

HCMC, 15th March, 2017

WORKING REGULATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF FISCAL YEAR 2016

Based on:

- *Law on Enterprise issued on 68/2014/QH13 and approved by National Assembly of the Socialist Republic of Vietnam on 26 November 2014;*
- *Searefico's Charter approved on 6 June 2014.*

Board of Directors ("BOD") of Searefico ("Company") would like the Annual General Meeting of shareholders of fiscal year 2016 ("Meeting") to approve working regulation of the AGM as follow:

Article 1. Objective

1. Achieve the highest agreement of the shareholders to complete tasks of the Meeting.
2. Ensure the working principles to be public, legal, fair and constructive.
3. For the interest of the Company, the shareholders and the employees.
4. In accordance with the Law on Enterprise and the Company Charter.

Article 2. The order of the Meeting

1. All shareholders to attend the Meeting must dress formally, present adequate identification papers, invitation letter and all papers relating to the verification of delegates at reception desk.
2. Keep silence and appropriate manner during the meeting; communicate in a gentle, friendly way; do not smoke, do not talk loudly, do not use mobile phone in the Hall (please use outside the Hall if required).

Article 3. Rights of the shareholders in the Meeting

1. The participants of the Meeting are the shareholders or authorized by shareholders (the final list of shareholders on 1 March, 2017).

2. Shareholders may authorize their representatives by the power of attorney (in the prescribed form) so that the representative can attend and vote on their behalf at the Meeting.
3. Delegates attending the Meeting must bring invitation letter, power of attorney (if authorized) and identification (ID/Passport) to present to the AGM's organizer. Delegates will receive documents, voting cards and voting papers with delegate's code, name, and number of shares with voting rights. The Voting paper will list contents to be voted at the Meeting. The voting cards and voting papers are printed, stamped and delivered directly to the delegates.
4. Delegates will vote after hearing the contents of the documents and other issues presented at the Meeting.

Article 4. Obligations of the shareholders when attending the Meeting

1. Comply with the provisions of the Regulation. The delegates must complete the registration procedures with the Meeting's Organizer.
2. Strictly obey all rules at the Meeting, respect the Meeting's results.

Article 5. Conditions to hold the Meeting

1. The Meeting is conducted when the number of delegates represent for at least 65% of the shares entitled to vote in accordance with the list of shareholders who are invited to the Meeting.
2. If there isn't enough number of delegates required within thirty minutes after the opening time of the Meeting, the Meeting shall be called again within thirty (30) days from the day of holding the first Meeting. The convened Meeting can only be conducted provided that the number of participants represents at least fifty-one percent (51%) of the shares with voting rights.
3. If the second Meeting cannot be conducted due to insufficient number of participants within thirty minutes after the opening time of the Meeting, the third Meeting of shareholders can be called within twenty (20) days from the intended day of holding the second Meeting, in this case the Meeting shall be conducted regardless of the number of participants and is considered to be valid and may decide for all the issues that the first Meeting of shareholders can approve.

Article 6. Voting on issues in the Meeting

1. Principle: As the request of the Chairman, the Meeting should take the vote on important issues; the Meeting will conduct a public vote held in the form of voting card or voting paper delivered by the Meeting's Organizer.
2. The Voting Procedures:
 - 2.1. General procedures:

Every issues presented in the AGM under authority of Assembly of shareholders are asked for approval by the following order:

- Approve (Agree with) the presented contents.
- Do not approve (Do not agree with) the presented contents.
- Neutral (Have no ideas) for the presented contents.

2.2. Voting cards

a. Voting cards are used to vote the following issues:

- The list of Group Chairman, Secretary Board & Board of Vote counting;
- Agenda of the Meeting;
- Working regulations of the Meeting;
- Minutes and Resolutions of the Meeting;
- Other problems raised by the Chairman of the Meeting.

b. Procedures of using voting cards to vote:

When voting in the Meeting, the delegates that vote raise the voting cards towards the Chairman. This procedure is used to approve the issues in accordance with **2.2.a**. If the delegates do not raise the voting card during three times of voting turns including approval, no approval and no ideas, the delegates are considered to approve the issue. If the delegates raise the vote cards higher more than one time during the voting turns including approval, no approval and no ideas, the voting is invalid. In the procedure of voting by using voting cards, Board of Delegate Examination / Board of Vote Counting note down the delegate code with the number of approval, no approval, no idea and invalidity in voting.

2.3. Voting paper

a. Voting papers can be used to vote on Report and proposals presented by the Board of Directors at Meeting of shareholders.

b. Procedures to fill in the voting papers:

For every content, the delegate select one in three options: Approve, Do not approve and Have no ideas, which are printed in the voting papers and mark down "x" or "✓" for selection. After completing voting for all issues, the delegates put the voting papers into the voting box sealed at the Meeting, in accordance with the instruction of the Board of Vote Counting

c. The validity of voting papers:

- Valid voting papers: Voting paper is a printed form issued by the organizer without erasure, shaved, torn, broken ... Do not write anything other than the provisions for this voting paper and must be signed and have the full name of the participant's handwritten attendance.

On the voting paper, voting content (report, proposal) is valid when the delegate selects one (01) of the three (3) voting boxes. Invalid voting contents (reports, proposals) are improper contents in accordance with the provisions of the valid voting contents.

- Invalid voting papers:

- ❖ Without the Company's stamp.
- ❖ The voting paper is edited, bleached or added by other information, images.
- ❖ The voting paper is not in accordance with the Meeting required format.

2.4. Counting the voting papers:

- Board of Vote Counting is responsible for collecting the voting papers.
- Board of Vote Counting will check and count the number of votes for approval, no approval and no ideas to enlist and finalize in the report of voting results at the Meeting.

3. The decision of the Meeting is approved under the form of voting when achieving the minimum rate as follows:
 - Decisions of the Assembly of shareholders relating to amending or supplementing the Company Charter; types and number of votes, the number of shares for sales, M&A, restructuring, and dissolution of the Company; transaction of selling properties of Company or branch or transaction of buying properties by the Company or branch that has value equal with or more than 50% of the Company total assets according to the most recent audited accounting documents will be approved if there are 75% of votes and above over the total of votes of the presented shareholders or grantees authorized at the Meeting.
 - For other issues, the ratio of votes for approval must reach at least 65% of the presented shareholders or grantees authorized at the Meeting.

Article 7. Discuss the Meeting content and answer inquiries

After completing the report proposed to the Meeting, the Chairman continues to lead the discussion, receive opinions from delegates and answer all inquiries in accordance with the following principles and methods:

1. Delegates write down the comments on a paper (provided by the Meeting Organizer) and send to the Secretariat to collect all and submit to the Chairman. In addition, documents of the Meeting are posted on the website of the Company, therefore, to prepare thoroughly for the Meeting, delegates are suggested to study in advance and prepare comments and submit to the Meeting's Organizer (via fax or email).
2. The Chairman will only answer directly to enquiries related to the contents of the Meeting and representing for many delegates, will not answer directly and explain in detail contents that were disclosed, defined in law, or the contents explaining the nature of expertise, detail for the specific requirements of one individual delegate.
3. Enquiries on separate information or indirectly related to the content of the Meeting or yet answered in the Meeting will be gathered by the Secretariat and replied in written or on the website of the Company.

Article 8. Chairman and The list of Group Chairman

1. The list of Group Chairman consists of 06 (six) people, included 01 chairman and 05 members. Chairman of BOD is Chairman of the list of Group Chairman and Chairman of AGM. The Chairman of the General Meeting shall preside over the work of the congress according to the content of the program that the Board of Directors has proposed before the meeting. In case of absence of the Chairman, AGM should elect the chairman of the meeting. In a case where there is no one who is able to act as chairman, the member of the Board of Directors with the highest position shall arrange for the General Meeting of Shareholders to elect the chairman of the meeting. It is not compulsory that the Chairperson must be a member of Board of Directors. Chairman, or Chairperson elected by the General Meeting of Shareholders shall elect a secretary for meeting. In case of election of the Chairperson, such elected person and the number of election votes for him should be announced.
2. Responsibilities of the Chairman of the AGM:
 - Control the Meeting in accordance with the agenda, rules, regulations approved by the Meeting. Chairman works on the principles of fairness, transparency and decision by a majority.
 - Guide the Meeting to discuss, vote on contents in the agenda of the Meeting and related issues during the Meeting.
 - Resolve arising problems (if any) during the Meeting.

Article 9. Responsibilities of the Secretary Board, Board of Examination as shareholders, Board of Vote Counting

1. The Secretary Board consists of 02 (two) people introduced by the Chairman of the Meeting, is responsible to the Chairman and the Meeting for its duties; records fully, honestly the entire contents of the Meeting and issues approved by the delegates, including the reserved issues at the Meeting; receives comment votes from the delegates; drafts the report of the Meeting and Resolution on the issues approved at the Meeting.
2. The Board of Examination as shareholders supports the Chairman in checking the conditions to conduct the Meeting and shareholder titles; reports results of examination as shareholders of participants at the Meeting.



3. The Board of Vote Counting consists of 03 (three) people, supports the Chairman to guide delegates to vote in accordance with the Meeting's agenda; announce the voting results to approve the contents of the reports, documents of the BOD at the Meeting.

Above is the whole content of Searefico AGM's working regulations of the fiscal year 2015.

Kindly request for the Meeting's approval.

Receivers:

- *The Company's shareholders*
- *The Company's website*
- *BOD's filing system*

On Behalf of the Board of Directors

CHAIRMAN

(Signed & Stamped)

NGUYEN HUU THINH

