

*Ho Chi Minh City, February 06<sup>th</sup>, 2024***ANNOUNCEMENT*****Re: Nomination of members of the Board of Directors  
for the term 2024 – 2029 of Hoa Sen Group*****Kind attention to: All Shareholders of Hoa Sen Group**

- Pursuant to the current Law on Enterprises and Law on Securities;
- Pursuant to the Government's Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Organization and Operation Charter of Hoa Sen Group.

The Board of Directors (“BOD”) of Hoa Sen Group (“Company”) will end the term of 2018 – 2023 at the Annual General Meeting of Shareholders (“AGM”) in the fiscal year (“FY”) 2023 – 2024. At this AGM, the General Meeting of Shareholders shall proceed to elect members of the BOD for the term 2024 – 2029.

To ensure objectivity and comply with the provisions of the law, the BOD of the Company recommends that all shareholders who meet the criteria and conditions to participate in the nomination of candidates for the BOD for the term 2024 – 2029 as follows:

**1. Number and structure of the BOD members:**

1.1. Number of the BOD members: 06 members.

1.2. The structure of non-executive members and independent members of the BOD shall be complied with Article 276 of Decree 155/2020/ND-CP dated 31/12/2020.

**2. Qualifications of the BOD members:**

2.1. Members of the BOD shall meet the following criteria and conditions:

- a. Having full civil act capacity and not belong to the objects that are not allowed to manage an enterprise under the provisions of clause 2, Article 17 of the Law on Enterprises;
- b. Having professional expertise and experience in business and production management of the Company;
- c. Being compatible with core principles, values and corporate culture;
- d. Being not a member of the BOD at more than 05 other companies at the same time, except for the case of being a member of the BOD in the same group of companies, including subsidiaries and affiliated companies;
- e. May not be a shareholder of the Company; and
- f. May not have Vietnamese nationality, may not live in Vietnam.

2.2. Non-executive members shall meet the following criteria and conditions:

- a. Meet the criteria and conditions for becoming a member of the BOD in Section 2.1 of this clause; and
- b. Do not simultaneously hold positions in the Management Board of the Company, as prescribed in the Organization and Operation Charter, Corporate Governance of the Company.



2.3. Independent members must meet the following criteria and conditions:

a. Meet the criteria and conditions for becoming a non-executive member in Section 2.2 of this clause;

b. Currently not being employed or contracted by the Company, Company's subsidiaries; not having been employed or contracted by the Company, Company's subsidiaries within the last 03 consecutive years;

c. Currently not receiving any remuneration or compensation from the Company, except for the allowances to which a member of BOD is entitled to receive in accordance with regulations;

d. Not having any family members include his or her spouse, father, adoptive father, mother, adoptive mother, children, adoptive children, brothers, sisters who are majority shareholders of the Company; executive officer of the Company or Company's subsidiaries;

e. Not directly or indirectly own at least one 1% of the total number of voting shares of the Company;

f. Not being a member of the BOD or a member of the Board of Supervision within the last 05 consecutive years, except being appointed for 02 consecutive terms.

**3. Nomination conditions:**

3.1. Individual shareholders or group of shareholders holding more than 10% of voting shares (according to the list of shareholders issued on January 18<sup>th</sup>, 2024) shall be entitled to nominate candidates for the BOD.

The number of candidates that individual shareholders or group of shareholders being entitled to nominate candidates of the BOD are as follows:

<b>Percentage of total number of voting shares owned by individual shareholders/group of shareholders</b>	<b>Number of nominated candidates corresponding to the percentage of total owned voting shares</b>
From 10% to less than 20%	One (01) candidate
From 20% to less than 30%	Maximum of two (02) candidates
From 30% to less than 40%	Maximum of three (03) candidates
From 40% to less than 50%	Maximum of four (04) candidates
From 50% to less than 60%	Maximum of five (05) candidates
From 60% to less than 70%	Maximum of six (06) candidates
From 70% or more	Maximum of seven (07) candidates

3.2. In case the number of candidates nominated by individual shareholders/groups of shareholders is lower than the number of members to be elected, the remaining number of candidates will be nominated by the current BOD (term 2018 – 2023).



#### **4. Document required for nomination:**

4.1. Document for nominating the members of the BOD includes:

- Valid nomination form which is issued by the Company.
- The candidate's resume, including basic information: Personal information (full name, day of birth, residential address, personal authentication documents); Work process; Number of shares that the candidate holds in the Company; Information form of candidate's related people and the number of shares held by each person.
- Candidate's commitment to:
  - + Confirm and take responsibility for the truthfulness, accuracy of provided personal information, professional qualifications, professional capacities;
  - + Fully understand the obligations, responsibilities in the BOD if elected as a member of the BOD; and
  - + Work on the basis of honesty, loyalty, carefulness, goodwill and in the best interests of the Company and all of shareholders if elected as member of the BOD.
- Certified copies of documents related to the candidate, including:
  - + Personal identification documents (ID card/Passport);
  - + Degrees and certificates related to professional qualifications (if any).

4.2. In addition to Section 4.1, individual shareholders/group of shareholders need to provide following documents:

- Certificate of the number of shares owned by individual shareholders/group of shareholders or equivalent documents of the securities company where individual shareholders/group of shareholders open an account or by the Vietnam Securities Depository – VSD (as of the date in accordance with the Finalized list of shareholders);
- Full list of the nominated group of shareholders;
- Meeting minutes of the group of shareholders.

4.3. All related forms are available with this Announcement on website: <http://www.hoasengroup.vn>.

#### **5. Selection of candidates:**

Based on the nomination forms of the individual shareholders, the group of shareholders and the accompanying documents of the candidate, the BOD of the Company will make a list of candidates who meet the prescribed conditions to submit to the General Meeting of Shareholders to be elected as a member of the BOD for the term 2024 – 2029.

#### **6. Deadline and address to send the Nomination documents:**

The nomination documents must be sent to the Organizing Committee of the AGM before 17:30 on February 24<sup>th</sup>, 2024 (according to the postmark) to the following address:

- The Organizing Committee of the AGM for the FY 2023 – 2024 of Hoa Sen Group.
- Address: Representative office, no. 183 Nguyen Van Troi, Ward 10, Phu Nhuan District, Ho Chi Minh City, Vietnam.
- Telephone: (028) 39 990 111 – Ext: 88242
- Fax: (028) 3847 9882      Email: [quanhecodong@hoasengroup.vn](mailto:quanhecodong@hoasengroup.vn)

In case the shareholders fail to send the Nomination documents to the Organizing Committee of the AGM for the FY 2023 – 2024 within the above deadline, the BOD shall consider to nominate eligible candidates who meet criteria and conditions to participate in the election for members of the BOD for the new term.

Respectfully announced./.

  
**FOR & ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN** 



  
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