

DRAFT

ELECTION REGULATION

MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE SUPERVISORY BOARD

TERM 2022-2027

- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 dated June 16, 2010 of the 12th National Assembly and the Law amending and supplementing a number of articles of the Law on Credit Institutions No. 17/2017/QH14 dated 20 November 2017 of the 14th National Assembly and guiding documents;
- Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and guiding, amending, supplementing and guiding documents;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam and guiding documents;
- Pursuant to the current Charter of Saigon - Hanoi Commercial Joint Stock Bank;
- Pursuant to the Regulation on organization and operation of the Board of Directors of SHB issued together with Decision No. 111/QD – BOD dated May 7, 2021 of the Board of Directors of Saigon - Hanoi Commercial Joint Stock Bank.

The election of members of the Board of Directors, members of the Supervisory Board for the term 2022-2027 of the General Meeting of Shareholders (GMS) at the Annual General Meeting of Shareholders of Saigon - Hanoi Commercial Joint Stock Bank on April 20, 2022 is carried out as follows:

1. Scope of application

- This regulation is applied for the election of members of the Board of Directors and members of the Supervisory Board in the 30th General Meeting of Shareholders of Saigon - Hanoi Commercial Joint Stock Bank (SHB).
- This Regulation specifies the rights and obligations of the parties participating in the election and the method of conducting the election.

2. Subjects of application

Shareholders owning shares with voting rights and those involved in the election process for members of the Board of Directors and members of the Supervisory Board in the 30th General Meeting of Shareholders of the Bank are responsible for complying with the provisions of these regulations.

List of candidates who fully meet the conditions and criteria as prescribed by the Law on Credit Institutions, the Law on Enterprises and guiding documents, must be in accordance with the prescribed order, procedures and time limit following

Announcement No. 03/HĐQT dated January 10 , 2022 on the nomination and candidacy for Members of the Board of Directors, Members of the Supervisory Board of Saigon - Hanoi Commercial Joint Stock Bank for the term 2022-2027, and approved by the State of Vietnam.

3. Voting method

- The election of members of the Board of Directors and members of the Supervisory Board must be done by cumulative voting. Accordingly, each shareholder or authorized representative has 01 vote to elect the Board of Directors and 01 vote to elect the Supervisory Board.
- On the ballot of each shareholder, the total number of votes shall be equal to the number of shares owned multiplied by the number of elected members of the Board of Directors or members of the Supervisory Board.
- Shareholders or authorized representatives have the right to pool all of their votes for one candidate or distribute votes to all or a number of candidates.
- If a shareholder or an authorized representative votes for a candidate, write the number of votes in the "number of votes" column of that person, if not, leave the box blank or cross out the box for the number of voting rights. The total number of votes for the candidates must not exceed the total number of votes on the Election Ballot.
- Instructions on how to vote according to the attached appendix.

4. Votes

- Votes issued by the Organizing Committee, on each ballot, there is a shareholder code, number of shares owned and total number of votes, names of candidates to elect for members of the Board of Directors and members of the Supervisory Board.
- If you want to amend, you must cross out the number of wrong votes, sign right next to the crossed out place and record the correct number of votes.
- The following votes are considered invalid:
 - ✓ The ballot is not according to the form prescribed by the Organizing Committee;
 - ✓ The ballot is not stamped by the Bank;
 - ✓ The ballot is torn, erased or corrected the content already printed on the ticket;
 - ✓ The total number of votes for the candidates recorded on the shareholder's ballot exceeds the number of votes that the shareholder has;
 - ✓ The ballot includes the name of a person outside the list of valid nominees or candidates, a ballot with additional writing;
 - ✓ The numbers in the ballot are unclear, cannot be determined and the Election and Counting Committee cannot recognize the numbers;

- ✓ The ballot is not signed by the shareholder.

5. Counting votes

The counting of votes must be conducted by the Election and Vote Counting Committee at the voting room immediately after the vote has ended. Before opening the ballot box, the Election and Vote Counting Committee must make statistics, make a record, and seal the unused votes and the number of votes elected by authorized representatives. The Vote Counting Committee must not cross out, erase or modify on the ballot paper.

6. Principles of selecting qualified candidates to be elected as members of the Board of Directors and members of the Supervisory Board

- The person elected to be a member of the Board of Directors or a member of the Supervisory Board is determined by the number of votes counted from the highest to the lowest, starting from the candidate with the highest number of votes until a sufficient number of members are elected and the ratio of the total number of votes for each candidate to the total number of voting shares of the shareholders attending the meeting must be over 51% .
- In case the number of candidates is more than the number of personnel to be elected by the Board of Directors/Board of Supervisors and there are 02 or more candidates reaching the same number of votes for the last member of the Board of Directors or The Supervisory Board, then the GMS will conduct re-election among the candidates with the same number of votes according to the principle of cumulative votes.

7. Announcement of vote counting results

- The Election and Vote Counting Committee shall make a minutes of vote counting, the Head of the Election and Vote Counting Committee shall read the report on vote counting results before the General Meeting;
- The Chairman declares the candidates elected to the position of member of the Board of Directors, member of the Supervisory Board and declares that these candidates have been duly selected;
- The minutes of vote counting must be delivered to the Secretariat of the General Meeting and kept together with the documents of the Meeting in accordance with SHB's regulations.

PP. GENERAL MEETING OF SHAREHOLDERS

CHAIRMAN

**APPENDIX
INSTRUCTIONS FOR VOTING METHODS**

1. Cumulative voting:

The election of members of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders is conducted on the principle of cumulative voting in which shareholders have the right to use their **total voting rights** to vote for one candidate; or a number of candidates with an equal number of voting rights for each candidate; or elect only part of its total voting rights for one or several candidates, the remainder may not vote for any candidate.

2. Voting method:

a) Determine the total number of voting rights of shareholders (or authorized representatives of shareholders):

The total number of voting rights of shareholders/representatives of shareholders is determined by the following formula:

Total voting rights	Total shares owned or authorized	No. of members elected
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Example: Number of members elected to the Board of Directors is **7** people, elected to the Supervisory Board is **3** people. Mr. Nguyen Van Y is a shareholder holding 1,000 voting **shares**. Thus, the right to elect the Board of Directors of Mr. Nguyen Van Y is $1,000 \times 7 = \mathbf{7,000 \text{ rights}}$ and the right to vote for the Supervisory Board is $1,000 \times 3 = \mathbf{3,000 \text{ rights}}$.

b) Method of voting:

Voting is the distribution of **all** or **part of one's** total voting rights to one or several candidates, where the number of distributions for each candidate may vary, depending on the confidence of the candidate. that pill.

Also according to the above example, when electing the Board of Directors, Mr. Nguyen Van Y used his total voting rights of 7,000 voting rights to vote for one or several candidates; or divide the number of voting rights equally to vote for candidates, for example:

Voting for several candidates:

STT	Candidate's first and last name	Number of voting rights
1	Mr. A	800
2	Mr. B	800
3	Mr. C	3,000
4	Mr. D	800
5	Mr. E	1,200
6	Mr. G	1,000

7	Mr. H	1,000
total		7,000

Note: For candidates not selected, leave blank or cross out;

The case of dividing the number of voting rights equally to vote for candidates is as follows:

STT	Candidate's first and last name	Number of voting rights
1	Mr. A	1,000
2	Mr. B	1,000
3	Mr. C	1,000
4	Mr. D	1,000
5	Mr. E	1,000
6	Mr. G	1,000
7	Mr. H	1,000
total		7,000

Note : Mr. Nguyen Van Y can only use equal or less than 7,000 voting rights to vote for candidates. If more than 7,000 voting rights are used, the vote is invalid.