



REGULATION ON ORGANIZATION OF ANNUAL GENERAL MEETING 2021 OF BAMBOO CAPITAL JOINT STOCK COMPANY

CHAPTER I GENERAL PROVISIONS

Article 1. Scope of application

1. This Regulation will apply to organization of 2021 Annual General Meeting of Shareholders of Bamboo Capital Joint Stock Company (hereinafter referred to as AGM / the General Meeting) via Online General Meeting and electronic voting method of shareholders at the Online General Meeting.
2. This Regulation specifies the rights and obligations of shareholders and parties attending the General Meeting; and conditions and procedures of the General Meeting.
3. Shareholders, their representatives and parties attending the meeting will be responsible for implementing the provisions of this Regulation.

Article 2. Interpretations

1. **Company** or **BCG** is Bamboo Capital Joint Stock Company.
2. **Shareholder** is the owner of at least one share of Bamboo Capital Joint Stock Company, registered in the list of shareholders entitled to attend the General Meeting of Shareholders as of the finalizing date of April 13, 2021 provided by Vietnam Securities Depository or is a person authorized in writing by the shareholder and issued an account by the Company for registration to attend the Online General Meeting, and to conduct electronic voting.
3. **Online General Meeting** is the General Meeting of Shareholders held with application of modern information technology solutions to transmit sounds and/or images of the meeting, allowing the shareholders in different locations to attend, monitor, discuss and vote on issues of the meeting.
4. **Place of the Online General Meeting** includes main location and other locations. In which, the main location is the place where the Chairing Committee attend and preside over the meeting, other locations are places where shareholders log in the online system via the account issued by the Company to attend the Online General Meeting.
5. **Electronic voting** is the voting conducted by a shareholder or his/ her authorized representative at the General Meeting in the form of voting on the online system.
6. **Online system** is application/ software system/ website used by the Company for the organization of Online General Meeting of Shareholders and/or electronic voting.

7. **Registration for Online General Meeting** is when shareholder uses the Login Information to access the system and register to attend the Online General Meeting in accordance with this Regulation and the Company's guidance.
8. **Login information** consists of Username/ID and Password given in the invitation to meeting or OTP code sent to the phone number of the shareholder or his/ her authorized person. The unique password and OTP code will be provided by the Company to each shareholder or his/ her authorized person via the invitation to meeting or phone number of the shareholder or his/ her authorized person.
9. **Opening time of the online system** is the starting time for shareholders to access to and read documents and register to attend the Online General Meeting. Time for voting contents of the General Meeting as prescribed by the Organization Committee.
10. **Closing time of the online system** is the time when Online System closes access and voting ... according to the notice of Chairman of the General Meeting.
11. **Abbreviations will have the following meanings:** GMS/GM: General Meeting of Shareholders/ General Meeting; BODs: Board of Directors; BOS: Board of Supervisors; and Supervisor: Supervisor.

CHAPTER II

CONDITIONS FOR ATTENDING THE GENERAL MEETING

Article 3. Conditions for attending the General Meeting

Individual shareholders or authorized representatives of the institutional shareholders, whose names are registered in the list of shareholders at the finalizing date of right to attend the General Meeting, will have the right attend the meeting or authorize in writing for another person to attend the General Meeting and having been issued an account by the Company to register to attend the General Meeting in accordance with the provisions of this Regulation and the law.

Article 4. Forms of attending the General Meeting

Shareholders will be considered attending the online General Meeting in the following cases:

1. Each shareholder will be provided with an account and password to log in the online system. The shareholder's login account will be encrypted to ensure the verification of attending shareholder status. The Company will inform the shareholders of login account and password via the invitation to meeting.
2. The shareholders who register to attend the meeting via online system will be verified for their eligibility to attend the General Meeting and will be considered attending and eligible to vote at the General Meeting if the shareholders have completed login with the Username and Password/ OTP code provided by the Company.
3. The Organization Committee will open the online system for the shareholders to access to the system for registration to attend and vote at the meeting prior to 02 (two) days until the expected date of opening the General Meeting.

CHAPTER III

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTIES ATTENDING THE GENERAL MEETING

Article 5. Rights and obligations of shareholders or their authorized representatives

1. Rights of shareholders or their authorized representatives:

- a. Shareholders or their authorized representatives will have the right to attend the General Meeting, and vote on all issues of the General Meeting in accordance with the provisions of the Law on Enterprises and relevant legal documents.
- b. Shareholders who attend the Online General Meeting will log in the online system at: www.bcg.bvote.vn or bcg.bvote.vn to attend the General Meeting and vote on all issues of the meeting. The shareholders may log in via the following forms:
 - *Using the Username (ID) and OTP code to log in the system;*
 - *Using the Username (ID) and password in the invitation to meeting to log in the system.*
 - Username (ID) of the shareholder is the number of Identification Card; number of Citizen Identity Card; business code; and foreign investor code.
 - After the shareholder logs in the system, OTP code will be sent to phone number of the shareholder or his/ her authorized person.
 - In case shareholder's phone number has changed, the shareholder will contact the Company to update his/her new phone number.
 - In case the shareholder changes his/ her personal information, such shareholder will contact the depository member where the shareholder opens an account to update. For the non-depository member, such shareholder will contact the Company to update.
 - Password will be notified to the shareholders in the invitation to meeting.
- c. Shareholders and their representatives will have the right to register to attend the General Meeting and participate in voting on next issues of the General Meeting. The General Meeting of Shareholders will not be responsible for pausing or re-voting on the passed issues and effectiveness of the previous voting results will not be affected.
- d. In case of failure to attend the General Meeting, the shareholder will authorize another person to attend and vote on issues in his/ her authority. This authorization will be made in writing in the form of the Company and signed as prescribed below:
 - For individual shareholder, the written letter of authorization will be signed by the shareholder and his/ her authorized person.
 - For institutional shareholder, the written letter of authorization will have signature of the leader/ legal representative of the organization, seal of the organization, full name of the signatory and signatory of the person authorized to attend the meeting.
 - Accordingly, for the authorized representative, if the authorized person is not a shareholder of the Company, upon receipt of a valid letter of authorization from the authorizer and the authorized person, BCG will provide username and login password for the authorized person to perform rights and obligations in accordance with authorized content on behalf of the authorizer. BCG will provide login information to authorized representatives via email or other forms according to the shareholder's registration information. The shareholder will be fully responsible for the authorization information sent to BCG. The person authorized to attend the meeting must comply with provisions of this Regulation, subject to control by the Chairing Committee and respect the results of the meeting.

- In case the authorized person is a shareholder of the Company, the number of shares held by the authorizer shall, after the Company receives the valid letter of authorization, be accumulated to the number of shares held by the authorized person upon attending the General Meeting.

2. Rights and obligations of shareholders or their authorized representatives:

- a. During the General Meeting, the shareholders must follow the instructions of the Chairman Board of the General Meeting, behave in a civilized and polite manner and maintain order;
- b. Shareholders and delegates must dress in a polite and formal manner;
- c. Shareholders attending the meeting via online system will be obliged to:
 - Prepare and use suitable online meeting equipment, with internet connection to monitor the Online General Meeting;
 - Attend and vote all contents and agenda of the General Meeting;
 - Keep confidential information related to the login account such as: full name, other identifiers (if any) of the login account and password to ensure that only the shareholder has the right to attend the meeting on Online system, except for the cases of providing information to the shareholder's authorized representative to attend the meeting. The shareholders will be responsible for ensuring that their authorized representatives comply with provisions of this Clause, similar to the shareholders;
 - Take responsibility for all risks and disputes related to attending the meeting by the shareholders' login accounts on Online System. Attending the meeting and voting on online system by username with correct password and/or other identifiers will be automatically considered the shareholders' will;
 - Regularly update information such as phone number, contact address, email address accurately, sufficiently, and truthfully at the securities depository to ensure receipt of account notification and take full responsibility for such registered information;
 - Strictly comply with the Regulation on organization of the General Meeting of Shareholders and respect working results at the General Meeting

Article 6. Rights and obligations of Board of Verification

1. The Board of Verification will include 01 Head of the Committee and a number of members appointed by the Organization Committee. The Board of Verification will have the function of verifying eligibility of the shareholders or their authorized representatives attending the General Meeting: Verifying eligibility of the shareholders who register to attend the Online General Meeting in accordance with provisions of the law, the Company's Charter and this Regulation; and Reporting at the General Meeting on results of verification of the shareholders' eligibility to attend the General Meeting.
2. Method of verification: The Board of Verification shall confirm the eligibility of shareholders based on the login information from the shareholders' accounts to determine the number of shareholders attending the Online General Meeting.
3. The Board of Verification will have the right to establish an assistant committee to complete its duties.

Article 7. Chairman Board of the Meeting and Chairman of the General Meeting

1. The Chairman Board will be approved by the General Meeting and consist

of the Chairman and a number of members, whose function is to chair the General Meeting.

2. Rights and obligations of the Chairman Board:
 - a. To administer activities of the meeting session according to the agenda approved by the General Meeting of Shareholder; conduct necessary works so the General Meeting can take place in an orderly manner; and satisfy the wishes of the majority of attending shareholders;
 - b. To appoint one or several members as Secretary and propose to the General Meeting to elect the Vote Counting Committee;
 - c. To guide discussion at the meeting;
 - d. To submit a draft of necessary contents for the General Meeting to vote;
 - e. To respond to issues requested by the shareholders or appoint a person to respond;
3. Any decisions of the Chairman on order and procedures or events arising outside of the agenda of the General Meeting will be final.
4. The Chairman will conduct works which are deemed necessary to control the meeting in a valid and orderly manner, or for the General Meeting to reflect the wishes of the majority of attending shareholders.
5. Without opinions of the General Meeting, at any time the Chairman may postpone the meeting to another time (in accordance with provisions of the Law on Enterprises and the approved Charter) and at another location decided by Chairman if it is found that:
 - a. Behaviors of the attendances obstruct or have the potential of obstructing the order of the meeting; or
 - b. Postponement is necessary for the procedures of the General Meeting to be properly conducted.

Article 8. Rights and obligations of the Secretariat of the General Meeting

1. The Secretariat of the General Meeting will include 01 Head of the Secretariat and a number of members appointed by the Chairman Board.
2. The Secretariat of the General Meeting will perform the supporting tasks as assigned by the Chairman such as recording the minutes of proceedings of the General Meeting, truthfully, accurately and fully reflecting the meeting contents in the Minutes and Resolution of the General Meeting; and presenting the Minutes and Resolutions at the General Meeting.

Article 9. Rights and obligations of the Vote Counting Committee

1. The Vote Counting Committee will include 01 Head of Committee and a number of members approved through voting by the General Meeting of Shareholder at the proposal of the Chairman Board.
2. The Vote Counting Committee will have the right to establish an assistant committee to fulfill its duties.
3. The Vote Counting Committee will be responsible for:
 - a. Giving the shareholders instructions for methods of voting and election at the Online General Meeting;
 - b. Recording voting results of the shareholders and their representatives on issues subject to opinions at the General Meeting;
 - c. Compiling and reporting to the Chairman Board on voting results of issues of the General Meeting;

- d. Compiling the vote counting results and preparing the minutes of vote counting of the contents submitted to the General Meeting of Shareholders;
- e. Reporting the vote counting results to the General Meeting;
- f. Handing over the Minutes of vote counting and all votes to the Chairman or the Secretary of the General Meeting;
- g. Coordinating with the Chairman Board in considering and settling complaints and accusations regarding voting and election results (if any) and reporting to the General Meeting of Shareholders for decision;
- h. Performing other assigned tasks.

CHAPTER IV

ORDER OF THE GENERAL MEETING

Article 10. Conditions for holding the General Meeting

The General Meeting will be conducted when the number of attending shareholders represents more than 50% of the total number of votes under the list of shareholders established as of 13/04/2021. The Shareholders Eligibility Verification Committee will announce the number of attending shareholders, total number of shares with voting rights and attendance percentage so the General Meeting may proceed in accordance with the regulations.

Article 11. Procedures and order of the General Meeting

1. The General Meeting is scheduled to proceed in a half-day.
2. The General Meeting will discuss and approve the contents stated in the agenda of the General Meeting.
3. The attending shareholders who use terminals must ensure internet connection upon attending the General Meeting and only open their micros when they are invited to express their opinions.

Article 12. Agenda and contents of the General Meeting

1. Agenda and contents of the General Meeting must be approved by the General Meeting of Shareholders in the opening session and clearly define the time for each issue in the meeting.
2. During proceedings of the meeting, if the Chairman proposes to change the agenda and contents of the meeting, such changes must be approved by the General Meeting.

Article 13. Discussion and queries at the Online General Meeting

1. Discussion must only be conducted within the prescribed time and the scope of the issues presented in the agenda of the General Meeting.
2. Based on the number of attending shareholders and the permissible time of the General Meeting, the Chairman Board may choose the method to control the meeting. The shareholders will conduct discussion under the guidance of the Chairman during the Online General Meeting in the form of online discussion and queries and with the consent of the Chairman Board or submitting questions to the Chairman Board of the General Meeting via the online system. Only one shareholder will be entitled to speak at a time. In case many shareholders have opinions at the same time, the Chairman will invite each shareholder to present his/her opinions in order.
3. The shareholders will speak briefly and focus on the key contents being discussed, in accordance with the approved agenda. Contents of the shareholders' proposals or opinions must not violate the law, involve personal matters or exceed the company's

powers. The Chairman of the General Meeting will have the right to remind or request the shareholders to focus on the key contents of their opinions in order to save time and ensure quality of the discussion.

4. The General Meeting agrees that the total duration for a shareholder to speak will not exceed 3 minutes each time. If the permitted duration exceeds, the Chairman of the General Meeting may request the shareholders to record questions and proposals in writing, the Secretariat of the General Meeting must record and the Board of Directors, within its scope of authority, respond in writing to the shareholders as the earliest possible.

Article 14. Approval of Decisions of the General Meeting of Shareholders

Approval of decisions of 2021 Annual General Meeting on reports and proposals at the General Meeting will be specified as follows:

1. Contents as stipulated in Clause 1, Article 148 of the Law on Enterprises will be passed when agreed by at least 65% of the total number of votes conducted by all attending shareholders.
2. The remaining contents will be passed when agreed by more than 50% of the total number of votes conducted by all attending shareholders.
3. The total of votes of all the attending shareholders will be calculated on the number of votes of the shareholders as presented in the Report on Shareholder Eligibility Verification announced by the Board of Verification at the time of announcing the vote counting.

Article 15. Method of voting to approve the contents of the Online General Meeting

1. Time of voting:
 - a. The shareholders may start to access to the online system to conduct electronic voting within two days prior to the opening date of the General Meeting **at 8:00, May 13, 2021** until the Chairman Board announce to close b of voting.
 - b. Electronic voting may be conducted before and/or at the General Meeting. The shareholders will have the right to vote from the opening time of the system until the closing time of voting as announced by the Chairman Board.
2. Method of voting:
 - a. When conducting electronic voting on online system, the shareholders must fulfil their obligations specified at Point b, Clause 2, Article 5 of this Regulation. Each shareholder will log in the online system through his/her account provided at the invitation to meeting and vote on online system. Detailed login instruction will be enclosed with the invitation to meeting to each shareholder, at the same time posted on the Company's website.
 - b. A shareholder with voting right will be the shareholder or his/ her authorized representative who has registered to attend the Online General Meeting up to the time of voting and this number of shareholders will act as the basis for calculating the percentage of shareholders' votes.
3. Form of voting:
 - a. Form of voting through procedures of opening the General Meeting, reports, proposals, minutes and resolutions of the General Meeting:
 - Shareholders or their authorized representatives will decide their vote by choosing 01 of 03 boxes correspondingly "**Approve**", "**Disapprove**", "**Abstention**" for each issue and press "**Vote is sent**" to save and send voting

results to the system. This form of voting will be used to approve the Chairman Board, the Secretariat, the Vote Counting Committee, the Regulation on the organization of the General Meeting, Reports and Proposals, Resolutions and Minutes of the General Meeting and other contents.

- Shareholders or their authorized representatives will not change the voting results upon successfully sending on the system. For the voting contents that arise or change during the General Meeting, the shareholders or their authorized representatives will perform additional voting for the changed or arising contents. In case the shareholders fail to conduct additional voting, such changes will be deemed that the shareholders **“disapprove” on the changed or arising contents**. Other contents previously voted by the shareholders will remain unchanged.
- In case the shareholders fail to choose any form of voting, the system will record voting of that content as **“Disapprove”**.

b. Form of voting election (cumulative votes):

- Shareholders or their authorized representatives will decide on voting by entering the number of votes for each corresponding candidate or clicking to vote equally to divide the total number of votes that can be voted for candidates (total number of votes can be votes = total number of shares held by the shareholders or their authorized representatives * the number of members elected).
- The total number of votes entered in each box will be smaller or equal to the total votes that can be voted. In case the shareholders choose no vote, the system will recognize such content as **“0 vote”**.

4. Other provisions of voting

- a. Results of voting of shareholders or their authorized representatives are the combination of voting results recorded at the end of voting as announced by the Chairman at the General Meeting. From the end of voting session for each issue subject to opinions by the General Meeting of Shareholders, the online system will be locked and the shareholders or their authorized representatives will not be able to vote on the locked content. Voting results for each issue will be reported to the General Meeting of Shareholders by the Vote Counting Committee upon completion of vote counting.
- b. After the end of voting session, the shareholders will know the general voting results for each issue announced by the Chairman Board.
- c. On chairing the meeting, the Chairman must announce the end of voting session on the System for shareholders to exercise their rights. In case the shareholders have problems in voting on the System, they may contact the supporting contacts specified in the invitation of meeting for guidance and assistance to complete their voting. From the time when the System closes the voting content, the shareholders will have no right to change any voting content, the shareholders' voting results recorded on the System will be final and the Company will be disclaimed for the shareholders' voting results when they have validly logged in and voted on the System.
- d. Validity of vote: A valid vote is the one of a shareholder or his/ her authorized representative participating in voting and choosing a voting option and completing submission on online system. Voting results are calculated on the total number of shares owned by the shareholders attending the General Meeting.

- e. In case a shareholder successfully logs in to attend the Online General meeting but does not select any opinion (without ticking any box), the system will recognize such shareholder's voting as "**Disapprove**" for all contents and "**0 vote**" for candidates for cumulative votes. Voting results are calculated on the total number of shares owned by the shareholders attending the General Meeting.

Article 16. Minutes of the General Meeting

1. The General Meeting will be recorded in forms of written minutes, recording files or other electronic methods. The minutes must be made in Vietnamese and contain the following main details:
 - a. Name, head office address and business code;
 - b. Time and place of the General Meeting;
 - c. Agenda and contents of the meeting;
 - d. Full names of Chairman and Secretary of the General Meeting;
 - e. Summary of proceedings and opinions presented in the General Meeting on each issue set out in the meeting agenda;
 - f. Number of shareholders and total number of votes from attending shareholders, annex of list of registered shareholders and their representatives attending the meeting with the total number of their shares and the corresponding number of votes;
 - g. Total number of votes for each issue subject to voting, which details the voting method, numbers of valid, invalid, approval, disapproval, and abstained votes; and their respective percentages to the total number of votes of attending shareholders;
 - h. Adopted issues and respective rates of approval votes;
 - i. Signatures of Chairman and Secretary of the General Meeting;
2. The Minutes of the General Meeting must be completed and approved by the end of the meeting.
3. Chairman and Secretary of the General Meeting will be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
4. The Minutes of the General Meeting will be published on the Company's website within twenty-four (24) hours.
 5. The Minutes of the General Meeting will be considered authentic evidence of the works carried out at the General Meeting unless an objection to the content of the minutes is voiced in accordance with the stipulated procedure within ten (10) days of delivering the Minutes.

CHAPTER V OTHER PROVISIONS

Article 17. General Meeting not held successfully

1. If the Annual General Meeting 2021 does not meet the conditions to proceed as prescribed in Article 9 of this Regulation, the second meeting must be convened within 30 days from the date the meeting is intended to open. The second General Meeting will proceed when the number of attending shareholders and their authorized representatives represents at least 33% of the total votes.
2. If the second meeting does not meet the conditions to proceed as prescribed in Clause 1 of this Article, the third meeting will be convened within 20 days from the date the second meeting is intended to open. In this case, the General Meeting will be conducted regardless of the total number of votes of the attending shareholders.

CHAPTER VI
IMPLEMENTATION PROVISIONS

Article 18. Implementation provisions

1. This Regulation consists of 6 Chapters and 18 Articles, approved on May 15, 2021 and will take effect immediately upon approval of the General Meeting of Shareholders with consent of 50% of total number of votes at the General Meeting.
2. The Chairman will be responsible for chairing the General Meeting in accordance with this Regulation.
3. The shareholders or their authorized representatives and parties attending the meeting will be responsible for implementing the provisions of this Regulation.

ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

(Signed & sealed)

Nguyen Ho Nam