

Hanoi, April 11th 2023

DRAFT

ELECTION REGULATION

ADDITION OF AND REPLACEMENT OF MEMBERS OF THE BOARD OF DIRECTORS 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 Corporate Governance of SHB issued together with Decision No. 83/QĐ-HĐQT dated May 5, 2022 of the Board of Directors 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. 84/QĐ-HĐQT dated May 5, 2022 of the Board of Directors of Saigon - Hanoi Commercial Joint Stock Bank.

The election to add and replace members of the Board of Directors for the term 2022-2027 in the 31st Annual General Meeting of Shareholders of Saigon - Hanoi Commercial Joint Stock Bank in 2023 is carried out as follows:

1. Scope of application

- This regulation is applied for the election to add and replace members of the Board of Directors in the 31st Annual General Meeting of Shareholders of Saigon - Hanoi Commercial Joint Stock Bank (SHB) in 2023. 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 to add and replace members of the Board of Directors in the 31st Annual General Meeting of Shareholders of the Bank in 2023 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 in compliance with the notice on the nomination and candidacy for election to add and replace members of the Board of Directors of Saigon - Hanoi Commercial Joint Stock Bank for the term 2022-2027 and approved by the State of Vietnam.

3. Voting method

- The election to add and replacemembers of the Board of Directors must be done by cumulative voting. Accordingly, each shareholder or authorized person has 01 vote to elect the Board of Directors.
- 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.
- Shareholders or authorized persons 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 person 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 are issued by the Organizing Committee. Shareholders' code, number of shares owned and total number of votes, names of candidates to elect for members of the Board of Directors are presented on each voting ballot.
- In case of amendment, cross out the number of wrong votes, sign right next to the crossed out section and record the correct votes number.
- The following votes are considered invalid:
 - ✓ The ballot does not conform to the form prescribed by the Organizing Committee;
 - ✓ The ballot is not stamped by the Bank;
 - ✓ The ballot is torn, erased or the one whose pre-printed information is amended;
 - ✓ 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 count, make a minutes, and seal the unused votes and the number of votes elected by authorized persons. 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

- The person elected to be a member of the Board of Directors 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 and there are 02 or more candidates reaching the same number of votes for the last member of the Board of Directors or , 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 and declares that these candidates have been duly elected;
- The minutes of vote counting must be handed over to the Secretariat of the General Meeting and stored 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 to add and replacemembers of the Board of Directors in 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 persons of shareholders):

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



Example: Number of members elected to the Board of Directors is **4** 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 $1,000 \times 4 = \mathbf{4,000}$ **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 4,000 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 candidate:

No.	Candidates' full name	Number of voting rights
1	Mr. A	3,000
2	Mr. B	/
3	Mr. C	1,000
4	Mr. D	/
Total		4,000

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:

No.	Candidates' full 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
Total		4,000

Note : Mr. Nguyen Van Y can only use equal or less than 4,000 voting rights to vote for candidates. If more than 4,000 voting rights are used, the vote is invalid.