CÔNG TY CỔ PHẦN CHỨNG KHOÁN SÀI GÒN - HÀ NỘI
SAIGON - HANOI SECURITIES JOINT STOCK COMPANY

SUMMARY

CONTENTS OF THE PROPOSALS

SHS ANNUAL SHAREHOLDER MEETING 2023

I. Business performance results of the FY 2022 and Business plan for FY2023 of the Company (*according to the content of Proposal No. 01-2023/TTr-DHDCD*);

The Board of Directors of SHS presents to the General Meeting of Shareholders for approval the business performance results for 2022 and the business plan for 2023 of the Company as follows:

SHS Business performance results of the FY 2022

Unit of measurement: billion Vietnam dong

Performance Indicators	Plan for 2022	Actual performance in 2022	% of 2022 Plan Achieved
Total revenue	3,428.2	1,547.7	45.1
Total expenses	1,402.6	1,350.4	96.2
Profit before tax	2,025.6	197.3	9.7

(Details can be found in the 2022 Business Performance Report of the CEO and the on the 2022 Audited Financial Statements of SHS)

SHS business plan for the FY 2023

Unit of measurement: billion Vietnam dong

Performance Indicators	Actual performance in 2022	Plan for 2023	% of 2023 Plan compared to 2022 Actual Performance
Total revenue	1,547.7	1,942.2	125.5
Total expenses	1,350.4	838.8	62.1
Profit before tax	197.3	1,103.4	559.2

(Details can be found in the 2023 Business Plan Report of the CEO)

II. Profit Distribution Plan for 2022 and Allocation of Funds *(according to the contents of Proposal No. 02-2023/TTr-DHDCD)*

The Board of Directors of SHS respectfully presents to the Annual General Meeting of Shareholders the plan for allocation of funds and profit distribution for 2022 as follows:

1. **Allocation of funds:**

TT	Chỉ tiêu	Số tiền (VNĐ)
1	**2022 post-tax profit:** ***(1)=(1.1)+(1.2)***	**162,216,054,110**
	1.1. Realized post-tax profit:	369,285,449,881
	1.2. Unrealized post-tax profit:	-207,069,395,771
2	**Provisions set aside in 2022:** ***(2)=(2.1)+(2.2)***	**20,000,000,000**
	2.1. Reward fund:	5,000,000,000
	2.2. Welfare fund:	15,000,000,000
3	**Remaining 2022 profit after provisions:** ***(3)=(1)-(2)***	**142,216,054,110**
4	**Retained profits from previous years:**	603,136,211,579
5	**Total undistributed profit after provisions: ((5)=(4)+(3))**	**745,352,265,689**
	Including:	
	Realized post-tax profit:	350,182,149,985
	Unrealized post-tax profit:	395,170,115,704

Based on the assessment of the Vietnam stock market's developments in 2023, which will be influenced by various unpredictable factors directly affecting the company's business operations, the Board of Directors proposes that all remaining profits as of December 31, 2022, after setting aside provisions in item 1, will be retained (without dividend distribution) to serve the company's business activities in 2023.

The Shareholders' General Meeting assigns the Board of Directors with the responsibility of implementing the plan, disclosing information, signing and issuing documents, and performing administrative and legal procedures in accordance with legal regulations, the resolution of the General Meeting of Shareholders, and the company's charter.

III. Plan for managing the Fund of Financial Reserve and Business Risks (according to the Proposal No. 03-2023/TTr-ĐHĐCĐ).

The Board of Directors of SHS submits to the Annual General Meeting of Shareholders for consideration and approval the plan for managing the Fund of financial reserve and business risks as follows:

1. **Proposed basis:**

On December 17th, 2021, the Ministry of Finance issued Circular No. 114/2021/TT-BTC revoking Circular No. 146/2014/TT-BTC dated October 6th, 2014, guiding the financial procedures for securities companies and fund management companies. Accordingly, the establishment of funds according to the guidance in Circular No. 146/2014/TT-BTC will no longer be applied from the fiscal year 2022. The Funds of financial reserve and business risks, which have been previously

established under Circular No. 146, will be managed according to Clause 3, Article 2 of Circular No. 114/2021/TT-BTC as follows:

> *"3. For the balance of the Funds of financial reserve and business risks previously established under Circular No. 146/2014/TT-BTC, securities companies, fund management companies, and branches of foreign fund management company licensed to operate in Vietnam may increase their charter capital or use it according to Decisions of the General Meeting of Shareholders, Board of Members or Chairman of the company as prescribed in the Securities Law No. 54/2019/QH14, guidance documents and the organization and operation Charter of the enterprise, ensuring the compliance with the financial safety criteria as prescribed by the securities law."*

Circular No. 114/2021/TT-BTC takes effect from February 1st, 2022, and applies from the fiscal year 2022.

According to the audited financial statements for the year 2022 by AASC Audit Company Limited, the figures for the financial reserve fund and business risk reserve fund at the company as of December 31st, 2022 are VND 77,136,777,489.

2. **Proposal**:

To be in line with the actual situation, SHS Board of Directors proposes the following plan for managing the remaining balance of the financial reserve fund and business risk reserve fund:

Use the amount of VND 77,136,777,489 from the financial reserve fund and business risk reserve fund to transfer back into the company's undistributed after-tax profit.

Implementation time: Immediately after the Annual General Meeting of Shareholders and expected to be recorded in the second quarter financial report of 2023.

The General Meeting of Shareholders assigns the Board of Directors to be responsible for implementing the above plan, signing and issuing relevant documents, and carrying out administrative and legal procedures in accordance with the provisions of the law, the resolutions of the General Meeting of Shareholders, and the company's Charter.

IV. Report on the year 2022 and Plan for the year 2023 on the use of budget, total amount of fees, bonuses, allowances, and other benefits for the Board of Directors and the Board of Supervisors (according to Proposal No. 04-2023/TTr-ĐHĐCĐ).

1. Report on the use of budget, total amount of fees, bonuses, allowances, and other benefits for the Board of Directors and the Board of Supervisors in the fiscal year 2022:

The Board of Directors of Saigon - Hanoi Securities Joint Stock Company reports to the shareholders' meeting on the budget, total amount of fees, bonuses, allowances, and other benefits for the Board of Directors and the Board of Supervisors in the fiscal year 2022 as follows:

The structure of the Board of Directors and the Board of Supervisors remains unchanged, including 05 members of the Board of Directors and 03 members of the Board of Supervisors (including the Head of the BOS working permanently at the Company).

• **The budget, total remuneration, bonuses, allowances, and other benefits for the Board of Directors and Board of Supervisors in 2022 were approved by the AGM**	1.5% of the net profit after tax for the year 2022 and not less than VND 4.6 billion

○ **SHS has disbursed to the Board of Directors:**	VND 3,600,000,000
○ **SHS has disbursed to the Board of Supervisors:**	VND 974,811,108
• **Total amount disbursed by SHS to the Board of Directors.**	**VND 4,574,811,108**

2. Budget plan, total remuneration, bonuses, allowances, and other benefits for the Board of Directors and Board of Supervisors of SHS in the fiscal year 2023:

- Based on the structure of the Board of Directors and Board of Supervisors for the 2022-2027 term approved by the Annual General Meeting of Shareholders;
- Based on SHS business plan for the year 2023;
- Based on the requirements for the management and supervision of business activities in 2023,

SHS Board of Directors proposes that the General Meeting of Shareholders approve:

- The budget plan, total remuneration, bonuses, allowances, and other benefits for the Board of Directors and Board of Supervisors in the fiscal year 2023 shall be 1.5% of the net profit after tax for the year 2023 of Saigon - Hanoi Securities Joint Stock Company and not more than VND 4.57 billion.
- The specific allocation for each member shall be decided by the Chairman of the Board of Directors in accordance with the business results of the Company in 2023.

V. Amend, Modify, Supplement and Apply the Charter and Regulations under the authority of the Annual General Meeting of Shareholders to approve *(according to the contents of Proposal No. 05-2023/TTr-ĐHĐCĐ).*

In 2022, the Company amended the Charter four times in accordance with the Enterprise Law, Securities Law, and related guidance documents, mainly changing the contents of the Charter's capital appendix after the issuance of the increased charter capital, without changing the contents of the main text.

The current Charter of the Company is in effect from September 06th, 2022, and is the the only valid version, and has been fully published in accordance with legal regulations.

The Annual General Meeting of Shareholders has authorized the Board of Directors to review, amend, supplement and improve certain contents of the Company's Charter and Regulations under the authority of the General Meeting of Shareholders, in accordance with careful calculations, assessments, and a sense of responsibility, compliance with the law, and ensuring the rights and interests of shareholders and the Company. The Board of Directors is responsible to the Annual General Meeting of Shareholders and the law for implementing and monitoring the implementation of these contents and reporting on their performance (if any) at the nearest meeting.

Compared to the newly issued provisions of the Law, related guidance documents, the Charter of the Company, and Regulations approved by the General Meeting of Shareholders, it is necessary to amend and supplement some provisions with the following objectives:

- Compliance with the Law and the actual business operation of the enterprise;
- Protecting the rights and interests of shareholders, investors, partners, and the enterprise simultaneously;
- Enhancing the responsibility of the company, strengthening transparency, compliance with the law, financial safety, and risk management in all governance, operations, and business activities;
- Building and improving the Charter and internal regulations system of SHS to comply with the law, have uniform content, suitable for business operations, creating a legal environment for stable, sustainable, transparent development of the Company, meeting the requirements of integration and development of SHS in the financial system and the securities market.

The Board of Directors, the sub-committees under the Board of Directors, and the Office of the Board of Directors have reviewed, drafted, developed, and completed the draft Charter of SHS and internal regulations of the Company under the authority of the General Meeting of Shareholders.

We respectfully submit to the Annual General Meeting of Shareholders to consider approving the following recommendations of the Board of Directors:

1. Approval of the amendments and supplements to the following documents and the adoption of their complete drafts to replace the current versions:
   - Articles of Association of Saigon - Hanoi Securities Joint Stock Company;
   - Internal Governance Regulations of the Company;
   - Regulations on the Organization and Operation of the Board of Directors of the Company;
   - Regulations on the Organization of Online Shareholders' Meetings, E-Voting, and Absentee Voting;

   (Details of the amendments, draft articles of association and regulations are attached in the annexes and posted on the Company's website at http://dhcd.shs.com.vn/).
2. Approval of the assignment of responsibilities to the Board of Directors and the subcommittees under the Board of Directors to perform the following tasks:
   - Adjust and rearrange the provisions, clarify necessary contents, etc., to complete and issue the articles of association and relevant internal regulations within the authority of the General Meeting of Shareholders based on the approved amendments, supplements, and draft documents;
   - Amend, supplement, and adjust the contents of the above-mentioned documents as necessary on behalf of the General Meeting of Shareholders to comply with changes in laws and the actual operations of the company at different times;
   - Report to the General Meeting of Shareholders at the latest annual meeting on the amendments to the articles of association and internal regulations under the authority of the General Meeting of Shareholders (*if any*).
3. Responsible for publicizing information in accordance with the legal regulations on disclosure of information to all Shareholders, Investors, and Relevant State Agencies the full content of amended documents; reporting to the Annual General Meeting of Shareholders on the latest amendments to the Charter and Regulations (*if any*).

VI. Plan for issuing/selling and listing secured warrants (*according to the contents of Proposal No. 06-2023/TTr-ĐHĐCĐ).*

On April 27th, 2018 and April 27th, 2022, the Annual General Meetings of Shareholders of SHS agreed to the following the proposals regarding the issuance/sale and listing of secured warrants.

However, the Company has established internal procedures but has not implemented the issuance/sale and listing of secured warrants.

The reason is that the market conditions in 2022 were not suitable and favorable for high-leverage products like warrants: *(the VNIndex decreased from 1500 to 1040 points, market liquidity decreased from VND 20,000 billion/session to VND 10,000 billion/session, and market liquidity for warrants decreased from VND 100 billion/session to VND 8 billion/session)*; and SHS's priority in 2022 was to limit the expansion of its business, manage risks, ensure financial safety, and protect the interests of shareholders and investors during this period of strong market volatility.

However, to provide a legal basis for the implementation of this activity in the context of a stable and clear market with many opportunities, the Board of Directors reports and continues to propose to the General Meeting of Shareholders for approval of the following contents related to warrants:

1. Approval of the plan to issue, offer for sale, list, and establish trading of secured warrants at the Company, specifically as follows:

a. Rights of warrant holders: to be carried out according to the provisions of the Company's current Charter (Clause 2, Article 5) and the law.

b. Quota of issuance and offering of warrants: The total value of warrants of all issuance and offering rounds of the Company (already offered for sale and registered for offering, excluding cancelled or expired warrants) shall not exceed 15% of the Company's available capital according to the latest financial report at the time of issuance or offering, and in all cases, not exceed the maximum limit as stipulated by relevant laws.

c. Company's obligations to warrant holders in case the Company loses its ability to pay, merge, dissolve, or declare bankruptcy: Warrant holders are considered secured creditors of the Company. The rights and interests of warrant holders in case of the aforementioned circumstances shall be handled according to the provisions of relevant laws.

d. Plan for payment security and SHS's obligations to warrant holders in case the Company falls into the state of insolvency, declare bankruptcy, merge, or dissolve as follows:

(i) In case the Company falls into the state of insolvency, the Company shall ensure the use of resources to pay and fulfill obligations to secured warrant holders as follows:

- Risk reserve assets for Warrants in the proprietary trading account;
- Payment secured assets that the Company has signed with the depository bank for offering rounds with security;
- Payment guarantees or other assets (if any);
- The Company will apply other security measures (if any) as prescribed by law to ensure payment and fulfill the Company's obligations to warrant holders.

(ii) In case SHS is dissolved or declared bankrupt, payment security and the Company's obligations shall be carried out according to the provisions of the law on dissolution and bankruptcy of secured creditors.

(iii) In case SHS is merged or acquired, payment security and the Company's obligations shall be carried out according to the provisions of the law.

e. Carry out the listing of secured warrants by the company after completing the offering of warrants according to the provisions of the law.

f. Conduct trading activities for the secured warrants after completing the offering and listing of warrants according to the provisions of the law.

2. By delegating authority to the Board of Directors of the Company to decide on matters related to the issuance and sale of secured warrants, specifically as follows:

a. Determine the timing of the issuance, sale, listing, and trading of secured warrants in the Company and complete all necessary procedures, signing, issuing documents and papers to implement the issuance, sale, listing, and trading of secured warrants in accordance with legal regulations, the General Meeting of Shareholders' resolutions, and the Company's Charter.

b. Amend and supplement the Company's Charter regarding matters related to the sale/issuance/listing/trading of warrants in accordance with legal regulations (if necessary).

c. Decide on the detailed contents of the sale/issuance phase, including:

(i) Type of warrant, form of warrant, and method of exercising the warrant;

(ii) Securities used as the underlying asset of the warrant;

(iii) The value of the sale, offer price, and the number of warrants registered for sale/issuance;

(iv) The realized price (exercise price), offering price, conversion ratio, and multiplier (for warrants based on stock indices);

(v) Warrant term, expected listing date;

(vi) Other content related to the warrant and/or the sale/issuance phase.

d. Organize the implementation of business activities for secured warrants in accordance with legal regulations and ensure the safety and business efficiency of the Company.

e. If deemed necessary, the Board of Directors may delegate the authority granted above to SHS Chairman, SHS CEO, for some or all of the above-mentioned delegated contents.

f. The Board of Directors is responsible for reporting the implementation status of the Plan at the nearest Shareholders' General Meeting.

VII. Implementation plan for providing offsetting services, stock trading payment, and financial product offerings (*according to the contents of Proposal No. 07-2023/TTr-ĐHĐCĐ*).

On April 27th, 2022, the SHS Annual General Meeting of Shareholders approved the plan to provide the services of clearing, stock transaction payment, and financial product offerings.

The services of clearing, stock transaction payment have not yet been implemented as the State Management Agency responsible for overseeing these activities has not launched them in 2022. Once the related agency is ready to implement these activities, SHS will register and begin conducting business according to legal regulations.

The financial product offering activity has not been implemented due to unfavorable market conditions in 2022.

However, to get a stronger legal basis for implementing these activities when the stock market becomes stable, with clear opportunities and the related agency implemented the stock exchange for this kind of business, SHS Board of Directors propose AGM for approval as follows:

1. Allow SHS to supplement the following business activities:
   (i) Provide the services of clearing and stock transaction payment;
   (ii) Offer financial products.
2. Delegate the task of registering with relevant regulatory agencies to the Board of Directors, with the following details:
   (i) Application for a Certificate of Eligibility to provide the services of clearing, stock transaction payment;
   (ii) Application for a Certificate of Eligibility to offer financial products;
   (iii) Other required documents as requested by the State Securities Commission, Stock Exchange, and related regulatory agencies.

   The Board of Directors may delegate authority to the CEO to decide on tasks within their scope of authority.
3. Authorize the Board of Directors to supplement regulations related to the services of clearing, stock transaction payment, and financial product offerings in the company's Charter (if necessary) to ensure compliance with legal regulations and regulatory requirements.
4. The Board of Directors is responsible for reporting on the implementation of delegated tasks to the shareholders at the nearest Annual General Meeting.

VIII. Plan for implementing derivatives-related activities *(according to the contents of Proposals No. 08-2023/TTr-ĐHĐCĐ)*

On April 27th, 2018, at the Annual General Meeting of shareholders of Saigon - Hanoi Securities Joint Stock Company, the shareholders approved the implementation of business activities related to securities derivatives (SD).

Prior to 2023, the company had not implemented any business activities related to SD due to unfavorable market conditions, and had reported to the AGM that it would continue to implement a plan for SD business (in the reports of the Board of Directors in previous years).

On March 1st, 2023, the company was granted Certificate No. 38/GCN-UBCK by the State Securities Commission of Vietnam (SSC) certifying that SHS met the conditions for conducting SD business with three permitted activities: brokering SD securities, proprietary trading of SD securities, and investment advisory services for SD securities.

Currently, SHS has submitted an application for a license to conduct clearing and settlement activities for SD securities to the SSC and is awaiting approval to carry out this activity. After being approved to conduct clearing and settlement activities for SD securities, the company plans to register as a trading member with the Stock Exchanges, become a clearing member with the Vietnam Securities Depository Center (VSD), and carry out other procedures as required by law to implement a comprehensive range of activities related to SD securities.

However, to get a stronger legal foundation and comply with regulations and administrative procedures for implementing SD business activities at SHS, the Board of Directors will report and continue to request the approval of the following contents from the AGM:

1. By approving the policy for SHS to carry out additional securities-related business activities as follows:

   a. Derivative securities trading activities, including:

   - Brokerage of derivative securities;
   - Proprietary trading of derivative securities;
   - Investment consulting for derivative securities ;

   b. Providing clearing and settlement services for derivative securities trading and other related activities.

2. Approving the policy for SHS to register as a member to carry out the above-mentioned business activities in Section 1 of this proposal with the Stock Exchange and VSD, specifically as follows:

   (i) Registering as a Derivatives Trading Member at the Stock Exchange.

   (ii) Registering as a Market Maker Member at the Stock Exchange.

   (iii) Registering as a Clearing and Transaction Payment Member for derivative securities trading at VSD.

3. By authorizing the CEO to decide and organize the implementation of the contents related to the additional derivatives securities business activities mentioned in Item 1 of this Proposal and the activities listed in Item 2 of this Proposal, specifically as follows:

   (i) Building and carrying out the necessary procedures and documentation according to the regulations of the law, guidance of the competent state agencies to apply for registration, licensing, approval for SHS to carry out the business activities mentioned in Item 1 of this Proposal (Registration documents, application for approval of providing offsetting service, derivative securities trading payment and other related activities at the State Securities Commission, Application for registration of Derivatives Securities Trading Members at the Stock Exchange, Application for registration of Offset and Payment Members in Derivatives Securities Trading at VSD, and performing some other procedures according to the provisions of the law to synchronize the activities related to derivative securities...);

   (ii) Amending and supplementing the Charter of SHS regarding the contents related to derivative securities business activities according to the provisions of the law (if necessary);

   (iii) Organizing the implementation of derivative securities business activities according to the provisions of the law and ensuring the safety and business efficiency of the Company;

   (iv) In case it is deemed necessary, the CEO may delegate to other officers and employees of the Company to carry out a part or all of the authorized contents mentioned above;

(v) Deciding on the time to carry out and implement the activities mentioned in Item 1 and Item 2 of this Proposal and the Sub-items (i), (ii), (iii), and (iv) of Item 3 on the basis of compliance with the provisions of the Law, the Resolution of the General Meeting of Shareholders, and the Company's Charter;

(vi) CEO is responsible for reporting on the implementation of the Plan at the nearest Shareholders' Meeting.

IX. Proposal for selecting an independent auditing firm for the 2023 financial year *(according to the contents of Proposals No. 09-2023/TTr-ĐHĐCĐ of the Board of Supervisors).*

The Board of Supervisors proposes to the General Meeting of Shareholders and the Board of Directors the selection of an independent auditing firm to conduct an audit and review the 2023 Financial Report of Saigon - Hanoi Securities Joint Stock Company (SHS) in accordance with the law and SHS's charter, as follows:

A. Selection criteria:

1. Criterion 1: The independent auditing firm selected by SHS must be included in the list approved and authorized by the State Securities Commission or relevant state management agencies to conduct financial statement audits for SHS.
2. Criterion 2: The auditing firm must be reputable, with reasonable audit fees that are appropriate for the scope and timeline of the audit as required by SHS.

B. List of selection: Including the following companies:

1. AASC Auditing Company Limited
2. A&C Auditing and Consulting Company Limited
3. PKF Vietnam Auditing Company Limited

C. Proposed approval by the General Meeting of Shareholders:

1. Approve the list of independent auditing firms mentioned above.
2. Assign the Board of Directors to select one of the three aforementioned companies to audit the 2023 Financial Report of SHS.
3. Plan of action in case the aforementioned auditing firms cannot carry out the auditing work as required by the law or agreed upon by the state management agency or SHS:

   To ensure the continuity of the financial statement audit of SHS, the General Meeting of Shareholders approves the following contents:

   3.1. Authorize the SHS Board of Directors to select another independent auditing firm based on the proposal of the SHS Board of Supervisors to conduct the audit of the 2023 Financial Report of SHS in accordance with the law.

   3.2. The selected auditing firm must meet the criteria mentioned in Section I of this Proposal.

   3.3. The SHS Board of Directors is responsible for reporting to the General Meeting of Shareholders at the nearest meeting regarding the implementation of the authorized contents (if any).

X. Adjust, supplement, amend, and apply the Rules on Organization and Operation of the Board of Supervisors *(according to the contents of Proposals No. 10-2023/TTr-ĐHĐCĐ of the Board of Supervisors).*

The Rules on Operation of the Board of Supervisors of Saigon - Hanoi Securities Joint Stock Company were approved by the Annual General Meeting of Shareholders on June 16th, 2021, according to Resolution No. 01-2021/NQ-ĐHĐCĐ.

However, when compared with the current provisions of the Enterprise Law, Securities Law, existing legal documents, and SHS's Charter, the current Rules on Operation of the Board of Supervisors have some inappropriate points.

To ensure that the organization and operation of the Board of Supervisors comply with the newly enacted legal provisions, the Board of Supervisors has completed and revised the contents of the current Rules.

Based on the authority of the Board of Supervisors prescribed by law, the Board of Supervisors submits the following contents for the Annual General Meeting of Shareholders and the Board of Directors to consider:

1. Approve the entire content of the Rules on Organization and Operation of the Board of Supervisors of Saigon - Hanoi Securities Joint Stock Company according to the attached Draft.
2. The Rules on Organization and Operation of the Board of Supervisors approved by the AGM are the only valid ones, applicable immediately after the adoption of the resolution, replacing the Rules on Operation of the Board of Supervisors issued with Resolution No. 01-2021/NQ-ĐHĐCĐ on June 16, 2021.
3. Assign the Chief of the SHS Board of Supervisors to take responsibility for signing the issuance and organizing, adjusting, amending, and supplementing the contents of the Rules in compliance with the current legal provisions, together with the other members of the Board of Supervisors./.