

PROPOSAL

Regarding the approval of the Charter of Baoviet Holding (as amended, supplemented the ninth time) and the Corporate governance Regulations (as amended, supplemented the third time)

To: The annual General meeting of Shareholders 2018 of Baoviet Holdings

1. The need of amending, supplementing the Charter and the Corporate governance regulations

On 22/9/2017, the Ministry of Finance issued Circular 95/2017/TT-BTC (“Circular 95”) guiding public companies on formulating their Charter and Corporate governance regulations.

Article 3 of Circular 95 stipulates that: *“Public companies refer to the standard form Charter set out in Appendix 1 of this Circular when formulating their own charter, ensuring compliance with the provisions of the Law on Enterprises, the Law on Securities, Decree 71/2017/ND-CP and other current provisions of law”*.

Article 4 of Circular 95 stipulates that: *“Public companies refer to the standard form Corporate governance regulations set out in Appendix 2 of this Circular when formulating their own regulations, ensuring compliance with the provisions of the Law on Enterprises, the Law on Securities, Decree 71/2017/ND-CP and their company charter.”*

Baoviet Holdings is a public company. Therefore, it is necessary to amend, supplement the Charter, the Corporate governance regulations of Baoviet Holdings according to Article 3 and Article 4 above.

2. The result from amendments, supplementations to the Charter and the Corporate governance regulations

The drafts of Baoviet Holdings Charter (as amended, supplemented the ninth time) and Corporate governance regulations (as amended, supplemented the third time) are formulated based on the standard form Charter at Appendix 1 and standard form Corporate governance regulations at Appendix 2 of Circular 95, ensure compliance with the Law on Enterprises, the Law on Securities, Decree 71/2017/ND-CP dated 06 June 2017 and other relevant provision of the laws.

The drafts of Baoviet Holdings Charter (as amended, supplemented the ninth time) and Corporate governance regulations (as amended, supplemented the third time) also inherit important contents from the current Charter and Corporate governance regulations of Baoviet Holdings as allowed by the laws, especially regulations related to the meeting attendant rate, voting rate and the method of approving decisions of the General meeting of Shareholders and the Board of Directors.

The Board of Directors respectfully proposes the General meeting of Shareholders considering, ratifying the drafts of Baoviet Holdings Charter (as amended, supplemented the ninth time) and Corporate governance regulations (as amended, supplemented the third time).

Respectfully submitted./.

To:

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

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

(signed & sealed)

Dao Dinh Thi