



Ho Chi Minh City, April 25, 2016

Ref No.: 01/2016/NQ-DHDCD

**RESOLUTION**  
OF THE GENERAL SHAREHOLDERS' MEETING OF  
SAIGON SECURITIES INC.

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**THE GENERAL SHAREHOLDERS' MEETING OF**  
SAIGON SECURITIES INC.

**Pursuant to:**

- *The Charter of Saigon Securities Inc.;*
- *The Minutes of the Annual General Shareholders' Meeting dated April 25, 2016.*

**RESOLVED THAT:**

**Article 1:** To approve the 2015 Financial Statement audited by the Ernst & Young Vietnam Limited Company, the 2015 Business Result Report and the 2016 Business Plan with the following specific figures:

No.	Items	Unit (VND)	Figures in Consolidated Financial Statement	Figures in Separate Financial Statement
1	Total assets	VND	13,397,481,403,920	13,039,886,861,812
2	Net revenues from business operations	VND	1,332,878,376,539	1,497,302,227,017
3	Profit before tax	VND	1,064,136,802,562	1,199,503,656,627
4	Profit after tax	VND	850,199,242,630	966,621,815,837
5	Profit after tax attributable to equity holders of the parent company	VND	851,905,717,887	-

The 2016 Business Plan:

- Revenue: VND 1,430 billion.
- Profit in the consolidated financial statement (before tax): VND 950 billion.

To approve the 2015 operating report of the Board of Directors and the Supervisory Board.

**Article 2:** To approve the 2015 Profit Distribution Plan based upon the report and proposal of the Board of Directors. Details as follows:

2015 Business Result Report (audited consolidated financial statement):

- 2015 Profit after tax VND 851,905,717,887

The Profit Distribution Plan shall be as follows:

- Profit after tax in 2015 VND 851,905,717,887  
 - Total Profit Distribution VND 624,887,656,041

*In which:*

+ Additional chartered capital reserve (5% of Profit after tax) VND 42,595,285,894  
 + Additional compulsory reserve (5% of Profit after tax) VND 42,595,285,894  
 + Charity fund (2% of Profit after tax) VND 17,038,114,358  
 + Welfare fund (2% of Profit after tax) VND 17,038,114,358  
 + Bonus fund (3% of Profit after tax) VND 25,557,171,537  
 + 2015 Dividend by cash (10% par value) VND 480,063,684,000  
 + 2015 actual remuneration of the Board of Directors and the Supervisory Board VND 200,000,000

**Article 3:** To approve the Board of Directors' proposal on selecting Ernst & Young Vietnam Limited, KPMG Vietnam Limited, Auditing and Consulting Co., Ltd. (A&C), or PricewaterhouseCoopers Vietnam (PwC) as an independent auditor to audit the 2016 Financial Statements of the Company. To authorize the Board of Directors to select one among those mentioned auditors.

**Article 4:** To approve the remuneration for six (6) members of the Board of Directors and three (3) members of the Supervisory Board for the fiscal year of 2016 not exceeding VND 3 billion. To authorize the Board of Directors to allocate remuneration for each member of the Board of Directors and the Supervisory Board.

**Article 5:** To appoint Mr. Nguyen Van Khai to be a member of the Supervisory Board with his tenure of 5 (five) years commencing from April 25, 2016.

**Article 6:** To approve the Chairman of the Board of Directors also holds the position of Chief Executive Officer until further decision of replacement issued by the General Shareholders' Meeting (GSM).

**Article 7:** To approve the employees stock option plan as follows:

Name of share	Saigon Securities Inc. shares
Type of share	Ordinary shares
Face value	VND 10,000
Eligible buyer	Members of the Board of Directors, Supervisory Board, key personnel of SSI

	and subsidiaries
Amount of shares	Maximum 10,000,000 (ten million) shares
Price	Par value VND 10,000/share
Timing	In 2016
Purpose	<ul style="list-style-type: none"> <li>- To mobilize employee's benefit</li> <li>- To get more working capital for the Company</li> </ul>
Transfer restrictions	These shares will be blocked 100% within the first year and the remaining 50% within the second years from the date of issuance. The Company shall buy back shares from employee who violates rules on mentioned blocked period according to the share issuance regulations issued by the Board of Directors.
Other conditions	Shares shall be registered at VSD and listed on HOSE

The General Shareholders' Meeting hereby authorizes the Board of Directors:

- To amend the Charter whichever articles and contents related to charter capital and implement necessary procedures to increase the chartered capital according to the result of share issuance;
- To promulgate detailed guidelines to this plan;
- To decide on time and schedule for shares issuance;
- To decide on the list of qualified employees for this plan;
- The Board of Directors may re-authorize the Chief Executive Officer to perform one or some of the above mentioned tasks.

**Article 8:** To approve the whole new Charter of the Company which is supplemented and amended in accordance with the Law on Enterprise 2014 and the model charter of securities companies attached to the Circular No. 07/2016/TT-BTC dated January 18, 2016 of the Ministry of Finance.

**Article 9:** To approve the issuance of covered warrant and trading in derivatives. Authorize to the Board of Directors to decide timing and complete all necessary procedures to carry out above mentioned operations, including amending and supplementing the Charter on allowed operations if so required by the competent authority.

**Article 10:** This Resolution shall take effect on the issued date. The Board of Directors and the Chief Executive Officer are responsible to implement this Resolution.

**For and on behalf of the General Shareholders' Meeting**

**Chairman of the Board of Directors**

*(signed and sealed)*

**Nguyen Duy Hung**