

No.: 738/2018/TTr-HDQT

Hanoi, dated May 18th 2018

PROPOSAL

Regarding the approval of the Regulation on the election of members of the Board of Directors and Supervisory members of Baoviet Holdings for the term 2018 - 2023

To: The 2018 Annual General Shareholders' Meeting of Baoviet Holdings

In order to proceed the voting for the Board of Directors and Supervisory members of Baoviet Holdings for the term of 2018 - 2023, the Board of Directors of Baoviet Holdings would like to respectfully submit to the 2018 Annual Shareholders' Meeting for the approval of the regulation on the election of members of the Board of Directors and Supervisory members of Baoviet Holdings for the term 2018 -2023.

Draft Regulations as in the attachment file.

The Board of Directors would like to submit to the General Shareholders' Meeting for approval.

Respectfully submitted./.

Achieves:

- As above;
- BOD, SB;
- CEO;
- Filed: Admin, Corporate Secretary Div.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(signed and sealed)

Dao Dinh Thi

REGULATION ON THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND SUPERVISORY MEMBERS OF BAOVIET HODLINGS FOR THE TERM OF 2018 - 2023

(Attached with Submission No. 738 /2018/TTr-HDQT of Board of Directors of Baoviet Holdings dated May 18th 2018)

In pursuant to:

- Enterprise Law No. 68/2014/QH13 dated 26th November 2014
- Current Charter of Baoviet Holdings

2018 Annual General Meeting of Shareholders of Baoviet Holdings ('AGM') implement the election of members of Board of Directors ('BOD') and Supervisory members for the term of 2018 - 2023 according to the following regulations:

Article 1. Standards and requirements of being BOD's members: conditions for appointment, nomination, number of the BOD's members and Supervisory members elected

1. Standards and requirements of being BOD's members

1.1. Member of BOD of Baoviet Holdings must have standards and requirements as following:

1.1.1. BOD's members.

- Hold sufficient civil capability, are not subject to the corporate governance as stipulated at Paragraph 2 Article 18 of the Enterprises Law no. 68/2014/QH13;
- At high level of profession, experience in corporate governance of Baoviet Holdings and not necessarily being the shareholders of Baoviet Holdings;
- The BOD's members of Baoviet Holdings can simultaneously be the BOD's members of other 5 companies;
- Must not be spouses, parents, adopted parents, children, adopted children, in-law sisters, in-law brothers of the CEO and other managers of Baoviet Holdings.

1.2. Independent BOD members.

- Must not be employees of either Baoviet Holdings or its subsidiaries; must not use to work for Baoviet Holdings or its subsidiaries for at least three consecutive years;
- Not receive salaries or remunerations from Bao Viet Holdings, except for allowances received by the Board members as prescribed;
- Must not be spouses, parents, adopted parents, children, adopted children, in-law sisters, in-law brothers of big shareholders of Baoviet, managers of Baoviet Holdings and its subsidiaries;

- Not a direct or indirect ownership of at least 1% of the voting shares of Bao Viet Holdings;
- Not a person who has worked as a member of BOD, Supervisory Board of Bao Viet Group for at least 5 previous years.

1.2. Supervisory members of Baoviet Holdings must have standards and requirements as following:

- Have full civil act capacity and not being subjects banned from setting up and managing enterprises under the provisions of the Enterprise Law;
- Must not be spouses, parents, adopted parents, children, adopted children, in-law sisters, in-law brothers of BOD members, CEO and other managers of Baoviet Holdings;
- Not to hold managerial positions in Bao Viet Holdings; It is not necessary to be a shareholder or employee of Baoviet Holdings, unless otherwise stipulated by BaoViet Holdings;
- Supervisory members shall not be employees at accounting and finance departments of Baoviet Holdings, not be members or employees of audit firm conducting the audit of financial statements of Baoviet Holdings;
- Supervisory members shall not be BOD members, CEO and other managers of Baoviet Holdings or other related persons to BOD members, CEO and other managers of Baoviet Holdings;
- Supervisory members of Baoviet Holdings must be auditors or accountants and must meet the criteria and conditions prescribed by law.

2. Conditions for nomination

2.1. Conditions for nomination as BOD's members

A shareholder or a group of shareholders holding the shares with voting rights within the continuous duration of at least six (06) months shall have the rights to accumulate the voting rights of each individual in order to appoint the candidates as BOD's members.

- Shareholders or a group of shareholders holding from 5% to 10% of the total shares with voting rights shall have the rights to nominate 01 candidate as a BOD's member.
- From 10% to below 30% of the total voting shares shall have the rights to nominate maximum 02 candidates as BOD's members.
- From 30% to below 40% of the total voting shares shall have the rights to nominate maximum 03 candidates as BOD's members;
- From 40% to below 50% of the total voting shares shall have the rights to nominate maximum 04 candidates as BOD's members;

- From 50% to below 60% of the total voting shares shall have the rights to nominate maximum 05 candidates as BOD's members;
- From 60% to below 70% of the total voting shares shall have the rights to nominate maximum 06 candidates as BOD's members;
- From 70% to below 80% of the total voting shares shall have the rights to nominate maximum 07 candidates as BOD's members;

And from 80% above of the total voting shares shall have the rights to nominate maximum 08 candidates as BOD's members.

2.2. Conditions for nomination as Supervisory members

A shareholder or a group of shareholders holding the shares with voting rights within the continuous duration of at least six (06) months shall have the rights to accumulate the voting rights of each individual in order to appoint the candidates as Supervisory members.

Shareholders or a group of shareholders holding:

- From 5% to less than 10% of the total voting shares shall have the rights to nominate maximum one (01) candidate as supervisor;
- From 10% to less than 30% of the total voting shares shall have the rights to nominate maximum two (02) candidates as Supervisory members;
- From 30% to less than 40% of the total voting shares shall have the rights to nominate maximum three (03) candidates as Supervisory members;
- From 40% to less than 50% of the total voting shares shall have the rights to nominate maximum four (04) candidates as Supervisory members;
- And from 50% and above of the total voting shares shall have the rights to nominate maximum five (05) candidates as Supervisory members.

3. Number of BOD's members and Supervisory members elected

a. The number of BOD's members voted for the term of 2018-2023 are 09 members.

b. The number of Supervisory members voted for the term of 2018-2023 are 03 members.

Article 2. Voting right

Shareholders holding shares with voting right and the representatives upon authorization of shareholders holding the shares with voting rights according to the list of shareholders 15th May 2018.

Article 3. Method of supplementary voting to BOD

- Supplementary voting to BOD shall be implemented upon the method of closed voting and accumulating voting.

- Every Shareholder shall receive a Voting card, including:

Total number of voting card (rights) on voting of supplementary members of BOD shall equal to the number of owned shares and/or representatives number of owned shares multiplied by the number of supplemented BOD's members;

- Shareholders or representatives upon authorization of shareholders vote for BOD's member by recording.

- Shareholder or representatives upon authorization of shareholders shall vote the BOD member by filling in the votes respective to each candidate of the BOD so that the total votes (rights) are not higher than the number of shares owned/represented multiplied with the number of BOD added.

- Shareholder representatives upon authorization of shareholders shall divide the voting rights to all of the candidates or accumulate to one candidate, or to none of the candidates (blank votes).

Article 4. Voting card and Recording the voting card

- The voting card shall be printed consistently with total number of rights per shareholder code.

- Shareholder or representatives upon authorization of shareholders shall be provided with BOD member vote per shareholder code.

- Shall the voting card is incorrectly filled in, shareholder could request to the ballot counting committee for a replacement.

- Shareholder or representatives upon authorization of shareholders shall write on the voting card by themselves.

Article 6. Vote counting

Vote counting shall be conducted by the Vote counting Committee and right after the last ballot is put into the ballot box per order of the Chairman of meeting.

Article 7. Invalid voting card

- Voting cards shall be considered invalid if they are not conformed to prescribed format, without stamp of Baoviet Holdings.

- Voting cards are erased, edited, included with names other than those listed in the list of shareholders which has been agreed upon by the AGM.

- Voting card with the total votes/rights for the candidates exceed the total votes/rights owned and/or authorized.

Article 8. Regulations relating to winning the election, the vote counting minute and announcing the vote count

- The number of elected candidates to the BOD is 09 (nine) candidates và to the Supervisory Board are 03 (three). The elected members of BOD and Supervisory members are chosen based on the volume of the vote count, from highest to lowest, starting from the candidate with the most votes until the required number of added Board members is reached.

- In the event that 02 (two) or more candidates running for the final members of the BOD or Supervisory members end up with the same amount of votes, a revote shall take place between the tied candidates to elect 01 (one) candidate with the highest amount of votes.

- If the revote fails to accomplish its task, the AGM committee may vote to leave the spot for Board member open and do a revote in the next AGM.

- After counting votes, the Vote counting Committee shall create a Vote counting Report. The Vote counting Report shall comprise: The total number of shareholders attending the meeting, the total number of shareholders voting, the ratio of voting rights of shareholders voting to the total number of voting rights of shareholders attending the meeting (using accumulative voting), valid votes, invalid votes, blank votes; the amount of votes and voting rights for each BOD and Supervisor candidate.

Article 9. Complaints relating to voting and the vote counting process

All complaints relating to the voting and the vote counting process shall be resolved by the Chairperson of the meeting and recorded in the meeting minute.

This BOD election statute consists of 9 Articles, shall be read publicly in front of the AGM and shall come into effect as soon as its approval is voted for by the AGM.

**ON THE BEHALF OF AGM
CHAIRMAN**

Dao Dinh Thi