

**PROPOSAL**

*Re: Approval of Regulations on Nomination, self-nomination and election at AGM 2020*

**Kind Attn: 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF DEVELOPMENT INVESTMENT CONSTRUCTION JOINT STOCK CORPORATION**

Pursuant to:

- The Enterprises Law No. 68/2014/QH13 dated 26 November 2014;
- The Charter of Development Investment Construction Joint stock Corporation (“DIC Corp”);
- The Proposal on the Amendment in DIC Corp Regulations approved by AGM 2020;
- Report on Personnel solution for BOD of DIC Corp approved by AGM 2020;

The Board of Directors (“BOD”) of DIC Corp submits to AGM 2020 for promulgating the Regulations on Nomination, self-nomination and election at AGM 2020 as follows:

**I. STRUCTURE OF THE BOD AND CRITERIA FOR MEMBERS OF BOD**

**1. Structure of the BOD and incumbent BOD term III (2018 – 2022)**

- a. Number of members elected term 2018 – 2022: 09 persons  
Therein, including at least: 03 independent members.
- b. Number of members elected currently: 06 persons.  
Therein, including: 01 independent members.
- c. **Number of the supplementary members elected in the AGM 2020: 03 persons.  
Therein, including at least: 02 independent members.**
- d. Incumbent BOD: Not exceed than 5 years; member of the BOD shall be re-elected with unlimited term of serving.
- e. Number of candidates: Unlimited.

**2. Criteria for members of BOD**

**2.1 Criteria for members of BOD**

- a. Having capacity for civil acts, not included in Clause 2, Article 8 of the Enterprise Law for individuals prohibited in establishing or managing enterprise;
- b. Being a shareholder of DIC Corp (individual or representative of legal institution) who legally owns over 5% ordinary shares;
- c. Shareholder owns up to 5% ordinary shares or is not necessarily shareholders of the Company yet has qualifications and experience in business administration or in main business fields of DIC Corp;
- d. Having qualifications and experience in business administration, priority for candidate with business administration qualification and experience in main business fields of DIC Corp;
- e. Having professional experience and knowledge of local affairs, market, products and competitors of DIC Corp.
- f. Having proper health, good behavior, truthfulness, integrity and good knowledge of law, having responsibility and receiving confidence from shareholders, BOD’s members, BOM’s members and DIC Corp’s employees.
- g. Having ability in balancing the benefits among stakeholders and giving rational decision.

**2.2 Criteria for Independent member of the BOD**

- a. Satisfy all requirements set forth in Clause 2, Article 151 of the Law on Enterprises as follows:
- b. Not being a person have been working for DIC Corp or its subsidiaries; not being a person used to work for DIC Corp or its subsidiaries for at least the three (03) preceding years
- c. Not being a person concurrently working for DIC Corp or its subsidiaries; not being a person used to work for DIC Corp or its subsidiaries for at least the three (03) preceding years.
- d. Not being a person who is currently entitled to salary or remuneration from DIC Corp, except for allowances which members of the BOD are entitled to in accordance with the regulations.
- e. Not being a person whose spouse, biological parent, sister, brother or sibling is a major shareholder of the Company, a manager of the Company or its subsidiary.
- f. Not directly or indirectly holding at least one percent (1%) of DIC Corp's voting shares.
- g. Not holding the position of member of the BOD, member of the Supervisory Board for at least five (05) preceding years.
- h. Not holding the position of member of the BOD, member of the Supervisory Board for at least five (05) preceding years.

## **II. METHODOLOGY OF NOMINATION, SELF-NOMINATION**

### **1. Eligibility for Self-nomination and number of candidate nominating rights**

- a. A shareholder or a group of shareholders holding 5% or more of total voting shares in a period of at least six (06) consecutive months shall have the right to nominate candidates. Specifically as follow:
  - 5% to less than 10% have the right to nominate maximum 01 candidate.
  - 10% to less than 30% have the right to nominate maximum 02 candidates.
  - 30% to less than 40% have the right to nominate maximum 03 candidates.
  - 40% to less than 50% have the right to nominate maximum 04 candidates.
  - 50% to less than 65% have the right to nominate maximum 05 candidates.
  - 65% to more have the right to nominate maximum.
- b. In such cases where the number of nominated/self-nominated candidates does not meet the minimum number, the incumbent BOD may nominate additional candidates up to the minimum number required. The nomination mechanism or the process that the incumbent BOD nominates candidate must be announced and ratified by the AGM before proceeding with the nomination.

### **2. Methodology of nomination, self-nomination**

- a. Qualified nomination, self-nomination shareholders have ability to nominate for BOD's members should be no later than 10 days before the 2020 AGM opening.
- b. Dossier for the nomination must be delivered to the following address:
 

**Mr. HOANG DUY THINH - Human resources manager, member of Personnel and Remuneration Subcommittee of DIC Corp**  
**Address: 265 Le Hong Phong Street, Vung Tau City, Ba Ria – Vung Tau Province.**  
**Tel: 0254.3859248 – 3839671 (Ext: 309) Fax 0254.3560712**  
**Email: [hoangduythinh@dic.vn](mailto:hoangduythinh@dic.vn)**
3. Dossier for nomination, self-nomination of candidate shall consist of:
  - Nomination or self-nomination application form, specifically:
    - Self-nomination application form of individual shareholder (form 01A)
    - Nomination application form of institution shareholder (form 01B)
  - Résumé under form of DIC Corp.

- Certified copy of permanent residence / temporary residence registration or equivalent documents of candidate.
- Written commitment of candidates for the truthfulness accuracy and rationality of the announced information and commitment for performing the mission in a honest, loyal, cautious manner for DIC Corp’s benefit in case of being elected.

### III. ELECTION METHODOLOGY FOR SUPPLEMENTARY MEMBERS

1. Form of election: Election ballot
2. Rule of election: Number of the supplementary members elected in the AGM 2020: 03 persons, including at least: 02 independent members.

3. Election Procedure

- The vote casting to elect members of the BOD shall be conducted by way of cumulative voting, whereby each shareholder or the proxy attending the Meeting shall have the total number of votes equal to the total number of shares owned/authorized multiplied by the number of members to be elected. Specifically:

The total number of votes = The number of shares \* The maximum number of the BoD members to be elected.

*For example: The supplementary members elected in the AGM is 03 persons (out of 5 candidates). Mr. X has 10,000 shares. For that, Mr. X has 10,000\*3=30,000 votes.*

- A shareholder may cast all of his or her votes for 01 candidate or divide the votes among nominated candidates. Or cast a part of her/his vote for 01 or several candidates, the rest would not for any candidate. Nevertheless, a shareholder is allowed to vote for no more than the maximum number of candidates.

*For example: Mr. X divides his 30.000 votes for several candidates, such as:*

No	Name	Votes
1	Mr. A	20,000
2	Mr. B	5,000
3	Mr. C	5,000
4	Mr. D	x
5	Mr. E	x
	<b>Total</b>	<b>30,000</b>

Or cast all his vote of 30.000 for Mr. A

#### 4. Election ballot

- a. Election Ballot form

- Each shareholder or the proxy attending the Meeting shall be given a election ballot bearing DIC Corp’s official stamp.
- Information printed on the Ballot:
  - ✓ the code of the shareholder
  - ✓ the name of the shareholder or proxy
  - ✓ the total number of shares
  - ✓ the total number of votes (= the number of shares \* by the number of the BOD members to be elected)
  - ✓ list of candidates being nominated to the BOD
  - ✓ number of votes for each candidate

- ✓ Shareholders or proxies must have a check on the code and the total number of shares printed on the ballot, if there is mistake, notice immediately to the Shareholder Eligibility Verification Committee.
- b. Regulations on filling out the election ballot
  - The shareholder shall write the number of votes he/she wants to cast for a candidate on the column “Number of Votes” and the row corresponding to that candidate’s name. The number of vote must not exceed the maximum candidate corresponding to the number of shares.
  - If the shareholder does not elect a particular candidate, he/she shall cross the candidate’s name or on the column “Number of Votes”.
  - The total number of votes must not exceed the maximum candidate corresponding to the number of shares (= the number of shares \* by the number of the BOD members to be elected)
- c. Invalid Election Ballot
  - Not issued by DIC Corp, without DIC Corp’s official stamp.
  - Torn, erased or scratched. Containing content which is not following the chairperson’s direction.
  - Voting for a number of candidates exceeding the number of BOD members to be elected.
  - Having the total number of votes casted for candidates in excess of the total votes entitled
  - Crossing all the name of the candidates (Vote for none)
  - Containing names of candidates who are not on the list of candidates.
  - Containing extraneous information or markings.

The invalid Election Ballots will be dismissed from the election results.

## 5. Election Principle

- The candidates to win the election as members of the BOD are the ones that have valid votes with at least 01 vote from the shareholders. Base on the number of elected candidates, the winner must have the highest number of votes from top down, starting with the candidate with the highest number of votes, until the required number of members of the BOD is satisfied and the required number of independent member of the BOD as determined in Clause 2, Section 3 of this Regulation.
- For the assurance of the required minimum number of independent member of the BOD, the independent candidates shall be elected first from top down to suffice. Then, the election for the rest shall be conducted from top down (including independent and dependent candidates)
- In case where there are two or more candidates with the same number of votes for the remaining position in the BOD, the candidate who owns the higher number of shares in Company will be selected. In case neither candidate owns shares or both having the same number of shares in Company, the AGM shall re-elect among these candidates having equal number of votes. In case the second vote both having the same vote, the next voting should depend on the AGM’s decision.
- Should the number of elected BOD members not meet with the minimum number set forth due to a lack of votes, the BOD shall ask the AGM for re-voting at the meeting until the number of BOD members meets the target.

## 6. Vote counting Committee, Regulations on Voting procedures and vote counting.

- a. Vote counting Committee

- The Vote Counting Committee is nominated by the BOD and approved by the AGM. Members of The Vote Counting Committee are not included in the candidate/self-nomination list.
  - Responsibilities:
    - providing guidance on voting regulations;
    - providing ballots for shareholders/proxies;
    - Supervise the voting procedure;
    - Conducting vote counting;
    - Establishing the minutes of the vote counting results; announcing the voting results before AGM as Chairperson's instruction.
    - Transferring minutes and vote ballots for Chairperson.
  - b. Regulations on voting and vote counting
    - The Vote counting committee shall check the voting box before the AGM.
    - The casting of votes will begin as the ballots is fully provided and end when the final shareholder casts his or her vote in the voting box;
    - The vote counting must be conducted right after the casting of vote finished; the Vote counting Committee shall invite 01 shareholder to supervise the vote counting process.
  - c. Establishing and disclosing the minutes of the vote counting:
    - The ballots shall be check for validity and the Vote counting Committee may use electronic equipment to assist the vote counting process.
    - The Vote counting Committee must establish the minutes of the vote counting results. The content must include at least: total number of shareholders with voting rights attending the Meeting; The total number of shareholders with voting rights that cast votes; The number and proportion of valid and invalid ballots, blank ballots; The proportion of total number of shareholders with voting rights attending the Meeting and The total number of shareholders with voting rights that cast votes (by way of cumulative voting); The number and proportion of votes for each candidate, in which including the vote result for independent candidates.
    - The final results of the vote must be announced by head of the Vote Counting Committee before the AGM.
- 7. Election result**
- Election result shall be valid after the Minutes of the vote counting is approved by the Chairperson and the Resolution is approved by the AGM.
  - Any complaint about the election results shall only be verified at the AGM. In case there are complaints over vote casting and vote counting, the Head of the Vote counting Committee shall re-check and ask for the AGM's decision.
  - Any objection to the AGM's decision shall be conducted corresponding to the Law and Regulations.

Respectfully submit to the AGM for consideration and approval.

**ON BEHALF OF THE BOD**  
**CHAIRMAN**  
 (signed)

Nguyen Thien Tuan

*(NOTICE: This Proposal is a translation of the Vietnamese language original for convenience purpose only, and in the event of any discrepancy, the Vietnamese language original shall prevail.)*

