



TP. Hồ Chí Minh, ngày 11 tháng 01 năm 2022
Ho Chi Minh City, January 11, 2022

Số/Ref: 74/2022/CV-SSIHO

V/v: Công bố Nghị quyết ĐHĐCĐ, Biên bản kiểm phiếu lấy ý kiến cổ đông bằng văn bản và Quy chế hoạt động của HĐQT

Re: Disclosing GMS Resolution and Minutes collecting opinion of shareholders in written and Regulation on operation of BOD

**CÔNG BỐ THÔNG TIN
TRÊN CÔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY
BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ SỞ
GDCK**

**DISCLOSURE OF INFORMATION
ON THE STATE SECURITIES COMMISSION'S
PORTAL AND STOCK EXCHANGE
PORTALS**

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*
- Sở Giao dịch Chứng khoán TP. Hồ Chí Minh/ *Hochiminh Stock Exchange*
- Sở Giao dịch Chứng khoán Hà Nội/ *Hanoi Stock Exchange*



Công ty: **CÔNG TY CỔ PHẦN CHỨNG KHOÁN SSI**
Organization name: **SSI SECURITIES CORPORATION**
Mã chứng khoán: SSI
Securities Symbol: SSI
Địa chỉ trụ sở chính: 72 Nguyễn Huệ, P. Bến Nghé, Quận 1, TP. Hồ Chí Minh
Address: 72 Nguyen Hue, Ben Nghe Ward, District 1, HCMC
Điện thoại/Telephone: 028-38242897
Fax: 028-38242997
Người thực hiện công bố thông tin: Nguyễn Hồng Nam
Spokesman: Nguyen Hong Nam
Chức vụ: Tổng Giám đốc
Position: Chief Executive Officer

Loại thông tin công bố 24 giờ bất thường theo yêu cầu định kỳ

Information disclosure type 24 hours irregular on demand periodic

Nội dung thông tin công bố/ *Content of information disclosure:*

1. Biên bản kiểm phiếu lấy ý kiến cổ đông bằng văn bản và Nghị quyết số 01/2022/NQ-ĐHĐCĐ ngày 10/01/2022 của Đại hội đồng cổ đông của Công ty Cổ phần Chứng khoán SSI về việc:
 - Chào bán thêm cổ phiếu cho cổ đông hiện hữu theo phương thức thực hiện quyền mua để tăng vốn điều lệ nhằm đáp ứng nhu cầu hoạt động của Công ty; và
 - Thông qua Quy chế hoạt động của Hội đồng quản trị theo các quy định của pháp luật về quản trị công ty.

The Minutes collecting opinion in written and Resolution No.01/2022/NQ-ĐHĐCĐ dated January 10, 2022 of SSI General Meeting of Shareholders on the following contents:

- Additional shares offering to the existing shareholders with the subscription execution for capital injection with the aim of adapting the financial demand of the Company; and
 - Approval of the Regulation on operation of the Board of Directors in compliance with the applicable laws on corporate governance.
2. Quy chế hoạt động của Hội đồng quản trị ngày 10/01/2022.
Regulation on operation of the Board of Directors dated January 10, 2022.

Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 11/01/2022 tại đường dẫn www.ssi.com.vn.

This information was posted on SSI website on January 11, 2022 at this link www.ssi.com.vn.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

We hereby declare to be responsible for the accuracy and completeness of the above information.

Đại diện tổ chức
Organization representative
Người được ủy quyền công bố thông tin
Party authorized to disclose information



Nguyễn Hồng Nam
Tổng Giám đốc
Chief Executive Officer



VOTE COUNTING RECORD

COLLECTING OPINION SHAREHOLDERS IN WRITTEN ON JANUARY 10, 2022

Today, at 14:00 on January 10, 2022, at the Headquarter of SSI Securities Corporation, we are:

- Mr. Nguyen Duy Hung – Chairman of the Board of Directors – Legal Representative
- Mr. Tran Quan Khai – Shareholder of the Company - Supervising the vote counting
- Ms. Pham Thi Thuy – Staff of the Company – Verifying and undertaking the count the votes
- Mr. Do Khac Chinh - Staff of the Company - Verifying and undertaking the count the votes

To undertake the count the votes for collecting absentee voting of shareholders according to the list of shareholders dated December 09, 2021, the details as below:

- Name of the Company: SSI Securities Corporation
- Head office: 72 Nguyen Hue St., Ben Nghe Ward, District 1, Ho Chi Minh City.
- Business Registration Certificate No. 056679 dated December 30, 1999 issued by the Department of Planning and Investment of Ho Chi Minh City.
- License on Securities Operation No. 03/GPHĐKD dated April 5, 2000 issued by the Chairman of State Securities Commission and as amended by the latest License No. 105/GPĐC-UBCK dated November 23, 2021.
- Purpose of collecting opinion of shareholders: Adopting GMS resolutions on the additional shares offering to the existing shareholders with the subscription execution for capital injection with the aim of adapting the financial demand of the Company and approval of the Regulation on operation of the Board of Directors in compliance with the applicable laws on corporate governance.
- Agenda for collecting opinion of shareholders: Approval of the additional shares offering to the existing shareholders with the subscription execution for capital injection and the Regulation on operation of the Board of Directors attached to Submission and Draft Resolution of General Meeting of Shareholders.

Details of content are voted according to the content of the Submission and Draft Resolution of General Meeting of Shareholders attached to Letter of collecting opinion of shareholder dated December 16, 2021.

RESULTS OF VOTING

1. Number of outgoing votes: **77,751** votes, corresponding to the number of shareholders holding **982,347,265** shares (excluding 2,402,757 non-voting treasury shares) which is equivalent to **100%** of the total number of floating voting shares of the company.
2. Number of votes received: **1,465** votes, corresponding to the number of shareholders holding **521,668,014** shares which is equivalent to **53.104%** of total floating voting shares of the company.

In which:

- **1,460** valid votes corresponding to the number of shareholders holding **521,566,630** shares, which is equivalent to **53.094%**
- **5** invalid votes corresponding to the number of shareholders holding **101,384** shares, which is equivalent to **0.010%**.



3. The voting results are valid for each item as below:

No.	Voting Issues	Agree	Disagree	No opinion
1	Approval of the additional shares offering to the existing shareholders with the subscription execution for capital injection	53.035% 520,990,282	0.034% 334,249	0.025% 242,099
2	Approval of the Regulation on operation of the Board of Directors	52.972% 520,368,362	0.032% 313,148	0.090% 885,120

4. The Voting results are below:

1. Approval on the additional shares offering to the existing shareholders with the subscription execution for capital injection.
2. Approval of the Regulation on operation of the Board of Directors.

The record ends at 15:00 on the same day.

Chairman of the Board of Directors
Legal Representative



Nguyen Duy Hung

Vote Counting Supervisor

Tran Quan Khai

Vote Counter

Do Khắc Chính

Vote Counter

Phạm Thị Thuý



SUBMISSION FOR THE APPROVAL ON ADDITIONAL SHARES OFFERING FOR EXISTING SHAREHOLDERS

The Board of Directors of SSI Securities Corporation hereby proposes to the General Meeting of Shareholders for approval on plan on additional shares offering for capital injection with the following issues:

1. Report the progress in shares offering

The Board of Directors reports the implementation progress in the plan on capital injection under Article 7 stipulated in Resolution of Annual General Meeting of Shareholders No. 01/2021/NQ-ĐHĐCĐ dated May 22, 2021 as below:

Contents of Issuance	Estimated quantity of issued shares	Actual quantity of issued shares	Completion date	Notes
Shares issuance for capital injection from the owner equity with ratio 6:2	219,101,701	218,292,538 (Due to no arising subscription rights from treasury shares and shares rounding)	09/9/2021	Accumulated charter capital is VND 8,755,976,420,000
Additional shares offering for existing shareholders with the offering price is VND 10,000/shares and ratio 6:1	109,550,851	109,152,380 (Due to no arising subscription rights from treasury shares and shares rounding)	21/10/2021	Accumulated charter capital is VND 9,847,500,220,000 Capital resource mobilized from offering for existing shareholders is VND 1,111,796,556,685 which disbursed to investment and margin loan business.
Shares issuance under the Employee Stock Ownership Plan	10,000,000	-	Implementing	Expected charter capital is VND 9,947,500,220,000
Private offering with the offering price not lower than the closed price of 10 consecutive sessions before the date of the Board approves the detailed issuance plan	104,042,344	-	Not implemented yet	Expected to implement after completing the plan on offering for the existing shareholders as below.

2. The necessity of the capital mobilization

The Vietnam securities market has significant growth since the early of 2021 with both of scale, liquidity and number of investors. Until October 2021, VN Indexes increased by 33.4%, the market liquidity spiked with the daily trading volume around VND 18,800 billion, which more than 2.6 times of the last period in 2020. There is a sharp rise in the number of investors in securities market. According to Vietnam Securities Depository's information disclosure, there are nearly 1.09 million new accounts accumulated until October 2021, which around 3 times of total opened accounts in 2020 and more than the total quantity of a four-year period between 2017 and 2020 with 1.03 million new accounts only. The Vietnam securities market has 3.86 million trading accounts as of October 2021. The margin outstanding of 60 securities companies has reached VND 154,000 billion in the end of 3rd Quarter, 2021, which gained the historical record within 21 years in Vietnam securities market.

Moreover, the new trading system of Hochiminh Stock Exchange (called KRX system) is expected to launch officially since 2022, which creating the opportunities for new products implementation, such as selling the awaiting securities, trading with T0 or model of central counterparty (CCP). This is aiming for supporting investors in deposit the small amount from 10-20%, replace for 100% as current to purchase securities, which has advantages to investors' financial leverage in such transaction.

The securities companies are required to enhance the financial capacity to adapt the capital resource's demand for investors' transaction and serve for launching the new products in 2022 and the following years.

Therefore, the Board of Directors kindly proposes the General Meeting of Shareholders to consider the Plan on additional offering for existing shareholders with the ratio 2:1 for capital injection, equivalent to expected quantity of issued shares is 497,375,011 shares with the issuing price VND 15,000/share. Total collected amount from the offering is estimated VND 7,460,625,165,000, which shall be used for the supplement of business resource, margin loan, offering the financial products and improvements on underwriting capacity.

The detailed plan on issuance shall be described on the following Item 3. After completing such offering for existing shareholders, the Company shall implement the private offering of 104,042,344 shares under the Article 7 Resolution No. 01/2021/NQ-ĐHĐCĐ dated May 22nd, 2021.

3. The Plan on additional shares offering for the existing shareholders with the subscription execution

1.	Name of share	SSI Securities Corporation shares
2.	Type of share	Ordinary shares
3.	Par value	VND 10,000/share
4.	Estimated charter capital before offering (included 10,000,000 shares issued under the Employee Stock Ownership Plan to comply with Resolution No. 01/2021/NQ-ĐHĐCĐ dated May 22, 2021)	VND 9,947,500,220,000
5.	Estimated quantity of shares before offering	994,750,022 shares
6.	Expected quantity of offered shares	Maximum 497,375,011 shares The quantity of offered shares for the existing shareholders based on the offering ratio of the outstanding shares and method of rounding down
7.	Total value of such offering on par value	Maximum VND 4,973,750,110,000
8.	The offering price	VND 15,000/share
9.	Total expected quantity of share after offering	1,492,125,033 shares
10.	Estimated charter capital after offering	VND 14,921,250,330,000
11.	Ratio of rights execution	2:1 (on the date of finalized shareholders list for right execution, shareholder owns 01 purchasing right per 01 share, shareholder owns 02 purchasing rights enable to buy 01 new issued share)
12.	Method of offering	Offering for the existing shareholders with the subscription rights
13.	Potential purchaser	All shareholders hold the Company's ordinary shares on the date of finalized shareholders list for additional offering
14.	Transfer the subscription rights	Existing shareholders as in the shareholders list on the record date for subscription execution to the additional offering, who have the rights to transfer such rights for another for once within regulated deadline

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		<p>(the transferee is not allowed to transfer for the third party). Transferor and transferee have a deal on transferred price, payment and responsible for fulfilling their obligations as stipulated regarding the transfer.</p> <p>Example: On the record date, shareholder A owns 200 shares shall have 200 subscription rights. Shareholder A can transfer such 50 rights to investor B and 150 rights to investor C. Investor B and C are not allowed to transfer such rights to the third party</p>
15.	Principle of rounding and handling the fractional shares, decimal of shares	<p>For the decimal of shares (if any) arising after execution, in order to not excess of total quantity of offered shares, the offered shares for each shareholder shall be rounded down to units. The fractional shares (if any) shall be rounded to 0 share.</p> <p>Example: On the record date, shareholder A owns 205 shares shall have 205 subscription rights. The eligible shares be bought by shareholder A will be calculated on $(205 \times 1) / 2 = 102.5$ shares. After rounded down to units, the eligible shares are 102 shares</p>
16.	Handling for undistributed shares	<p>The remaining undistributed shares for existing shareholders (including arising shares due to rounding, shareholders' non-execution, undistributed shares with the other reasons) will be offered by the Board of Directors for other investors (including the existing shareholders) with the offering price is not under the price offered for existing shareholder or the Board of Directors may end the offer.</p> <p>The General Meeting of Shareholder delegates for the Board of Directors to build up the criteria and selection on investors to buy those undistributed shares</p>
17.	Restricted to transfer	<p>Those new offered shares will not be restricted to transfer</p> <p>For the existing shareholders still in the restricted period are eligible to receive the subscription rights. Those new issued shares will not be restricted to transfer</p> <p>For the remaining undistributed shares for the existing shareholders, when offered those shares for other shareholders or investors will be restricted within 01 year since the completion date of the offered period as regulation</p>
18.	Public offering	<p>Approving for investor selected by the Board of Directors to purchase the undistributed shares for existing shareholders, who will not conduct to make procedures on public offering regulated in Law on Securities in cases purchasing leads to ownership ratio greater than its limitation as Clause 1 Article 35 of Law on Securities.</p>
19.	Minimum successful ratio	Not applicable
20.	Estimated issuance period	In 2022 or other period after getting approval from the Board of Directors
21.	Purpose of the additional offering	Enhancing to Company's financial capacity to meet the purpose of capital usage

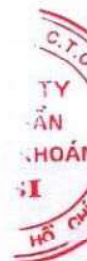
4. Evaluation of expected shares dilution after offering

During shares offering for capital injection may arise the dilution risks, including:

- (i) dilution of reference price on the ex-right date
- (ii) dilution of earnings per share (EPS)
- (iii) dilution of book value per share (BVPS)
- (iv) dilution of controlling ratio and voting rights.

The controlling ratio and voting rights of the existing shareholders shall be decreased by the equivalent ratio to ratio of shareholders who refused for execution in such offering (compared to the period before the date of finalized shareholders list for subscription execution which owned by shareholders).

Delegating the Board of Directors to consider the actual conditions at the period on implementing the offering so that determining the expected shares dilution after such offering.



5. Approval of plan on capital usage from the offering

The Company issues share for capital injection in order to additional business capital to improve the underwriting, investment and margin loan capabilities. Total collected amount from the expected shares issuance shall be used for margin loan business. In term of not use for margin loans, the capital resource will be used for bond trading, certificate of deposit to ensure its usage efficiently.

6. Approval on Registration of securities depository and listing additionally for new offered shares

After finishing the offering, the Company commits to make the procedures on additional registration depository at the Vietnam Securities Depository or Vietnam Securities Depository and Clearing Corporation and listing additionally the new issued shares at the Ho Chi Minh Stock Exchange in compliance with the applicable laws.

7. The General Meeting of Shareholders delegates for the Board of Directors:

- Implementing the shares offering, deciding and conducting the shares distribution under the Plan on shares offering;
- Deciding the detailed Plan on shares offering and/or amend, supplement and revise this Plan adapting to the actual situation of the Company or request from competent agencies so that ensuring the successful shares offering, Company's capital mobilization and comply with applicable laws and protect the benefits of Company and its shareholders;
- Deciding the quantity of expected shares to offer based on the actual quantity of outstanding shares at the implementing offering period;
- Choosing the suitable time to implement the shares offering after getting approval from the State Securities Commission;
- Handling the fractional shares, decimal of shares, the quantity of shares which shareholders refused to purchase;
- Deciding the detailed Plan on capital usage, arrange actively on capital usage, disbursement period of its resource, purpose on capital usage in necessary circumstances and adapting to the actual situation of the Company;
- Executing all necessary procedures to amend and supplement the Company Charter to record the additional charter capital from the offering result;
- Approving the capital injection and implementing the works, legal procedures to update the additional charter capital to Certificate on establishment and operation, Business Registration Certificate, which equivalently to total actual par value of shares after completing the offering;
- Implementing the necessary procedures to register additional depository at the Vietnam Securities Depository and listing additionally at Hochiminh Stock Exchange for these new offering shares in compliance with applicable laws;
- Deciding all relevant issues to shares offering, register, deposit and listing additionally for these new offering shares;
- Other authorized issues stipulated in the detailed Plan on shares offering;
- Within the above scope of authorization, the Board of Directors delegates the Chairman of the Board of Directors or Chief Executive Officer to implement some tasks among the above tasks in compliance with the applicable laws.

For the General Meeting of Shareholders' consideration and approval.

HCMC, December 16, 2021

For and on behalf of the Board of Directors

Chairman

Nguyễn Duy Hưng





**SUBMISSION ON
PROMULGATING OF THE REGULATION ON OPERATION
OF THE BOARD OF DIRECTORS**

Pursuant to:

- Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government stipulating in the detailing implementation of articles of the Law on Securities;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding articles on corporate governance applicable to public companies in the Decree No. 155/2020/ NĐ-CP of the Government stipulating in the detailing implementation of articles of the Law on Securities;
- Circular No. 121/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding activities of securities company;

Pursuant to the Article 278 and the Clause 20 Article 310 of the Decree No. 155/2020/NĐ-CP, the public company has responsibility to draft the Regulation on operation of the Board of Directors to submit for the approval of the General Meeting of Shareholders. The attached Regulation on operation of the Board of Directors is drafted on the template of the Regulation stipulated in Circular No. 116/2020/TT-BTC, and related articles of the Law on Enterprises 2020, Law on Securities 2019, Decree No. 155/2020/NĐ-CP, our Company's Charter, and Internal Regulation on corporate governance.

The Board of Directors kindly submit to the General Meeting of Shareholders on approving the following issues:

1. Approving the Regulation on operation of the Board of Directors as attachments. This Regulation shall take effect since the date of getting the approval from the General Meeting of Shareholders.
2. Assigning for the Chairman of the Board of Directors to complete the Regulation to promulgate in compliance with the applicable laws.
3. Delegating for the Board of Directors in actively amend, supplement the Regulation to comply with the applicable laws in the event of any changes and adapt the actual situation of the Company.

For the General Meeting Shareholders' consideration and approval.

HCMC, December 16, 2021

For and on behalf of the Board of Directors

Chairman


QUẬN 1 - TP. HỒ CHÍ MINH

Nguyễn Duy Hưng

**REGULATION ON OPERATION OF BOARD OF DIRECTORS
SSI SECURITIES CORPORATION
[DRAFT]**

Pursuant to the Law on Securities dated 26 November 2019;

Pursuant to the Law on Enterprises dated 17 June 2020;

Pursuant to the Decree No. 155/2020/ND-CP of the Government dated 31 December 2020 on detailing the implementation of a number of Articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC of the Minister of Finance dated 31 December 2020 on guidelines for implementation of some Articles on administration of public companies in the Government's Decree No. 155/2020/ND-CP elaborating some Articles of the Law on Securities;

Pursuant to the SSI Securities Corporation's Charter;

Pursuant to the Internal Regulation on Corporate Governance of SSI Securities Corporation;

Pursuant to the Resolution of the General Meeting of Shareholders No. [] dated/...../.....;

*The Board of Directors hereby promulgates the Regulation on operation of SSI's Board of Directors
The Regulation on operation of the Board of Directors include following contents:*

**Chapter I
GENERAL PROVISIONS**

Article 1. Governing scope and applicable entities

1. Governing scope: The Regulation on operation of the Board of Directors specify the personnel organizational structure, operating principles, rights, obligations of the Board of Directors and members of the Board of Directors to operate in accordance with the Law on Enterprises, the Company's Charter and other relevant legal regulations.

2. Subject of application: This regulation is applied to the Board of Directors and members of Board of Directors.

Article 2. Operating principles of Board of Directors

1. The Board of Directors works under the collective principles. The members of the Board of Directors take the personal responsibilities for their tasks and to the General Meeting of Shareholders and to the laws for the resolutions and decisions of the Board of Directors for the Company's development.

2. The Board of Directors assigns the Chief Executive Officer to manage and perform the resolutions and decisions of the Board of Directors.

**Chapter II
MEMBER OF BOARD OF DIRECTORS**

Article 3. Rights and obligations of the members of Board of Directors

1. Members of the Board of Directors have full rights specified by the Law on Securities, relevant laws and the Company's Charter, including the rights to be provided with information and documents on financial position, business activities of the Company and its units.

2. Members of the Board of Directors have obligations as prescribed at the Company's Charter and following obligations:

a) To fulfill their assigned tasks in an honest, discretion and best manner to ensure the best benefits of the shareholders and the Company;

b) To fully participate into the meetings of the Board of Directors and release the viewpoints on issues to be discussed;

c) To fully and timely report the Board of Directors about remunerations obtained from the subsidiaries, affiliates and other organizations;

d) To submit the Board of Directors at the latest meeting the report on transactions between the Company, subsidiaries and other companies which the Company holds the controlling rights over 50% of the charter capital with member of Board of Directors and their related persons; the transactions between the Company and company which the member of Board of Directors is the founding member or Enterprise Managers in the 03 recent years before trading date;

e) To conduct information disclosures when making the transaction on the Company's shares as prescribed by the laws.

3. The independent member of the Board of Directors must prepare the report on Board of Directors' operation assessment.

Article 4. Rights to be provided with information of BOD Members

1. The Board of Directors members may request the Chief Executive Officer and other managers of the Company to provide the information and documents on financial position, business operations of the Company and the units in the Company.

2. The manager to be required must timely, accurately and fully provide the concerned information and documents as per request of BOD members. Sequences and procedures of the information request and provision shall be specified by the Company's Charter.

Article 5. Term and number of BOD members

1. The number of members of the Board of Directors shall be at least five persons and in maximum eleven members.
2. The term of the members of the Board of Directors shall not be over five (05) years and members of the Board of Directors may be re-elected for unlimited number of terms. Each individual is only elected as independent member of the Board of a company not exceeding 02 consecutive terms.
3. In the event that all members of Board of Directors end the term, such members are assumed to be the Members of Board of Directors till the new ones are elected to replace and undertake the tasks, unless otherwise regulated by the Company's Charter.
4. The number, rights, obligations, how to organize and coordinate the operations of the independent member of Board of Directors shall be specified by the Company's Charter.

Article 6. Criteria and conditions to be member of the Board of Directors

1. Member of the Board of Directors must be qualified with the following criteria and conditions, concretely:
 - a) Not being subject to entities as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b) Having professional level, experiences in business management or experiences in the securities, finance and banking sectors and not required to be the Company's shareholders;
 - c) Not being the Chief Executive Officer, member of the Board of Directors, member of the Board of Members of another securities company; not concurrently being a member of the Board of Directors of more than 05 other companies;
 - d) Not being a former member of the Board of Directors or legal representative of a company that was bankrupt or prohibited to operate due to serious violation of the law.
2. Independent member of the Board of Directors as prescribed in point b, clause 1, Article 137 of the Law on Enterprises must be qualified with the following criteria and conditions, concretely:
 - a) Not being employee who is working for the Company, parent company or its subsidiaries; not be former employee who worked for the Company, its parent company or its subsidiaries in at least 03 last consecutive years;
 - b) Not be person enjoyed the salary and remuneration from the company, except for the required allowances to be received by the BOD member;
 - c) Not being person whom spouse, natural parents, adopted parents, natural child, adopted child, natural siblings of the Company's major shareholder; as the Manager of the Company or its subsidiaries;
 - d) Not be person who directly or indirectly owns at least 01% of total voting shares in the Company;
 - e) Not being former member of Board of Directors of the Company for at least 05 consecutive years, unless is appointed for 02 consecutive terms.
3. The independent member of the Board of Directors shall notify the Board of Directors about the ineligibility for the conditions specified in clause 2 of this Article and he is ceased to be an independent member of the Board of Directors since conditions and criteria are not fully satisfied. The notice shall be released by the Board of Directors in case that the independent member of the Board of Directors is disqualified with the conditions in the latest General Meeting of Shareholders or the Extraordinary General Meeting of Shareholders shall be convened to elect additionally or replace such independent member of the Board of Directors within 06 months since the notice is received from the related independent member of the Board of Directors.

Article 7. Chairman of Board of Directors

1. The Chairman of Board of Directors shall be elected, removed and dismissed from the Board members by the Board of Directors.
2. The Chairman of Board of Directors shall not concurrently hold the title of Chief Executive Officer.
3. The Chairman of the Board of Directors has rights and obligations as prescribed at Clause 3, Article 29 of the Company's Charter.
4. Where the Chairman of Board of Director submits a letter of resignation or he is removed, the Board of Directors must elect a substitution within 10 days since the receipt date of the letter of resignation or the Chairman is removed. In the event that the Chairman of BOD is absent or unable to perform his tasks, a written letter of authorization must be made to authorize another member to fulfill the rights and obligations of the Chairman of BOD in accordance with the principles specified herein. Where the authorized person is not found or the Chairman dies, misses or is seized or enforced with imprison sentence or administrative sanctions at the mandatory detoxication facilities, mandatory education facilities, escapes from the residing place, has restricted civil act capacity or has difficulties in recognition or mastering the behavior, or he is prohibited to undertake the title, operate or involve in a certain works, then the remaining members shall elect one of them as the Chairman of Board of Directors in accordance with the majority principles till a new decision is made by the Board of Directors.
5. The Board of Directors decides to appoint the Company Secretary as necessary. The Company Secretary has rights and obligations as prescribed at Clause 4, Article 33 of the Company's Charter.

Article 8. Removing, dismissing, replacing and supplementing members of the Board of Directors

Removing, dismissing, replacing and supplementing members of the Board of Directors shall be approved by the General Meeting of Shareholders in accordance with Article 31 of the Company's Charter.

Article 9. Method of election, removal or discharge members of the Board of Directors

1. A shareholder or group of shareholders, who for at least 10% of total ordinary shares of the Company, shall be entitled to nominate candidates to the Board of Directors. Nomination of a member of Board of Directors is carried out as follows:

a) The ordinary shareholders collecting into group to nominate a member of Board of Directors must notify the group meeting for the participants to know before opening the General Meeting of Shareholders; Number of members of candidates to be nominated is complied with Clause 2, Article 25 of the Company's Charter.

b) According to the number of members of Board of Directors, shareholders or groups of shareholders specified in this clause 2 may nominate one or some persons as resolved by the General Meeting of Shareholders to be the candidate to the Board of Directors. In the event that number of candidates nominated by shareholders or groups of shareholders is lower than that entitled to elect as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, in accordance with Clause 3, Article 25 of the Company's Charter.

2. In case the number of candidates to the Board of Directors through nomination or candidacy still does not reach the necessary number of members, the incumbent Board of Directors can nominate more candidates or organize the nomination following the Company's Charter, Internal Regulations on Corporate Governance and Regulation on operating of the Board of Directors. The incumbent Board's nomination of candidate to the Board of Directors must be clearly announced before the member of Board of Directors is voted and elected by the General Meeting of Shareholders as prescribed by the laws.

3. Voting for member of Board of Directors must be complied with the method of vote accumulation as prescribed at Clause 3, Article 21 of the Company's Charter.

4. Election, removal or discharge of members of the Board of Directors shall be approved by the General Meeting of Shareholders in accordance with the voting principles.

Article 10. Notice on election, removal or discharge of members of the Board of Directors

1. Where the candidates to the Board of Directors are identified, the candidate-related information must be disclosed at least 10 days before opening date of the General Meeting of Shareholders on the Company's website so that the shareholders may understand such candidates before voting, the candidates to the Board of Directors must have a written commitments on honesty and accuracy of disclosed personal information and task fulfillment in an honest, discretion and best manner to ensure the best benefits of the Company if they are elected as members of the Board of Directors. The announced information related to the candidate of the Board of Directors include:

a) Full name, date of birth;

b) Professional qualifications;

c) Employment history;

d) Other managerial titles (including the title of the Board of other Companies);

e) Benefits related to the Company and its related parties;

f) Other information (if any) as prescribed herein;

f) The public company must announce the information about the companies that are held by the candidates holding the member of Board of Directors, other managerial titles and benefits related to the Company of the candidate (if any).

2. Notice on results of electing, removing or discharging members of the Board of Directors is complied with the regulations on guiding the information disclosures.

Chapter III BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the Company's management authority, having absolute rights to act on behalf of the Company to decide and fulfill the rights and obligations of the company, except for rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be governed by the law, Charter, the decisions of the General Meeting of Shareholders. Particularly, the Chairman of the Board of Directors has rights and obligations as prescribed at Clause 2, Article 27 of the Company's Charter.

3. The Board of Directors approves the resolutions and decisions by voting at the meeting, taking the written consultation or other forms as prescribed by the Company's Charter. Each member of Board of Directors has one vote.

4. In the event that the resolutions and decisions approved by the Board of Directors are contrary to the regulations of the laws, the resolutions of the General Meeting of Shareholders or the Company's Charter, causing damages incurred by the company, the members who approve such resolutions and decisions must be jointly and jointly responsible for such resolutions and compensating damages incurred by the company; the members who reject the above resolutions and decisions are released from the responsibility. In this case, the Company's shareholders may request the Court to suspend or cancel the aforesaid resolutions and decisions.

Article 12. Mission and powers of the Board of Directors relating to approval and execution of the transaction contract

1. The Board of Directors accepts the contracts and transactions having value of less than 35% or transactions resulting in total transaction value within 12 months since the first transaction date, having value

of less than 35% of total asset value recorded in the latest financial statements or another proportion or value less than that as prescribed by the Charter between the Company and one of following entities:

- a) The Board of Directors members, Chief Executive Officer, other managers and their related persons;
- b) Shareholders, the authorized representatives of the shareholders holding over 10% of total ordinary shares of the Company and their affiliates;
- c) Enterprise related to the subjects specified at Clause 1 of Article 19 herein.

2. The Company's representative who signs the contract or transaction must notify the members of the Board of Directors and Audit Committee about the related subjects for such contracts and transactions, enclosed with the draft contracts or main contents of the transactions. BOD decides to approve the contracts or transactions within 15 days since the date of notice unless otherwise periods regulated by the Company's Charter; BOD members with related benefits in the contracts or transactions shall not have the voting rights.

Article 13. The BOD's obligations to convene the Extraordinary General Meetings of Shareholders

1. The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in accordance with cases specified at Clauses 3 Article 14 of the Company's Charter.

2. The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in accordance with cases specified at Clauses 4 Article 14 of the Company's Charter.

3. A person who convenes the General Meeting of Shareholders has to perform the following tasks:

- a) Prepare the list of shareholders eligible to participate into the meeting;
- b) Provide information and handle the claims related to the list of shareholders;
- c) Prepare the meeting agenda and contents;
- d) Prepare the meeting materials;
- e) Draft the resolutions of the General Meeting of Shareholders in accordance with the expected meeting contents; list and details of the candidates in case of electing members of Board of Directors and Supervisory Board;
- f) Identify the time and venue to hold the meeting;
- g) Deliver the invitation to meeting to each shareholder eligible to participate into the meeting as prescribed by the Law on Enterprises;
- h) Other tasks to serve for the meeting.

Article 14. Subcommittees of the Board of Directors

1. The Board of Directors may establish their divisions in accordance with Article 32 of the Company's Charter and Article 31 of the Internal Regulations on Corporate Governance.

2. Enforcement of the decisions approved by the Board of Directors or their divisions must be complied with the provisions of the applicable laws, the Company's Charter, and Internal Regulations on Corporate Governance.

**Chapter IV
MEETING OF BOARD OF DIRECTORS**

Article 15. Meeting of Board of Directors

The meeting of Board of Directors is complied with Article 30 of the Company's Charter.

Article 16. Minutes of Board of Directors Meeting

1. The Board of Directors Meetings must be recorded into the minutes. It may be recorded or kept and maintained in other electronic forms. The minutes must be made in Vietnamese, or further made in foreign languages and included main contents as follows:

- a) Name, business code and registered office address of the Company;
- b) Meeting time and venue;
- c) Meeting purposes, agenda and contents;
- d) Full name of each participant or authorized person and participant manner; full name of non-participants and related reasons;
- e) Issues to be discussed and voted in the meeting;
- f) Summary of viewpoints delivered by the participants in accordance with the meeting's development;
- g) The vote checking results specifying the members who do approve, not approve and no comment;
- h) The respective issues that have been ratified;
- i) Full name and signature of the chairman and person who prepares the minutes, unless the cases specified at Clause 2 of this Article.

2. In the event that the Chairman and Minutes recorder refuse to sign the meeting minutes but if other members of the Board of Directors participating into the meeting sign and complete contents are available as specified at points a, b, c, d, e, f, g and h, Clause 1 of this Article, then the Minutes shall be effective.

3. The Chairperson, person who prepares the minutes and persons who sign the minutes shall be liable for the truthfulness and accuracy of the contents in the Board of Directors' minutes of the meeting.

4. The Board of Directors meeting minutes and the meeting materials must be kept in the Company's registered office.

5. Minutes in Vietnamese and foreign language shall have the same legal validity. In case of difference in contents of Vietnamese and foreign language version, the contents in the Vietnamese version shall prevail.

CHAPTER V
REPORT, PUBLIC DISCLOSURE OF BENEFITS

Article 17. Submission of annual reports

1. At the end of the financial year, the Board of Directors shall submit the General Meeting of Shareholders the following reports:

- a) Report on the Company's business performance;
- b) Financial statements;
- c) Report on operating of Board of Directors;
- d) Report on operating of the independent members of Board of Directors in the Audit Committee.

3. Reports specified at clause 1 of this Article and auditor's report must be kept at the head office and disclosed as prescribed by the laws.

Article 18. Remuneration, bonus and other benefits of members of the Board of Directors

Remuneration, bonus and other benefits of members of the Board of Directors are specified at Article 28 of the Company's Charter.

Article 19. Disclosure of related benefits

Unless a stricter regulation is not specified herein, the disclosure of benefits and related persons of the Company is complied with following regulations:

- 1. The member of Board of Directors must declare their relevant benefits to the Company, including:
 - a) Name, business code, registered office address, business line, sector of the enterprises that contributed capital or share is owned by them; ownership percentage and its holding period such contributed capital or share;
 - b) Name, business code, registered office address, business lines and sector of the enterprise that the related person jointly or separately owns the contributed capital or shares against 10% of chartered capital.
- 2. Declaration as prescribed in clause 1 of this Article must be implemented within 07 working days since the related benefits are arisen; the Company must be notified with the amendment and supplement within 07 working days since the date of respective amendment and supplement.
- 3. BOD members on behalf of themselves or other person to fulfill the tasks in any forms whatsoever within the Company's scope of business shall explain the nature and contents of such tasks to the BOD and only implement when approval is obtained from majority of remaining BOD members; if implementation is initiated without approval of BOD, all income originated from such activities shall belong to the Company.

CHAPTER VI
RELATIONSHIP OF BOARD OF DIRECTORS

Article 20. Relationship between members of Board of Directors

1. Relation between the members of Board of Directors is the coordination relation, members of Board of Directors are responsible for communicating the relevant issues to each other during fulfillment of the assigned tasks.

2. During working process, the member who is assigned to take main responsibilities must actively coordinate and handle if there is problem related to fields covered by another member of Board of Directors. Where disagreement is found among members of Board of Directors, the mainly responsible member shall report the Chairman of the Board of Directors for consideration and decision under the authority or convene the meeting or consult the Board of Directors members as prescribed by the laws, the Company's Charter and this Regulation.

3. When re-appointment is made among the Board of Directors members, the members must handover the relevant works, records and documents. Such handover must be made into writing and reported to the Chairman of the Board of Directors for acknowledgment.

Article 21. Relationship with Board of Management

As the management role, the Board of Directors promulgates the resolutions for the Chief Executive Officer and managers to implement. The Board of Directors shall also inspect and monitor the fulfillment of the Resolutions.

Article 22. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is the coordination relationship. The working relationship between the Board of Directors and the Audit Committee is complied with the principles of equality and independence, mutual support during fulfillment of the assigned tasks.

2. Upon receipt of inspection minutes or general reports of the Audit Committee, the Board of Directors shall study and directly instruct the relevant departments to prepare the plan and conduct timely adjustments.

CHAPTER VII
IMPLEMENTATION

Article 23. Validity

The Regulation on operation of Board of Directors of the SSI Securities Corporation include [..... Chapters], [.....Articles] and come into effect since/...../.....

ON BEHALF OF THE BOARD OF DIRECTORS
THE CHAIRMAN



Ho Chi Minh City, dated []

Ref. No. []/2021/NQ-ĐHĐCĐ

DRAFT

**RESOLUTION
OF THE GENERAL MEETING OF SHAREHOLDERS OF
SSI SECURITIES CORPORATION**

**THE GENERAL MEETING OF SHAREHOLDERS OF
SSI SECURITIES CORPORATION**

Pursuant to:

- The Charter of SSI Securities Corporation;
- The vote counting records for absentee ballots of shareholders dated []

RESOLVES:

Article 1: To approve the Plan on additional shares offering for existing shareholders with subscription execution as follows:

1.	Name of share	SSI Securities Corporation shares
2.	Type of share	Ordinary shares
3.	Par value	VND 10,000/share
4.	Charter capital before issuance (included 10,000,000 shares issued under the Employee Stock Ownership Plan to comply with Resolution No. 01/2021/NQ-ĐHĐCĐ dated May 22, 2021)	VND 9,947,500,220,000
5.	Quantity of shares before issuance	994,750,022 shares
6.	Quantity of expected shares to additional offering	Maximum 497,375,011 shares The quantity of offered shares for the existing shareholders based on the offering ratio of the outstanding shares and method of rounding down
7.	Total value of such offering on par value	Maximum VND 4,973,750,110,000
8.	The offering price	VND 15,000 (Fifteen thousand)/share
9.	Total expected quantity of share after offering	1,492,125,033 shares
10.	Estimated charter capital after offering	VND 14,921,250,330,000
11.	Ratio of rights execution	2:1 (on the date of finalized shareholders list for right execution, shareholder owns 01 purchasing right per 01 share, shareholder owns 02 purchasing rights enable to buy 01 new issued share)
12.	Method of offering	Offering for the existing shareholders with the subscription execution
13.	Potential purchaser	Existing shareholders as in the shareholders list on the record date for subscription right execution to additional offering

14.	Transfer the subscription rights	<p>Existing shareholders as in the shareholders list on the record date for subscription right execution to additional offering, who have the right to transfer such rights for another for once within regulated deadline (the transferee is not allowed to transfer for the third party). Transferor and transferee have a deal on transferred price, payment and responsible for fulfilling their obligations as stipulated regarding the transfer.</p> <p>Example: On the record date, shareholder A owns 200 shares shall have 200 subscription rights. Shareholder A can transfer such 50 rights to investor B and 150 rights to investor C. Investor B and C are not allowed to transfer such rights to the third party.</p>
15.	Principle of rounding and handling the fractional shares, decimal of shares	<p>For the decimal of shares (if any) arising after execution, in order to not excess of total quantity of offered shares, the offered shares for each shareholder shall be rounded down to units. The fractional shares (if any) shall be rounded to 0 share.</p> <p>Example: On the record date, shareholder A owns 205 shares shall have 205 subscription rights. The eligible shares be bought by shareholder A will be calculated on $(205 \times 1) / 2 = 102.5$ shares. After rounded down to units, the eligible shares are 102 shares</p>
16.	Handling for undistributed shares	<p>The remaining undistributed shares for existing shareholders (including arising shares due to rounding, shareholders' refusal to exercise subscription rights, undistributed shares with the other reasons) will be offered by the Board of Directors for other investors (including the existing shareholders) with the offering price is not under the price offered for existing shareholder or the Board of Directors may end the offer.</p> <p>The General Meeting of Shareholder delegates for the Board of Directors to build up the criteria and selection on investors to buy those undistributed shares</p>
17.	Restricted to transfer	<p>Those new offered shares will not be restricted to transfer</p> <p>For the existing shareholders still in the restricted period are eligible to receive the subscription rights. Those new issued shares will not be restricted to transfer</p> <p>For the remaining undistributed shares for the existing shareholders, when offered those shares for other shareholders or investors will be restricted within 01 year since the completion date of the offered period as regulation</p>
18.	Public offering	<p>Approving for investor selected by the Board of Directors to purchase the undistributed shares for existing shareholders, who will not conduct to make procedures on public offering regulated in Law on Securities in cases purchasing leads to ownership ratio greater than its limitation as Clause 1 Article 35 of Law on Securities.</p>
19.	Minimum successful ratio	Not applicable
20.	Estimated issuance period	In 2022 or other period after getting approval from the Board of Directors
21.	Purpose of the additional offering	Enhancing to Company's financial capacity to meet the purpose of capital usage

1. Evaluation of expected shares dilution after offering

During shares offering for capital injection may arise the dilution risks, including:

- (i) dilution of reference price on the ex-right date
- (ii) dilution of earnings per share (EPS)
- (iii) dilution of book value per share (BVPS)
- (iv) dilution of controlling ratio and voting rights.

The controlling ratio and voting rights of the existing shareholders shall be decreased by the equivalent ratio to ratio of shareholders who refused for execution in such offering (compared to the period before the date of finalized shareholders list for subscription execution which owned by shareholders).

Delegating the Board of Directors to consider the actual conditions at the period on implementing the offering so that determining the expected shares dilution after such offering.

2. Approval of plan on capital usage from the offering

The Company issues share for capital injection in order to additional business capital to improve the underwriting, investment and margin loan capabilities. Total collected amount from the expected shares issuance shall be used for margin loan business. In term of not use for margin loans, the capital resource will be used for bond trading, certificate of deposit to ensure its usage efficiently.

3. Approval on Registration of securities depository and listing additionally for new offered shares

After finishing the offering, the Company commits to make the procedures on additional registration depository at the Vietnam Securities Depository or Vietnam Securities Depository and Clearing Corporation and listing additionally the new issued shares at the Ho Chi Minh Stock Exchange in compliance with the applicable laws.

4. The General Meeting of Shareholders delegates for the Board of Directors:

- Implementing the shares offering, deciding and conducting the shares distribution under the Plan on shares offering;
- Deciding the detailed Plan on shares offering and/or amend, supplement and revise this Plan adapting to the actual situation of the Company or request from competent agencies so that ensuring the successful shares offering, Company's capital mobilization and comply with applicable laws and protect the benefits of Company and its shareholders;
- Deciding the quantity of expected shares to offer based on the actual quantity of outstanding shares at the implementing offering period;
- Choosing the suitable time to implement the shares offering after getting approval from the State Securities Commission;
- Handling the fractional shares, decimal of shares, the quantity of shares which shareholders refused to purchase;
- Deciding the detailed Plan on capital usage, arrange actively on capital usage, disbursement period of its resource, purpose on capital usage in necessary circumstances and adapting to the actual situation of the Company;
- Executing all necessary procedures to amend and supplement the Company Charter to record the additional charter capital from the offering result;
- Approving the capital injection and implementing the works, legal procedures to update the additional charter capital to Certificate on establishment and operation, Business Registration Certificate, which equivalently to total actual par value of shares after completing the offering;
- Implementing the necessary procedures to register additional depository at the Vietnam Securities Depository and listing additionally at Hochiminh Stock Exchange for these new offering shares in compliance with applicable laws;
- Deciding all relevant issues to shares offering, register, deposit and listing additionally for these new offering shares;
- Other authorized issues stipulated in the detailed Plan on shares offering.
- Within the above scope of authorization, the Board of Directors delegates the Chairman of the Board of Directors or Chief Executive Officer to implement some tasks among the above tasks in compliance with the applicable laws.

Article 2: The Plan on private offering for 104,042,344 shares stipulated in Resolution No. 01/2021/NQ-DHĐCĐ dated May 22, 2021 approved by the General Meeting of Shareholders, which shall be implemented after completing the Plan on additional shares offering mentioned in Article 1 herein.

Article 3: To approve the Regulation on operation of the Board of Directors in the Submission.

Article 4: This Resolution comes into effect from the signing date. The Board of Directors is assigned for implementation of this Resolution.

**FOR AND ON BEHALF OF
THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**

Nguyen Duy Hung



Ho Chi Minh City, dated January 10, 2022

Ref. No. 01/2022/NQ-ĐHĐCĐ

**RESOLUTION
OF THE GENERAL MEETING OF SHAREHOLDERS OF
SSI SECURITIES CORPORATION**

**THE GENERAL MEETING OF SHAREHOLDERS OF
SSI SECURITIES CORPORATION**

Pursuant to:

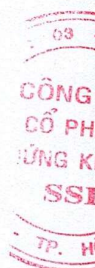
- The Charter of SSI Securities Corporation;
- The vote counting records for absentee ballots of shareholders dated January 10, 2022

RESOLVES:

Article 1: To approve the Plan on additional shares offering for existing shareholders with subscription execution as follows:

1.	Name of share	SSI Securities Corporation shares
2.	Type of share	Ordinary shares
3.	Par value	VND 10,000/share
4.	Charter capital before issuance (included 10,000,000 shares issued under the Employee Stock Ownership Plan to comply with Resolution No. 01/2021/NQ-ĐHĐCĐ dated May 22, 2021)	VND 9,947,500,220,000
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11.	Ratio of rights execution	2:1 (on the date of finalized shareholders list for right execution, shareholder owns 01 purchasing right per 01 share, shareholder owns 02 purchasing rights enable to buy 01 new issued share)

12.	Method of offering	Offering for the existing shareholders with the subscription execution
13.	Potential purchaser	Existing shareholders as in the shareholders list on the record date for subscription right execution to additional offering
14.	Transfer the subscription rights	<p>Existing shareholders as in the shareholders list on the record date for subscription right execution to additional offering, who have the right to transfer such rights for another for once within regulated deadline (the transferee is not allowed to transfer for the third party). Transferor and transferee have a deal on transferred price, payment and responsible for fulfilling their obligations as stipulated regarding the transfer.</p> <p>Example: On the record date, shareholder A owns 200 shares shall have 200 subscription rights. Shareholder A can transfer such 50 rights to investor B and 150 rights to investor C. Investor B and C are not allowed to transfer such rights to the third party.</p>
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17.	Restricted to transfer	<p>Those new offered shares will not be restricted to transfer.</p> <p>For the existing shareholders still in the restricted period are eligible to receive the subscription rights. Those new issued shares will not be restricted to transfer.</p> <p>For the remaining undistributed shares for the existing shareholders, when offered those shares for other shareholders or investors will be restricted within 01 year since the completion date of the offered period as regulation</p>
18.	Public offering	Approving for investor selected by the Board of Directors to purchase the undistributed shares for existing shareholders, who will not conduct to make procedures on public offering regulated in Law on Securities in cases purchasing leads to ownership ratio greater than its limitation as Clause 1 Article 35 of Law on Securities.
19.	Minimum successful ratio	Not applicable
20.	Estimated issuance period	In 2022 or other period after getting approval from the Board of Directors
21.	Purpose of the additional offering	Enhancing to Company's financial capacity to meet the purpose of capital usage



1. Evaluation of expected shares dilution after offering

During shares offering for capital injection may arise the dilution risks, including:

- (i) dilution of reference price on the ex-right date;
- (ii) dilution of earnings per share (EPS);
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- (iv) dilution of controlling ratio and voting rights.

The controlling ratio and voting rights of the existing shareholders shall be decreased by the equivalent ratio to ratio of shareholders who refused for execution in such offering (compared to the period before the date of finalized shareholders list for subscription execution which owned by shareholders).

Delegating the Board of Directors to consider the actual conditions at the period on implementing the offering so that determining the expected shares dilution after such offering.

2. Approval of plan on capital usage from the offering

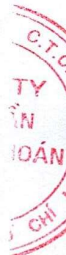
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4. The General Meeting of Shareholders delegates for the Board of Directors:

- Implementing the shares offering, deciding and conducting the shares distribution under the Plan on shares offering;
- Deciding the detailed Plan on shares offering and/or amend, supplement and revise this Plan adapting to the actual situation of the Company or request from competent agencies so that ensuring the successful shares offering, Company's capital mobilization and comply with applicable laws and protect the benefits of Company and its shareholders;
- Deciding the quantity of expected shares to offer based on the actual quantity of outstanding shares at the implementing offering period;
- Choosing the suitable time to implement the shares offering after getting approval from the State Securities Commission;
- Handling the fractional shares, decimal of shares, the quantity of shares which shareholders refused to purchase;
- Deciding the detailed Plan on capital usage, arrange actively on capital usage, disbursement period of its resource, purpose on capital usage in necessary circumstances and adapting to the actual situation of the Company;
- Executing all necessary procedures to amend and supplement the Company Charter to record the additional charter capital from the offering result;
- Approving the capital injection and implementing the works, legal procedures to update the additional charter capital to Certificate on establishment and operation, Business Registration Certificate, which equivalently to total actual par value of shares after completing the offering;
- Implementing the necessary procedures to register additional depository at the Vietnam Securities Depository and listing additionally at Hochiminh Stock Exchange for these new offering shares in compliance with applicable laws;
- Deciding all relevant issues to shares offering, register, deposit and listing additionally for these new offering shares;
- Other authorized issues stipulated in the detailed Plan on shares offering.
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Article 4: This Resolution comes into effect from the signing date. The Board of Directors is assigned for implementation of this Resolution.

FOR AND ON BEHALF OF
THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS



Handwritten signature of Nguyen Duy Hung

Nguyen Duy Hung

