

Hanoi, May 2017

REGULATIONS

THE ANNUAL GENERAL SHAREHOLDERS MEETING 2017

VNDIRECT SECURITIES CORPORATION

Pursuant to the Law of Enterprise in 2014 and the Charter of VNDIRECT Securities Corporation, the 2017 Annual general meeting of shareholders (AGM) will be held under these following regulations:

Article 1. Shareholders Participation in the AGM

1. Shareholders have the rights to attend or authorize in writing for another person to attend and vote on their behalf at the AGM.
2. Authorization letter must be followed the Company's form and presented by authorized person at the Meeting. In the case of authorized person is the Board of Directors' member, authorization can be done as following:
 - Shareholders post authorization letter to VNDIRECT's head office (Address: 01, Nguyễn Thượng Hiền, Nguyễn Du, Hai Bà Trưng, Hà Nội).
 - Shareholders send authorization letter via fax to 04.39410500 or 04.39724600
 - Shareholders send authorization letter via email at cbtt@vndirect.com.vn
 - Shareholders phone to number 1900545409 (the call will be recored).
3. Shareholders, authorized representatives of shareholders (hereafter will be collectively referred as shareholders) have the rights to participate discuss and vote on issues listed in the agenda of AGM.
4. Each shareholder receives a voting card after registering to participate in the Meeting. Voting cards contain the shareholder's name, registration number, the shareholder's code and the voting number of shareholder.
5. Shareholders who arrive late in the Meeting are entitled to participate and vote after they have completed the registration with organizers of the AGM. The Chairperson is not responsible for stopping the Meeting and the previously matters voted on will not be affected.
6. All participants must strictly adhere to the Meeting regulations and respect the result in the Meeting, the direction of the Chairwoman and the Presidium members.

Article 2. Rights and Obligations of the Organing Committee

1. The Board of Directors will select members of the Organizing Committee for the Meeting. Organizing Committee will be responsible for welcoming shareholders, providing the Meeting documents and voting cards, allocating seats to eligible participants.

2. The Organizing Committee has the rights to check shareholders' eligibility and report the results of the eligibility check of participating shareholders before the Meeting begins. In the case of ineligible participants, The Organizing Committee has the rights to refuse the registration to participate in the AGM of those ineligible participants.

Article 3. Rights and Obligations of the Meeting President and Secretariat

1. The Meeting President is the Chairperson of the Company. The Secretariat is elected by the Meeting President and is approved by the vote of participating shareholders. The Secretariat performs supporting tasks as assigned by the Chairman in strict compliance with the Minutes and Resolutions of the AGM.
2. The Meeting President has the rights to implement necessary and reasonable steps to steer the Meeting in an appropriate and orderly manner and ensure the Meeting to reflect the wishes of the majority of participants.

Article 4. Rights and Obligations of the Vote Counting Committee

1. The Vote Counting Committee are nominated by the Meeting Chairperson and approved by voting taken at the Meeting. Member of the Vote Counting Committee must not be the candidates for election of members of Directory and Supervisory Boards.
2. The Vote Counting Committee has the rights and responsibility to: (i) provide voting cards to shareholders; (ii) provide guidance to shareholders on the use of voting cards and supervise the voting procedure; (iii) count votes in accordance with related policies; (iv) prepare voting minutes and announce vote counting results to the AGM.
3. The Vote Counting Committee is ultimately responsible for counting votes, preparing the Meeting minutes and announcing the voting results in accuracy and integrity.

Article 5. Meeting Procedure

1. The first 2017 Meeting will be proceeded when at least 51% voting shares are presented by the shareholders at the Meeting.
2. The Meeting will be conducted in sequence in line with the Meeting agenda.
3. Discussing session will be conducted after all the reports and proposals are presented in the Meeting.
4. Approving on each content in the Meeting will be conducted in line with the Company's Charter and the Meeting regulations.
5. The nomination of members of Directory and Supervisory Boards for 2017, voting and vote counting principles will be implemented in compliance with the Company's Charter and the Meeting regulations.

Article 6. Voting Principles

1. Shareholders vote and approve each issue in sequence in line with the Meeting agenda.
2. For issues which can be directly and publicly voted at the AGM, the Meeting Chairperson or Organizing Committee will ask for a direct vote by raising the voting card publicly.
3. For issues which must be privately voted at the AGM, the organizing committee will provide voting cards to shareholders and implement a private vote by putting voting cards in a box.
4. Only valid voting card will be counted. Voting cards are considered as valid if following conditions are met:

- Are cards provided by the organizing committee of the AGM, not torn, erased, scratched or corrected.
 - Contain voting information filled in accordance with regulations. Shareholders cannot tick multiple options or leave all options blank for one voting issue.
 - Voted by shareholders on time and in compliance with the voting guidances.
5. The Vote Counting Committee gathers all voting cards, counts and reports the voting results in the vote counting Minutes.

Article 7. Election of Directory and Supervisory Boards for 2017

1. The number of elected members for the Board of Directors (BoD) and the Board of Supervisors (BoS) at the AGM 2017:
 - Members of the BoD: 05 members;
 - Members of the BoS: 03 members.
2. Required Standards for members of the BoD and BoS:

Candidates nominated for members of the BoD and the BoS must meet the required standards in the Enterprise Law and the Charter of the Company. The organizing committee of the AGM will publicly announce the list of eligible (or ineligible) candidates to be elected to the BoD and BoS prior to the voting implementation.
3. Rights to nominate or self-nominate members of the BoD and BoS.

Individual or a group of shareholders who satisfy the conditions specified in Article 17.3, 30.2, 30.3, 42.2 and 42.3 of the Company's Charter are entitled to nominate members of the BoD and BoS.
4. Nominating application include:
 - Self-nominating or nominating letter.
 - Confirmation, from the Securities Company/ the Securities Depository where shareholders opened depository accounts/ the Vietnam Securities Depository, of the number of shares held by the shareholder/group of shareholders continuously for at least six (06) months prior to the closing date of the list of shareholders participating in the AGM.
 - Curriculum Vitae submitted by the nominated person.
 - A certified copy of: (i) Valid ID/Passport; (ii) Qualifications and Degree documents to prove that candidates satisfy all conditions for being members of the BoD and BoS.
 - Document of shareholders group establishment (if the candidates nominated by a group of shareholders).
 - The organizing committee of the AGM must receive nominating and self-nominating applications at least two days prior to the AGM. All applications received after that point will be considered as invalid applications.
5. Voting cards and Voting method:
 - Voting cards are printed in a specific format of the Company.
 - Shareholders receive voting cards at the registration desk on the day AGM takes place.
 - Shareholders must tick or write the number of votes for each candidate in the corresponding box on the voting card.
 - Invalid voting cards are: (i) voting cards do not comply with the sample issued by the Company, voting cards without the Company's seal; (ii) voting cards with crossed out, erased, scratched or corrected marks; (iii) voting cards filled name of nominees who are not in the list of candidates approved by the AGM before voting; (iv) voting cards having the total voting shares for candidates exceeds the total voting shares of shareholders.
6. Method of electing members of the BoD and BoS:

- 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.
7. Voting and vote counting disciplines:
- Voting process can be started immediately after shareholders have received voting cards and can be ended immediately after the last shareholder has placed the voting card into the ballot box. Otherwise, voting process will be closed when voting time is ended.
 - Vote counting process must be implemented immediately after the voting process has closed. The voting results must be reported in the Meeting minutes and announced publicly in the AGM.
8. Principles of determining elected candidates to become members of the BoD and BoS:
- 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.

Article 8. Principles of speech at the AGM

1. Speech at the AGM can be given under following principles:
- Shareholders shall express opinions and comments within the scope of the AGM's discussion.
 - Shareholders need to ask for the permission of the Meeting Chairperson prior to their speech. Only one shareholder is allowed to express opinions and comments at a time.
 - In case that several shareholders have opinions to share at the same time, Chairperson will invite shareholders one by one in a sequence to express their opinions.
 - Chairperson has the right to interrupt the presentation of shareholders if needed.
 - All constructive comments and questions of shareholders will be collectively gathered and answered in a sequential order.
2. Comments and proposals of shareholders must meet these following conditions:
- Clear and concise.
 - Do not raise repetitive issues.
 - Do not raise issues that beyond the scope of the AGM.
 - The proposed contents must not violate the law, be personal or be beyond the authority of the AGM.

Article 9. The Meeting Minutes

The primary contents of the AGM must be recorded in the Meeting minutes by the Secretary of the AGM. Minutes shall be read and approved prior to the Meeting closure and must be kept at the Company for records.

The organizing regulations of the 2017 AGM of VNDIRECT Securities Corporation, after have been approved by the AGM, will apply to all activities related to the organization of the AGM in 2017, including activities implemented before the AGM approved this regulations.

On behalf of the AGM Organizing Committee

CHAIRWOMAN

PHAM MINH HUONG