

March 29<sup>th</sup>, 2019

**RESOLUTION  
OF 2019 ANNUAL GENERAL SHAREHOLDERS' MEETING (“AGM”)  
THIEN VIET SECURITIES JOINT STOCK COMPANY (“TVS”)**

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**THE ANNUAL GENERAL SHAREHOLDERS' MEETING**

*Pursuant to:*

- *The Law on Enterprises No.68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2014 and the documents guiding the implementation of Law on Enterprise;*
- *Charter of Thien Viet Securities Joint Stock Company*
- *The Minutes of Thien Viet Securities JSC's 2019 AGM on March 29<sup>th</sup> 2019*

**RESOLVED THAT**

**Article 1:** The AGM approved the Board of Directors (“BoD”)’ report

**Article 2:** The AGM approved the Executive Board’s report

**Article 3:** The AGM approved The Supervisory Board (“BoS”)’s report

**Article 4:** The AGM approved the 2018 financial safety ratio report, 2018 consolidate financial statements and 2018 separate financial statements audited by Ernst & Young Vietnam Co., Ltd., Including:

1. Executive Board’s report
2. Independent Auditor’s report
3. Statement on Company’s financial position
4. Income Statement
5. Cash flow’s Statement
6. Statement on change of owner’s equity
7. Notes to financial statements

**Article 5: The AGM approved the 2018 business distribution plan as follows:**

	<b>Items</b>	<b>2018 (VND)</b>
<b>1</b>	<b>Undistributed profit (realized)</b> Retained earnings in 2017 Retained earnings in 2018	<b>191,448,110,994</b> 7,007,433,782 184,446,677,212
<b>2</b>	<b>Appropriation to Equity Funds</b> - Supplementary capital Reserve (5% of profit after tax) - Compulsory reserve fund (5% of profit after tax) - Welfare & Reward Fund (7% of profit after tax)	<b>26,144,415,378</b> 7,689,262,931 7,689,262,931 10,765,889,516
<b>3</b>	<b>2018 dividend ( 25% of par value)</b> - Cash dividend (5% of par value) - Stock dividend (20% of par value)	<b>158,755,937,500</b> 31,751,187,500 127,004,750,000
<b>4</b>	<b>Retained profit (4)=(1)-(2)-(3)</b>	<b>6,547,758,116</b>

**Article 6: The AGM approved 2019 business and profit distribution plan as follows:**

1. 2019 business plan: Profit after tax (included of unrealized profit): 125 (one hundred and twenty-five) billion Vietnam dong.
2. Advanced Payment of 2019 dividend and issuing bonus shares:
  - On the basis of 2019 business plan mentioned above and on the actual business results of the Company, The AGM authorizes the BoD to pay cash dividend and/or stock dividend in 2019 not exceeding 13% of charter capital.
  - In case of stock dividend and issuing bonus shares, AGM authorizes the BoD to decide the issuance plan, the registration of depository and listing for all new shares to be issued successfully and other matters related to the share issuance in accordance with the Law.
  - Execution period: the AGM authorizes the BoD to select the appropriate time to execute based on actual business results.

**Article 7: Appointment of audit firm for FY 2019**

The AGM authorized the BoD to select one of 4 international audit firms (KPMG, PWC, E&Y, Deloitte) operating in Vietnam to be the audit firm for the Company's FY 2019.

**Article 8: The AGM approved TVS to operate the derivative business on the derivative market:**

1. TVS to become a derivative trading organization and derivative service provider in the derivatives market as follows:
  - (1) A trading member
  - (2) Derivative advisory, derivative brokerage and derivative trading
  - (3) Clearing and settlement service for derivative transactions
  - (4) A market-maker member
2. Authorizing the BoD to complete applications with Authorities as follows:
  - (1) The derivative trading license application
  - (2) The application for clearing and settlement service for derivative transactions
  - (3) The market-maker contract

3. Authorizing the BoD to amend the Charter with regulations on derivative trading after receipt of SSC's licenses on the derivative trading, clearing and settlement service and completing signing the market-maker contract with the Stock Exchange.

**Article 9:** the AGM approved the 2019 remuneration and operation funds for members of the Board of Directors & Supervisory Board as follows:

1. 2019 remuneration and operation fund for the BoD: Not exceeding 1,400,000,000 dongs (One billion and four hundred million dongs).
2. 2019 remuneration and operation fund for Supervisory Board: Not exceeding 300,000,000 (Three hundred million dongs).

**Article 10:** The AGM approved the 2018 stock dividend and bonus share issuance plan for existing shareholders as follows:

1. Issuance ratio: 23.5% (23.5 new shares for every 100 shares), of which:
  - a. 20% is 2018 stock dividend (20 new shares for every 100 shares).
  - b. 3.5% is bonus shares (3.5 new shares for every 100 shares).
2. Sources of capital:
  - a. Undistributed profit: for stock dividends issuance of 20%;
  - b. Share premium: for bonus share issuance of 2.2%;
  - c. Supplementary capital reserve fund: for bonus share issuance of 1.3%
3. Recipients: Existing shareholders
4. Execution period: in 2019, upon receipt of SSC's approval
5. Execution of fractional shares: the number of shares to be received by each shareholder shall be rounded down to the nearest integer number of shares, fractional shares (if any) will be omitted.
6. Transfer restrictions: The new shares will not be subject to transfer restriction.
7. Increasing chartered capital based on the number of shares issued successfully and authorizing the BoD to decide on chartered capital increase and the Company's Charter amendment accordingly.
8. Depository registration and listing for all new shares in accordance with the Law.
9. Authorizing the BoD to make following decisions:
  - Execution period
  - Amendment of the issuance plan
  - Other decisions related to the issuance and registration for depository and listing for all new shares in accordance with the Law.

**Article 11:** The AGM approved the Employees' Stock Option Plan ("the ESOP") as follows:

1. Number of shares planned to be issued: 1,800,000 shares
2. Type of stock: Ordinary shares
3. Offering price: VND10,000/ share
4. Total issuance value at par value: VND 18,000,000,000
5. Issuance ratio: maximum 2,3% of total shares issued by TVS at the time of issuance
6. Capital sources: Welfare & Reward Fund
7. Offering target: Key employees
8. Number of issuances and estimated execution period: one (1) and/or two (2) times upon receipt of SSC's approval
  - The 1st issuance: in QII or QIII 2019
  - The 2<sup>nd</sup> issuance: within 12 months from the date of the result report of the 1<sup>st</sup> issuance to SSC

9. Transfer restriction:
  - After 12 months from the date of the result report of that issuance to SSC: maximum 35% of ESOP shares will be transferable.
  - After 24 months from the date of the result report of that issuance to SSC: maximum 35% of ESOP shares will be transferable.
  - After 36 months from the date of the result report of that issuance to SSC: the remaining 30% will be transferable
10. Approved the charter capital increase based on the number of shares issued successfully and authorizing the BoD to decide the chartered capital increase and the Company's Charter amendment accordingly.
11. To registering and list all new shares at the Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance.
12. To authorize the BoD to make following decisions:
  - Completing necessary procedures for ESOP in accordance with the Company's charter and Law
  - The execution period
  - The ESOP regulations, the list of ESOP employees
  - Amending the issuance plan
  - Number of shares to be issued of each issuance
  - Other issues related to the issuance, registering and listing new shares

**Article 12:** The AGM approved the Share issuance plan of up to 10 million shares as follows:

### **I. Share issuance plan by private placement**

#### **1. Issuance plan:**

- Name of stock: Thien Viet Securities Joint stock Company
  - Stock code: TVS
  - Issuance plan: Private Placement
  - Number of shares to be issued: authorize to the BoD to decide the number of shares to be issued but not exceeding 10,000,000 shares
  - Type of stock: Ordinary shares
  - Par value: VND10,000/ share
  - Total par value of shares to be issued: up to VND 100,000,000,000 (one hundred billion Vietnam dong)
  - Offering price: authorize the BoD to decide the offering price, but not lower than the book value in the latest financial statements at the offering time
2. **Criteria for selecting investors:** institutions and individuals having strong financial capabilities and desiring to make long term investment with the Company.
  3. **Offering target:** Domestic or foreign investors including individuals or institutions selected by the BoD and meeting the above criteria.
  4. **Expected offering period:** The BoD will decide the time of offering.
  5. **Transfer restriction:** the new shares offered through private placement will be subjected to one-year transfer restriction from the date of offering.
  6. **Capital use plan:** The proceeds from this issuance will be used to increase the additional capital for the Company to meet requirements of SSC to be a clearing and settlement member for derivatives at VSD.
  7. **Listing new shares:** registering new shares with Vietnam Securities Depository ("VSD") and listing on Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance.

8. **Authorizing the BOD to make decisions on the following issues:**
- The offering period;
  - Amending issuance plan;
  - The list of investors for this offering;
  - The offering price not lower than the book value in the latest financial statements at the offering time;
  - Amending the Article of Charter capital in the Company's charter accordingly based on the number of newly issued;
  - Selecting the advisory firm for this offering (if any)
  - Completing necessary procedures to complete the offering for private placement and registering and listing all new shares of this issuance in accordance with the regulations;
  - Other issues related to the issuance

## II. Share issuance plan to existing shareholders

### 1. Issuance plan:

- Name of stock: Thien Viet Securities Joint stock Company
  - Stock code: TVS
  - Issuance plan: issuing to existing shareholders
  - Number of shares planned to be issued: authorize the BoD to decide number of share to be issued but not exceeding 10,000,000 shares
  - Type of stock: Ordinary shares
  - Par value: VND10,000/ share
  - Total par value of shares to be issued: up to VND 100,000,000,000 (one hundred billion Vietnam dong)
  - Offering price: authorize the BOD to decide the offering price.
2. **Offering target:** Existing shareholders, domestic and foreign investors on the record date issued by VSD, are entitled to exercise the right to purchase shares.
  3. **Offering method:** Offering to existing shareholders by share purchase rights
  4. **Subscription ratio:** to be informed at the offering time
  5. **The right to purchase additional issued shares** can be transferable only once
  6. **Transfer restriction:** The shareholders in transfer restriction period are still entitled to get the share purchase right. The new shares purchased from this right issue are not restricted for transfer.
  7. For the shares that shareholders do not exercise their share purchase rights (if any): AGM authorizes to the BoD to offer to those shares other investors selected by the BoD at the offering price not lower than the price offered to existing shareholders.
  8. **Execution of fractional shares:** the number of shares to be received by each shareholder shall be rounded down to the nearest integer number of shares, fractional shares (if any) will be omitted.
  9. **Expected offering period:** The BoD will decide the time of offering.
  10. **Capital use plan:** The proceeds from this issuance will be used to increase the additional capital for the Company to meet requirements of SSC to be a clearing and settlement member for derivatives at VSD.
  9. **Listing new shares:** registering new shares with Vietnam Securities Depository ("VSD") and listing on Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance.

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**10. Authorizing the BOD to make decisions on the following issues:**

- Upon SSC's receipt of the Company's share issuance plan to existing shareholders, the BoD should select the record date and offer share purchase rights to existing shareholders to ensure their benefits in accordance with the Law;
- Amending issuance plan;
- The offering price;
- Amending the Article of charter capital in the Company's charter accordingly based on the number of newly issued shares.
- Selecting the advisory firm for this offering (if any);
- Completing necessary procedures for private placement offering and registering and listing all new shares of this issuance in accordance with the regulations;
- Other issues related to the issuance

**Article 13:** The AGM approved the authorization to the Board of Directors to make the following decisions of investments and borrowings:

1. Investments or assets' sale with value of or more than 35% of total asset value recorded in the company's latest financial statements without any notification to or approval from AGM.
2. Borrowings from credit institutions no more than three (3) times of shareholder's equity recorded in the company's latest financial statements or from other sources included but not limited to the issuance of corporate bonds (convertible non-convertible) without any notification to or approval from AGM.
3. Contracts and transactions with value of or more than 35% of total asset value recorded in the Company's latest financial statements without any notification to or approval from AGM, including the case of related person under the regulations of Enterprise Law and Company's Charter.

This Authorization is valid until the AGM issues a new decision or resolution to terminate or replace it.

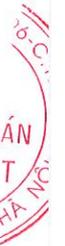
**Article 14:** The amendment of the Company's charter

- The AGM approved the draft of TVS' amended Charter
- The AGM authorized the BoD to amend and supplement articles approved by AGM into the existing version of TVS' Charter;
- The AGM authorized the legal representative to sign the TVS' amended Charter. This amended charter shall be effective from the date of AGM approval and replace the existing version of TVS' Charter.

**Article 15: The amendment of the corporate governance regulations**

- The AGM approved the draft of TVS' amended corporate governance regulations.
- The AGM authorized the Chairman of the BoD to sign TVS' amended corporate governance regulations.

**Article 16:** Electing members of the Board of Directors and the Supervisory Board 2019-2024. The AGM approved the followings:



1. List of BoD members elected:

	<b>Names</b>		<b>Year of birth</b>
1	Mr. Nguyễn Trung Hà	Relected	1962
2	Ms Đinh Thị Hoa	Relected	1961
3	Ms Nguyễn Thanh Thảo	Relected	1976
4	Mr. Nguyễn Nam Sơn	Relected	1968
5	Ms Bùi Thị Kim Oanh	Relected	1959
6	Mr. Phan Minh Tâm	New member	1969
7	Mr. Nguyễn Thành Nam	New member	1961

2. List of BoD members resigned:

	<b>Name</b>	<b>Resignation reason</b>
1	Ông Phạm Ngọc Quỳnh	Term finish
2	Ông Phan Thanh Diện	Term finish

3. List of BoS' members elected

	<b>Name</b>		<b>Year of birth</b>
1	Mr. Đỗ Việt Hùng	Relected	1956
2	Ms Trần Thị Hồng Nhung	Relected	1979

Ms Văn Thị Lan Hương resigned from the member of BoS because of her term finish.

**Article 17:** This resolution take affect from the signing date. All shareholders, BoD' members, the Chief Executive Officer and related departments of the Company are responsible to execute this Resolution.

**On behalf of the AGM  
Chairman of the Board of Directors**

**Nguyen Trung Ha**