

RESOLUTION
OF THE GENERAL SHAREHOLDERS MEETING OF
VIET CAPITAL SECURITIES JOINT STOCK COMPANY
(CONDUCTING POLL IN WRITING)

Re: Issuance and listing of covered warrants

- Pursuant to Enterprise Law No. 68/2014/QH13 dated 26/11/2014;
- Pursuant to Securities Law No. 70/2006/QH11 dated 29/06/2006; Law No. 62/2010/QH12 dated 24/11/2010 on amendment, supplement of a number of articles of Securities Law;
- Based on Establishment and Operation License No. 68/UBCK-GP issued by the Chairman of State Securities Commission of Vietnam on 06/11/2007;
- Based on the Company Charter of Viet Capital Securities Joint Stock Company (VCSC);
- Pursuant to the Resolution of the General Shareholders Meeting of VCSC (conducting poll in writing) No. 02/2017/NQ-ĐHĐCĐ.VCSC dated September 12, 2017;
- Pursuant to the Resolution of the Board of Directors of VCSC No. 16/2018/NQ-HĐQT.VCSC dated June 22, 2018
- Based on Minutes of Counting Shareholders' Polls dated August 08, 2018;

RESOLUTION

Article 1: The approval of issuance and listing of covered warrants plan, details as follows:

- 1.1. Approval for VCSC to offer, issue, list, trade, hypothecate and liquidate covered warrants in several tranches in accordance with the Law when SSC approves, including the following transactions:
 - Issuance, offering, listing and trading of warrants
 - Creation of a market for warrants
 - Trading for the purpose of hedging the risk of warrants
 - Warrants brokerage and investment advisory
 - Trading for the purpose of liquidating and transferring the warrants as per client and regulatory requirements
- 1.2. Continuation of implementation of other related tasks mentioned and approved by GSM adopted in the form of written opinions No. 02/2017/NQ-ĐHĐCĐ.VCSC dated 12/09/2017, including:

1.2.1. Article 1, Item 1.2 – Approval of the regulations on the rights and obligations of the owner of warrants:

- The right to be paid in cash or the transfer of underlying securities in accordance with the conditions and methodologies announced by VCSC in the prospectus of each offering tranche
- The right to be paid in cash when the warrants are canceled for listing in accordance with the Law
- The right to transfer, donate, inherit, use as collateral or borrow in civil relations according to the current Law provisions
- The right of priority payment if VCSC is dissolved or declared bankrupt in accordance with the Law
- Other rights as permitted by Law from time to time

1.2.2. Article 1, Item 1.3 – Approval of proportion of warrants to be offered compared with the value of available capital of VCSC:

Approval of the limit for all warrant offering tranches with a maximum level according to the law and in accordance with the financial conditions of VCSC and in accordance with the regulations of the State Securities Commission.

1.2.3. Article 1, Item 1.4 - Approval of the payment guarantee and VCSC's obligations for investors who own warrants in case VCSC loses its solvency, or enters a consolidation, merger, dissolution or bankruptcy process, specifically as follows:

- In a case where VCSC loses its solvency, the following financial sources will perform the obligations of VCSC to investors:
 - o Hedging assets for warrants which are available on principal investment accounts
 - o Guarantee payment asset which has been deposited by VCSC at banks for warrant offerings (if any)
 - o Bank guarantee payment (if any)
- In cases where the above-mentioned financial sources are not enough for payment, the settlement for the rights of investors shall comply with the law on the priority and payment order of creditors.
- In cases where VCSC is dissolved or bankrupt: the law on dissolution and bankruptcy in the payment of debts to secured creditors shall apply, and priority shall be given in the order of payment
- In cases where VCSC goes into a consolidation or merger process, the current provisions of the current Law on Enterprise with the rights of investors shall apply

1.2.4. Article 2 - Adjustment and supplement to the Business Charter of the Company, including the content of the Company's business objectives related to the issuance and listing of covered warrants

Article 2: Authorizing the Board of Directors to offer the issuance and listing of covered warrants, specifically as follows:

- Authorize the BOD to decide on the timing of the issuance of covered warrants;
- Authorize the BOD to execute detailed plans for each covered warrant offering tranche, including, but not limited to, the right to make decisions on the underlying securities, the methodology of the covered warrants, the value of each covered warrants offering, the number of warrants to be offered for each tranche, the exercise price (performance index) of each offering, the term of covered warrants in each issuance, the expected listing date of each offering, and other relevant information
- Authorize the BOD to carry out the necessary procedures required by law for the issuance and listing of covered warrants on the Stock Exchanges
- Authorize the BOD to decide adjustment of the issues related to the content presented in above Article 1 based on the actual situation and instruction of State authorities

Article 3: This Resolution takes effect from the date of its signing and is made in 5 original copies with equal validity archived in VCSC head office, and submitted to State Securities Commission of Vietnam. Related departments of the Company are responsible to execute this Resolution.

**FOR AND ON BEHALF OF THE SHAREHOLDERS
(Signed)**

**NGUYEN THANH PHUONG
CHAIRPERSON OF THE BOARD OF DIRECTORS**