



No.: 27/2020/TTDH-HDQT-BCG

*Ho Chi Minh City, September 10, 2020*

## **PROPOSAL OF APPROVAL IN WRITING IN SEPTEMBER 2020**

***Ref.: Amendment and supplement the Charter of Bamboo Capital Joint Stock Company  
(the 9th amendment and supplement)***

### **To: Shareholders of Bamboo Capital Joint Stock Company**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated November 26, 2014 of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 70/2006/QH11 dated June 29, 2006 of the National Assembly; Law amending and supplementing a number of articles of the Securities Law No. 62/2010/QH12 dated November 24, 2010;
- Pursuant to the Government's Decree No. 71/2017/ND-CP dated June 6, 2017, guiding corporate management applicable to public companies;
- Pursuant to the Circular No. 95/2017/TT-BTC dated September 22, 2017 of the Ministry of Finance, guiding a number of articles of the Government's Decree No. 71/2017/ND-CP dated June 6, 2017 on corporate management applicable to public companies;
- Pursuant to the Charter of Bamboo Capital JSC (BCG) approved by the Board of Directors on July 27, 2020 (as authorized by the General Meeting of Shareholders of the Company on May 27, 2020) (the 8<sup>th</sup> amendment and supplement);

The Board of Directors of Bamboo Capital Joint Stock Company presents to the General Meeting of Shareholders for consideration the amendment and supplement to the Charter of Bamboo Capital Joint Stock Company, the 8<sup>th</sup> revision on July 27, 2020 with the following content:

Based on the actual situation and on the basis of the Charter, the terms of reference between articles in the new Charter will be changed according to the revised chapter, article, clause, in accordance with the structure and content according to the provisions of the Law on enterprises, specifically as follows:

## 1. Contents of amendments and supplements:

No.	Contents of the Charter	Content of the amended and supplemented Charter	Reason for amendment
1	<b>Article 20. Composition and Term of the Board of Directors</b>		
	<p><b>Clause 1, Article 20</b></p> <p>1. The Board of Directors shall have at least five (5) members and not more than eleven (11) members. The office term of a member of the Board of Directors shall not exceed five (5) years. Members of the Board of Directors may be re-elected with an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one- third (1/3) of the total members of the Board of Directors. The minimum number of independent members of the Board of Directors shall be determined by the method of rounding down. The independent members of the Board of Directors must satisfy all conditions in accordance with the Vietnamese Law. A member of the Board of Directors may be not a Shareholder of the Company, nor hold Vietnamese nationality and/or nor reside in Vietnam</p>	<p><b>Clause 1, Article 20</b></p> <p>2. The Board of Directors shall have at least five (5) members and not more than eleven (11) members. The office term of a member of the Board of Directors shall not exceed five (5) years. Members of the Board of Directors may be re-elected with an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one- third (1/3) of the total members of the Board of Directors. <i>The minimum number of independent members of the Board of Directors is determined by the method of rounding up.</i> The independent members of the Board of Directors must satisfy all conditions in accordance with the Vietnamese Law. A member of the Board of Directors may be not a Shareholder of the Company, nor hold Vietnamese nationality and/or nor reside in Vietnam</p>	<p>To comply with the provisions of Clause 5, Article 13 of Decree 71/2017 dated 6/6/2017 ("Decree 71") and the guidance of the SSC</p>
2	<b>Article 23. Meetings and committees, sub-committees of the Board of Directors</b>		
	<p><b>Point b, Clause 7, Article 23</b></p> <p>7. Meeting of the Board of Directors shall be conducted when having three-fourths (3/4) of total members or more attending the meeting. Where</p>	<p><b>Point b, Clause 7, Article 23</b></p> <p>7. Meeting of the Board of Directors shall be conducted when having three-fourths (3/4) of total members or more attending the meeting. Where</p>	<p>To comply with the provisions of Clause 10, Article 153 of the Law</p>

No.	Contents of the Charter	Content of the amended and supplemented Charter	Reason for amendment
	<p>the meeting convened under this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half (1/2) of the Board members attend the meeting. Members of the Board of Directors are considered attending and voting at the meeting in the following cases:</p> <p>a. Attend and vote directly at the meeting;</p> <p>b. Authorize others to attend the meeting in accordance with Clause 10 Article 153 of the Law on Enterprises 2014.</p> <p>c. Attend and vote via online conference or other similar form; Send votes to the meeting via mail, fax, or email.</p>	<p>the meeting convened under this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half (1/2) of the Board members attend the meeting. Members of the Board of Directors are considered attending and voting at the meeting in the following cases:</p> <p>a. Attend and vote directly at the meeting;</p> <p>b. Authorize others to attend the meeting <i>if approved by a majority of members of the Board of Directors.</i></p> <p>c. Attend and vote via online conference or other similar form; Send votes to the meeting via mail, fax, or email.</p>	<p>on Enterprises 2014</p>
3	<b>Article 30. Responsibility to be honest and avoid the conflicts of benefits</b>		
	<p><b>Clause 3, Article 30:</b></p> <p>3. The Company shall not be allowed to grant any loan or guarantee to any member of the Board of Directors, the General Director, other Senior Managers and their Related Person; or to any legal entity in which the above-mentioned persons have financial interests, except where such loan or guarantee has been approved by the General Meeting of Shareholders</p>	<p><b>Clause 3, Article 30:</b></p> <p>3. The Company shall not be allowed to grant any loan or guarantee to any member of the Board of Directors, the General Director, other Senior Managers and their Related Person; or to any legal entity in which the above-mentioned persons have financial interests, <i>except (i) The Company and the entities related to this member are companies within the Group or companies operating in a</i></p>	<p>In accordance with Clause 3 Article 26 Decree 71/2017</p>

No.	Contents of the Charter	Content of the amended and supplemented Charter	Reason for amendment
		<i>group of companies, including parent company – subsidiary company, business group; (ii) The General Meeting of Shareholders approved; (iii) there are other regulations in the specialized laws.</i>	

**2. Validity of the amended and supplemented Charter:**

- The remaining terms are kept unchanged.
- The Charter of Bamboo Capital Joint Stock Company (the 9th amendment and supplement) takes effect from the date of the Resolution of the General Meeting of Shareholders through approval in writing.

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

Yours sincerely,

**Recipient:**

- General Meeting of Shareholders;
- Archived: BOD's Office.

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

*(Signed & Sealed)*

**Nguyen Ho Nam**