

Ho Chi Minh City, April 23rd, 2019

**REGULATIONS ON
CANDIDACY, NOMINATION AND ADDITIONAL ELECTION
OF THE BOD MEMBERS
AT THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- *Pursuant to the Enterprise Law No. 68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2014 and effective from July 1st, 2015;*
- *Pursuant to the Decree 71/2017/ND-CP dated on June 6th, 2017 of the Government on corporate governance guidelines applicable to public companies.*
- *Pursuant to the current Charter of Saigon Thuong Tin Real Estate Joint Stock Company.*
- *Pursuant to the resignation letter dated on March 15th, 2019 of Mr. Pham Dien Trung – the BOD member of Saigon Thuong Tin Real Estate Joint Stock Company.*
- *Pursuant to the resignation letter dated on March 18th, 2019 of Mr. Ta Chi Cuong – the BOD member of Saigon Thuong Tin Real Estate Joint Stock Company.*

The 2018 Annual GMS of Saigon Thuong Tin Real Estate Joint Stock Company (Company) conducted the election to add 02 (two) of the BOD members according to the following contents:

Part I. General regulation

Article 1. Scope of regulation

This regulation provides guidance on how to be a candidate in the election, nominate and additionally elect of the Board of Directors (BOD) members of the Company.

Article 2. Subjects of nomination and election

Shareholders owning shares with voting rights and authorized representatives of shareholders owning shares with voting rights according to the list of shareholders attending the GMS on April 23rd, 2019 (Collectively referred to as "shareholders").

Article 3. Number of additionally elected members

The number of the BOD members elected is 02 (two) persons.

Part II. Candidacy, nomination of additional of the BOD members

Article 4. Standards and conditions to be a BOD member

1. Having full capacity for civil acts, being not subject to no enterprise management under the provisions of Clause 2, Article 18 of the Enterprise Law.
2. Having professional qualifications and experience in business management of the company and being not necessarily a shareholder of the company, unless otherwise stipulated in the company's Charter.
3. The BOD members of the company may also be the BOD member of other companies.

Article 5. Principles for candidacy and nomination for additional members of the Board of Directors

1. Principles for candidacy and nomination for the BOD members (*Pursuant to Articles 24.2 and 24.3 of the Company's Charter*):

A shareholder or a group of shareholders holding shares with voting rights for a continuous period of at least six (06) months may add up the number of voting rights of each person to nominate candidates to the BOD and must notify the BOD at least 03 working days before opening the GMS. A shareholder or a group of shareholders holding shares with voting rights:

- From 10% to less than 20% may nominate 01 candidate;
 - From 20% to less than 30% may nominate 02 candidates;
 - From 30% to less than 40% may nominate 03 candidates;
 - From 40% to less than 50% may nominate 04 candidates;
 - From 50% to less than 60% may nominate 05 candidates;
 - From 60% or more may nominate a sufficient number of member candidates to the BOD.
2. In case the number of candidates to the BOD through nomination and candidacy is still not sufficient, the current BOD may nominate more candidates or nominate candidates according to a mechanism prescribed by the Company. The nomination mechanism or the manner the current BOD nominates candidates to the BOD must be clearly announced and must be approved by the GMS before nomination.

Part III. Additional election of the BOD members

Article 6. Principles for election

1. Principles for election: public, direct and secret ballot
2. Method of election:
 - a) Additional election of the BOD members is carried out by the method of cumulative voting (specific instructions attached);
 - b) Each shareholder attending the GMS may only issue one vote for the BOD member corresponding to the number of shares owned and represented. Shareholders may not issue their vote if it is lost. When the vote is issued, shareholders must check the information on the vote and if there are errors, they must immediately notify the Organizer of the GMS at the time of receiving the vote.
 - c) Each shareholder has the total number of votes corresponding to the number of shares with voting rights (including owned and represented) multiplied by (x) the number of additionally elected the BOD members.
 - d) Total number of votes of each shareholder = number of shares with voting rights (including owned and represented) x 03 (03 is the number of members of the BOD additionally elected to the BOD);
 - e) A shareholder may accumulate the total number of votes for one or more candidates provided that the total number of votes for candidates must not exceed the total number of votes of that shareholder and that shareholder must not elect more than the structured number of the BOD members, specifically:
 - Vote all his/her votes for only one candidate; or
 - Vote for a number of candidates with equal voting rate for each candidate; or
 - Vote for a number of candidates with unequal voting rate for each candidate; or
 - Do not vote for any candidates. If a shareholder does not vote for any person in the candidate list, leave the box voted for that person blank.
 - f) Election results are calculated on the total number of votes of shareholders attending the GMS.

Article 7. Vote

1. Form of vote
 - Votes are printed uniformly according to the form prescribed by the Company;

- Each vote is affixed with the Company's stamp.
2. Contents of vote: On the vote, the following contents are presented:
- Shareholder number;
 - Total number of shares;
 - Total number of the BOD members elected;
 - Total number of votes;
 - List of BOD candidates arranged alphabetically, with full name.
3. How to fill in the vote:
- Shareholders must fill the number of votes for each candidate in the blank of that candidate on the vote.
 - In case the vote is incorrectly or mistakenly filled, the shareholder must request the GMS to replace another vote and must return the incorrectly or mistakenly filled vote.
4. Vote is invalid when one of the following cases occurs:
- It is not in the prescribed form issued by the Company;
 - It has no red stamp of the Company;
 - It has the number of elected candidates exceeding the structured number of the BOD members approved by the GMS;
 - It has a total number of votes filled by shareholders for candidates larger than the total number of votes that the shareholder owns and/or is authorized to;
 - It is erased, edited and added with other contents than contents on the vote;
 - It is not intact.

Article 8. Principles for voting and counting votes

- Vote counting committee shall check the ballot box in the shareholders' presence;
- Voting begins when vote delivery is completed and ends when the final shareholder cast his/her vote in the ballot box;
- Counting of votes is carried out immediately after voting ends.

Article 9. Principles for being elected

- The elected of the BOD members are determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until sufficient the BOD members as prescribed.
- In case there are candidates who have equal percentage of trusting shareholders who need to be removed to achieve the required number of elected members, whoever owns or represents to own more shares will be selected. If the number of shares owned or represented to own is also equal, then a re-election will be held between these candidates to select.
- If there are not sufficient elected the BOD members, the GMS will conduct further election among the remaining candidates until the number of members is sufficient as prescribed.

Article 10. Preparation and publication of the vote counting minutes

- After counting votes, the vote counting committee must prepare the vote counting minutes. Contents of the vote counting minutes include: total number of shareholders attending the meeting, total number of shareholders participating in voting, percentage of votes of shareholders participating in voting compared to total votes of shareholders attending the meeting (according to the method of cumulative voting), number and percentage of valid votes, invalid votes, blank votes; number and percentage of voting rights for each candidate to the Board member.
- The full text of the vote counting minutes must be announced before the GMS.
- Any complaint about the election results shall be reviewed only at the GMS, shareholders may not respond to this validity at any other time. In case of disagreement about election procedures or election results, the vote counting committee shall check again and consult the GMS for decision.

Part VI. Dossier and time of dossier submission

Article 11. Dossier for nomination and candidacy for additional the BOD members:

- Application for nomination and candidacy to join the BOD;
- Curriculum vitae declared by candidate (by form).

- Certified copy of Permanent Household Book or Long - term Temporary Residence Registration, Passport (*if overseas Vietnamese, foreigners*) and degrees, diplomas and certificates certifying educational qualifications, professional qualifications.

Article 12. Time to submit dossier for nomination and candidacy:

- The latest time to submit is before 08h:30 on April 18th, 2019. If shareholders do not nominate, or candidates do not meet the prescribed criteria and conditions, the current BOD will nominate candidates under its authority (*Pursuant to Article 24 of the Company's Charter*).

Article 13. Dossier receiving place:

- Receiving place: Company Office - Sai Gon Thuong Tin Real Estate Joint Stock Company.
- Address: 12th Floor - No. 253 Hoang Van Thu, Ward 2, Tan Binh District, Ho Chi Minh City.
- Telephone: 028 3824 9988 Fax: 028 38249977

Part V. Implementation provision

Article 14. Implementation Effect

This regulation includes 14 Articles and is publicly read before the GMS to vote for approval.

MEETING ORGANIZER

APPENDIX - INSTRUCTIONS CUMULATIVE VOTING METHOD

Suppose the GMS votes for 02 BOD members among of 03 candidates.

1. How to vote: determine the total number of voting rights of a shareholder (and/or his/her authorized representative):

Total number of voting rights = total shares owned and/or represented x 2

2. How to fill in the vote:

Example: Elect additional the BOD members

Shareholder A holding (*including owning and/or being authorized*) **2,000 shares** with voting rights votes for 02 BOD members, the total number of votes of Shareholder A is:

2,000 x 2 = 4,000 voting rights
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Shareholder A conducts cumulative voting in several voting ways as follows:

No.	Name of candidate	Number of votes					
		Way 1	Way 2	Way 3	Way 4	Way 5	Way 6
1	Mr. / Mrs. A	2,000	4,000	3,000	-	2,000	2.000
2	Mr. / Mrs. B	2,000	-	1,000	-	1,000	1.000
3	Mr. / Mrs. C	-	-	-	-	-	1.000
Total		4.000	4,000	4,000	-	3,000	4,000