



*Ho Chi Minh City, April 5th, 2024*

# **REGULATIONS ON THE ORGANIZATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024 OF BAMBOO CAPITAL GROUP JOINT STOCK COMPANY**

## **CHAPTER I GENERAL PROVISIONS**

### **Article 1. Scope of application**

1. This Regulation is applicable to the organization of the Annual General Meeting of Shareholders of Bamboo Capital Joint Stock Company in 2024 (hereinafter referred to as the “General Meeting” or “AGM”) in the form of virtual meeting and online voting for shareholders at the Online General Meeting.
2. This Regulation specifically stipulates the rights and obligations of shareholders and parties to the General Meeting, conditions and procedures for conducting the General Meeting.
3. Shareholders, representatives of shareholders and participants are responsible for complying with the provisions of this Regulation.

### **Article 2. Interpretation**

1. **Company** or **BCG**: Is Bamboo Capital Group Joint Stock Company (Stock symbol: BCG).
2. **Shareholder**: Is the owner of at least one share of Bamboo Capital Joint Stock Company, whose name is on the final list of shareholders entitled to attend the General Meeting of Shareholders on **March 26th, 2024** provided by the Vietnam Securities Depository (VSD) or is a person who is duly authorized by the shareholder and has been granted an account by the Company to register to attend the virtual General Meeting and vote online.
3. **Online General Meeting**: Is the General Meeting of Shareholders held through the application of modern information technology solutions to transmit audio and/or images of the General Meeting, allowing shareholders in different locations to attend, monitor, discuss and vote on the matters of the meeting.
4. **Location of the Online General Meeting**: Includes the main location (the location where the General Meeting is managed) and other locations. In which, the main location is where the Chairman attends and chairs the meeting, other locations are

where shareholders log into the Online Platform with the Access Account provided by BCG to attend the Online General Meeting.

5. **Online voting:** Means that the shareholders or authorized representative of shareholders vote at the AGM in the form of voting on the online platform.
6. **Online Platform:** Is the application/software system/website that the Company uses to organize the online AGM and/or online voting.
7. **Register to attend the Online General Meeting:** Means shareholders use an appropriate method to notify the Company about themselves or their representatives will attend the General Meeting through the Online Platform in accordance with the provisions of this Regulation and the guidance of the Company.
8. **Login information:** Include Username/ID and Password in the Invitation Letter or OTP code sent to the shareholder's phone number or the authorized person's phone number. The password and OTP code are provided by the Company only to each shareholder or the person authorized by the shareholder in the Invitation Letter or to the phone number of the shareholder, the person authorized by the shareholder.
9. **Online Platform opening time:** Is the starting time for shareholders to access and read the General Meeting's documents. The time for voting on the contents of the General Meeting shall comply with the regulations of the Organizing Committee of the General Meeting.
10. **Voting portal opening time:** Is the starting time for shareholders to vote on the contents required to be voted on at the General Meeting.
11. **System closing time/voting portal closing time:** Is the time when the online platform closes access, locks voting... according to the notice of the Organizing Committee of the General Meeting.
12. **The abbreviations have the following meanings:** AGM: Annual General Meeting, General meeting of Shareholders; BOD: Board of Directors.

## **CHAPTER II**

### **CONDITIONS OF PARTICIPATION IN THE GENERAL MEETING**

#### **Article 3. Conditions of participation in the General Meeting**

Individual shareholders or authorized representatives of shareholders being organizations, named in the list of shareholders at the closing date of the right to attend the General Meeting, have the right to directly attend the General Meeting or duly authorize others to attend the General Meeting. Shareholders have been granted an access account by the Company to register to attend the General Meeting in accordance with this Regulation and the Provisions of Law.

#### **Article 4. Forms of participation in the General Meeting**

Shareholders are considered to attend the AGM in the following cases:

1. Each shareholder will be provided with an access account and password to log into

the Online Platform. The shareholder's access account will be encrypted to ensure the identity of the attending shareholder. The Company will notify shareholders of the access account and password at the Meeting Invitation Letter.

2. Shareholders attending the meeting via the online form will be asked to verify their eligibility to attend the AGM. The participant is considered to attend and vote at the General Meeting, once the Shareholders have completed the login with their Username and password/OTP code provided by the Company and send successfully voting results to the Platform.
3. The Organizing Committee of the General Meeting opens the voting portal so that shareholders can access the Platform to vote 02 (two) days prior to the expected opening date of the General Meeting.

### **CHAPTER III**

## **RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTIES TO THE MEETING**

#### **Article 5. Rights and obligations of shareholders or authorized representatives**

##### **1. Rights of shareholders or authorized representatives:**

- a. Shareholders or their authorized representatives are entitled to attend the General Meeting and vote on all matters of the General Meeting in accordance with the Law on Enterprises and relevant legal documents.
- b. Shareholders who attend the General Meeting online must log in to the Online Platform at the address: [bcg.bvote.vn](http://bcg.bvote.vn) to attend the General Meeting and vote on matters at the General Meeting. Shareholders can log in through the following forms:
  - *Use the login code (ID) and OTP code to log into the platform;*
  - *Use the login code (ID) and password in the Invitation letter to log in to the platform.*
    - ✓ The shareholder login code (ID) is Identification card number; Citizen identification card number; Tax code; Foreign investor code.
    - ✓ After the shareholder logs into the platform, the OTP code is sent to the shareholder's phone number or the phone number of the authorized person.
    - ✓ In case shareholders change their phone number, they should contact the Company to update the new phone number.
    - ✓ In case shareholders change their personal information, they must contact the Depository member where they open an account to update. For unregistered shareholders, please contact the Company for updates.
    - ✓ Password: To be notified to shareholders in the Meeting Invitation Letter.
- c. Shareholders and shareholders' representatives have the right to attend the General Meeting and participate in voting on subsequent matters of the General Meeting. The General Meeting is not responsible for stopping or re-voting the

approved matters and the validity of the previous voting sessions will not be affected.

d. In case shareholders cannot attend the General Meeting, shareholders can authorize another person to attend and vote on matters within their competence. This authorization can be done online on the platform or shareholders can complete the Authorization letter according to the Company's form. When a shareholder authorizes another person to attend the General Meeting by an Authorization letter, the following provisions shall be followed:

- *For individual shareholders, the authorization letter must be signed by the shareholder and the person authorized to attend the meeting.*
- *For organizational shareholders, the authorization letter must have the signature of the head of the organization/legal representative of the organization, the organization's seal, the full name of the proxy giver and the signature of the authorized person to attend the meeting.*
- *Accordingly, with the authorized representative, if the authorized party is not a shareholder of BCG, after receiving valid authorization, BCG will provide the login name and access password to the authorized party for the authorized representative to perform rights and obligations according to the authorized contents. BCG provides login information to authorized representatives via email or other forms according to the registered information of shareholders. Shareholders are fully responsible for the authorization information sent to BCG. The person authorized to attend the General Meeting must comply with the provisions of this Regulation, be controlled by the Chairman of the delegation, and respect the working results at the General Meeting.*
- *In case the authorized person is a shareholder of the Company, after the authorizing party completes the authorization procedure, the number of shares of the authorizing party will be added to the number of shares of the authorized party when attending the General Meeting. The authorized party has the right to vote according to the total number of shares for which he/she is authorized or to vote for each account in which he/she receives authorization.*
- *Each shareholder, being an individual or an organizational shareholder, owning less than 10% of the outstanding shares of the Company may only authorize 1 (one) other legal person to attend the General Meeting. Organizational shareholders owning 10% or more of the outstanding shares of the Company may authorize a maximum of 03 (three) other legal people to attend the General Meeting.*

## **2. Obligations of shareholders or authorized representatives:**

- a. During the time of the General Meeting, shareholders must comply with the instructions of the Chairman of the General Meeting, behave in a civilized, polite and orderly manner.
- b. Costumes of shareholders and delegates ensure politeness and formality.
- c. Shareholders attending the meeting through the Online Platform are obliged to:
  - *Prepare and use appropriate online meeting equipment with an internet*

*connection to ensure that the progress of the Online General Meeting can be followed.*

- *Attend and vote on all contents and agenda of the General Meeting.*
- *Secure information related to access accounts such as name, other identifiers (if any) of the login account and login password that the Company provides to shareholders according to the Meeting Invitation Letter to ensure that only shareholders have the right to attend the meeting on the Online Platform, except for providing them to authorized representatives of shareholder to attend meetings. Shareholders are responsible for ensuring that their authorized representatives comply with the provisions of this clause in the same way as shareholders.*
- *Be responsible for all risks and disputes related to the attendance of the meeting made by the shareholder's access account on the Online Platform. Attending the meeting and voting on the Online Platform with the username, the correct password and/or other identifiers will be automatically considered the will of the shareholders.*
- *Regularly update information about phone number, contact address, email address in an accurate, complete and honest manner at the securities depository to ensure that the account is notified and be fully responsible for this registered information.*
- *Strictly abide by the Regulations on the organization of the General Meeting, respect the working results at the General Meeting.*

#### **Article 6. Rights and obligations of the Verification Committee of Shareholders' Eligibility**

1. The Verification Committee of Shareholders' eligibility includes 01 (one) Head, and other members appointed by the Organizing Committee of the General Meeting. The Verification Committee of Shareholders' Eligibility has the function to check the qualification of shareholders or authorized representatives to attend the General Meeting: Check and confirm the shareholders' eligibility to attend the Online General Meeting in accordance with the law, the Company's Charter and this Regulation; Report to the General Meeting on the results of the verification of the eligibility of shareholders to attend the General Meeting.
2. Verification method: the Verification Committee of Shareholders' Eligibility can verify shareholders' eligibility based on login information from the accounts of shareholders to determine the number of shareholders attending the Online General Meeting.
3. The Shareholder's eligibility verification committee has the right to set up an assisting department to fulfill the Committee's tasks.

#### **Article 7. The Presiding Committee and the Chairman of the General Meeting**

1. The Presiding Committee approved by the General Meeting, including the Chairman of the General Meeting and other members, has the function of leading the General Meeting.
2. Rights and obligations of the Presiding Committee:

- a. Manage the activities of the meeting according to the agenda approved by the General Meeting. Carry out the necessary work for the orderly General Meeting of Shareholders; meet the requirements of the majority of attending shareholders;
  - b. Appoint one or several people to act as the Secretary of the meeting, introduce them to the General Meeting to elect the Vote Counting Committee;
  - c. Guide the discussion at the meeting;
  - d. Submit a draft of necessary contents for the General Meeting to vote on;
  - e. Answer questions requested by shareholders or appoint a respondent.
3. The decision of the Chairman on matters of order, procedure or events arising outside the agenda of the General Meeting will be the ultimate judgment.
  4. The Chairman carries out the tasks deemed necessary to conduct the General Meeting in a valid and orderly manner, or so that the General Meeting reflects the wishes of the majority of the attending shareholders.
  5. Without consulting the General Meeting, the Chairman can at any time postpone the General Meeting to another time (in accordance with the provisions of the Law on Enterprises and the adopted Charter) and at a different location as determined by the Chairman if it is found that:
    - a. The conduction of the present meeting is obstructed or is likely to obstruct the orderly progress of the meeting; or
    - b. Postponement is necessary for the work of the General Meeting to proceed properly.

**Article 8. Rights and obligations of the Secretariat of the General Meeting**

1. The Secretariat of the General Meeting consists of 01 (one) Chairman and a number of members appointed by the Presiding Committee.
2. The Secretariat of the General Meeting performs supporting tasks as assigned by the Chairman, such as: Record the minutes of the General Meeting, reflecting truthfully, accurately and fully the contents of the General Meeting in the minutes and resolutions of the General Meeting; presenting to the General Meeting the Minutes and Resolutions of the Meeting; receive comments and discussions of shareholders and transfer them to the Presiding Committee of the General Meeting for them to response to the shareholders.

**Article 9. Rights and obligations of the Vote Counting Committee**

1. The Vote Counting Committee consists of 01 (one) Chairman and a number of members and is voted and approved by the General Meeting at the proposal of the Presiding Committee.
2. The Vote Counting Committee has the right to set up an assisting department to fulfill the Committee's tasks.
3. The Vote Counting Committee has the following duties:
  - a. Provide instructions for shareholders on how to log in and vote at the online General Meeting.
  - b. Record voting results of shareholders and shareholders' representatives on matters

- to be voted on at the General Meeting;
- c. Summarize and report to the Presiding Committee the results of voting on matters of the General Meeting;
  - d. Summarize the results of vote counting and make a Vote Counting Minutes to approve the contents submitted to the General Meeting of Shareholders;
  - e. Report the vote counting results before the General Meeting;
  - f. Hand over the Vote Counting Minutes to the Chairman or Secretary of the General Meeting;
  - g. Together with the Presiding Committee of the General Meeting, consider and settle complaints and denunciations about voting results (if any) and report to the General Meeting of Shareholders for decision;
  - h. Perform other assigned tasks.

## **CHAPTER IV**

### **PROCESS OF CONDUCTION THE GENERAL MEETING**

#### **Article 10. Conditions for conducting the General Meeting**

The meeting is conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes, according to VSD's final list of shareholders entitled to attend the General Meeting according to the statutory time limit. The Verification Committee of Shareholders' eligibility will notify the number of attending shareholders, the total number of voting shares and the attendance rate so that the General Meeting can proceed in accordance with regulations.

#### **Article 11. Conducting method of the General Meeting**

1. The General Meeting is scheduled to take place in 1/2 day.
2. The General Meeting will in turn discuss and approve the contents mentioned in the Agenda of the General Meeting of Shareholders.
3. Attending shareholders using terminal devices must ensure internet connection during the time attending the General Meeting and only open the microphone when invited to speak.

#### **Article 12. Agenda and contents of the General Meeting**

1. The agenda and content of the General Meeting must be approved by the General Meeting of Shareholders right in the opening part and it must clearly define the time for each content in the meeting.
2. If during the meeting, the Chairman proposes to change the agenda and contents of the meeting, the changes must be approved by the General Meeting.

#### **Article 13. Discussion and Q&A at the General Meeting**

1. The discussion can only be conducted within the stipulated time and within the scope of the matters presented in the agenda of the General Meeting of Shareholders.

2. Based on the number of shareholders attending and the allowed duration of the General Meeting, the Presiding Committee of the General Meeting may choose the method of conducting the meeting. Shareholders conduct discussions according to the instructions of the Chairman during the Online General Meeting by online discussion and questioning with the consent of the Presiding Committee or send questions to the Presiding Committee of the General Meeting through the Online Platform. Only one shareholder is entitled to speak at a time. In case many shareholders have opinions at the same time, the Chairman will invite each shareholder to present their opinions according to the discussion content.
3. Shareholders must speak briefly and focus on the main content to be discussed, in accordance with the approved agenda of the General Meeting. The content of shareholders' proposals must not violate the law, relate to personal matters or exceed the powers of the enterprise. The Chairman of the General Meeting has the right to remind or suggest shareholders to focus on the key content to speak in order to save time and ensure the quality of the discussion.
4. The General Meeting agrees that the total speaking time of a shareholder should not exceed 3 minutes/time. If this time limit is exceeded, the Chairman of the General Meeting can request shareholders to make written questions and recommendations, the Secretariat of the General Meeting will take note and the Board of Directors within its competence will answer in writing to shareholders as soon as possible.

#### **Article 14. Approve the decision of the General Meeting of Shareholders**

The approval of the decision of the General Meeting of Shareholders regarding the reports and statements at the General Meeting is specified as follows:

1. For the contents specified in Clause 1, Article 148 of the Law on Enterprises, the content shall be approved when at least 65% of the votes of the shareholders attending and voting at the meeting are approved.
2. The remaining contents are approved when approved by the number of shareholders representing more than 50% of the votes of the shareholders attending and voting at the meeting.
3. The percentage of voting options is calculated on the total number of valid votes of the shareholders attending and participating in voting for each content. Shareholders who attend the General Meeting but do not participate in voting (*may not participate in voting on all or on one or several contents*), the number of shares of such shareholder not participating in voting shall not be counted for each content on which they do not participate in voting and shall not be included in the total number of votes of the General Meeting to calculate the voting results.

#### **Article 15. Voting method to approve contents at the online General Meeting of Shareholders**

1. Voting time:
  - a. The time when shareholders can start accessing the Online Platform to perform electronic voting is 02 (two) days before the opening day of the General Meeting, i.e., from **8:00 am on 25/04/2024** until the Presiding Committee announces the end of voting.



- b. The electronic voting can be conducted before the General Meeting of Shareholders and/or at the General Meeting of Shareholders. Shareholders have the right to vote from the time the voting portal opens until the Presiding Committee announces the closure of the voting portal.

2. Voting method:

When performing electronic voting on the Online Platform, shareholders must comply with the obligations specified at Point C, Clause 2, Article 5 of this Regulation. Each shareholder logs into the Online Platform through the access account provided by the shareholder at the Meeting Invitation letter and casts his vote on the Online Platform. Access instructions are posted on the Company's website.

3. Voting mode:

- a. Voting mode to approve the opening procedures of the General Meeting, Reports and Statements, Minutes and Resolutions of the General Meeting:

- *Shareholders or authorized representatives of shareholders decide to vote by ticking 01 out of 03 boxes respectively "Approve", "Disapprove", "No opinion" for each content and clicking the "Submit Vote" button to save and send the voting results on the platform. This voting mode is used to approve the Presiding Committee, the Secretariat, the Vote Counting Committee, the Regulation on the Organization of the General Meeting, Reports and Statements at the General Meeting, Resolutions and Minutes of the General Meeting, and other contents.*
- *Shareholders or their authorized representatives cannot change the voting results after they have been successfully submitted to the Platform. For voting contents that change or arise during the time of holding the General Meeting, shareholders or their authorized representatives shall re-vote/add additional votes for those changing and arising contents. In case a shareholder is unable to perform the re-voting/additional vote, it is considered that the shareholder does not participate in voting on such changing content.*

- b. Voting mode for election (cumulative voting):

- *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. Shareholders can enter the number of votes according to the percentage %, the platform will display the corresponding number of votes that the shareholder has voted for the 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 because of the rule of rounding to the nearest unit) will be considered as not used to vote for any candidate.*
- *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. In case there are 02 (two) 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 prescribed criteria in the Election Regulations or the Company's Charter. In the case of re-election for candidates with the same number of votes, the winner is the one with the higher number of votes.*

4. Other provisions on voting:

- a. Voting results of shareholders or authorized representatives of shareholders are the sum of voting results recorded at the end of voting as announced by the Chairman at the General Meeting of Shareholders. By the end of the voting for each content, which requires opinions of the General Meeting of Shareholders the Online Platform will be locked, and shareholders and authorized representatives of shareholders cannot vote on the content that has been locked. Voting results for each content will be reported by the Vote Counting Committee to the General Meeting immediately after completing the counting of votes.
- b. After the voting period ends, shareholders will know the voting results for each matter announced by the Presiding Committee or the Vote Counting Committee.
- c. When leading the General Meeting, the Chairman must notify the end of voting on the Platform for shareholders to exercise their rights. In case shareholders have problems with voting on the Platform, they can contact the support address mentioned in the Invitation Letter for guidance and support to complete the voting. From the time the Platform closes the voting content, shareholders do not have the right to change any voted content, the voting results of shareholders are recorded on the Platform as final results and the Company is entitled to be exempt from responsibility for voting results of shareholders when shareholders have validly logged in and voted on the Platform.
- d. Voting validity: A valid vote is a vote of a shareholder or an authorized representative of a shareholder who participates in the voting, has selected a voting option and has completed the submission to the Online Platform. Voting results are calculated based on the total number of valid attendance and voting shares of each content.
- e. In case a shareholder successfully logs in to attend the online meeting but does not choose any opinion (*does not check any box*) on any or all the contents that need to be voted on, the platform will record that he/she does not participate in voting on that content.

**Article 16. Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or recorded and kept in another electronic form. The minutes must be made in Vietnamese and contain the following main contents:
  - a. Name, address of the head office and tax code of the company;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Meeting agenda and content;

- d. Full names of the Chairman and Secretary;
  - b. Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders on each matter in the agenda of the meeting;
  - c. Number of shareholders and the total number of votes of shareholders attending and participating in voting, appendix of list of shareholders, representative of shareholders attending and participating in voting with the corresponding number of votes;
  - d. Total number of votes for each voting matter, clearly stating the voting mode, total number of valid and invalid votes, approved, disapproved and no opinion votes; the corresponding ratio of the total number of votes of the shareholders attending and participating in voting;
  - e. Matters approved and the corresponding percentage of approved votes;
  - f. Signatures of the Chairman and Secretary;
2. The Signatures for the minutes shall be completed and approved before the end of the meeting.
  3. The Chairman and Secretary of the General Meeting must be jointly responsible for the truthfulness and accuracy of the contents of the Minutes.
  4. Minutes of the General Meeting of Shareholders will be published on the website of the Company within twenty-four (24) hours.

Minutes of the General Meeting of Shareholders are considered authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to the content of the minutes given according to the specified correct procedures within ten (10) days from the date of sending the Minutes.

## **CHAPTER V OTHER TERMS**

### **Article 17. In case the General Meeting is not held**

1. In case the Annual General Meeting of Shareholders in 2024 is not eligible to be conducted as prescribed in the Law on Enterprises, the second meeting must be convened within 30 (thirty) days from the scheduled opening date of the General Meeting. The Second General Meeting is conducted when the number of shareholders and authorized representatives attending the meeting represents at least 33% of the total number of votes with voting rights.
2. If the meeting convened for the second time does not satisfy the conditions prescribed in Clause 1 of this Article, it shall be convened for the third time within 20 (twenty) days from the scheduled opening date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

**CHAPTER VI**  
**EXECUTION TERM**

**Article 18. Execution term**

1. This Regulation consists of 6 Chapters and 18 Articles, approved by the General Meeting of Shareholders. It takes effect immediately after being approved by more than 50% of the votes of the shareholders attending and voting at the meeting.
2. The Chairman is responsible for leading the General Meeting in accordance with this Regulation.
3. Shareholders, authorized representatives, and participants of the General Meeting are responsible for implementing the guidelines of this Regulations.

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

*(Signed and sealed)*

**Nguyen Ho Nam**