

TRAPHACO JSC

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

No: /2022/NQ-DHĐCĐ

Hanoi, March 28, 2022

**REGULATION on
nomination of member to the Board of Directors
TRAPHACO JSC**

Pursuant to:

- The Enterprise Law No. 59/2020/QH14 dated 17/6/2020 by the National Assembly of the Socialist Republic of Vietnam;
- The Securities Law No. 54/2019/QH14 dated 17/6/2020 by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- The Corporate Charter of TRAPHACO JSC;
- The Regulation on Corporate Governance, Traphaco JSC;

The General Assembly of Shareholders of Traphaco Joint Stock Company in 2022 shall elect additional member to the Board of Directors for the term of 2021 - 2025 according to the following regulations:

Article 1: Number of members of the Board of Directors

1. The number of elected member to the Board of Directors is 01 member.
2. The term of additionally elected member of the Board of Directors is the remainder of the term of the Board of Directors from 2021 to 2025.

Article 2: Criteria and conditions for Board Membership (BoD)

1. Members of the Board of Directors must meet the following criteria and conditions:

- a. Not being subjects that are regulated by Clause 2, Article 17 of the Enterprise Law No. 59/2020/QH14;
- b. Having professional qualifications and experience in business management of the Company and not necessarily being a shareholder of the Company;
- c. Having good health, good moral qualities, being honest, incorruptible and knowledgeable in law;
- d. A member of the Board of Directors can concurrently be a member of the Board of Directors at a maximum of five (05) other companies;
- e. Other standards and conditions according to the provisions of the Enterprise Law, the Securities Law and guiding documents.

2. An independent member of the Board of Directors is a member of the Board, who meets the following requirements:

- a. Not being a person working for the Company, a subsidiary of the Company; not a person who has worked for the Company, its subsidiary for at least three years before;
- b. Not being a person receiving salaries or remuneration from the Company, except for the allowances that members of the Board of Directors are entitled to as prescribed;
- c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adoptive child, biological brother/sister are a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
- d. Not being a person directly or indirectly owning at least 01% of the total number of voting shares of the Company;
- e. Not a person who used to be a member of the Board of Directors, Board of Supervisors of the Company for at least 05 years before, except for the case of being appointed continuously for 02 consecutive terms.

Article 3: Nominating candidates to the Board of Directors

- Shareholders who have been holding voting shares have the right to add up the number of voting rights of each person to nominate candidates to the Board of

Directors. Ordinary shareholders who form groups to nominate candidates to the Board of Directors must notify the formation prior to the opening of the General Meeting of Shareholders.

- Shareholders or groups of shareholders holding 5% or more of the voting shares may nominate all number of candidates corresponding to the number of members of the Board of Directors to be elected.
- In case that the number of candidates for members of the Board of Directors, who are nominated and self-nominated, is still insufficient, the ruling Board may nominate more candidates or nominate candidates according to the mechanism following the Company's regulation. The nomination mechanism or procedures by which the ruling Board of Directors nominates candidates to members of the Board of Directors must be clearly announced and approved by the General Assembly of Shareholders prior to any nomination.

Article 4: Applications for Members of the Board of Directors

The application for members of the Board of Directors includes:

- Letters of nomination or self-nomination for being members of the Board of Directors in the form prescribed by Traphaco;
- Curriculum vitae according to the form issued by Traphaco (certified by managing organization);
- A commitment to join the Board of Directors according to the form issued by Traphaco;
- A notarized copies of the following documents: ID card (or passport if the candidate is an overseas Vietnamese, foreigner);

In order to facilitate the preparation of the online election, the application for nomination/self-nomination for a member of the Board of Directors should be sent to the address of Traphaco Joint Stock Company before March 28, 2022:

Hurman Resource - Administration Department, Traphaco Joint Stock Company - Lane 15, Ngoc Hoi Street, Hoang Liet, Hoang Mai District, Hanoi.

Phone: (84.24) 3 734 1797

Fax: (84.24) 3681 4910

(If fax, email the original must be submitted when one registers to attend the meeting.)

Article 5: Selection of candidates

Based on the candidates' applications and other related documents from shareholders, the Company will select qualified candidates to be included in the nomination list to announce before the General Assembly of Shareholders.

This Regulation has 5 articles and takes effect immediately after being approved by the General Assembly and only applies to the election of additional members of the Board of Directors for the term 2021-2025 at this General Meeting.

Recipients:

- Shareholders;
- BoD, BoM, BoS;
- Archive.

B/O. THE BOARD OF DIRECTORS

VICE CHAIRMAN

Nguyen Anh Tuan

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