

## ANNOUNCEMENT

Regarding: The nomination of the members of the Board of Directors and the Supervisory members of Baoviet Holdings for the term of 2018-2023

**To: Honored shareholders of Baoviet Holdings**

At the 2018 Annual General Meeting of Shareholders (AGM), the Board of Directors of Baoviet Holdings (BOD) will submit to the AGM regarding the end of 2012-2017 term and the election of BOD and Supervisory Board (SB) form the term of 2018-2023.

BOD would like to announce to all of the shareholders regarding candidates' nomination for voting for BVH BOD members and Supervisory members in term of 2018-2023 as follows:

### **A. CONDITIONS FOR THE NOMINATION OF THE BOD'S MEMBERS AND SUPERVISORY MEMBERS**

#### **I. CONDITIONS FOR THE NOMINATION OF THE BOD'S MEMBERS**

1. As stipulated by the Charter of Baoviet Holdings and the 2014 Enterprises Law and the guidelines on the implementation, the BOD's members must meet the standards and requirements as follows:

##### 1.1. BOD 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 Baoviet 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.*

2. As stipulated at Paragraph 3 Article 10 and Paragraph 2 Article 28 of the Charter of Baoviet Holdings, the conditions for nomination shall be as follows:

*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.*

## **II. CONDITIONS FOR THE NOMINATION OF THE SUPERVISORY MEMBERS**

1. As stipulated by the Charter of Baoviet Holdings and the 2014 Enterprises Law and the guidelines on the implementation, the Supervisory members must meet the standards and requirements as follows:

- *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. As stipulated at Paragraph 3 Article 10 and Paragraph 3 Article 39 of the Charter of Baoviet Holdings, the conditions for nomination shall be as follows:

*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.*

## **B. GUIDELINE ON THE SUBMISSION OF THE APPLICATION FOR NOMINATION**

The application for nomination of BOD members and Supervisory members for the term of 2018-2023 includes:

- Application form for the nomination for the title of BOD members for the term of 2018-2023 of the shareholders as individuals (Form No. 01A, No. 02A and No. 03A);

- Application form for the nomination for the title of BOD members for the term of 2018-2023 of the shareholders as institutions (Form No. 03A and No. 04A);
- Application form for the nomination for the title of Supervisory members for the term of 2018-2023 of the shareholders as individuals (Form No.01B, No.02B and No.03B);
- Application form for the nomination for the title of Supervisory members for the term of 2018-2023 of the shareholders as institutions (Form No.03B and No.04B);
- Circumcular Vitae (Form No. 05);
- Notarized copies of qualifications, professional certificates.
- Documents for proof of the time holding the shares for the continuous time of at least 06 months as stipulated by the Charter.

**Notes:** The nominated individual(s), self-nominated to the title of BOD members and Supervisory members must hold full responsibilities to the law and the AGM of Baoviet Holdings regarding the precision, honesty of the application for appointment and self-nomination.

Therefore, the BOD would like the shareholders or the group of shareholders holding sufficient requirements as stipulated to respectfully submit the application forms to Baoviet Holdings prior to 5:00pm May 24<sup>th</sup> 2018 in order to complete the procedure as stipulated.

For further details regarding the nomination of the BOD members and Supervisory members of BVH for the term of 2018-2023, shareholders can log onto the website [www.baoviet.com.vn](http://www.baoviet.com.vn), or please kindly contact the Communication & Branding Division, Operation Management Block, Baoviet Holdings.

***Please kindly send the application via the address as follows:***

Communication & Branding Division – Operation Management Block – Baoviet Holdings.

Address: No. 72 Tran Hung Dao, Hoan Kiem District, Hanoi.

Tel.: (84.24) 3928 9999 Fax: (84.24) 3928 9609

Respectfully announce!

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

***Achieves:***

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

***(signed and sealed)***

**Dao Dinh Thi**