

SSC’s Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

**CIRCULAR 115
GUIDING
SUPERVISION OF SECURITIES TRANSACTIONS
ON THE SECURITIES MARKET**

Dated 25 October 2017

CONTENTS

CHAPTER I	1
General Provisions.....	1
Article 1 <i>Governing scope</i>	1
Article 2 <i>Applicable entities</i>	1
Article 3 <i>Interpretation of terms</i>	2
CHAPTER II	3
Organization of Supervision of Securities Transactions	3
Section 1	3
<i>Supervision of Securities Transactions by the State Securities Commission</i>	3
Article 4 <i>Responsibilities and powers of the SSC</i>	3
Article 5 <i>Contents of supervision by the SSC</i>	4
Article 6 <i>Methods of supervision of securities transactions by the SSC</i>	4
Section 2	5
<i>Supervision of Securities Transactions by SEs</i>	5
Article 7 <i>Powers and responsibilities of SEs</i>	5
Article 8 <i>Contents of supervision of securities transactions by SEs</i>	6
Article 9 <i>Criteria for supervision of securities transactions</i>	6
Article 10 <i>Methods of supervision of securities transactions by SEs</i>	6
Article 11 <i>Database serving supervision of securities transactions</i>	7
Article 12 <i>Inspection of trading members of SEs</i>	7
Article 13 <i>Periodical transaction supervision reports</i>	7
Article 14 <i>Extraordinary transaction supervision reports</i>	8
Article 15 <i>On-request transaction supervision reports</i>	8
Section 3	8
Supervision by Vietnam Securities Depository	8
Article 16 <i>Responsibilities and powers of VSD</i>	8
Article 17 <i>Contents of supervision by VSD</i>	9
Article 18 <i>Criteria for supervision at VSD</i>	9
Article 19 <i>Methods of supervision by VSD</i>	9
Article 20 <i>Storage of data serving supervisory work</i>	10
Article 21 <i>Periodical supervision reports</i>	10
Article 22 <i>Extraordinary supervision reports</i>	10
Article 23 <i>On-request supervision reports</i>	11
CHAPTER III	11

SSC’s Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

Obligations of Supervised Entities 11

- Article 24 *Obligations to provide on-request information and explanations by organizations and individuals engaged in securities transactions and provision of securities trading services* 11
- Article 25 *Obligations of Vietnam Securities Depository* 12
- Article 26 *Obligations of TMs and DMs*..... 13

CHAPTER IV..... 13

Implementing Provisions..... 13

- Article 27 *Effectiveness*..... 13
- Article 28 *Organization of implementation*..... 14

LIST OF APPENDICES..... 14

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

MINISTRY OF FINANCE

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. 115/2017/TT-BTC

Ha Noi, 25 October 2017

**CIRCULAR
GUIDING
SUPERVISION OF SECURITIES TRANSACTIONS
ON THE SECURITIES MARKET**

Pursuant to the *Law on Securities* dated 29 June 2006;

Pursuant to the *Law on Amendment of and Addition to a Number of Articles of the Law on Securities* dated 24 November 2010;

Pursuant to Decree 58/2012/ND-CP of the Government dated 20 July 2012 providing detailed regulations and guidelines for implementation of the *Law on Securities* and the *Law on Amendment of the Law on Securities*;

Pursuant to Decree 60/2015/ND-CP of the Government dated 26 June 2015 amending Decree 58/2012/ND-CP of the Government dated 20 July 2012 providing detailed regulations and guidelines for implementation of the *Law on Securities* and the *Law on Amendment of the Law on Securities*;

Pursuant to Decree 42/2015/ND-CP of the Government dated 5 May 2015 on derivative securities and the derivative securities market ["*Decree 42*"];

Pursuant to Decree 87/2017/ND-CP of the Government dated 26 July 2017 on functions, duties, powers and organizational structure of the Ministry of Finance;

On the proposal of the Chairman of the State Securities Commission;

The Minister of Finance hereby promulgates a Circular guiding supervision of securities transactions on the securities market.

CHAPTER I

General Provisions

Article 1 *Governing scope*

This Circular provides guidelines for supervision of securities transactions on the organized securities market.

Article 2 *Applicable entities*

This Circular applies to the following supervising entities and supervised entities:

1. Supervising entities:

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

- (a) State Securities Commission (hereinafter abbreviated to "SSC");
 - (b) Stock Exchanges (hereinafter abbreviated to "SEs");
 - (c) Vietnam Securities Depository (hereinafter abbreviated to "VSD").
2. Supervised entities being organizations and individuals engaged in the process of trading and provision of services relating to securities transactions, comprising:
- (a) Organizations listed or registered for trading;
 - (b) Trading members and derivative securities trading members (hereinafter abbreviated to "TMs");
 - (c) Depository members of Vietnam Securities Depository (hereinafter abbreviated to "DMs");
 - (d) Securities investment fund management companies, securities investment funds, securities investment companies;
 - (dd) SEs and VSD upon engagement in the provision of services relating to securities transactions;
 - (e) Securities companies, commercial banks and foreign bank branches permitted to conduct clearance and payment for derivatives transactions (hereinafter abbreviated to "CMs");
 - (g) Individual investors and institutional investors (hereinafter referred to as "*investors*");
 - (h) Supervising [or custodian] banks and commercial banks providing the service of opening securities investment deposit accounts;
 - (i) Related entities.

Article 3 *Interpretation of terms*

In this Circular, the following terms are construed as follows:

1. *Organized securities market* means the location and/or form of exchanging information in order to concentrate buy and sell orders and trading of securities listed or registered for trading on SEs, including the derivatives trading market (hereinafter referred to as "*the securities market*").
2. *Organization listed or registered for trading* means an organization having securities listed or registered for trading on an SE.
3. *Securities transaction* means the purchase and sale of securities via the trading system of SEs and other cases of transfer of ownership of securities listed or registered for trading on SEs, which is implemented by VSD in accordance with the law on securities.
4. *Insider trading* means any act stipulated in article 70.1 of Decree 58/2012/ND-CP of the Government dated 20 July 2012 providing detailed regulations and guidelines for implementation of the *Law on Securities* and the *Law on Amendment of the Law on Securities* (hereinafter referred to as "*Decree 58*").

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

5. *Securities market manipulating transaction* [market rigging] means any act stipulated in article 70.2 of Decree 58.
6. *Abnormal transaction* means a transaction with any warning criteria of abnormality of a system of supervision criteria promulgated and applied by SEs for the purpose of determining abnormal trading of securities, upon approval of the SSC.
7. *Rumour* means information provided by a group of persons or by an individual or by an organization about a matter relating to securities or securities transactions taking place on the securities market which may be true or untrue but for which there is no basis for verification at the time of its release..

CHAPTER II

Organization of Supervision of Securities Transactions

Section 1

Supervision of Securities Transactions by the State Securities Commission

Article 4 *Responsibilities and powers of the SSC*

1. To preside over co-ordinating with related agencies and entities to formulate, or submit to the authorized level for promulgation legal instruments on supervision of securities transactions.
2. To promulgate the process of supervision of securities transactions of the SSC; and the regulations on coordination in supervision of securities transactions among the SSC, SEs and VSD.
3. To approve the system of criteria for supervision of securities transactions as set up by SEs and supervisory thresholds of ratios of use of escrow deposited assets and limit positions in accordance with each account of investors and CMs as formulated by VSD.
4. To formulate and implement annual plans for supervision of securities transactions.
5. To supervise securities trading activities on the securities market in order to discover, prevent and deal with insider trading acts, securities market manipulating acts and acts in breach of the law on securities trading.
6. To supervise compliance with the law on securities transactions and information disclosure about securities transactions by investors.
7. To request supervised entities to make reports and provide explanations, information and documents relating to securities transactions.
8. To promptly provide appropriate warnings about transactions and acts with signs of constituting a breach of law for the purpose of preventing breaches of law by supervised entities in securities transactions.
9. To compile reports on supervision and reports serving supervisory work made by SEs, VSD and TMs; to request SEs, VSD, TMs and CMs to co-ordinate in order to promptly discover, analyse, evaluate, inspect and deal where necessary in accordance with law with entities involved in abnormal securities transactions.

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

10. To preside over co-ordinating with related entities to inspect supervised entities stipulated in article 2.2 of this Circular.
11. Every year or upon request of the Ministry of Finance, the SSC shall report to the Ministry of Finance the results of implementation of supervision of securities transactions.

Article 5 *Contents of supervision by the SSC*

The contents of supervision by the SSC comprise:

1. On the basis of reports on supervision and/or reports serving supervisory work made by SEs, VSD and TMs and other information sources, conduct a thorough analysis to discover securities market manipulating transactions, insider transactions, other prohibited transactions and breaches of the law on securities and securities market relating to securities trading activities for the purpose of taking measures for timely prevention and settlement.
2. Supervise operations of SEs with respect to the organization and supervision of securities transactions taking place on the securities market within the scope of supervision of SEs in accordance with Section 2 of Chapter II of this Circular.
3. Supervise operations of VSD with respect to the management and supervision of ratios of use of escrow deposited assets in accordance with each account of investors and CMs; and limit positions of investors when participating in derivatives transactions as stipulated in Section 3 of Chapter II of this Circular.
4. Supervise securities transactions of domestic institutional investors and foreign investors in order to promptly discover any unusual changes which may have a psychological affect on small and individual investors.
5. Supervise the provision of services related to securities transactions by the entities stipulated in clauses 2(b), 2(c), 2(d), 2(dd), 2(e), 2(h) and 2(i) of article 2 of this Circular.

Article 6 *Methods of supervision of securities transactions by the SSC*

1. On the basis of the trading data provided by SEs, to analyze, evaluate and deal in accordance with regulations with securities transactions having an unusual [abnormal] sign.
2. To supervise securities transactions on the basis of information gained from the following sources:
 - (a) Reports on supervision and/or reports serving supervisory work by SEs, VSD and TMs;
 - (b) Reports by organizations listed or registered for trading;
 - (c) Reports by and feedback from organizations and individuals engaged in trading on the securities market;
 - (d) Information sources on the mass media and rumours;
 - (dd) Information from other sources.

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

3. The extraordinary [one-off] inspection of supervised entities shall be conducted on discovery of unusual trading signals as reported by SEs, VSD and TMs and by organizations and individuals engaged in trading and providing securities trading services on the securities market.

Section 2

Supervision of Securities Transactions by SEs

Article 7 *Powers and responsibilities of SEs*

1. To promulgate the procedures for supervision in order to ensure efficient implementation of supervision; to promulgate the system of criteria for supervision of securities transactions on SEs in accordance with article 9 of this Circular upon approval of the SSC.
2. To set up a database servicing the supervisory work, comprising the contents prescribed in article 11 of this Circular.
3. To supervise trading activities and activities of providing services related to securities trading within the securities trading market as organized by SEs in accordance with law;
4. To supervise transactions during the day, over many days, and periodically; to make analysis and assessment and take responsibility for identifying signs of securities market manipulation, insider transactions and trading acts prescribed in article 70.3 of Decree 58.
5. To supervise disclosure of information and reporting regimes in accordance with current provisions relating to securities transactions of TMs, organizations listed or registered for trading, securities investment fund management companies, public securities investment funds, securities investment companies, and investors.
6. To review information on the mass media and rumours relating to abnormal transactions.
7. To request that TMs and the organizations and individuals concerned explain and provide information and documentation relating to securities transactions for the purpose of supervising securities transactions.
8. To inspect TMs in accordance with article 12 of this Circular; to co-ordinate with the SSC to carry out periodical or extraordinary inspections of entities under the supervision of SEs.
9. To deal with TMs' breaches of the regulations on securities transactions in accordance with regulations of SEs, and to recommend that the SSC deal with breaches of the regulations on securities transactions in accordance with law.
10. To prepare and send to the SSC periodical reports, extraordinary reports and on-request reports on supervision of securities transactions of supervised entities.
11. To co-ordinate with VSD to ensure that trading activities on the market and activities of clearance

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

and payment for derivatives transactions is conducted in a safe and effective manner in accordance with article 11.3 of Decree 42.

Article 8 *Contents of supervision of securities transactions by SEs*

1. SEs shall carry out supervision in order to prevent and discover transactions and acts in breach of the law on securities transactions, comprising:
 - (a) Insider trading acts;
 - (b) Securities market manipulating transactions;
 - (c) Trading acts as prescribed in article 70.3 ["prohibited conduct"] of Decree 58;
 - (d) Other acts of breach in securities transactions in accordance with the law on securities and securities market.
2. To supervise the trading of, to disclose information and make reports relating to trading of securities listed or registered for trading at SEs by all the following: organizations listed or registered for trading, TMs, securities investment fund management companies, public securities investment funds, securities investment companies, major shareholders, investors owning five per cent (5%) or more of investment fund certificates of a closed public fund, insiders of organizations listed or registered for trading, insiders of closed listed public funds and related persons, persons authorized to disclose information and individual investors in strict accordance with current regulations.

Article 9 *Criteria for supervision of securities transactions*

1. SEs shall establish and issue, upon approval of the SSC, a system of criteria for supervision of trading of securities listed or registered for trading on such SEs as the basis for supervision of transactions during the day and over many days.
2. The contents and specific parameters in each system of criteria for supervision of securities transactions must be stipulated and amended from time to time to match the trading situation on securities markets and to ensure effective supervision of securities transactions.

Article 10 *Methods of supervision of securities transactions by SEs*

1. To supervise online on the supervision system of SEs daily transactions of listed securities and securities registered for trading in order to discover abnormal transactions.
2. To supervise securities transactions over many days based on any of the following sources:
 - (a) The database of securities transactions;
 - (b) Reports, feedback and information from TMs, organizations listed or registered for trading, and organizations and individuals participating in securities markets; and information disclosed by investors in accordance with the law on securities and securities markets;
 - (c) Information relating to clearance and payment for derivative securities received from VSD;
 - (d) Information on the mass media and rumours;

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

- (dd) Information from other sources.
- 3. To request related organizations and individuals to provide information and explanations to further clarify signs of abnormal trading.
- 4. To carry out inspection of TMs in accordance with article 12 of this Circular.
- 5. To co-ordinate with the SSC in carrying out periodical or extraordinary inspections of entities under the supervision of such SE.

Article 11 *Database serving supervision of securities transactions*

SEs are responsible to establish databases serving supervision of securities transactions. A database must contain at the minimum:

- 1. Data on results of securities transactions.
- 2. List of and information about entities under their supervision which are in breach of provisions of the law on securities and securities markets and regulations of SEs.
- 3. Reports and information about securities transactions which have been announced via the information disclosure system of SEs; reports and information provided to the SSC.
- 4. Data relating to securities trading accounts of investors.

Article 12 *Inspection of trading members of SEs*

- 1. To inspect compliance with regulations, provisions and process relating to securities trading, and members' regimes issued by SEs.
- 2. To inspect compliance with provisions on listing and information disclosure and securities trading by TMs being listing organizations and securities transaction registration organizations on SEs.
- 3. Based on the inspection results as provided in clauses 1 and 2 of this article, SEs are responsible for:
 - (a) Resolving discovered breaches of provisions relating to securities transactions by TMs in accordance with regulations of such SE;
 - (b) Reporting to the SSC the results of inspection and resolution;
 - (c) Making recommendations to the SSC on resolution of acts of breach by TMs which are beyond the authority of such SE.

Article 13 *Periodical transaction supervision reports*

- 1. Within the first two (2) working days of the following week, SEs are responsible for sending weekly transaction supervision reports to the SSC comprising:
 - (a) Transaction order book, results of securities trading during the day, and periodical information during the trading day pursuant to article 33.2 of Circular 155/2015/TT-BTC of the Ministry of Finance dated 6 October 2015 providing guidelines for disclosure of information on the

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

securities market (hereinafter referred to as "*Circular 155*") in accordance with Form 1 of Appendix I attached to this Circular;

- (b) Weekly results of supervision of securities transactions in accordance with Form 2 of Appendix I attached to this Circular.
2. Within the first ten (10) working days of the following month, SEs are responsible to send to the SSC monthly transaction supervision reports to be made in accordance with Form 3 of Appendix I attached to this Circular.
3. Within the first twenty (20) working days of the following year, SEs are responsible to send to the SSC annual transaction supervision reports to be made in accordance with Form 4 of Appendix I attached to this Circular.
4. The reports prescribed in clauses 1, 2 and 3 of this article shall be made in writing and electronic data files. In particular, the reports provided in point (a) of clause 1 of this article need only be sent as electronic data files. The reports above shall be sent as electronic data files where both the SSC and SEs apply the digital signature program. SEs are responsible for storing reported information in accordance with law.

Article 14 *Extraordinary transaction supervision reports*

1. SEs are responsible to send extraordinary reports to the SSC upon discovery of a sign of breach of the provisions in article 8.1 of this Circular within twenty four (24) hours from the discovery of the incident or receipt of a report by a SE requesting extraordinary disclosure of information about securities transactions.
2. With respect to the extraordinary reports stated in clause 1 of this article, the SE is responsible to prepare a report analyzing separately each case, providing evaluations and proposing a plan for resolution within the scope of its authority or recommend resolution if it is beyond authority.

Article 15 *On-request transaction supervision reports*

1. SEs are responsible for sending reports upon written request of the SSC.
2. The reports to be sent to the SSC as stated in clause 1 of this article must be in writing and electronic data files, and contain the information and [be sent by] the deadlines required by the SSC.

Section 3

Supervision by Vietnam Securities Depository

Article 16 *Responsibilities and powers of VSD*

1. To formulate professional regulations on and the process for clearance and payment for derivatives transactions, ensuring efficient supervision of such activities.
2. To manage and supervise the maintenance of escrow deposit levels; and to determine and adjust limit positions with respect to CMs and investors in accordance with regulations.
3. To request that organizations and individuals under its supervision who are involved in clearance and payment for securities report, explain, and provide information and documents serving the

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

supervisory work.

4. In the case of discovery of any unusual sign when making transaction payment or any sign showing that an investor or CM is insolvent, VSD shall provide a warning and request that the CM explain and provide relevant documents and information, and promptly make a report to the SSC, and concurrently, notify SEs.
5. To promptly notify SEs of any breach of ratios of use of escrow deposited assets and/or limit positions.
6. To fully store relevant information prescribed in article 20 of this article and share information relating to securities transactions in order for SEs to implement the supervision of transactions.
7. To implement the contents of co-ordination between SEs and VSD as stipulated in article 29 of Decree 42.
8. To co-ordinate with the SSC to carry out periodical or extraordinary inspections of entities under the supervision of VSD.
9. To deal with breaches within the scope of its authority, or report to the SSC for dealing with same in accordance with law if they are beyond authority.
10. To prepare and send to the SSC periodical, extraordinary or on-request supervision reports and reports serving the supervisory work in accordance with article 25 of this Circular.

Article 17 *Contents of supervision by VSD*

1. To supervise DMs and CMs in complying with the law on securities and securities market during implementation of professional activities relating to registration, depository, clearance and payment of securities.
2. To supervise ratios of use of escrow deposited assets in accordance with each account of investors and CMs.
3. To supervise limit positions of investors when participating in derivatives transactions.

Article 18 *Criteria for supervision at VSD*

1. VSD shall establish and promulgate supervisory thresholds of ratios of use of escrow deposited assets and limit positions in accordance with each account of investors and CMs in its regulations on professional activities upon approval of the SSC.
2. Contents and thresholds of supervision must be stipulated and amended from time to time in conformity with the trading situation on the securities market and for the purpose of ensuring efficient supervision at VSD.

Article 19 *Methods of supervision by VSD*

1. To supervise breaches of ratios of use of escrow deposited assets by investors or of limit positions on the basis of one or more of the following sources of data and information:

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

- (a) Data about positions [and/or] escrow deposits of CMs or investors;
 - (b) Periodical reports, information and feedback from CMs and other entities participating in the derivative securities market;
 - (c) Information sources on the mass media;
 - (d) Information from other sources.
2. To request that organizations and individuals under the supervision of VSD provide information and explanations to further clarify unusual signs.
 3. To co-ordinate with the SSC to carry out periodical or extraordinary inspections of entities under the supervision of VSD.

Article 20 *Storage of data serving supervisory work*

VSD is responsible to fully store information about:

1. Number of positions at the end of the day in accordance with accounts of investors and/or clearing members; value of profits, losses and positions on a daily basis in accordance with CMs, value of initial escrow deposits, value of requested escrow deposits, and value and list of escrow deposited assets in accordance with each account of investors and CMs.
2. Information relating to limit positions of investors.
3. List of and information about entities under the supervision of VSD which are in breach of the law on securities and derivative securities market and the regulations of VSD on clearance and payment of derivative securities.
4. Data about dealing with CMs at VSD who are in breach of ratios of use of escrow deposited assets or in breach of limit positions.
5. Data relating to the clearance and payment for derivatives transactions by CMs and investors.

Article 21 *Periodical supervision reports*

1. Within the first ten (10) working days of the following month, VSD is responsible to send monthly reports to the SSC comprising:
 - Report on dealing with breaches of CMs (Form 6 of Appendix II);
 - Report on supporting insolvent clearing members (Form 7 of Appendix II).
2. The periodical reports prescribed in clause 1 of this article shall be in writing and electronic data files (if the digital signature program applies).

Article 22 *Extraordinary supervision reports*

1. VSD is responsible to send to the SSC extraordinary reports upon discovery of any sign of breach of the regulations relating to escrow deposit activities, limit positions, and clearance and payment for derivative securities transactions.

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

2. An extraordinary report shall be sent to the SSC in writing with an electronic data file within twenty four (24) hours from the discovery of the incident or receipt of a report by VSD requesting extraordinary disclosure of information relating to securities with unusual signs.
3. In the case of an extraordinary supervision report, VSD is responsible to prepare a report, provide an evaluation, and propose plans for resolution within the scope of its authority or make recommendations on resolution if it is beyond authority.

Article 23 *On-request supervision reports*

1. VSD is responsible to send reports upon written request of the SSC.
2. The reports to be sent to the SSC as stated in clause 1 of this article must be in writing with an electronic data file, and contain the information and [be sent by] the deadlines required by the SSC.

CHAPTER III

Obligations of Supervised Entities

Article 24 *Obligations to provide on-request information and explanations by organizations and individuals engaged in securities transactions and provision of securities trading services*

1. Organizations and individuals engaged in securities transactions and provision of securities trading services are obliged to provide and update on time, in full and accurately information, materials and electronic data about the contents of supervision of securities transactions at the request of the SSC, SEs and VSD; and to provide explanations at the request of the SSC and SEs about incidents relating to securities transactions in accordance with law and to implement disclosure of information in accordance with the law on securities and securities market in the following cases:
 - (a) Securities transactions of organizations or individuals being major shareholders in accordance with article 29 of the *Law on Securities* and Circular 155;
 - (b) Securities transactions of organizations, individuals and related persons purporting to hold up to twenty five per cent (25%) of voting shares or investment fund certificates of an organization listed or registered for trading or a closed fund; and securities transactions of organizations, individuals and related persons currently holding twenty five per cent (25%) or more of voting shares or investment fund certificates of an organization listed or registered for trading or a closed fund in accordance with article 32.1 of the *Law on Securities* as amended by article 1.11 of the *Law on Amendment of the Law on Securities* and guiding documents;
 - (c) Securities transactions of members of the Board of Management or the Inspection Committee, the General Director (Director), Deputy General Director (Deputy Director), Finance Director, Chief Accountant, Head of the Finance and Accounting Department, insiders of an organization listed or registered for trading, insiders of a listed public company, and of persons authorized to disclose information and their related persons in accordance with Circular 155.
 - (d) Commercial banks providing the service of opening securities investment accounts for investors are responsible for providing information on the balances in accounts of their clients at the request of the SSC and competent authorities in accordance with law.
 - (dd) Supervising banks are responsible for providing data about investment and securities trading

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

activities of investment funds supervised by such banks at the request of the SSC and competent authorities in accordance with law.

2. Organizations or individuals engaged in transactions on the securities market are responsible to cooperate with the SSC, SEs, VSD and competent agencies in accordance with law when so requested.
3. Where an organization or individual engaged in securities transactions or provision of securities trading services fails to co-ordinate or co-operate with the agencies stipulated in clause 2 of this article, such organization or individual shall be dealt with in accordance with law.

Article 25 *Obligations of Vietnam Securities Depository*

VSD is obliged to fully store information relating to professional activities and implement the regime on providing the SSC with periodical, extraordinary and on-request reports for the purpose of serving supervision of the securities market.

1. Within the first ten (10) working days of a month, VSD is responsible to send the SSC monthly reports comprising:
 - (a) Report on situation [status] of issuance of securities codes (Form 1 of Appendix II);
 - (b) Report on situation of correcting and dealing with errors, postponing deadlines for settlement and cancelling payments (Form 2 of Appendix II);
 - (c) Statistics of securities transactions being transfer of ownership not via the trading system of SEs (donations, gifts, inheritances and so forth) (Form 3 of Appendix II);
 - (d) Report on information and identification of securities trading accounts of investors opened at securities companies (Form 4 of Appendix II);
 - (dd) List of major shareholders of companies registering their securities at VSD (Form 5 of Appendix II).

The monthly reports stated in sub-clauses (a) and (b) above shall be made in writing and electronic data files (if the digital signature program applies). In particular, the reports stated in sub-clauses (c), (d) and (dd) above shall apply the method of sending electronic data. VSD is responsible to store reported information in accordance with law.

2. Extraordinary reports: VSD is responsible to send to the SSC extraordinary reports upon discovery of any sign of breach of the regulations relating to correction of errors, postponement of deadlines for settlement, cancellation of transaction payments, transfer of ownership not via the trading system, percentage of ownership of securities by investors, pledge or change of ownership of securities, and exercise of rights or conduct in breach by securities depository members, clearing members and organizations or individuals using services provided by VSD in accordance with law.

An extraordinary report shall be sent to the SSC in writing with an electronic data file within twenty four (24) hours from the discovery of the incident or receipt of a report by VSD requesting extraordinary disclosure of information relating to securities with unusual signs.

3. On-request reports: VSD is responsible to send reports upon written request of the SSC for the

SSC's Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

purpose of serving the supervisory work. The on-request reports to be sent to the SSC must be in writing with an electronic data file with the contents and within the deadlines required by the SSC.

4. VSD is responsible to store reported information in accordance with law.
5. Where necessary, VSD shall make periodical or extraordinary reports upon request made by the Ministry of Finance.

Article 26 *Obligations of TMs and DMs*

1. A TM or CM is obliged to co-ordinate implementation of the supervisory work as follows:
 - (a) To co-ordinate with the SSC, SEs and VSD to implement supervision of securities transactions when so requested;
 - (b) To co-ordinate with the SSC to invite investors to work with inspection teams of the SSC in connection with transactions with unusual signs;
 - (c) To be responsible to make a report to the SSC in the case of discovery of any transaction in breach of the provisions on securities and securities market.
2. A TM is obliged to make reports as follows:
 - (a) The TM is responsible to implement the reporting regime serving the supervision of securities transactions within the scope of its function, and send to the SSC and/or an SE the following:
 - Monthly reports: Within the first five (5) working days of a month, the TM is responsible to send to the SE a monthly report on the standard form in Appendix III of this Circular.
 - Extraordinary reports: The TM is responsible to make a report to the SSC and/or SE within twenty four (24) hours from the discovery of any transaction which has a sign of being a prohibited transaction as prescribed in article 9 of the *Law on Securities*.
 - On-request reports: The TM is responsible to send to the SSC and/or SE an on-request report upon written request of the SSC and/or SE. The TM is obliged to make a report on a complete, accurate and timely basis with the contents and within the deadlines requested in writing by the SSC and/or SE.
 - (b) The periodical, extraordinary and on-request reports stated in sub-clause (a) above must be in writing with an electronic data file (where necessary).

CHAPTER IV

Implementing Provisions

Article 27 *Effectiveness*

This Circular is of full force and effect from 8 December 2017 and replaces Circular 13/2013/TT-BTC of the Minister of Finance dated 25 January 2013 on supervision of securities transactions on the securities market.

SSC’s Disclaimer: The English translation of the securities supervisory regulations is not official and is intended for reference only. Neither the SSC nor the MOF is responsible for the correctness of the English translation, and the reader is advised to refer to the most up-to-date regulations in Vietnam.

Article 28 *Organization of implementation*

1. The State Securities Commission, Stock Exchanges, Vietnam Securities Depository, trading members, clearing members, organizations listed or registered for trading, securities investment fund management companies, securities investment companies and organizations and individuals concerned are responsible to implement this Circular.
2. Any amendment of, addition to or replacement of this Circular shall be decided by the Minister of Finance.

For the Minister
Deputy Minister
TRAN XUAN HA

LIST OF APPENDICES

(not translated)

Appendix	Form
I. Transaction supervision reports at Stock Exchanges	1: Weekly report (order book and transaction results)
	2: Weekly report
	3: Monthly report
	4: Annual supervision report
II. Report form of Vietnam Securities Depository	Periodical report
III. Periodical reports of trading members	Periodical report