

[Draft]
REGULATION ON ELECTION
AT THE FY2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HOCHIMINH CITY SECURITIES CORPORATION

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;
- The Law on Securities No.70/2006/QH11 issued by the National Assembly of the Socialist Republic of Vietnam on June 29th, 2006 and Amendment, Law amending and supplementing a number of articles of Securities Law No.62./2010/QH12 issued by the National Assembly of the Socialist Republic of Vietnam on November 24th, 2010 and some documents guiding the implementation of Securities Law;
- The ninth amendment of HSC Charter according to the AGM Resolution No.01/2013/NQ-ĐHĐCĐ dated 26 April 2013;

The election of members of the Board of Directors (*hereinafter referred to as “the **BOD**”*) and of the members of the Board of Supervision (*hereinafter referred to as “the **BOS**”*) for the term IV (2016-2020) at the Annual General Meeting of Shareholders (*hereinafter referred to as the “**Meeting**” or “**AGM**”*) of Ho Chi Minh City Securities Corporation (*hereinafter referred to as “the **Company**”*) shall be carried out the following regulations:

Article 1. Principle of election and eligible voters

1. Principle of election:
 - a. The election is conducting in accordance with the applicable laws, Company Charter and this regulation to ensure that the election is democracy and gives the legal interests to all shareholders.
 - b. The election is implemented publically in manner of secret ballot.
2. Eligible voters:

Being shareholders holding the voting shares or authorized representatives with the voting right attending the AGM (*the list of shareholders on the record date – March 10 2016*).

Article 2. Term, number and conditions acting as a BOD member

1. The term of BOD member: 5 years (2016 – 2020)
2. The number of BOD member: 07 members

3. Standards and conditions for acting as a BOD member have to be applied in accordance with Law on Enterprise, as follows:
 - a. Have full capacity for civil acts, and not fall within the category of persons prohibited from managing an enterprise pursuant to the Law on Enterprises.
 - b. Be a person who has professional expertise and experience in business management and be not a compulsory shareholder of the Company.
 - c. Be able to act as BOD member of other companies.

Article 3. Term, number and conditions acting as a BOS member

1. The term of BOS member: 5 years (2016 – 2020)
2. The number of BOS member: 03 members
3. Standards and conditions for acting as a BOS member have to be applied in accordance with Law on Enterprise, as follows:
 - a. Have full capacity for civil acts, and not fall within the category of persons prohibited from managing an enterprise pursuant to the Law on Enterprises;
 - b. Not be a spouse, father, adoptive father, mother, adoptive mother, children, adoptive children, the older brother/sister and the younger brother/sister of BOD member, CEO and another managers;
 - c. Not be a manager in the Company and be not a compulsory shareholder of the Company or an employer in the Company;
 - d. Another standards and conditions for acting as a BOS member in accordance with as applicable law;
 - e. Have to be an audit officer or accounting officer when being a BOS member of listing company or the State-own company with more than 50% charter capital.

Article 4. Criteria for self-nomination and nomination to BOD

1. Before and during a meeting of the AGM, shareholders have the right to form a group jointly to to self- nomination and nominate (07 candidates) to BOD.
2. The number of candidates: 07 candidates
3. The self-nomination and nomination is implemented in accordance with as the following regulations:
 - a. A shareholder or group of shareholders holding at least five (05) per cent of the total ordinary shares for a consecutive period of six (06) months can accumulate all of the votes for such candidate(s).
 - b. A shareholder or group of shareholders holding from five (05) per cent of the total ordinary shares for a consecutive period of six (06) months or more has to right to self-nominate to the BOD.
 - c. A shareholder or group of shareholders holding from five (05) per cent to under ten (10)

per cent of the total voting shares may nominate a maximum of one (01) candidate to the BOD;

- d. A shareholder or group of shareholders holding from ten (10) per cent to under thirty (30) per cent of the total voting shares may nominate a maximum of two (02) candidates to the BOD;
 - e. A shareholder or group of shareholders holding from thirty (30) per cent to under forty (40) per cent of the total voting shares may nominate a maximum of three (03) candidates to the BOD;
 - f. A shareholder or group of shareholders holding from forty (40) per cent to under fifty (50) per cent of the total voting shares may nominate a maximum of four (04) candidates to the BOD;
 - g. A shareholder or group of shareholders holding from fifty (50) per cent to under sixty (60) per cent of the total voting shares may nominate a maximum of five (05) candidates to the BOD;
 - h. A shareholder or group of shareholders holding from sixty (60) per cent to under seventy (70) per cent of the total voting shares may nominate a maximum of six (06) candidates to the BOD;
 - i. A shareholder or group of shareholders holding from seventy (70) per cent to under eighty (80) per cent of the total voting shares may nominate a maximum of seven (07) candidates to the BOD;
 - j. A shareholder or group of shareholders holding from eighty (80) per cent to under ninety (90) per cent of the total voting shares may nominate a maximum of eight (08) candidates to the BOD;
4. Where the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates that it is entitled to nominate, the remaining candidates shall be nominated by the BOD. The mechanism whereby the BOD in office nominates candidates to the BOD must be clearly published and approved by the AGM before conducting nomination.

Article 5. Criteria for self-nomination and nomination to BOS

1. Before and during a meeting of the AGM, shareholders have the right to form a group jointly to self-nomination and nominate (03 candidates) to BOS.
2. The number of candidates: 03 candidates
3. The self-nomination and nomination is implemented in accordance with as the following regulations:
 - a. A shareholder or group of shareholders holding at least five (05) per cent of the total ordinary shares for a consecutive period of six (06) months can accumulate all of the votes for such candidate(s).

- b. A shareholder or group of shareholders holding from five (05) per cent of the total ordinary shares for a consecutive period of six (06) months or more has to right to self-nominate to the BOS.
- c. A shareholder or group of shareholders holding from five (05) per cent to under ten (10) per cent of the total voting shares may nominate a maximum of one (01) candidate to the BOS;
- d. A shareholder or group of shareholders holding from ten (10) per cent to under thirty (30) per cent of the total voting shares may nominate a maximum of two (02) candidates to the BOS;
- e. A shareholder or group of shareholders holding from thirty (30) per cent to under forty (40) per cent of the total voting shares may nominate a maximum of three (03) candidates to the BOS;
- 4. Where the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates that it is entitled to nominate, the remaining candidates shall be nominated by the BOS. The mechanism whereby the BOS in office nominates candidates to the BOS must be clearly published and approved by the AGM before conducting nomination.

Article 6. Nominee Application Form

- 1. The Nominee Application Form of each BOD Nominee shall consist of:
 - Letter of self-nomination to BOD (*Form 1A*)/ Letter of nomination to BOD (*Form 2A*);
 - Curriculum vitae of the candidates (*CV Form*);
 - Notarized copy:
 - + ID card/Passport;
 - + Permanent residence registration/ Temporary residence registration;
 - + Educational/Training certificates.
 - The proxy (*if shareholder authorize another person to nominate*);
 - Notice of forming a group of shareholders (*Form 3A*);
- 2. The Nominee Application Form of each BOS Nominee shall consist of:
 - Letter of self-nomination to BOS (*Form 1B*)/ Letter of nomination to BOS (*Form 2B*);
 - Curriculum vitae of the candidates (*CV Form*);
 - Notarized copy:
 - + ID card/Passport;
 - + Permanent residence registration/ Temporary residence registration;
 - + Educational/Training certificates.
 - The proxy (*if shareholder authorize another person to nominate*);

- Notice of forming a group of shareholders (*Form 3B*)
- 3. Nominee Application Form to be sent directly to HSC Organization Committee before 4:30pm on April 12, 2016 to the following address:
HSC Organization Committee of FY 2015 Annual General Meeting of Shareholders – HoChiMinh City Securities Corporation – Level 5 & 6, AB Tower, 76 Lê Lai, District 1, HoChiMinh City

All Nominee Application Forms received after deadline of submission will not be considered.

- 4. Only Nominee Application Form to be met all conditions acting as a member of the BOD/BOS will be disclosed in the list of candidates at the AGM.

Article 7. How to vote

- 1. Voting to elect members of the BOD/BOS must be implemented by the method of cumulative voting, whereby each shareholder or authorized representative with the voting right shall have as its total number of votes the total number of shares it owns multiplied by the number of members to be elected to the BOD/BOS.
- 2. Each shareholder shall have the right to accumulate **all of his/her votes** for one candidate or **some of his/her votes** for one candidate. However, shareholder or authorized representative with the voting right only elect maximum seven (07) BOD candidates and three (03) BOS candidates among the list of candidates.

For example:

Shareholder holding 100 shares has 700 voting shares. This shareholder can accumulate 700 voting shares for one candidate or less than 700 voting shares for one candidate.

Article 8. Election process

- 1. The voting card:
 - The Company shall issue a voting card to each shareholder or its authorized representative with the voting right, specifying the registration number, full name of the shareholder or full name of the authorized representative, and the number of votes of such shareholder the total number of shares it owns multiplied by the number of members to be elected to the BOD or BOS.
- a. The voting card of BOD is blue paper with the company seal (*The sample of the BOD voting card is attached*)
- b. The voting card of BOS is yellow paper with the company seal (*The sample of the BOS voting card is attached*)

2. The regulations of the voting card:
 - a. The valid voting card:
 - The voting cards to be issued by HSC Organization Committee;
 - The voting cards without torn, erased, scratched or corrected marks and not containing additional information;
 - The voting card having the total voting shares for each candidate is equal or less than the total voting shares of each shareholder.
 - b. The spoilt voting card:
 - The voting cards that do not comply with the sample issued by HSC Organizing Committee;
 - The voting cards with torn, erased, scratched or corrected marks and to be filled more nominees who are not in the list of candidates approved by AGM before voting;
 - The voting cards containing additional information and symbols;
 - The voting card having the total voting shares for each candidate is more than the total voting shares of each shareholder.
 - The voting card to be sent to Vote-counting Committee when the election is closed and the voting box is sealed.

The spoilt voting cards do not count in the voting result.

- c. How to write the voting card:
 - In the case of voting “for” for candidate, shareholder/authorized representatives shall write the number of votes in “Number of votes” column corresponding with the name of the candidate whom they elect.
 - In the case of voting “against” for candidate, shareholder/authorized representatives shall write the number zero “0” or tick “X” mark in “Number of votes” column corresponding with the name of the candidate whom they do not elect.
 - Shareholders/authorized representatives with the voting right could accumulate all of his/her votes for one candidate or some candidates. It is facultative for the shareholder to divide his/her votes into the same quantity for each candidate, or shareholder only elect one candidate or more candidates with some of his/her votes, the remaining votes could do not vote for any candidate.
 - Shareholders/authorized representatives who want to divide his/her votes into the same quantity for each candidate shall tick (“X” mark) the box “the same number of votes for each candidate”.

The total number of votes that one shareholder could vote the candidates is not

higher than the total number of votes that one shareholder hold.

In the case of writing wrong in the voting card, if the shareholder has still not sent it to the vote box, the shareholder is changed another voting card by the Chief of the vote-counting Committee to ensure the shareholder's rights.

3. Principle of the vote-casting process:
 - a. The vote box shall be checked by the vote-counting Committee and supervised by all shareholders.
 - b. The election will be started when the Chief of the vote-counting Committee has signal and election will be closed as soon as the last member or proxy present in the meeting room cast his/her votes or after thirty (30) minutes from the beginning of the voting process depending on the action comes first. Shareholders/authorized representatives with the voting right are carried out the voting process. After election is closed, the vote box shall be sealed by the vote-counting Committee and supervised by all shareholders.
 - c. The vote-counting process will be worked after the election will be closed and the vote box will be sealed.
4. Principle of the vote-counting process:
 - a. The Vote-counting Committee is implemented the vote-counting process stipulated as followings:
 - The Vote-counting Committee has a private workplace. One representative of shareholders shall monitor the vote-counting process.
 - The Vote-counting Committee could use the electronic measures as well as receive to assistant from some technicians in the vote-counting process.
 - The voting cards' eligibility check.
 - Each voting card is checked and recorded the voting result.
 - All voting cards are sealed and sent to the Chairman of the AGM.
 - b. Prepare and disclosure the Minutes of the vote-counting:
 - After counting the votes, the Vote-counting Committee prepare the Minutes of the vote-counting.
 - The minutes of vote-counting shall contain the following principal items:
 - + Time and venue;
 - + The composition of the Vote-counting Committee;
 - + Number of shareholders with total numbers of votes having participated in the AGM;
 - + Number of shareholders with total numbers of votes having participated in the vote;

- + Number and percentage of the valid votes and number and percentage of the invalid votes;
- + Number and percentage of the votes for each candidate;
- + Full name and signature of all members of the Vote-counting Committee and shareholder who supervised the vote-counting in the minutes of the vote-counting.

Article 9. Principles of the winner

1. Persons who are elected as members of the BOD/BOS shall be determined on the basis of the number of votes from the candidate with the highest number to the candidate with the lower number until the sufficient number of members stipulated in this Charter is reached.
2. Where two (02) or more candidates have the same number of votes, the AGM shall carry out the selection in accordance with the criteria in the election regulations.

Article 10. Claim in the election results and the vote counting

1. In the case of arising claim or requesting double check in the election results after announcement of election results from the shareholders, the shareholders' representative will check the vote-counting. If there is something wrong or cheat in the election results, the Vote – counting Committee is responsible for this.
2. The Chairman of the meeting shall preside over the resolution of the claim in the election and the election results and it is recorded in the AGM minutes.

Article 11. Effectiveness of these Regulations

These Regulations will take effect immediately upon being approved by the AGM to be held on April 21, 2016.

**For and on behalf of the Board of Directors
CHAIRMAN**