



*Ho Chi Minh City, July 22nd, 2022*

## **DECISION**

***Re: Promulgating Regulation on organization, implementation and vote counting of shareholders' written opinions***

### **BOARD OF DIRECTORS BAMBOO CAPITAL JOINT STOCK COMPANY**

- Pursuant to Enterprise Law No. 59/2020/QH14 dated on June 17<sup>th</sup>, 2020 by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to Securities Law No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019 by the National Assembly of the Social Republic of Vietnam;
- Pursuant to the Charter of Bamboo Capital JSC (BCG) approved by the Annual General Meeting of Shareholders dated May 06<sup>th</sup>, 2022 (amended and supplemented for the 17th time);
- Pursuant to the Resolution of the General Meeting of Shareholders on collecting shareholders' written opinions No. 06/2022/NQ-DHDCD-BCG dated July 22<sup>th</sup>, 2022.

## **DECISION**

**Article 1.** Promulgating with the Decision “**The Regulation on organization, implementation and vote counting of shareholders' approval in writing**”.

**Article 2.** This Resolution shall take effect upon the date of signing.

**Article 3.** Members of the Board of Directors, Executive Board, Leaders of Divisions, Departments and affiliated units; Shareholders and Employees of Bamboo Capital Joint Stock Company are responsible for implementing this Decision.

**Recipients:**

- Article 3;
- Archives: BOD Office.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

Signed and sealed

**Nguyen Ho Nam**



*Ho Chi Minh City, July 22nd, 2022*

**REGULATION**  
**ON ORGANIZATION, IMPLEMENTATION AND VOTE**  
**COUNTING OF SHAREHOLDERS' APPROVAL IN WRITING**  
**(Attached to this Decision No. 77/2022/QD-HDQT-BCG dated July 22<sup>th</sup>, 2022**  
**of the Chairman of Bamboo Capital Joint Stock Company)**

**Article 1. Principles for the shareholders' approval in writing**

1. Ensure principles of publicity, justice and democracy;
2. Comply with the Laws and the Company's Charter;
3. Ensure all shareholders' interests.

**Article 2. Purposes**

To ensure the shareholders' approval in writing is compliance with the Laws and the Charter of Bamboo Capital Joint Stock Company.

**Article 3. Interpretations**

1. **Company** or **BCG** is Bamboo Capital Joint Stock Company.
2. **Shareholder** is the one who holds at least one share issued by BCG and whose name appears in the List of Shareholders at the last registration date to collect the shareholders' approval in writing provided by Vietnam Securities Depository or who is legally authorized in writing and granted login information by the Company to exercise the shareholder's rights.
3. **Voting card for shareholders' approval in writing** is the document issued by BCG and sent to the shareholders by post, or shareholders download the document at BCG's website, fill in and send it back to BCG.
4. **Voting card of shareholders' approval in writing in electronic form** is that shareholders or authorized representative of shareholders select answers online to collect written opinions of shareholders on a particular website chosen by the Company at the time of collecting shareholders' opinions.
5. **Online system** is the application/ software system/ website that the Company chooses for online voting.
6. **Login information** includes Username/ID and Password in the Notice of collecting shareholders' approval in writing that BCG sends to a shareholder or OTP sent to the shareholder's phone or the authorized person's phone number. Username/ ID and OTP are only granted to each shareholder or his authorized person.

7. **Time of opening the online system** is the starting time for shareholders to access the website of the time to collect shareholders' opinions, view documents, and vote on the contents that the Company needs to consult.
8. **Time of closing the online system** is the time that the online system closes on the website for collecting of the shareholders' written approval.
9. **Short forms have the following meanings:** GMS/ General Meeting of Shareholders; BODs/ Board of Directors; and BOS/ Board of Supervisors;

#### **Article 4. Subjects entitled to collect opinions in writing**

1. Shareholders who hold BCG's voting shares in the registration list issued by Vietnam Securities Depository (VSD) during the period for collecting of shareholders' written opinions.
2. Person who is legally authorized by a shareholder to represent the shareholder to exercise his rights in collection of shareholders' approval in writing.

#### **Article 5. Forms of voting**

1. A shareholder shall exercise his voting right in the writing form. For each content that the Company asks for shareholders' opinions, the shareholder shall select only one among three options in the ballot, "Agree" or "Disagree" or "Abstention", then sign the ballot and send it by post or express to the Company's address. In case the shareholder is an organization, the ballot shall be signed by the legal representative and sealed.

The shareholder can also scan and take a photo of the ballot and use his email to open the securities account, matching email as registered in the List of Shareholders that VSD makes, and send it to the Company's email at: [irbcg@bamboocap.com.vn](mailto:irbcg@bamboocap.com.vn).

2. A shareholder shall exercise his voting right in the electronic form. The shareholder can access the website: [bcg.bvote.vn](http://bcg.bvote.vn). The shareholder shall use ID (identification card number, citizenship card number, corporate code and foreign investor code ...) and Password sent to the shareholder by the Company in the Notice of collection of shareholders' approval in writing or OTP sent to the shareholder's/ his authorized person's phone to exercise voting rights.

For each content that the Company asks for shareholders' opinions, the shareholder shall select among three options on the website interface, "Agree" or "Disagree" or "Abstention", then press "Send" to complete the voting. When the shareholder completes his voting then the voting results cannot be changed.

3. Contents of the voting card for collection of shareholders' approval in writing must have full information as stipulated in Clause 3, Article 149 of the Law on Enterprise.
4. In case the shareholder sends the ballot by post to the Company but still signs in and vote in the electronic form, the electronic voting results shall be taken as the final results and the ballot sent to the Company by post and received by the Company prior to the closing time shall not be counted.

#### **Article 6. Rights and obligations of the shareholder or his authorized representative**

1. A shareholder has the right to give opinions (vote) or authorize another person to give opinions/ vote on all contents asked for collection shareholders' approval in writing by the Company.
2. Each shareholder named in the List of Shareholders at the last registration date shall receive a voting card for collection of shareholders' approval in writing from the Company by post or express to the shareholder's address registered in the List of shareholders 4 BCG - Regulation on organization, implementation and vote counting of shareholders' written opinions prepared by VSD. In case of not receiving the voting card, the shareholder can access the Company's website to download the documents, fill it in and send it to the address of the Company's Head Office.
3. Giving opinion/vote on each content asked by the Company shall be an obligation of all the shareholders in accordance with the Company's Charter.

#### **Article 7. Rights and obligations of the vote counting board**

1. The vote counting board includes 01 head, 01 supervisor and some members and is established by the Company's BODs. The head of the vote counting board is the Chairman of the Company's BODs and the supervisor is 01 member of the Company's BOS.
2. The vote counting board have the right to choose an assistant unit to fulfill the board's duties.
3. The vote counting board shall have the following duties:
  - a. To instruct the shareholders for methods of login, voting and sending the vote to the Company;
  - b. Secure voting cards, voting results via email, voting results on the online system until the counting of votes is performed;
  - c. To consolidate and report to the BODs and the BOS on voting results for contents asked for collecting shareholders' approval in writing;
  - d. To consolidate the vote counting results and prepare the Minutes of vote counting according to the applicable regulations;
  - e. To deliver the Minutes of vote counting and votes to the BODs;
  - f. To coordinate with the BODs in considering and handling claims and complaints about voting results (if any);
  - g. To fulfill other assigned duties.
4. The Minutes of vote counting shall have full information as specified in Clause 5, Article 149 of the Law on Enterprise.

#### **Article 8. Regulations on validity/invalidity of the voting cards for shareholders' approval in writing**

1. A card shall be valid if:
  - The card is issued by BCG;
  - The ballot is sent by the Company to a shareholder or downloaded from the Company's website by the shareholder;
  - The ballot has signature and full name of the shareholder as an individual or

- signed of his legal representative and sealed if the shareholder is an organization;
- The ballot must not be torn, crossed out, erased, corrected or change of the contents;
  - Each content only has one of three options or “Approve” or “Disapprove” or “Abstension”;
  - Any content of the ballot that the shareholder has no option is considered to be 5 BCG voted as “Abstension”;
  - The ballot which is send in writing by the shareholder is received by the Company prior the closing time to count votes;
  - The ballot that the shareholder sends via email or in electronic form is received by the Company prior the closing time to count votes.
2. A ballot shall be invalid if:
- It is not issued by BCG;
  - The ballot has no signature of the shareholder as an individual and no signature and seal of the shareholder as an organization;
  - The ballot is crossed out, erased, corrected or added/ deleted contents;
  - The Company receives it after the closing time;
  - The ballot is prepared by the authorized person but not attached a certified Power of Attorney;
  - The ballot ticks 02 options or more for each content asked for collection of shareholders’ opinions by the Company;
  - In a ballot, the contents asked for collecting of shareholders’ opinions are independently voted. Invalidity of voting that content shall not affect invalidity of other contents.
3. Invalid ballots shall not be included in the vote counting results.

### **Article 9. Conditions to approve issues the shareholders’ approval in writing**

1. The contents shall be approved when the total number of votes is 50% or more of the total number of the Company’s voting shares.
2. The voting cards for the shareholders’ approval in writing that are not sent to the Company via email or that the shareholders do not press the “Send” button on the online system shall be considered to be invalid.

### **Article 10. Disclosure of vote counting results**

1. Vote counting results are the sum of the results of the forms that shareholders make valid votes, including: Voting through sending in writing, voting via email, voting via electronic voting.
2. The vote counting results obtained by collecting of shareholders’ approval in writing and electronic form are disclosed by the Company’s BODs within 24 hours as from the closing date of vote counting.

## **Article 11. Terms of implementation**

1. This Regulation includes 11 articles promulgated by BCG's BODs on July 12<sup>th</sup>, 2022 and takes effect in the collection of shareholders' approval in writing 2022 in accordance with the Resolution approved by the GMS through shareholders' approval in writing.
2. The Chairman of the BODs and the vote counting board shall be responsible for executing the contents as specified in this Regulation.
3. The shareholders or their authorized representatives and relevant persons shall exercise rights in accordance with this Regulation and other relevant documents.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

Signed and sealed

**Nguyen Ho Nam**