



*Ho Chi Minh City, April 28th, 2023*

**REGULATIONS ON NOMINATION, CANDIDACY AND ELECTION OF  
ADDITIONAL MEMBERS TO THE BOARD OF DIRECTORS  
FOR THE TERM OF 2020-2025  
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2023 OF  
BAMBOO CAPITAL GROUP JSC**

- 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 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 about corporate governance applicable to public companies;
- Pursuant to the Charter of Bamboo Capital Group Joint Stock Company (BCG) approved on September 16, 2022 (in the authority of the Company's General Meeting of Shareholders on May 06, 2020) (amendment and supplement for the 19<sup>th</sup> time);

In order to comply with the current Vietnamese regulations and strictly enforce the principles of fairness, publicity, democracy to ensure the legitimate interests of all shareholders, the "Regulations on the nomination, candidacy, and election of additional members to the Board of Directors for the term 2020-2025" are as follows:

**I. Objects and scope of application:**

1. This Regulation guides the procedures for nominating and electing members of the BOD of Bamboo Capital Group JSC for the term of 2020-2025;
2. Shareholders and candidates participating in the nomination, candidacy and election shall comply with this Regulation.

**II. Regulations on nominating and becoming candidates to the Board of Directors:**

**1. Number and term of members of BOD:**

- Number of members to the BOD: 02 (two) independent members.
- Tenure of newly appointed members to the BOD: the remaining term of 2020-2025.

## **2. Conditions for candidates to join the BOD:**

The candidates for the Board of Directors must meet the requirements stated within the provisions of law Clauses 1 and 2, Article 155 of the Enterprises Law, and Clause 4, Article 20 of the Company's Charter;

### **a. For BOD member**

- Meet the expected abilities of a BOD member and not be prohibited from managing any enterprise as prescribed in Clause 2, Article 17 of the Enterprise Law.
- Have professional qualifications, experience in business management of the Company and must not be a Shareholder of the Company.
- Is a member of the Board of Directors of a company and may concurrently be a member of the Board of Directors of another company but must not exceed 05 (five) companies.
- The Chairman of the Board of Directors cannot concurrently hold the title of General Director (Director).
- Other standards as required by law (if any).

### **b. For independent members of the BOD:**

- A person who is not currently working for the company, its parent company or its subsidiaries; or has not worked for the company, its parent company or its subsidiaries for at least 03 (three) consecutive years;
- A person who does not receive salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;
- A person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological brother is not a major shareholder of the company; or is not a manager of the company or its subsidiaries;
- A person who does not directly or indirectly owns at least 01.00% of the total number of voting shares of the company;
- A person who is not used to be a member of the Board of Directors, 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 for the Board of Directors:**

- Shareholders holding at least 10% of common shares for a continuative period of at least six months may accumulate their voting rights to nominate candidates to the Board of Directors. The principles for nominating are as follows:

Shareholders or group of Shareholders who holds:

- From 10% - 20% may nominate one (01) candidate;
  - From 20% - 30% may nominate up to two (02) candidates;
  - From 30% - 40% may nominate up to three (03) candidates;
  - From 40% - 50% may nominate up to four (04) candidates;
  - From 50% - 60% may nominate up to five (05) candidates;
  - From 60% - 70% may nominate up to six (06) candidates;
  - From 70% - 80% may nominate up to seven (07) candidates; and
  - From 80% - 90% may nominate up to eight (08) candidates.
- In case the number of candidates to the Board of Directors through the nomination and candidacy is insufficient, the current Board of Directors may nominate additional candidates or organize to nominate according to the Regulations of the Company Management.

### **III. Documents on nomination and candidacy as members of the Board of Directors:**

Documents on nomination and candidacy as members of the Board of Directors consist of:

- Application for nomination, candidacy to the Board of Directors;
- Curriculum vitae declared by the candidate at <https://bamboocap.com.vn/quan-he-nha-dau-tu/cong-bo-thong-tin/2023-1>.
- Certified copies of ID cards, qualifications and certificates.

### **IV. Location and deadline for receiving the documents of nomination and candidacy:**

To facilitate the organization of the General Meeting of Shareholders and disclose information following the law, please fax, email or send documents on nomination and candidacy to become a member of the “Board of Directors”, to the Organization Committee before **04:30 pm of April 14, 2023** at:

**Bamboo Capital Group (BCG)**

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

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

Tel: 84.28 6268 0680 / 84.903 988182

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

### **V. Announcement of candidates for the Board of Directors:**

In case the list of candidates to the Board of Directors has been identified, the Company must disclose the information related to the candidates at least 10 (ten) days before the opening of the General Meeting of Shareholders on the website of the Company. All shareholders will have access to information about these candidates before voting. The candidate for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to performing the duties

honestly, carefully and in the best interest of the company if elected as a member of the Board of Directors.

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

The list of candidates for members of the Board of Directors is compiled according to the following principles: Based on the list of nominees and candidates 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 Board of Directors in accordance with the provisions of the Enterprise Law.

## **VII. Principles of selection of candidates elected to the Board of Directors**

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 Board of Directors. The shareholder has the right to use all his/her voting rights for one or several candidates or to use only a part of the votes to vote for several candidates.
2. The elected member of the Board of Directors is determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the maximum number of members is reached.
3. In case there are two (02) or more candidates with the same number of votes for members of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the Board of Directors or based on this Regulation or the Company's Charter. In the case of re-election for candidates with the same number of votes, the elected person is the one with the higher number of votes.
4. For the convenience of shareholders, the Organizing Committee of the General Meeting will make sure 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 to the candidates will be based on the rule of rounding down. The number of votes left unvoted for the candidates (including the number of votes that the Shareholders did not vote / Not enough to vote equally for all candidates / The excess votes because of the rule of rounding down) will be considered unused vote for any candidate.

## **VIII. Validity:**

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

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

*(Signed & sealed)*

**Nguyen Ho Nam**