

NO.: _____/2017/TTr-HĐQT

Hanoi, May 2017

**PROPOSAL
OF THE BOARD OF DIRECTORS OF VNDIRECT SECURITIES CORPORATION**

On the election of members of the Directory Board and Supervisory Board

Dear valued Shareholders of VNDIRECT Securities Corporation

According to the organizational structure of VNDIRECT Securities Corporation which is stated in the Charter, The Board of Directors (BoD) consists of five members and the Board of Supervisors (BoS) consists of three members.

Under the provisions of the Enterprise Law and the Charter of the Company, the term of office of members of the BoD and BoS is five years.

Current members of the BoD and BoS, who were elected at the Annual General Meeting of Shareholders (AGM) in 2012, have now completed the 5-year office term.

Therefore, shareholders will elect members of the BoD and BoS for the new term at the 2017 AGM. Current members of the BoD and BoS will end their tenure of office after the AGM has successfully elected members of the BoD and BoS for the new term.

At the Meeting today, shareholders will elect five members of the BoD and three members of the BoS.

A shareholder or a group of shareholders who meet the conditions specified in Article 17.3, 30.2, 30.3, 42.2 and 42.3 of the Charter of the Company are entitled to nominate members of the BoD and BoS.

Nominated candidates of the election of member of the BoD and BoS must meet required standards specified in the Enterprise Law and the Charter of the Company. Nominated candidates who do not satisfy required standards will not be elected.

Voting members of the BoD and BoS will be conducted by a secret and cumulative voting process. Each shareholder possesses total number of votes that are equivalent to the total number of shares with voting rights multiplied by the number of members of the BoD and BoS.

Shareholders have the rights to use total of his/her votes for one candidate or some candidates. The number of votes for different candidates is not necessary to be equal. If shareholders only elect one candidate or more candidates with some of his/her votes, the remaining votes could do not vote for any 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.

The successful candidates are determined according to the total number of votes which is considered from high to low, starting from the candidate with highest number of votes until the BoD and BoS have sufficient members (05 members of the BoD and 03 members of the BoS).

In case that 2 or more candidates receive equal number of votes for the last elected position (in the BoD or the BoS), those candidates will be re-elected.

The organizing committee will introduce briefly information of eligible candidates who meet the required standards specified in the Charter and regulations of the AGM. Based on the provided information, shareholders are able to consider and vote for members of the BoD and BoS for the new term.

Best Regards!

On behalf of the Board of Directors
CHAIRWOMAN

PHAM MINH HUONG