
No.:/2026/TTr-ĐHĐCĐ

Hanoi,, 2026

SUBMISSION

ON THE OFFERING AND ISSUANCE OF SHARES OF THE COMPANY

Respectfully submitted to: Esteemed Shareholders of VNDIRECT Securities Corporation

The General Meeting of Shareholders of VNDIRECT Securities Corporation (the “Company”) in 2025 approved: (i) the continued implementation of the plan on offering shares under the employee stock option program pursuant to GMS Resolution No. 500/2025/NQ-ĐHĐCĐ dated 28 May 2025; (ii) the continued implementation of the plan on issuing bonus shares to employees pursuant to GMS Resolution No. 500/2025/NQ-ĐHĐCĐ dated 28 May 2025; (iii) the continued implementation of the private placement plan pursuant to GMS Resolution No. 500/2025/NQ-ĐHĐCĐ dated 28 May, 2025 and the amendment to the private placement plan under Article 1 of Resolution No. 1016/2025/NQ-ĐHĐCĐ dated 10 October 2025; and (iv) the public offering of additional shares to existing shareholders pursuant to Resolution No. 1016/2025/NQ-ĐHĐCĐ dated 10 October 2025.

As of the date hereof, due to various objective and subjective reasons, the Company has not yet implemented the above-mentioned offering/issuance activities. Accordingly, at this GMS meeting, the Board of Directors respectfully submits to the GMS for approval the continued implementation of the securities offering/issuance with contents similar to those approved at the GMS meetings in 2025, with adjustments to the implementation period and the principle for determining the offering price (in respect of the private placement). Details are as follows:

A. PRIVATE PLACEMENT OF SHARES

I. Private placement plan

1. Name of issuer : VNDIRECT Securities Corporation
2. Name of shares offered : Shares of VNDIRECT Securities Corporation
3. Type of shares offered : Ordinary shares
4. Par value : VND 10,000 (Ten thousand Vietnamese dong) per share
5. Expected number of shares to be offered : The total expected number of shares to be offered is 106,560,993 shares.
6. Total expected par value of shares to be offered : VND 1,065,609,930,000 (In words: One trillion sixty-five billion six hundred and nine million nine hundred and thirty thousand Vietnamese dong)
7. Offering price / principles for determining the offering price : The private placement price must satisfy both of the following principles: (1) not lower than the book value of VND shares according to the latest audited/reviewed financial statements; and (2) not lower than 80% of the average closing price of the 10 consecutive trading days immediately preceding the date on which the Board of Directors approves the resolution implementing the detailed issuance plan. The GMS authorizes the Board of Directors to decide the specific offering price in compliance with the above principles.
8. Offering method : Private placement directly to professional securities investors.
9. Offerees : Professional securities investors being domestic and foreign organizations and individuals.

The GMS authorizes the Board of Directors to search for, select and specifically identify professional securities

- investors to whom shares shall be offered through the private placement.
10. Criteria for selecting investors : Professional securities investors selected for the private placement must satisfy the criteria and conditions applicable to professional securities investors as prescribed in Article 11 of the Law on Securities No. 54/2019/QH14.
The GMS authorizes the Board of Directors to identify professional securities investors in accordance with law, determine the list of professional securities investors and the number of shares to be offered to each professional securities investor.
 11. Number of investors : The Board of Directors is authorized to decide the number of investors entitled to purchase shares in accordance with the investor selection criteria.
 12. Transfer restriction : The transfer of privately placed shares shall be restricted for a period of 01 year from the completion date of the offering, being the closing date of the offering, except for transactions or transfers between professional securities investors, or transfers made pursuant to an effective court judgment or decision, an arbitral award, or inheritance in accordance with the law.
 13. Implementation period : From 2026 to the end of 2028, after obtaining approval from the State Securities Commission.
 14. Purpose of the offering : To supplement capital for margin lending activities and investment activities.
 15. Assurance of compliance with foreign ownership limits : The Board of Directors is assigned and authorized to approve a plan to ensure that the share issuance complies with regulations on foreign ownership limits.
 16. Assessment of the expected share dilution after issuance : The private placement to professional securities investors may result in expected dilution risks after issuance, including: (i) dilution of earnings per share; (ii) dilution of book value per share; and (iii) dilution of ownership ratio and voting rights. The Board of Directors is authorized, based on actual conditions at the time of implementation of the issuance, to provide a specific assessment of the expected share dilution after issuance.
 17. Plan for handling shares refused for purchase : For the number of shares that professional securities investors refuse to purchase in whole or in part, the GMS authorizes the Board of Directors to offer such shares to other investors satisfying the selection criteria of professional securities investors under the offering conditions approved by the GMS in this issuance plan and in accordance with law.
 18. Plan for handling unsubscribed shares : If, at the end of the offering in accordance with regulations, the expected number of shares to be offered has not been fully distributed, the undistributed shares shall be cancelled. The Board of Directors is assigned to adjust and record the total number of issued shares according to the actual number of shares distributed in the issuance.

II. Plan for use of proceeds from the offering

The expected proceeds from the private placement shall be allocated for the Company's activities as follows:

(i) Supplementing capital for securities margin lending activities: 60% of the proceeds from the offering;

(ii) Supplementing capital for investment in valuable papers, certificates of deposit and deposit contracts in the market: 40% of the proceeds from the offering;

The above allocated capital may be flexibly rotated among the above-mentioned activities of the Company to ensure the Company's capital use efficiency from time to time. The Board of Directors and the Board of Management of the Company, based on the Company's operational situation from time to time, shall have the right to proactively decide on the use of capital to ensure business efficiency.

The GMS authorizes the Board of Directors to formulate a specific capital use plan, decide the specific timing and allocation of the proceeds from the share offering and/or amend, supplement or adjust the capital use plan, provided that such plan complies with applicable laws, is suitable to the Company's business operations at the time of share issuance and the Company's general development plan, and ensures the interests of shareholders.

III. Additional securities registration, depository registration and listing registration

All additionally issued shares shall be additionally registered and deposited with Vietnam Securities Depository and Clearing Corporation and additionally listed on the Stock Exchange where the Company's shares are listed within the statutory time limit.

IV. Authorization to the Board of Directors

In addition to the authorizations to the Board of Directors specifically stated in the above issuance plan and plan for use of proceeds, the GMS authorizes the Board of Directors to carry out the following matters:

- Specify the share issuance plan and/or amend or supplement the share issuance plan at the request of a competent authority during the share offering registration procedures, or when deemed necessary based on the Company's actual situation and the securities market at the time of issuance to ensure the success of the issuance;
- Decide the timing for implementing the share issuance after receiving approval from the State Securities Commission, based on the securities market situation, capital raising needs and actual business operations of the Company;
- Organize the implementation of all work and procedures related to the share issuance in accordance with law and the Company's Charter;
- Decide and carry out all necessary work and procedures relating to: (i) change of charter capital and amendment/supplementation of the provision on charter capital in the Company's Charter; (ii) amendment and supplementation of the Company's business operation license at the State Securities Commission; (iii) registration of changes to the Company's Enterprise Registration Certificate/business registration; (iv) additional registration and depository of the Company's shares at Vietnam Securities Depository and Clearing Corporation; and (v) additional listing registration of the Company's shares on the Stock Exchange;
- Specify the capital use plan when deemed necessary or at the request of a competent authority during the share offering registration procedures; balance and allocate the proceeds from the share issuance for use in accordance with the purposes approved by the GMS while ensuring compliance with the operational criteria of a securities company; and proactively adjust the use of proceeds, disbursement timing or change the purpose of capital use (if necessary) to suit the Company's actual situation and report to the nearest GMS on such adjustments/changes to this capital use plan;

- Decide all other matters relating to the share issuance, additional registration, depository registration, additional listing registration of shares, and use of proceeds from the share offering.

Upon approval by the GMS, the above share offering plan shall replace the private placement plan under Resolution No. 500/2025/NQ-ĐHĐCĐ dated 28 May 2025 and the amended content under Article 1 of Resolution No. 1016/2025/NQ-ĐHĐCĐ dated 10 October 2025.

B. PUBLIC OFFERING OF ADDITIONAL SHARES TO EXISTING SHAREHOLDERS

I. Plan for public offering of additional shares to existing shareholders

1. Name of issuer : VNDIRECT Securities Corporation
2. Name of shares : Shares of VNDIRECT Securities Corporation
3. Type of shares offered : Ordinary shares
4. Par value : VND 10,000 (Ten thousand Vietnamese dong) per share
5. Expected charter capital before the offering : VND 16,288,609,010,000.
The expected charter capital before the offering is determined based on the current total charter capital and the par value of the privately placed shares, assuming that all privately placed shares are fully offered. The GMS authorizes the Board of Directors to approve the specific charter capital based on the actual results of the private placement.
6. Expected number of shares before the offering : 1,628,860,901 shares.
The expected number of shares before the offering is determined based on the current total number of outstanding shares and the number of privately placed shares, assuming that all privately placed shares are fully offered. The GMS authorizes the Board of Directors to approve the specific number of shares before the offering based on the actual results of the private placement.
7. Expected number of shares to be offered : Up to 325,772,180 shares.
The GMS authorizes the Board of Directors to approve the specific number of shares to be offered, on the principle that the number of shares to be offered equals 20% of the total outstanding shares at the time of offering.
8. Total expected par value of additional shares to be issued : Up to VND 3,257,721,800,000.
The GMS authorizes the Board of Directors to approve the specific total par value of additional shares to be offered, corresponding to the number of additional shares to be offered.
9. Expected exercise ratio : 5:1
On the record date for finalizing the list of shareholders to exercise the right to purchase shares, each shareholder owning 01 share shall receive 01 purchase right, and every 05 rights shall entitle the holder to purchase 01 additionally issued share.
10. Offering price : VND 10,000 (Ten thousand Vietnamese dong) per share
11. Offerees : Existing shareholders named in the shareholder list on the final record date for exercising the right to purchase additionally issued shares, as provided by Vietnam Securities Depository and Clearing Corporation. Treasury shares (if any) shall not be entitled to exercise the right to purchase new shares.
12. Offering method : Offering to existing shareholders by way of exercise of purchase rights.
13. Implementation period : From 2026 to the end of 2028, after obtaining approval from the State Securities Commission.
14. Transfer of purchase : Existing shareholders named in the list on the record date for

rights

exercising the right to purchase additionally issued shares may transfer their purchase rights to others within the prescribed period and may transfer such rights only once (the transferee may not further transfer the rights to any third party). The transferor and transferee shall agree on the transfer price, payment and shall be responsible for fulfilling obligations under regulations relating to the transfer.

Example: On the record date, Shareholder A owns 200 shares and will receive 200 purchase rights. Shareholder A may transfer 100 purchase rights to Investor B and 100 purchase rights to Investor C. Investors B and C may not further transfer the purchase rights to any third party.

15. Handling of fractional shares and odd-lot shares : The number of additional shares issued to each existing shareholder shall be rounded down to the nearest whole number. Fractional shares (if any) shall be cancelled.
Example: On the record date, Shareholder A owns 102 shares and will receive 102 purchase rights. Accordingly, the number of additional shares Shareholder A may purchase is: $(102 \times 1) / 5 = 20.4$ shares. After rounding down to the nearest whole number, the number of shares Shareholder A is entitled to purchase is 20 shares. The fractional 0.4 share shall be cancelled.
16. Handling of unsubscribed shares due to non-exercise of purchase rights by existing shareholders : The Board of Directors is assigned and authorized to decide the offering of shares not fully subscribed due to rounding and the remaining shares due to existing shareholders not registering to purchase or registering to purchase but not exercising their purchase rights, to other investors/shareholders, on the principle that the offering price to other investors shall not be lower than the offering price to existing shareholders under the rights offering method.
17. Assurance of compliance with foreign ownership limits : The Board of Directors is assigned and authorized to approve a plan to ensure that the share issuance complies with regulations on foreign ownership limits.
18. Purpose of the offering : To supplement capital for margin lending activities and investment activities.
19. Assessment of the expected share dilution after issuance : The issuance of shares to existing shareholders may result in expected dilution risks after issuance, including: (i) dilution of earnings per share; (ii) dilution of book value per share; (iii) dilution of ownership ratio and voting rights; and (iv) dilution of the reference price on the ex-right date for the purchase of additionally issued shares. The Board of Directors is authorized, based on actual conditions at the time of implementation of the issuance, to provide a specific assessment of the expected share dilution after issuance.
20. Transfer restriction : Shares purchased by existing shareholders by exercising purchase rights, or shares purchased by investors through purchase rights acquired from existing shareholders, shall not be subject to transfer restrictions.
Existing shareholders owning shares that are subject to transfer restriction shall still be entitled to receive share

purchase rights. The additional shares purchased by exercising such rights shall not be subject to transfer restriction.

The remaining shares not fully distributed to existing shareholders, when offered to other investors, shall be subject to transfer restriction for 01 year from the closing date of the offering in accordance with law.

II. Plan for use of proceeds from the offering

The proceeds from the public offering of shares to existing shareholders shall be used to supplement capital for the following activities:

(i) Supplementing capital for securities margin lending activities: 60% of the proceeds from the offering;

(ii) Supplementing capital for investment in valuable papers, certificates of deposit and deposit contracts in the market: 40% of the proceeds from the offering;

The specific schedule for use of proceeds shall be decided by the Board of Directors in line with the implementation schedule of the plan.

The GMS authorizes the Board of Directors to formulate a specific capital use plan, decide the specific allocation of the proceeds from the share offering and/or amend, supplement or adjust the capital use plan, provided that such plan complies with applicable laws, is suitable to the Company's business operations at the time of share issuance and the Company's general development plan, and ensures the interests of shareholders.

III. Additional securities registration, depository registration and listing registration

All additionally issued shares shall be additionally registered and deposited with Vietnam Securities Depository and Clearing Corporation and additionally listed on the Stock Exchange where the Company's shares are listed within the statutory time limit.

IV. Authorization to the Board of Directors

In addition to the authorizations to the Board of Directors specifically stated in the above issuance plan and plan for use of proceeds, the GMS authorizes the Board of Directors to carry out the following matters:

- Specify the share issuance plan and/or amend or supplement the share issuance plan at the request of a competent authority during the procedures for registration of additional share offering, or when deemed necessary based on the Company's actual situation and the securities market at the time of issuance to ensure the success of the issuance;
- Decide the timing for implementing the share issuance based on the securities market situation, capital raising needs and actual business operations of the Company;
- Organize the implementation of all work and procedures related to the share issuance in accordance with law and the Company's Charter;
- Decide and carry out all necessary work and procedures relating to: (i) change of charter capital and amendment/supplementation of the provision on charter capital in the Company's Charter; (ii) amendment and supplementation of the Company's business operation license at the State Securities Commission; (iii) registration of changes to the Company's Enterprise Registration Certificate/business registration; (iv) additional registration and depository of the Company's shares at Vietnam Securities Depository and Clearing Corporation; and (v) additional listing registration of the Company's shares on the Stock Exchange;
- Specify the capital use plan when deemed necessary or at the request of a competent authority during the share offering registration procedures; balance and allocate the proceeds from the share issuance for use in accordance with the purposes approved by the GMS while ensuring compliance with the operational criteria of a securities company; and proactively adjust the use

of proceeds, disbursement timing or change the purpose of capital use (if necessary) to suit the Company's actual situation and report to the nearest GMS on such adjustments/changes to this capital use plan;

- Decide all other matters relating to the share issuance, additional registration, depository registration, additional listing registration of shares, and use of proceeds from the share offering.

Upon approval by the GMS, the above share offering plan shall replace the plan on public offering of additional shares to existing shareholders under Resolution No. 1016/2025/NQ-ĐHĐCĐ dated 10 October 2025.

C. OFFERING OF SHARES UNDER THE EMPLOYEE STOCK OPTION PROGRAM

1. Name of shares : Shares of VNDIRECT Securities Corporation
2. Type of shares : Ordinary shares
3. Par value : VND 10,000 (Ten thousand Vietnamese dong) per share
4. Expected number of shares to be offered : The total number of shares expected to be offered/issued under the employee stock option program shall be up to 30,000,000 shares. The General Meeting of Shareholders authorizes the Board of Directors to decide the specific number of shares to be issued in each offering tranche.
5. Total expected par value of shares to be issued : VND 300,000,000,000¹
6. Number of offering tranches : The issuance may be conducted in one or more tranches. The Board of Directors is authorized to decide the specific number of issuance tranches and the implementation timing of each tranche based on the Company's actual situation.
7. Offering price : VND 10,000 per share
8. Offerees : Employees of the Company according to the list approved by the Board of Directors before the offering is implemented.
9. Criteria for employees participating in the program : Employees eligible to participate in the share issuance program under the employee stock option program (the "ESOP Program") shall be determined as at the date on which the Board of Directors issues the resolution on implementation of the program (the "Implementation Date") and must concurrently satisfy all of the following criteria: having a valid employment contract with the Company and having worked continuously for the Company for at least 12 months up to the Implementation Date; holding a personnel level of Ilead (task owner) or higher; having the willingness/commitment to maintain long-term attachment to the Company; actively participating in the development of the Company's long-term resources and/or the Company's transformation activities; and consistently demonstrating, contributing to the development of, and spreading the Company's core values and culture.

Based on the above criteria, the Board of Directors shall assess the satisfaction of such criteria, approve the list of employees entitled to purchase shares, determine the number of shares and the allocation principles applicable to each eligible employee in each ESOP issuance tranche, ensuring

¹ The expected value of shares to be offered shall be adjusted in accordance with the expected number of shares to be offered at the time of implementation

- consistency with the plan approved by the General Meeting of Shareholders and compliance with applicable laws. The specific principles for allocating the offered shares to each employee shall be decided by the Board of Directors.
10. Offering method : Direct issuance to the Company's employees according to the list approved by the Board of Directors
11. Transfer restriction : At least 01 year from the closing date of the issuance. The Board of Directors is authorized to specifically decide on the transfer restriction of shares on the principles that: (i) a maximum of 50% of the shares may be transferred after 01 year and before 03 years from the closing date of the issuance; and (ii) the remaining shares may only be transferred after 03 years from the closing date of the issuance.
- The repurchase of shares due to employees' breach of transfer restriction rules shall be implemented in accordance with the Regulation on issuance of shares to employees issued by the Board of Directors.
12. Implementation period : From 2026 to the end of 2028, after obtaining approval from the State Securities Commission.
13. Purpose of the offering : The issuance of shares under the employee stock option program aims to enhance the engagement of the Company's key personnel and supplement capital for the Company's operations.
14. Plan for use of proceeds : The proceeds from the share issuance are expected to be used to supplement capital for the Company's margin lending activities. The Board of Directors is assigned, based on the Company's specific situation, balance and use the proceeds from the securities offering for the above purposes and ensure consistency with the Company's overall development plan.
15. Offering price, principles for determining the offering price and assessment of expected share dilution after the issuance : The offering price shall be VND 10,000 per share (which is determined on the basis of appreciation for employees, with reference to the book value and market price).
- In each share offering tranche, expected dilution risks after issuance may arise, including: (i) dilution of earnings per share; (ii) dilution of book value per share; and (iii) dilution of ownership ratio and voting rights. The GMS assigns the Board of Directors, based on actual conditions at the time of implementation of the issuance, to provide a specific assessment of the expected share dilution after issuance.
16. Foreign ownership ratio : The Company's maximum foreign ownership ratio is 100% (one hundred percent). Therefore, employees who are foreign investors, if any, shall not be subject to foreign ownership ratio restrictions when purchasing shares under the ESOP Program.

II. Additional securities registration, depository registration and listing registration

All additionally issued shares shall be additionally registered and deposited with Vietnam Securities Depository and Clearing Corporation and additionally listed on the Stock Exchange where the Company's shares are listed within the statutory time limit.

III. Authorization to the Board of Directors

In addition to the authorizations to the Board of Directors specifically stated in the above issuance

plan and plan for use of proceeds, the GMS authorizes the Board of Directors to carry out the following work:

- Specify the share issuance plan and/or amend or supplement the share issuance plan at the request of a competent authority during the share offering registration procedures, or when deemed necessary based on the Company’s actual situation and the securities market at the time of issuance to ensure the success of the issuance;
- Decide the contents of and issue the Regulation on issuance of shares under the employee stock option program in accordance with the above issuance plan;
- Determine the list of employees entitled to purchase shares, decide the principles for allocation of shares to be sold to employees, and decide the number of shares to be sold to employees;
- Decide the timing for implementing the share issuance based on the securities market situation, capital raising needs and actual business operations of the Company;
- Organize the implementation of all work and procedures related to the share issuance in accordance with law and the Company’s Charter;
- Decide and carry out all necessary work and procedures relating to: (i) change of charter capital and amendment/supplementation of the provision on charter capital in the Company’s Charter; (ii) amendment and supplementation of the Company’s business operation license at the State Securities Commission; (iii) registration of changes to the Company’s Enterprise Registration Certificate/business registration; (iv) additional registration and depository of the Company’s shares at Vietnam Securities Depository and Clearing Corporation; and (v) additional listing registration of the Company’s shares on the Stock Exchange;
- Specify the capital use plan when deemed necessary or at the request of a competent authority during the share offering registration procedures; balance and allocate the proceeds from the share issuance for use in accordance with the purposes approved by the GMS while ensuring compliance with the operational criteria of a securities company; and proactively adjust the use of proceeds, disbursement timing or change the purpose of capital use (if necessary) to suit the Company’s actual situation and report to the nearest GMS on such adjustments/changes to this capital use plan.
- Decide all other matters relating to the share issuance, additional registration, depository registration, additional listing registration of shares, and use of proceeds from the share offering.

Upon approval by the GMS, the above share offering plan shall replace the plan on offering shares under the employee stock option program pursuant to Resolution No. 500/2025/NQ-ĐHĐCĐ dated 28 May 2025.

The above are the contents regarding the offering and issuance of shares of the Company, which the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOD**

PHAM MINH HUONG

Note: This document may be amended/supplemented and submitted to the GMS for consideration and decision at the meeting.