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Ho Chi Minh City, April 25, 2019

**REGULATIONS  
VOTING FOR MEMBER OF THE BOARD OF DIRECTORS  
AND MEMBERS OF THE SUPERVISORY BOARD  
FOR THE 2015-2020 TERM**

**ANNUAL GENERAL MEETING 2019  
BAMBOO CAPITAL JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 68/2014/QH13 approved by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2014 and guiding documents;
- Pursuant to the Securities Law No. 70/2006/QH11 passed by the National Assembly of the Socialist Republic of Vietnam dated June 29, 2006 and Law No. 62/2010/QH12 amending and supplementing a number of articles of the Securities Law passed by the National Assembly of the Socialist Republic of Vietnam dated November 24, 2010;
- Pursuant to Decree 71/2017/ND-CP dated June 6, 2017 of the Government guiding corporate governance applicable to public companies;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company;

In order to ensure the election of additional independent members of the Board of Directors and additional members of the Supervisory Board for the 2015-2020 term at the Annual General Meeting of 2019 under current regulations of the Vietnam law and in the principle of fairness, publicity and democracy to ensure the legal interests of all shareholders, we would like to submit the **Voting Regulations** to the General Meeting of Shareholders with the following content:

**1. Principle of election of additional independent members of the Board of Directors and additional members of the Supervisory Board**

- Number of additional independent members of the Board of Directors elected: 01 member (according to the Statement at the General Meeting)
- Number of additional members of the Supervisory Board elected: 01 member (according to the Statement at the General Meeting)
- The office term of each elected member of the Board of Directors and the Supervisory Board is the remaining time of the 2015-2020 term.
- The list of candidates is made on the basis of the results that show that at least 65% of the total number of voting notes from shareholders present at the General Meeting approve the Statement on election of additional independent members of the Board of Directors and additional members of the Supervisory Board.

- Each shareholder present at the General Meeting shall be issued a ballot for election of additional independent members of the Board of Directors and additional members of the Supervisory Board for all the shares owned and authorized.
- Shareholders shall select candidates among the proposal candidates in the list of candidates. Shareholders must specify the ballot number for each candidate they choose.
- Valid ballots meet the following conditions:
  - Ballots are printed in the form stipulated by the Election Committee;
  - Ballots are not erased, scratched or modified;
  - Ballots are still valid despite the insufficient number of candidates proposed;
  - The total number of ballots for candidates must be less than or equal to the number of shareholders' ballots with the voting rights;
- Ballots are invalid when:
  - The total number of ballots for candidates is greater than the number of shareholders' ballots with the voting rights;
  - Shareholders do not vote or vote more than the prescribed number of candidates;
  - Shareholders write the names of people who are not in the list of candidates approved by the General Meeting of Shareholders.
  - Shareholders do not sign their names on the ballots.

**2. Principles for selecting qualified candidates:**

- The number of ballots is calculated by the method of cumulative voting that means each shareholder has the total number of ballots with the voting rights corresponding to the total number of representative shares multiplied (x) with the maximum number of members elected and shareholders have the right to use all of the ballots with the voting rights for one or more candidates.

***This is an example for the principle of cumulative voting:***

*Shareholder Nguyen Van Y is holding (owning and authorized to holding) 2,000 shares with the voting rights. When participating in the session of election of members of the Board of Directors and the Supervisory Board (2 members as stated in the list of candidates proposed), the number of ballots is: 2,000 shares x 2 proposed candidates = 4,000 ballots.*

*Shareholder Nguyen Van Y can vote cumulatively in the following cases:*

- **Case 1:** *Shareholder Nguyen Van Y uses all 4,000 ballots for a candidate (e.g. ballots used for Ms. Nguyen Thi B as below):*

| <b>No.</b> | <b>Full name of candidate</b>  | <b>Number of ballots</b> |
|------------|--|--------------------------|
| 1          | Mr. Le Van A   | 0                        |
| 2          | Ms. Nguyen Thi B   | 4,000                    |
|            | <b>Total number of ballots</b><br><i>(not exceeding 4,000 ballots)</i> | <b>4,000</b>             |

*Case 2: Shareholder Nguyen Van Y divides his ballots equally for 02 candidates:*

| <i>No.</i> | <i>Full name of candidate</i>  | <i>Number of ballots</i> |
|------------|--|--------------------------|
| <i>1</i>   | <i>Mr. Le Van A</i>  | <i>2,000</i>             |
| <i>2</i>   | <i>Ms. Nguyen Thi B</i>  | <i>2,000</i>             |
|            | <b>Total number of ballots</b><br><i>(not exceeding 4,000 ballots)</i> | <b>4,000</b>             |

*- Case 3: Shareholder Nguyen Van Y divides his ballots freely for 02 candidates:*

| <i>No.</i> | <i>Full name of candidate</i>  | <i>Number of ballots</i> |
|------------|--|--------------------------|
| <i>1</i>   | <i>Mr. Le Van A</i>  | <i>1,000</i>             |
| <i>2</i>   | <i>Ms. Nguyen Thi B</i>  | <i>3,000</i>             |
|            | <b>Total number of ballots</b><br><i>(not exceeding 4,000 ballots)</i> | <b>4,000</b>             |

**Note:**

*- Shareholders must ensure that the total number of ballots for election of additional independent members of the Board of Directors and additional members of the Supervisory Board shall not exceed the number of shareholders' ballots with the voting rights.*

- Candidates elected to become independent members of the Board of Directors and members of the Supervisory Board are verified on the basis of the highest to lowest number of ballots, starting from the candidate with the highest number of ballots until adequate candidates are elected as stipulated.

**3. Validity for implementation:**

- These Regulations shall be read at the General Meeting of Shareholders and shareholders' opinions shall be obtained before implementation of the election.

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

*(Signed and sealed)*

**Nguyen Ho Nam**