



Ho Chi Minh City, April 5th, 2024

**REGULATIONS ON NOMINATION, CANDIDACY AND
ELECTION OF ADDITIONAL MEMBERS TO THE BOARD OF
DIRECTORS AND SUPERVISORS
FOR THE TERM OF 2020-2025
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024 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 by the General Meeting of Shareholders (AGM) on April 28, 2023 (amended and supplemented for the 20th time);

In order to comply with the current Vietnamese regulations and strictly enforce the principles of fairness, publicity, and 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 and Supervisors 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 and BOS 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 the Board of Directors:

- Number of members to the Board of Directors: **02 members.**

- Tenure of newly appointed members to the Board of Directors: the remaining term of 2020-2025.
- The composition of the Board of Directors must ensure that at least one-third (1/3) of the total members of the Board are non-executive members.
- The composition of the Board of Directors must include a minimum of 03 (three) independent members in cases the Company's BOD consists of between 09 (nine) to 11 (eleven) members.

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 members:

- Meet the expected abilities of a Board of Directors member and not be prohibited from managing any enterprise as prescribed in Clause 2, Article 17 of the Enterprise Law.
- Have professional qualifications, and 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 own 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 groups 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. Regulations on nominating and becoming candidates to the Board of Supervisors:

1. Number and term of members of the Board of Supervisors:

- Number of members to the Board of Supervisors: **01 member.**
- Tenure of newly appointed members to the Board of Supervisors: the remaining term of 2020-2025.

2. Conditions for candidates to join the Board of Supervisors:

The candidates for the Board of Supervisors must meet the requirements stated at Article 155 of the Enterprises Law:

- Not under the category specified in Clause 2, Article 17 of the Enterprise Law;
- Controller must receive professional training in one of the fields related to economics, finance, accounting, auditing, law, business administration, or a relevant field to the business operations of the enterprise;
- The Head of the Supervisory Board must possess a university degree or higher education in one of the following fields: economics, finance, accounting, auditing,

law, business administration, or a relevant field related to the business activities of the enterprise;

- A person who is not family related with members of the Board of Directors, General Director or Director and other managers;
- A person who is not the Company's manager;
- A person who is not a member of the Accounting or Finance department of the Company and not a member or employee of the auditing firm which is approved to audit the Company's financial statements in the previous three (3) consecutive years;
- A person who is not having any association with members of the Board of Directors, the Chief Operating Officer, or other managers of the Company;
- A person who must not be a family member of the BOD of the Company or the parent's Company; the capital representative of the Company; the representative of the State capital contribution at the parent Company and at the Company
- Other standards as required by law (if any).

3. Conditions for nomination and candidacy for the Board of Supervisors:

- Shareholders or shareholder groups owning 10% or more of the ordinary shares have the right to aggregate their voting rights to nominate, elect, and vote for members of the Board of Supervisors. The principles for nomination and candidacy are as follows:
 - 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.
- In case the number of candidates to the Board of Supervisors through the nomination and candidacy is insufficient, the current Board of Supervisors may nominate additional candidates or organize nominations according to the mechanisms stipulated in the Company's internal governance regulations. The mechanism of current Supervisory Board members to nominate candidates must be clearly disclosed and approved by the General Meeting of Shareholders before proceeding with the nomination.

IV. Documents on nomination and candidacy as members of the Board of Directors and Supervisors:

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

- Application for nomination, candidacy to the Board of Directors and Supervisors;

- Curriculum vitae declared by the candidate at <https://bamboocap.com.vn/en-US/investor-relations/annual-general-meetings/2024-7>.
- 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, and Supervisors”, to the Organization Committee before **04:30 pm of April 15, 2024** at:

Bamboo Capital Group (BCG)

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

Contact: Ms. Lam Minh Tam, Secretary of the BOD

Tel: 84.28 6268 0680 / 84.90 8020477

Email: tam.lm@bamboocap.com.vn

V. Announcement of candidates for the Board of Directors and Supervisors:

In case the list of candidates to the Board of Directors and Supervisors 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 and Supervisors:

The list of candidates for members of the Board of Directors and Supervisors 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 and Supervisors in accordance with the provisions of the Enterprise Law.

VII. Principles of selection of candidates elected to the Board of Directors and Supervisors:

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 and Supervisors. 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 and Supervisors 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 and Supervisors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria 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 votes 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