITIES CORPORATION (HSC)**

Mã chứng khoán : HCM  
Securities symbol : HCM

Địa chỉ trụ sở chính : Tầng 5&6, Tòa nhà AB, 76 Lê Lai, P. Bến Thành, Q.1, TP. Hồ Chí Minh  
Head office : Level 5&6, AB Tower, 76 Le Lai Street, Ben Thanh Ward, District 1, HCMC

Điện thoại : (+84 28) 3823 3299 Fax: (+84 28) 3823 3301  
Tel : (+84 28) 3823 3299 Fax: (+84 28) 3823 3301  
Website : [www.hsc.com.vn](http://www.hsc.com.vn)

Giấy phép thành lập và hoạt động số 11/GPHĐKD do Ủy Ban Chứng khoán Nhà nước cấp ngày 29/04/2003 và Giấy phép điều chỉnh số 09/GPĐC – UBCK do Ủy Ban Chứng khoán Nhà nước cấp ngày 02/03/2017.

*Business License No. 11/GPHĐKD dated 29 April 2003 and Amended License No. 09/GPĐC-UBCK dated 02 March 2017 issued by the State Securities Commission of Vietnam.*

## II. MỤC ĐÍCH LẤY Ý KIẾN

### **PURPOSE OF OBTAINING SHAREHOLDERS' VOTES BY WRITTEN BALLOT**

Tại Đại hội đồng cổ đông thường niên năm tài chính 2017 của Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh (“Công ty HSC”) được tổ chức ngày 26/04/2018, Đại hội đã thông qua phương án phát hành cổ phiếu cho cổ đông hiện hữu và phương án phát hành cổ phiếu theo chương trình lựa chọn cho người lao động. Nay dựa vào tình hình thị trường hiện tại và nhu cầu sử dụng vốn của HSC, Hội đồng quản trị quyết định điều chỉnh tổng số lượng cổ phiếu dự kiến phát hành, thời gian dự kiến phát hành và phương án sử dụng vốn trình Đại hội cổ đông thông qua. Chi tiết như sau:

*At the FY 2017 Annual General Meeting of Ho Chi Minh City Securities Corporation (“HSC”) on 26 April 2018, the General Shareholders’ Meeting approved the share issuance plan to existing shareholders and the share issuance plan to HSC employees according to the Employee Stock Ownership Plan (ESOP). In view of the current market conditions and HSC’s capital needs, the Board of Directors decided to adjust the estimated number of issued shares, the expected time of issuance, as well as the capital using plan, and to submit those adjustments to The General Shareholders’ Meeting for approval. The details are as follows:*

#### - **Thông tin trước khi điều chỉnh**

*Original Information (before adjustments)*

1. Tổng số lượng cổ phiếu dự kiến phát hành: 179.236.890 cổ phiếu (cổ phiếu quỹ là 187.590 cổ phiếu)

*Estimated total number of issued shares: 179,236,890 shares (treasury shares: 187,590 shares)*

2. Thời gian dự kiến thực hiện: Trong năm 2018 sau khi có chấp thuận của Ủy ban Chứng khoán Nhà nước.

*Expected time of issuance: In 2018 after receiving the approval from the State Securities Commission.*

3. Phương án sử dụng vốn thu được từ đợt chào bán

*Capital using plan*

Tổng số tiền dự kiến thu được từ đợt chào bán cho cổ đông hiện hữu và người lao động trong Công ty (ESOP 2018) là 1.266.004.230.000 (Một ngàn hai trăm sáu mươi sáu tỷ bốn triệu hai trăm ba mươi ngàn) đồng. Số tiền này sẽ được cân đối sử dụng cho các mục đích sau:

*Total value of expected additional issued shares VND 1,266,004,230,000 (One thousand two hundred sixty-six billion four million two hundred thirty thousand dong). Additional capital gained from the share issuance to existing shareholders and HSC’s employees will be allocated to:*

- o Bổ sung vốn cho hoạt động cho vay ký quỹ (margin): 1.000.000.000.000 đồng  
(*Bằng chữ: Một ngàn tỷ đồng*)

*Additional capital for margin lending: VND 1,000,000,000,000  
(In words: A thousand billion dong)*

- o Bổ sung vốn cho hoạt động tự doanh: 266.004.230.000 đồng

*(Bằng chữ: Hai trăm sáu mươi sáu tỷ bốn triệu hai trăm ba mươi ngàn đồng)*

*Additional capital for principle investment: VND 266,004,230,000*

*(In words: Two hundred sixty-six billion four million two hundred thirty thousand dong)*

## Thông tin sau khi điều chỉnh

*Final Information (after adjustments)*

1. Tổng số lượng cổ phiếu dự kiến phát hành: 179.215.890 cổ phiếu (cổ phiếu quỹ là 202.590 cổ phiếu)

*Estimated total number of issued shares: 179,215,890 shares (treasury shares: 202,590 shares)*

2. Thời gian dự kiến thực hiện: Trong năm 2018 hay Quý 1 năm 2019 sau khi có chấp thuận của Ủy ban Chứng khoán Nhà nước.

*Expected time of issuance: In 2018 or Q12019 after receiving the approval from the State Securities Commission.*

3. Phương án sử dụng vốn thu được từ đợt chào bán

*Capital using plan:*

Số tiền dự kiến thu được từ đợt chào bán cho cổ đông hiện hữu và người lao động trong Công ty là 1.265.845.980.000 (Một ngàn hai trăm sáu mươi lăm tỷ tám trăm bốn mươi lăm triệu chín trăm tám mươi ngàn) đồng được cân đối sử dụng cho các mục đích sau:

*Total value of expected additional issued shares VND 1,265,845,980,000 (One thousand two hundred sixty-five billion eight hundred forty-five million nine hundred eighty thousand dong).*

*Additional capital gained from the share issuance to existing shareholders and HSC's employees will be allocated to:*

- Bổ sung vốn cho hoạt động cho vay giao dịch ký quỹ: 400.000.000.000 đồng  
(Bằng chữ: Bốn trăm tỷ đồng)

*Additional capital for margin lending: VND 400,000,000,000*

*(In words: Four hundred billion dong)*

- Bổ sung vốn cho hoạt động bảo lãnh phát hành chứng khoán: 600.000.000.000 đồng  
(Bằng chữ: Sáu trăm tỷ đồng)

*Additional capital for underwriting of share issuance: VND 600,000,000,000*

*(In words: Six hundred billion dong)*

- Bổ sung vốn cho hoạt động tự doanh: 265.845.980.000 đồng

*(Bằng chữ: Hai trăm sáu mươi lăm tỷ tám trăm bốn mươi lăm triệu chín trăm tám mươi ngàn đồng)*

*Additional capital for principle investment: VND 265,845,980,000*

*(In words: Two hundred sixty-five billion eight hundred forty-five million nine hundred eighty thousand dong)*

Những nội dung chính khác của phương án phát hành cổ phiếu cho cổ đông hiện hữu và phương án phát hành cổ phiếu theo chương trình lựa chọn cho người lao động không thay đổi.

*Other main contents of the share issuance plan to existing shareholders and the share issuance plan for HSC ESOP remain unchanged.*

Hội đồng quản trị Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh trình Đại hội đồng cổ đông thông qua việc điều chỉnh phương án phát hành cổ phiếu cho cổ đông hiện hữu và phương án phát hành cổ phiếu theo chương trình lựa chọn cho người lao động đã được Đại hội đồng cổ đông

thường niên năm tài chính 2017 thông qua tại Điều 12, Điều 13 và Điều 14 của Nghị quyết số 01/2018/NQ-ĐHĐCĐ ngày 26/04/2018 của Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh.

*The Board of Directors (“BOD”) of Ho Chi Minh City Securities Corporation would like to submit to The General Shareholders’ Meeting for approval of the adjustments of the share issuance plan to existing shareholders and the share issuance plan for HSC’s ESOP adopted at the FY2017 Annual General Meeting of Ho Chi Minh City Securities Corporation, as detailed in Article 12, Article 13 and Article 14 of the FY2017 AGM Resolution No.01/2018/NQ-ĐHĐCĐ dated 26 April 2018.*

Quý Cổ đông vui lòng tham khảo tài liệu liên quan (Tờ trình và Dự thảo Nghị quyết) trên trang thông tin điện tử của Công ty HSC tại đường dẫn

<http://www.hsc.com.vn/vn/investor/information-disclosure>

*Please refer to related documents attached to the written ballot (Proposal and draft of the General Shareholders’ Meeting Resolution) on HSC webpage at*

<https://www.hsc.com.vn/en/investor/information-disclosure>

### III. NỘI DUNG LẤY Ý KIẾN

#### THE CONTENTS OF OBTAINING SHAREHOLDERS’ VOTES BY WRITTEN BALLOT

1. **Nội dung 1:** Phương án phát hành cổ phiếu cho cổ đông hiện hữu để tăng vốn cổ phần từ nguồn vốn chủ sở hữu (cổ phiếu thưởng)

**Content 1:** *Share issuance to existing shareholders using capital resources of owners’ equity to increase charter capital (issuance of bonus shares)*

**Biểu quyết:**  Tán thành  Không tán thành  Không có ý kiến  
**Voting:**  For  Against  Abstention

2. **Nội dung 2:** Phương án chào bán cổ phiếu cho cổ đông hiện hữu

**Content 2:** *Share issuance offering to existing shareholders*

**Biểu quyết:**  Tán thành  Không tán thành  Không có ý kiến  
**Voting:**  For  Against  Abstention

3. **Nội dung 3:** Phương án phát hành cổ phiếu theo chương trình lựa chọn cho người lao động trong Công ty

**Content 3:** *Share issuance for employee stock ownership plan (ESOP)*

**Biểu quyết:**  Tán thành  Không tán thành  Không có ý kiến  
**Voting:**  For  Against  Abstention

#### **Lưu ý về các thức biểu quyết**

##### **Notes on the method of voting**

- Cổ đông biểu quyết bằng cách đánh dấu (x) hoặc (√) vào 01 trong 03 ô: Tán thành, hoặc Không tán thành, hoặc Không có ý kiến. Trong trường hợp đánh dấu nhầm hoặc muốn thay đổi ý kiến, Cổ đông phải tô đen ô đã đánh dấu, ký tên ngay bên cạnh và chọn ô khác.

*Please put a cross (x) or a tick (√) in one of three boxes only for each content: For, Against, or Abstention. In case of making mistakes or changing opinion, please black out and sign your name next to the selected box and mark another one.*

- Phiếu lấy ý kiến không hợp lệ trong các trường hợp sau:  
*A written ballot is considered invalid in the following cases:*

- (i) *Đánh dấu từ 02 ô trở lên tại nội dung lấy ý kiến;*  
*Marked two or more boxes of one of the above contents;*

- (ii) *Phiếu bị rách, cạo sửa, tẩy xóa, đánh dấu thêm ký hiệu;  
Torn, modified, erased, or marked;*
  - (iii) *Không có chữ ký (nếu là cổ đông cá nhân), không có chữ ký của người đại diện theo ủy quyền hoặc người đại diện theo pháp luật và đóng dấu (nếu cổ đông là tổ chức);  
Not signed by the shareholder (if the shareholder is an individual), not signed by the authorized representative or the legal representative and not stamped (if the shareholder is an institution);*
  - (iv) *Gửi về Công ty HSC sau thời hạn quy định hoặc phong bì đã bị mở trước khi kiểm phiếu hoặc bị tiết lộ trong trường hợp gửi fax, thư điện tử;  
Sent to HSC after the required deadline set herein beneath or opened prior to the vote counting, in case of sending by post, or not kept confidential in case of sending by email or by fax;*
- *Khi cả 03 ô (Tán thành, Không tán thành và Không có ý kiến) tại nội dung lấy ý kiến không được đánh dấu nhưng Cổ đông vẫn ký, ghi rõ họ tên và đóng dấu (nếu là cổ đông tổ chức) vào Phiếu lấy ý kiến này thì được xem là “Không có ý kiến”.  
If all three boxes (For, Against, Abstention) of a content are left blank, but the shareholder still signs and prints his/her name. and affixes company’s stamps (in case of an institutional shareholder), the written ballot shall be considered as “Abstention”.*
  - *Phiếu lấy ý kiến không được gửi hay được gửi không đúng theo quy định thì xem như “Không có ý kiến” đối với các nội dung nêu trên.  
A written ballot that is not received by HSC or sent not in accordance with the above specifications shall be considered as “Abstention”.*

#### **IV. THỜI HẠN VÀ CÁCH THỨC GỬI PHIẾU LẤY Ý KIẾN DEADLINE AND METHODS OF RETURNING THE FILLED WRITTEN BALLOTS**

Hội đồng quản trị kính đề nghị Quý Cổ đông cho ý kiến biểu quyết và gửi Phiếu lấy ý kiến đến Công ty HSC **trước 16g30 – thứ Năm ngày 18/10/2018** theo một trong hai hình thức sau đây:

*The Board of Directors request you to return the filled written ballot to HSC before 16:30, Thursday, 18th October 2018 by either of the following methods:*

- *Gửi trực tiếp/ gửi qua bưu điện: Phiếu lấy ý kiến được đựng trong phong bì dán kín (được gửi kèm) và gửi về Trụ sở chính của Công ty HSC.  
By post: The filled written ballot must be put in a sealed envelope (enclosed hereto) and mailed to the Head Office of HSC at the address hereunder.*
- *Gửi fax hoặc thư điện tử: Phiếu lấy ý kiến gửi về Công ty HSC qua fax hoặc thư điện tử.  
Via fax or email: The filled written ballot may be sent to HSC by fax or by email.*

**Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh**  
**Tầng 5 & 6, Tòa nhà AB, 76 Lê Lai, Quận 1, TP. Hồ Chí Minh, Việt Nam**  
**Tel: (+84 28) 3823 3299                      Fax: (+84 28) 3823 3301**  
**Email: [hsc.communication@hsc.com.vn](mailto:hsc.communication@hsc.com.vn)**  
**Hochiminh City Securities Corporation**  
**Level 5 & 6, AB Tower, 76 Le Lai, District 1, HCMC, Viet Nam**  
**Tel: (+84 28) 3823 3299                      Fax: (+84 28) 3823 3301**  
**Email: [hsc.communication@hsc.com.vn](mailto:hsc.communication@hsc.com.vn)**

**NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT**  
**LEGAL REPRESENTATIVE**

**JOHAN NYVENE**  
**TỔNG GIÁM ĐỐC**  
**CHIEF EXECUTIVE OFFICER**

**TM. HỘI ĐỒNG QUẢN TRỊ**  
**FOR AND ON BEHALF OF BOD**



**ĐỖ HÙNG VIỆT**  
**CHỦ TỊCH**  
**CHAIRMAN**

....., Ngày.....tháng..... năm 2018  
....., Date.....Month..... Year 2018

**XÁC NHẬN CỦA CỔ ĐÔNG**  
**CONFIRMATION OF SHAREHOLDER**

(Ký ghi rõ họ tên nếu cổ đông là cá nhân, ký và đóng dấu nếu cổ đông là tổ chức)

(Sign and print full name in case of an individual shareholder;

Sign, print full name of the Legal Representative and affix company stamp in case of an institutional shareholder)

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