

CÔNG BỐ THÔNG TIN TRÊN CÔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY BAN CHỨNG KHOÁN NHÀ  
NƯỚC VÀ SGDCK

INFORMATION DISCLOSURE ON THE WEBSITES OF THE STATE SECURITIES COMMISSION OF  
VIETNAM AND STOCK EXCHANGES

Kính gửi/To: - Ủy Ban Chứng khoán Nhà nước  
- State Securities Commission of Vietnam  
- Sở Giao dịch Chứng khoán TP HCM  
- Ho Chi Minh City Stock Exchange  
- Sở Giao dịch Chứng khoán Hà Nội  
- Hanoi Stock Exchange

Công ty/Company: Công ty CP Chứng khoán Ngân hàng Đầu tư và Phát triển Việt Nam  
BIDV Securities Joint Stock Company

Mã chứng khoán/Securities Code: BSI

Trụ sở chính/Headquarter: Tầng 1, 10, 11 Tháp BIDV 35 Hàng Vôi, Hoàn Kiếm, Hà Nội

Điện thoại/Telephone: 024.393.52722

Fax: 024.222. 00669

Người thực hiện công bố thông tin: Ông Đỗ Huy Hoài  
Disclosed by Mr Do Huy Hoai

Địa chỉ/Address: Tầng 10, 11 Tháp BIDV 35 Hàng Vôi, Hoàn Kiếm, Hà Nội  
Floor 10, 11, BIDV Tower, 35 Hang Voi, Hoan Kiem, Hanoi

Loại thông tin công bố:  24h  72h  Yêu cầu  Bất thường  Định kỳ

Type of disclosed information:  24h  72h  Request  Extraordinary  Periodic

Nội dung công bố thông tin: Biên bản kiểm phiếu và Nghị quyết Đại hội đồng cổ đông lấy ý kiến  
bằng văn bản thông qua các vấn đề thuộc thẩm quyền của ĐHĐCĐ  
Content: Minute of Vote Counting and Resolution of General Meeting of  
Shareholder under the form of absentee voting to approve matters which  
are requested to get GSM's opinion.

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 5/10/2017 tại  
đường dẫn: <https://www.bsc.com.vn/News/2016/10/5/582336.aspx>

Such information was disclosed on the website of the company on October 5<sup>th</sup>, 2017 at:  
<https://www.bsc.com.vn/News/2016/10/5/582340.aspx>



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 commit that the above published information is true and take all legal responsibilities for the contents of the information published.*



TỔNG GIÁM ĐỐC

ĐỖ HUY HOÀI



Số: 10/NQ-DHDCD

Hanoi, October 5<sup>th</sup>, 2017

**RESOLUTION OF GENERAL MEETING OF SHAREHOLDERS  
UNDER THE ABSENTEE VOTING**

- Pursuant to Enterprise Law No 68/2014/QH13 dated November 26<sup>th</sup>, 2014 of National Assembly of The Socialist Republic of Vietnam of 13<sup>th</sup> Session;
- Pursuant to the Charter of BIDV Securities Joint Stock Company (BSC) approved by the General Meeting of Shareholders;
- Pursuant to Counting Minutes on absentee voting dated October 5<sup>th</sup>, 2017 of BIDV Securities Joint Stock Company.

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

**DECIDES**

**Article 1.** Approving the charter capital increase under the methods: (i) issuing share to pay dividend and (ii) public offering scheme by auction of BIDV Securities Joint Stock Company. Plan on charter capital increase and utilization of proceeds from the offering as follows:

**1. Expected Amount of charter capital increase in 2017**

- Charter Capital at the time of June 30<sup>th</sup> 2017: VND 902,191,150,000
- Current charter capital (after completion of paying stock dividend in 2016): VND 929,884,920,000
- Expected Amount of charter capital increase: VND 146,494,240,000
- Expected Charter capital at the time of December 31<sup>st</sup> 2017: VND 1,076,379,160,000
- Expected number of issued shares in 2017: 14,649,424 share
- Expected rate of issued shares based on the current share capital: 15.75%

## 2. Information on share issue in 2017

- Type of securities: ordinary share
- Name of share: Bank for Investment and Development of Vietnam Securities JSC
- Securities code: BSI
- Par value: VND 10,000 /share
- Expected number of issued share: 14,649,424 share

### In which:

- o Issuing share to pay dividend in 2017: 4,649,424 shares
  - o Public offering by auction: 10,000,000 shares
- Total value of issue: (face value): VND 146,494,240,000

## 3. Time, objectives, quantity, price and offering method

### a. Issuing share to pay dividend in 2017:

Name of share	Share of Bank for Investment and Development of Vietnam Securities Joint Stock Company
Securities code	BSI
Type of share	Common share
Par value	VND 10,000/share (ten thousand Vietnam dong/share)
Number of current shares	92,983,343 shares (Ninety two million nine hundred eighty three thousand three hundred forty three shares)
Number of fund certificates	5,149 (Five thousand one hundred forty nine)
Expected number of additional shares issued to pay dividend	4,649,424 shares (four million six hundred forty nine thousand four hundred twenty four shares)

Total value	VND 46,494,240,000 (Forty six billion four hundred ninety four million two hundred forty thousand )
Expected issuance ratio	5%/par value. Equivalent to right ratio 20:1 (at the final registration date, shareholders owning 20 shares will receive 01 issuing share for dividend)
Capital	Profit after tax which is not distributed based on the latest audited financial statements at the time of June 30th 2017
Purpose	To pay dividend in 2017 by share
Holder	Existing shareholders according to the shareholder list finalized by the Vietnam Securities Depository (VSD) in the final registration date to receive the dividend in shares
Plans for dealing with retail stocks	<p>The number of shares distributed to existing shareholders will be rounded down to the unit. Fractional shares (if any) will be cancelled.</p> <p>For example, shareholders owning 1,125 shares, the shares receiving dividend is <math>1,125 * 5\% = 56.25</math> shares</p> <p>Actual shares received by shareholders are 56 shares; 0.25 share will be cancelled.</p>
Expected time	In 2017 after SSC approves

Restriction	None
Distribution Plan	<p>i) For securities which were deposited: holder performs dividend payment procedure at the company where she/he opened depository accounts;</p> <p>ii) For securities which were not deposited: holder performs dividend payment procedure at Bank for Investment and Development of Vietnam Securities Joint Stock Company on all working days. Address: Floor 10, BIDV Tower - 35 Hang Voi - Hoan Kiem District, Hanoi. When receiving the dividend, shareholder presents her/his identity card and certificate of share ownership</p>

**b. Public offering by auction**

Expected amount of offered share	10,000,000 share
Total value of expected share offer (under face value)	VND 100,000,000,000
Ratio of shares expected to be issued to outstanding shares	10,75%
Offering Purpose	Supplementing capital for business
Offering method	Public offering by auction at Ho Chi Minh Stock Exchange
Expected initial auction price	10.000 VND/share

Target investors	Individual and institutional investors, local and foreign investors, excluding the ones who is prohibited or restricted to invest in corporate shares in Vietnam.
Treatment with surplus shares (if exist):	In case there are surplus shares after the PO, Shareholder's general meeting authorizes the Board of Director to take initiative to find, choose other investors and allocate the surplus shares to the investors (including chosen investors who are defined at Article 3.1 of Decree 60/2015/NĐ-CP dated June 26 <sup>th</sup> 2015) with offering price that is not lower than the lowest bid price on HNX within the PO and with respected to the current regulations.
Offering time	After SSC's approval. Intended time: Quarter IV 2017 – Quarter I.2018.
Transfer restriction	Shares issued by PO are not restricted on transferring. The surplus securities after auction, which are offered by the Board of Directors to investors, will be restricted to transfer within 1 year from completion of the PO.
Registration of listing of additional shares	The subscribed shares will be registered to be listed on HSX and to be deposited at VSD with respect to the current regulations.

➤ **Principle to define the initial auction price of PO**

- Initial auction price is determined by The Board of Directors based on the market situation, shareholders' right and book value according to the latest Audited Financial Report.
  - Book value per share of BSI at June 30<sup>th</sup> 2017: 12,134 VND/share (according to audited Financial Report as of June 30<sup>th</sup>, 2017).
  - Average trading price within 60 trading days as of September 15<sup>th</sup>, 2017: 14,937 VND/ share.

Initial Auction Price: 10,000 VND/share

➤ **Plan for utilization of the proceeds earned from the offer:**

Proceeds after offering will be prioritized to server for business activities of the Company based on safety, efficiency target, serving for target of increasing market share to enhance its position and ensure the efficiency of BSC's capital use is not reduced when increasing scale.

<b>Purpose</b>	<b>Amount (VND)</b>
Offering of Covered Warrant	100,000,000,000
<b>Total</b>	<b>100,000,000,000</b>

Shareholder's general meeting authorizes the Board of Director to adjust the assigned amount of capital for each purpose or modify the plan for utilization of capital to meet the status quo of the Company and report to the next Shareholder's meeting.

➤ **Assess the dilution as a result of PO:**

Due to increasing number of share outstanding, the public offering can lead to several diluted risks such as: (i) Diluted earnings per share; (ii) Diluted ownership and voting right of existing shareholders.

Assume that the issuances within 2017 are carried out as scheduled on November 30<sup>th</sup> , 2017 and complete the distribution of all PO shares in December 15<sup>th</sup> , 2017; (ii) number of fund certificates is unchanged from now until December 31<sup>st</sup>, 2017. After the PO completed, the number of outstanding shares is expected to change as below:

<b>Time</b>	<b>Number of shares</b>
January 1 <sup>st</sup> ,2017	90,213,980
July 8 <sup>th</sup> 2017	92,983,343
November 30 <sup>th</sup> , 2017	97,632,767
December 15 <sup>th</sup> , 2017	107,632,767

Thus:

- Number of oustanding shares without PO: 91,944,226 shares



- Number of outstanding shares if the PO is successful: 92,382,582 shares

➤ **Diluted earning per share (EPS) 2017:**

- Assume that after tax income 2017 is: 150.000.000.000 VND.
- EPS prior to PO:

$$\text{EPS}_{\text{prior to PO}} = \frac{\text{After tax income}}{\text{Number of outstanding shares prior to PO}} = \frac{150,000,000,000}{91,944,226} = 1,631 \text{ VND/share}$$

- EPS after PO:

$$\text{EPS}_{\text{post PO}} = \frac{\text{After tax income}}{\text{Number of outstanding shares post PO}} = \frac{150,000,000,000}{92,382,582} = 1,624 \text{ VND/share}$$

➤ **Diluted book value per share (BV):**

- Owner's equity at December 31<sup>st</sup>, 2016 : 983,935,158,463 VND
- Expected profit 2017: 150,000,000,000 VND
- Owner's equity prior to PO: 1,133,935,158,463 VND
- Assume that the PO is successful and average price equals to initial price, expected owner's equity prior PO will be: 1,233,935,158,463 VND
- Book value per share prior PO:

$$\text{BV}_{\text{prior to PO}} = \frac{\text{Owner's equity prior to PO}}{\text{Number of outstanding shares prior to PO}} = \frac{1,133,935,158,463}{97,632,767} = 11,614 \text{ VND/share}$$

- Book value per share post PO:

$$\text{BV}_{\text{post PO}} = \frac{\text{Owner's equity post PO}}{\text{Number of outstanding shares post PO}} = \frac{1,233,935,158,463}{107,632,767} = 11,464 \text{ VND/share}$$

Therefore, with regard to the above assumption, after the PO, EPS 2017 of the Company will reduce 0.47% and BVPS at December 31<sup>st</sup> 2017 reduce 1.29% compared to prior PO.

➤ **Diluted ownership and voting right of existing shareholders:**

Due to increasing number of shares outstanding after issuance completed, ownership and voting right of existing shareholder will be diluted if shareholders do not acquire more shares.

**Article 2.** Approving the participation of covered warrant offering and draft of Charter on amending: (i) rights of covered warrant owner; (ii) covered warrant offering and total value of offered covered warrant, (iii) method of payment guarantee and obligations of BSC to the owner if BSC is in the situation of insolvency, merger and acquisition, bankruptcy.

**Article 3.** Approving other contents regarding covered warrant issued by BSC under the laws as follows:

1. Total limit for all issue periods of covered warrants shall comply the maximum rate of 20% of the liquid capital of BSC according to the latest financial statement at the issue time. Concurrently, the total issue limit must comply with the laws on liquid capital at the issue time.
2. The owners of covered warrant have the rights and obligations under the laws of Vietnam and provisions in the Prospectus when offer the covered warrant:
  - + To be paid in cash when the covered warrants are canceled to list according to the law;
  - + To be paid in cash or the transfer of underlying securities in accordance with the Company's regulations in the prospectus for each issue;
  - + Prior right to be paid when the company is dissolved, bankrupt, and other rights as prescribed by law in case the company is consolidated or merged.
  - + Right to transfer, donate, inherit ... in the civil law according to the provisions of law;
  - + Other rights as provided by laws.

3. Payment guarantee and other obligations of BSC for the owner in case that the Company belongs to the circumstances of dissolution, bankruptcy, consolidation and merger of the company.
  - a. In the event that the Company is insolvent, the Company shall use the following sources to pay and perform its obligations to the owner as follows:
    - + Hedging asset for the covered warrant on the Company's Account;
    - + Assets were deposited at the custody bank by the Company for the issue of covered warrant;
    - + Performance guarantee or other assets (if any).
    - + The Company also applies other methods (if any) under the laws in order to guarantee payment and implement obligations of the Company to the owners.
  - b. In the case that BSC is dissolved or bankrupt, the performance guarantee and obligations of the Company shall comply with the laws on dissolution and bankruptcy of partially guaranteed creditors.
  - c. In the case that the BSC is consolidated, merged, performance guarantee and obligations of the company shall comply with the laws on the enterprise

**Article 4.** Approving the authorization to BOM of the Company to decide matters regarding plan on charter capital increase in 2017 and covered warrant offering as follows:

**1. Regarding charter capital increase in 2017**

- Basing on actual situation to choose proper issuing time;
- Implementing necessary procedures under the regulations of laws to conduct issuing plan;
- Actively planning and explaining issuing documents, stock offering documents submitted to SSC. In addition, actively revise the above documents and other related works at the request of competent authorities during the process of share issuing document valuation;
- Flexibly amending and distribute revenue from the offering for the purpose of using capital as mentioned in issuing plan;
- Flexibly amending number of public shares issuing in accordance with the regulations and actual situation of the Company;

- Actively handle remain share (if any);
- Amending the Charter of BSC regarding contents of charter capital after completing issuance based on the actual results of capital increase;
- Implementing procedures for changing Certificate of establishment and operation after completing issuance of charter increase and procedures for supplemental registration of additional shares of the Company on HSX;
- Pursuant to specific situation, the BOM has the right to authorize General Director to implement a or a number of specific works as mentioned;
- Other issues regarding issuance of charter capital increase of BSC in accordance with the Charter of the Company and regulations of laws (if any).

## **2. For covered warrant offering**

- Completing the necessary legal procedures to carry out covered warrant offer of BSC in accordance with general principle approved by General Meeting of Shareholders.
- Amending the Charter of BSC with approved contents regarding covered warrant offering under the laws as mentioned in Article 2 of this Resolution (if necessary)
- Deciding the detail information on offering (type of covered warrant, underlying securities, value of offering, offering price, quantity of offered covered warrant, exercisepremium, duration of covered warrant, expected listing time) in order to protect the rights of shareholders and comply with regulations.
- Trading covered warrant under the regulations and ensure safety, business efficiency of the Company

## **Article 5. Implementation**

This resolution was made in 2 (two) originals, approved by the General Meeting of Shareholders in the 2017 General Meeting and shall take effect from the signing date.

Members of the Board of Management, Supervisory Board and General Director will be responsible for the implementation of this Resolution and implementing according to operational functions in accordance with the provisions of law and Charter on organization and operation of Bank for Investment and Development Securities Join Stock Company.

For and on behalf of General  
Meeting of Shareholders  
CHAIRMAN OF BOM



Đoàn Anh Sáng







No: 10/BBKP

Hanoi, October 5<sup>th</sup>, 2017

## MINUTES OF VOTE COUNTING

### UNDER THE FORM OF ABSENTEE VOTING OF SHAREHOLDERS

- Pursuant to Enterprise Law No 68/2014/QH13 dated November 26<sup>th</sup>, 2014 of National Assembly of The Socialist Republic of Vietnam of 13<sup>th</sup> Session;
- Pursuant to the Charter of BIDV Securities Joint Stock Company approved by the General Meeting of Shareholders;
- Pursuant to the Proposal No 941/Ttr-BSC dated September 18<sup>th</sup>, 2017 on the plan of charter capital increase in 2017;
- Pursuant to the Proposal No 942/Ttr-BSC dated September 18<sup>th</sup>, 2017 on the offering of covered warrant;
- Pursuant to counting result of absentee voting ballot received from the shareholders.

Today, at 8 am, October 5<sup>th</sup>, 2017, at the head office of BIDV Securities Company, address: 1<sup>st</sup>, 10<sup>th</sup> and 11<sup>th</sup> Floor, BIDV Tower - 35 Hang Voi, Hoan Kiem District, Hanoi, Board of Management of BSC has counted the votes under the form of absentee voting with members of voting count Board, voting count supervision Board and secretary as follows:

**I. Name of enterprise: BIDV Securities Joint Stock Company**

Address: Floor 1, 10, 11 BIDV Tower, 35 Hang Voi, Ly Thai To ward, Hoan Kiem, Hanoi

Business Licences: Business Establishment and Operation No 111/GP-UBCKNN issued on December 31<sup>st</sup> 2010, Amended Certificate No 24/GPDC-UBCKNN issued on April 6<sup>th</sup> 2011 and Amended Certificate No 43/GPDC-UBCKNN issued on December 12<sup>th</sup> 2016, Amended Certificate No 30/GPDC-UBCKNN issued on July 19<sup>th</sup> 2017.

## **II. Voting Count Board**

### **1. Members of Voting Count Board**

- Mr Doan Anh Sang – Chairman of BOM – Chairman
- Mr Do Huy Hoai – Vice Chairman of BOM – Vice Chairman
- Mr Le Ngoc Lam – Member of BOM – Member
- Mr Nguyen Thieu Son – Member of BOM – Member

### **2. Members of Voting Count Supervision Board**

- Ms Pham Thanh Thuy – Head of Member of Control Board
- Ms Hoang Thi Huong - Member of Control Board;
- Mr Tran Minh Hai - Member of Control Board.

### **3. Secretary of Voting Count Board**

- Ms Nguyen Anh Ngoc - Secretary
- Ms Bui Hong Nhung – Secretary

The Voting Count Board implemented to count the absentee voting ballots with the contents and results as follows:

## **III. Purpose and Contents of absentee voting:**

The Board of Management (BOM) carried out absentee voting to approve the plan on increasing charter capital of BSC in 2017 by issuing share to pay dividend in 2017 and utilization of proceeds from PO and public offering scheme by auction method; participation of covered warrant offering; the authorization of General Meeting of Shareholders to BOM regarding (i) plan on issuing share to pay dividend in 2017 and public offering scheme by auction method, (ii) covered warrant offering.

**Content 1: Approving policy on the charter capital increase of BSC in 2017 with the following contents:**

### **1. Expected Amount of charter capital increase in 2017**

- Charter Capital at the time of June 30<sup>th</sup> 2017: VND 902,191,150,000
- Current charter capital (after completing to pay dividend by shares in 2016): VND 929,884,920,000
- Expected Amount of charter capital increase: VND 146,494,240,000
- Expected Charter capital at the time of December 31<sup>st</sup> 2017: VND 1,076,379,160,000
- Expected number of issued share in 2017: 14,649,424 share



- Expected rate of issued shares based on the current share capital: 15.75%

## 2. Information on share issue in 2017

- Type of securities: ordinary share
- Name of share: Bank for Investment and Development of Vietnam Securities JSC
- Securities code: BSI
- Par value: VND 10,000 VND/share
- Expected number of issued share: 14,649,424 share

### In which:

- o Issuing share to pay dividend in 2017: 4,649,424 shares
  - o Public offering by auction: 10,000,000 shares
- Total value of issue: (face value): VND 146,494,240,000

### Content 2: Approving plan on issuing share to pay dividend in 2017

Name of share	Share of Bank for Investment and Development of Vietnam Securities Joint Stock Company
Securities code	BSI
Type of share	Common share
Par value	VND 10,000/share ( <i>ten thousand Vietnam dong/share</i> )
Number of current shares	92,983,343 shares ( <i>Ninety two million nine hundred eighty three thousand three hundred forty three shares</i> )
Number of fund certificates	5,149 ( <i>Five thousand one hundred forty nine</i> )
Expected number of extra shares issued to pay dividend	4,649,424 shares ( <i>four million six hundred forty nine thousand four hundred twenty four shares</i> )
Total value	VND 46,494,240,000 ( <i>Forty six billion four hundred ninety four million two hundred forty thousand</i> )
Expected issuance ratio	5%/par value. Equivalent to right ratio 20:1 (at the final registration date, shareholders owning 20

2017

	shares will receive 01 issuing share for dividend)
Capital	Profit after tax which is not distributed based on the latest audited financial statements at the time of June 30 <sup>th</sup> 2017
Purpose	To pay dividend in 2017 by share
Holder	Existing shareholders according to the shareholder list finalized by the Vietnam Securities Depository (VSD) in the final registration date to receive the dividend in shares
Plans for dealing with retail stocks	The number of shares distributed to existing shareholders will be rounded down to the unit. Fractional shares (if any) will be cancelled. For example, shareholders owning 1,125 shares, the shares receiving dividend is $1,125 * 5\% = 56.25$ shares Actual shares received by shareholders are 56 shares; 0.25 share will be cancelled.
Expected time	In 2017 after SSC approves
Restriction	None
Distribution Plan	i) <b><i>For securities which were deposited:</i></b> holder performs dividend payment procedure at the company where she/he opened depository accounts; ii) <b><i>For securities which were not deposited:</i></b> holder performs dividend payment procedure at Bank for Investment and Development of Vietnam Securities Joint Stock Company on all working days. Address: Floor 10, BIDV Tower - 35 Hang Voi - Hoan Kiem District, Hanoi. When receiving the dividend, shareholder presents her/his identity card and certificate of share ownership
Additional listing	The whole additional shares to pay the above dividends will be additionally listed on Ho Chi Minh City Stock Exchange (HSX) and registered at Vietnam Securities Depository (VSD).

**Content 3: Approve Public Offering (PO) scheme as below**

Expected amount of offered shares	10,000,000 shares
Total value of expected shares offer (under face value)	VND 100,000,000,000
Ratio of shares expected to be issued to outstanding shares	10,75%
Offering Purpose	Supplementing capital for business
Offering method	Public offering by auction at Ho Chi Minh Stock Exchange
Expected initial auction price	10.000 VND/share
Target investors	Individual and institutional investors, local and foreign investors, excluding the ones who is prohibited or restricted to invest in corporate shares in Vietnam.
Treatment with surplus shares (if exist):	In case there are surplus shares after the PO, Shareholder's general meeting authorizes the Board of Director to take initiative to find, choose other investors and allocate the surplus shares to the investors (including chosen investors who are defined at Article 3.1 of Decree 60/2015/NĐ-CP dated June 26 <sup>th</sup> 2015) with offering price that is not lower than the lowest bid price on HNX within the PO and with respected to the current regulations.
Offering time	After SSC's approval. Intended time: Quarter IV 2017 – Quarter I.2018.
Transfer restriction	Shares issued by PO are not restricted on transferring. The surplus securities after auction, which are offered by the Board of Directors to investors, will be restricted to

	transfer within 1 year from completion of the PO.
Registration of listing of additional shares	The subscribed shares will be registered to be listed on HSX and to be deposited at VSD with respect to the current regulations.

Other contents of principle for expected initial auction price, plan for utilization of proceeds from the offer, assessment of the dilution of PO mentioned in the Proposal sent to the shareholders.

**Content 4: Approving the authorization of BOM of BSC to decide matters in relation to capital increase plan of BSC as mentioned in Content 1 as follows:**

- (i) Basing on actual situation to choose proper issuing time;
- (ii) Implementing necessary procedures under the regulations of laws to conduct issuing plan;
- (iii) Actively planning and explaining issuing documents, stock offering documents submitted to SSC. In addition, actively revise the above documents and other related works at the request of competent authorities during the process of share issuing document valuation;
- (iv) Flexibly amending and distribute revenue from the offering for the purpose of using capital as mentioned in issuing plan;
- (v) Flexibly amending number of public share issuing in accordance with the regulations and actual situation of the Company;
- (vi) Actively handle remain share (if any);
- (vii) Amending the Charter of BSC regarding contents of charter capital after completing issuance based on the actual results of capital increase;
- (viii) Implementing procedures for changing Certificate of establishment and operation after completing issuance of charter increase and procedures for supplemental registration of additional shares of the Company on HSX;
- (ix) Pursuant to specific situation, the BOM has the right to authorize General Director to implement a or a number of specific works as mentioned;
- (x) Other issues regarding issuance of charter capital increase of BSC in accordance with the Charter of the Company and regulations of laws (if any).

**Content 5: Approving the participation of covered warrant offer and authorize to BOM to implement the related work of covered warrant offer as follows:**



- + The Company also applies other methods (if any) under the laws in order to guarantee payment and implement obligations of the Company to the owners.
  - b. In the case that BSC is dissolved or bankrupt, the performance guarantee and obligations of the Company shall comply with the laws on dissolution and bankruptcy of partially guaranteed creditors.
  - c. In the case that the BSC is consolidated, merged, performance guarantee and obligations of the company shall comply with the laws on the enterprise
- (ii) Approving the implementation of covered warrant of BSC and draft of Charter on amending: (i) rights of covered warrant owner; (ii) covered warrant offering and total value of offered covered warrant, (iii) method of payment guarantee and obligations of BSC to the owner if BSC is in the situation of insolvency, merger and acquisition, bankruptcy. Concurrently, the General Meeting of Shareholders agrees to approve the official Charter together with other amendments in accordance with regulations in the General Meeting of Shareholders held in 2018.
  - (iii) Completing the necessary legal procedures to carry out covered warrant offer of BSC in accordance with general principle approved by General Meeting of Shareholders.
  - (iv) Supplementing the Charter of BSc with approved contents regarding covered warrant offering under the laws as mentioned in Article 2 of this Minutes (if necessary)
  - (v) Deciding the detail information on offering (type of covered warrant, type, underlying securities, value of offering, offering price, quantity of offered covered warrant, exercise premium, duration of covered warrant, expected listing time..) in order to protect rights of shareholders and comply with regulations.
  - (vi) Trading covered warrant under the regulations and ensure safety, business efficiency of the Company

#### **IV. PRINCIPLE AND VOTING COUNT RESULT**

##### **1. Principle**

- i) Voting ballot is considered as invalid including:

- Ballot is not placed in sealed envelope;
  - Ballot is erased, amended, marked with special letters;
  - Ballot does not have voting opinion or put the mark into two or more boxes for the contents of absentee voting;
  - Ballot without signature (if being individual shareholder); signature of valid representative and seal (if being institution shareholder); signature of authorized representative (if authorization)
  - Ballot is not consistent with form of BSC;
  - Ballot is sent to BSC after notified time-limit (calculated under the seal of post)
- ii) Voting Ballot is not considered as Approval:
- Invalid Ballot;
  - Ballot sent to shareholders, however the shareholders have not sent opinions to the Company following time and address as notified
- iii) Voting Ballot is considered as Approval
- Ballot with "Approval" opinion of shareholders.
- iv) Voting Ballot is considered as Disapproval
- Ballot with "Disapproval" opinion of shareholders.
- v) Matters under the absentee voting shall be approved if obtaining approval of at least 75% of total voting shares.

## 2. Voting Result

The BOM of BSC sent Notice to the shareholders regarding absentee voting of shareholder dated September 18<sup>th</sup>, 2017. Total issued voting ballots are 747 ballots (BIDV shareholder has 4 authorized representatives), corresponding to 744 shareholders under the final list dated September 15<sup>th</sup> 2017.

Until the time-limit of sending Ballot is October 4<sup>th</sup> 2017, the BOM received 29 Ballot of 744 shareholders to vote, representing for 82.504.793 shares, accounting 88.73 % of total voting shares of BSC.

In which:

- Valid Ballot: 29

- Invalid Ballot: 0
- Ballots are not received: 718

Result of voting for each content as follows:

No	Content	Number of Ballots	Voting share	Rate of shares
1	<b>Content 1: Approving plan on increasing charter capital of BSC in 2017</b>			
	Approval	29	82.504.793	88.73%
	Disapproval	0	0	0
	No opinion	0	0	0
2	<b>Content 2: - Approving plan on issuing share to pay dividend in 2017</b>			
	Approval	29	82.504.793	88.73%
	Disapproval	0	0	0
	No opinion	0	0	0
3	<b>Content 3: Approving plan public offering scheme by auction method and plan for utilization of proceeds from the offer;</b>			
	Approval	29	82.504.793	88.73%
	Disapproval	0	0	0
	No opinion	0	0	0
4	<b>Content 4: Approving the authorization of General Meeting of Shareholders to Board of Management of BSC regarding plan on charter capital increase of BSC</b>			
	Approval	29	82.504.793	88.73%



	Disapproval	0	0	0
	No opinion	0	0	0
<b>5</b>	<b>Content 5: Approving the participation of covered warrant offering and authorization of General Meeting of Shareholders to Board of Management of BSC regarding (i) plan on issuing share to pay dividend in 2017 and public offering scheme by auction method; (ii) covered warrant offering</b>			
	Approval	29	82.504.793	88.73%
	Disapproval	0	0	0
	No opinion	0	0	0

#### V. APPROVED CONTENTS

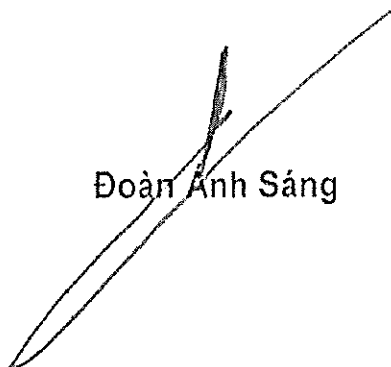
With the result as mentioned in Item IV, the General Meeting of Shareholders decide to approve:

1. Approving plan on increasing charter capital of BSC in 2017;
2. Approving plan on issuing share to pay dividend of BSC as mentioned in Content 2;
3. Approving plan public offering scheme by auction method and plan for utilization of proceeds from the offer as mentioned in Content 3;
4. Approving the authorization of General Meeting of Shareholders to Board of Management of BSC regarding plan on charter capital increase of BSC as mentioned in Content 4;
5. Approving the participation of covered warrant, amendment of Charter and other authorization to BOM regarding covered warrant offering.

Pursuant to Law on enterprise, Charter and counting result, the above mentioned contents approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company under the form of absentee voting.

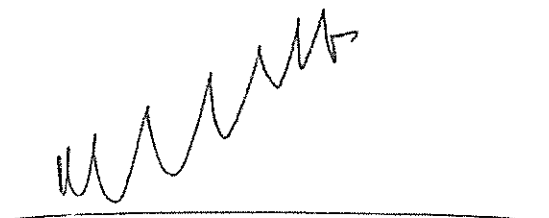
The Minutes shall be made in 02 copies at 11.30 on October 5<sup>th</sup>, 2017 and archived at the Company. The Minutes is the basis to issue Resolution of General Meeting of Shareholders by absentee voting./.

CHAIRMAN OF BOARD OF  
MANAGEMENT



Đoàn Anh Sáng

GENERAL DIRECTOR



Đỗ Huy Hoài

MEMBER OF BOM



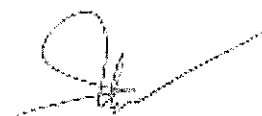
Lê Ngọc Lâm

MEMBER OF BOM



Nguyễn Thiệu Sơn

MEMBER OF VOTING COUNT  
SUPERVISION BOARD



Phạm Thanh Thủy

MEMBER OF VOTING COUNT  
SUPERVISION BOARD



Hoàng Thị Hương

MEMBER OF VOTING COUNT