

Hanoi, Sep 12th, 2019

REGULATION on
NOMINATION/SELF-NOMINATION FOR ADDITIONAL ELECTION
TO BE MEMBER IN THE BOARD OF DIRECTORS
TRAPHACO JSC

Pursuant to:

- The Enterprise Law No. 68/2014/QH13 by the 11th National Assembly of the Socialist Republic of Vietnam dated 26/11/2014;
- The Corporate Charter of TRAPHACO JSC;
- In accordance with the Regulation on Corporate Governance, Traphaco JSC;
- In accordance with the Resolution No. 17/2019/NQ-HĐQT dated Aug 06th, 2019 of the Board of Directors on the agenda of the extraordinary General Meeting of Shareholders in 2019.

The Extraordinary General Meeting of Shareholders of Traphaco Joint Stock Company in 2019 shall elect additional members of the Board of Directors for the term of 2016 - 2020 according to the following regulations:

Article 1: Number of members of the Board of Directors

1. The number of additionally elected members of the Board of Directors is 01 member.

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

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

a. Having full civil act capacity and not being subjects that are regulated by Clause 2, Article 18 of the Enterprise Law No. 68/2014/QH13, which clarifies those who are not allowed for corporate governance;

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 must not concurrently be a member of the board of directors of another five (05) companies, unless he/she is a member of the board of directors of companies in the same group or of a group company, including parent-subsiary company or economic groups.

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

a. Being a non-executive board member (i.e. a member of the Board, who is not CEO, Deputy CEO, Chief Accountant and other managerial officers appointed by the Board of Directors) and is not related to CEO, Deputy CEO, Chief Accountant and other managerial officers appointed by the Board;

b. Not being members of the Board of Directors, CEOs, Deputy CEOs of subsidiaries, associates or companies controlled by a public company for the last three (03) years;

c. Not a major shareholder or a representative of a major shareholder or a related person to a major shareholder of the Company;

d. Not being a person working for legal consultancy organizations or auditing firms who have provided services for the Company in the last two (02) years;

e. Not being the partner or partner-related person whose annual transaction value is 30% or more of the total revenue or the total value of goods and services purchased by the Company in the last two (02) years.

Article 3: Nominating candidates to the Board of Directors

- Shareholders who have been holding voting shares for a continuous period of at least six (06) months have the right to add up the number of voting rights of each person to nominate candidates to the Board of Directors.
- A shareholder or group of shareholders holding from 5% of the total number of voting shares may nominate one (01) candidate.
- 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 the Company;
- Curriculum vitae (certified by the (group) shareholder (organization / individual) that delivers the nomination);
- Letter of commitment to attend the Board of Directors;
- A notarized copies of the following documents: ID card (or passport if the candidate is an overseas Vietnamese, foreigner);

For the convenience of organizing the extra-GMS, all applications please be sent to Traphaco Jsc. before 14h00, Sep 23rd, 2019 at the following address:

Administrative Office, 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 faxed, the original must be submitted when one registers to attend the meeting.)

Article 5: Selection of candidates

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

Recipients:

- Shareholders of the Company;
- Board of Directors, Executive Board, Board of Supervisors
- Archive.

**B/O. THE BOARD OF DIRECTORS
CHAIRWOMAN**

(signed)

MSc. Vu Thi Thuan