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**REGULATION ON THE ORGANIZATION AND ACTIVITIES
AT THE FY2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HOCHIMINH CITY SECURITIES CORPORATION**

Pursuant to:

- *The Law on Enterprises No.60/2005/QH11 issued by the National Assembly of the Socialist Republic of Vietnam on November 29th, 2005 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 April 26th, 2013,*

**CHAPTER I
GENERAL PROVISIONS**

Article 1: Scope and subjects of application

1. These Regulations shall apply to the FY 2013 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 “the **Company**”).
2. These Regulations set forth provisions on the rights and obligations of shareholders, proxies and relevant parties participating in the AGM, and on conditions and procedures of the Meeting.
3. Shareholders and proxies attending the Meeting and relevant parties shall be responsible for implementation in line with the provisions in these Regulations.

**CHAPTER II
RIGHTS AND OBLIGATIONS OF THE MEETING PARTICIPANTS**

Article 2: Rights and Obligations of the shareholders or their proxies

1. Eligibility requirements for participating in the Meeting:
Participants must be shareholders or their proxies as confirmed in writing by one or more shareholders named in the Company's List of Shareholders on the record date for the Meeting.
2. Rights of the shareholders at the Meeting:

- a. Shareholders have the right to participate in the Meeting on their behalf or authorize in writing for another person to represent them at the Meeting.
 - b. Shareholders may discuss and vote on all matters within the framework of the Meeting in accordance with the Law on Enterprises, other legislative documents and the Company Charter.
 - c. Shareholders have the right to be provided with the Meeting agenda and related materials by the Organizing Committee.
 - d. Each shareholder or proxy will be issued a voting card and materials by the Shareholder's Eligibility Checking Committee after registering to participate in the Meeting.
 - e. Any shareholders or proxy arriving late to the Meeting is entitled to register and vote on the matters yet to be presented or voted. The Chairperson is not responsible for stopping the Meeting and the previously matters voted on will not be affected.
3. Obligations of shareholders at the Meeting:
- a. Shareholders and proxies must present the invitation letter and their identity card or passport (*for individual shareholders*); or Introduction Letter of the company (*for institutional shareholders*). In the case of authorization, the authorizer person must bring, Proxy Letter (*as HSC's form*), a copy of the shareholder's identity card or passport and his/her identity card or passport.
 - b. All Meeting participants must be dressed appropriately.
 - c. All voice recordings or images taken during the Meeting must be publicly disclosed and are subject to the approval of the Meeting Chairperson.
 - d. All opinions expressed and votes shall be in line with the Organizing Committee's guidance and the Chairperson's steering of the meeting shall be respected.
 - e. All participants must strictly adhere to these regulations and respect the results the Meeting' work.

Article 3: Rights and Obligations of the Shareholder's Eligibility Checking Committee

1. The Shareholder's Eligibility Checking Committee shall consist of one Chief and members decided by the Chairman of the Directors ("**BOD**") and will be responsible for the following functions and tasks:
 - a. Checking shareholder and proxy eligibility: asking shareholders and proxies participating in the Meeting to present their ID or passports, invitation letters, and letter of proxy (*in the case of authorized*);
 - b. Ensuring shareholders and proxies have voting cards and other related Meeting documents;
 - c. Reporting the results of the eligibility checks of participating shareholders and proxies before the Meeting begins or prior to each voting session at the Meeting if there is any change in the number of the shareholders participating in the Meeting (*such as latecomers and late registrations*).
2. The Shareholder's Eligibility Checking Committee has the right to establish an administrative team to assist in relevant matters of the Committee's completion of its

tasks.

Article 4: Rights and Obligations of Vote Counting Committee

1. The Vote Counting Committee consists of one Chief and members nominated by the Meeting Chairperson and approved by voting taken at the Meeting;
2. The Vote Counting Committee is responsible for providing guidance on the use of voting cards, voting procedures and voting counting;
3. The Chief of the Vote Counting Committee shall report to the Meeting on the results of the voting counting;
4. The Vote Counting Committee has the right to establish an administrative team to assist it in accomplishing its various tasks;
5. The Vote Counting Committee shall be ultimately responsible for the accuracy and integrity of the released results.

Article 5: Rights and Obligations of the Meeting Chairman and Secretariat

1. In case of the Meeting is convened by the BOD, the Chairman will preside at the Meeting.

In case of the Chairman is absent, the Vice Chairman or the person who is nominated by the Meeting will preside at the Meeting.

In case of nobody can preside the Meeting, one of the members of the BOD asks the Meeting to nominate the Meeting Chairman and the Meeting Chairman can be a member of the BOD or not.

Chairman, Vice Chairman or the Meeting Chairman are appointed by the Meeting. And the Meeting Chairman nominates the members of the Secretary.

In case of voting the Meeting Chairman, the name and the votes of the Meeting Chairman must be disclosed to the Meeting. In case of the Meeting is not convened by the BOD, the Meeting Chairman is nominated by the person who convenes the Meeting.

2. The Chairman's decisions will carry the most weight regarding procedures and the sequence of the agenda, as well as matters arising from the Meeting's agenda;
3. The Chairman shall steer the Meeting in an appropriate and orderly manner and allow the Meeting to reflect the wishes of the majority of participating;
4. At the Chairman's discretion, the Meeting may be postponed or held in another location, if he or she deems that:
 - a. The location of the Meeting is not large enough to hold the appropriate number of seats for all participants,
 - b. The behaviour of some participants causes disorder and disruptions that hinder the meeting from proceeding in a fair and legitimate fashion.
 - c. It is necessary to postpone the scheme of the Meeting in order to conduct the Meeting in the process.
5. The Chairman has the right to not respond or just note down comments and suggestions from shareholders if the content of such comments and suggestions are beyond the scope of what was asked.

6. The Chairman has the right to ask a competent authority to maintain order at the Meeting. He or she may also expel anyone from the Meeting who shows signs of causing disorder, disobeying the Chairman, or hindering the normal procedure of the Meeting.
7. The Secretariat will record the minutes of the Meeting and perform other tasks as assigned by the Chairman.

CHAPTER III MEETING PROCEDURE

Article 6: Condition for holding the Meeting

1. The Meeting will proceed when at least 65% of the voting shares are represented by the shareholders at the Meeting, according to the list of the shareholders produced on the date of record for the Meeting. If over 30 minutes have passed from the opening time of the Meeting as per the agenda circulated to the shareholders and less than 65% of the voting shares are represented by the registered shareholders at the Meeting according to the list of shareholders on the record date of the Meeting, the Meeting will be deemed ineligible to proceed.
2. If the Meeting is deemed ineligible to proceed according to the above provisions, a second summons will be made and the Meeting conducted in accordance with the Company's Charter and the Law on Enterprises.

Article 7: Conduct of the Meeting

1. The Meeting shall be conducted as per the agenda adopted by the Meeting.
2. The contents on the agenda will be discussed and voted on in the allocated sequence as regulated in Article 10 of these Regulations.
3. The Meeting will be deemed closed after the Meeting Minutes and the Meeting Resolution have been approved.

Article 8: Adopting Decisions at the Meeting

1. Items presented at the Meeting shall be considered adopted when they are accepted by shareholders or their proxies at the Meeting representing at least 65% of the total voting shares;
2. The following items shall be considered adopted when they are accepted by shareholders or their proxies at the Meeting representing at least 75% of the total voting shares:
 - Types and amounts of shares offered for issuance;
 - Amendments and supplements to the Company's Charter;
 - Re-organization or dissolution of the Company;
 - Decisions on transferring more than 50% of the Company's total assets as recorded in the Company accounts;
3. Shareholders or their proxies participating the Meeting shall vote in favor, against or abstention to all items at Article 10 of these Regulations.

Article 9: Voting cards

1. Voting cards are provided for all shareholders and proxies attending the Meeting contain the shareholder's name, the shareholder's depository registration number (*ID card/passport/ Certificate of business registration number*), the shareholder's code, the number of shares which the shareholders held at the record date, the number of shares which the shareholders is authorized (*in front of the voting card*) and the contents that require voting at the Meeting (*in back of the voting card*).
2. Voting cards must include the Company's seal in order to be considered valid.

Article 10: Voting procedures for approving decisions at the Meeting

Voting on matters at the Meeting shall, according to specific cases, be conducted in the following manner:

1. Items up for vote recorded on the voting card shall be approved by shareholders and proxies by choosing "Agree: , "Disagree" or "No opinion" for those particular items.
2. Shareholders or proxies shall vote directly on matters at the Meeting that require opinions by raising their voting card as approved by the Chairman. The Voting Counting Committee will record the approvals, non- approvals and no comments then announce the results at the Meeting.
3. The following voting cards will be considered invalid and will not be counted::
 - The voting cards that do not comply with the sample issued by the Organizing Committee and do not bear the Company's seal;
 - Torn, erased, scratched or corrected voting cards;
 - The voting cards containing additional information and symbols;
 - The voting card with two or more votes on the same item.
4. Votes for each item on the voting card are independent and their validity will not affect other item up for vote on the Meeting agenda.
5. The Vote Counting Committee will collect the voting cards from the shareholders and their proxies after approving all the items.

Article 11: Expressing opinions at the Meeting

Shareholders or proxies attending the Meeting may offer their opinions by raising their voting cards and obtaining permission from the Chairman. Comments should be brief and relevant to the topic under discussion. Shareholders should not repeat what has already been expressed by the other shareholders and only applicable to the agenda will be recorded in the minutes of the Meeting.

Article 12: Minutes of the Meeting

1. The contents of the Meeting shall be documented in the minutes. The Meeting's Chairman and Secretary are jointly liable for the truth, accuracy and content of the minutes.
2. The minutes of the Meeting shall be disclosed and approved by the Meeting before it closes;
3. The minutes of the Meeting, the shareholder's eligibility check, vote count and other materials on the proceedings and the Meeting results will be archived at the Company's head office.

4. The minutes of the Meeting will form the basis of the Meeting's resolution.

Article 13: Resolutions of the Meeting

1. The Chairman shall make resolutions on items approved at the Annual General Meeting of Shareholders, which will be sent to all shareholders within fifteen (15) days of the Meeting's closing date.
2. The shareholders, the BODs, the BOS and the General Director have right to request the Court or Arbitrator to revive and/or cancel the AGM's decision, or a part thereof, in accordance with provisions in Article 36 of the Company's Charter.

Article 14: Effectiveness of these Regulations

1. These Regulations, consisting of three Chapters and fourteen Articles, will take effect immediately upon being approved by a vote at the meeting.
2. Any amendments or supplements to these regulations must be approved by the General Shareholders.

For and on behalf of the Board of Directors

CHAIRMAN