



## **PROPOSAL**

***Re: Amending and supplementing the Charter of Bamboo Capital Joint Stock Company  
(17th Amendment and Supplement)***

### **To: Shareholders of Bamboo Capital Joint Stock Company**

- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing implementation of a number of articles of the Law on Securities;
- Pursuant to the Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance, guiding the disclosure of information on the stock market;
- Pursuant to the 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 approved by the Board of Directors on January 24, 2022 as authorized by the General Shareholders Assembly on May 15, 2021 (the 16th Amendment and Supplement);

The Board of Directors of Bamboo Capital Joint Stock Company would like to submit the General Shareholders Assembly the amendment and supplementation of the Charter of Bamboo Capital Joint Stock Company approved for the 16th time on April 22, 2022 for consideration, with the following contents:

Based on the actual situation and the basis of the current Charter, the terms of reference between the articles in the new Charter will be changed in accordance with the revised chapters, articles and clauses, in accordance with the structure and contents as prescribed by law on enterprises, specifically as follows:

#### **1. Amendments and supplements:**

No.	Contents of the current Charter	Contents of the Charter to be amended and supplemented	Reasons for amendment, supplement or annulment						
1	<b>Article 3. Operational objectives of the Company – Clause 1</b>								
	<p>1. Company's field of business: ...</p> <table border="1" data-bbox="293 533 748 585"> <tr> <td data-bbox="293 533 355 585">31</td> <td data-bbox="355 533 651 585">Site preparation</td> <td data-bbox="651 533 748 585">4312</td> </tr> </table>	31	Site preparation	4312	<p>1. Company's field of business: ...</p> <table border="1" data-bbox="774 533 1261 795"> <tr> <td data-bbox="774 533 836 585">31</td> <td data-bbox="836 533 1164 795">           Site preparation  <i>Details: (Exclusion: not performing the activity "Blasting services" in Section 1, List A, Appendix I of the Decree 31/2021/ND-CP).</i> </td> <td data-bbox="1164 533 1261 585">4312</td> </tr> </table>	31	Site preparation <i>Details: (Exclusion: not performing the activity "Blasting services" in Section 1, List A, Appendix I of the Decree 31/2021/ND-CP).</i>	4312	<p>In accordance with the Proposal No. 18/2022/TTDH-HDQT-BCG dated April 15, 2022 if it is approved by the General Shareholders Assembly.</p>
31	Site preparation	4312							
31	Site preparation <i>Details: (Exclusion: not performing the activity "Blasting services" in Section 1, List A, Appendix I of the Decree 31/2021/ND-CP).</i>	4312							
2	<b>Article 5. Authorized capital, Shares, Founding Shareholders - Clause 6</b>								
	<p>6. New ordinary shares expected to be issued must be given priority to be offered to Shareholders in a proportion corresponding to ordinary shares of each Shareholder in the Company, unless otherwise decided by the General Shareholders Assembly. The company must notify the offering, specifying the number of shares to be offered and the reasonable time limit <b>(not less than twenty-one (21) days or other time limits as prescribed by Law)</b>, for Shareholders to subscribe. The number of shares that Shareholders who do not subscribe all will be decided by the Board of Directors. The Board of Directors may distribute such shares to the subjects according to the conditions and ways that the Board of Directors deems it is appropriate, but may not sell such shares under more favorable conditions than</p>	<p>6. New ordinary shares expected to be issued must be given priority to be offered to Shareholders in a proportion corresponding to ordinary shares of each Shareholder in the Company, unless otherwise decided by the General Shareholders Assembly. The Company must notify the offering, clearly stating the number of shares to be offered for sale and a reasonable time limit (not less than twenty (20) days or another time limit as prescribed by Law), for the Shareholders to subscribe. The number of shares that Shareholders who do not subscribe all will be decided by the Board of Directors. The Board of Directors may distribute such shares to subjects according to the conditions and ways that the Board of Directors deems it is appropriate, but may not sell such shares under more favorable terms than those of the Board of Directors offered to exist Shareholders, except for the case that shares are sold through the Stock Exchange by auction method.</p>	<p>In accordance with the provisions of Clause 2, Article 26 of the Law on Securities 2019.</p>						

No.	Contents of the current Charter	Contents of the Charter to be amended and supplemented	Reasons for amendment, supplement or annulment
	those offered to exist Shareholders, except for the case that the shares are sold through the Stock Exchange by auction method.		
2	<b>Article 17. Conditions for conducting the General Shareholders Assembly's meeting and preparing the minutes of the General Shareholders Assembly's meeting – Clause 2</b>		
	2. Except for the case specified in Clause 3 of this Article, the Resolutions of the General Shareholders Assembly must be approved by a majority of Shareholders owning more than fifty (50)% of the total votes of the voting Shareholders present in person or through the Authorized Person present at the General Shareholders Assembly's meetings; or if it is approved by the number of Shareholders holding more than fifty (50)% of the total votes of all Shareholders with voting rights (in the case of collecting Shareholders' opinions in writing).	2. Except for the case specified in Clause 3 of this Article, the Resolutions of the General Shareholders Assembly must be approved by a majority of Shareholders owning more than fifty (50)% of the total votes of the voting Shareholders present in person or through the Authorized Person to attend and vote at the General Shareholders Assembly's meetings to approve; or if it is approved by the number of Shareholders holding more than fifty (50)% of the total votes of all Shareholders with voting rights (in the case of collecting Shareholders' opinions in writing).	In accordance with the Law amending and supplementing a number of contents of the Law on Enterprises effective from March 1, 2022 (Law No. 03/2022/QH15)
3	<b>Article 17. Conditions for conducting the General Shareholders Assembly's meetings and preparing the minutes of the General Shareholders Assembly's meetings – Clause 3, first paragraph</b>		

	<p>3. Resolution relating to the content of types of shares and the total number of shares of each class; changing professions and business fields; change the organizational and management structure of the Company; transactions of buying and selling assets of the Company or its affiliates with a value of thirty-five (35)% or more of the total value of the Company's assets calculated according to the most recent financial statements; merger, reorganization and dissolution of the Company; be approved if approved by the number of Shareholders representing sixty-five (65%) or more of the total votes of all Shareholders attending the General Shareholders Assembly's meetings.</p>	<p>3. Resolution relating to the content of types of shares and the total number of shares of each class; changing professions and business fields; change the organizational and management structure of the Company; transactions of buying and selling assets of the Company or its affiliates with a value of thirty-five (35)% or more of the total value of the Company's assets calculated according to the most recent financial statements; merger, reorganization and dissolution of the Company; may be approved if approved by the number of Shareholders representing sixty-five (65%) or more of the total votes of all Shareholders attending and voting at the General Shareholders Assembly's meetings.</p>	<p>In accordance with the Law amending and supplementing a number of contents of the Law on Enterprises effective from March 1, 2022 (Law No. 03/2022/QH15)</p>
<b>4</b>	<p><b>Article 17. Conditions for conducting the General Shareholders Assembly's meetings and preparing the minutes of the General Shareholders Assembly's meetings – Clause 4</b></p>		
	<p>4. Minutes of the General Shareholders Assembly's meetings, the appendix of the list of shareholders registered to attend the meeting, the approved resolution and relevant documents attached to the meeting invitation notice (if any) must be disclosed in accordance with the law on information disclosure on the stock market and kept at the company's headquarters. The Minutes of the General Shareholders Assembly's meetings must be published on the Company's website within twenty-four (24) hours and sent to all Shareholders by email or fax within fifteen (15) days from the end of the General Shareholders Assembly. These minutes are considered</p>	<p>4. Minutes of the General Shareholders Assembly's meetings, the appendix of the list of shareholders registered to attend the meeting, the approved resolution and relevant documents attached to the meeting invitation notice (if any) must be disclosed in accordance with the law on information disclosure on the stock market and kept at the company's headquarters. The Minutes of the General Shareholders Assembly's meetings must be published on the Company's website within twenty-four (24) hours and sent it to all Shareholders via email or fax within fifteen (15) days from the end of the General Shareholders Assembly. These minutes are considered as authentic proofs of the work carried out at that General Shareholders Assembly unless an objection is validly raised on the content of the minutes within ten (10)</p>	<p>In accordance with the Law amending and supplementing a number of contents of the Law on Enterprises effective from March 1, 2022 (Law No. 03/2022/QH15)</p>

No.	Contents of the current Charter	Contents of the Charter to be amended and supplemented	Reasons for amendment, supplement or annulment
	<p>as authentic proofs of the work carried out at that General Shareholders Assembly unless an objection is validly raised on the content of the minutes within ten (10) days from the date of dispatch of such minutes. The minutes will be made in Vietnamese, signed for certification by the chairman of the General Shareholders Assembly and signed by the secretary, and made in accordance with the provisions of the Enterprise Law and this Charter. In case the chair or secretary refuses to sign the minutes of the meeting, these minutes will take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents as prescribed by the Law on Enterprises and this Charter. The minutes of the meeting clearly state the refusal of the chair or secretary to sign the minutes of the meeting. The Records, minutes, signature book of the Shareholders attending the meeting and the written authorization to attend must be kept at the company's headquarters.</p>	<p>days from the date of dispatch of such minutes. The minutes will be made in Vietnamese, signed for certification by the chairman of the General Shareholders Assembly and signed by the secretary, and made in accordance with the provisions of the Enterprise Law and this Charter. In case the chair or secretary refuses to sign the meeting minutes, these minutes will take effect if all other members of the Board of Directors attend the meeting and agree to ratify the minutes of the meeting and have full contents as prescribed by the Law on Enterprises and this Charter. The minutes of the meeting clearly state the refusal of the chair or secretary to sign the minutes of the meeting. The person who signs the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the content of the minutes of the meeting of the Board of Directors. The chair, the person taking the minutes is personally responsible for damage caused to the enterprise due to the refusal to sign the minutes of the meeting in accordance with this Law, the company's charter and relevant laws. Records, minutes, the signature book of the Shareholders attending the meeting and the written authorization to attend must be kept at the company's headquarters.</p>	
4	<p><b>Article 17. Conditions for conducting the General Shareholders Assembly's meeting and preparing the minutes of the General Shareholders Assembly's meeting – Clause 6, point c</b></p>		

	3. Attend and vote through videoconferences, electronic voting or other electronic means;	3. Attend and vote through videoconferences, electronic voting or other electronic means;  <i>Attendance, voting and exercise of other rights and obligations of Shareholders at the General Shareholders Assembly's meetings through online conference will be carried out in accordance with detailed provisions in the Regulation on organization of the meeting and other relevant internal documents.</i>	Fit and meet actual requirements.
<b>5</b>	<b>Article 21. Rights and obligations of the Board of Directors - Clause 3</b>		
	Not specified.	<u>Supplement:</u>  <i>z. To reserve the right to change the capital use plan, the proceeds from the offering, the issuance with the change in value less than 50% of the capital, the proceeds from the offering or issuance upon being authorized by the General Shareholders Assembly, except for the case of offering of non-convertible bonds without warrants under the plan approved by the Board of Directors.</i>	Supplement to comply with the provisions of Clause 2, Article 9 of the Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities.

## 2. Effect of the amended and supplemented Charter:

- The other terms and conditions remain unchanged.
- The Charter of Bamboo Capital Joint Stock Company (17th Amendment and Supplement) takes effect from the date on which the Resolution of the General Shareholders Assembly passed at the General Shareholders Assembly's meetings.

It is respectively submitted to the GMS for reviewing, voting and approval.

Yours sincerely,

**Recipients:**

- GMS;
- Archives: BOS, Office of the BODs

**ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**

**Nguyen Ho Nam**