



*Ho Chi Minh City, April 7<sup>th</sup>, 2023*

**ANNEX 01:**

**REPORT OF THE INDEPENDENT MEMBERS ON  
THE BOARD OF DIRECTORS PERFORMANCE 2022**

The Board of Directors (BOD) of Bamboo Capital Group JSC has a total of 09 members, including 03 independent members and 04 non-executive members. In 2022, there are some changes within the BOD as a result of the dismissal of one independent member. Another member being re-elected has replaced the position in order to ensure good compliance between the BOD's activities and the Group's Corporate Governance practices, including planning, compliance control and strategy evaluation.

**1. General evaluation on the performance of the Board of Directors**

The independent members' opinions on the performance of the BOD in 2022:

- The BOD's activities were carried out following the operational business plan for the fiscal year 2022, compliance with the principles of the Charter and Internal Corporate Governance Regulations.
- All members of the BOD had a strong sense of duty in carrying out their tasks and obligations, accomplishing most of the BOD's contents and strategic goals during the year.
- The BOD advised effectively and timely solutions to solve several obstacles and challenges encountered while operating the Group.
- The BOD actively directed the BOMs to implement office management platforms, enhance further digital transformation in the corporate governance, while participated in the process of strengthening the corporate culture and internal communication.

**2. The operating mechanism**

- The BOD held 101 meetings in 2022, consisting of official meetings and collecting members' opinions in writing.
- All meetings of the BOD were called in a timely manner, on the basis of a specific schedule with adequate documents prepared, and the provisions of the Company's Charter, Internal Corporate Governance Regulations, and the applicable law.
- All meeting contents were assessed and discussed thoroughly by all members of the BOD in order to propose the most appropriate and beneficial solutions.
- The BOD and the Board of Management (the BOM) closely reviewed and evaluates matters pertaining to the company strategy, financial strategy, and change of orientation in regular meetings.

- Matters regarding business strategy, financial strategy and change of orientation had been addressed by both the BOM, and the BOD. The BOD then reviewed the execution of the BOM in monthly meetings.
- Changes to investment plan and new strategies were discussed between the BOM and the BOD on the basis of independent study and market fluctuation.

### **3. The BOD's supervision on the Chief Executive Officer and the BOM**

- In general, the BOD performed well on supervising the CEO and the BOM, ensuring the Group's business activities were in the right direction and in timely adjustment, if needed.
- The BOD has properly fulfilled its roles and responsibilities in directing, supporting, and supervising the BOM in carrying out the contents approved by the General Meeting of Shareholders and the BOD, while also ensuring compliance with the provisions of the law and balancing the Group's and its shareholders' interests.
- Members of the BOD attended the BOM's periodic and extraordinary meetings to provide analysis and advice in order to come up with optimal solutions for the Group's benefit.
- The BOD also reviewed the BOM's reports on a regular basis in order to understand the Group's operations and quickly update arising issues and actual requirements.
- The Chairman and the BOD supported the CEO and the BOM in risk management, in order to help identify problems early and maintain the sustainability of the Group's activities.

### **4. Conclusions**

The BOD has fully performed their role in accordance with the law and the Company's Charter which is to plan, and strategize goals and objectives for the short-term and long-term vision of the Group. Moreover, they have put mechanisms in place to monitor progress against the objectives.

In general, the Group has encountered numerous difficulties and challenges as a result of the 2022 economic downturn. However, with a strong sense of responsibility, solidarity, and cooperation in task performance, the BOD has implemented drastic and timely solutions in order to direct and coordinate with the Board of Management. The action took support to minimize risks in production and business activities over the last year.

**INDEPENDENT MEMBER  
of the BOD**

Signed

**Nguyen Tung Lam**

**INDEPENDENT MEMBER  
of the BOD**

Signed

**Nguyen Quoc Khanh**

**INDEPENDENT MEMBER  
of the BOD**

Signed

**Pham Nguyen Thien Chuong**