

Resolution: 01/NQ-MBS-DHĐCĐ

Hanoi, 15 April 2025

**(Draft of) RESOLUTION**  
**THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**MB SECURITIES JOINT STOCK COMPANY**

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**GENERAL MEETING OF SHAREHOLDERS**  
**MB SECURITIES JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, the Law amending and supplementing a number of articles of the Law on Enterprises No. 03/2022/QH15; the Law on Securities No. 54/2019/QH14, the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15; other relevant legal provisions and documents amending, supplementing and guiding the implementation;
- Pursuant to the Charter of MB Securities Joint Stock Company (MBS);
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders (AGM) of MBS.

**RESOLUTION:**

**Article 1.** The General Meeting of Shareholders unanimously approved the contents of the reports:

- Report summarizing the activities of the Board of Directors in 2024, the direction of activities in 2025;
- Report of the Board of Supervisors on the results of activities in 2024, the plan of activities in 2025;
- Report on business activities in 2024 and the business plan in 2025;
- Report on corporate governance in 2024;
- Audited financial statements in 2024 and the business plan in 2025, with some basic indicators as follows:

*Unit: Billion Vietnam Dong*

No.	Business target	Performance in 2024	Plan for 2025	% Plan in 2025 Vs Performance in 2024
1	Total revenue	3,131	3,370	108%
2	Total expenses	2,201	2,070	94%
3	Profit before tax	930.6	1,300	140%

**Article 2.** The General Meeting of Shareholders approved the full contents of the following proposals:

1. Proposal No.10/TTr-MBS-HĐQT regarding “Approval of the audited financial report for 2024, profit distribution plan for 2024, and plan for 2025”, including:

a. The General Meeting of Shareholders approved the audited 2024 Financial Statements of MB Securities Joint Stock Company. These financial statements have been audited by KPMG Vietnam Co., Ltd. The 2024 Financial Statements have been disclosed in accordance with regulations and have been published on the Company's website ([www.mbs.com.vn](http://www.mbs.com.vn)).

b. Approved the 2024 profit distribution plan:

*Unit: Billion Vietnam Dong*

<b>TT</b>	<b>Content</b>	<b>Amount</b>	<b>Proportion</b>
<b>1</b>	<b>Profit after tax in 2024</b>	<b>743.55</b>	<b>100.0%</b>
<b>2</b>	<b>Profit distribution after tax in 2024</b>	<b>732.00</b>	<b>98.4%</b>
	<i>Allocation to Welfare Fund (equivalent to 2023)</i>	<i>22.31</i>	<i>3.0%</i>
	<i>Allocation to Bonus fund (equivalent to 2023)</i>	<i>22.31</i>	<i>3.0%</i>
	<i>Profit for dividend distribution for 2024 (12% in cash)</i>	<i>687.38</i>	<i>92.4%</i>
<b>3</b>	<b>Remaining profit after tax in 2024</b>	<b>11.55</b>	<b>1.6%</b>
	Remaining retained earnings after allocation to reserves and dividend distribution	<b>87.45</b>	

c. The General Meeting of Shareholders approved the 2025 business plan, as presented in the 2024 Performance Report and 2025 Business Plan by the Board of Management. Additionally:

- Authorizing the Board of Directors to proactively direct the implementation of the plan and adjust the plan to suit the actual situation.
- Authorizing the Board of Directors to proactively direct and decide on monitoring, debt management, collection and handling of losses for bad debts to ensure compliance with regulations in circulars and decrees related to the accounting regime of the Securities Company to ensure the Company's business plan.
- Assigning the Board of Directors to proactively direct and decide on the use of the financial and operational risks reserve to offset losses and damages incurred during business operations, ensuring compliance with regulations on fund utilization.

2. Proposal No.11/TTr-MBS-HDQT regarding “ Approval of the adjustment of the Plan for using capital raised from the 2024 public offering of shares”, including:

- The 2025 Annual General Meeting of Shareholders approved the adjustment to the plan for using capital raised from the 2024 public offering of shares as follows:

<b>No.</b>	<b>Content</b>	<b>Pre-Adjustment Plan (VND)</b>	<b>Adjustment Plan (VND)</b>	<b>Note</b>
<b>1</b>	<b>Investment in the development of information technology systems</b>	<b>50.000.000.000</b>	0 (*)	
<b>2</b>	<b>Supplement capital for proprietary trading and underwriting activities</b>	<b>450.000.000.000</b>	<b>400.000.000.000</b>	In 2024, according to the company's Business Plan
22.1	Supplement capital for proprietary trading activities	400.000.000.000	400.000.000.000	

22.2	Supplement capital for issuance guarantees activities	50.000.000.000	0 (*)	
<b>3</b>	<b>Supplement and provide capital for margin lending activities (margin)</b>	<b>594.174.980.000</b>	<b>694.174.980.000</b>	In 2024-2025, according to the company's Business Plan
	<b>Total</b>	<b>1.094.174.980.000</b>	<b>1.094.174.980.000</b>	

(\*) Converting using capital plan to supplement and provide capital for margin lending activities in 2025.

3. Proposal No. 01/TTr-MBS-BKS regarding “The selection of the auditing firm in 2025”, including:

- The AGM approved/passed the list of independent auditing companies:

No.	Auditing company name
1	KPMG Company Limited
2	Ernst & Young Vietnam Company Limited

- The AGM authorizes the Board of Directors to. (i) select a specific auditing firm from the aforementioned list to conduct the annual audit, quarterly and semi-annual financial statement reviews, and other statutory auditing activities for the fiscal year 2025, ensuring in compliance with applicable laws and MBS's charter; (ii) Make decisions to select an auditing firm that meets all legal requirements to conduct audits of other activities of the company in alignment with the law and MBS's charter. The Board of Directors may delegate this authority to another individual as deemed appropriate.

4. Proposal No.12/TTr-MBS-HĐQT regarding “Share Issuance Plan to increase Charter Capital in 2025”, accordingly, The General Meeting of Shareholders approved the plan to issue shares to increase charter capital stated in the Proposal, with some main contents as follows:

- The company will issue additional shares to increase its charter capital from 5,728,129,810,000 VND to 6,673,271,210,000 VND, corresponding to the issuance of additional shares with a total par value of 945,141,400,000 VND, equivalent to 94,514,140 shares.
- The plan to increase the charter capital to 6,673,271,210,000 VND include: Issue subscription rights for existing shareholders; Share issuance to increase share capital from the equity sources and Share issuance under the employee stock ownership plan.
- The company will simultaneously conduct subscription rights issuance for existing shareholders and share issuance to increase share capital from the equity sources, before implementing the share issuance under the employee stock ownership plan.
- The plan for share issuance under the employee stock ownership program will be implemented after the record date for existing shareholders to exercise their rights to purchase newly issued shares and receive additional shares issued to increase share capital from equity sources.

#### 4.1. Summary of the issuance plan:

STT	Issuance plan	Number of additional shares issued (shares)
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1	Issue subscription rights for existing shareholders	68,737,557
2	Issue shares to increase share capital from the equity sources	17,184,389
3	Issue shares under the employee stock ownership program	8,592,194
	<b>Total</b>	<b>94,514,140</b>

**The specific issuance plan is as follows:**

**a. Issuance plan for the issuing subscription rights for existing shareholders to increase charter capital:**

i. Issuer:	MB Securities Joint Stock Company
ii. Share name:	MB Securities Joint Stock Company share
iii. Type of shares:	Common share
iv. Par value per share:	10,000 VND (Ten thousand Vietnam Dong)/share
v. Number of shares before issuance:	572,812,981 shares
vi. Number of shares outstanding before issuance:	572,782,940 shares
vii. Number of treasury shares at 31/12/2024:	30,041 shares
viii. Number of additional shares to be offered:	68,737,557 common shares
ix. Total offering value (based on par value):	687,375,570,000 VND (Six hundred eighty-seven billion three hundred seventy-five million five hundred seventy thousand VND)
x. Offerering targets:	Existing shareholders according to the shareholder list finalized as of the record date will be allocated subscription rights for the additional shares issued provided by the Vietnam Securities Depository and Clearing Corporation. Treasury shares are not entitled to exercise subscription rights to buy additional shares issued to existing shareholders.
xi. Expected exercise ratio:	According to the expected subscription ratio of 100:12 (shareholders owning 1 share correspond to 1 right, with 100 right allowing the right to purchase 12 new shares). The General Meeting of Shareholders authorizes the Board of Directors to determine an appropriate subscription ratio based on the number

		of additional shares to be offered and the number of shares outstanding at the time of issuance.
xii.	Rounding principle:	For any fractional shares (if any) that arise when shareholders exercise their rights, in order to ensure that the number of shares issued does not exceed the number offered, the number of shares that shareholders are entitled to purchase will be rounded down to the nearest whole unit.
xiii.	Conditions of transfer restriction:	The additional shares issued to existing shareholders are freely transferable.
xiv.	Transfer of subscription rights:	Existing shareholders whose names appear on the shareholder list at the shareholder record date may transfer their subscription rights once to other parties within the specified period. The transferor and transferee shall mutually agree on the transfer price and payment terms.
xv.	Principles for Determining Issuance price for Existing shareholders:	For the shares of the Company offered to existing shareholders, due to the preferential nature of the distribution target, and based on the stock market conditions, capital demand, market value, and book value of the shares, as well as an analysis of the dilution effect, the offering price for the shares to existing shareholders is determined by the Company to be 10,000 VND per share.
xvi.	Issuance price:	10,000 VND (ten thousand VND) per share
xvii.	Estimated amount to be raised	687,375,570,000 VND (Six hundred eighty-seven billion three hundred seventy-five million five hundred seventy thousand VND)
xviii.	Expected offering period:	Expected to be in 2025, following the issuance of the Certificate of Registration for the Public Offering of Additional Shares by the State Securities Commission.
xix.	Method of handling the remaining undistributed shares:	<p>The difference between the total number of shares approved for issuance (68,737,557 shares) and the total number of shares actually issued at the subscription ratio of 100 : 12 will be canceled.</p> <p>The remaining undistributed shares include:</p> <ol style="list-style-type: none"> <li>(1) Shares left over due to shareholders not exercising their subscription rights;</li> <li>(2) Fractional shares arising from rounding down when calculating the number of shares that existing shareholders are entitled to purchase;</li> </ol> <p>For these remaining shares, the General Meeting of Shareholders authorizes the Board of Directors to offer them to Military Commercial Joint Stock Bank and/or other investors at the offering price of 10,000 VND per share, which is equal to the</p>

	<p>offering price for existing shareholders.</p> <p>The General Meeting of Shareholders approves the criterias for selecting investors to whom the remaining unallocated shares will be offered and authorizes the Board of Directors to seek and select these investors based on the following criterias:</p> <ul style="list-style-type: none"> <li>• Domestic and foreign organizations and individuals who express interest, have the desire, and possess sufficient financial capacity to invest in MBS shares.</li> <li>• Investors who can contribute to the development of MBS.</li> <li>• Investors whose business activities do not negatively affect MBS's interests.</li> </ul> <p>The remaining unallocated shares, when continued to be offered to Military Commercial Joint Stock Bank and/or other investors as decided by the Board of Directors, will be subject to a transfer restriction period of one year from the date of completion of the offering.</p> <p>The distribution of undistributed shares to other investors must comply with the conditions set forth in the Law on Enterprises 2020, the Law on Securities 2019, Decree No. 155/2020/ND-CP, and other relevant legal regulations, including but not limited to the following conditions:</p> <ul style="list-style-type: none"> <li>• Compliance with Clause 2, Article 195 of the Law on Enterprises 2020: "A subsidiary is not allowed to invest in or purchase shares of its parent company. Subsidiaries of the same parent company are not allowed to concurrently contribute capital or purchase shares to form cross-ownership."</li> <li>• Ensuring compliance with the offering conditions stipulated in Article 42 of Decree No. 155/2020/ND-CP, issued by the Government on December 31, 2020, detailing the implementation of certain provisions of the Law on Securities.</li> </ul>
xx. Measure to ensure compliance with foreign ownership regulations:	The General Meeting of Shareholders authorizes the Board of Directors to approve a plan ensuring that the share issuance complies with regulations on the foreign ownership ratio.
xxi. Depository and additional listing:	The additional issued shares will be registered with the Vietnam Securities Depository and Clearing Corporation and listed on the Stock Exchange in accordance with legal regulations.
xxii. Minimum successful	0%

	offering ratio:	
xxiii.	Capital Mobilization plan in case of unsuccessful offering:	The General Meeting of Shareholders authorizes the Board of Directors to extend the offering period to continue selling the remaining undistributed shares if necessary.  In the event that the shares are not fully distributed as planned and the raised capital does not meet expectations, the Board of Directors will consider securing funding through bank loans or other appropriate solutions in compliance with legal regulations and the Company's internal policies to implement the planned initiatives.
xxiv.	Charter amendment:	Approval of the charter capital increase and amendment of the charter capital amount stipulated in the Company's Charter based on the actual issuance results.
xxv.	Amendment of the establishment and operation license, Business registration certificate:	Approval of the Establishment and Operation License and the Business Registration Certificate's amendment to reflect the new charter capital based on the actual issuance results.

**b. Plan for share issuance to increase share capital from the equity sources**

i.	Issuer:	MB Securities Joint Stock Company
ii.	Share name:	MB Securities Joint Stock Company share
iii.	Type of shares:	Common share
iv.	Par value per share:	10,000 VND (Ten thousand Vietnam Dong)/share
v.	Number of shares before issuance:	572,812,981 shares
vi.	Number of shares outstanding before issuance:	572,782,940 shares
vii.	Number of treasury shares at 31/12/2024:	30,041 shares
viii.	Number of additional shares to be offered:	17,184,389 ordinary shares
ix.	Total offering	171.843.890.000 VND (One hundred seventy-one billion eight

value (based on par value):	hundred forty-three million eight hundred ninety thousand VND)
x. Offering targets:	Existing shareholders according to the shareholder list finalized as of the record date are entitled to receive additional shares issued to increase share capital from equity sources, as provided by the Vietnam Securities Depository and Clearing Corporation. Treasury shares are not eligible to receive additional shares issued to increase share capital from equity sources.
xi. Capital source for issuance	The issuance will be funded from surplus equity based on the audited 2024 financial statements.
xii. Expected execution ratio:	The expected ratio is 100:03 (each shareholder holding 1 share is entitled to 1 right, and 100 rights will receive 3 new shares). The General Meeting of Shareholders authorizes the Board of Directors to determine an appropriate execution ratio based on the number of additional shares to be issued and the outstanding shares of the Company at the time of issuance.
xiii. Plan for handling fractional shares	The number of shares issued will be rounded down to the nearest whole unit. Any fractional shares arising from rounding down (if any) will be canceled by the Company. The par value of the fractional shares canceled due to rounding down will be retained in the Company's surplus equity.
xiv. Transfer restrictions	Additional shares issued to increase share capital from equity sources are not subject to transfer restrictions.
xv. Transfer rights:	The right to receive additional shares issued to increase share capital from equity source is non-transferable.
xvi. Expected offering period:	Expected to take place in 2025, after the State Securities Commission of Vietnam (SSC) acknowledges receipt of the complete issuance report documents.
xvii. Plan for utilizing additional capital:	Supplementing capital for the Company's business activities based on the principles of safety, efficiency, and providing benefits to shareholders
xviii. Depository and Additional Listing	The additional shares issued will be registered with the Vietnam Securities Depository and Clearing Corporation and listed on the Stock Exchange in accordance with legal regulations.
xix. Charter amendment:	Approval of an increase in charter capital and amendments to the Company's Charter to reflect the actual issued charter capital.
xx. Amendment of the establishment and operation license, Business registration	Approval of amendments to the establishment and operating license and the enterprise registration certificate to reflect the new charter capital based on the actual issuance results.



certificate:	
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**c. Plan for Issuing Shares under the Employee Stock Ownership Plan (ESOP)**

i. Issuer:	MB Securities Joint Stock Company
ii. Share name:	MB Securities Joint Stock Company share
iii. Type of share:	Common share
iv. Par value per share:	10,000 VND (Ten thousand Vietnam Dong)/share
v. Number of shares planned to be issued:	8,592,194 shares
vi. Total offering value (based on par value):	85,921,940,000 VND
vii. Issuing method:	Issuing shares to Employees under the Employee Stock Ownership Plan (ESOP)
viii. Offering targets, standards:	<p>Target and standards of employee eligible to participate in the program: Members of the Board of Directors, the Supervisory Board, and employees who have signed labor contracts with the Company at the time of the list compilation based on principles and allocation criterias such as seniority, job position, work performance, contributions to the Company, and other relevant criterias.</p> <p>The General Meeting of Shareholders authorizes and assigns the Board of Directors to approve specific criterias and detailed list of individuals eligible to purchase shares issued under the Employee Stock Ownership Plan (ESOP), as well as to approve the principles for determining the number of shares allocated to each individual, the implementation timeline, in compliance with legal regulations.</p>
ix. Issuance price	10,000 VND (Ten thousand Vietnamese dong)/share
x. Expected Proceeds	85,921,940,000 VND (Eighty five billion nine hundred and twenty one million nine hundred forty thousand Vietnamese dong)
xi. Principles for Determining Issuance price	Given the priority nature of the distribution, as well as considering stock market conditions, capital utilization needs, market value, book value of shares, and dilution analysis, the company has set the offering price for employees at 10,000 VND per share.
xii. Conditions of Transfer Restriction	Shares issued under the employee stock option program are subject to a 5-year period of transfer restriction from the end of the issuance period. The timeline for lifting the transfer restrictions is as follows:

	<p>End of the 3rd year: 50% of the shares are released from transfer restrictions;</p> <p>End of the 5th year: 100% of the shares are released from transfer restrictions.</p> <p>In cases where the number of freely transferable shares per year results in a fractional amount, the number of freely transferable shares for each year shall be rounded to the nearest whole number. The decimal portion shall be carried over and added to the final year, in accordance with legal regulations.</p>
xiii. Expected offering period:	<p>Expected to take place in 2025, after the State Securities Commission (SSC) has issued a written notice confirming receipt of MBS's complete issuance report and after the record date for existing shareholders to exercise their rights to purchase additional issued shares and receive additional shares issued to increase charter capital from owner's equity.</p>
xiv. Method of handling the remaining undistributed shares:	<p>The shares not fully subscribed to buy by employees will be allocated by the Board of Directors, under the authorization of the General Meeting of Shareholders, to some other employees within the company at an offering price of 10,000 VND per share. These shares will be subject to transfer restrictions in accordance with the transfer restriction conditions outlined in Section xii. above for shares issued under the Employee Stock Ownership Plan.</p> <p>The General Meeting of Shareholders authorizes the Board of Directors to approve the specific criterias and the detailed list of individuals entitled to purchase the remaining ESOP shares; approve the principles for determining the number of shares allocated to each eligible individual and the implementation timeline.</p> <p>The distribution of any remaining undistributed shares to other employees must comply with the provisions of Article 42 of Decree No. 155/2020/NĐ-CP, issued by the Government on December 31, 2020, detailing the implementation of certain provisions of the Securities Law.</p>
xv. Plan for Handling Cases Where Employees No Longer Meet the Eligibility Criterias for Holding Shares Purchased Under the Employee Stock Ownership Plan:	<p>The General Meeting of Shareholders authorizes and delegates the Board of Directors to determine the specific handling plan in cases where employees no longer meet the eligibility criteria for holding shares purchased under the Employee Stock Ownership Plan.</p>

xvi.	Depository and Additional Listing	The additional shares issued will be registered with the Vietnam Securities Depository and Clearing Corporation and listed on the Stock Exchange in accordance with legal regulations.
xvii.	Charter ammendment:	Approval of an increase in charter capital and amendments to the Company's Charter to reflect the actual issued charter capital.
xviii.	Amendment of the establishment and operation license, Business registration certificate:	Approval of amendments to the establishment and operating license and the enterprise registration certificate to reflect the new charter capital based on the actual issuance results.

#### 4.2. Plan for Using Proceeds from the Issuance

##### a. Total expected proceeds from the issuance:

No	Issuance plan	Additional Shares Issued (shares)	Offering Price (VND/share)	Expected Proceeds (VND)
1	Issuance of subscription rights to existing shareholders	68,737,557	10,000	687,375,570,000
2	Issuance of shares to increase charter capital from owner's equity	17,184,389	-	0
3	Issuance of Shares under the Employee Stock Ownership Plan	8,592,194	10,000	85,921,940,000
	<b>Total</b>	<b>94,514,140</b>		<b>773,297,510,000</b>

##### b. Plan for using the proceeds from the issuance:

The total expected proceeds from the issuance amount to VND 773,297,510,000. The Company will supplement resources for business activities to expand market share.

The expected allocation of proceeds from the share issuance is as follows:

No	Plan for utilizing the proceeds from share issuance	Estimated Investment (VND)	Expected Utilization Period
<b>I</b>	<b>Proceeds from the issuance of subscription rights to existing shareholders</b>	<b>687,375,570,000</b>	
1.	Additional capital for proprietary trading activities and underwriting activities	150,000,000,000	From 2025, according to the company's plan
2.	Supplementing and providing capital for margin lending activities	623,297,510,000	From 2025, according to the company's plan

No	Plan for utilizing the proceeds from share issuance	Estimated Investment (VND)	Expected Utilization Period
II	Proceeds from the issuance of shares under the Employee Stock Ownership Plan	85,921,940,000	
	Supplementing and providing capital for margin lending activities	85,921,940,000	From 2025, according to the company's plan
	<b>Total</b>	<b>773,297,510,000</b>	

If the proceeds from the issuance of subscription rights to existing shareholders are insufficient to cover all the intended purposes mentioned above, the allocation priority will be in the order listed from top to bottom as follows:

- Priority 1: Additional capital for proprietary trading and underwriting activities; followed by
- Priority 2: Supplementing and providing capital for margin lending activities.

The General Meeting of Shareholders authorizes the Board of Directors to decide on adjustments to the allocation of proceeds from the offering for the approved capital utilization purposes and/or modify the intended use of the proceeds from the offering as necessary to align with actual circumstances. These adjustments must comply with legal regulations, and the Board of Directors shall report any related changes to the nearest General Meeting of Shareholders.

To ensure flexibility, efficiency in capital usage, and to ensure the interests of shareholders and the Company, the Company will deposit funds in banks and/or purchase bank certificates of deposit during the period when the funds have not yet been used for the approved purposes.

In the case where if at the conclusion of the offering period for existing shareholders, the Company fails to sell all the registered shares and the proceeds from the offering are lower than expected, the General Meeting of Shareholders authorizes the Board of Directors to implement the following measures based on actual circumstances:

- Request for an extension of the offering period to continue selling the remaining shares, ensuring compliance with legal regulations;
- Additionally, if the expected funds from the offering are not fully raised, the Company may utilize other funding sources, such as bank loans and/or other legally compliant solutions in accordance with the Company's internal regulations, to execute the planned initiatives.

#### **4.3. APPROVAL OF AUTHORIZATION FOR THE BOARD OF DIRECTORS**

The General Meeting of Shareholders authorizes and assigns the Board of Directors to carry out the following tasks:

- Decide and approve detailed matters for implementing the issuance plans as approved by the General Meeting of Shareholders and/or amend one (or a few) aspects of the issuance plans, ensuring compliance with legal regulations and the Company's Charter when necessary to facilitate a successful offering;
- Determine the appropriate timing for the share offering after the State Securities Commission grants the Certificate of Public Offering Registration and have the written notice of receipt of the registration dossier for issuing shares to increase share capital from equity sources, or upon

- receiving a written notice confirming the receipt of the issuance report dossier for the share issuance under the Employee Stock Ownership Plan for employees within the company, ensuring compliance with legal regulations and MBS regulations;
- Decide on the record date for the shareholders list to exercise the right to purchase additional issued shares, and the right to receive additional issued shares from equity sources, relevant timelines for the issuance process, and perform necessary procedures to finalize the shareholder list as required; determine the method for handling unsubscribed shares by setting criteria, selecting and negotiating with investors, and deciding on the offering price for unsold shares to other parties in accordance with the approved issuance plan and legal regulations;
  - Approve the specific criterias and list of employees eligible for the allocation of shares issued under the employee stock option program; approve the principles for determining the number of shares allocated to each eligible employee; approve and issue the regulations for the issuance of shares under the employee stock option program and the implementation timeline;
  - Approve plan to ensure the share issuance complies with foreign ownership ratio regulations;
  - Decide and approve the necessary procedures to amend and supplement the Company's Charter to reflect the increase in charter capital based on the actual issuance results of the issuance plans and to issue the updated Charter accordingly;
  - Decide and approve the implementation of necessary legal procedures to amend/update the Establishment and Operation License and the Enterprise Registration Certificate in accordance with the new charter capital after the completion of the issuances;
  - Decide and approve the execution of relevant procedures and the approval of application documents for the registration of additional securities with the Vietnam Securities Depository and Clearing Corporation and the additional listing of newly issued shares on the Stock Exchange in compliance with legal regulations;
  - Adjust the allocation of proceeds from the issuance of subscription rights to existing shareholders and from the share issuance under the Employee Stock Ownership Plan for the approved capital utilization purposes and/or modify the intended use of the proceeds in accordance with actual circumstances, ensuring compliance with legal regulations, and report any adjustments to the plan in the nearest General Meeting of Shareholders;
  - During the implementation of the above matters, the Board of Directors shall have the authority to: (i) Decide on matters within the scope of the assigned/authorized duties; (ii) Execute and/or direct, assign, and delegate tasks to relevant departments and individuals at MBS to carry out necessary tasks in accordance with regulations, complete and sign relevant documents, and perform required procedures to implement the assigned and authorized tasks in compliance with legal requirements.
5. Proposal No.13/TTr-MBS-HĐQT regarding “Remuneration of the Board of Directors and the Supervisory Board for 2025”, including:
- The General Meeting of Shareholders approved the total remuneration and operating budget for the Board of Directors and the Supervisory Board for 2025, set at 1.2% of the actual after-tax profit for 2025.
  - The General Meeting of Shareholders authorized the Board of Directors to decide on the principles and mechanisms for the payment of remuneration, salaries, bonuses, operational expenses, and other benefits for the members of the Board of Directors and the Supervisory

Board, based on the assignment of tasks, job performance, and the company's business results, in accordance with MBS's salary and benefits policies and current regulations.

6. Proposal No.14/TTr-MBS-HĐQT regarding “Approving the listing of MBS bonds offered to the public”, including:

- The General Meeting of Shareholders approved listing bonds on the Bonds Stock Exchange (these bonds are bonds that are offered to the public according to the issuance plan approved by the Board of Directors during the period from the date of the Annual General Meeting of Shareholders in 2025 to the date of the Annual General Meeting of Shareholders in 2026), ensuring compliance with legal regulations, the Charter and regulations of MBS.
- The General Meeting of Shareholders authorized and assigned the Board of Directors to organize, implement and decide on all tasks to list the Bonds according to the contents approved by the General Meeting of Shareholders and ensure compliance with the provisions of law, the Charter and regulations of MBS. The Board of Directors is allowed to authorize others to perform tasks to list the MBS public Bonds.

7. Proposal No.15/TTr-MBS-HĐQT regarding “Voting to approve issues at the 2025 Annual General Meeting of Shareholders”, including:

The General Meeting of Shareholders approved the issues at the 2025 Annual General Meeting of Shareholders as follows:

- a. The minimum cash dividend paid from business results in 2024 is about 12%. Authorize and assign tasks to the Board of Directors to decide on the time, form, specific level of dividend payment/advance and other relevant contents to pay/advance dividends in accordance with the orientation of the General Meeting of Shareholders and the actual operation of MBS.
- b. Contracts and transactions for the provision of products and services that MBS is permitted to provide in accordance with the law (such as capital mobilization, securities issuance, other financial services) related to MBS's operations under the approval of competent State agencies; contracts and transactions in accordance with the guidelines and requirements of competent agencies; and contracts and transactions with a value of 35% or more or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets stated in the latest financial statements between MBS and major shareholders, related parties/persons of MBS in accordance with the law; contracts, loan transactions, sale of assets with a value greater than 10% of the total value of assets stated in the latest financial statements between MBS and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders; on the basis of harmonizing the interests of shareholders and MBS.
- c. The exemption and reduction of loan principal; the disbursement of risk-treated debts off the balance sheet for debts that meet the conditions prescribed by the Ministry of Finance; the capital contribution, purchase of shares, receipt of transfer of shares and contributed capital of enterprises in cases of debt settlement to customers, in accordance with law and guidance of competent agencies.

- d. The amendment and supplementation of business lines (in line with the actual needs of implementation) in accordance with the provisions of the Law on Securities, the Decree of the Government, the Circular of the Ministry of Finance and other business lines in accordance with the provisions of law: Securities clearing and settlement; offering of financial products; the management of collateral being cash and securities on the securities trading account of the customer; activities of representing bondholders; investment activities; other agency activities; distributing and/or associating or cooperating with companies with other functions to distribute securities and financial products and cooperation and business activities related to the operation of MBS and other industries in accordance with the provisions of law and approval of competent State agencies.

The amendments/updates to the Establishment and Operation License, Enterprise Registration Certificate, Charter and relevant documents on charter capital (in accordance with the results of the actual capital increase plan), business lines, contents, scope of operation and other changes (if any) are in accordance with the law.

- e. The investment, upgrade and change of MBS's headquarters in areas (including Hanoi city, Ho Chi Minh City, Ho Chi Minh City/Southern region and/or key areas in terms of economy, convenient transportation, and enhanced brand recognition), contributing to business development in the strategic direction of MBS for the period of 2023-2028.
- f. And other contents detailed in this proposal.

The General Meeting of Shareholders approved, authorized and assigned tasks to the Board of Directors to amend, supplement and complete specific contents, decide and organize the implementation of the above tasks, in accordance with the practical needs of MBS, on the basis of harmonizing the interests of shareholders, in accordance with the provisions of law and the guidance of competent agencies. In the course of performing the above-mentioned tasks, the Board of Directors has the right to: (i) Decide on the contents within the scope of the authorized tasks and assign tasks; (ii) Perform and/or direct, assign, assign tasks and authorize units and individuals at MBS: Perform necessary tasks in accordance with the law; Complete and sign relevant documents, papers and documents; working with competent authorities and stakeholders; perform all other necessary tasks and procedures to implement assigned and authorized tasks, in accordance with law.

**Article 3.** This Resolution takes effect from the date of signing. The Board of Directors, the Board of Management, relevant units and individuals are responsible for implementing this Resolution./.

**Recipients:**

- Shareholders;
- BOD, BOS, BOM;
- SSC, Stock Exchanges, VSDC;
- Archived in BOD's office.

**ON BEHALF OF GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN**

**LE VIET HAI**

*Note: In the event of any discrepancies between the two language versions of this Document, the Vietnamese version shall prevail.*