



Ho Chi Minh city, 6th May, 2022

**REGULATION ON THE NOMINATION, CANDIDACY, AND
ADDITIONAL ELECTION OF
MEMBERS OF THE BOARD OF DIRECTORS FOR THE TERM OF 2020-2025
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
BAMBOO CAPITAL JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 of the Socialist Republic of Vietnam;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing 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 guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company (BCG) approved by the Board of Directors on January 24, 2022 as authorized by the General Meeting of Shareholders on May 15, 2021 (the 15th Amendment and Supplement);

In order to elect additional members for the Board of Directors (BOD) for the term of 2020-2025 at the Annual General Meeting of Shareholders 2022 of Bamboo Capital Joint Stock Company (BCG) to be in compliance with the current regulations of laws of Vietnam and strictly comply with the principles of fairness, publicity, democracy, ensure the legal rights of all shareholders, we respectfully submit to the General Meeting of Shareholders to approve the "Regulation on the nomination, candidacy and additional election of members of the Board of Directors for the term of 2020-2025" as follows:

I. Subjects and scope of application:

1. This Regulation guides the order and procedures for nomination, candidacy, and additional election of members of the Board of Directors for the term of 2020-2025 of Bamboo Capital Joint Stock Company;
2. Shareholders and candidates participating in the nomination, candidacy, and additional election of members of the Board of Directors are responsible for complying with the contents of this Regulation.

II. Regulations on the nomination and candidacy of members of the Board of Directors:

1. **Number and term of members of the Board of Directors:**

- Number of members of the Board of Directors: 01 (one) member.
- Term of additionally elected members of the Board of Directors: The remaining time of the term of 05 (five) years: 2020-2025.

2. Criteria for candidates to join the Board of Directors:

Candidates for the Board of Directors need to meet the provisions of Clauses 1, 2, Article 155 of the Law on Enterprises and Clause 4, Article 20 of the Company's Charter, specifically:

a. For members of the Board of Directors

- Have full capacity for civil acts and not be prohibited from managing a company as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- Have professional qualifications and experience in business management of the Company and may not be a Shareholder of the Company.
- A member of the Board of Directors of a company may concurrently be a member of the Board of Directors of another company but the number of companies must not exceed 05 (five).
- The Chairman of the Board of Directors cannot concurrently hold the title of General Director (Director).
- Other standards required by law (if any).

b. For candidates for independent members of the Board of Directors:

- Not be a person who is working for the company, its parent company or its subsidiary; not be a person who used to work for the company, its parent company or its subsidiary for at least 03 (three) consecutive years;
- Not be a person who is currently receiving salary or remuneration from the company, except for allowances that a member of the Board of Directors is entitled to as prescribed;
- Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological younger sibling is a major shareholder of the company; be a manager of the company or its subsidiary;
- Not be a person who directly or indirectly owns at least 01% of the total number of voting shares of the company;
- Not be a person who used to be a member of the Board of Directors or Supervisory Board of the company for at least 05 (five) consecutive years before, except for the case of being appointed continuously for 02 (two) terms.

3. Conditions for nomination and candidacy to join the Board of Directors:

- Shareholder or groups of Shareholders owning 10% or more of the ordinary shares have the right to combine the number of voting rights of each person together to nominate and be a candidate for election to the Board of Directors. The principles for nomination and candidacy are as follows:

Shareholder or group of Shareholders owning:

- from 10% to less than 20% may nominate one (01) candidate;

- from 20% to less than 30% may nominate up to two (02) candidates;
 - from 30% to less than 40% may nominate up to three (03) candidates;
 - from 40% to less than 50% may nominate up to four (04) candidates;
 - from 50% to less than 60% may nominate up to five (05) candidates;
 - from 60% to less than 70% may nominate up to six (06) candidates;
 - from 70% to less than 80% may nominate up to seven (07) candidates;
 - And from 80% to less than 90% may nominate up to eight (08) candidates.
- In case the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient, the current Board of Directors can nominate more candidates or organize the nomination according to the mechanism specified in the Company's Corporate governance regulation.

III. Documents for the nomination and candidacy of members of the Board of Directors:

Documents for the nomination and candidacy of members of the Board of Directors include:

- Application for nomination and candidacy to join the Board of Directors;
- 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 notarized copy of: ID card/Citizen identification card, certificates certifying cultural and professional qualifications.

IV. Location and deadline for receiving nomination and candidacy documents:

In order to facilitate the organization of the General Meeting and disclose information in accordance with the law, please email or send nomination and candidacy documents for BOD members to the Organization Committee of the General Meeting before **16:30 on the 23rd April 2022** at the address:

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

V. Announcement of candidates for the Board of Directors:

In case a list of candidates has been identified for the additional election of members of the Board of Directors, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, carefully and in the best interests of the company if elected as a member of the Board of Directors.

VI. Principles for the additional election of members of the Board of Directors:

The list of candidates for members of the Board of Directors is formed according to the following principles: Based on the list of nominees, candidates of Shareholder or groups of Shareholders who meet the requirements in accordance with the Law and the Company's Charter. The General Meeting approves the procedures for dismissal and additional election of members of the Board of Directors in accordance with the provisions of the Law on Enterprises.

VII. Principles for selecting candidates elected to the Board of Directors:

1. The number of votes is calculated by the cumulative voting mode, 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 Board of Directors and the shareholder has the right to pool all of his or her voting right to one or several candidates or to use only a part of the votes to vote for several candidates.
2. The elected members of the Board of Directors are determined by the number of votes from the highest to the lowest, starting from the candidate with the highest number of votes until the specified number of members is reached.
3. In case there are two (02) or more candidates with the same number of votes for a member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or they will be selected according to the 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. To make it easier for shareholders, the Organization Committee of the General Meeting will design it in a way that shareholders can enter the percentage of votes needed for each candidate, the system will display the corresponding number of votes for each candidate. The distribution of votes for the candidates will be based on the rule of rounding down to the nearest unit. The number of outstanding votes for the candidates (including the number of votes that Shareholders did not use / which are not enough to vote for all candidates / Excess votes as a result of the rule of rounding to the nearest unit) will be considered as not used to vote for any candidate.

VIII. Enforceability

This election regulation is approved by the General Meeting of Shareholders at the opening part of the General Meeting. When the Regulation is approved, it will be enforceable for all shareholders.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Ho Nam