

**CÔNG TY CỔ PHẦN CHỨNG KHOÁN BIDV**  
*BIDV SECURITIES JOINT STOCK COMPANY*

Số: 373 /BSC-CBTT

No: 373/BSC-CBTT

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**  
*SOCIALIST REPUBLIC OF VIETNAM*

**Độc lập – Tự do – Hạnh phúc**  
*Independence - Freedom – Happiness*

Hà Nội, ngày 24 tháng 4 năm 2024

Hanoi, April 24, 2024

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG**  
**EXTRAORDINARY INFORMATION DISCLOSURE**

Kính gửi/To: - Ủy Ban Chứng khoán Nhà nước

- *State Securities Commission of Vietnam*

- Sở Giao dịch Chứng khoán Việt Nam/Sở Giao dịch Chứng  
khoán TP HCM/Sở Giao dịch Chứng khoán Hà Nội

- *Vietnam Exchange/Ho Chi Minh Stock Exchange/Hanoi Stock  
Exchange*

1. Tên tổ chức/*Name of organization*: Công ty Cổ phần Chứng khoán BIDV/*BIDV Securities  
Joint Stock Company*

Mã chứng khoán/*Stock code*: BSI

Địa chỉ/*Address*: Tầng 8, Tầng 9 Toà nhà ThaiHoldings, 210 Trần Quang Khải, Tràng Tiền, Hoàn  
Kiếm, Hà Nội/*Floor 8, 9 ThaiHoldings Building, 210 Tran Quang Khai, Trang Tien, Hoan Kiem,  
Hanoi.*

Điện thoại/*Tel*: 024.39352722

Fax: 024.33816699

Email: [ir@bsc.com.vn](mailto:ir@bsc.com.vn)

2. Nội dung thông tin công bố/*Contents of disclosure*:

Biên bản họp, Nghị quyết và các tài liệu kèm theo của Đại hội đồng cổ đông thường niên năm  
2024 của Công ty Cổ phần Chứng khoán BIDV

*The meeting minute, resolution and attached documents of the General Meeting of Shareholders  
in 2024 of BIDV Securities Joint Stock Company.*

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3. Thông tin này đã được công bố trên **trang thông tin điện tử của công ty** vào ngày **24/4/2024** tại đường dẫn: <https://www.bsc.com.vn/nha-dau-tu/thong-tin-tai-chinh>

*This information was published on the company's website on April 24, 2024, as in the link: <https://www.bsc.com.vn/nha-dau-tu/thong-tin-tai-chinh>*

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 hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

**Tài liệu đính kèm/Attached documents:**

- Văn bản liên quan đến nội dung công bố thông tin/*Document related to the content of disclosure*

**TỔNG GIÁM ĐỐC**  
**GENERAL DIRECTOR** *CV*  
  
**NGUYỄN DUY VIÊN**



**MINUTES OF MEETING**  
**2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**BIDV SECURITIES JOINT SECURITIES COMPANY**

Today, at 08:30, April 23, 2024 at BIDV Institute of Training and Research, 773 Hong Ha, Chuong Duong Do Ward, Hoan Kiem District, Hanoi, BIDV Securities Joint Securities company (Head office address: 8th floor, 9th floor, ThaiHoldings Building, 210 Tran Quang Khai street, Trang Tien Ward, Hoan Kiem District, Hanoi; Company code: 0101003060, registered for the 27th time on September 22, 2023) held the 2024 Annual General Meeting of Shareholders (the "General Meeting"/"AGM").

**A. MEETING AGENDA**

1. Present the contents of proposals on issues within the competence of the General Meeting of Shareholders according to the meeting invitation notification sent to shareholders, specifically:

- a) Report of the Board of Directors ("BOD") on 2023 results of operations and 2024 operational direction;
- b) Report of the Independent member of Board of Directors;
- c) Report of the Board of Supervisors on the results of operations in 2023 and operational orientation in 2024;
- d) Report of the Board of Management on the Company's business results in 2023 and expected business plan 2024;
- e) Proposal to the AGM re: Approval of the 2024 Business Plan;
- f) Proposal to the AGM re: Approval of the 2023 Audited Financial Statements, 2023 profit distribution plan and 2024 profit distribution plan;
- g) Proposal to the AGM on the Remuneration Report of the Board of Directors, the Board of Supervisors in 2023 and the remuneration proposal of the Board of Directors and the Board of Supervisors in 2024;
- h) Proposal to the AGM on the issuance of shares to pay dividends and increase charter capital of BIDV Securities Joint Securities company;
- i) Proposal to the AGM on the dismissal and election of replacement of Board Members for the term 2021-2026;

2. Discuss the contents presented in Section 1; vote and approve the Proposal on the dismissal and replacement of Members of the Board of Directors for the term 2021-2026; conduct the election of replacement Members of the Board of Directors for the term 2021-2026.



3. Approve the remaining contents in Section 1 (except for the Report on the dismissal and election of replacement of Members of the Board of Directors for the term 2021-2026) and announce the election results.

4. Approving meeting minutes, resolutions of the General Meeting of Shareholders and closing the meeting.

## **B. MEETING PROGRESS**

### **I. Report on the results of the shareholder qualification result and declare the meeting eligible to conduct**

The AGM heard Ms. Le Thi Phuong Hoa – on behalf of the the Shareholders' Eligibility Verification Committee announce the Minutes of Shareholders' Eligibility Verification attending the Meeting made at 08:30 on April 23, 2024:

- a) Total number of shareholders of the Company: 6,507 shareholders.
- b) Total outstanding voting shares of the Company: 202,783,127 shares.
- c) Total number of shareholders invited to attend the meeting: 6,507 shareholders, representing 202,783,127 shares (equivalent to 100% of the number of voting shares).
- d) Total number of eligible shareholders attending the Meeting (including shareholders attending directly and shareholders authorizing others to attend): 19 shareholders, owning and representing 176,401,922 voting shares, accounting for 86.99% of the total number of voting shares of the Company.

Pursuant to the Enterprise Law and the Company's Charter, the 2024 Annual General Meeting of Shareholders of BIDV Securities Joint Securities company ("Company"/"BSC") is legal, valid and eligible to proceed.

## **II. Summary of the General Meeting**

### **1. The Chairman, Presidium, Secretariat and Vote Counting Committee**

According to the Enterprise Law, the Chairman of the Board of Directors chairs the General Meeting of Shareholders convened by the Board of Directors. At the request of the Chairman, the Meeting approved the list of members of the Presidium to administer the Meeting as follows:

#### **1.1. Members of the Presidium include:**

- a) Mr. Ngo Van Dung – Chairman of the Board of Directors: Chairman
- b) Mr. Nguyen Duy Vien - Member of the Board of Directors General Director of the Company: Member
- c) Mr. Chung Jae Hoon – Vice Chairman of the Board of Directors cum Deputy General Director of the Company: Member

Voting results:

- + Approve: 100% voting rate;
- + Disagree: 0% voting rate;
- + No comments: 0% voting rate.



*Result: 100% of shareholders present at the meeting unanimously approved.*

### **1.2. Secretariat:**

a) Ms. Ta Thu Hang – Deputy Head of Legal Department

b) Mr. Do Van Son – Company Secretary

Voting results:

+ Approve: 100% voting rate;

+ Disagree: 0% voting rate;

+ No comments: 0% voting rate.

*Result: 100% of shareholders present at the meeting unanimously approved.*

### **1.3. Vote Counting Committee**

a) Ms. Bui Thi Hong Nhung – Head of Internal Audit Committee - Head of Committee

b) Ms. Nguyen Thi Anh Dao – Head of Internal Control Department - Member

c) Mr. Dao Hai Anh – Senior Staff of HR&Administration Department - Member

Voting results:

+ Approve: 100% voting rate;

+ Disagree: 0% voting rate;

+ No comments: 0% voting rate.

*Result: 100% of shareholders present at the meeting unanimously approved.*

## **2. Contents of the Meeting**

### **2.1. Approving the Meeting agenda and the Regulations on organizing the Meeting**

Mr. Ngo Van Dung – On behalf of the Presidium, introduced the agenda of the Meeting and the Regulations on the organization of the Meeting.

Other comments: None.

Voting results:

+ Approve: 100% voting rate;

+ Disagree: 0% voting rate;

+ No comments: 0% voting rate.

*Thus, the Meeting agenda and the Regulations on the organization of the Meeting were approved by the Meeting with the rate of 100%.*

### **2.2. Presentation of Proposals/Reports:**

a) Mr. Ngo Van Dung – Chairman of the Board of Directors presented the Report of the Board of Directors on the results of operation in 2023, orientation for 2024 and the report of independent members of the Board of Directors.

b) Ms. Pham Thanh Thuy – Head of the Board of Supervisors presented the Board of Supervisors's report on the operation results in 2023 and operational orientation in 2024.

c) Mr. Nguyen Duy Vien – Member of the Board of Directors cum General Director of the Company presented the Report of the Board of Management on the Company's business results in 2023 and expected business plan 2024.

d) Mr. Nguyen Duy Vien – Member of the Board of Directors cum General Director of the Company presented the Proposal to the AGM on the approval of the 2024 Business Plan.

e) Mr. Le Quang Huy – Deputy General Director of the Company presented the Proposal to the AGM approving the audited financial statements 2023, profit distribution plan in 2023 and profit distribution plan 2024.

f) Mr. Pham Xuan Anh – Deputy General Director of the Company presented the Proposal to the AGM on the plan to issue shares to pay dividends and increase charter capital of BSC.

g) Ms. Ngo Thi Phong Lan – Deputy General Director cum Director of Ho Chi Minh City Branch presented the Proposal to the AGM on the Remuneration Report of the Board of Directors and the Board of Supervisors in 2023 and the remuneration proposal of the Board of Directors and the Board of Supervisors in 2024.

h) Mr. Nguyen Duy Vien – Member of the Board of Directors General Director of the Company presented the Proposal on the dismissal and election of replacement members of the Board of Directors for the term 2021-2026.

**2.3. Discuss the contents of Section 2.2; vote to approve the Proposal on the dismissal and election of replacement members of the Board of Directors for the term 2021-2026; conduct the election of replacement Members of the Board of Directors for the term 2021-2026**

**2.3.1. The Meeting discuss the contents of Section 2.2:**

Shareholders have their opinions on the contents of Section 2.2 as follows:

No	Shareholder Questions/Comments	Presidium's reply
1	At the request of the AGM in the next years, the Company added the number of annual General Meetings (eg: "Annual General Meeting of Shareholders ... - ...XX <sup>th</sup> Meeting") in the name of the AGM to express its pride in the long history of establishment and development of the Company.	BSC acknowledged the opinion of shareholders on the addition of the number of AGMs in the following meetings, thereby demonstrating BSC's long history as the first established securities company in the market.
2	BSC's business performance in 2023 is very good, all indicators	The share of surplus profits accumulated by the company belongs to shareholders. The



No	Shareholder Questions/Comments	Presidium's reply
	of Total Assets, Equity, Operating Revenue increased, especially EPS reached VND 2,105. With such a high EPS, the Company should consider paying dividends at a higher level, around 20%.	annual dividend payment is considered by the Board of Directors based on many factors such as: Interests of shareholders, business capital needs of the company, market conditions, correlation with securities companies with similar operating situation of BSC. Thereby, every year, the Board of Directors considers and selects the appropriate dividend proposal plan to both ensure the best interests for all shareholders and suit the needs of the Company's operating capital.
3	Request the Company to provide more information about the Business Contract results of Ho Chi Minh City Branch and the contribution of Ho Chi Minh City Branch to the Company's performance.	BSC Ho Chi Minh City branch has always operated very effectively throughout the years, the contribution of the branch to the total profit of the Company always reaches from 30% - 40%. In the coming time, the Company will consider establishing new branches to expand the scope and scale of the Company's operations.
4	Request the Company to provide more information about HSC's strategic shareholders' contributions to BSC in the past year.	All commitments between BSC and HSC under the agreement between the two parties have been actively and effectively implemented. In recent years, HSC has actively supported BSC in many areas such as risk management, new product development, technology application, human resource training... In 2024, the two sides will continue to promote cooperation activities to fully exploit the advantages of strategic shareholders, raising the cooperation relationship between the two sides to a new level.
5	BSC's readiness to meet the KRX system is scheduled for May 2?	Preparations for the commissioning of the KRX system are prepared by BSC from 4Q/2023. Up to now, BSC has completed the required testing phases, meeting 100% of technical requirements to meet the operation of the new system. Therefore, BSC has

No	Shareholder Questions/Comments	Presidium's reply
		ensured readiness for operational connection with the new KRX system as soon as the authorities decide to deploy.
6	The company please show about the bussiness results in 1 <sup>st</sup> Quarter in 2024? What are the main contributors to 1 <sup>st</sup> Quater profitability?	<p>Operating revenue in 1Q/2024 reached VND 351.7 billion, increase 22% over the same period last year. Profit before tax recorded VND 171.6 billion, completing 31% of the expected plan in 2024, increase 41% over the same period in 2023.</p> <p>The Company's profit in 1Q as well as over the years spanned many areas. In which, the most core is still brokerage and margin lending (accounting for 60% - 70%). Other segments such as Prop-trading, Treasury, IB account for the remaining 30% - 40%.</p>
7	Ability to complete the Company's Business Plan in 2024	By the end of 1 <sup>st</sup> Quarter, the Company's PBT has reached 31% of the 2024 plan submitted to the AGM, so BSC's Board of Directors assesses the ability to complete the VND 550 billion PBT plan of 2024 as positive. However, with the nature of business in the securities sector, BSC's final results also depend heavily on market movements in the last 3 quarters of the year.
8	Why is the Company not paying a cash dividend for 2023? Will the company pay a cash dividend in 2024?	The interests of shareholders with the business are not only due to what dividends are paid but also come from changes in the value of stock in the market. In what form dividends will be paid is related to the need for capital in the coming year. Currently, BSC's capital size is not large (outside the top 20 in the market, equity is only about top 15). Therefore, what dividends will be paid will balance the interests of both the company and shareholders depending on the market situation and business situation over the years.



No	Shareholder Questions/Comments	Presidium's reply
9	Does the company have a zero-fee strategy?	BSC will not chase market share at all costs with a zero-fee policy because it also needs to balance the profit target. Instead of pursuing zero fee, BSC will focus on improving consulting quality, service quality and profit growth from the brokerage segment.

### **2.3.2. Approving the Proposal on the dismissal and election of replacement members of the Board of Directors for the term 2021-2026**

a) Dismiss Ms. Nguyen Thanh Huyen as a member of the Board of Directors for the term 2021-2026.

b) Elect to replace 01 member of the Board of Directors for the term 2021-2026.

Format: direct election at the Meeting.

Voting results:

+ Approve: 100% voting rate;

+ Disagree: 0% voting rate;

+ No comments: 0% voting rate.

*Thus, 100% of shareholders present at the meeting unanimously approved.*

### **2.3.3. Election to replace members of the Board of Directors for the term 2021-2026.**

a) Adoption of the Election Regulations to replace members of the Board of Directors ("Election Regulations"):

Voting results:

+ Approve: 100% voting rate;

+ Disagree: 0% voting rate;

+ No comments: 0% voting rate.

*Thus, 100% of shareholders present at the meeting unanimously approved.*

b) Information about the results of nomination and candidacy: Ms. Hoang Thi Minh Ngoc is the only candidate nominated for replacement election to the Board of Directors for the term 2021-2026 of BSC (under the nomination of major shareholder of BIDV).

c) The General Meeting elect replacement members of the Board of Directors for the term 2021-2026 in accordance with the adopted Election Regulations and the results are announced in Section 2.5 of this Minutes.

## **2.4. Approving the remaining Reports and Proposals (excluding the Proposals in Section 2.3.2 of this Minutes):**

### **2.4.1. Approving the Report of the Board of Directors on the 2023 performance**

**and 2024 operational direction, the Report of the independent Board of Directors:**

Voting results:

- + Approve: 100% voting rate;
- + Disagree: 0% voting rate;
- + No comments: 0% voting rate.

*Thus, 100% of shareholders present at the meeting unanimously approved.*

**2.4.2. Approving the Report of the Board of Supervisors on 2023 performance and 2024 operational orientation:**

Voting results:

- + Approve: 100% voting rate;
- + Disagree: 0% voting rate;
- + No comments: 0% voting rate.

*Thus, 100% of shareholders present at the meeting unanimously approved.*

**2.4.3. Approving the Report of the Board of Management on the Company's business results in 2023 and expected business plan for 2024:**

In particular, the 2023 Business Results Report is as follows:

No	Quota	2023 Implement	2023 Plan	
			Value	% Complete
1	Profit before tax (million VND)	509,048	565,000	90%
2	Stock brokerage market share	2.59%	Top 10 HOSE	Incompleted
3	Ratio of available capital	820%	>260%	Completed

Voting results:

- + Approve: 100% voting rate;
- + Disagree: 0% voting rate;
- + No comments: 0% voting rate.

*Thus, 100% of shareholders present at the meeting unanimously approved.*

**2.4.4. Approving the 2024 Business Plan:**

No	Quota	Units	2024 Plan
1	Profit before tax	Billion VND	550
2	Capital ratio	%	≥260

The General Meeting of Shareholders authorizes the Board of Directors to actively review, evaluate and adjust the 2024 business plan in accordance with market conditions (growth rate and/or market liquidity size...) if deemed necessary and make information disclosure in accordance with law.



Voting results:

- + Approve: 100% voting rate;
- + Disagree: 0% voting rate;
- + No comments: 0% voting rate.

*Thus, 100% of shareholders present at the meeting unanimously approved.*

#### **2.4.5. Approving the 2023 Audited Financial Statements, the 2023 profit distribution plan, and the 2024 profit distribution plan:**

a) Approving the 2023 Audited Financial Statements:

In particular, some main indicators are as follows:

*Unit: VND*

No	Targets in financial statements in 2023	Amount
1	Total assets	8,326,378,957,897
2	Equity	4,684,415,112,510
	<i>In which: Charter capital</i>	<i>2,027,831,270,000</i>
3	Profit before tax	509,047,661,064
4	Profit after tax	408,259,606,627

b) Approving the 2023 Profit Distribution Plan:

*Unit: VND*

No	Quota	Formulas/notes	2023 Profit Distribution Plan
1	Undistributed profits	(1)	600,143,931,493
1.1	- 2023 profits		408,259,606,627
1.2	- Remaining profits of previous years		191,884,324,866
2	Profit appropriation of funds	(2) = (1)	600,143,931,493
3	Appropriation of funds	(3) = (3.1)	30,805,000,000
3.1	<i>Welfare Reward Fund</i>	<i>(3.1)</i>	<i>30,805,000,000</i>
3.2	<i>Deduction rate (vs. Undistributed Profit)</i>	<i>(3.2) = (3.1)/(1)</i>	<i>5.13%</i>
4	Remuneration of the Part-time Members of BOD, BOS	(4)	216.000.000
5	<b>Undistributed after-tax profit after deduction and remuneration</b>	<b>(5)=(2)-(3)-(4)</b>	<b>569,122,931,493</b>
6	(*) Dividend payments	(6)=(6.1)*(6.2)	202,783,127,000
6.1	- Charter capital as of 31/12/2023		2,027,831,270,000

No	Quota	Formulas/notes	2023 Profit Distribution Plan
6.2	- Dividend payout ratio (in shares)		10%
7	(**) Total remaining profit	(7)=(5)-(6)	366,339,804,493

**Note:** As of December 31, 2023, BSC's tax liability as well as estimated tax interest have not been finalized by the local tax authority. In case the tax amount on the audited financial statements is changed according to the decision of the tax authority, the profit left on the above data table may be adjusted accordingly.

(\*), (\*\*): This figure may be adjusted and updated according to the actual number of outstanding BSI shares at the closing date of the vesting transaction to make dividend payments.

The AGM authorizes the Board of Directors to decide the time to finalize the list of shareholders to pay dividends, ensure compliance with legal regulations, the company's charter and approval of competent authorities.

c) Adoption of the 2024 Profit Distribution Plan:

- **Ratio:** Expected 10%/Par value.
- **Form of payment:** In cash and/or in shares. The AGM authorizes the Board of Directors to decide on the form of payment in accordance with actual business results, ensuring the business operation requirements of the Company and the interests of shareholders.
- **Implementation time:** The AGM authorizes the Board of Directors based on the actual situation to choose an appropriate time to make the dividend payment in 2024, the Board of Directors can decide to advance dividends into appropriate installments.

Voting results:

- + Approve: 100% voting rate;
- + Disagree: 0% voting rate;
- + No comments: 0% voting rate.

*Thus, 100% of shareholders present at the meeting unanimously approved.*

#### **2.4.6. Approving the Remuneration report of the Board of Directors, Board of Supervisors in 2023 and remuneration proposal of the Board of Directors, Board of Supervisors in 2024:**

- a) Approving the Report on the implementation of remuneration payments of the Board of Directors, BSC's Board of Supervisors in 2023:
  - For full-time Board members:
    - Mr. Chung Jae Hoon – Vice Chairman of the Board of Directors: Based on the Framework Agreement on Secondment signed between BSC and Hana Securities Company (HSC) and the results of KPI completion, the 2023



remuneration of the Vice Chairman of the Board of Directors is **VND 2,903,120,602** (*Two billion, nine hundred and three million, one hundred twenty thousand, six hundred and two*) (excluding Contractor Tax and Contractor Value Added Tax).

- Ms. Nguyen Thanh Huyen – Member of the Board of Directors: Based on the approval of the salary finalization unit price in 2023, the remuneration of the Full-time Member of the Board of Directors is **VND 2,366,362,200** (*Two billion, three hundred sixty-six million, three hundred sixty-two thousand, two hundred VND*).
- For Members of the Board of Directors and Members of the Board of Supervisors operating under the concurrent regime: **VND 216,000,000** (*Two hundred and sixteen million VND*).
- b) Approving the 2024 Remuneration Estimate of the Board of Directors and the Board of Supervisors:
  - For full-time Board Members:
    - Minimum level (regardless of business plan in 2024): **VND 1,974,797,087**.
    - Maximum level (in case BSC completes the assigned LIT target and depends on the personal KPI of personnel): **VND 3,018,707,087**.
    - In case BSC exceeds the assigned LIT target (LIT in 2024 > VND 550 billion): The Board of Directors will decide on the bonus level exceeding KPIs for full-time members but ensure that the total remuneration for full-time members does not exceed 0.548% of LIT.

*\* Note: Ms. Nguyen Thanh Huyen – Full-time member of the Board of Directors will receive full-time remuneration from 01/01/2024 to the end of 22/04/2024.*

- For members of the Board of Directors and members of the Board of Supervisors concurrently:
  - Chairman of the Board of Directors : 10.000.000 VND/month;
  - Member of the Board of Directors : 5.000.000 VND/month;
  - Head of the Board of Supervisors : 5.000.000 VND/month;
  - Member of the Board of Supervisors : 3.000.000 VND/month.

*\* Note: Members of the Board of Directors and BOS operating under the part-time regime nominated by HSC refuse to receive remuneration.*

- c) Adopt the Total Remuneration for Members of the Board of Directors and the Board of Supervisors in 2024:
  - **When PBT < VND 440 billion** (lower than 80% of the assigned LIT plan in 2024): The maximum total remuneration is **VND 2,232,160,723** (excluding: about VND 200,000,000 contractor tax costs, exchange rate difference provision ... paid according to reality).
  - **When VND 440 billion ≤ PBT ≤ VND 550 billion:** Total maximum remuneration of **VND 3,276,070,723** assuming the Company completes the assigned PBT plan

and specialized personnel reach 100% of personal KPIs (excluding: about VND 350,000,000 contractor tax costs, exchange rate difference provision ... paid according to reality).

- **When PBT > VND 550 billion:** The Board of Directors will decide to supplement the remuneration for full-time Board Members but ensure that the total remuneration for full-time members does not exceed 0.548% of the total PBT.

*\* Note: The above remuneration is before personal income tax and does not include other bonuses (if any) as prescribed by BSC.*

Voting results:

- + Approve: 100% voting rate;
- + Disagree: 0% voting rate;
- + No comments: 0% voting rate.

*Thus, 100% of shareholders present at the meeting unanimously approved.*

#### **2.4.7. Approving the Proposal on the Plan to issue shares to pay dividends and increase charter capital of BSC:**

- a) Approving the plan to issue shares to pay dividends and increase charter capital of BSC

Issuer	:	BIDV Securities Joint Securities company (BSC)
Stock Name	:	Shares of BIDV Securities Joint Securities company
Stock Type	:	Common Shares
Par value of shares	:	VND 10,000/share
Current charter capital	:	VND 2,027,831,270,000
Number of shares issue	:	202,783,127 Shares
Number of outstanding shares	:	202,783,127 Shares
Number of shares expected to be issued to pay dividends	:	Up to 20,278,312 shares ( <i>equivalent to 10% of outstanding shares</i> ). Rights exercise rate: 10%. <i>Note: The actual number of shares issued may vary due to fractional share disposal depending on the actual number of outstanding shares of the Company at the last registration date to close the list of shareholders entitled to receive issued shares to pay dividends.</i>



Total value of shares issued at par value	:	Maximum VND 202,783,120,000 ( <i>In words: Two hundred linh two billion, seven hundred eighty three million, one hundred twenty thousand dong</i> )
Expected charter capital after issuance	:	VND 2,230,614,390,000
Purpose of issuance	:	Increase charter capital to serve the business development needs of the Company
Funding	:	From undistributed after-tax profits according to the audited 2023 Financial Statements
Recipients of shares	:	Existing shareholders of the Company are named in the list of shareholders fixed by Vietnam Securities Depository and Clearing Corporation (VSDC) at the last registration date to exercise the right to receive shares
Rights Exercise Rate	:	10:1 (At the last registration date of the list of shareholders exercising the right, shareholders owning 10 shares will receive 1 new additional share issued by the method of issuing shares to pay dividends)
Principles of rounding and handling odd shares	:	The number of additional shares issued will be rounded down to the unit row, the decimal fraction (if any) will be canceled. <i>Example: Shareholder A owns 111 shares at the last registration date of closing the list of shareholders exercising the right. With a right exercise ratio of 10:1, shareholder A is entitled to receive <math>111/10 \times 1 = 11.1</math> shares. According to the above-mentioned rounding principle, shareholder A is entitled to receive an additional 11 new shares under the share issuance method to pay dividends. An odd number of 0.1 shares will be cancelled.</i>
Estimated release time	:	Expected in 2024 or other time as determined by the Board of Directors
Registration and additional listing of additional issued shares	:	All additional issued shares will be registered for additional securities with Vietnam Securities Depository and Clearing Corporation (VSDC) and additional listing registration with the Ho Chi Minh Stock Exchange after the end of the issuance according to the regulations.

b) Implementation:

- The AGM assigns/authorizes the Board of Directors of the Company to perform, including but not limited to, the following tasks:

- Decide on the details of the plan to issue shares to pay dividends and choose the time of issuance in accordance with the actual situation.
- Decide on the amendment, adjustment and detailed explanation of contents of the plan on share issuance to pay dividends at the request of competent state agencies (if necessary).
- Decide and carry out necessary works and procedures in the process of issuing shares to pay dividends, including: (i) amending / supplementing the Company's operation license at the State Securities Commission; (ii) registration of changes to the Company's Certificate of Business Registration; (iii) additional registration of the Company's shares at Vietnam Securities Depository and Clearing Corporation (VSDC); (iv) registration of additional listing of the Company's shares at the Ho Chi Minh Stock Exchange, HCM; (v) change the charter capital, amend/supplement the provisions on the charter capital level and other relevant provisions in the Company's charter in accordance with the new charter capital level after the issuance; and (vi) other procedures required by applicable law.
- Decide and carry out all other necessary procedures at the request of competent state agencies to complete the issuance of shares to pay dividends according to the approved plan, in accordance with the law provisions and the company's charter.
- Within the scope of the above-mentioned authorization, the Board of Directors may authorize the Chairman of the Board of Directors or the General Director of the Company to perform one or more of the above-mentioned tasks.

Voting results:

- + Approve: 100% voting rate;
- + Disagree: 0% voting rate;
- + No comments: 0% voting rate.

*Thus, 100% of shareholders present at the meeting unanimously approved.*

## **2.5. Results of election to replace Members of the Board of Directors for the term 2021-2026:**

### **Members of the Board of Directors for the term 2021-2026:**

Ms. Hoang Thi Minh Ngoc was elected as a member of the Board of Directors of the Company for the term 2021-2026 with a total number of elected shares of 176,411,534 shares, equivalent to 100% of valid votes.

## **III. Approving Minutes and Resolutions of the Meeting and End of the Meeting**

### **1. Approving the Minutes and Resolutions of the Meeting**

Ms. Ta Thu Hang – read the draft Minutes and Resolutions of the Meeting on behalf of the Secretariat.

Voting results:



- + Approve: 100% voting rate;
- + Disagree: 0% voting rate;
- + No comments: 0% voting rate.

*Thus, the Minutes and Resolutions of the Company's 2024 Annual General Meeting of Shareholders are approved with a ratio of 100%.*

## **2. End of the Meeting**

The Meeting concludes at 11:15 a.m. on April 23, 2024.

This minutes will be made in 02 originals with the same legal validity at 11:15 am on April 23, 2024, immediately after the 2024 Annual General Meeting of Shareholders, BIDV Securities Joint Securities company ends the General Meeting program.

This minute was read before the meeting and approved by the number of shareholders representing 100% of the voting shares present at the meeting./.

### **ON BEHALF OF PRESIDIUM CHAIRMAN**

*(signed)*

**Ngo Van Dzung**

### **SECRETARY OF THE MEETING**

*(signed)*

**Do Van Son**

*(signed)*

**Ta Thu Hang**







No. 01/NQ-DHDCD

Hanoi, April 23, 2024

**RESOLUTION****2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
BIDV SECURITIES JOINT STOCK COMPANY****2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
BIDV SECURITIES JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 29/11/2019;
- Pursuant to the Charter of BIDV Securities Joint Stock Company (BSC);
- Pursuant to the Minutes of the 2024 Annual General Meeting of Shareholders No. 01/BB-DHDCD dated April 23, 2024 of BIDV Securities Joint Stock Company.

**RESOLUTION:****Article 1. Approving the following reports:**

1. Report of the Board of Directors ("BOD") on 2023 results of operations and 2024 operational direction;
2. Report of the Independent member of Board of Directors in 2023;
3. Report of the Board of Supervisors on the results of operations in 2023 and operational orientation in 2024;
4. Report of the Board of Management on the Company's business results in 2023 and expected business plan for 2024.

**Article 2. Approving the 2023 Business Results Report and 2024 Business Plan****1. Approving the 2023 Business Results Report**

No	Quota	2023 Implement	2023 Plan	
			Value	% Complete
1	Profit before tax (million VND)	509,048	565,000	90%
2	Stock brokerage market share	2.59%	Top 10 HOSE	Incompleted
3	Ratio of available capital	820%	>260%	Completed

## 2. Approving the 2024 Business Plan

No	Quota	Units	2024 Plan
1	Profit before tax	Billion VND	550
2	Capital ratio	%	≥260

The General Meeting of Shareholders authorizes the Board of Directors to actively review, evaluate and adjust the 2024 business plan in accordance with market conditions (growth rate and/or market liquidity size...) if deemed necessary and make information disclosure in accordance with law.

### Article 3. Approving the 2023 Audited Financial Statements, the 2023 profit distribution plan, and the 2024 profit distribution plan

#### 1. Approving the 2023 Audited Financial Statements:

In particular, some main indicators are as follows:

*Unit: VND*

No	Targets in financial statements in 2023	Amount
1	Total assets	8,326,378,957,897
2	Equity	4,684,415,112,510
	<i>Where: Charter capital</i>	<i>2,027,831,270,000</i>
3	Profit before tax	509,047,661,064
4	Profit after tax	408,259,606,627

#### 2. Approving the 2023 Profit Distribution Plan:

*Unit: VND*

No	Quota	Formulas/notes	2023 Profit Distribution Plan
1	Undistributed profits	(1)	600,143,931,493
1.1	- 2023 profits		408,259,606,627
1.2	- Remaining profits in previous years		191,884,324,866
2	Profit appropriation of funds	(2) = (1)	600,143,931,493
3	Appropriation of funds	(3) = (3.1)	30,805,000,000
3.1	<i>Welfare Reward Fund</i>	<i>(3.1)</i>	<i>30,805,000,000</i>
3.2	<i>Deduction rate (vs. Undistributed Profit)</i>	<i>(3.2) = (3.1)/(1)</i>	<i>5.13%</i>
4	Remuneration of the Part-time Members of BOD, BOS	(4)	216,000,000
5	Undistributed after-tax profit	(5)=(2)-(3)-(4)	569,122,931,493



No	Quota	Formulas/notes	2023 Profit Distribution Plan
	<b>after deduction and remuneration</b>		
6	(*) Dividend payments	$(6)=(6.1)*(6.2)$	202,783,127,000
6.1	- Charter capital as of 31/12/2023		2,027,831,270,000
6.2	- Dividend payout ratio (in shares)		10%
7	(**) Total remaining profit	$(7)=(5)-(6)$	366,339,804,493

**Note:** As of December 31, 2023, BSC's tax liability as well as estimated tax interest have not been finalized by the local tax authority. In case the tax amount on the audited financial statements is changed according to the decision of the tax authority, the profit left on the above data table may be adjusted accordingly.

(\*), (\*\*): This figure may be adjusted and updated according to the actual number of outstanding BSI shares at the closing date of the vesting transaction to make dividend payments.

The AGM authorizes the Board of Directors to decide the time to finalize the list of shareholders to pay dividends, ensure compliance with legal regulations, the company's charter and approval of competent authorities.

### 3. Approving the 2024 Profit Distribution Plan:

- **Ratio:** Expected 10%/Par value.
- **Form of payment:** In cash and/or in shares. The AGM authorizes the Board of Directors to decide on the form of payment in accordance with actual business results, ensuring the business operation requirements of the Company and the interests of shareholders.
- **Implementation time:** The AGM authorizes the Board of Directors based on the actual situation to choose an appropriate time to make the dividend payment in 2024, the Board of Directors can decide to advance dividends into appropriate installments.

### Article 4. Approving the Remuneration Report of the Board of Directors, the Board of Supervisors in 2023 and the proposed remuneration of the Board of Directors and the Board of Supervisors in 2024

#### 1. Approving the Report on the implementation of remuneration payments of the Board of Directors and Board of Supervisors of BSC in 2023

##### 1.1. For full-time BOD members:

- Mr. Chung Jae Hoon – Vice Chairman of the Board of Directors: Based on the Framework Agreement on Secondment signed between BSC and Hana Securities Company (HSC) and the results of KPI completion, the 2023 remuneration of the Vice Chairman of the Board of Directors is **VND 2,903,120,602** (Two billion, nine hundred and three million,



one hundred and twenty thousand, six hundred and two) (excluding Contractor Tax and Contractor Value Added Tax).

- Ms. Nguyen Thanh Huyen – Member of the Board of Directors: Based on the approval of the salary finalization unit price in 2023, the remuneration of the full-time member of the Board of Directors is **VND 2,366,362,200** (Two billion, three hundred sixty-six million, three hundred sixty-two thousand, two hundred VND).

1.2. For Members of the Board of Directors and Members of the Board of Supervisors operating under the concurrent regime: **VND 216,000,000** (Two hundred and sixteen million VND).

## **2. Approving the remuneration estimate of the Board of Directors and the Board of Supervisors in 2024:**

2.1. For full-time BOD members:

- Minimum level (regardless of business plan in 2024): **VND 1,974,797,087**.

- Maximum level (in case BSC completes the assigned PBT target and depends on the personal KPI of personnel): **VND 3.018.707.087**.

- In case BSC exceeds the assigned PBT target (PBT in 2024 > VND 550 billion): The Board of Directors will decide on the bonus level exceeding KPIs for full-time members but ensure that the total remuneration for full-time members does not exceed **0.548%** of PBT.

*\* Note: Ms. Nguyen Thanh Huyen – Full-time member of the Board of Directors will receive full-time remuneration from 01/01/2024 to the end of 22/04/2024.*

2.2. For members of the Board of Directors and members of the Board of Supervisors concurrently:

- Chairman of the Board of Directors	: 10.000.000 VND/month;
- Member of the Board of Directors	: 5.000.000 VND/month;
- Head of the Board of Supervisors	: 5.000.000 VND/month;
- Member of the Board of Supervisors	: 3.000.000 VND/month.

*\* Note: Members of the Board of Directors and the Board of Supervisors operating under the part-time regime nominated by HSC refuse to receive remuneration.*

## **3. Approving the Total Remuneration for Members of the Board of Directors and the Board of Supervisors in 2024:**

- When **PBT < VND 440 billion** (lower than 80% of the assigned PBT plan in 2024): the maximum total remuneration is **VND 2,232,160,723** (excluding: about VND 200,000,000 in contractor tax costs, exchange rate difference provision ... paid according to reality);

- When **VND 440 billion ≤ PBT ≤ VND 550 billion**: maximum total remuneration of **VND 3,276,070,723** assuming the Company completes the assigned PBT plan and specialized personnel achieve 100% of personal KPIs (excluding: about VND 350,000,000 contractor tax costs, exchange rate difference provision ... paid according to reality).

- When **PBT > VND 550 billion**: The Board of Directors will decide to supplement the remuneration for full-time BOD members but ensure that the total remuneration for full-time members does not exceed **0.548%** of the total PBT.

*\* Note: The above remuneration is before personal income tax and does not include other bonuses (if any) as prescribed by BSC.*

## **Article 5. Approving the Share Issuance Plan to pay dividends and increase charter capital of BSC**

### **1. Plan to issue shares to pay dividends and increase charter capital of the BSC**

Issuer	:	BIDV Securities Joint Stock Company (BSC)
Stock Name	:	Shares of BIDV Securities Joint Stock Company
Stock Type	:	Common Shares
Par value of shares	:	VND 10,000/share
Current charter capital	:	VND 2,027,831,270,000
Number of shares issue	:	202,783,127 Shares
Number of outstanding shares	:	202,783,127 Shares
Number of shares expected to be issued to pay dividends	:	Up to 20,278,312 shares ( <i>equivalent to 10% of outstanding shares</i> ). Rights exercise rate: 10%. <i>Note: The actual number of shares issued may vary due to fractional share disposal depending on the actual number of outstanding shares of the Company at the last registration date to close the list of shareholders entitled to receive issued shares to pay dividends.</i>
Total value of shares issued at par value	:	Maximum VND 202,783,120,000 ( <i>In words: Two hundred linh two billion seven hundred eighty three million one hundred twenty thousand dong</i> )
Expected charter capital after issuance	:	VND 2,230,614,390,000
Purpose of release	:	Increase charter capital to serve the business development needs of the Company
Funding	:	From undistributed after-tax profits according to the audited 2023 Financial Statements
Recipients of shares	:	Existing shareholders of the Company are named in the list of shareholders fixed by Vietnam Securities Depository and Clearing Corporation (VSDC) at the last registration date to exercise the right to receive shares
Rights Exercise Rate	:	10:1 (At the last registration date of the list of shareholders exercising the right, shareholders owning 10 shares will receive 1 new additional share issued by the method of issuing shares to pay dividends)
Principles of rounding and handling odd shares	:	The number of additional shares issued will be rounded down to the unit row, the decimal fraction (if any) will be canceled. <i>Example: Shareholder A owns 111 shares at the last registration date of closing the list of shareholders exercising</i>



		<i>the right. With a right exercise ratio of 10:1, shareholder A is entitled to receive <math>111/10 \times 1 = 11.1</math> shares. According to the above-mentioned rounding principle, shareholder A is entitled to receive an additional 11 new shares under the share issuance method to pay dividends. An odd number of 0.1 shares will be cancelled.</i>
Estimated release time	:	Expected in 2024 or other time as determined by the Board of Directors
Registration and additional listing of additional issued shares	:	All additional issued shares will be registered for additional securities with Vietnam Securities Depository and Clearing Corporation (VSDC) and additional listing registration with the Ho Chi Minh Stock Exchange after the end of the issuance according to the regulations.

## 2. Implementation

2.1. The AGM assigns/authorizes the Board of Directors of the Company to perform, including but not limited to, the following tasks:

- Decide on the details of the plan to issue shares to pay dividends and choose the time of issuance in accordance with the actual situation.
- Decide on the amendment, adjustment and detailed explanation of contents of the plan on share issuance to pay dividends at the request of competent state agencies (if necessary).
- Decide and carry out necessary works and procedures in the process of issuing shares to pay dividends, including: (i) amending / supplementing the Company's operation license at the State Securities Commission; (ii) registration of changes to the Company's Certificate of Business Registration; (iii) additional registration of the Company's shares at Vietnam Securities Depository and Clearing Corporation (VSDC); (iv) registration of additional listing of the Company's shares at the Ho Chi Minh Stock Exchange, HCM; (v) change the charter capital, amend/supplement the provisions on the charter capital level and other relevant provisions in the Company's charter in accordance with the new charter capital level after the issuance; and (vi) other procedures required by applicable law.
- Decide and carry out all other necessary procedures at the request of competent state agencies to complete the issuance of shares to pay dividends according to the approved plan, in accordance with the law provisions and the company's charter.

2.2. Within the scope of the above-mentioned authorization, the Board of Directors may authorize the Chairman of the Board of Directors or the General Director of the Company to perform one or more of the above-mentioned tasks.

### **Article 6. Approving the dismissal and election of replacement Members of the Board of Directors for the term 2021-2026**

1. Dismissal of Member of the Board of Directors for the term 2021-2026 for: Ms. Nguyen Thanh Huyen.

2. Elected to replace the Member of the Board of Directors for the term 2021-2026 is:



Ms. Hoang Thi Minh Ngoc.

**Article 7. Implementation**

1. This resolution is made in 02 (two) originals, has been voted by the 2024 Annual General Meeting of Shareholders to approve the full text at the Meeting and takes effect from April 23, 2024.

2. Members of the Board of Directors, Board of Supervisors and General Director are responsible for implementing this Resolution and organizing the implementation in accordance with the provisions of law and the Charter of BIDV Securities Joint Stock Company.

**ON BEHALF OF AGM  
CHAIRMAN**

*(signed)*

**Ngo Van Dzung**







*Hanoi, date 29 month 03 year 2024***REPORT OF THE BOARD OF DIRECTORS**

**Re: Summary of activities of the Board of Directors in 2023, orientation for activities in 2024 and  
Evaluation report of independent member of the Board of Directors**

**Respectfully submitted to: The Company's General Meeting of Shareholders**

The Board of Directors (“BOD”) of BIDV Securities Joint Stock Company (BSC) respectfully submits the content of the Report to the General Meeting of Shareholders Summary of the Board of Directors' activities in 2023, orientation for activities in 2024 with the following contents:

**1. The Company's performance in 2023****1.1. Socio-economic context in 2023**

The world economy in 2023 was more complicated, unpredictable, and more challenging than forecast; slow growth when bottlenecks have not been resolved such as conflicts in the Middle East; Russia-Ukraine war; Financial, currency, and real estate markets have many potential risks; Export and import activities decreased. In such a difficult context, under the drastic direction of the Government; with the active and unanimous participation of all levels, sectors, localities, business communities and people; Vietnam's economy in 2023 still records some positive results: GDP growth reaches 5.05%, although it does not meet the plan, it is still high compared to other countries in the region; Average consumer price index controlled at 3.25%; Total import-export turnover reached 683 billion USD, trade balance was 28 billion USD.

Regarding monetary policy, the State Bank of Vietnam continues to operate a proactive and flexible monetary policy in parallel with synchronously implementing solutions to remove difficulties for production and business and promote economic growth. economic growth, inflation control and ensuring the safety of the credit institution system; Credit growth in the entire banking industry reached 13.5%.

In 2023, VN-Index experienced many strong and unpredictable fluctuations. In the early sessions of the year, VN-Index recorded an impressive increase, at one point up to 10.34% compared to the end of 2022 due to expectations of recovery from China reopening after Covid. However, after that, the market dropped again and trading was quiet with a sharp decline in liquidity. The main reason coming from the decline in growth of major economies, inflation pressure, exchange rates and geopolitics in many regions of the world. At the end of the trading session on December 31, 2023, VNI reached 1,130 points and HNX-Index reached 231 points, up 12.20% and 12.53% respectively compared to the beginning of the year. The



average trading value per session on all 3 exchanges reached 17,641 billion VND, down 13% compared to the average in 2022.

Besides, in 2023 Vietnam's stock market will make important strides in building a solid foundation for sustainable development in the future. These advances include:

- Increase in scale: Total market capitalization reached 244.76 billion USD, up 4.28% YoY and equivalent to 57.47% of GDP, of which capitalization in HoSE was 188.13 billion USD.

- Market liquidity changed positively from May 2023 after the State Bank began lowering operating interest rates.

- Domestic cash flow remains stable due to the low interest rate environment, which is a solid fulcrum to help the Vietnamese stock market stand firm against net selling pressure from foreign investors at many times.

- In 2023, the Government and the State Securities Commission have made efforts to promote and build a strong Vietnam stock market in the direction of transparency and sustainability. Specifically, the Government has directed the drastic implementation of solutions to upgrade the stock market, launch a private corporate bond trading system, clean up account data, and strictly handle administrative violations on the stock market. Therefore, Vietnam's stock market had positive developments.

## **1.2. BSC's business results in 2023**

In a volatile market context, BSC has achieved impressive operating results. The Company's total assets as of December 31, 2023 reached 8,326 billion VND, an increase of 49% compared to the end of 2022. The Company's pre-tax profit in 2023 reached 509 billion VND, an increase of 3.4 times compared to the level realized in 2022 and is a record profit in the history of nearly 25 years of operation, thereby helping ROA reached 5.9% and ROE reached 9.0%.

All of BSC's assets are profitable assets, maintained with strict risk management, helping the Company ensure good asset quality and a healthy financial situation.

In the field of information technology, last year BSC launched a new version of the online trading platform Webtrading on May 15, 2023, and developed new features for the mobile trading platform. BSC Smart Invest. Along with that, BSC has completed technical tests when deploying the KRX system, achieving results that meet 100% of technical requirements and committed to being ready to deploy to serve customers as soon as the KRX system officially goes into operation.

With those results, BSC continues to be recognized and appreciated by the market for its service quality, receiving many prestigious awards from major and prestigious financial magazines in the world such as: Top of the Ranking List. Government Debt Instrument Market Maker Rating 2023 by the Ministry of Finance; Award "Best stock broker in Vietnam" awarded by Global Banking and Finance Review Magazine; Award "Best



Quantitative/Technical Analyst in Vietnam 2023" and Award "Best Institutional Client Broker Vietnam 2023" awarded by Asiamoney Magazine to BSC officers.

### **1.3. Results of BSC bond issuance in 2023**

Based on Resolution 623/NQ-HĐQT dated September 11, 2023 approved by the Board of Directors, the company has implemented procedures for offering and private placement of BSC Bonds from September 14. September 2023 to October 2, 2023. After more than 2 weeks of implementation, the Company successfully issued BSC Bonds with a total issuance value of 500 billion VND, fixed issuance interest rate of 8.2% /year is the lowest level compared to the bond interest rates issued by other corporate in the same industry at the same time .

All costs of the issuance are equivalent to 0.0625%/year, while there are no commission costs for selling bonds as originally planned at 0.15%-0.2%, saving on issuance costs for the company, becoming the transaction with the lowest issuance cost ever on the market.

The issuance attracted 03 institutional investors, holding 307 billion VND (accounting for 61.4% of the total issuance value) and 42 individual investors, holding 193 billion VND (accounting for 38.6% of the total issuance value). The great interest of many investors is proof of their trust in the Company, considering BSC Bonds a safe and effective investment product.

The successful issuance of BSC Bonds in 2023 will not only add additional capital to meet the Company's business needs but also contribute to restructuring the company's capital in a stable, sustainable manner, reducing dependence on depends on loan capital from credit institutions, especially in conditions where this capital source is subject to limit cuts and/or more stringent credit conditions.

### **1.4. Transaction to sell treasury shares in 2023**

In 2023, with the aim of increasing working capital for business activities, BSC has registered with the State Securities Commission and completed the transaction of selling the company's treasury shares. Accordingly, BSC has completed the transaction of selling treasury shares with a total amount of 505,660 shares in the form of order matching on the Stock Exchange with an average trading price of 46,255 VND/share during the period from November 30, 2023 to December 15, 2023.

## **2. Activities of the Board of Directors in 2023**

### **2.1. Member of the Board of Directors (BOD)**

BSC's Board of Directors for the 2021-2026 term currently includes the following Mr./Mrs.:

No	First and last name	Position
1	Mr. Ngo Van Dung	Chairman

No	First and last name	Position
2	Mr. Chung Jae Hoon	Vice Chairman of the Board of Directors cum Deputy General Director
3	Mr. Nguyen Duy Vien	Member of the Board of Directors cum General Director
4	Ms. Nguyen Thanh Huyen	Member of the Board of Directors
5	Mr. Lim Do Kyoong	Independent member of the Board of Directors

BSC's Board of Directors members are all experienced personnel in management, law, finance and securities as well as a balance between executive members, non-executive members, and independent members of Board of Directors.

## **2.2. Roles, responsibilities and activities of the Board of Directors in 2023**

According to the provisions of the Enterprise Law and BSC's Charter, the Board of Directors is the company's management agency, with full authority on behalf of the Company to decide to exercise the rights and obligations of the company that are not under the authority of General Meeting of Shareholders.

Carrying out the responsibilities and duties of the Board of Directors in accordance with the law and the BSC's Charter, the Board of Directors has implemented balance **3 basic functions** including: **(i)** Establishing orientation, policies and strategies; **(ii)** Comprehensively monitor the Company's operations and **(iii)** Decide on key issues of the Company.

The Board of Directors has performed a good leadership role and oriented the Company's business activities; Timely promulgate mechanisms and policies to ensure that the Company's activities are operated consistently and effectively. At the same time, the Board of Directors performs management and supervision of the activities of the Executive Board through information regime, periodic and extraordinary reports.

In 2023, in order to approve major issues in the Company's operations, the Board of Directors held 06 directly meetings, 135 times asked for written opinions, thereby issuing 158 resolutions/decisions. Meetings of the Board of Directors aim to discuss and unify decisions within the authority of the Board of Directors to promptly provide direction in operating BSC's business activities in accordance with market fluctuations.

The list of meetings of the Board of Directors, the attendance rate of each member of the Board of Directors and the number of important Resolutions/Decisions issued by the Board of Directors are all fully disclosed in the Corporate Governance Report in accordance with regulations of listed company and large-scale public companies.

The main activities of the Board of Directors in 2023 are as follows:

- Approve the 2023 Business Plan to submit to the General Meeting of Shareholders for approval;



- Organize the 2023 Annual General Meeting of Shareholders on April 14, 2023 in accordance with current Laws;
- Evaluate the Company's KPIs in 2022 and 2023;
- Issue the 2023 Risk Management Policy;
- Approval of Investment Strategy 2023;
- Approve the implementation of the plan to issue shares to pay dividends and issue shares to increase share capital from equity;
- Through finalizing the list of shareholders to exercise the right to receive dividends and issue shares to increase capital;
- Promulgate regulations on planning, appointment, re-appointment and termination of positions for officer;
- Continue to strengthen the personnel of Boards and Subcommittees under the Board of Directors;
- Approve the amended Company Charter according to the company name and new charter capital;
- Approved the BSC bond issuance plan in 2023;
- Approve the Plan to sell the Company's treasury shares;
- Approved the proposal to sign a Memorandum of Understanding on comprehensive cooperation between BIDV-BSC-KIM Vietnam;
- Issue internal revenue and expenditure regulations to replace BSC's current internal revenue and expenditure regulations;
- Approve and promulgate Regulations on organization and operation of Subcommittees under the Board of Directors;
- Supervise the publication of periodic and extraordinary information according to regulations;
- Urging and monitoring the implementation of the 2023 Business Plan;
- Approve transactions beyond the authority of the General Director, under the authority of the Board of Directors.

*(Details of the meetings and Resolutions/Decisions passed are in attached Appendix 01 and 02)*

### **2.3. Supervisory activities of the Board of Directors for the Executive Board**



According to the provisions of the Company's Charter and Management Regulations, the General Director is the person who runs the Company's daily business, is subject to the supervision of the Board of Directors and is responsible to the Board of Directors, the law on the implementation of assigned tasks. For effective supervision, the Board of Directors carries out supervision through the following forms:

- Supervise through periodic and irregular reporting information system;
- Supervision through units assisting/advising the Board of Directors including: Office of the Board of Directors; Internal Audit Committee; Risk Management Subcommittee; Development Policy Subcommittee; Human Resources and Salary Subcommittee;
- Direct supervision: Through the Board of Directors directly monitoring, reviewing and directing the Executive Board on the principles of honesty, caution and objectivity.

The Board of Directors issues Resolutions to approve issues within the Board's decision-making authority. At the same time, according to its authority, the Board of Directors provides strategic guidance, assesses the market situation and the overall economic situation to support the review of strategies and business plans. The Board of Directors regularly exchanges and captures information from the Executive Board and sub-committees and affiliated units to monitor plan implementation and make adjustments when necessary, helping to achieve BSC's strategic goals.

#### **2.4. Activities of Subcommittees under the Board of Directors**

The corporate governance model has been consolidated to include Boards/Subcommittees under the Board of Directors, in charge of Internal Audit, Risk Management, Human Resources - Salary, Development Policy issues to support for the Board of Directors to perform these functions.

The Committees/Subcommittees under the Board of Directors have performed the function of advising the Board of Directors on the following professional issues:

##### **➤ *Internal Audit Committee:***

- Carry out internal audits to advise the Board of Directors and Executive Board to perfect internal regulatory processes in accordance with management goals and business policies;
- Review financial statements and financial safety indicators;
- Audit of Anti-Money Laundering activities 2022 at BSC;
- Report assessing the situation, operational efficiency and potential loss risks in the company's business activities;
- Develop and advise the Board of Directors to approve the annual internal audit plan.

##### **➤ *Risk Management Subcommittee:***

- Advise the Board of Directors on promulgating risk management policies;
- Evaluate and propose solutions to handle risks in the investment portfolio;

- Advise the Board of Directors to promptly handle problems in risk management based on periodic reports from the General Director, Risk Management Department and departments related to risk management activities;
- Carry out the function of checking and evaluating the suitability and effectiveness of the risk management system established in the Company .

➤ ***Human Resources - Salary Subcommittee:***

- Advise the Board of Directors on promulgating Regulations on Planning, appointment, re-appointment and termination of holding positions for officials;
- Advise the Board of Directors on the work of ranking, emulation and rewards;
- Advise the Board of Directors on the Company's KPI Assessment;
- Advise the Board of Directors on organization and staff evaluation;
- Propose the Company's salary and bonus policy.

➤ ***Development Policy Subcommittee:***

- Advise the Board of Directors on strategy and implementation of the company's development policies;
- Identify and implement operational priorities in each period as well as evaluate the company's long-term performance.

## **2.5. Content of activities of each member of the Board of Directors**

BSC's Board of Directors ensures compliance with the provisions of law, Charter, Management Regulations and Operational Regulations of the company's Board of Directors. Each member of BSC's Board of Directors has proactively updated management knowledge, legal documents and market information as well as closely followed the company's operations to complete assigned tasks. Based on the roles and duties of each member of the Board of Directors, the Board of Directors has an overall assessment as follows:

- The members have performed their assigned duties and powers in accordance with the provisions of the Company's Charter, corporate law and internal documents of the Company; Perform tasks honestly and carefully to ensure maximum legitimate interests of the Company;
- Loyal to the interests of the Company and shareholders, do not use information, know-how, business opportunities of the Company, abuse position and assets of the Company for personal gain or to serve interests of other organizations and individuals;
- All members attend all meetings of the Board of Directors and have clear opinions on the issues discussed at the meeting;
- Timely and fully informed the Company about businesses in which members of the Board of Directors and their related persons own or have controlling shares or capital contributions.

Specific activities of each member of the Board of Directors in 2023 are as follows:

➤ **Chairman of the Board of Directors: Mr. Ngo Van Dung:**

- Prepare programs and operational plans of the Board of Directors;



- Prepare agenda, convene and chair meetings of the Board of Directors;
- Ensure that the Board of Directors sends annual audited financial statements, reports on Company activities, and prescribed information to shareholders at the General Meeting of Shareholders;
- Carry out supervision;
- + The process of organizing and implementing the resolutions of the General Meeting of Shareholders and the Resolutions/Decisions of the Board of Directors;
- + Management work of the Executive Board for the company's business activities;
- Chair the meetings of the General Meeting of Shareholders, sign on behalf of the General Meeting of Shareholders in resolutions approved by the General Meeting of Shareholders;
- Leading and ensuring the effective operation of the Board of Directors in issues falling under the decision authority of the Board of Directors;
- Develop, implement and review procedures governing the activities of the Board of Directors;
- Ensuring complete, timely, accurate and clear information exchange between members of the Board of Directors, the Chairman of the Board of Directors and the Executive Board;
- Ensure effective communication and communication with shareholders;
- Organize periodic evaluation of the work of the Board of Directors, departments under the Board of Directors and each member of the Board of Directors;
- Create favorable conditions for independent members of the Board of Directors to operate effectively and establish constructive relationships between executive members and non-executive members of the Board of Directors. treatment;
- Carry out other tasks and responsibilities as requested by the General Meeting of Shareholders and the Board of Directors according to actual needs and circumstances.
- Acting as Head of the Development Policy Subcommittee and Head of the Human Resources and Salary Subcommittee under the Board of Directors.

➤ **Vice Chairman of the Board of Directors and Deputy General Director: Mr. Chung, Jae Hoon**

- Fully participate in official meetings of the Board of Directors as well as give opinions on issues within the decision-making authority of the Board of Directors in writing.
- Carry out duties and responsibilities as required by the General Meeting of Shareholders and the Board of Directors;
- In charge and supervise the implementation of new products and services on technology platforms;
- Direct and supervise the Company's business activities according to authority;
- In charge and supervise information technology and digital transformation activities;
- Member of the Risk Management Subcommittee, Development Policy Subcommittee and Human Resources Salary Subcommittee under the Board of Directors.

- **Member of the Board of Directors and General Director: Mr. Nguyen Duy Vien**
  - Organize, implement and monitor Resolutions/Decisions of the Board of Directors;
  - Fully participate in official meetings of the Board of Directors as well as give opinions on issues within the decision-making authority of the Board of Directors in writing.
  - Carry out duties and responsibilities as required by the General Meeting of Shareholders and the Board of Directors;
  - Direct and supervise the Company's business activities according to authority;
  - General management of all activities of the Company;
  - Ensure timely and complete provision of information from the Company's Executive Board to the Board of Directors;
  - Direct the preparation of the program, content, and documents for the Board of Directors meeting;
  - Member of the Development Policy Subcommittee under the Board of Directors.
- **Full-time member of the Board of Directors: Ms. Nguyen Thanh Huyen**
  - Fully participate in official meetings of the Board of Directors as well as give opinions on issues within the authority of the Board of Directors to decide in writing.
  - Carry out the regular supervision function of the Board of Directors on BSC's operations through periodic and irregular reporting.
  - In charge and supervise the implementation of business plans, assign and evaluate the Company's KPIs.
  - Advise the Board of Directors on approving investment strategies and issuing warrants.
  - Advise the Board of Directors in directing the development and approval of the annual internal audit plan.
  - Review and advise the Board of Directors in preparing the content and documents of the General Meeting of Shareholders to ensure compliance with the provisions of the Enterprise Law, Securities Law and the Company's Charter.
  - Carry out the duties of Head of the Risk Management Committee under the Board of Directors. Advise the Board of Directors to promulgate the 2023 Risk Management Policy, develop the 2024 Risk Management Policy, update/revise and supplement the risk management framework and limits, Advise the Board of Directors in implementing Current bond investment limits and debt limits.
  - Perform other tasks as assigned by the Board of Directors from time to time in accordance with the provisions of law.
- **Independent members of the Board of Directors: Mr. Lim, Do Kyoan**
  - Support the Chairman and Vice Chairman of the Board of Directors in planning the company's goals, directions, strategies and plans.
  - Carry out the functions and duties of an independent member of the Board of Directors in accordance with the provisions of law and the Company's Charter.



- Fully participate in official meetings of the Board of Directors as well as give opinions on issues within the decision-making authority of the Board of Directors in writing;
- Supervise the process of organizing and implementing the decisions of the Board of Directors;
- Participate in voting to promulgate policies and operational strategies under the authority of the Board of Directors; Participate in monitoring the implementation of policies and strategies approved by the Board of Directors as assigned by the Board of Directors;
- Participate in voting on programs and operational plans of the Board of Directors, programs, contents and documents for the General Meeting of Shareholders;
- Periodically evaluate the activities of the Board of Directors, departments under the Board of Directors and each member of the Board of Directors
- Perform other tasks as assigned by the Board of Directors from time to time in accordance with the provisions of law.

#### **2.6. Activities of independent members of the Board of Directors and assessment results of independent members of the Board of Directors on the Company's activities**

*(Details in Appendix 03: Evaluation report of independent members of the Board of Directors of BSC in 2023 )*

### **3. Operational plan of the Board of Directors in 2024**

In 2024, BSC will continue to focus on developing, improving competitiveness and aiming to establish its position as one of the top securities companies in the domestic market, operating healthily and effectively. high fruit. To contribute to achieving the set goals, the BSC Board of Directors will continue to accompany and stand side by side with the Board of Management to orient and direct the Company's business activities, with operational plans in 2024 as follows:

- Improve the quality of the Board of Directors' supervision and administration system to improve the effectiveness of the Board of Directors' direction in implementing the annual business plan;
- Closely follow market developments and the Company's business activities to provide appropriate direction and synchronously deploy solutions to increase business efficiency, profit margins, and ensure benefits for shareholders.
- Continue to direct the implementation of investment projects, upgrade information technology systems, be ready to meet technical requirements when putting into operation the KRX system in all cases, and carry out migration work. digital transformation, deep integration into each activity at the company to provide full functions and utilities, to meet the deployment of new products and services ;

- Coordinate closely with strategic shareholders in promoting business cooperation activities to expand markets, increase market share and bring long-term benefits to the Company;

- Continue to build and deploy a culture that promotes corporate culture, risk control culture, a trustworthy, civilized working environment and responsibility to the community. Find and implement measures to increase labor productivity and improve the quality of the working environment for employees .

Sincerely submitted./.

**Recipients:**

- *As submitted;*
- *Archive BSC.*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**(signed)**

**Ngo Van Dzung**



**APPENDIX 01: BSC BOARD OF DIRECTORS MEETINGS IN 2023*****(FACE-TO-FACE MEETING)***

<b>No</b>	<b>Member of the Board of Directors</b>	<b>Number of Board of Directors meetings attended</b>	<b>Meeting attendance rate</b>	<b>Reason for not attending the meeting</b>
1	Mr. Ngo Van Dung	6/6	100%	
2	Mr. Chung Jae Hoon	6/6	100%	
3	Mr. Nguyen Duy Vien	6/6	100%	
4	Ms. Nguyen Thanh Huyen	6/6	100%	
5	Mr. Lim Do Kyoong	6/6	100%	

**APPENDIX 02: CONTENTS OF THE RESOLUTIONS/DECISIONS OF THE BOARD  
OF DIRECTORS IN 2023**

<b>No.</b>	<b>Resolution/Decision No</b>	<b>Date</b>	<b>Content</b>	<b>Approval rate</b>
1	07/NQ-BSC	January 5, 2023	Approve BSC's Brand Value	100%
2	18/NQ-BSC	January 16, 2023	Approve Internal audit plan in 2023	100%
3	16/NQ-BSC	January 12, 2023	Approve for the credit line of BSC	100%
4	106/QD-BSC	February 10, 2023	Promulgating the Regulation on Planning, appointment, re-appointment and termination of holding position of staff	100%
5	21/NQ-BSC	January 18, 2023	KPI evaluation of Company in 2022	100%
6	22/NQ-BSC	January 30, 2023	Approve the loan proposal of BSC	
7	91/NQ-BSC	January 30, 2023	Approve the content and issue the Risk Management Policy in 2023	100%
8	104/NQ-BSC	February 7, 2023	Approve the Training Plan in 2023	100%
9	104/NQ-BSC	February 7, 2023	Approve the loan proposal of BSC	100%
10	108/QD-BSC	February 13, 2023	Mobilization and Appointment Head of the Internal Audit Committee	100%
11	109/QD-BSC	February 13, 2023	Appointment of Head of Internal Audit Department	100%
12	110/QD-BSC	February 13, 2023	In Salary Arrangement for Head of Internal Audit Committee	100%
13	119/NQ-BSC	February 15, 2023	Approve the loan proposal of BSC	100%
14	122/NQ-BSC	February 16, 2023	Settlement of remuneration for members of the Board of Directors and member of the Supervisory Board operating in the form of part-time in 2022	100%



No.	Resolution/Decision No	Date	Content	Approval rate
15	130/NQ-BSC	February 21, 2023	Plan to organize the Annual General Meeting of Shareholders in 2023	100%
16	140/NQ-BSC	February 23, 2023	Approve the loan proposal of BSC	100%
17	147/NQ-BSC	March 6, 2023	Report for deposit investment	100%
18	148A/NQ-BSC	March 6, 2023	Approve Invest in Certificate of Deposit	100%
19	149/NQ-BSC	March 6, 2023	Approve the loan proposal of BSC	100%
20	151/QD-BSC	March 8, 2023	Typical outstanding achievements for Margin Lending team – BSC’s Product Development Department	100%
21	152/QD-BSC	March 8, 2023	Typical outstanding achievements for BSC’s Research Analysis Department	100%
22	153/QD-BSC	March 8, 2023	Typical outstanding achievements for BSC Working Group participating in negotiations to sell capital to strategic partner HANA Securities	100%
23	154/QD-BSC	March 8, 2023	Typical outstanding achievements for Legal team – BSC’s Risk Management Department	100%
24	155/QD-BSC	March 8, 2023	Typical outstanding achievements for HO’s Institutional Client Department	100%
25	156/QD-BSC	March 8, 2023	Typical outstanding achievements for Branch’s Institutional Client Department	100%
26	157/QD-BSC	March 8, 2023	Typical outstanding achievements for the working group to implement digital	100%
27	158/QD-BSC	March 8, 2023	Typical outstanding achievements for BSC’s Fix Income Department	100%

No.	Resolution/Decision No	Date	Content	Approval rate
28	159/QD-BSC	March 8, 2023	The assessment of sense of individual discipline organization in 2022	100%
29	160/QD-BSC	March 8, 2023	Rank emulation and commendation in 2022	100%
30	167/NQ-BSC	March 9, 2023	Approve the loan proposal of BSC	100%
31	192/NQ-BSC	March 10, 2023	Approving the Economic - Technical Report and the Contractor Selection Plan of project "Equipping facilities and technical infrastructure for the expanded area at BSC's Headquarters"	100%
32	199/NQ-BSC	March 13, 2023	Approve the loan proposal of BSC	100%
33	207/NQ-BSC	March 16, 2023	Approve Signing and supplementing Appendix number: 01/HDHT-BIDV-BSC Customer development cooperation contract on February 7, 2022	100%
34	216/NQ-BSC	March 22, 2023	Approving the credit limit	100%
35	217/NQ-BSC	March 23, 2023	Approving the documents for the Annual General Meeting of Shareholders in 2023	100%
36	218/NQ-BSC	March 23, 2023	Approving the proposal of the BSC's business plan for 2023 to submit to GSM	100%
37	219/NQ-BSC	March 23, 2023	Approving the Profit distribution plan in 2022 and profit distribution plan in 2023 to submit to the GSM	100%
38	220/NQ-BSC	March 23, 2023	Approving the Plan regarding the handling of capital reserve for supplementing charter capital, capital reserve for financial and operational risks and the Stock Issuance Plan to increase the Company's charter capital to submit to the GSM	100%



No.	Resolution/Decision No	Date	Content	Approval rate
39	221/NQ-BSC	March 23, 2023	Approving plan to change company name and amend the content of company Charter corresponding to submit to the GSM	100%
40	222/NQ-BSC	March 23, 2023	Approving the new set of logo standards, Brand identity by color and Signboard design plan according to new brand identity	100%
41	219A/NQ-BSC	March 27, 2023	Approving the credit limit	100%
42	241/NQ-BSC	April 5, 2023	Approval of the credit limit	100%
43	261/NQ-BSC	April 25, 2023	Approval of the credit limit	100%
44	259/NQ-BSC	April 25, 2023	Approval of policy and budget for the service package "Choosing the audit firm to audit/review the financial statement and financial safety ratio report for financial year 2023 to 2025	100%
45	263/QD-BSC	April 25, 2023	Dismissal of Company Secretary cum Person in charge of company governance	100%
46	264/QD-BSC	April 25, 2023	Appointment of person in charge of company governance	100%
47	265/QD-BSC	April 25, 2023	Appointment of Company Secretary	100%
48	323/NQ-BSC	May 8, 2023	Approving the plan to issue shares to pay dividends and issue shares to increase share capital from owner's equity	100%
49	326/NQ-BSC	May 9, 2023	Approving the changes of the Vietnamese name of the branch and transaction offices of the Company	100%
50	328/NQ-BSC	May 11, 2023	Approval of the plan to equip fixed assets and investment in capital construction in 2023	100%

No.	Resolution/Decision No	Date	Content	Approval rate
51	329/NQ-BSC	May 11, 2023	Approving paying rewards for executive and management activities to BSC's Board of Directors, Supervisory Board, and Executive Board	100%
52	338/NQ-BSC	May 17, 2023	Approving the credit line of BSC	100%
53	336/NQ-BSC	May 17, 2023	Approving the additional loan purpose for credit line of BSC	100%
54	337/NQ-BSC	May 17, 2023	Approving applying the position to newly established units at the organizational model of BSC to have a basis for KPI salary payment for staffs in 2023	100%
55	384/NQ-BSC	May 25, 2023	Approving the Investment strategy in 2023	80%
56	359/NQ-BSC	June 2, 2023	Approving of closing date for the list of shareholders exercising the right to receive cash dividends, stock dividends of 2022 and issuing shares to increase capital from equity	100%
57	365/NQ-BSC	June 6, 2023	Approving the investment in valuable papers	100%
58	368/NQ-BSC	June 7, 2023	Approval of the credit limit	100%
59	376/NQ-BSC	June 12, 2023	Approval of the credit limit	100%
60	588/NQ-BSC	June 21, 2023	Approving the credit line	100%
61	589/NQ-BSC	June 23, 2023	Approving the plan to issue 5 warrants based on shares of ACB, MWG, SSI, STB and TCB	100%
62	587/NQ-BSC	June 23, 2023	Approving on Update of Charter related to change of Company name	100%
63	408/NQ-BSC	June 28, 2023	Approving on strengthening human resources for the BOD's Office and the Internal Audit Department	80%



No.	Resolution/Decision No	Date	Content	Approval rate
64	417/NQ-BSC	June 30, 2023	Approve the loan proposal of BSC	100%
65	418/NQ-BSC	June 30, 2023	Approve the loan proposal of BSC	100%
66	419/NQ-BSC	July 5, 2023	Approve the loan proposal of BSC	100%
67	428/NQ-BSC	July 6, 2023	Approving the proposal to add investment opportunities and lower the minimum investment interest rate for CDs	100%
68	436/NQ-BSC	July 10, 2023	Approve the loan proposal of BSC	100%
69	438/NQ-BSC	July 10, 2023	Approve the loan proposal of BSC	100%
70	449/NQ-BSC	July 13, 2023	Approve the loan proposal of BSC	100%
71	450/NQ-BSC	July 13, 2023	Approve the loan proposal of BSC	100%
72	463/NQ-BSC	July 20, 2023	Approve the loan proposal of BSC	100%
73	467/NQ-BSC	July 24, 2023	Approve the loan proposal of BSC	100%
74	468/NQ-BSC	July 24, 2023	Approve the loan proposal of BSC	100%
75	469/NQ-BSC	July 25, 2023	Approve the loan proposal of BSC	100%
76	473/NQ-BSC	July 26, 2023	Approve the loan proposal of BSC	100%
77	477/NQ-BSC	July 27, 2023	Approve the loan proposal of BSC	100%
78	478/NQ-BSC	July 27, 2023	Approve the loan proposal of BSC	100%
79	489/NQ-BSC	August 1, 2023	Approve the loan proposal of BSC	100%
80	538/NQ-BSC	August 2, 2023	Approve the loan proposal of BSC	100%
81	539/NQ-BSC	August 3, 2023	Approving the increase of the Company's charter capital	100%
82	541/NQ-BSC	August 3, 2023	Approve the loan proposal of BSC	100%

No.	Resolution/Decision No	Date	Content	Approval rate
83	542/NQ-BSC	August 3, 2023	Approving the adjustment of salary for social insurance for some senior staff	100%
84	545/NQ-BSC	August 9, 2023	Approval of the credit limit	100%
85	556/NQ-BSC	August 15, 2023	Approving for the new location of BSC HCM Branch	100%
86	561/NQ-BSC	August 17, 2023	Approving the adjustment credit line of BSC	100%
87	562/NQ-BSC	August 18, 2023	Approval of the credit limit	100%
88	563/NQ-BSC	August 17, 2023	Approve the loan proposal of BSC	100%
89	564/NQ-BSC	August 17, 2023	Approve the loan proposal of BSC	100%
90	568/NQ-BSC	August 21, 2023	Approving on Life insurance policy and Voluntary retirement fund for BSC employees	100%
91	573/NQ-BSC	August 21, 2023	Approve the loan proposal of BSC	100%
92	574/NQ-BSC	August 22, 2023	Approve the loan proposal of BSC	100%
93	575/NQ-BSC	August 22, 2023	Approve the loan proposal of BSC	100%
94	581/NQ-BSC	August 24, 2023	Approve the loan proposal of BSC	100%
95	582/NQ-BSC	August 24, 2023	Approve the loan proposal of BSC	100%
96	586/NQ-BSC	August 28, 2023	Approval of the credit limit	100%
97	593/NQ-BSC	August 31, 2023	Approval of the credit limit	100%
98	594/NQ-BSC	August 31, 2023	Approve the loan proposal of BSC	100%
99	621/NQ-BSC	August 31, 2023	Approval of the credit limit	100%
100	623/NQ-BSC	September 11, 2023	Approving the bond issuance plan in 2023	100%



No.	Resolution/Decision No	Date	Content	Approval rate
101	625/NQ-BSC	September 6, 2023	Approve the loan proposal of BSC	100%
102	627/NQ-BSC	September 7, 2023	Approving to cancel the issuance of the covered warrants based on the underlying stock SSI (1st phase of 2023)	100%
103	646/NQ-BSC	September 18, 2023	Approve the loan proposal of BSC	100%
104	647/NQ-BSC	September 18, 2023	Approve the loan proposal of BSC	100%
105	648/NQ-BSC	September 19, 2023	Approving on Update of Charter according to the new Charter Capital of BSC	100%
106	650/NQ-BSC	September 19, 2023	Approve the loan proposal of BSC	100%
107	651/NQ-BSC	September 20, 2023	Approving the loan limit for individuals and organizations (not financial institutions) at BSC	100%
108	652/NQ-BSC	September 20, 2023	Approval of the credit limit	100%
109	659/NQ-BSC	September 25, 2023	Approving the investment policy for the Project “The investment in physical and technical facilities for the new location of BSC Ho Chi Minh city branch”	100%
110	661/NQ-BSC	September 28, 2023	Approval of the credit limit	100%
111	662/NQ-BSC	September 28, 2023	Approving the proposal to allow the BSC’s insiders to make transaction to buy BSC Bonds	100%
112	666/NQ-BSC	September 29, 2023	Approving the plan to sell treasury shares of BSC	100%
113	667/NQ-BSC	September 29, 2023	Approving the proposal to sign an MOU on comprehensive cooperation between BIDV – BSC – KIM Vietnam	100%
114	675/NQ-BSC	October 4, 2023	Approving the cost estimate and contractor selection plan of Tender	100%

No.	Resolution/Decision No	Date	Content	Approval rate
			package for equipping IT assets in 2023	
115	686/NQ-BSC	October 10, 2023	Approve the loan proposal of BSC	100%
116	688/NQ-BSC	October 18, 2023	Approval of the credit limit	100%
117	694/NQ-BSC	October 24, 2023	Approve the loan proposal of BSC	100%
118	697/NQ-BSC	October 25, 2023	Approve the loan proposal of BSC	100%
119	696/NQ-BSC	October 27, 2023	Approving the extension of the period of holding position for Ms. Ngo Thi Phong Lan - Deputy General Director cum Branch Director	100%
120	772/NQ-BSC	November 6, 2023	Approving the Economic - Technical Report and the Contractor Selection Plan for the project "The Investment of physical and technical facilities for the new location of BSC Ho Chi Minh city branch"	100%
121	784/QD-BSC	November 13, 2023	Decision re Establishing a Senior Salary Council of BSC	100%
122	785/QD-BSC	November 13, 2023	Decision on salary arrangements for BSC staff	100%
123	786/QD-BSC	November 13, 2023	Decision on salary arrangements for BSC staff	100%
124	787/QD-BSC	November 13, 2023	Decision on salary arrangements for BSC staff	100%
125	788/QD-BSC	November 13, 2023	Decision on salary arrangements for BSC staff	100%
126	789/QD-BSC	November 13, 2023	Decision on salary arrangements for BSC staff	100%
127	790/QD-BSC	November 13, 2023	Decision on salary arrangements for BSC staff	100%
128	791/NQ-BSC	November 14, 2023	Approve the loan proposal of BSC	100%



No.	Resolution/Decision No	Date	Content	Approval rate
129	792/NQ-BSC	November 14, 2023	Approve the loan proposal of BSC	100%
130	793/NQ-BSC	November 14, 2023	Approve the loan proposal of BSC	100%
131	797/NQ-BSC	November 15, 2023	Approve the loan proposal of BSC	100%
132	799/NQ-BSC	November 17, 2023	Approving the Report on Updating the BSC's general expenses plan for the first 9 months and expected 2023's expenses	100%
133	810/NQ-BSC	November 17, 2023	Approve the loan proposal of BSC	100%
134	813/NQ-BSC	November 20, 2023	Approve the loan proposal of BSC	100%
135	835/NQ-BSC	November 29, 2023	Approving the adjustment of the Internal Audit activity plan in Quarter IV/2023	100%
136	845/QD-BSC	December 1, 2023	Approving the Internal Expenditure Regulation to replace the Internal Expenditure Regulation issued in Decision No. 588/QD-BSC dated August 8, 2017	100%
137	847/NQ-BSC	December 5, 2023	Approving the the policy of participating in the voluntary retirement fund for BSC employees	100%
138	848/QD-BSC	December 5, 2023	Decision on salary arrangements for BSC staff	100%
139	849/QD-BSC	December 5, 2023	Decision on salary arrangements for BSC staff	100%
140	850/QD-BSC	December 5, 2023	Decision on salary arrangements for BSC staff	100%
141	851/QD-BSC	December 5, 2023	Decision on salary arrangements for BSC staff	100%
142	863/NQ-BSC	December 8, 2023	Approve the loan proposal of BSC	100%
143	865/NQ-BSC	December 12, 2023	Approval of the credit limit	100%
144	866/NQ-BSC	December 12, 2023	Approve the loan proposal of BSC	100%

No.	Resolution/Decision No	Date	Content	Approval rate
145	867/NQ-BSC	December 13, 2023	Approve the loan proposal of BSC	100%
146	868/NQ-BSC	December 13, 2023	Approve the loan proposal of BSC	100%
147	884NQ-BSC	December 20, 2023	Approve the loan proposal of BSC	100%
148	886/NQ-BSC	December 21, 2023	Approval of the credit limit	100%
149	887/NQ-BSC	December 21, 2023	Approving on the proposal of purchase Horizon software for Covered Warrants and ETFs market making	100%
150	900/NQ-BSC	December 27, 2023	Approving the final settlement of the completed project: Equipping facilities and technical infrastructure for the expanded area at BSC's Headquarters	100%
151	901/NQ-BSC	December 28, 2023	Approve the loan proposal of BSC	100%
152	902/QD-BSC	December 28, 2023	Promulgating the Regulations on organization and operation of the Risk Management Subcommittee	100%
153	903/QD-BSC	December 28, 2023	Promulgating the Regulations on organization and operation of the Development Policy Subcommittee	100%
154	904/QD-BSC	December 28, 2023	Promulgating the Regulations on organization and operation of the Human resources – Salary Subcommittee	100%
155	905/NQ-BSC	December 28, 2023	Approving on the Remuneration for members of the Board of Directors and member of the Supervisory Board operating in the form of part-time in 2023	100%
156	908/NQ-BSC	December 29, 2023	Approving on evaluation the completion of BSC's business plan and settlement of BSC's 2023 salary fund	80%



<b>No.</b>	<b>Resolution/Decision No</b>	<b>Date</b>	<b>Content</b>	<b>Approval rate</b>
157	909/NQ-BSC	December 29, 2023	Approving on the adjustment on collateral's conditionfor credit line	100%
158	915/NQ-BSC	December 29, 2023	Approving the Internal Audit Plan in 2024	100%

## **APPENDIX 03 :**

### **2023 INDEPENDENT MEMBER OF BOARD OF DIRECTORS' EVALUATION REPORT**

#### **I. Report on the activities of independent members of the Board of Directors of BSC in 2023**

BSC has 01 independent member of the Board of Directors (Independent Member), fully meets the standards and performs functions and tasks as prescribed in the Company Charter, Governance Regulations, Regulations of the Board of Directors and legal regulations. Activities of independent members of the Board of Directors in 2023 include:

- Perform the duties of an Independent Member in accordance with the law and the company's charter;
- Participate fully in official meetings of the Board of Directors and express written opinions on important matters;
- Supervise the implementation of decisions of the Board of Directors;
- Participate in voting on policies and strategies under the competence of the Board of Directors;
- Assist the Chairman and Vice Chairman of the Board of Directors in defining the company's goals, direction, strategy and plans;
- Periodically evaluate the operation of the Board of Directors and departments under the Board of Directors;
- Perform other duties as assigned by the Board of Directors from time to time on the basis of compliance with the provisions of law.

#### **II. Evaluation of the activities of the BSC Board of Directors in 2023**

##### **1. General assessment**

The Board of Directors of the Company has operated with a sense of responsibility and ensured transparency in management and compliance with the provisions of law.

The Board of Directors has regularly reviewed and evaluated issues related to business strategy development, operational assessment, technology investment plans, internal management systems and organizational models during meetings of Board of Directors.

The Board of Directors meetings are held in accordance with regulations and the content of the meetings are discussed carefully to give directions and solutions that bring the highest benefits to the Company.

##### **2. Specific assessment**

###### **2.1. Organizational structure**

BSC's Board of Directors has a total of 05 members, including 1 independent member and 02 non-executive members. All members of the Board of Directors fully and actively participate in activities under the competence of the Board of Directors, meeting the practices of corporate governance.

###### **2.2 Regarding the operation mechanism of the Board of Directors:**

In 2023, the Board of Directors has held 06 meetings and conducted 135 written consultations with Board members. Meetings of the Board of Directors have been convened and conducted with specific schedules, prepared full documents, complied with the provisions of the Company's



Charter and the provisions of law. The content of the meetings is fully and carefully discussed and evaluated by the Board of Directors.

Issues related to the development and implementation of business plans, financial situation, investment plans, product and service policies and internal management systems are discussed closely with the Board of Management.

### **2.3 Regarding the results of the management and supervision of the Board of Directors:**

The Board of Directors has performed its role well in the management and supervision of the Board of Management, ensuring that the Company's operations are always strictly controlled to follow the strategic direction and promptly make decisions according to practical needs. Concrete:

- The Board of Directors has complied with regulations on corporate governance, convened periodic and extraordinary meetings in order to promptly direct and issue decisions in accordance with the actual situation.
- The Board of Directors has properly performed its role and responsibility in directing, supporting and supervising the Board of Management to implement the contents approved by the AGM and the Board of Directors, ensuring compliance with the provisions of law, ensuring the interests of the Company and shareholders.
- Board members proactively identify roles, responsibilities to support and share experiences with the Board of Management in business activities and corporate governance.

### **3. Conclusion:**

- The work of the Board of Directors has been carried out in 2023 in accordance with the Resolution of the AGM and strictly complies with the Company's Charter and Corporate Governance Regulations.
- All members of Board of Directors has a high sense of responsibility and professionalism, clarity of assigned responsibilities and care in performing the role of protecting the interests of the Company.
- The Board of Directors has fully performed its functions in supervising the Company's operating activities, providing appropriate orientation and timely direction to ensure effective use of resources towards the objectives assigned by the AGM, on the basis of complying with the provisions of law, Company's charter.
- In addition to performing the management and supervision functions, the Board of Directors has also worked closely with the Board of Management to actively seek solutions to solve difficulties in business activities in 2023.

Best regards!

**Independent Member of the Board of Directors**

**(signed)**

**Lim Do Kyoona**

**REPORT OF THE BOARD OF SUPERVISORS****Regarding: Operational results in 2023 and operational orientation in 2024****Respectfully submitted to: The Company's General Meeting of Shareholders**

- Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020 issued by the 14th National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Charter of BIDV Securities Joint Stock Company approved by the General Meeting of Shareholders;
- Pursuant to the Operating Regulations of the Board of Supervisors of BIDV Securities Joint Stock Company (BSC);
- Pursuant to the functions and responsibility approved by the General Meeting of Shareholders (AGM).

The Board of Supervisors (“BOS”) of BSC for the 2021-2026 term has implemented supervision contents in accordance with the law, BSC Charter, Resolution of the General Meeting of Shareholders and related internal regulations. At the 2024 Annual General Meeting of Shareholders, the Board of Supervisors would like to report to shareholders the performance results of the Board of Supervisors in 2023, the results of monitoring the Company's business and financial activities, and the results of monitoring the activities of members of the Board of Directors (BOD) and General Director (CEO) in 2023, specifically as follows:

**I. Report on self-evaluation of operation results of the Board of Supervisors****1. Members structure of the Board of Supervisors**

The General Meeting of Shareholders on April 14, 2023 approved the dismissal and additional election of members of the Board of Supervisors for the 2021-2026 term, accordingly, the BSC Board of Supervisors includes three (03) members:

No	Name	Title	Date of becoming a member of the Board of Supervisors
1	Ms. Pham Thanh Thuy	Head of Board	Elected as head of the Board of Supervisors since April 10, 2021
2	Ms. Vu Minh Chau	Member	Elected as a member of the Board of Supervisors since April 10, 2021



3	Ms. Kang Hee Joung	Member	Elected as a member of the Board of Supervisors since April 14, 2023
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## **2. Report on the activities of the Board of Supervisors in 2023**

In 2023, the Board of Supervisors as representative of BSC shareholders has performed the tasks of inspection and supervision according to regulations, proposed necessary changes in business operations, risk management, management - administration of the Company, contributing to the Board of Directors and Executive Board implementing business plans and related tasks as approved by the General Meeting of Shareholders.

The Board of Supervisors has properly implemented the responsibilities, roles, and powers according to the law, the Charter of BSC and the Operating Regulations of the Company's Board of Supervisors, ensuring coordination of activities with the Board of Directors, CEO and shareholders. The Head of the Board of Supervisors and the Member of Board of Supervisors have fulfilled their responsible roles in implementing the plan set out by the Board of Supervisors, specifically:

***2.1 Monitor compliance with legal regulations, BSC's Charter; Monitor business operations, management and operations of the Board of Directors and General Director; Monitor operations, efficiency and effectiveness of Internal control and Risk management departments***

In 2023, the Board of Supervisors has fully implemented the task of monitoring BSC's operations in compliance with the law, BSC's Charter of Operations, the changes in legal regulations, business operations, management - operations of the Board of Directors and General Director to promptly raise issues that need attention and recommendations, contributing to ensuring BSC's operations are in accordance with the provisions of law and improving efficiency of business results.

Under the supervision of the Board of Supervisors, in 2023 the Company has achieved impressive results in business activities such as: Total assets of the Company as of December 31, 2023 reached 8.326 billion VND, an increase of 49% compared to the end of 2022; The Company's pre-tax profit in 2023 reached 509 billion VND, an increase of 3.4 times compared to 2022.

In addition, the Board of Supervisors also maintains supervision of the operations and effectiveness of the Internal Control and Risk Management departments to promptly provide directions for these units to successfully complete their tasks, fully satisfy the effectiveness, efficiency and quality in operations.

***2.2 Supervise the Board of Directors and Board of Management in implementing the 2023 General Meeting of Shareholders resolution***

Through inspection and supervision in 2023, the Board of Supervisors assessed that the Board of Directors and the Board of Management have operated according to their functions

and tasks, in compliance with the Enterprise Law, the Company Charter and the Resolution of the General Meeting of shareholders, specifically:

***- Corporate governance of the Board of Directors***

In 2023, the Board of Directors complied with the provisions of law, the Company Charter and the corporate governance regulations. The Board of Directors has effectively deployed and implemented the Resolution of the General Meeting of Shareholders.

The Board of Directors held 06 direct meetings, Board members fully attended and worked with a sense of responsibility with the goal of discussing and unifying decisions under the authority of the Board of Directors. Timely direct the company's business activities according to market developments to ensure the interests and rights of shareholders in a volatile market context. At the same time, the Board of Directors has implemented 135 time for written opinions collecting to decide on issues within its authority.

With the leadership role of directing, managing and supervising the company's business activities, during the year the Board of Directors issued 158 Resolutions/Decisions, mainly related to professional activities as a basis for The Board of Management carries out the implementation.

***- Corporate governance of the General Director***

Together with the Board of Management, the General Director directed the Company to fully and promptly implement the Decisions and Resolutions of the General Meeting of Shareholders and the Board of Directors, striving to maintain the Company's business activities at a positive level in a volatile market context; proactively plan business management and operations; promote the effectiveness of the organization and enterprise management.

In the context of many fluctuations in the stock market, affecting the ability to implement plans, the General Director regularly and promptly reported to the Board of Directors on the results of operations and difficulties in the Company's business, proactively make operating decisions to minimize losses and maximize profit for the Company.

In 2023, the General Director has made great efforts in managing and operating BSC to ensure profits and shareholders' benefits in a particularly difficult context of general market.

The Board of Directors and General Director provide complete and timely documents, resolutions of Board of Directors meetings and other documents to serve the work of the Board of Supervisors. The Board of Supervisors is invited to attend meetings of the Board of Directors and contribute independent opinions to ensure that decisions are optimal in maintaining the rights and interests of shareholders and stakeholders.

***2.3. Monitor the implementation of the 2023 General Meeting of Shareholders Resolutions***

***- Implementation of business plan targets in 2023:***



<b>Targets</b>	<b>Business plan 2023</b>	<b>Implementation on December 31, 2023</b>	<b>% completion of 2023 plan</b>
Profit before tax	565 billion VND	509 billion VND	90.1%
Financial safety ratio (%)	≥ 260%	820%	Complete

*- Profit distribution plan for 2022, profit distribution plan for 2023:*

The company distributes profits in 2022 according to the plan approved by the Annual General Meeting of Shareholders; Pay dividends in 2022 in cash 5%, in shares 5%. In 2023, the Company has not yet distributed profits of 2023.

*- Increasing share capital from equity sources:*

In 2023, the Company has increased its share capital from equity sources at a rate of 3%.

*- Remuneration of the Board of Directors and Board of Supervisors in 2023:*

In 2023, BSC has paid 2023 remuneration to members of the Board of Directors and Board of Supervisors according to regulations with a total amount of 5,485,482,802 VND, within the budget approved by the General Meeting of Shareholders in Resolution No. 02/NQ - approved by the General Meeting of Shareholders. April 14, 2023, in which the total remuneration for full-time members is 5,269,482.802 VND; Total remuneration for part-time members of the Board of Directors and part-time members of the Board of Supervisors is 216,000,000 VND

Thus, in addition to not having fulfilled the profit target mainly due to general objective factors from the market, BSC fully implemented the contents approved in the 2023 General Meeting of Shareholders Resolution.

#### ***2.4. Regarding the appraisal of the Company's 6-month financial statements and annual financial statements:***

The company's financial reports honestly and fairly reflected the Company's financial situation on December 31, 2023 in all material aspects, fully complying with the requirements of accounting standards and in organizing financial and accounting work, performing accounting and preparing full quarterly, semi-annual and annual financial reports to ensure accuracy, honesty and legality.

The Board of Supervisors has reviewed, commented and agreed on the data in the Financial Report and Financial Safety Ratio Report (CAR report) for the semi-annual and 2023 year; provide review opinions to the Board of Management for improvement, ensuring reasonableness, legality, honesty and prudence in management and administration; systematic, consistent and appropriate nature of accounting work.

The contents of the semi-annual and 2023 financial reports, financial safety ratio reports have been guaranteed to comply with current regulations, reviewed/audited by a reputable independent auditing company on the market, accurately, honestly and reasonably reflecting the Company's financial situation at all times and periods. Financial reports are disclosed to shareholders in a timely manner, in accordance with current regulations applicable to listed companies.

***2.5. Monitor and evaluate the effectiveness and efficiency of the internal control and internal auditing, risk management and early warning system of the Company***

In 2023, the Board of Supervisors has carried out periodic review and supervision of the Company's operations. Through the results of supervision, the Board of Supervisors has made assessments, identified potential problems and risks, and made recommendations to the Board of Directors and the Board of Management to direct the overcoming and handling of existing problems.

In addition, the Board of Supervisors has also evaluated the effectiveness and efficiency of the Company's Internal Control, Internal Audit and Risk Management and early warning systems to make recommendations to improve effectiveness of these activities.

***2.6. Reviewing contracts and transactions with related parties***

In 2023, the Company had contracts /transactions with 07 related parties. Through review, the above contracts/transactions are service provision contracts and regular transactions with BIDV or related parties to coordinate service provision for customers and develop product cross-selling activities; sign a MOU on cooperation and bond purchase transactions with related parties. These are all transactions that ensure BSC's benefits, contribute to increasing capital for the Company and promote sales cooperation with related parties, thereby contributing to increasing profits for the Company and the benefits for Shareholders.

*(Details of contracts/transactions with related parties are in the attached Appendix)*

**II. Operation orientation for 2024**

On the basis of the functions and tasks specified in the Charter; Regulations on the organization and operation of the Board of Supervisors. The Board of Supervisors sets the main task in 2024 as follows:

- Supervise compliance with legal regulations, BSC's Charter of Operations, monitor business operations, management and operations of the Board of Directors and General Director, monitor operations and effectiveness, efficiency of the internal control and risk management department.
- Supervise the implementation of the 2024 General Meeting of Shareholders Resolution.
- Attend, participate in discussions, and contribute opinions at meetings of the General Meeting of Shareholders and the Board of Directors according to regulations.



- Supervise the promulate and adjustment of internal documents of the Company to meet requirements from management agencies or when there are changes in related legal documents, edit and issue service documents. activities of the Board of Supervisors.

- Appraise and review the completeness, legality and honesty of the Financial Report, Financial Safety Ratio Report, consider important changes in the Company's accounting policies; Appraise reports evaluating the management work of the Board of Directors and submit them to the annual General Meeting of Shareholders according to regulations.

### **III. Recommendations for the Company in 2024**

Through monitoring all aspects of the Company's operations in 2023, for 2024, the Board of Supervisors recommends the following contents:

- 2024 is expected to continue to be a year with many challenges for the economy and stock market. Therefore, BSC needs to make the highest effort, striving to complete the tasks assigned by the General Meeting of Shareholders.

- In 2024, the Company needs to continue to have comprehensive sharing of professional expertise, management - administration, technology transfer, modern product and service development from strategic partner HSC, and take advantage of opportunities from the cooperation between BSC and HSC to increase benefits for the Company and Shareholders.

- Continue to invest in upgrading information technology systems to improve system stability and safety, increase information technology operating capacity, upgrade transaction utilities, products and services on digital platforms in order to improve service quality for customers.

- Continue to strengthen inspection, supervision and internal audit to detect, warn and take timely corrective and preventive measures in the Company's business activities.

Above is the entire report content of the Board of Supervisors submitted to the General Meeting of Shareholders.

Best regards!

#### **Recipients:**

- *As recipients;*
- *Archives BSC.*

**ON BEHALF OF BOARD OF SUPERVISORS  
HEAD OF BOARD**

**(signed)**

**Pham Thanh Thuy**

**Appendix: Contracts/Transactions with related parties of BSC**

No	Name of institution/ individual	Relationship with the Company	Certificate No. *, date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by Board Of Director (if any, specifying date of issue)	Content, quantity, total value of transaction
1	Joint Stock Commercial Bank for Investment and Development of Viet Nam	Parent Company	0100150619 issued by the Business Registration Office, Hanoi Department of Planning and Investment for the first time on April 3, 1993, registered for the 27th change on March 1, 2023	BIDV Tower, 194 Tran Quang Khai, Hoan Kiem, Hanoi, Vietnam	2023		- Revenue of interests on deposits, CDs, bonds 72.343.446.510 VND - Transaction service fee 41.875.942.631 VND - Cost of interests on deposits 257.502.259 VND - Collecting mortgage loans from customers 819.262.785.669 VND - Disbursement of mortgage loans for customers 862.572.226.560 VND - Deposit balance at BIDV 219.883.973.598 VND - Deposit balance of investors at BIDV 2.226.528.550.220 VND - Investing in stocks (odd lots) 1.369.646.596 VND - Invest in bonds 13.560.357.538 VND - CDs and term deposits 1.211.240.192.867 VND



						<ul style="list-style-type: none"> <li>- Estimated receivables for interest of deposit and CDs and bonds 27.655.209.021 VND</li> <li>- Payable for transaction services 2.460.775.260 VND</li> <li>- Payables for interest loan of margin lending 1.146.871.708 VND</li> </ul>
					Resolution No. 207/NQ-BSC dated March 16, 2023	Approve Signing and supplementing Appendix number: 01/HDHT-BIDV-BSC Customer development cooperation contract on February 7, 2022
					Resolution No. 667/NQ-BSC dated September 29, 2023	Approving the proposal to sign an MOU on comprehensive cooperation between BIDV – BSC – KIM Vietnam
2	BIDV Insurance Corporation (BIC)	Subsidiary of BIDV	0100931299	11th Floor, 263 Cau Giay, Hanoi	2023	<ul style="list-style-type: none"> <li>- Revenue of securities brokerage fee 225.071.386 VND</li> <li>- Cost of buying insurance 912.022.819 VND</li> <li>- Investing in stocks (odd lots) 302.793 VND</li> </ul>
3	Bank for Investment and Development of Cambodia	Subsidiary of BIDV	B7.09.148	#370, Monivong Blvd, Boeung Keng Kang I, Chamkarmon, Phnom Penh, Cambodia	2023	<ul style="list-style-type: none"> <li>- Revenue of interests on deposits 2.191.806 VND</li> <li>- Term deposit balance at BIDC 10.000.000.000 VND</li> <li>- Estimated receivables for interest of term deposit at BIDC 2.191.781 VND</li> </ul>

4	Hana Securities co., LTD	Major shareholder	CB1827	82, Uisadang-daero, Youngdeungpo-gu, Seoul	2023		- Expenses for dispatching personnel 8.622.794.308 VND
5	Pham Thanh Thuy	Head of BOS			2023	Resolution No. 662/NQ-BSC dated September 28, 2023	- Buy BSC bonds 41.600.000.000 VND
6	Pham Xuan Anh	Deputy General Director			2023	Resolution No. 662/NQ-BSC dated September 28, 2023	- Buy BSC bonds 41.600.000.000 VND
7	Le Quang Huy	Deputy General Director			2023	Resolution No. 662/NQ-BSC dated September 28, 2023	- Buy BSC bonds 41.600.000.000 VND





**REPORT OF THE BOARD OF MANAGEMENT****On: Business results in 2023 and Business plan in 2024****To: The General Meeting of Shareholders of the Company**

The General Director of BIDV Securities Joint Stock Company (BSC) respectfully reports to the General Meeting of Shareholders on the business results in 2023 and the business plan in 2024 as follow:

**PART 1. BUSINESS RESULTS 2023****I. Macroeconomic context and Stock market in 2023**

Vietnam's economy in 2023 has remained stable, inflation was under control, and major balances were guaranteed. However, the Vietnamese stock market, facing pressure from the global economy, has experienced a volatile year:

- **Market situation:** After a quiet first half of the year, Vietnam's stock index became positive again and entered an upward trend in the Q3, then moved sideways in the last months of the year. At the end of December 31, 2023, VNI reached 1,130 points and HNX-Index reached 231 points, up 12,20% and 12,53% respectively compared to the beginning of the year. The average trading value per session on all 3 exchanges reached 17.641 billion VND, down 13% compared to the average in 2022.
- **The corporate bond market still has many difficulties**, especially in the first half of 2023. However, after the Government issued Decree 08/2023/ND-CP with many positive changes in legality and market structure, help to increase transparency and market liquidity, the corporate bond market began to record a recovery from the second half of 2023.

**II. Assessment of BSC's performances in 2023****1. Results of business plan accomplishments**

BSC's 2023 business results were placed in the context of unfavorable market developments, market liquidity reaching an average of 17.641 billion VND/session, down 13% compared to 2022 and significantly lower than the expected liquidity when building business plans. Along with that, although the corporate bond market has shown signs of more stability after the Government issued new regulations contributing to transparency and increasing market liquidity, however, 2023 still many difficulties, affecting the performance of the financial consulting segment of securities companies in the market.

In the context of difficult business conditions, under the close direction of the Board of Directors, the Board of Managements and the efforts of all employees, by the end of 2023, BSC achieved positive business results with strong growth in all business activities.



**Table: Business performance in 2023**

No.	Items	FY2023	2023 Plan	% plan completion
1	Profit before tax (million VND)	509.048	565.000	90%
2	Stock brokerage market share	2,59%	Top 10 Hose	0%
3	Capital Adequacy Ratio	820%	>260%	100%

- **Profit before tax** in 2023 reached VND 509 billion, increased 3,4 times compared to 2022.

- **The Capital Adequacy Ratio** was maintained at a high level. As of December 31, 2023, the Company's CAR was 820% in the excellent group according to regulations of the SSC.

## **2. Results of each business activities**

### **2.1. Brokerage activities**

- **Brokerage revenue** of BSC in 2023 reached VND 299,4 billion. BSC's stock brokerage market share was 2,59%, increasing by 1% from 2,56% in 2022, at **Top 9** brokerage market share on HNX and **Top 10** brokerage market share on UpCoM.

BSC has continued to promote and maintain its leading position in the market, and be honored by the Ministry of Finance as **Top 1** Maketmaker for the Government debt instruments.

#### **- Regarding customer development:**

+ During the year, BSC continuously researched and proactively adjusted appropriate product policies for each segment, ensuring competitiveness and promoting customer transactions. In addition, implementing promotional programs on the occasion of launching new Webtrading, promotional programs to promote newly opened and active customers. In 2023, more than 12,4 thousand new accounts were opened at BSC, increasing the number of managed accounts to nearly 181 thousand accounts, up 7,4% compared to 2022.

+ The customer platform that organized transactions through BSC continued to be focused on expanding in 2023, typically large funds in the market such as SSIAM, Vinacapital, DCVFM, IPAAM, KIM,....

### **2.2. Lending activities**

- **Lending revenue** of BSC reached 446.1 billion VND, an increase of 44,2% compared to FY2022.

- **Loan scale:** As of December 31, 2023, total outstanding loans reached VND 4.296 billion, an increase of 45% compared to the end of 2022.

- **Product policy:** BSC always focuses on process review and risk management of lending activities, ensuring no bad debts arise, in addition to research and update lending policy to ensure competitiveness. The lending product policies at BSC have contributed to increasing the scale and profit from margin lending.

### **2.3. Financial consulting activities**

In 2023, the corporate bond issuance market was still gloomy and only began to show signs of improvement from the end of the year after Decree No. 08/2023 was issued. However,

difficulties and challenges still remained due to the large value of bonds maturing in the year, and investor confidence has not been restored.

Therefore, BSC's Financial Consulting activities were also affected by the general market situation. BSC's total revenue from financial consulting, guarantee and issuance agency activities in 2023 reached 6,4 billion VND, down 62% compared to 2022.

In 2023, the entire IB team strived to support bondholders in handling collateral and related obligations with the Issuers, ensuring maximum benefits for all parties and BSC's reputation in the market.

#### **2.4. Proprietary trading activities**

The stock market in 2023 was complicated with many opportunities and risks. BSC has succeeded in taking advantage of market increases and strict risk management in declines. Accordingly, in 2023, profits from assets classified as fair value through profit or loss (FVTPL) and assets held to maturity (HTM) reached 328.4 billion VND, a 19 times higher than FY2022. In which, stock trading activities in 2023 has contributed a large proportion to the profit structure with a profit rate of 65,5%.

### **3. Other key activities in 2023**

*(1) Digital transformation projects:* With the goal of promoting digital transformation, BSC has implemented and completed projects (1) Launching a new version of Webtrading on May 15, 2023; (2) Develop new features for the BSC Smart Invest mobile trading platform; (3) Prepare to test technical changes when implementing the KRX system.

*(2) BSC was recognized and appreciated by the market for its service quality* and has received prestigious awards from major and prestigious financial magazines in the world:

- Award "**Best stock broker in Vietnam in 2023**" awarded by Global Banking and Finance Review.

- Award "**Best Quantitative/Technical Analyst in Vietnam 2023**" the "**Best Institutional Client Broker in Vietnam 2023**" awarded by Asiamoney.

#### *(3) System improvement:*

- *Completing the Organizational Model:* BSC has reviewed the organizational model, supplemented and completed functional business units., thereby meeting medium and long-term goals as well as create a development roadmap to attract and retain quality personnel.

- *Launch and complete the brand identity system:* On January 6, 2023, BSC launched a new brand identity to spread BSC's value to customers, highly appreciated by customers and partners.

## **PART 2. BUSINESS PLAN FOR 2024**

### **I. Market forecast in 2024**

#### **1. Macro outlook in 2024**

In 2024, potential risks from the world economic environment are expected to still exist and continue to have a negative impact on Vietnam's economic growth recovery prospects. The recovery ability of the global economy is unclear, the growth of the economies that are Vietnam's main partners may be lower than in 2023, especially China's economy, which is forecast to decrease from an increase of 5,5% down to 4,4%. Geopolitical and war risks



continue to have a negative impact on the global economy and Vietnam, as a highly open economy, relying heavily on import and export, will continue to be affected.

Domestically, although opportunities, advantages, difficulties, and challenges are intertwined, the National Assembly has set the GDP growth target for 2024 at 6 – 6,5%, which is considered a high target, demonstrating the determination of the Government and Ministries to strongly promote the growth momentum of the economy.

Regarding monetary policy, the State Bank inform it will continue to operate a proactive and flexible monetary policy, thereby supporting the promotion of economic growth associated with macroeconomic stability and controlling inflation targets in 2024 will reach about 4-4,5% on average. In 2024, system-wide credit growth will be adjusted at a growth rate of about 15%, with adjustments appropriate to developments and actual situations.

## 2. Stock market outlook 2024

Favorable and risky factors impacting stock market movements include:

Advantages	Disadvantages
(1) The number of new monthly accounts opened has increased again, to a level equivalent to 2022.	(1) There is not much room left for interest rates to continue to decrease
(2) Vietnam's securities industry still has a lot of growth potential	(2) Competition for market share will become increasingly fierce, transaction fees of most securities companies continue to decrease following the Zero-fee.
(3) The new trading system (KRX) and soon being upgraded to market rank are expected to help Vietnam attract large capital flows from abroad, thereby bringing growth prospects to the securities industry.	(3) The amount of outstanding bond debt is still very large: It is estimated that in 2024, the amount of corporate bonds due will reach 350,000 billion VND, with the peak focusing on Quarter 3 and Quarter 4.

## II. Business orientations for 2024

### 1. Mission objectives in 2024

Based on the assessment of macroeconomic and stock market prospects in 2024, BSC determines the main goals for 2024 to maintain the company's sustainable development as follows:

**1) Comprehensive growth:** Aiming to develop all core business segments comprehensively.

**2) Technology and products improvement:** Upgrading technology systems and product processes to stay ahead of market's development trends.

**3) Quality improvement of products and services:** Committed to improving the quality of products and services based on the application of modern technology.

**4) Capital optimization:** Enhancing financial capacity and optimizing capital resources to ensure a safe and effective capital structure.

**5) Completion of the organizational model and human resources - salary policies:** Review the organizational structure, human resources and salary policies in a streamlined and competitive manner compared to the market.

**6) Brand-value enhancement:** Promoting BSC brand communication and enhancing brand value.

## **2. Business Plan 2024**

No	Items	Unit	Plan 2024
1	Profit before tax	Billions dong	550
2	Available capital ratio	%	≥260

BSC sets the business plan goals for 2024 as follow:

1) Profit before tax in 2024 reaches **550 billion dong**, an increase of 8% compared to 2023;

2) Ensuring safe and effective operations; Loan ratios, investment ratios, and available capital ratios are within the allowable limits according to regulations.

## **3. Operational orientation 2024**

### **(1) Brokerage and lending activities:**

- Continue to find measures to improve the quality of products and services; Research product policies, flexible fee policies, balance between competitiveness and risk management; applying technology in product and service development, operations and management;

- Provide a comprehensive product ecosystem; Continuously review and update product policies suitable for each customer segment and market context on the digital transformation application platform, improving customer experience;

- Expand transaction network, diversify sales channels; Build development campaigns for each customer group.

### **(2) Financial consulting activities:**

- Locating and building customer maps; providing a variety of high-end financial consulting products in both capital and debt markets;

- Expanding customer network through cross-selling products and services with customers of BIDV and Hana Securities.

### **(3) Investment activities:**

- Develop self-employment strategy; Closely follow the market, seize business opportunities on the basis of risk control, ensuring capital safety; Allocating portfolios that meet the criteria of both investing and managing market risks;

- Resource business activities ensure liquidity and optimize idle cash resources.

- Search for investment and capital contribution opportunities to expand business areas, provide additional modern financial service products to customers and improve long-term operational efficiency.

### **(4) Management and operations:**



- Complete a unified and thorough governance mechanism to control and monitor the operations of departments transparently and effectively, contributing to ensuring the interests of shareholders and harmony with the interests of stakeholders;
- Improve risk management capacity; Review and update risk management policies and regulations to ensure legal regulations and follow risk management standards and principles according to international practices;
- Strengthen inspection and compliance monitoring; Strengthen and improve labor discipline and compliance with processes and regulations in activities.

**(5) System improvement:**

- Review and synchronously improve the organizational model, human resources policy system, and motivation policies that are linked to reality and create motivation to promote business efficiency, using results as a measure, ensuring equity and income;
- Strengthen personnel training to develop and foster human resources, ready for innovation and creativity;
- Invest and upgrade the Information Technology system to ensure technical requirements after Golive the KRX project, Enhance infrastructure capacity and IT security control, Upgrade online transaction software.

**(6) Brand management activities:**

- Develop a communication strategy suitable for each customer segment with each product and service;
- Promote brand communication activities, honor the BSC brand for effective, transparent, and sustainable development; Actively carry out corporate responsibilities for community and social development.

***Best regards!***

***Recipients:***

- *As above;*
- *Archives BSC,*

**GENERAL DIRECTOR**

**(signed)**

**Nguyen Duy Vien**



No: 274/TTr-BSC

Hanoi, date 29 month 03 year 2024

## **PROPOSAL**

**Re: Approval of 2024 Business plan**

**To: The General Meeting of Shareholders of the Company**

The Board of Directors of BIDV Securities Joint Stock Company (BSC) would like to submit to the General Meeting of Shareholders for consideration and approval the Business plan of BSC in 2024 as follows:

### **1. Core business objectives in 2024**

Based on the assessment of macroeconomic and stock market prospects in 2024, BSC determines the main goals for 2024 to maintain the company's sustainable development as follows:

(1) **Comprehensive growth:** Aiming to develop all core business segments comprehensively.

(2) **Technology and products improvement:** Upgrading technology systems and product processes to stay ahead of market's development trends.

(3) **Quality improvement of products and services:** Committed to improving the quality of products and services based on the application of modern technology.

(4) **Capital optimization:** Enhancing financial capacity and optimizing capital resources to ensure a safe and effective capital structure.

(5) **Completion of the organizational model and human resources - salary policies:** Review the organizational structure, human resources and salary policies in a streamlined and competitive manner compared to the market.

(6) **Brand-value enhancement:** Promoting BSC brand communication and enhancing brand value.

### **2. Business plan in 2024**

No.	Items	Unit	2024 plan
1	Profit before tax	Bil dong	550
2	Capital adequacy ratio	%	≥260

BSC has set the Business plan in 2024 as follows:

- 1) Profit before tax in 2024 reached **VND 550 billion**, up 8% compared to 2023;
- 2) Ensure the operation is safe and efficient; the lending, investment, and capital adequacy ratios are within the allowable limits according to regulations.



### **3. Proposals of the Board of Directors**

The Board of Directors submits to the General Meeting of Shareholders for approval of:

1) BSC's 2024 business plan as above;

2) Authorizing the Board of Directors to proactively review, evaluate and adjust the 2024 business plan in accordance with market conditions (growth level and/or market liquidity scale...) if necessary and disclose information according to the laws.

Respectfully submitted to the General Meeting of Shareholders for approval!

#### ***Recipients***

- *As above;*
- *Archives.*

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**(signed)**

**Ngo Van Dzung**

## **PROPOSAL**

**Re: Approval of The audited financial statements 2023, Profit distribution plan in 2023 and profit distribution plan in 2024**

**To: General Meeting of Shareholders**

Base:

- *The Enterprise Law No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;*
- *The Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;*
- *Decree 155/2020/ND-CP dated 31/12/2020 of the Government detailing a number of articles of the Securities Law;*
- *Circular No. 121/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance regulating the operation of securities companies;*
- *Pursuant to the Charter of BIDV Securities Joint Stock Company approved by the General Meeting of Shareholders;*
- *Pursuant to BSC's audited 2023 Financial Statements.*

The Board of Directors of BIDV Securities Joint Stock Company would like to submit to the General Meeting of Shareholders for approval of the audited financial statements in 2023 and profit distribution plan in 2023 and profit distribution plan in 2024 of BSC as follows:

### **I. Audited 2023 Financial Statements**

The audited financial statements for 2023 have been published by BSC in accordance with regulations and posted on the Company's website ([www.bsc.com.vn](http://www.bsc.com.vn)) including:

- Independent auditors' report (in which the audit opinion is fully accepted);
- Statement of financial position as at 31/12/2023;
- Income statement for the year ended 31 December 2023;
- Cash flow statement for the year ended 31 December 2023;
- Statement of changes in owners' equity for the year ended 31 December 2023;
- Notes to the financial statements as at 31 December 2023 and for the year then ended;

*In particular, some key contents are as follows:*



Unit: VND

No	Contents in financial statements in 2023	Amount
1	Total assets	8.326.378.957.897
2	Equity	4.684.415.112.510
	<i>In which: Charter capital</i>	<i>2.027.831.270.000</i>
3	Profit before tax	509.047.661.064
4	Profit after tax	408.259.606.627

## II. Profit distribution plan in 2023

With business results in 2023 according to audited financial statements, on the basis of ensuring income from capital investment and with the desire to ensure maximum benefits of BSC shareholders, BSC's Board of Directors proposes to implement the profit distribution plan in 2023 according to the specific plan as follows:

Unit: VND

No	Contents	Formulas/notes	Distribution profits 2023
<b>1</b>	<b>Undistributed profits</b>		<b>600.143.931.493</b>
<i>1.1</i>	<i>- 2023 profit</i>		<i>408.259.606.627</i>
<i>1.2</i>	<i>- Remaining profits in previous years</i>		<i>191.884.324.866</i>
2	Return on appropriations of funds	(2)= (1)	600.143.931.493
3	Appropriation of funds	(3)=(3.1)	30.805.000.000
<i>3.1</i>	<i>Welfare bonus fund</i>	<i>(3.1)</i>	<i>30.805.000.000</i>
<i>3.2</i>	<i>Appropriation ratio (comparison to Undistributed profit)</i>	<i>(3.2) = (3.1)/(1)</i>	<i>5.13%</i>
4	Remuneration of the non-specialized Board of Directors, Board of Supervisors		216.000.000
<b>5</b>	<b>Undistributed after-tax profit after appropriation and remuneration</b>	<b>(5)=(2)-(3)-(4)</b>	<b>569.122.931.493</b>
<b>6</b>	<b>(*) Dividend payouts</b>	<b>(6)= (6.1)*(6.2)</b>	<b>202.783.127.000</b>
6.1	- Charter capital at 31/12/2023		2.027.831.270.000
6.2	- Stock dividend payout ratio (in shares)		10%
<b>7</b>	<b>(**) Total remaining profit</b>	<b>(7)=(5) - (6)</b>	<b>366.339.804.493</b>

*Note: - As of December 31, 2023, BSC's estimated tax liability as well as tax interest have not been finalized by local tax authorities. In case the tax amount on the audited financial statements is changed according to the decision of the tax authority, the profit left on the above data table may be adjusted accordingly.*

*- (\*) (\*\*) This metric may be updated according to the number of BSI shares outstanding at the closing date of the dividend payment.*

Proposing General Meeting of Shareholders to authorize the Board of Directors based on the actual situation to decide the appropriate time to pay dividends for the fiscal year 2023 and ensuring compliance with current regulations of law, Company's Charter and approval of competent State agencies.

### **III. Profit distribution plan in 2024**

With the business profit plan in 2024 of BSC, the Board of Directors proposes the 2024 profit distribution plan as follows:

**1. Payout ratio:** Expected 10%/ par value of shares.

**2.Payment method:** By cash and/or by shares. Proposing General Meeting of Shareholders to authorize the Board of Directors to decide on payment method in accordance with the actual business results, ensuring the requirements of the Company's business activities and the interests of shareholders.

**3. Implementation time:** Proposing General Meeting of Shareholders to authorize the Board of Directors basing on the actual situation to choose the appropriate time to pay dividends in 2024, the Board of Directors can decide to advance dividends in appropriate installments.

**Best regards!**

**Recipients:**

- *As above;*
- *Archived at BSC*

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

*(signed)*

**Ngo Van Dzung**









## **PROPOSAL**

### **Regarding: Report on remuneration of the Board of Directors and Supervisory Board 2023 and proposing remuneration of the Board of Directors and Supervisory Board in 2024**

#### **To: The General Meeting of Shareholders**

Regarding the Remuneration Report of the Board of Directors and the Supervisory Board for 2023 and the estimated remuneration of the Board of Directors and the Supervisory Board for 2024 of BIDV Securities Joint Stock Company (BSC), the Board of Directors reports and submits to the General Meeting of Shareholders of the Company as follows:

#### **1. Report on the Implementation of Remuneration Payment for the Board of Directors and the Supervisory Board of BSC in 2023:**

##### ***1.1. For specialized members:***

*- Mr. Chung Jae Hoon - Vice Chairman of the Board of Directors:*

Based on the Framework Agreement on Secondment concluded between BSC and Hana Securities Company (HSC) and the results of fulfilling KPIs, the income of the Vice Chairman of the Board of Directors in 2023 is **2,903,120,602 VND** (excluding Contractor's tax and Value Added Tax of Contractor as committed in the the Framework Agreement on Secondment).

*- Board Member Nguyen Thanh Huyen:*

Based on the approved unit price for settling salaries in 2023, the remuneration for specialized members of the Board of Directors is 2,366,362,200 Vietnamese dong (Two billion, three hundred sixty-six million, three hundred sixty-two thousand, two hundred dong).

***1.2. For members of the Board of Directors and members of the Supervisory Board operating under the dual role regime:*** 216,000,000 Vietnamese dong (Two hundred sixteen million dong).

#### **2. Working regime and remuneration plan of the Board of Directors and Board of Supervisors in 2024:**

***2.1 Working regime of Board of Directors and Board of Supervisors members in 2024:***





Based on the proposal of BIDV major shareholder regarding the appointment of Ms. Hoang Thi Minh Ngoc - Deputy Director of the Investment Management Department of BIDV as the representative of BIDV's 15% capital contribution at BSC, and the appointment and introduction of Ms. Hoang Thi Minh Ngoc as a member of BSC's BOD under the concurrent regime (replacing **Ms. Nguyen Thanh Huyen** - BOD's specialized member of BSC). Therefore, it is planned that from April 23, 2024, BSC's BOD will only have 01 specialized member entitled to remuneration, who is the Vice Chairman cum Deputy General Director of BSC (BOD member and CEO entitled to salary according to BSC's income payment regulations, not entitled to remuneration). The remaining BOD and BKS members operate under the concurrent regime.

## ***2.2 Remuneration plan of the Board of Directors and Board of Supervisors in 2024:***

### **a. For specialized members of the BOD:**

- + Minimum level (not dependent on 2024 financial results): **1,974,797,087 VND**
- + Maximum level (*in case BSC achieves assigned Profit before tax targets and depends on individual KPIs*): **3,018,707,087 VND.**

+ In the event that BSC exceeds the assigned Profit before tax target (Profit before tax in 2024 > 550 billion), ***the Board of Directors will decide on bonus levels exceeding KPIs for specialized members, but ensuring that the total remuneration for specialized members does not exceed 0.548% of Profit before tax.***

*Note: Ms. Nguyen Thanh Huyen - specialized member of the BOD is entitled to specialized remuneration from January 01, 2024, to the end of April 22, 2024.*

### **b. For non-specialized members of the BOD and BKS:**

- + Chairman of the Board of Directors : 10,000,000 VND/month;
- + Member of the Board of Directors : 5,000,000 VND/month;
- + Head of the Board of Supervisors : 5,000,000 VND/month;
- + Member of the Board of Supervisors : 3,000,000 VND/month.

*\*Note: Non-specialized members of the BOD and BKS operate under the concurrent regime as nominated by Hana Securities (HSC) and decline to receive remuneration.*

## **3. Total remuneration for BOD and Board of Supervisors members in 2024:**

- ***When Profit before tax < 440 billion (less than 80% of the assigned Actual profit target for 2024):*** the maximum total remuneration is **2,232,160,723VND** (excluding approximately **200,000,000VND** for contractor tax, exchange rate reserve... to be paid according to actual expenses);

- *When 440 billion ≤ Profit before tax ≤ 550 billion:* the maximum total remuneration is **3,276,070,723VND** assuming the Company achieves the assigned Actual profit target and specialized personnel achieve 100% of their individual KPIs (excluding approximately **350,000,000VND** for contractor tax, exchange rate reserve... to be paid according to actual expenses).

- *When Profit before tax > 550 billion:* the Board of Directors will decide on additional remuneration for specialized BOD members, but ensuring that the total remuneration for specialized members does not exceed **0,548%** of the total Profit before tax.

*\* Note: The remuneration mentioned above is before personal income tax and does not include any other bonuses (if any) as per BSC regulations.*

***Submitted to the General Meeting of Shareholders for consideration and approval!***

***Recipients:***

- As submitted;
- Save company.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**(signed)**

**Ngo Van Dzung**







*Hanoi, March 29, 2024*



## **PROPOSAL**

**Re: Issuing shares to pay dividends and increase BSC's charter capital**

**To: The General Meeting of Shareholders**

### **Base:**

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- Decree 155/2020/ND-CP of the Government dated December 31, 2020 detailing a number of articles of the Securities Law;
- Charter of BIDV Securities Joint Stock Company,

The Board of Directors of BIDV Securities Joint Stock Company (BSC) respectfully submits to the General Meeting of Shareholders to consider and approve the issuance of shares to pay dividend and increase BSC's charter capital with the following contents:

### **I. Plan to issue shares to pay dividend and increase the Company's charter capital**

Issuing entity	:	BIDV Securities Joint Stock Company (BSC)
Stock name	:	Share of BIDV Securities Joint Stock Company
Stock type	:	Common share
Par value shares	:	10,000 VND/share
Current charter capital	:	2.027.831.270.000 VND
Number of shares issued	:	202.783.127 shares
Number of outstanding shares	:	202.783.127 shares
Number of shares expected to be issued to pay dividend	:	Maximum 20,278,312 shares (equivalent to 10% of outstanding shares). Rights exercise rate: 10% <i>Note: The actual number of shares issued may change due to the handling of fractional shares and depends on the actual number of outstanding shares of the Company at the final date of registration.</i>
Total value of shares issued at par value	:	Maximum 202,783,120,000 VND (In words: Two hundred and two billion seven hundred eighty three million one hundred and twenty VND)





Expected charter capital after issuance		2,230,614,390,000 VND
Purpose of issuance	:	Increasing charter capital for the Company's business development needs
Funding source for implementation	:	From retained earnings as stated in the Company Audited Financial Statements in 2023
Subject receiving shares	:	Existing shareholders of the Company are on the list of shareholders compiled by Vietnam Securities Depository and Clearing Corporation (VSDC) at the last registration date to exercise the right to receive shares.
Rights exercise rate	:	10:1 (on the final date of registration to finalize the list of shareholders exercising rights, shareholders owning 10 shares will receive 1 newly issued share according to the method of issuing shares to pay dividends)
Principles for rounding and handling fractional shares	:	<p>The number of additional shares issued will be rounded down to the unit, the decimal fraction (if any) will be canceled.</p> <p><i>For example: Shareholder A owns 111 shares on the last registration date to finalize the list of shareholders exercising rights. With the exercise ratio of 10:1, shareholder A will receive <math>111/10 \times 1 = 11.1</math> shares. According to the rounding principle mentioned above, shareholder A will receive 11 new shares by issuing shares to pay dividends. The odd number of shares of 0.1 shares will be cancelled.</i></p>
Expected release time	:	Expected in 2024 or another time according to the decision of the Board of Directors
Register and list additional shares to be issued	:	All additional shares issued will be registered as additional securities with the Vietnam Securities Depository and Clearing Corporation and registered for additional listing with the Ho Chi Minh City Stock Exchange after the end of the issuance in accordance with regulations.

## II. Implementation:

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders:

1. Approve the Plan to issue shares to increase the Company's charter capital as stated in Section I of this Proposal.
2. Assign/Authorize the Board of Directors of the Company to perform, including but not limited to, the following tasks:

- 2.1. Decide on the detailed contents of the Share Issuance Plan to pay dividend and choose an issuance time appropriate to the actual situation.
- 2.2. Decide on amendments, adjustments, and detailed explanations of the content of the Stock Issuance Plan at the request of the competent state agency (if necessary).
- 2.3. Decide and carry out necessary tasks and procedures during the share issuance process, including: (i) amending/supplementing the Company's operating license at the State Securities Commission; (ii) register to change the Company's Business Registration Certificate; (iii) register additional shares of the Company at the Vietnam Securities Depository and Clearing Corporation; (iv) register for additional listing of the Company's shares at the Ho Chi Minh City Stock Exchange ; (v) change the Charter Capital, amend/add provisions regulating the Charter Capital level and other relevant provisions in the Company's Charter in accordance with the new Charter Capital level after the issuance; and (vi) other procedures according to current legal regulations.
- 2.4 Decide and carry out all other necessary procedures at the request of the competent state agency to complete the issuance of shares to pay dividends according to the approved plan in accordance with the law and the Company's Charter.
3. The Board of Directors can delegate authority to the Chairman of the Board of Directors or the General Director Company to perform one or more of the above mentioned tasks.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

**Recipients:**

- As submitted;
- Board of Supervisors;
- Archived at BSC.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**(signed)**

**Ngo Van Dzung**









## **Proposal**

**Re: Dismissal and Election of Personnel to join the Board of Directors**

**for the Term 2021-2026**

**To: General Meeting of Shareholders**

In relation to the dismissal and election of personnel to join the Board of Directors of BSC for the third term (2021-2026), the Board of Directors would like to report and propose to the Shareholders' General Meeting of BSC as follows:

### **1. Personnel currently serving on the Board of Directors:**

Based on Resolution No 04/NQ-ĐHĐCĐ dated November 18, 2022 of the Extraordinary General Meeting of Shareholders of BSC, the personnel currently serving on the Board of Directors of BSC for the term 2021 - 2026 are as follows:

*Total number of personnel participating in the Board of Directors of BSC for the term 2021-2026: 05 members. Among them:*

- 01 Member of the Board of Directors concurrently holding the position of General Director;
- 02 Full-time Members including: Vice Chairman and 01 Member of the Board of Directors;
- In addition, the Chairman of the Board of Directors and 01 independent member of the Board of Directors operate on a part-time basis.

### **2. Pursuant to resignation letter of Ms. Nguyen Thanh Huyen to resign from the position of Member of the Board of Directors**

On April 1, 2024, Ms. Nguyen Thanh Huyen - Member of the BSC Board of Directors for the term 2021-2026 term submitted her resignation. Accordingly, due to work requirements, Ms. Nguyen Thanh Huyen would like to resign from her position as a member of the Board of Directors of BSC from April 23, 2024 to accept a new assignment at Joint Stock Commercial Bank for Investment and Development of Vietnam.

### **3. Proposal of the Board of Directors of BSC:**

Based on the resignation letter of Ms. Nguyen Thanh Huyen mentioned above, the Board of Directors of BSC reports and submits to the Shareholders' General Meeting for consideration and approval:



- Dismissal of **Ms. Nguyen Thanh Huyen** from the position of Specialized Member of the Board of Directors, effective from April 23, 2024;

- Election for replacement members of the Board of Directors for the term 2021 - 2026. Form of election: Directly Voting at the General Meeting of Shareholders.

**Submit to the General Meeting of Shareholders of BSC for consideration and approval.**

**Recipient:**

- *As above*
- *Save at BOD's Office, BSC.*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**(signed)**

**Ngo Van Dzung**