



STATEMENT

2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*Re.: Amend, supplement the Charter of Bamboo Capital JSC
(05th Edition)*

To: Shareholders of Bamboo Capital JSC

- Pursuant to Enterprises Law No.68/2014/QH13 dated November 26th, 2014;
- Pursuant to Securities Law No.70/2006/QH11 dated June 29th, 2006; Law on amending, supplementing a number of Securities Law No.70/2006/QH11 dated November 24th, 2010;
- Pursuant to Decree No.71/2017/ND-CP dated June 06th, 2017 of the Government guidelines on corporate governance of public companies
- Pursuant to Circular No.95/2017/TT-BTC dated September 22nd, 2017 of the Ministry of Finance guiding a number of articles of Decree No.71/2017/ND-CP;
- As per the current Charter of Bamboo Capital JSC.

In accordance with the provision in Decree No.71/2017/ND-CP issued on June 06th, 2017 of the Government and Circular No.95/2017/TT-BTC dated September 22nd, 2017 of the Ministry of Finance guiding a number of articles of Decree No.71/2017/ND-CP guidelines on corporate governance of public companies, the Board of Directors, Bamboo Capital JSC would like to submit to the General Meeting of Shareholders for reviewing the 05th amendments, supplements to the Company Charter with the following contents:

1. Amendments, supplements:

No.	Current Charter contents	Amended, supplement Charter contents	Reason of amendments, supplements
1	Article 13. Rights and tasks of General Meeting of Shareholders		
	Section o, Clause 2, Article 13 o. Decide the transaction on sale of the asset of the Company or Branches or translation on	o. Decide the transaction on sale of the asset of the Company or Branches or translation on	In accordance with Circular No.

	sales/investment with value of more than fifty (50)% or more of total asset value of the Company and Branches recognized in the most recent audited financial statements.	sales/investment with value of more than thirty five (35)% or more of total asset value of the Company and Branches recognized in the most recent audited financial statements	95/2017/TT-BTC (Article 15 – Form Charter)
2	Article 15. Change of rights		
	Clause 1, Article 15 1. Changing or rejecting special rights attached to one type of preference share shall be valid as soon as it has been approved by present Shareholder holding at least fifty one (51)% of common shares and by Shareholder holding at least sixty five (65)% of voting rights of that preference share type.	1. Changing or rejecting special rights attached to one type of preference share shall be valid as soon as it has been approved by present Shareholder holding at least sixty five (65)% of common shares and by Shareholder holding at least sixty five (65)% of voting rights of that preference share type.	In accordance with Circular No. 95/2017/TT-BTC (Article 17 – Form Charter)
3	Article 16. Convening of General Meeting of Shareholders, agenda and notice on General Meeting of Shareholders		
	Clause 2, Article 16 a. Prepare a list of Shareholders who are eligible to participate in and vote at the General Meeting within thirty (30) working days prior to the date of General Meeting of Shareholders; agenda, and documents in accordance with the Laws and the Company’s regulations. b. Determine the General Meeting’s time and place; and c. Notify and send notice on General Meeting of Shareholders to Shareholders.	a. Prepare a list of Shareholders who are eligible to participate in and vote at the General Meeting of Shareholders. List of shareholders who are eligible to participate in the General Meeting of Shareholders shall be prepared not sooner than five (05) working days prior to the notification date of the General Meeting of Shareholders; b. Prepare the General Meeting’s agenda, contents; c. Prepare documents for the General Meeting;	In accordance with Circular No. 95/2017/TT-BTC (Article 18 - Form Charter)

		<p><i>d. Draft the General Meeting of Shareholders’ resolution in accordance with the expected meeting contents;</i></p> <p>e. Determine the General Meeting’s time and place;</p> <p>f. Notify and send notice on General Meeting of Shareholders to Shareholders;</p> <p><i>g. Other works in service of the General Meeting</i></p>	
4	Article 17. Conditions for conducting the General Meeting of Shareholders and making meeting minutes of the General Meeting of Shareholders		
	<p>Clause 2, Article 17</p> <p>2. Unless otherwise stipulated in Clause 3 this Article, the General Meeting of Shareholders’ resolutions shall be approved by a majority of Shareholders who represent for at least fifty one (51)% of total votes of Shareholders with voting rights directly present or through their Authorized Representatives at the General Meeting of Shareholders; or at least <i>sixty five (65)%</i> of total votes of Shareholders with voting rights (in case of gathering Shareholder’s ideas in writing).</p>	<p>2. Unless otherwise stipulated in Clause 3 this Article, the General Meeting of Shareholders’ resolutions shall be approved by a majority of Shareholders who represent for at least fifty one (51)% of total votes of Shareholders with voting rights directly present or through their Authorized Representatives at the General Meeting of Shareholders; or at least <i>fifty one (51)%</i> of total votes of Shareholders with voting rights (in case of gathering Shareholder’s ideas in writing).</p>	<p>In accordance with Circular No. 95/2017/TT-BTC (Article 22 – Charter Form)</p>
	<p>Clause 3, Article 17</p> <p>3. General Meeting of Shareholders’ resolutions in relation to amending and supplementing the Charter, type and number of offered shares; merge, reorganization and resolution; transaction on sales of assets of the Company or Branches</p>	<p>3. General Meeting of Shareholders’ resolutions in relation to amending and supplementing the Charter, type and number of offered shares; merge, reorganization and resolution; transaction on sales of assets of the Company or Branches with the value</p>	<p>In accordance with Circular No. 95/2017/TT-BTC (Article 21 and 22 –</p>

	with the value of more than <i>fifty (50)%</i> or more of total Company's asset value recognized in the most recent audited financial statements shall be approved by sixty five (65)% or more of total votes of Shareholders with voting rights directly present or through their Authorized Representatives at the General Meeting of Shareholders (in case of a direct meeting); or approved by at least <i>sixty five (65)%</i> of total votes of Shareholders with voting rights (in case of gathering Shareholder's ideas in writing).	of more than <i>thirty five (35)%</i> or more of total Company's asset value recognized in the most recent audited financial statements shall be approved by sixty five (65)% or more of total votes of Shareholders with voting rights directly present or through their Authorized Representatives at the General Meeting of Shareholders (in case of a direct meeting); or approved by at least <i>fifty one (51)%</i> of total votes of Shareholders with voting rights (in case of gathering Shareholder's ideas in writing).	Charter Form)
5	Article 18. Authority and procedures of gathering Shareholders' ideas in writing for approving the General Meeting of Shareholders' decision		
	Clause 1, Article 18 1. Board of Directors shall be entitled to gather Shareholders' ideas in writing to approve the General Meeting of Shareholders' decision at any time when it deems to be necessary for all matters mentioned in Clause 2 Article 13 the Charter.	1. Board of Directors shall be entitled to gather Shareholders' ideas in writing about the following contents: a. Approve the annual financial statements; b. Annual dividend payout ratio applied to each share type in accordance with the Enterprises Law and rights attached to that share type. This dividend payout ratio shall not be more than the Board of Directors' proposed ratio after consulting Shareholders at the General Meeting of Shareholders; c. Number of members of the Board of Directors, Board of Supervisors;	To concretize the contents which should be collected shareholders' opinions in writing in accordance with the guidance of the State Securities Commission of Vietnam

		<ul style="list-style-type: none"> d. Select independent auditing companies; e. Appoint, disappoint, dismiss and replace members of the Board of Directors, Board of Supervisors; f. Total remuneration of Board of Directors' members and Report on Board of Directors' remuneration; g. Approve the policy on remuneration payment for Board of Directors' members; h. Supplement and amend the Company Charter; i. Approve the Company's business lines; j. Decide to change the Company's Charter Capital, including decreasing the Charter Capital; k. Type and number of new shares to be issued for each type; l. Divide, separate, consolidate, merge or transform the Company; m. Reorganize and dissolve (liquidate) the Company and appoint liquidator; n. Check and handle the violations of the Board of Directors and Board of Supervisors which cause damages to the Company; o. Decide the transaction on sale of assets of the Company or Branches or transaction on sales/investment with value of fifty (50)% or more of total asset value of the Company and Branches recognized in the most recent audited financial statements; 	
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		<p>p. The Company’s repurchase of more than ten (10)% of one issued share type;</p> <p>q. Board of Directors’ Chairman’s concurrence of Chief Executive Officer;</p> <p>r. The Company or Branches sign the contracts with persons who are specified in Clause 1 Article 162 Enterprises Law with the value equal to or more than thirty five (35)% of total asset value of the Company and Branches recognized in the most recent audited financial statements;</p> <p>s. Issue bonds convertible into shares and certificates of ownership rights which permit owners to purchase shares in line with the pre-determined price;</p> <p>t. Other matters in accordance with the provisions in this Charter and other Company’s statues.</p>	
	<p>Clause 8, Article 18</p> <p>8. Decisions which are approved by gathering Shareholders’ ideas in writing shall be approved by number of Shareholders who present for at least sixty five (65)% of total shares with voting rights and as valid as those which are approved at the General Meeting of Shareholders.</p>	<p>8. Decisions which are approved by gathering Shareholders’ ideas in writing shall be approved by number of Shareholders who present for at least <i>fifty one (51)</i>% of total shares with voting rights and as valid as those which are approved at the General Meeting of Shareholders.</p>	<p>In accordance with Circular No. 95/2017/TT-BTC (Article 22 – Form Charter)</p>
6	<p>Article 20. Members and Office Terms of Board of Directors’ members</p>		
	<p>Clause 3, Article 20</p> <p>3. Nomination for Board of Directors’ members. Shareholders who possess at least ten (10)% of</p>	<p>3. Nomination for Board of Directors’ members. Shareholders who possess at least <i>five (05)</i>% of</p>	<p>In accordance with Circular No.</p>

<p>common shares for at least six (06) consecutive months shall be entitled to cumulate each nominee’s voting rights to appoint candidate to the Board of Directors.</p> <p>Shareholders or Company of Shareholders possessing from ten (10)% to less than twenty (20)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate one (01) member to the Board of Directors; Shareholders or Company of Shareholders possessing from twenty (20)% to less than thirty (30)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate two (02) candidates as a maximum; Shareholders or Company of Shareholders possessing from thirty (30)% to less than forty (40)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate three (03) candidates as a maximum; Shareholders or Company of Shareholders possessing from forty (40)% to less than fifty (50)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate four (04) candidates as a maximum; Shareholders or Company of Shareholders possessing from fifty (50)% to less than sixty (60)% of shares with voting rights for at least</p>	<p>common shares for at least six (06) consecutive months shall be entitled to cumulate each nominee’s voting rights to appoint candidate to the Board of Directors.</p> <p>Shareholders or Company of Shareholders possessing from five (05)% to less than ten (10)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate one (01) member to the Board of Directors; Shareholders or Company of Shareholders possessing from ten (10)% to less than thirty (30)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate two (02) candidates as a maximum; Shareholders or Company of Shareholders possessing from thirty (30)% to less than forty (40)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate three (03) candidates as a maximum; Shareholders or Company of Shareholders possessing from forty (40)% to less than fifty (50)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate four (04) candidates as a maximum; Shareholders or Company of Shareholders possessing from fifty (50)% to less than sixty (60)% of shares with voting rights for at least six (06) consecutive months shall be</p>	<p>95/2017/TT-BTC (Article 25, Article 26 – Form Charter)</p>
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<p>six (06) consecutive months shall be permitted to nominate five (05) candidates as a maximum; Shareholders or Company of Shareholders possessing from sixty (60)% to less than seventy (70)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate six (06) candidates as a maximum; Shareholders or Company of Shareholders possessing from seventy (70)% to eighty (80)% of shares with voting rights for at least six (06) consecutive months shall be permitted to seven (07) candidates as a maximum; and, shareholders or Company of Shareholders possessing from eighty (80)% to less than ninety (90)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate eight (08) candidates as a maximum.</p> <p>Supplement Section g, Clause 4, Article 20</p> <p>4. One Board of Directors' member shall be disqualified in any of the following cases:</p> <ol style="list-style-type: none"> a. b. c. d. e. f. That member when/at the time of being a Capturer is also a 	<p>permitted to nominate five (05) candidates as a maximum; Shareholders or Company of Shareholders possessing from sixty (60)% to less than seventy (70)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate six (06) candidates as a maximum; Shareholders or Company of Shareholders possessing from seventy (70)% to eighty (80)% of shares with voting rights for at least six (06) consecutive months shall be permitted to seven (07) candidates as a maximum; and, shareholders or Company of Shareholders possessing from eighty (80)% to less than ninety (90)% of shares with voting rights for at least six (06) consecutive months shall be permitted to nominate eight (08) candidates as a maximum.</p> <p>4. One Board of Directors' member shall be disqualified in any of the following cases:</p> <ol style="list-style-type: none"> a. b. c. d. e. f. That member when/at the time of being a Capturer is also a Company's Competitor or Competitor's Representative 	
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	Company's Competitor or Competitor's Representative	<i>g. Provide wrong personal information to the Company as a Board of Directors' candidate.</i>	
7	Article 21. Board of Directors' Powers and Tasks		
	Section k, Clause 3, Article 21 k. Propose annual dividend payout ratio and determine temporary dividend payout ratio; arrange dividend payment;	<i>k. Propose annual dividend payout ratio; arrange dividend payment;</i>	In accordance with Circular No. 95/2017/TT- BTC (Article 27 – Form Charter)

2. Validity of amended, supplemented Charter:

- Other terms and conditions are remained, unchanged.
- The Charter of Bamoo Capital Company (05th amendments, supplements) is valid from the date of issuing the 2018 Annual General Meeting of Shareholders' Resolution.

It is respectively submitted to the General Meeting of Shareholders for review, voting and approval./.

Recipients:

- Company Shareholders;
- Archived: BoDs, BoSs,
- Legal Dept. .

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS
VICE CHAIRMAN**

(Signed and sealed)

NGUYEN THE TAI