



*Ho Chi Minh City, June 15, 2022*

**REGULATION OF NOMINATION AND ADDITIONAL  
ELECTION OF MEMBERS OF THE SUPERVISORY BOARD  
TERM 2020-2025**

**BAMBOO CAPITAL JOINT STOCK COMPANY (BCG)**

- Pursuant to Enterprise Law No. 59/2020/QH14 dated on June 17, 2020 by the National Assembly of the Social Republic of Vietnam;
- Pursuant to Securities Law No. 54/2019/QH14 dated on November 26, 2019 by National Assembly of the Social Republic of Vietnam;
- Pursuant to the Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government on detailing and guiding the implementation of a number of articles of the Law on Securities;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance on guiding a numberer of articles on Corporate Governance applicable for public companies;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company approved by the General Meeting of Shareholders on May 06, 2022 (amendment and supplement for the 17th time);

In order for the election of additional members of the Supervisory Board (BOS) for the term 2020-2025 to be approved by collecting shareholders's written opinion June 2022 of BCG in compliance with current Law and strictly comply with the principles of fairness, publicity and democracy, ensuring the legitimate interests of all shareholder. Submit to the General Meeting of Shareholders to approve the "*Regulation on nomination to elect additional member for the Supervisory Board for the term 2020-2025*" as follows:

**I. Subject, scope of application:**

1. This Regulation guides the order and procedures for nomination and electing additional member of the Supervisory Board for the term 2020-2025 of BCG;
2. Shareholders, candidates participating in the nomination and electing additional member of the Supervisory Board are responsible for complying with the contents of this Regulation.

**II. Regulation of nomination as members of the BOS:**

**1. Number and term of being a member of the BOS:**

- Number of additional member: **01 member**.

- Term of additional member of the BOS: **The remaining time of the term 2020-2025.**
- The Supervisory Board must have at least one member who is an accountant or an auditor;
- The Supervisory Board must have more than half of its members living in Vietnam.

## **2. Criteria for candidates to join the BOS:**

Candidates for the BOS need to meet the provisions of Article 169 of the Law on Enterprises, specifically::

- Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- A member of the BOS must be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the business activities of the enterprise;
- The head of the Supervisory Board must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the company's business activities;
- Not a family member of a member of the Board of Directors, Director or General Director and other managers
- Not a company manager;
- Not a person in the accounting and finance department of the Company and not a member or employee of an auditing firm approved to audit the Company's financial statements in 03 (three) consecutive previous year;
- Not a person related to the members of the Board of Directors, the CEO and other managers of the Company;
- Must not be a family member of the manager of the company and the parent company, the representative of the capital contribution of the enterprise or the representative of the state capital contribution at the parent company and at the company;
- Other standard requirements by the Law (if any).

## **3. Conditions for nomination to join the Supervisory Board:**

- Shareholders or groups of Shareholders owning 10% or more of the common shares have the right to combine the number of voting rights to nominate for additional election to the Supervisory Board. Rules for nomination and candidacy are as follows:
  - from 10% to less than 20% can nominate one (01) candidate;
  - from 20% to less than 30% can nominate up to two (02) candidates;
  - from 30% to less than 40% can nominate up to three (03) candidates;
  - from 40% to less than 50% can nominate up to four (04) candidates;
  - from 50% to less than 60% can nominate up to five (05) candidates.

- In case the number of candidates for the Supervisory Board through nomination and candidacy is still not enough, the current Supervisory Board may nominate more candidates or organize the nomination according to the mechanism prescribed by the Company in the Regulation of Corporate governance.

### **III. Documents to participate in nomination as candidate for BOS's additional members:**

Documents to participate in nomination as candidate for BOS's additional members includes:

- Nomination form to join the Board of Supervisor;
- Curriculum vitae declared by the candidate according to the form at <https://bamboocap.com.vn/quan-he-nha-dau-tu/dai-hoi-dong-co-dong/2022-4>.
- A qualified copy of: ID card/CCCD, relevant certificates.

### **IV. Location and deadline for receiving nominations:**

To facilitate the organization of the General Meeting and information disclosure in accordance with the Law, please email or send nominations for members of the Supervisory Board to the Organizing Committee before **16:30 on June 22, 2022** to:

#### **Bamboo Capital Joint Stock Company (BCG)**

27C Quoc Huong, Thao Dien Ward, Thu Duc City, Ho Chi Minh City

Contact: Ms. Nguyen Thi Anh Tuyet, Chief of Office of the Board of Directors

Phone: 84.28 6268 0680 / 84.903 988182

Email: [Tuyet.nta@bamboocap.com.vn](mailto:Tuyet.nta@bamboocap.com.vn)

### **V. Announcement of BOS's new candidate information:**

In case a list of candidates has been identified to elect as additional members of the Supervisory Board, the Company must disclose information related to the candidates at least 10 (ten) days before collecting shareholders' written opinions on the Company's website so that shareholders can learn about these candidates before voting. The Supervisory Board's candidates must have a written commitment to be truthful and accurate of the personal information disclosed and must commit to perform his/her duties honestly, carefully and in the best interests of the company if elected as a member of the Supervisory Board.

### **VI. Rules for electing additional members of the Board of Supervisors:**

The list of candidates as members of the Supervisory Board is formed according to the following principles: Based on the list of nominees of a shareholder or a group of shareholders who meet the requirements in accordance with the Law and the Company's Charter. The General Meeting approved the procedures for dismissal and additional election of members of the Supervisory Board in accordance with the provisions of the Enterprise Law.

### **VII. Principles of selecting successful candidates to the Board of Supervisors:**

1. The number of votes is calculated by the method of cumulative voting, whereby each shareholder has the total number of votes entitled to vote corresponding to

the total number of representative shares multiplied (x) by the number of elected members of the Supervisory Board and a shareholder has the right to use all of his or her voting shares for one or several candidates or to use only a part of the votes for the candidates.

2. The elected member of the Supervisory Board is determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the specified number of members is reached.
3. In case two (02) or more candidates obtain the same number of votes for a member of the Supervisory Board, re-election will be conducted among the candidates with the same number of votes or selected according to the following criteria in this Regulation or the Company's Charter. In case of re-election for candidates with the same number of votes, the winner is the one with the higher number of votes.
4. In order to facilitate shareholders, the organizing committee will allow shareholders to enter the p% of votes needed for each candidate, the system will display the corresponding number of votes for each candidate.

#### **VIII. Effective since:**

This Election Regulation will be approved by the General Meeting of Shareholders in the form of collecting written opinions from shareholders June 2022. When the Regulations are approved, it will take effect and become mandatory for all shareholders.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

Signed and Sealed

**Nguyen Ho Nam**