



Hochiminh City Securities Corporation (HSC)

HEAD OFFICE

Level 5 & 6, AB Tower, 76 Le Lai St.,

Ben Thanh Ward, District 1, HCMC, Vietnam

T: (+84 8) 3823 3299

F: (+84 8) 3823 3301

E: info@hsc.com.vn

W: www.hsc.com.vn

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**REGULATION ON THE ORGANIZATION AND ACTIVITIES
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 April 26th, 2013,*

**CHAPTER I
GENERAL PROVISIONS**

Article 1: Scope and subjects of application

1. These Regulations shall apply to the FY 2015 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 citizen 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 citizen card or passport and his/her identity card or citizen 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 citizen card 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. The election of the meeting chairperson and Secretariat as follows:
 - In case of the Meeting is convened by the BOD, the Chairman will preside at the Meeting.
 - If the chairperson is absent or is temporarily unable to work, the remaining members of the BOD shall elect, with the majority principle, one of them to act as the chairperson of the meeting.
 - If they fail to elect one who is able to act as chairperson, the head of the Supervisory Board shall arrange for the AGM to elect the chairperson of the meeting and the person with the highest number of votes shall act as chairperson of the meeting.
 - In other cases, the person who signed the document convening the AGM shall arrange for the AGM to elect the meeting chairperson and the person with the highest number of the votes shall act as chairperson of the meeting.
 - The meeting chairperson shall nominate one or a number of persons to act as the secretary(ies) of the meeting. The Secretariat will record the minutes of the Meeting and perform other tasks as assigned by the Chairman.
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.

CHAPTER III MEETING PROCEDURE

Article 6: Condition for holding the Meeting

1. The Meeting shall be conducted if the number of attending shareholders represents at least 51 percent of the total votes.
2. If the first meeting cannot take place because the condition provided in Clause 1 of this Article is not satisfied, the Meeting may be convened for the second time within 30 days of the intended opening of the first meeting in accordance with 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. A resolution on the following contents shall be adopted when approved by a number of shareholders representing at least 65 percent of the total votes of all attending shareholders:
 - Types of shares and total number of shares of each type;
 - Change in business sectors, trades and fields;
 - Change in organizational and management structure of the company;
 - Investment projects or sale of assets equal to or more than 35 percent of the total value of assets recorded in the latest financial statements of the company, or a smaller percentage or value provided by the company charter.
 - Reorganization or dissolution of the company
2. Other resolutions shall be adopted when approved by a number of shareholders representing at least 51 percent of the total votes of all attending shareholders, except the cases specified in Clauses 1 this Article.

Article 9: Voting cards

Each shareholder or proxy attending the Meeting is provided the voting cards as HSC form 1 and form 2.

1. Voting cards (form 1) are provided for all shareholders and proxies attending the Meeting contain the shareholder's name, the shareholder's depository registration number (*ID card/citizen 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.
2. Voting cards (form 2) are provided for all shareholders and proxies attending the Meeting

contain the shareholder's name, the shareholder's depository registration number (*ID card/citizen 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 and the contents that require voting at the Meeting.

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. 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.
2. 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
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;
 - 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 Meeting shall be recorded in minutes and may be sound-recorded or stored in other electronic forms
2. The minutes of the Meeting shall be completed and approved prior to the closing of the Meeting;
3. The chairperson and secretary of the Meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.
4. The minutes of the Meeting shall be sent to all shareholders within 15 days of the closing of the Meeting. The sending of minutes of results of vote counts may be replaced by posting them on the website of the Company.

5. 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.
6. 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 Meeting. Resolutions of the Meeting shall be notified to shareholders entitled to attend the Meeting within 15 days from the date of adoption thereof; for a company that has a website, the sending of resolutions may be replaced by posting them on the website of the company.
2. If a shareholder or a group of shareholders holding 10 percent of the total ordinary shares for a consecutive of at least 6 months or more requests a court or an arbitration to revoke a resolution of the Meeting in accordance with the Law on Enterprise, such resolution must continue to be effective until otherwise determined by the court or arbitration, except the case of application of a provisional urgent measure under a decision of a competent agency.

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