

**THE MINUTES OF
2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
SAIGON SECURITIES INC.**

A. TIMING, VENUE

- Timing: on Friday, April 21, 2017 at 13:30
- Venue: The Meeting Hall of Unification Palace, No. 135 Nam Ky Khoi Nghia Street, District 1, Hochiminh City, Vietnam

B. ATTENDEES

1. Shareholders named in the list as provided by Vietnam Securities Depository ("VSD") as of the record date March 20, 2017
2. Members of the Board of Directors ("BOD"):
 - i. Mr. Nguyen Duy Hung – Chairman of the BOD;
 - ii. Mr. Nguyen Hong Nam;
 - iii. Mr. Ngo Van Diem;
 - iv. Mr. Bui Quang Nghiem;
 - v. Mr. Nguyen Duy Khanh;
 - vi. Mr. Hironori Oka.
3. Members of the Supervisory Board ("SB"):
 - i. Mr. Nguyen Van Khai - Head of the SB;
 - ii. Mr. Dang Phong Luu;
4. Representatives of the auditing firm Ernst & Young Vietnam Limited:
 - i. Mr. Nguyen Xuan Dai – Deputy CEO, Auditor.
 - ii. Ms. Tran Mai Thao – Senior Auditor.
5. Media and press reporters.

C. SHAREHOLDER'S VERIFICATION REPORT

Mr. Nguyen Kim Long, Director of Legal & Internal Control, read the shareholder verification minutes as made at **14:00** on April 21, 2017.

1. Shareholder verification board includes:
 - Mr. Nguyen Van Khai – Head of the board;
 - Mr. Tran Quoc Phong – Member;
 - Mr. Vu Hung – Member.

2. Verification results:
 - The Company's total shareholders: **18,119** shareholders, holding **489,845,250** shares accounting for **100%** of the voting shares of the Company (excluding **218,434** treasury shares against **490,063,684** issued shares)
 - Total shareholders attending the Meeting: **534** shareholders, holding **302,069,988** voting shares of the Company accounting for **61.67%** of total voting shares, in which:
 - + Number of direct attending shareholders: **75** shareholders;
 - + Number of shareholders under proxy: **430** shareholders.

The Meeting satisfied conditions to proceed in accordance with laws and the Company's Charter.

D. OPENING CEREMONY

I. Introducing Meeting's Chairman and Secretary

1. Chairman: Mr. Nguyen Duy Hung – Chairman of the BOD
2. Secretary: Mr. Le Danh Thu and Ms. Le Thi Phuong Thao – Staff

II. Introducing Meeting agenda

1. Mr. Nguyen Duy Hung addressed an introductory speech for opening the Annual General Meeting of Shareholders ("**AGM**" or "**Meeting**") and announced the Meeting agenda including the following issues:
 - i. Report on the Company's business results for the year 2016; the 2016 audited financial statements;
 - ii. Business plan for the year 2017;
 - iii. Reports on operation / activities of the Board of Directors and the Supervisory Board in 2016;
 - iv. Profit distribution for the year 2016;
 - v. Remuneration for the BOD and the Supervisory Board for the year 2017;
 - vi. Selection of auditing firm for the financial year 2017;
 - vii. Approval on the plurality of Chairman cum CEO for the year 2017;
 - viii. Approval on the Employee Stock Ownership Plan (ESOP);
 - ix. Election of one (1) member of the BOD and one (1) member of the SB.

The Meeting voted on approval of the agenda by raising hands: Agreement ratio attained 100%

2. The Chairman nominated the Board of Scrutineers to conduct examination and counting votes for voting results and election results:
 - Mr. Nguyen Van Khai: Head of the SB - Head of the Board;
 - Mr. Tran Quoc Phong: Staff – Member;
 - Mr. Vu Hung: Staff – Member.

The Meeting voted on approval of the Board of Scrutineers by raising hands: Agreement ratio attained 100%

E. MEETING PROGRESS

I. Meeting Contents

1. Reports on the Company's business results for the year 2016, business plan for the year 2017 and reports on activities of the Board of Directors and the Supervisory Board:

- (i) Mr. Nguyen Hong Nam, Deputy CEO, presented:
- Reports on the Company's business results in 2016;
 - Business plan for the year 2017:
 - Revenue (consolidated): VND 2,108 billion
 - Profit before tax (consolidated): VND 1,058 billion
- (ii) Mr. Ngo Van Diem – Member of the Board of Directors, addressed reports on activities of the Board of Directors in 2016.
- (iii) Mr. Nguyen Van Khai - Head of the Supervisory Board, addressed reports on activities of the Supervisory Board in 2016.

2. The 2016 audited financial statements, 2016 profit distribution reports

Mr. Nguyen Kim Long, Director of Legal & Internal Control, presented:

- (i) The 2016 financial statements audited by Ernst & Young Vietnam Co., Limited have been disclosed as required by laws and regulations and posted on the Company's website at (www.ssi.com.vn). Key items include:

Key items	Consolidated financial statements Unit: VND	Separate financial statements Unit: VND
Total assets	13,227,969,251,704	12,901,971,536,538
Net revenues	2,311,968,320,548	2,254,152,268,179
Profits before tax	1,056,825,860,115	973,162,381,758
Profits after tax	874,996,679,903	805,040,693,249
Profit after tax attributable to the parent company's shareholders	877,035,858,056	

- (ii) Profits distribution for the year 2016 and funds allocation in 2016 (Unit: VND):

- Profit after tax	877,035,858,056
- Total proposed distributable profit	639,159,779,870
In which:	
+ Additional chartered capital reserves (5% of profits after tax)	43,851,792,903
+ Additional compulsory reserves (5% of profits after tax)	43,851,792,903
+ Charity funds (2% of profits after tax)	17,540,717,161
+ Welfare funds (2% of profits after tax)	17,540,717,161
+ Bonus funds (3% of profits after tax)	26,311,075,742
+ Dividends 2016 in cash (10% par value)	490,063,684,000

+ Actual remuneration of the Board of Directors and the Supervisory Board in 2016	500,000,000
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3. Remuneration for the BOD and the SB for the year 2017

Mr. Nguyen Kim Long, Director of Legal & Internal Control, presented the submission, requesting the Meeting to consider and approve:

- (i) Remuneration for six (6) members of the BOD and three (3) members of the SB not exceeding VND 3 billion for the fiscal year 2017; and
- (ii) Authorisation for the BOD at its discretion to allocate remuneration to members of the BOD and the SB.

4. Selecting auditing firm for the financial year 2017

Mr. Nguyen Kim Long, Director of Legal & Internal Control, presented the submission, requesting the Meeting to consider and approve:

- (i) List of three (3) auditing companies for the fiscal year 2017 consist of: Ernst & Young Vietnam Co., Ltd (E&Y); KPMG Vietnam Co., Ltd.; PricewaterhouseCoopers Vietnam (PwC); and
- (ii) Authorisation for the BOD at its discretion to select one (1) of three (3) auditing companies as mentioned above.

5. Approval on the plurality of Chairman and CEO for the year 2017

Mr. Nguyen Kim Long, Director of Legal & Internal Control, presented the submission, requesting the Meeting to approve the plural role of Mr. Nguyen Duy Hung as BOD Chairman and CEO for the year 2017 until otherwise decided by the Meeting.

6. Approval on issuance of ESOP in 2017

Mr. Nguyen Kim Long, Director of Legal & Internal Control, submitted the Employee Stock Ownership Plan (ESOP) to the Meeting ("ESOP Issuance").

- (i) ESOP Issuance plan is as follows:

Name of share	Saigon Securities Inc. shares (SSI)
Type of share	Ordinary shares
Par value	VND 10,000 per share
Eligible buyers	Members of the BOD, SB, key personnel of SSI, subsidiaries and associate companies
Amount of shares	Maximum 10,000,000 (ten million) shares
Price	Par value (i.e. VND 10,000/share)
Schedule	In 2017
Purpose	- To mobilise employees' benefits in association with the Company - To supplement working capital for the Company
Transfer Restriction	Only 50% are freely transferrable after 02 years and the remaining 50% are freely transferrable after 03 years from the date of issuance. The Company buys back shares from employee who violates this rule according to the decision of the BOD
Other conditions	Shares shall be registered at VSD and listed on HOSE

- (ii) The AGM hereby authorizes the Board of Directors:
- To amend the Charter and implement necessary procedures to increase the chartered capital according to the issued shares;
 - To give detailed guidelines to this plan;
 - To decide on detailed schedule / timing;
 - To decide on the list of eligible employees for this plan;
 - The BOD may re-authorize the CEO to be in charge of one or some of the above mentioned tasks.

7. Election of 1 (one) member of the BOD and 1 (one) member of the SB

Mr. Nguyen Kim Long, Director of Legal and Internal Control, presented the submission to the AGM for approval of:

- (i) Election of 1 (one) member of the Board of Directors and 1 (one) member of the Supervisory Board;
- (ii) Candidate nominated as member of the BOD: Mr. Ngo Van Diem
- (iii) Candidate nominated as member of the SB: Ms. Ho Thi Huong Tra
- (iv) Particulars about nominated candidates for the BOD and the SB as mentioned above were sent to the attending shareholders.
- (v) The elected members will have five (5)- year term from the election date.

II. Q&A session:

Shareholders did not raise any questions, inquiries or opinions during the discussion session.

The Chairman welcomed any inquiries, questions or feedbacks from shareholders after the AGM, and promised such, if any, would be addressed fully by the Company.

The Chairman requested the Board of Scrutineers to conduct voting and election procedures.

III. Vote on the discussed issues and in the election

The the Board of Scrutineers provided instructions and guidance on voting and election regulations.

At **16:00** on April 21, 2017 when the voting and election is conducted, total attending shareholders of the Meeting include **576** shareholders, holding **303,256,219** voting shares accounting for **61.91%** % total voting shares, in which:

- + Number of directly attending shareholders: **146** shareholders
- + Number of shareholders under proxy: **430** shareholders

Shareholders carried out voting and election.

IV. BREAK

V. VOTING RESULTS AND ELECTION RESULTS

At the end of the break, the Chairman invited shareholders back to the meeting hall to continue the Meeting.

The Chairman invited the Board of Scrutineers to announce the voting results and the election results.

1. **Results on election of the Board of Directors' member who will have five (5)-year term from April 21, 2017**

No.	Full name	Total votes	Voting ratio (%)
1	Mr. Ngo Van Diem	238,193,674	78.55

2. **Results on election of the Supervisory Board's member who will have five (5)-year term from April 21, 2017**

No.	Full name	Total votes	Voting ratio (%)
1	Ms. Ho Thi Huong Tra	238,340,854	78.59

3. **Voting results for approval of the discussed issues:**

No.	Contents	Total Shares and Voting Ratio		
		Agree (%, shares)	Disagree (%, shares)	No Opinion (%, shares)
1	To approve the Company's business results for the year 2016, and the business plan for the year 2017	99.93	0.02	0.05
		303,039,742	67,000	149,477
2	To approve the 2016 audited financial statements	99.97	0.00	0.03
		303,172,282	0	83,937
3	To approve the 2016 operation reports of the Board of Directors and the Supervisory Board	99.98	0.00	0.02
		303,181,681	0	74,538
4	To approve the 2016 profit distribution	99.97	0.02	0.01
		303,156,744	56,312	43,163
5	To approve the remuneration for members of the Board of Directors and members of the Supervisory Board for the fiscal year of 2017	99.98	0.00	0.02
		303,199,239	132	56,848
6	To select auditing company for the financial year 2017	99.99	0.00	0.01
		303,215,462	0	40,757
7	To approve the plurality of Chairman cum CEO for the year 2017	81.67	18.31	0.02
		247,691,049	55,518,359	46,811
8	To approve issuance of the Employee Stock Ownership Plan (ESOP) (exclusive of 95,548,048 shares of relevant parties as BOD members, SB members, the Board of Management and the Company's employees)	94.90	5.05	0.05
		197,112,049	10,485,755	110,367

F. APPROVING MEETING MINUTES AND RESOLUTIONS

- Mr. Nguyen Kim Long read drafts for Meeting Minutes and Resolutions of the AGM.
- Shareholders did not have any inquiries or requests to amend or supplement the presented drafts for Meeting Minutes and Resolutions of the AGM.
- The AGM voted for approval of the substance of the Meeting Minutes and Resolutions by raising hands with full agreement of 100%, disagreement 0%, other opinions 0%.
- The Chairman expressed sincere thanks to all shareholders who have accompanied the Company and declared the closing the AGM.

The Meeting ends at **16:30** on the same day.

SECRETARIES



Le Danh Thu - Le Thi Phuong Thao



NGUYEN DUY HUNG

