

No: 01/2019/TB-HDQT.FECON

Ha Noi, April 8<sup>th</sup>, 2019**ANNOUNCEMENT**

REF: NOMINATION, SELF NOMINATION FOR MEMBERS OF THE BOARD OF MANAGEMENT AND THE BOARD OF SUPERVISORS FOR TERM 2019-2024  
FECON CORPORATION

**Respectfully to: Shareholders of FECON CORPORATION**

- Pursuant to Law on Enterprise No. 68/2014/QH11 enacted by the National Assembly of the Socialist Republic of Vietnam dated 26/11/2014;
- Pursuant to Law on Securities No. 70/2006/QH11 enacted by the National Assembly of the Socialist Republic of Vietnam dated 29/06/2006; amending, supplementing and implementing documents;
- Pursuant to Decree No.71/2017/ND-CP on Guidelines on corporate governance of public companies enacted by the Government dated 06/06/2017;
- Pursuant to the Charter on organization and operation of FECON CORPORATION (“**Charter**”);
- Pursuant to the Internal regulations on corporate governance of FECON CORPORATION (“**Internal Regulations**”);

The Management Board of FECON CORPORATION is pleased to announce the nomination and self-nomination to member of Board of Management Board (“**BOM**”) and member of Board of Supervisors (“**BOS**”) for term 2019-2024 as follow:

**I. NOMINATION AND SELF-NOMINATION TO MEMBER OF BOM**

**1. Expected number of member of BOM:** 09 members, including at least 03 independent members. The official number of member will be officially decided by the 2019 Annual General Meeting of Shareholders at the meeting.

**2. Standard for member of BOM:****(a) General Standard for member of BOM:**

Members of BOM have to reach the general standard and conditions regulated by Clause 1 Article 151 Enterprise Law, Article 12 Decree No.71/2017/ND-CP and Charter, as follows:

- Be legally competent, not be banned from business administration as prescribed in Clause 2 Article 18 of Enterprise Law;
- Has qualifications and experience of business management;
- Be responsible, good morals and trusted by shareholders, other members of BOM, the employees of the Company;
- Not be the member of the board of management of more than 5 (five) other companies.

**(b) Standard for independent member of BOM:**

In addition to the general standard as stated above, independent member of BOM have to reach the conditions regulated by Clause 2 Article 151 Enterprise Law, Decree No.71/2017/ND-CP and Charter, as follows:

- Not be a current employee of the company or its subsidiaries; Not be currently the General Director) or Deputy General Director, Chief Accountant, and other executives specified in the Charter of the Company;
- Not be a person that used to work for the Company or the Company's subsidiaries over the previous 03 consecutive years up to the time of holding the 2019 Annual General Meeting of Shareholders;
- Not be a person receiving salaries, wages from the company, except for the benefits to which Members of BOM are entitled;
- Not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the company, being a manager of the Company or the Company's subsidiary;
- Not directly or indirectly hold at least 1% of the Company's voting shares;
- Not ever hold the position of Member of the BOM, the BOS over at least the previous 05 consecutive years up to the time of holding the 2019 Annual General Meeting of Shareholders.

**3. Shareholder entitling to nominate member of BOM:**

Pursuant to Article 25 Charter, a shareholder or group of shareholders holding shares with voting rights in proportion to the following in the most recent continuous period of 06 (six) months shall be entitled to respectively nominate candidates to the BOM:

- If holding from 5 % to less than 10 % of the total number of voting shares, shall be entitled to nominate 01 (one) candidate;
- If holding from 10% to less than 30% of the total number of voting shares, shall be entitled to nominate maximum 02 (two) candidate;
- If holding from 30% to less than 40% of the total number of voting shares, shall be entitled to nominate maximum 03 (three) candidate;
- If holding from 40% to less than 50% of the total number of voting shares, shall be entitled to nominate maximum 04 (four) candidate;
- If holding from 50% to less than 60% of the total number of voting shares, shall be entitled to nominate maximum 05 (five) candidate;
- If holding from 60% to less than 70% of the total number of voting shares, shall be entitled to nominate maximum 06 (six) candidate;
- If holding from 70% to less than 80% of the total number of voting shares, shall be entitled to nominate maximum 07 (seven) candidate;
- If holding from 80% to less than 90% of the total number of voting shares, shall be entitled to nominate maximum 08 (eight) candidate;

In case the number of the candidates for the BOM through nomination fails to reach the needed number, the incumbent BOM can introduce or nominate more candidates as specified in the Charter and the Internal Regulations.

**II. NOMINATION AND SELF-NOMINATION TO MEMBER OF BOM**

**1. Expected number of member of BOS:** 03 members. The official number of member will be officially decided by the 2019 Annual General Meeting of Shareholders at the meeting.

**2. Standard for member of BOS:**

Members of BOS have to reach the standard and conditions by Article 164 Enterprise Law, Article 20 Decree No.71/2017/ND-CP and Charter, as follows:

- Be legally competent and not be banned from business management and enterprise establishment as prescribed by Enterprise Law;
- Not be a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling of any member of the BOM, Director/General Director, or any other manager of the Company;
- Not hold managerial positions of the Company; Not work in the accounting and finance departments of the Company;
- Not be a member or employee of the independent auditing firm auditing the financial statements of the company over the last 3 years;
- Must be auditors or accountants. The head of the BOS must be a professional auditor or accountant working full time at the Company.

### **3. Shareholder entitling to nominate member of BOS:**

A shareholder or group of shareholders holding shares with voting rights in proportion to the following in the most recent continuous period of 06 (six) months shall be entitled to respectively nominate candidates to the BOS:

- If holding from 5% to less than 10% of the total number of voting shares, shall be entitled to nominate 01 (one) candidate;
- If holding from 10% to less than 30% of the total number of voting shares, shall be entitled to nominate maximum 02 (two) candidate;
- If holding from 30% to less than 40% of the total number of voting shares, shall be entitled to nominate maximum 03 (three) candidate;
- If holding from 40% to less than 50% of the total number of voting shares, shall be entitled to nominate maximum 04 (four) candidate;
- If holding from 50% to less than 60% of the total number of voting shares, shall be entitled to nominate maximum 05 (five) candidate.

In case the number of the candidates for the BOS through nomination fails to reach the needed number, the incumbent BOS may nominate more candidates or organize to nominate as specified in the Company's Charter and Internal Regulations.

## **III. Dossier, place and time of receiving nomination and self-nomination dossiers of candidates for member of BOM and BOS:**

### **1. Dossier of nomination and self-nomination for member of BOM and BOS:**

- (a) Shareholder or group of shareholders who are entitled to nomination and self-nomination for member of BOM, BOS shall submit to Company the following dossiers:
- (i) Application for nomination/self-nomination to be member of BOM, BOS (in form: 02 copies);
  - (ii) The curriculum vitae of candidate (in form: 02 copies);
  - (iii) A certified copy of the following documents: Identity card/Passport, Permanent resident book and certificates proving the qualification of candidate (02 copies/ per document);
  - (iv) Confirmation of the number of shares that the shareholder or group of shareholders with voting rights holds continuously in the last 06 (six) months or equivalent document of the securities company where shareholder or group of shareholders

opened account or from Vietnam Securities Depository (up to 02 April 2019 – closing date for determining list of shareholders of the 2019 Annual General Meeting of Shareholders of FECON CORPORATION);

- (v) Written agreement of the group of shareholders on the nomination (for nominations by group of shareholders).

**Note:** The forms are available at the website address of FECON CORPORATION: <http://fecon.com.vn>

- (b) Any documents mentioned above, if made in foreign country, must be legalized and translated into Vietnamese. The Vietnamese copies and translations from foreign languages into Vietnamese must be certified by the competent authorities as stipulated by laws.
- (c) Place of receiving dossiers: the dossier of nomination and self-nomination for member of BOM and BOS shall be submitted in person or by post (with secured certification) to the following address:  
FECON CORPORATION  
Legal and Secretarial Department  
Floor 15, CEO tower, Lot HH2-1, Me Tri Ha urban, Pham Hung street, Me Tri ward, Nam Tu Liem district, Hanoi, Vietnam  
Phone: 024.6269 04 81 Fax: 024.6269 04 84  
Email: [banthuky@fecon.com.vn](mailto:banthuky@fecon.com.vn)
- (d) Deadline for receipt of the dossier: **No later than 5:00 PM, 22 April 2019.** For candidates nominated at the 2019 Annual General Meeting of Shareholders, the shareholder or group of shareholders must submit dossier immediately to the Chairman for consideration.
- (e) Dossiers of the candidate for members of BOM /BOS in accordance with the contents of this Announcement, the law and the Charter will be considered for approval to be listed in list of candidates for nomination and self-nomination of member of BOM/BOS by FECON CORPORATION.

**ON BEHALF OF THE BOARD OF MANAGEMENT**  
**Chairman of the Board of management**

**Pham Viet Khoa**  
*(signed & sealed)*