



Ho Chi Minh City, April 21, 2017

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DRAFT

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

(This draft is made based on the proposed agenda of the General Meeting of Shareholders (GMS) and submissions for the issues to be discussed in the GMS. The official Resolution will be subject to the voting's results in the GMS)

THE GENERAL MEETING OF SHAREHOLDERS OF
SAIGON SECURITIES INC.

Pursuant to:

- The Charter of Saigon Securities Inc.;
- The Minutes of Annual General Meeting of Shareholders dated April 21, 2017;

RESOLVED THAT:

Article 1: To approve the 2016 Financial Statements audited by the Ernst & Young Vietnam Limited, the 2016 Business Results Report and the 2017 Business Plan with the key items as follows:

No.	Items	Unit (VND)	Consolidated Financial Statements	Separate Financial Statements
1	Total Assets	VND	13,227,969,251,704	12,901,971,536,538
2	Net revenues from business operations	VND	2,311,968,320,548	2,254,152,268,179
3	Profits before tax	VND	1,056,825,860,115	973,162,381,758
4	Profits after tax	VND	874,996,679,903	805,040,693,249
5	Profits after tax attributable to equity holders of the parent company	VND	877,035,858,056	

The 2017 Business Plan (consolidation):

- Revenues (consolidated): VND 2,108 billion.
- Profits before tax (consolidated): VND 1,058 billion.

To approve the 2016 Operation Reports of the Board of Directors and the Supervisory Board.

Article 2: To approve the 2016 Profit Distribution Plan based upon the reports and proposal of the Board of Directors, concretely as follows:

- Profits after tax in 2016	VND 877,035,858,056
- Total Distributable Profits	VND 639,159,779,870
In which:	
+ Additional chartered capital reserves (5% of profits after tax)	VND 43,851,792,903
+ Additional compulsory reserves (5% of profits after tax)	VND 43,851,792,903
+ Charity funds (2% of profits after tax)	VND 17,540,717,161
+ Welfare funds (2% of profits after tax)	VND 17,540,717,161
+ Bonus funds (3% of profits after tax)	VND 26,311,075,742
+ Dividends 2016 in cash (10% par value)	VND 490,063,684,000
+ Actual remuneration of the Board of Directors and the Supervisory Board in 2016	VND 500,000,000

Article 3: To approve the Board of Directors' proposal on selecting Ernst & Young Vietnam Limited, KPMG Vietnam Limited, or PricewaterhouseCoopers Vietnam as an independent auditor to audit the 2017 Financial Statements of the Company. To authorize the Board of Directors to select one among those mentioned auditors.

Article 4: To approve remuneration for six (6) members of the Board of Directors and three (3) members of the Supervisory Board for the fiscal year of 2017 not exceeding VND3 billion. To authorize the Board of Directors to determine remuneration allocation for each member of the Board of Directors and the Supervisory Board.

Article 5: To approve the share issuance plan under the Employee Stock Ownership Plan (ESOP) as follows:

Name of share	Saigon Securities Inc. shares
Type of share	Ordinary shares
Par value	VND 10,000 per share
Eligible buyers	Members of the Board of Directors, Supervisory Board, 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)
Timing	In 2017
Purpose	<ul style="list-style-type: none"> - 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 buy 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

The General Meeting of Shareholders 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 timing;
- To decide on the list of qualified employees for this plan;
- The BoD may re-authorize the CEO to be in charge of one or some of the above mentioned tasks.

Article 6: To appoint Mr./Ms. [] to be a member of the Board of Directors with his/her tenure of five (5) years as of April 21, 2017, and appoint Mr./Ms. [] to be a member of the Supervisory Board with the his/her tenure of five (5) years as of April 21, 2017.

Article 7: To approve that the Chairman of the Board of Directors will concurrently hold the position as of Chief Executive Officer until otherwise decided by the General Meeting of Shareholders.

Article 8: This Resolution shall take effect on the issued date. The General Meeting of Shareholders authorizes the Board of Directors and the Chief Executive Officer to implement this Resolution.

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

Chairman of the Board of Directors

Nguyen Duy Hung