

Ref No.: []/2022/NQ-DHDCD

DRAFT

RESOLUTION
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
SSI SECURITIES CORPORATION

(The Draft Resolution is prepared on the proposed AGM's agenda and the submissions. The Resolution depends on the voting results at the AGM)

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
SSI SECURITIES CORPORATION

Pursuant to:

- The Charter of SSI Securities Corporation;
- The Minutes of Annual General Meeting of Shareholders dated May 07, 2022;

RESOLVED THAT:

Article 1: To approve the 2021 Report on activities of the Board of Directors (BOD) and Report on activities of the Audit Committee and Independent Member of the BOD in the Audit Committee in 2021.

Article 2: To approve the 2021 Financial Statements audited by the Ernst & Young Vietnam Limited, the Report on the Company's Business Results in 2021 and the 2022 Business Plan with the main contents as follows:

No.	Items	Unit (VND)	Consolidated Financial Statements	Separate Financial Statements
1	Total Assets	VND	50,793,056,562,082	50,359,041,637,008
2	Net revenues	VND	7,786,479,354,867	7,658,694,750,198
3	Profits before tax	VND	3,365,038,841,169	3,326,828,922,588
4	Profits after tax	VND	2,695,067,698,020	2,671,973,947,872
5	Profits after tax of the parent company's shareholders	VND	2,695,913,941,251	

To approve the 2022 Business Plan (consolidated):

- Revenues (consolidated): VND 10,330 billion.
- Profits before tax (consolidated): VND 4,370 billion.

To authorize the BOD to make the adjustment to market conditions in case the market growth and liquidity are not as expected.

Article 3: To approve the 2021 Profit Distribution Plan based upon the reports and proposal of the Board of Directors, concretely as follows:

Total proposed distributable profit (*dividend 2021 in cash - 10% par value excluded*) **VND 185,242,719,579**

In which:

- Charity fund (1% on profit after tax)	VND 26,463,245,654
- Welfare fund (2% on profit after tax)	VND 52,926,491,308
- Bonus fund (4% on profit after tax)	VND 105,852,982,617
- Dividends 2021 in cash (10% par value)	VND 1,000/share

Remuneration of the BOD based on which actually paid in 2021 **VND 2,450,400,000**

Article 4: To approve remuneration for 06 members of the BOD for the fiscal year of 2022 not exceeding VND5 billion. Authorizing the BOD to determine its allocation for each member of the BOD.

Article 5: To approve the BOD's proposal on choosing Ernst & Young Vietnam Limited, KPMG Limited, PwC (Vietnam) Limited as independent auditors to audit the 2022 Financial Statements of the Company. Authorizing the BOD to select one (1) from the mentioned auditors for auditing the Company's Financial Statements in 2022.

Article 6: To approve the refund of the operational risk and financial reserve (VND 495,932,169,472) to Undistributed profit of the Company. The above refund will be expected record on Financial Statements Quarter 2 in 2022.

Article 7: To approve the transactions between Company and the affiliated parties as following:

1. Information of the affiliated party
 - a. Daiwa Securities Group Incorporation and its subsidiaries, parent companies, affiliated companies;
 - b. The Pan Group and its subsidiaries, affiliated companies;
 - c. NDH Investment Limited Company and its subsidiaries, affiliated companies;
 - d. Sai Gon Dan Linh Real Estate Limited Company and its subsidiaries, affiliated companies.
 2. Information on signing contracts, transactions with the affiliated parties
 - a. Contracts, transactions on securities services of the Company, including brokerage, investment consultancy, proprietary trading, and other services provided by the Company;
 - b. Contracts, transactions on buying/selling securities, valuable papers with Company.
- To meet the following conditions:
- (i) All contracts, transactions under the General Meeting of Shareholders' approval stipulated in Clause 1 Article 167 of Law on Enterprises No. 59/2020/QH14, Clause 4 Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of Government on detailing and guiding the implementation of a number of articles of the Law on Securities.
 - (ii) Within ordinary activities of business of the Company.
 - (iii) To perform transactions to match with market price and guarantee the relevant parties' benefits.
 - (iv) To be disclosed the information of contracts, transactions in compliance with the applicable laws.

Article 8: To approval the plan on private offering, the details as below:

1. Plan on shares private offering

1.	Name of share	SSI Securities Corporation shares
2.	Type of share	Ordinary shares
3.	Par value	VND 10,000/share
4.	Estimated charter capital before private offering (included maximum of 497,375,011 shares under the additional offering for the existing shareholders stipulated in Resolution No. 01/2022/NQ-DHĐCĐ dated January 10, 2022)	VND 14,921,250,330,000
5.	Quantity of estimated shares to offer	Maximum 104,042,344 shares
6.	Total value of offered shares on par value	Maximum VND 1,040,423,440,000
7.	Estimated charter capital after private offering	VND 15,961,673,770,000
8.	Principle for determining offering price	The offering price is not lower than 90% of the average of closed price in 10 consecutive trading days before the date of getting approval from the Board of Directors on detailed Plan on shares issuance The General Meeting of Shareholders delegates for the Board of Directors to decide the detail offering price based on this principle
9.	Potential offeree	Delegating for the Board of Directors on looking for, selecting on the Potential offeree (including the existing shareholders of the Company who are qualified as strategic partners or professional investors) in compliance with investor's criteria
10.	Criteria on strategic partners	Means international, domestic institution and individual with financial potential, professional ability, technology knowledge and experience suitable with business operation of Company or ability to support efficiently during the Company's development orientation, cooperation commitment with the Company at least 03 years and/or securities professional investor, who qualifying the conditions as the applicable regulation Other criteria (if any) will be considered by the Board of Directors if necessary for business operation of the Company

11.	Quantity of investors	Delegating the Board of Directors to make decision on the investors quantity who eligible for purchasing shares to comply with criteria on investors selection
12.	Transfer the subscription right	Investors purchasing shares are not allowed to transfer such subscription right
13.	Handling the unsubscribed shares	Unsubscribed shares (if any) may be cancelled or continue to be offered as decided by the Board.
14.	Restricted to transfer	Shares under the private offering will be restricted within 03 years with the strategic shareholders and within 01 year securities professional investors since the completion date of issuance The offering shall not be restricted in the event that transferring between the securities professional investors or pursuant to the valid judgment or decision of the Court, decision of Tribunal or inheritance in compliance with the applicable laws
15.	Purpose of offering	Enhancing the Company's financial capability to comply with the capital usage
16.	Minimum successful ratio	Not applicable
17.	Expected implementation	In 2022 – 2023 or other periods decided by the Board of Directors
18.	Public offering	Approving for the investors selected by the Board of Directors to purchase, who will not conduct to make procedures on public offering regulated in Law on Securities in cases purchasing leads to ownership ratio greater than its limitation stipulated in Clause 1 Article 35 of Law on Securities No. 54/2019/QH14

2. Approval of plan on capital usage from the offering
The Company issues shares for capital injection in order to additional business capital to improve the underwriting, investment and margin loan capabilities. Total collected amount from the expected shares issuance shall be used for such activities
3. Approval on Registration of securities depository and listing additionally for new issued shares
After finishing the issuance, the Company commits to make the procedures on additional registration depository at the Vietnam Securities Depository or Vietnam Securities Depository and Clearing Corporation and listing additionally the new issued shares at the Ho Chi Minh Stock Exchange in compliance with the applicable laws
4. The GMS hereby authorizes the Board of Directors:
 - Deciding the suitable time for implementing the plan on private offering;
 - Implementing the shares issuance, deciding, and conducting the shares distribution under the Plan on shares issuance;
 - Deciding the detailed Plan on shares issuance and/or amend, supplement and revise this Plan adapting to the actual situation of the Company or request from competent agencies so that ensuring

the successful shares issuance, Company's capital mobilization and comply with applicable laws and protect the benefits of Company and its shareholders;

- Deciding the selection, negotiation, make decision on investors and its quantity, offering price and quantity of offered shares to each investor, commit investors have qualified all criteria approved by the General Meeting of Shareholders, comply with regulations of the foreign ownership percentage and cross-ownership;
- Handling the quantity of shares which investors refused to buy;
- Executing all necessary procedures to amend and supplement the Company Charter to record the additional charter capital from the offering result;
- Approving the capital injection and implementing the works, legal procedures to update the additional charter capital to License on establishment and operation, Enterprise Registration Certificate, which equivalently to total actual par value of shares after completing the issuance;
- Implementing the necessary procedures to register additional depository at the Vietnam Securities Depository or Vietnam Securities Depository and Clearing Corporation and listing additionally at HOSE for these new issuance shares in compliance with applicable laws;
- Deciding all relevant issues to shares issuance, register, deposit and listing additionally for these new issuance shares;
- Other authorized issues stipulated in the detailed Plan on shares issuance;
- The BOD enables to authorize the Board Chairman or Chief Executive Officer to be in charge of one or some of the above mentioned tasks in compliance with the applicable laws.

Article 9: To approve the share issuance under the Employee Stock Ownership Plan (ESOP) in 2022, as follows:

Name of share	SSI Securities Corporation shares
Type of share	Ordinary shares
Form of share	Book entries
Par value	VND 10,000/share
Potential purchaser	Members of the Board of Directors, key personnel of SSI and subsidiaries
Quantity of issued shares	Maximum 10,000,000 (ten million) shares
Issuance Price	Equal to par value VND 10,000/share
Estimated issuance period	In 2022 or other term as decided by the BOD
Purpose	<ul style="list-style-type: none"> - To associate interests of employees and the Company - To get more working capital for the Company
Restricted period	Only 50% are freely transferrable after 02 years and the remaining 50% are freely transferrable after 03 years from the date of issuance. Redemption shares of employees purchased under ESOP and violates regulations on restricted to transfer, which implementing in compliance with the Regulation on shares issuance promulgated by the BOD
Other terms	Shares shall be registered to deposit additionally at VSD and listed additionally on HOSE.

The AGM hereby authorizes the BOD:

- Deciding on issuing and decide on any amendments, supplements, completion the plan on shares issuance to the actual situation of the Company to comply with the laws and requirements from competent authorities for issuance success;

- Deciding the contents and promulgate the regulation on issuance to give detailed guidelines to this plan;
- Deciding the suitable time for ESOP issuance;
- Deciding the list of eligible employees for this plan;
- Executing all necessary procedures to amend and supplement the Company Charter to record the additional charter capital from the offering result;
- Implementing all procedures for register additional depository at VSD and additionally listed on HOSE;
- Approving the capital injection and implementing the works, legal procedures to update the additional charter capital to License on establishment and operation, Enterprise Registration Certificate, which equivalently to total actual par value of shares after completing the issuance;
- Within the scope of authorization, the BOD shall enable to authorize the Board Chairman or Chief Executive Officer to be in charge of one or some of the above mentioned tasks in compliance with the applicable laws.

Article 10: To election of one independent member of the BOD

- Election Ms./Mr. [] to be an independent member of the BOD with the his/her tenure of five (5) years as of May 07, 2022.

Article 11: This Resolution shall take effect on the issued date. The General Meeting of Shareholders authorizes the Board of Directors and the Chief Executive Officer to implement this Resolution.

**For and on behalf of the General Meeting of Shareholders
Chairman of the Board of Directors**

Nguyen Duy Hung