



TRON VEN TRAI NGHIEM DAU TU



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Hanoi, 25th February 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

V/v.: Plan for charter capital increase in 2026

- Pursuant to the Law on Enterprises dated 17th June 2020, amended and supplemented on 11th January 2022 and 17th June 2025;
- Pursuant to the Law on Securities dated 26th November 2019, amended and supplemented on 29th November 2024;
- Pursuant to the Charter of An Binh Securities Joint Stock Company last updated on 07th September 2022;
- Based on the operational orientations of An Binh Securities Joint Stock Company,

The Board of Directors (BOD) hereby submits to the General Meeting of Shareholders (GMS) for approval the Charter Capital Increase Plan of An Binh Securities Joint Stock Company (the “Plan”) as follows:

I. Private Placement Plan for shares

1. Private placement plan

Issuer	:	An Binh Securities Joint Stock Company
Name of the offered share	:	Share of An Binh Securities Joint Stock Company
Number of outstanding shares	:	101.150.000 shares
Par value	:	10.000 (Ten thousand) VND/share
Type of share	:	Ordinary share
Number of shares proposed to be offered	:	200.000.000 shares
Offering price	:	10.000 VND/share
Total par value of the shares proposed to be	:	2.000.000.000.000 VND



offered

- Number of investors : Less than 100 professional investors
- Offering method : Private placement, directly offered to the Investors
- Offered investors : Professional securities investors (the “Investors”). The GMS authorizes the BOD to select and specifically determine the Investors to whom the private placement shares will be offered on the basis of the criteria approved by the GMS.
- Eligibility criteria for investors : Organizations and individuals meeting the following criteria: (i) satisfying the conditions of a professional investor in accordance with applicable laws; (ii) Having sufficient financial capacity to make the investment and/or being able to support ABS in expanding business operations. Priority shall be given to the Company’s traditional and potential partners.
- List of eligible investors : The GMS authorizes the BOD to select and decide on the list of investors eligible to purchase the shares who satisfy the criteria approved by the GMS, and to determine the number of shares to be offered to each investor.
- Transfer restrictions: : All privately placed shares shall be subject to transfer restrictions for a period of 01 year in respect of professional investors from the date of completion of the offering, in accordance with Article 31 of the Law on Securities 2019 and its amendments and implementing

regulations, except for transfers between professional securities investors, or transfers made pursuant to legally effective court judgments or decisions, arbitral awards or decisions, or inheritance in accordance with applicable laws.

- Expected time : Expected in Q1/2026, immediately after the GMS approves the Plan. The GMS authorizes the BOD to decide on the detailed implementation timeline.
- Purpose of the offering : To supplement capital for the Company's investment and proprietary trading activities (including, but not limited to, investment in and trading of shares, bonds, and other valuable securities).
To supplement capital for margin lending activities.
- Foreign ownership limits : The foreign ownership ratio at ABS is 100%. The GMS authorizes the BOD to approve and implement measures to ensure that the share issuance complies with the applicable foreign ownership ratio.
- Minimum successful offering ratio: : Not specified
- Public tender offer : Approval for the Investor to be exempt from conducting a public tender offer in accordance with applicable laws when purchasing the privately placed shares in this offering.
- Treatment of unsubscribed shares : The number of shares that Investors refuse to purchase, in whole or in part, shall be re-offered by the BOD, as authorized by the

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GMS, to other Investors who satisfy the approved eligibility criteria, under the offering terms and conditions approved by the GMS in this Plan and in compliance with applicable laws.

Treatment plan in case of undersubscription : In the event that, upon completion of the offering in accordance with applicable regulations, the total number of shares proposed to be offered is not fully distributed, the undistributed shares shall be cancelled. The BOD is authorized to adjust and record the total number of shares offered to reflect the actual number of shares successfully distributed in the offering.

2. Plan for use of capital raised from the private placement of shares

Total capital expected to be raised from the offering (at par value): VND 2,000,000,000,000, to be allocated for the Company’s operations, including:

No.	Purpose	Proposed plan for use of capital (VND)	Expected disbursement schedule
1	To supplement capital for the Company’s investment and proprietary trading activities (including, but not limited to, investment in and trading of shares, bonds, and other valuable securities)	1.500.000.000.000	From the second quarter of 2026 to the end of 2026
2	To supplement capital for margin lending	500.000.000.000	From the second quarter of 2026 to the end of

	activities		2026
Total		2.000.000.000.000	

The capital raised from the offering shall be utilized in accordance with a schedule aligned with the Company's business operations after completion of the offering. Depending on the actual amount of capital raised, the GMS authorizes the BOD to formulate a detailed capital utilization plan for allocation of the capital from the share offering and/or to amend, supplement, or adjust the capital utilization plan in line with the Company's business conditions and in the best interests of the shareholders. In the event of any change to the capital utilization plan within its authority, the BOD shall report to the GMS at the nearest meeting in accordance with applicable laws.

In the event that the Company does not raise the full expected amount, the capital shall be allocated on a priority basis in the following order:

- To supplement capital for the Company's investment and proprietary trading activities (including, but not limited to, investment in and trading of shares, bonds, and other valuable securities);
- To supplement capital for margin lending activities.

In the event that the capital raised from the offering is insufficient for the above purpose, the Company shall seek alternative funding sources, including loans from domestic and foreign credit institutions, borrowings from strategic shareholders, and other partners, in order to ensure the implementation of its planned business objectives.

II. Plan for issuance of shares to employees under the Employee Stock Ownership Plan (ESOP)

- Type of shares: Ordinary shares;
- Par value: VND 10,000 per share;
- Maximum increase in charter capital from the ESOP issuance: VND 50,000,000,000;
- Maximum number of shares to be issued: 5,000,000 shares;
- Total expected proceeds from the issuance: VND 50,000,000,000;
- Form of issuance: Issuance of shares under the Employee Stock Ownership Plan (ESOP);
- Eligible participants: ABS employees who satisfy the eligibility criteria of the ESOP;
- Eligibility criteria for participation in the ESOP: Members of the BOD; the Head and

members of the Supervisory Board; Employees who have signed official labor contracts (excluding probationary contracts) and are currently working at ABS as of the date the BOD approves the list of eligible participants; Such individuals must not have submitted a resignation letter, be subject to unilateral termination of their labor contract, dismissal or removal, disciplinary termination, or fall under any other circumstances that render them ineligible for ABS employee benefits.

- Allocation formula:

- + The number of ESOP shares allocated to each employee shall be determined as follows:

$$ESOP_i = Total\ ESOP\ shares \times \frac{C_i \times P_i}{\sum_{i=1}^n C_i \times P_i}$$

Where:

- o *ESOP_i*: Number of ESOP shares allocated to employee *i*.
- o *C_i* : Position coefficient of employee *i*.
- o *P_i*: Performance coefficient of employee *i*.

- + Coefficient by position group:

Group	Title	Grade	Position coefficient
1	Chairwoman of the BOD	N/A	30
2	General Director; Head of Supervisory Board	AB0	20
3	Members of the BOD, Members of Supervisory Board Deputy General Director	AB1	15
4	Head of Front Division; Chief Accountant – Member of the Board of Management	AB2	12
5	Head of Back Division, Deputy Head of Division, Head of Department reporting directly to the General Director	AB3	8
6	Head of Department under a Division, Deputy Head of Department directly reporting to the General Director	AB4	6
7	Deputy Head of Department under a Division,	AB5	5

	Head of Trading Center, Head of Major Branch		
8	Head of Branch, Deputy Head of Trading Center, Deputy Head of Branch, Head of Brokerage Department, Head of Operations Department, Deputy Head of Brokerage Department, Deputy Head of Operations Department	AB6	4
9	Specialist	AB7	3
10	Specialist	AB8	3
11	Staff	AB9	2
12	Staff	AB10	1

+ Performance coefficient of employee

The performance evaluation rating coefficient of employee *i* for the year 2025, determined in accordance with the detailed criteria specified below:

No.	Group	Coefficient
1	Outstanding	3
2	Good Performance	2
3	Satisfactory	1
4	Needs improvement / Not completed / New hire	0,5
5	Board of Directors / Supervisory Board	1

- Transfer of rights: Employees shall not be permitted to transfer their rights to any other person in the event they do not exercise such rights.
- Treatment of unsold ESOP shares: In the event that employees do not fully subscribe for the allocated shares, the remaining shares shall be offered by the BOD to other eligible employees at the offering price of VND 10,000 per share, subject to applicable regulations on shareholding ownership limits.
- Expected time: In Q2–Q3/2026, subject to the written confirmation issued by the State Securities Commission of Vietnam. The GMS authorizes the BOD to determine the specific implementation timeline.
- Expected completion of the issuance: Q2–Q3/2026.
- Transfer restriction: ESOP shares shall be subject to a transfer restriction of 01 (one) year from the completion date of the issuance. ABS shall not repurchase the ESOP

shares that have been issued.

- Plan to ensure compliance with foreign ownership limits: The maximum foreign ownership ratio at the Company is 100%. The GMS authorizes the BOD to approve and implement a plan to ensure that the share issuance complies with applicable regulations on foreign ownership limits.
- List of eligible employees and allocation of shares: The GMS authorizes the BOD to approve the list of employees eligible to participate in the ESOP and the number of shares allocated to each employee.

The GMS authorizes the BOD to promulgate the ESOP Regulation to supplement and further detail the relevant contents (if necessary) and to organize the implementation thereof.

The issuance of shares under the ESOP of ABS satisfies the conditions set out in Article 64 of Decree No. 155/2020/ND-CP dated 31 December 2020, as amended and supplemented by Decree No. 245/2025/ND-CP dated 11 September 2025, and other relevant applicable laws.

- Plan for use of proceeds from the issuance:

No.	Purpose	Proposed plan for use of capital (VND)	Expected disbursement schedule
1	To supplement capital for margin lending activities	50.000.000.000	From the second quarter of 2026 to the end of 2026
Total		50.000.000.000	

In the event that the issuance does not raise the full expected amount, the shortfall shall be funded from other sources to ensure the Company's operational requirements.

Based on actual circumstances, the BOD may flexibly adjust the allocation and utilization of the capital raised from the issuance, and may supplement, amend, or formulate a detailed utilization plan if deemed necessary. The BOD shall report to the shareholders at the nearest GMS regarding any adjustments to the capital utilization plan.

III. Registration, additional securities depository and additional trading registration

All additionally issued shares shall be additionally registered for depository at the Vietnam Securities Depository and Clearing Corporation and registered for trading on the

Hanoi Stock Exchange within the time limit prescribed by law.

IV. Proposal and Implementation

The BOD respectfully submits to the GMS for approval the following:

1. Approval of the plan to increase the charter capital of An Binh Securities Joint Stock Company with the contents as presented above.
 2. Authorization to the Board of Directors to:
 - Decide on and carry out all necessary procedures and documentation, and obtain approvals and registrations from competent authorities in connection with the share offering/issuance;
 - Amend, supplement, and finalize the above offering/issuance plan as required by competent authorities to align with actual circumstances and safeguard the Company's interests (except for the number of shares to be issued and the type of shares to be issued);
 - Organize and direct the implementation of the offering/issuance plan;
 - Update and amend the Company's Charter with respect to charter capital and total number of shares based on the results of the offering/issuance;
 - Update and amend the Company's Establishment and Operation License with the State Securities Commission of Vietnam; Amend the Enterprise Registration Certificate; Register, deposit additional shared at Vietnam Securities Depository and Clearing Corporation; and register for trading of the Company's shares on the Hanoi Stock Exchange.
 - Decide on and handle other matters arising in connection with the offering/issuance
- Respectfully./.

Recipients:

- *As stipulated above;*
- *Archived: IB, Company Secretary.*

ON BEHALF OF THE BOD

BY AUTHORIZATION OF CHAIRWOMAN

(Signed)

Do Trong Cuong

