

*Ho Chi Minh City, 28<sup>th</sup> November 2017*

## **ANNOUNCEMENT**

Re: Nominating Members of the Board of Directors  
for the term of 2018 – 2023 of Hoa Sen Group

### **Kind attention to: All Shareholders of Hoa Sen Group**

- *Persuant to current Law on Enterprise, and Law on Securities;*
- *Persuant to Government Decree No. 96/2015/ND-CP dated 19/10/2015 guiding the Law on Enterprises;*
- *Persuant to Government Decree No. 71/2017/NĐ-CP dated 06/06/2017 guiding on governance for Public Corporates;*
- *Persuant to the Organizational and Operational Charter of Hoa Sen Group.*

The term 2013 – 2018 of the Board of Directors (“BOD”) of Hoa Sen Group is nearly coming to an end. At the Annual General Meeting of Shareholders (“AGM”) in the Fiscal Year (“FY”) 2017 – 2018 on 16/01/2018, AGM shall proceed to elect new members of the BOD for the term of 2018 – 2023.

To ensure the equity and compliance with applicable laws and regulations, the BOD recommend all shareholders qualified for nominating to nominate candidates of the BOD for the term of 2018 – 2023, details as mentioned below:

#### **1. Number and structure of the BOD members:**

- a) Number of the BOD members: 06 members.
- b) The structure of non-executive members and independent members shall be complied with article 13 of Decree No. 71/2017/NĐ-CP dated 06/06/2017.

#### **2. Qualifications of the BOD members:**

##### **2.1. Member of the BOD shall meet all criteria and conditions below:**

- a) Having full civil act capacity and not being banned from managing an enterprise under the provisions of clause 2, article 18 of the Law on Enterprise 2014.
- b) Having professional expertise and experience in business management and not necessarily being shareholders of the company.

##### **2.2. In addition to the qualifications described in section 2.1, independent member of the BOD must meet the following criteria and conditions:**

- a) Currently not being employed or contracted by the company, company’s subsidiary; not having been employed or contracted by the company, company’s subsidiary within the last 03 consecutive years.
- b) Currently not receiving any remuneration or compensation from the company, except for the allowances to which a member of BOD is entitled to receive in accordance with regulations;



- c) Not having any immediate family members include his or her spouse, father, adoptive father, mother, adoptive mother, children, adoptive children, brothers, and sisters who are majority shareholders of the Company; executive officer of the Company or company's subsidiary;
- d) Not directly or indirectly own at least one 1% of the total number of voting shares of the company;
- e) Not being a member of the BOD or a member of the Board of Supervision within the last 05 consecutive years.

### **3. Nominating eligibility:**

3.1. Individual shareholder/group of shareholders holding at least 10% of the voting shares in at least 06 consecutive months (in accordance with the Finalized list of shareholders dated 28/11/2017) shall be entitled to nominate candidates of the BOD.

The number of candidates in which individual shareholder/group of shareholders being entitled to nominate candidates of the BOD shall be conducted as below:

<b>Percentage of total number of voting shares owned by individual shareholders/group of shareholders</b>	<b>Number of nominated candidates corresponding to the percentage of total owned voting shares</b>
From 10% to less than 20%	One (01) candidate
From 20% to less than 30%	Maximum of two (02) candidates
From 30% to less than 40%	Maximum of three (03) candidates
From 40% to less than 50%	Maximum of four (04) candidates
From 50% to less than 60%	Maximum of five (05) candidates
From 60% to less than 70%	Maximum of six (06) candidates
From 70% and up	Maximum of seven (07) candidates

3.2. In case the number of candidates nominated by individual shareholders/group of shareholders cannot meet the minimum quantity of candidates required, the incumbent BOD (term 2013 – 2018) shall nominate additional candidates until the minimum quantity is reached.

### **4. Document required for nomination:**

- a) Form of Nomination.
- b) Curriculum vitae and Commitment form of the candidate.
- c) Personal identification profiles of candidates, including: The legalized copy of ID Card/Passport, Residential records and professional qualifications (if any).

- d) Certification on shares owned by individual shareholder/group of shareholders nominating candidates in at least 6 consecutive months or equivalent papers issued by Securities Company where the account(s) of individual shareholder/group of shareholders created or by the Vietnam Securities Depository (in accordance with the Finalized list of shareholders dated 28/11/2017).
- e) Meeting minutes on nomination and the List of the group of shareholders (in case the candidates is nominated by a group of shareholders);

All related forms are available with this Announcement on Hoa Sen Group website: <http://www.hoasengroup.vn>.

#### **5. Selection of candidates:**

Based on the Form of nomination submitted by individual shareholder/group of shareholders and attached Profiles of candidates, the BOD shall finish the List of eligible candidates meeting all the requirements then submit to the AGM so that the Shareholders shall conduct the election for Members of the BOD for the term 2018 – 2023.

#### **6. Deadline and address for submitting Nomination Profiles:**

Nomination Profiles shall be sent to the Organizational Board of the AGM via postal mail before 17:30 on Monday, December 25<sup>th</sup>, 2017 (according to the postmark) at the following address:

- **Organizational Board of the AGM of Hoa Sen Group in the FY 2017 – 2018.**
- **Address: Representative Office of Hoa Sen Group – 15F, Vietcombank Tower, No. 5 Me Linh Square, Ben Nghe Ward, District 1, HCMC, Vietnam.**
- **Tel: (028) 38 239 555 (Ext: 88369) Fax: (028) 38 296 154**

In case the shareholders fail to submit the Nomination Profiles to the Organizational Board of the AGM within the deadline, the BOD shall consider to nominate eligible candidates who meet criteria and conditions to participate in the election for members of the BOD for the new term.

Respectfully announced./.

**FOR & ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIR MAN**



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