



Capital Insight
Client Innovation

Số: 37/2019/CBTT
No: 37/2019/CBTT

Ngày 23 tháng 10 năm 2019
October 23, 2019

**CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY BAN
CHỨNG KHOÁN NHÀ NƯỚC VÀ SGDCK
INFORMATION DISCLOSURE ON ELECTRONIC PORTAL OF
THE STATE SECURITIES COMMISSION AND HO CHI MINH STOCK
EXCHANGE**

**Kính gửi/To: - Ủy ban Chứng khoán Nhà nước
The State Securities Commission
- Sở Giao dịch Chứng khoán TP HCM
Ho Chi Minh Stock Exchange
- Sở Giao dịch Chứng khoán TP HN
Hanoi Stock Exchange**



Công ty: Cổ Phần Chứng Khoán Thiên Việt (TVS)

Name of Company: Thiên Việt Securities Joint Stock Company (TVS)

Mã chứng khoán/Securities code: TVS

Địa chỉ trụ sở chính: Tòa nhà TDL, 22 Láng Hạ, Quận Đống Đa, TP. Hà Nội

Head office address: TDL Building, 22 Lang Ha, Lang Ha Ward, Dong Da District, Ha Noi

Điện thoại/ Telephone: 024 3248 4820

Fax: 042 3248 4821

Người thực hiện công bố thông tin/ Spokeswoman: Trần Thị Hồng Nhung

Điện thoại/Telephone: 028.62992099 (ext: 2240)

Fax: 028.62992088

Loại thông tin công bố ☐ 24 giờ ☐ 72 giờ ☐ bất thường ☐ theo yêu cầu ☐ định kỳ:

Type of information disclosure: ☐ 24h ☐ 72h ☐ Irregular ☐ On Demand ☐ Periodic

Nội dung thông tin công bố/ Information to be disclosed:

TVS xin trân trọng thông báo/ TVS would like to announce:

1. Biên bản số 02/2019/BB-ĐHCD và Nghị quyết số 02/2019/NQ-ĐHCD Đại hội cổ đông bất thường ngày 23/10/2019/ Minutes No. 02/2019/BB-ĐHCD and Resolution No. 02/2019/NQ-ĐHCD of the Extraordinary General Shareholders' Meeting ("EGM") October 23, 2019
2. Thay đổi thành viên Ban kiểm soát: bầu bổ sung 1 thành viên Ban kiểm soát nhiệm kỳ 2019-2024 theo nghị quyết ĐHCD số **02/2019/NQ-ĐHCD (23/10/2019)**/ *Additional election of one member of the Supervisory Board term 2019-2024 based on the EGM Resolution No. 02/2019/NQ-ĐHCD (23/10/2019)* as follows:

	Name		Year of birth
1	Bà/Ms Đồng Thị Phương Liên	Trúng cử/Elected	1983

3. Nghị quyết HĐQT thông qua hồ sơ đăng ký chào bán 10 triệu cổ phiếu cho cổ đông hiện hữu với giá 10.000 đồng/cổ phiếu/Resolution of The Board of Directors approving application of offering 10 million shares at price of VND 10,000/share to existing shareholders

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 23/10/2019 tại đường dẫn <https://www.tvs.vn/vn/cong-bo-thong-tin/>

Meeting documents: have been already posted and now available for download on the Company's website: <https://www.tvs.vn/en/announcements/>

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 would declare to be fully responsible for the accuracy of the above information.

Người được ủy quyền công bố thông tin

Authorised Representative to disclose information



Trần Thị Hồng Nhung

Trưởng Bộ phận Quản trị rủi ro/ Manager, Risk Management

October 23, 2019

RESOLUTION
2019 EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
(“EGM”)
THIEN VIET SECURITIES JOINT STOCK COMPANY (“TVS”)

Pursuant to:

- *The Law on Enterprises No.68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2014 and the documents guiding the implementation of Law on Enterprise;*
- *Charter of Thien Viet Securities Joint Stock Company*
- *The EGM Minutes No. 02/2019/BB-ĐHCD of Thien Viet Securities JSC on October 23 2019*

RESOLVED THAT

Article 1: The EGM approved the additional election of one member for the Supervisory Board as follows:

	Full name		Year of birth
1	Ms Đồng Thị Phương Liên	New member	1983

Article 2: The AGM approved the issuance plan of 10 million shares to existing shareholders:

1. Issuance plan:

- Name of stock: Thien Viet Securities Joint stock Company
- Stock code: TVS
- Issuance plan: issuing to existing shareholders
- Number of shares planned to be issued: 10,000,000 shares
- Type of stock: Ordinary shares
- Par value: VND10,000/ share
- Total par value of shares to be issued: up to VND 100,000,000,000 (one hundred billion Vietnam dong)
- Estimated highest offering price: VND 10,000/share
- Estimated lowest offering price: VND 10,000/share



12. Price calculation method

Book value as of June 30 2019 according to Company's 2019 semi-annual financial statements: VND11.518 /share.

Book value is calculated as follows:

$$\text{Book value/ 01 share} = \frac{\text{Shareholders' equity}}{\text{Number of Outstanding shares}}$$

As of June 30 2019, Company's book value is:

$$\text{Book value} = \frac{903,325,431,837}{78,424,700} = \text{VND11,518}$$

The average price of 40 sessions (from August 6 2019 to October 1 2019) is: VND11,637 /share.

Based on the Company's strategy and capital increase demand as well as encouraging shareholders' cohesion with and contribution into Company's development, TVS offers Company's existing shareholders the price of VND 10,000/share, 13.2% lower than the Company's book value and 14.1% lower than the average market price of 40 sessions.

13. **Listing new shares:** registering new shares issued successfully with Vietnam Securities Depository ("VSD") and listing on Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance.
14. Approving the increase of charter capital according to the number of successfully issued shares.
15. **Authorizing the BOD to make decisions on the following issues:**
 - Deciding the execution period, the record date for share purchase rights to existing shareholders after receipt of SSC's public offer certificate;
 - Completing necessary procedures for the completing the offering and registering and listing all successfully issues shares in accordance with the regulations
 - Amending the Article of charter capital in the Company's charter according to the number of successfully issued shares.



Article 3: This resolution takes effect from the signing date. All shareholders, BoD' members, the Chief Executive Officer and related departments of the Company are responsible to execute this Resolution.

On behalf of the AGM
Chairman of the Board of Directors
(Signed & sealed)
Nguyen Trung Ha

October 23, 2019

MINUTES

2019 EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ("EGM")

THIEN VIET SECURITIES JOINT STOCK COMPANY ("TVS")

A. Company name: Thien Viet Securities Joint Stock Company (TVS)

License number: 36/UBCK-GPHDKD issued on December 25, 2006 by the State Securities Commission

Head office address: TDL Building, 22 Lang Ha Street, Dong Da District, Ha Noi

Telephone: 024.32484820

Fax: 024.32484821

Time: Started at 15:10 pm October 23, 2019

Venue: Office of Thien Viet Securities Joint Stock Company- Ho Chi Minh Branch, 9th Floor, 63A Vo Van Tan Street, District 3, Ho Chi Minh City

Chairman: Mr. Nguyen Trung Ha – Chairman of the Board of Directors

B. Shareholders' verification report:

Ms Tran Thi Hong Nhung, member of the Supervisory Board read the report of shareholder verification as follows:

- Total shareholders invited to attend the Shareholders' meeting: 974 shareholders (as at the record date of October 4, 2019), representing for 80,124,700 voting shares.
- Total shareholders attending the meeting (including of shareholders attending in person and authorizing another to attend at the meeting): 32 shareholders, representing for 48,417,755 voting shares, accounting for 60.43% of total voting shares of the Company.

Number of shareholders attending the meeting is more than 51%. The meeting satisfied conditions for proceeding.

C. Opening the meeting:

Chairing the meeting:

- Mr. Nguyen Trung Ha – Chairman of the Board of Directors
- Ms Nguyen Thanh Thao – Chief Executive Officer

Secretary of the meeting:

- Ms Van Thi Ngoc Tran

Vote counting committee:

- Ms Lai Hai Hoa, head of the committee
- Mr. Nguyen Huu Duy – member
- Ms Nguyen Hai Phuong – member

The Meeting voted and approved members of the chairs, secretary and vote counting committee.

- Ms Nguyen Thanh Thao proposed the meeting agenda with following contents:
 - (1) Additional election of one member for the Supervisory Board, and
 - (2) Approval for the issuance plan of 10 million shares offered at price of 10,000/share to existing shareholders.
- The meeting approved the meeting agenda: agreement ration: 100%

D. Meeting content:

I. Additional election of one member of the Supervisory Board for the term 2019 -2024

Ms Tran Thi Hong Nhung, member of the Supervisory Board presented the submission on the election of one member for Supervisory Board for EGM's consideration and approval. The candidate for this position is Ms Dong Thi Phuong Lien.

II. Issuance plan of 10 million shares offered to existing shareholders.

Ms Nguyen Thanh Thao, Chief Executive Officer presented: At the AGM 2019 held on March 29, 2019, the AGM approved the issuance of 10 million shares and authorized the BoD to make decisions on number of shares, offering price and share issuance plan for existing shareholders and/or share issuance plan by private placement.

Based on the actual market and TVS' capital demand, BoD has decided to implement the issuance plan of 10 million shares offered at the price of VND10,000/share for existing shareholders. The estimated proceeds of VND 100 billion will be used to increase the capital for Company's trading activities (shares, bonds etc.....)

The BoD presented the detailed plan of issuing 10 million shares approved at the Article 12, Resolution No. 01/2019/NQ-ĐHCD by AGM 2019 on March 29, 2019 as follows:

1. Issuance plan:

- Name of stock: Thien Viet Securities Joint stock Company
- Stock code: TVS
- Issuance plan: issuing to existing shareholders
- Number of shares planned to be issued: 10,000,000 shares
- Type of stock: Ordinary shares
- Par value: VND10,000/ share
- Total par value of shares to be issued: up to VND 100,000,000,000 (one hundred billion Vietnam dong)
- Estimated highest offering price: VND 10,000/share
- Estimated lowest offering price: VND 10,000/share

2. Offering target: Existing shareholders, domestic and foreign investors on the shareholder list at the record date issued by VSD, are entitled to exercise the right to purchase shares

3. Offering method: Offering to existing shareholders by share purchase rights

4. Subscription ratio: 12.48%. At the record date, a shareholder owning 100 TVS shares is entitled 100 rights to purchase shares, 100 purchase rights entitle a shareholder to buy 12.48 new TVS shares.

5. The right to purchase additional issued shares can be transferable only one time

6. Transfer restriction: None. The shareholders during the transfer restriction period are still entitled to receive the share purchase right. The new shares purchased from this right issue are not restricted for transfer.

7. Execution of fractional shares: the number of shares to be received by each shareholder shall be rounded down to the nearest integer number of shares, fractional shares (if any) will be omitted.

Ex: Shareholder A is owing 125 shares. With the issuance ratio of 12.48%, the number of

new shares he is entitled to the right to purchase is: $125 \times 12.48/100 = 15.6$ shares. Based on the above rounddown rule, Shareholder A will be entitled to the right of purchasing 15 new shares. 0.6 share will be canceled.

8. Settlement for remaining unissued shares if shareholders do not exercise their share purchase rights (if any):

- For remaining unissued shares that shareholders do not exercise their purchasing rights and/or do exercise a part of their purchasing rights, The Board of Directors (“BoD”) will offer to other investor/s selected by the BoD at the offering price not lower than the price offered to existing shareholders.
- Remaining unissued shares offered to others by BoD will be subjected to one-year transfer restriction from the date of completing the offering.
- If there are still undistributed shares when expiring the share distribution under the regulation (including of the time extension if any), such shares will be canceled and the BoD will decide to close the offering.

9. Expected offering period: The Company shall notify immediately after being granted the public offering license by the State Securities Commission under the regulation. Expected share distribution time is within 90 days from the day the licence is effective. In the case of extending the above period, the Company will ask the SSC to consider the extension for the distribution period but this will not exceed 30 days.

10. Expected execution period: The BoD will choose a suitable time, expected from Q4 2019 to Q1 2010 after receipt of SSC’s public offering certificate under the regulation.

11. Capital usage plan: the estimated proceeds of VND 100 billion from this offering will be used to increase the additional capital for the Company to meet requirements of SSC to be a clearing and settlement member for derivatives at VSD and for trading activities.

The General Shareholders’ meeting authorizes the BoD to adjust the plan of using these proceeds in conformity with the issuance result and the company’s actual capital using demand to maximize the shareholders’ benefit and will report to the nearest AGM.

12. Price calculation method

Book value as of June 30 2019 according to Company’s 2019 semi-annual financial statements: VND11.518 /share.

Book value is calculated as follows:

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As of June 30 2019, Company’s book value is:

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13. **Listing new shares:** registering new shares issued successfully with Vietnam Securities Depository ("VSD") and listing on Ho Chi Minh Stock Exchange ("HOSE") after completing the issuance.

14. Approving the increase of charter capital according to the number of successfully issued shares.

15. **Authorizing the BOD to make decisions on the following issues:**

- Deciding the execution period, the record date for share purchase rights to existing shareholders after receipt of SSC's public offer certificate;
- Completing necessary procedures for the completing the offering, changing the license, registering and listing all successfully issues shares in accordance with the regulations
- Amending the Article of charter capital in the Company's charter according to the number of successfully issued shares

E. Election and Voting

The vote counting committee presented the guidance on voting and election regulation. Shareholders carried out the voting and election.

1. **Result of additional election of one Supervisory Board's member:**

- Total "Agree" voting ballots: 31, representing for 48,417,747 shares, accounting for nearly 100% of total voting shares at the meeting.
- Total "Disagree" voting ballots: 1, representing for 8 shares, accounting for nearly 0% of total voting shares at the meeting.
- Abstention: 0, representing for 0 shares, accounting for 0% of total voting shares at the meeting

List of Supervisory Board's member elected:

	Full name		Year of Birth
1	Ms Dong Thi Phuong Lien	New member	1983

2. **Approving the issuance plan of 10 million shares offered to existing shareholders**

- Total "Agree" voting ballots: 31, representing for 48,417,747 shares, accounting for nearly 100% of total voting shares at the meeting.
- Total "Disagree" voting ballots: 1, representing for 8 shares, accounting for nearly 0% of total voting shares at the meeting.
- Abstention: 0, representing for 0 shares, accounting for 0% of total voting shares at the meeting

F. Closing

- Ms Van Thi Ngoc Tran read the draft of the meeting's minutes and resolution for EGM's approval. Bà Văn Thị Ngọc Trân đọc lại dự thảo Biên bản và dự thảo Nghị quyết để Đại hội thông qua.
- The EGM approved the whole content of the Minutes and Resolution with the agreement of 100%.
- Mr. Nguyen Trung Ha, Chairman of the meeting declared the closing of the meeting..

The meeting ended at 15:40 October 23, 2019.

Chairman
(Signed)

Secretary
(Signed)

Nguyen Trung Ha

Van Thi Ngoc Tran