



Ho Chi Minh City, April 23, 2021

PROPOSAL

***Ref. Amending and supplementing the Charter of Bamboo Capital Joint Stock Company
(11th amendment)***

To: Shareholders of Bamboo Capital Joint Stock Company

- Pursuant to the Law on Enterprise No.59/2020/QH14 dated 17/06/2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No.54/2019/QH14 dated 26/11/2019 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to Decree No.155/2020/ND-CP dated 31/12/2020 detailing implementation of a number of articles of the Securities Law;
- Pursuant to Circular No.96/2020/TT-BTC dated 16/11/2020 of the Ministry of Finance guiding information disclosure on the securities market;
- Pursuant to Circular No.116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding a number of articles of corporate governance applied to the public company;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company (BCG) approved on 16/03/2021 (in the authority of the Company's General Meeting of Shareholders on 24/09/2020) (the 10th amendment);

The Board of Directors (BODs) of Bamboo Capital Joint Stock Company would like to submit to the General Meeting of Shareholders (GMS) for reviewing amendments of and supplements to the Charter of Bamboo Capital Joint Stock Company 10th approved on 16/03/2021 with the following contents:

Based on the actual situation and the applicable Charter, the terms of reference between articles of the new Charter will be revised under the amended chapters, articles and clauses and conform to structure and contents under the Law on Enterprise as follows:

1. Amended and supplemented content:

No.	Content of the current Charter	Content of amendments and supplements in the new Charter	Reasons for amending, supplementing and deleting
1.	Article 1. Interpretations		
	<p>Paragraphs d, e, f, h and i Clause 1:</p> <p>d. “Law on Enterprise” means the Law on Enterprise No.68/2014/QH13 dated 26/11/2014 of the National Assembly of Vietnam and effective as from 01/07/2015.</p> <p>e. “Securities Law” means the Securities Law No.70/2006/QH11 dated 29/06/2006 of the National Assembly of Vietnam and effective as from 01/01/2007 and Law amending and supplementing a number of articles of the Securities Law No.62/2010/QH12 dated 24/11/2010 of the National Assembly of Vietnam.</p> <p>f. “Managers” mean members of the Board of Directors (BODs), General Director and executive managers appointed by the BODs and Chief Accountant.</p> <p>h. “Laws” mean all legal documents as stated in Article 2 of Law No.17/2008/QH12 dated 03/06/2008 of the National Assembly of Vietnam on promulgation of legal documents and effective as from 01/01/2009.</p> <p>i. “Related party” means any individual or organization as set forth in Clause 17, Article 4 of the Law on Enterprise and Clause 34, Article 6 of the Securities Law.</p>	<p>d. “Law on Enterprise” means the Law on Enterprise No.59/2020/QH14 dated 17/06/2020 of the National Assembly of Vietnam and effective as from 01/01/2021.</p> <p>e. “Securities Law” means the Securities Law No.54/2019/QH14 dated 26/11/2019 of the National Assembly of Vietnam and effective as from 01/01/2021.</p> <p>f. “Managers” mean the Chairperson of the Board of Directors (BODs), members of the BODs, General Director and executive managers appointed by the BODs and Chief Accountant..</p> <p>h. “Laws” mean all legal documents as stated in Article 2 of Law No.80/2015/QH13 dated 22/06/2015 of the National Assembly of Vietnam on promulgation of legal documents and effective as from 01/07/2016.</p> <p>i. “Related party” means any individual or organization as set forth in Clause 23, Article 4 of the Law on Enterprise and</p>	<p>Conform to the Law on Enterprise, the Securities Law and the applicable laws in force.</p>

		<i>Clause 46, Article 4 of the Securities Law.</i>	
2.	Article 2. Name, form, head office, legal representative, branches, representative offices, business places and operating period of the Company		
	Clause 3. Head Office of the Company: Floor 15, Vincom Center, 72 Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam	Clause 3. Head Office of the Company: <i>27C Quoc Huong, Thao Dien Ward, Thu Duc City, Ho Chi Minh City, Vietnam</i>	Conform to Proposal No.18/2021/TTDH-HDQT-BCG dated 23/04/2021 if the GMS approves
3.	Article 3. Business objectives of the Company		
	Clause 1. Business lines of the Company ...	Clause 1. <i>Business lines of the Company (enclosed annex)</i>	Conform to Proposal No.17/2021/TTDH-HDQT-BCG dated 23/04/2021 if the GMS approves and the Business Registration Certificate is updated.
4.	Article 6. Share certificates and other securities certificates		
	Clause 1. The Company's ordinary share certificates shall contain main contents as stipulated in Article 120 of the Law on Enterprise. The preferential share certificates of the Company (if any) shall contain other contents under Article 116, Article 117 and Article 118 of the Law on Enterprise.	Clause 1. The Company's ordinary share certificates shall contain main contents as stipulated in <i>Article 121 of the Law on Enterprise</i> . The preferential share certificates of the Company (if any) shall contain other contents under Article 116, Article 117 and Article 118 of the Law on Enterprise.	Conform to the applicable Law on Enterprise
5.	Article 8. Share withdrawal		
	Clause 1. If a shareholder fails to make full and due payment for purchased shares, the BODs may, at any time, notify such shareholder of the request for payment of such amount and its accumulated interest rate and expenses incurred due to the failure of payment to the Company. Clause 3. If the requests of any notice are not followed, the BODs shall withdraw all shares mentioned	Clause 1. If a shareholder fails to make full and due payment for purchased shares, <i>the BODs may, at any time, notify such shareholder of the request for payment of such amount and take responsibility in proportion to total par value of the subscribed shares for the Company's financial obligations due to failure to make full payments.</i> Clause 3. If the requests of	Conform to Article 113 of the Law on Enterprise and Article 10 of the Charter sample under Circular No.116/2020/TT-BTC.

	<p>in such notice at any time before all due amounts, interests and related expenses are fully paid. Such withdrawal shall include all dividends announced for the shares withdrawn but unpaid at the time of withdrawal.</p> <p>Clause 5. A shareholder holding the withdrawn shares will no longer be the shareholder of these shares but still assume liability for paying the Company for all amounts related to such shares which are, at the time of share withdrawal, payable to the Company plus interest rate (not exceeding basic interest rate announced by the State Bank at the time of share withdrawal) under the BODs’ resolutions as from the date of share withdrawal until the date of payment. The BODs shall have the rights of deduction or request the competent State agencies to take coercive measures to withdraw the shares under the laws or exempt or reduce partly or wholly payment of such amount.</p>	<p>any notice are not followed, <i>the BODs shall withdraw all shares mentioned in such notice at any time before all due amounts are fully paid.</i> Such withdrawal shall include all dividends announced for the shares withdrawn but unpaid at the time of withdrawal.</p> <p>Clause 5. A shareholder holding the withdrawn shares will no longer be the shareholder of these shares but still assume liability for paying the Company for <i>all amounts proportional to total par value of the subscribed shares and for the Company’s financial obligations at the time of share withdrawal</i> under the BODs’ resolutions as from the date of share withdrawal until the date of payment. The BODs shall have the rights of deduction or request the competent State agencies to take coercive measures to withdraw the shares under the laws or exempt or reduce partly or wholly payment of such amount.</p>	
6. Article 10. Rights of the shareholders			
	<p>Clause 2. The ordinary shareholders shall have the following rights:</p> <p>a. Attend and address the General Meetings and vote in person or by his authorized representative or online vote;</p> <p>c. Freely transfer shares fully paid under this Charter and the applicable laws;</p>	<p>Clause 2. The ordinary shareholders shall have the following rights:</p> <p>a. Attend and address the General Meetings and vote in person or by his authorized representative or online vote <i>or other methods as stated in this Charter in conformity with the laws. Each ordinary share shall have one vote;</i></p> <p>c. Freely transfer shares</p>	<p>Conform to Article 115 of the Law on Enterprise, Article 271 of Decree No.155/2020/ND-CP and Article 12 Of the Charter sample at Circular No.116/2020/TT-BTC.</p>

	<p>g. Request the Company to repurchase their shares in the cases specified in Article 129 of the Law on Enterprises;</p>	<p>fully paid to other persons, <i>except in some cases of restricted transfer under the laws, this Charter and the GMS's resolutions;</i> g. Request the Company to repurchase their shares in the cases specified in <i>Article 132</i> of the Law on Enterprises; h. New content <i>Equal treatment. The holders of shares of the same class shall have equal rights, obligations and interests. If the Company has preference shares, rights and obligations attached to these preference shares shall be approved by the GMS and fully informed to the shareholders;</i> i. New content <i>Access to periodic and extraordinary information disclosed by the Corporation as prescribed by law;</i> j. New content <i>Have their lawful rights and interests protected; demand suspension and cancellation of resolutions and decisions of the GMS and the BODs in accordance with the Law on Enterprises;</i></p>	
	<p>Paragraphs a, b and e, Clause 3. A shareholder or a group of shareholders owning at least ten percent (10%) of total ordinary shares for at least six (06) consecutive months shall have the following rights: e. Examine, extract the minutes and resolutions of the BODs, biannual and annual financial statements in the form of Vietnamese Accounting System and reports of the Board of</p>	<p>Clause 3. <i>A shareholder or a group of shareholders owning at least five percent (5%) of total ordinary shares shall have the following rights:</i> a. Examine, extract the minutes and resolutions of the BODs, biannual and</p>	<p>Conform to Article 115 of the Law on Enterprise, Article 271 of Decree No.155/2020/ND-CP and Article 12 of the Charter sample at Circular No.116/2020/TT-BTC.</p>

	<p>Supervisors (BOS);</p> <p>b. Request the BODs to convene the General Meetings under Article 114 and Article 136 of the Law on Enterprise;</p> <p>a. Nomination and candidacy of members of the BODs or the BOS shall be according to Clause 3, Article 20 and Clause 2, Article 28; the group of shareholders shall, upon exercising rights as stipulated in paragraph a, Clause 3 of this Article, provide written confirmation of the securities company (or other equivalent documents accepted by the Company) on a number of shares, holding ratio and term of holding the shares to satisfy all above conditions;</p>	<p>annual financial statements in the form of Vietnamese Accounting System and reports of the Board of Supervisors (BOS); <i>contracts and transactions subject to approval by the BODs and other documents, except documents relevant to the Company's trade secrets;</i></p> <p>b. Request the BODs to convene the General Meetings under <i>Clause 3, Article 115 and Article 140 of the Law on Enterprise;</i></p> <p>e. New content <i>Propose issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 (three) working days before the opening date. The proposal shall specify the shareholder's name, number of each class of shares held by the shareholder and the proposed issues;</i></p> <p>Clause 4. <i>A shareholder or a group of shareholders owning at least ten percent (10%) of total ordinary shares shall be entitled to nominate members of the BODs and the BOS under Clause 5, Article 20 and Clause 2, Article 28 of this Charter. The shareholder or the group of shareholders shall, upon exercising rights as stipulated in Clause 4 of this Article, provide written confirmation of the securities company (or other equivalent documents accepted by the Company)</i></p>	
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		<i>on a number of shares, holding ratio and term of holding the shares to satisfy all above conditions.</i>	
7.	Article 11. Obligations of the shareholders		
	<p>Paragraphs b & c, Clause 1 The shareholders shall have the following obligations:</p> <p>b. Attend the General Meetings and vote in person or by his authorized representative or online vote. A shareholder may authorize a member of the BODs as a representative in the General Meeting;</p> <p>c. Pay for purchased shares based on the number of subscribed shares in line with the procedures; take responsibility for debts and other asset obligations of the Company within the capital contributed to the Company; not withdraw the contributed capital from the Company in all forms;</p>	<p>Paragraphs b & c, Clause 1</p> <p>b. Attend and address the General Meetings and vote in person or by his authorized representative or online vote <i>or other methods as stated in this Charter in conformity with the laws.</i> A shareholder may authorize a member of the BODs as a representative in the General Meeting;</p> <p>c. Pay for purchased shares based on the number of subscribed shares <i>in a full and timely manner in line with the procedures;</i> take responsibility for debts and other asset obligations of the Company within the capital contributed to the Company; not withdraw the contributed capital from the Company in all forms, <i>unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused;</i></p> <p>f. New content <i>Protect confidential information provided by the Company in accordance with the Company's</i></p>	<p>Conform to Article 119 of the Law on Enterprise, Article 41 of the Securities Law, Article 271 of Decree No.155/2020/ND-CP, and Article 13 of the Charter sample at Circular No.116/2020/TT-BTC.</p>

		<p><i>Charter and the law; only use the provided information to exercise and protect their lawful rights and interests; not copy, send the information provided by the Company to any other organizations and individuals</i></p>	
	<p>Clause 2. Obligations of majority shareholders:</p> <p>a. Majority shareholder means the shareholder directly and indirectly holding at least five (5%) of the voting shares of the Company; an organization or individual being a majority shareholder shall send a written report to the Company, the State Securities Commission and the Stock Exchange where the Company’s shares are listed within seven (07) days as from the day on which such organization or individual becomes a majority shareholders.</p> <p>b. The report on ownership of the majority shareholder shall contain the following contents:</p> <p>b1. Name, head office address and business lines for a majority shareholders being an organization; full name, age, nationality, permanent residence place and occupation for a majority shareholders being an individual;</p> <p>c. In case of any significant changes in information of the Report as stated in Paragraph b or any change in a number of shares exceeding one percent (01%) of the outstanding shares of the same class, within seven (07) days of the above change, the majority shareholder shall submit a report on amendments and supplements to the</p>	<p>Clause 2. Obligations of majority shareholders:</p> <p>a. Majority shareholder means the shareholder directly and indirectly holding at least five (5%) of the voting shares of the Company; an organization or individual being a majority shareholder shall <i>disclose information</i> and send a written report to the Company, the State Securities Commission and the Stock Exchange where the Company’s shares are listed within <i>five (05) working days</i> as from the day on which such organization or individual becomes a majority shareholders.</p> <p>b. The report on ownership of the majority shareholder shall contain the following contents:</p> <p>b1. Name, <i>number of the Business Registration Certificate, Business License or legal papers</i>, head office address and business lines for a majority shareholders being an organization; full name, age, nationality, <i>number of ID Card/ Passport/ Citizenship Card</i>, <i>contact address</i> and occupation for a majority shareholders being an individual;</p> <p>c. In case of any significant</p>	<p>Conform to Article 41, Article 127 of the Securities Law, Article 31 of Circular No.96/2020/TT-BTC</p>

	<p>Company, the State Securities Commission and the Stock Exchange where the Company’s shares are listed.</p> <p>d. Regulations at paragraphs a, b and c shall apply to the relevant persons holding at least five percent (05%) of the voting shares of the Company.</p>	<p>changes in information of the Report as stated in Paragraph b or any change in a number of shares exceeding one percent (01%) of the outstanding shares of the same class, within <i>five (05) working days</i> of the above change, the majority shareholder shall submit a report on amendments and supplements to the Company, the State Securities Commission and the Stock Exchange where the Company’s shares are listed <i>under this Charter and the laws.</i></p> <p>d. New content <i>The majority shareholders shall not use their advantages to affect rights and interests of the Company and of other shareholders under the laws and this Charter.</i></p> <p>e. Regulations at paragraphs a, b and c shall apply to the relevant persons and <i>a group of relevant foreign investors</i> holding at least five percent (05%) of the voting shares of the Company.</p>	
8.	Article 12. General Meeting of Shareholders (GMS)		
	<p>Clause 2. The Board of Directors shall convene an annual general meeting and select a suitable location. The annual general meeting shall decide issues prescribed by law and the Company’s Charter and consider approving the annual financial statements and cost estimates for the next fiscal year. Independent auditors may be invited to attend the general meeting to consult approval of the annual financial statements.</p>	<p>Clause 2. The Board of Directors shall convene an annual general meeting and select a suitable location <i>where the chairperson of the meeting attends and in Vietnam.</i> The annual general meeting shall decide issues prescribed by law and the Company’s Charter and consider approving the <i>audited</i> annual financial statements. <i>In case the auditors’ report</i></p>	<p>Conform to Article 139, Article 140 and Article 142 of the Law on Enterprise, Article 41 of the Securities Law, Article 273 of Decree No.155/2020/ND-CP, Article 14 of the Charter sample at Circular No.116/2020/TT-BTC.</p>

		<p><i>contains material exceptions, adverse opinions or disclaimer of opinion, the Company shall invite a representative of the accredited audit firm that audited the Company's financial statements to participate in the annual general meeting. The invited representative of the audit firm shall take responsibility for attending the annual general meeting;</i></p>	
	<p>Paragraphs c, d and e of Clause 3 c. The number of the members of the BODs are less than the number of members required by the Law or less than a half of the number of members required by this Charter; d. A shareholder or a group of shareholders under Clause 3, Article 10 of this Charter requests for convening the General Meeting by a written request. The written request shall specify reasons and purpose of the meeting and bear signatures of relevant shareholders (the written request may be made into multiple copies with signatures of relevant shareholders);</p>	<p>Paragraphs c, d and e of Clause 3 c. The number of the members of the BODs and <i>the BOS</i> are less than the number of members required by the Law or less than a half of the number of members required by this Charter; d. A shareholder or a group of shareholders under Clause 3, Article 10 of this Charter requests for convening the General Meeting by a written request. <i>The written request shall contain the following contents: full name, contact address, nationality and number of legal personal papers for the shareholder being an individual; name, corporate code, number of legal papers and head office address of the shareholder being an organization; number of shares and time for share subscription of each shareholder, total shares of the group of shareholders and ownership on total shares of the Company, bases and reasons for</i></p>	<p>Conform to Article 139, Article 140 and Article 142 of the Law on Enterprise, Article 41 of the Securities Law, Article 273 of Decree No.155/2020/ND-CP, Article 14 of the Charter sample at Circular No.116/2020/TT-BTC.</p>

	<p>e. The BOS requests to convene a general meeting if the BOS has a reason to believe that (i) a manager has committed a serious breach of their obligations stipulated in Article 160 of the Law on Enterprise or (ii) that the BODs acts or intends to act outside the scope of its powers.</p>	<p><i>request for convening the general meeting, enclosed to documents and proofs of breaches of the BODs, breach limit or decisions beyond the authority. The written request shall bear signatures of relevant shareholders (the written request may be made into multiple copies with signatures of relevant shareholders);</i></p> <p>e. The BOS requests to convene a general meeting if the BOS has a reason to believe that (i) a manager has committed a serious breach of their obligations stipulated in <i>Article 165 of the Law on Enterprise</i> or (ii) that the BODs acts or intends to act outside the scope of its powers.</p>	
<p>9. Paragraphs a, b and e of Clause 4.</p>	<p>Convening of an extraordinary general meeting</p> <p>a. The BODs must convene a meeting of the General Meeting within thirty (30) days after the date on which the number of members of the BODs is not as stipulated in paragraph a, Clause 4 of this Article, within the next thirty (30) days, the BOS must, in place of the BODs, convene the General Meeting;</p> <p>b. Where the BOS fails to convene a meeting of the General Meeting as stipulated, the BOS must be responsible to the laws and compensate for damages to the</p>	<p>a. The BODs must convene a meeting of the General Meeting within thirty (30) days after the date on which the number of members of the BODs <i>or the BOS</i> is not as stipulated in paragraph c, Clause 3 of this Article or as from the date of receiving the request as stated in paragraph d, Clause 3 or paragraph 3, Clause 3 of this Article. Where the BODs fails to convene a meeting of the General Meeting as stipulated in paragraph a, Clause 4 of this Article, within the next thirty (30) days, the BOS must, in place of the BODs, convene the General Meeting;</p>	<p>Conform to Article 139, Article 140 and Article 142 of the Law on Enterprise, Article 273 Of Decree No.155/2020/ND-CP, Article 14 Of the Charter sample at Circular No.116/2020/TT-BTC.</p>

	<p>Company under Clause 5, Article 136 of the Law on Enterprise;</p> <p>c. Where the BODs fails to convene a meeting of the above General Meeting, then the BOS must, within the next thirty (30) days, convene the General Meeting. Where the BOS fails to convene a meeting of the General Meeting as stipulated, the BOS must be responsible to the laws and compensate for damages to the Company under Clause 6, Article 136 of the Law on Enterprise;</p> <p>e. The convener shall prepare a list of shareholders entitled to attend the General Meeting; provide information and settle complaints relating to the list of shareholders; prepare the program and agenda of the meeting; prepare documents for the meeting; determine the time and venue of the meeting; and send the meeting invitation to each shareholder entitled to attend the meeting;</p>	<p>b. Where the BOS fails to convene a meeting of the General Meeting as stipulated, the BOS must be responsible to the laws and compensate for damages to the Company under <i>Clause 3, Article 140 of the Law on Enterprise</i>; => <i>Delete Paragraph c</i></p> <p>d. The convener shall prepare a list of shareholders entitled to attend the General Meeting; provide information and settle complaints relating to the list of shareholders; prepare the program and agenda of the meeting; prepare documents for the meeting; <i>draft the resolution of the General Meeting; the list and detailed information of members in the case of election of members of the BODs or supervisors</i>; determine the time and venue of the meeting; and send the meeting invitation to each shareholder entitled to attend the meeting.</p>	
10 Article 13. Rights and duties of the General Meeting of Shareholders			
	<p>Paragraphs c, d and g of Clause 1. The Annual General Meeting shall have the right to discuss and approve the following matters:</p>	<p>Amend into 01 clause as follows:</p>	<p>Conform to Article 138 of the Law on Enterprise,</p>

<p>c. Reports of the BODs on administration and performance of the BODs and each of its members; d. Report of the BOS on business performance of the Company and performance of the BOS; g. Dividend per share of each class; dividend rate paid annually per share in accordance with the Law on Enterprise and rights attached to such class of shares;</p>	<p>c. Reports of the BODs on administration and performance of the BODs <i>and each of its members</i>; d. Report of the BOS on business performance of the Company, <i>performance of the BODs and of the General Director</i> and report on self-assessment of performance of the BOS <i>and its members</i>; f. Dividend per share of each class; dividend rate paid annually per share in accordance with the Law on Enterprise and rights attached to such class of shares;</p>	<p>Article 41, Article 127 of the Securities Law, Article 271 of Decree No.155/2020/ND-CP, Article 15 of the Charter sample at Circular No.116/2020/TT-BTC.</p>
<p>Paragraphs a, f, g, o, q, r and t of Clause 2. The annual and extraordinary general meeting shall pass decisions on the following matters: a. Approval of annual financial statements; f. Total remuneration of the members of the BODs and reports on remuneration of the BODs; g. Ratification of policy on remuneration payment to the members of the BODs; o. Decision on transactions of investment/selling assets of the Company or its branches with a value of thirty five (35) percent or more of the total value of assets of the Company or its branches recorded in the latest audited financial statements; q. Chairperson of the BODs concurrently holds a position of the General Director; r. The Company or its branches signs a contract or conducts a transaction with the entities stipulated in Clause 1, Article 162 of the Law on Enterprises with a value of thirty-five (35) percent or more of the total value of assets of the Company or its branches recorded in the latest audited</p>	<p><i>Such rate of dividends must not be higher than the rate proposed by the BODs after consulting the shareholders at the General Meeting;</i> => <i>Delete paragraph a as it is stipulated in paragraph b, Clause 1, Article 13 of this Charter.</i> k. Total remuneration of the members of the BODs <i>and the BOS</i> and reports on remuneration of the BODs <i>and the BOS</i>; l. Ratification of policy on remuneration payment to the members of the BODs <i>and the BOS</i>; s. Decision on <i>investments or</i> transactions of investment/ selling assets of the Company or its branches with a value of thirty five (35) percent or more of the total value of assets of the Company or its branches recorded in the latest audited financial statements; => <i>Delete paragraph q.</i> u. The Company or its branches signs a contract or conducts a transaction with the entities stipulated in Clause 1, <i>Article 167 of the Law on Enterprise</i> with a value of thirty-five (35) percent or more <i>or transactions leading to total value within twelve (12) months as from the date of the first transaction with a value of thirty five (35) percent</i></p>	

	<p>financial statements.</p> <p>t. Other matters as stipulated in this Charter and other regulations of the Company.</p>	<p><i>and more of the total value of assets of the Company or its branches recorded in the latest audited financial statements;</i></p> <p>v. New content <i>Contracts and transactions on lending and selling the assets with a value of more than ten (10) percent of the total value of assets recorded in the latest audited financial statements between the Company and its shareholder holding at least fifty-one (51) percent of total voting shares or such shareholder's related person.</i></p> <p>x. New content <i>Approve the regulations on internal corporate governance, regulations on operations of the BODs and regulations on operations of the BOS;</i></p> <p>y. Other matters as stipulated in this Charter and other regulations of the Company <i>and the Laws.</i></p>	
	<p>Clause 3. A shareholder is not entitled to vote in the following cases</p> <p>a. Contracts or transactions stipulated in Clause 2, Article 13 when such shareholder or his/her related person is a party to such contracts or transactions; or</p> <p>b. Redemption of shares by such shareholder or his/her related person where such redemption is implemented on the basis of the ratio of ownership of all shareholders or such redemption is implemented via order matching on the Stock Exchange or via a public offer as stipulated by law;</p>	<p>=> <i>Delete Clause 3.</i></p>	
<p>11</p>	<p>Article 14. Authorized representatives; proxy</p>		
	<p>Paragraphs c, d and e of Clause 1.</p> <p>c. Full name, permanent residence place, nationality, number of ID Card, Passport or other legal personal certifications of the authorized representative;</p> <p>d. Number of shares authorized;</p>	<p>c. Full name, <i>contact address</i>, nationality, number of ID Card, Passport or other legal personal certifications of the authorized representative;</p>	

	e. Term of the authorized representative	d. <i>Number of the authorized representatives and ratio of share ownership; number of shares authorized;</i> e. Term of the authorized representative, <i>specifying the start date of authorization</i>	Conform to Article 144 of the Law on Enterprise,
	Clause 3. Documents appointing the proxy must be made in writing in the form of the Company or another form accepted by the BODs and signed as follows: a. If an individual shareholder is the proxy, the letter of authorization must be signed by such shareholder and the proxy; b. If a shareholder being an organization is the proxy, then the letter of authorization must be signed by the authorized representative or such shareholder and the proxy. A proxy to attend the General Meeting must submit the written authorization before entering the meeting room.	3. Documents appointing the proxy must be made in writing <i>as stipulated in the Civil Code and specify name of authorized individual or organization, number of authorized shares and signed by the authorizer and the proxy.</i> A proxy to attend the General Meeting must submit the written authorization <i>upon registration of the meeting.</i>	Article 273 of Decree No.155/2020/ND-CP, Article 16 of the Charter sample at Circular No.116/2020/TT-BTC.
	Clause 4. Where a lawyer on behalf of the proxy signs a written appointment, the appointment of such proxy shall be deemed to be effective only if such written appointment is presented together with the letter of authorization for lawyer (if it was not registered with the Company). If this Article is not followed, appointment of the proxy shall be invalid.	4. <i>In case of re-authorization, the proxy must present the letter of initial authorization or its valid copy of the Shareholder, the authorized representative of the shareholder being an organization (if it was not registered with the Company).</i> If this Article is not followed, appointment of the proxy shall be invalid.	
	Clause 5. Except for the case stipulated in Clause 4 of this Article, the voting card of the proxy within the scope of authorization shall remain effective in any one of the following cases:	5. The voting card of the proxy within the scope of authorization shall remain effective in any one of the following cases.	
12	Article 15. Change of rights		
	Clause 1. Change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation is approved by the shareholders holding at least sixty five (65)	1. Change or cancellation of any special right attached to a class of preference shares shall take effect <i>when it is approved by the shareholders that represent at least 65% of the votes of all the</i>	Conform to Clause 1, Clause 6, Article 148 of the Law on Enterprise, and Article 17 of the

	percent of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least sixty five (65) percent of voting rights of the above class of preference shares.	<i>participating shareholders. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of approval of the resolution in writing.</i>	Charter sample at Circular No.116/2020/TT-BTC.
13	Article 16. Convening of General Meeting, agenda and notice of meeting of General Meeting		
	Paragraph a of Clause 2. a. Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders no later than five (05) days prior to the date of sending the notice of invitation to the meeting;	a. Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders <i>no later than ten (10) days</i> prior to the date of sending the notice of invitation to the meeting. <i>The Company shall disclose information on this list at least twenty (20) days before the deadline for registration;</i>	
	Clause 3 3. The notice of meeting of the General Meeting shall be sent to all shareholders by registered means, and at the same time shall be announced on the websites of the Stock Exchange and of the Company. This notice must send to all shareholders at least ten (10) days prior to the date of the General Meeting, calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox. The agenda of the General Meeting and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the Company. If no data is attached to the notice of the General Meeting, then the notice of	3. The notice of meeting of the General Meeting shall be sent to all shareholders <i>by means to ensure the shareholders' contact address</i> and at the same time shall be announced on the websites of <i>the State Securities Commission</i> , the Stock Exchange and of the Company. This notice must <i>be sent at least 21 days before the opening date of the General Meeting</i> , calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox. The agenda of the General Meeting and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the Company. If no data is attached to the notice of the General Meeting,	Conform to Article 140, 152 of the Law on Enterprise, Article 273 of Decree No.155/2020/ND-CP, Article 18 of the Charter sample at Circular No.116/2020/TT-BTC.

	invitation to the meeting must specify website address which can be accessed by shareholders.	then the notice of invitation to the meeting must <i>contain the URL for these documents</i> which can be accessed by shareholders.	
	<p>Clause 4</p> <p>4. A shareholder or group of shareholders referred to in Clause 3, Article 10 of this Charter has the right to propose any issue to be included on the agenda of the General Meeting. The proposal must be made in writing and sent to the Company at least three (03) days before the opening day of the General Meeting. The proposal must contain full names of the shareholders, number and class of shares held by them, and the contents proposed to be included in the agenda.</p>	<p>4. A shareholder or group of shareholders referred to in Clause 3, Article 10 of this Charter has the right to propose any issue to be included on the agenda of the General Meeting. The proposal must be made in writing and sent to the Company <i>at least three (03) business days before the opening of the General Meeting</i>. The proposal must contain full names of the shareholders, number and class of shares held by them, and the contents proposed to be included in the agenda.</p>	
	<p>Paragraphs a, b and c of Clause 5</p> <p>a. The proposal is not sent in the stipulated time-limit;</p> <p>b. At the time of the proposal, the shareholder or the group of shareholders have no at least ten (10) percent of the ordinary shares for at least consecutive period of six (06) months;</p> <p>c. The proposal contains no necessary information as stipulated in Clause 4 of this Article;</p>	<p>a. The proposal is not sent <i>as stipulated in Clause 4 of this Charter</i>;</p> <p>b. At the time of the proposal, the shareholder or the group of shareholders <i>do not hold at least five (5) percent of the ordinary shares as stipulated in Clause 3, Article 10 of this Charter</i>;</p> <p>c. The proposal contains no necessary information as stipulated in Clause 4 of this Article <i>and paragraph e, Clause 3, Article 10 of this Charter</i>;</p>	
<p>Clause 7</p> <p>7. Where all shareholders representing one hundred (100)</p>		<p>Clause 6. New content</p> <p><i>The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.</i></p> <p>8. Where all shareholders representing one hundred (100)</p>	

	percent of the voting shares attend the General Meeting directly or via proxy, any decision which is unanimously approved by the General Meeting of Shareholders shall be deemed to be valid even if the General Meeting is not convened in accordance with the sequence and procedures, or the items voted on were not included on the agenda.	percent of the voting shares attend the General Meeting directly or via proxy, any decision which is unanimously approved by the General Meeting of Shareholders shall be deemed to be <i>legal and valid event when the sequence and procedures of convening the meeting and approval of such resolutions violate the Law on Enterprise and this Charter.</i>	
14	Article 17. Conditions to organize the General Meeting and prepare the minutes of the General Meeting		
	Clause 2 2. Except for the cases as stated in Clause 3 of this Article, the GMS's resolutions shall be approved by most of the shareholders representing at least fifty-one percent (51%) of total voting shares of the shareholders who are in person or through a proxy to attend the General Meeting; or at least fifty-one percent (51%) of total votes of the shareholders who approve (in case of approval in writing).	2. Except for the cases as stated in Clause 3 of this Article, the GMS's resolutions shall be approved by most of the shareholders <i>representing at least fifty (50) percent of total voting shares</i> of the shareholders who are in person or through a proxy to attend the General Meeting; or <i>by the number of the shareholders representing more than fifty (50) percent of total voting shares of all the shareholders</i> who approve (in case of approval in writing).	Conform to Article 148 and Article 149 of the Law on Enterprise, Article 41 of the Securities Law and Article 19 of the Charter sample at Circular No.116/2020/TT-BTC.
	Clause 3 3. The GMS's resolutions related to amendments of and supplements to the Charter, class of shares and number of shares to be offered; merger, restructure and dissolution of the Company; transactions on purchase and sale of the assets of the Company or its Branches with a value of at least thirty-five (35) percent of total value of the assets of the Company recorded in the latest audited financial statements are approved with at least sixty-five (65) percent of total votes of the shareholders who are in person or via the proxy attending the GMS (in case it is directly held); or at least fifty-one (51) percent of total votes of the shareholders who approve (in case of the Shareholders' approval in writing).	3. <i>Resolutions relate to class of shares and total number of shares of each class; changes in business lines; changes in organizational structure of the Company; transactions on purchase and sale of the assets of the Company or its Branches with a value of at least thirty-five (35) percent of total value of the assets of the Company recorded in the latest audited financial statements; and merger, restructure and dissolution of the Company; are approved with at least sixty-five (65) percent of total votes of the shareholders who approve.</i>	Conform to Article 147, Article 148 of the Law on Enterprise, Article 19 and Article 21 of the Charter sample at Circular No.116/2020/TT-BTC.
	Clause 4		Conform to

	<p>4. The person chairing the General Meeting shall be responsible for archiving the minutes of the General Meeting. The minutes of the General Meeting must be published on the website of the Company within twenty four (24) hours and must be sent to all shareholders via email or fax within fifteen (15) days from the end of the General Meeting. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of work conducted at the General Meeting unless an objection to the contents of the minutes is provided in accordance with the stipulated procedures within a time-limit of ten (10) days from the date of sending the minutes. The minutes must be in Vietnamese, must be signed for certification by the Chairperson of the meeting and the Secretary, and must be made in accordance with the Law on Enterprises and this Charter. All records, minutes, books of signatures of attending shareholders and documents authorizing to attend the meeting must be kept at the head office of the Company.</p>	<p>4. <i>Minutes of the General Meeting, list of registered participating shareholders, approved resolutions and relevant documents enclosed to the invitations to the meeting (if any) shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters.</i> The minutes of the General Meeting must be published on the website of the Company within twenty four (24) hours and must be sent to all shareholders via email or fax within fifteen (15) days from the end of the General Meeting. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of work conducted at the General Meeting unless an objection to the contents of the minutes is provided in accordance with the stipulated procedures within a time-limit of ten (10) days from the date of sending the minutes. The minutes must be in Vietnamese, must be signed for certification by the Chairperson of the meeting and the Secretary, and must be made in accordance with the Law on Enterprises and this Charter. <i>In case a chairperson or a secretary of the meeting refuses to sign the minutes, the minutes shall be still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in the Law on Enterprise and this Charter. The minutes shall specify that the chair or secretary refuses to sign it.</i> All records, minutes, books of signatures of attending shareholders and documents authorizing to attend the meeting must be kept at the head office of the Company.</p>	<p>Article 146 and Article 150 of the Law on Enterprise, Article 10 and Article 11 of Circular No.96/2020/TT-BTC, Article 23 of the Charter sample at Circular No.116/2020/TT-BTC.</p>
	<p>Clause 5 5. The General Meeting and approve the resolutions shall be held</p>	<p>5. The General Meeting and approve the resolutions shall be held when</p>	<p>Conform to Article 145 of the Law on</p>

<p>when the quorum is present. The quorum shall be the number of the shareholders and their proxies representing at least fifty-one (51)% of total voting shares.</p> <p>Where the quorum is insufficient within thirty (30) minutes after the stipulated time for opening the meeting, the convener shall cancel the meeting. The GMS must be reconvened within a period of thirty (30) days from the intended date of holding the first GMS. The reconvened GMS shall be conducted only when the attending members are shareholders and their proxies representing at least thirty three (33) percent of the total voting shares.</p> <p>Where a meeting convened for the second time is not able to be conducted due to an insufficient quorum within thirty (30) minutes after the stipulated time for opening the meeting, the GMS may be convened for a third time within twenty (20) days from the intended date of conducting the second meeting; and in such case, the meeting shall be conducted irrespective of the number of attending shareholders or their proxies, and shall be deemed valid and have the right to make decisions on all issues proposed to be passed at the first general meeting.</p>	<p>the quorum is present. The quorum shall be the number of the shareholders and their proxies representing <i>more than fifty (50) percent of total voting shares</i>.</p> <p>Where the quorum is insufficient within thirty (30) minutes after the stipulated time for opening the meeting, the convener shall cancel the meeting. The GMS must be reconvened within a period of thirty (30) days from the intended date of holding the first GMS. The reconvened GMS shall be conducted only when the attending members are shareholders and their proxies representing <i>at least thirty three (33) percent of the voting shares</i>. Where a meeting convened for the second time is not able to be conducted due to an insufficient quorum within thirty (30) minutes after the stipulated time for opening the meeting, the GMS may be convened for a third time within twenty (20) days from the intended date of conducting the second meeting; and in such case, the meeting shall be conducted irrespective of the number of attending shareholders or their proxies, and shall be deemed valid and have the right to make decisions on all issues proposed to be passed at the first general meeting.</p>	<p>Enterprise, Article 273 of Decree No.155/2020/ND-CP, Article 19 of the Charter sample at Circular No.116/2020/TT-BTC.</p>
<p>Clause 10</p> <p>10. Without consulting the GMS, the Chairperson may at any time suspend the General Meeting to another time and in a place decided by the Chairperson in the following cases: (a) The participating members does not have convenient seats in the place of the General Meeting; (b) The participants take actions to prevent or threaten to prevent the order of the meeting; or (c) There is a necessary delay to validly conduct contents of the General Meeting. Besides, with the</p>	<p>10. Without consulting the GMS, the Chairperson may at any time <i>postpone</i> the General Meeting with the quorum <i>no more than three (03) working days as from the expected opening date of the meeting or change the place of the meeting to another time and in a place</i> decided by the Chairperson in the following cases: (a) The participating members does not have convenient seats in the place of the General Meeting; (b) There is a participant that <i>disrupts the order and threatens to</i></p>	<p>Conform to Article 146 of the Law on Enterprise, Article 20 of the Charter sample at Circular No.116/2020/TT-BTC.</p>

	<p>GMS's consent or request for quorum, the Chairperson of the GMS may postpone the General Meeting. Time for adjournment shall be no more than three (03) days, as from the expected opening date of the meeting. The adjourned General Meeting shall not consider any matter other than the agenda of the meeting should have been solved in the previously adjourned General Meeting.</p>	<p><i>obstruct the fair and legal progress of the meeting; or (c) means of communication in the place of the meeting do not ensure participation, discussion and voting of the shareholders.</i> The adjourned General Meeting shall not <i>further</i> consider any matter other than the agenda of the meeting should have been solved in the previously adjourned General Meeting.</p>	
	<p>Clause 11 11. The Chairperson or secretary of the general meeting may take necessary measures so as to control the meeting in order; or reflect expectation of almost attending shareholders.</p>	<p>11. The Chairperson of the general meeting shall be <i>entitled to take necessary and reasonable measures</i> so as to control the meeting in order, adheres to the approved agenda or reflect expectation of almost attending shareholders. <i>a) Arrange seats at the meeting location;</i> <i>b) Ensure safety of the participants;</i> <i>c) Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures including issuance of entry permits or use of other options.</i></p>	<p>Conform to Article 146 of the Law on Enterprise, Article 20 of the Charter sample at Circular No.116/2020/TT-BTC.</p>
	<p>Clause 12 12. The BODs may request the shareholders or their proxies under control or other security measures that it finds proper. If a shareholder or his/her proxy fails to comply with regulations on inspection or security measures, the BODs may, after carefully considering, refuse or expel such shareholder or his/her proxy.</p>	<p><i>12. The person who convenes or chairs the General Meeting shall have the rights of requesting the shareholders or their proxies under control or other lawful and reasonable security measures. If a shareholder or his/her proxy fails to comply with regulations on inspection or security measures, the person who convenes or chairs the General Meeting may, after carefully considering, refuse or expel such shareholder or his/her proxy and/or request the competent agency to maintain the order of the meeting.</i></p>	
	<p>Clause 13</p>	<p>=> <i>Delete Clause 13.</i></p>	<p>Conform to</p>

	<p>13. The BODs may, after careful consideration, take appropriate measures to:</p> <p>(a) Arrange seating at the venue of the General Meeting;</p> <p>(b) Ensure safety for all persons present at the venue of the meeting;</p> <p>(c) Facilitate the shareholders to attend (or continue to attend) the meeting.</p> <p>d. The BODs has full powers to change the above measures and take all other necessary measures including issuance of entry permits or use of other options.</p>		<p>Article 146 of the Law on Enterprise, Article 20 of the Charter sample at Circular No.116/2020/TT-BTC.</p>
	<p>Clause 14</p> <p>14. If the GMS takes any of the above measures, then the convener of the General Meeting may, when determining the venue of the meeting:</p>	<p>13. If the GMS takes any of the above measures, then <i>the Chairperson or the convener of the meeting</i> may, when determining the venue of the meeting:</p>	
	<p>Clause 17</p> <p>17. The GMS shall approve decisions in its authority by voting in the meeting or collecting written opinions or electronically voting. The Company may use computer programs and software and information technology services in voting to create favorable conditions for the Shareholders.</p>	<p>16. The GMS shall approve decisions in its authority by voting in the meeting or collecting written opinions or electronically voting <i>or other electronic form in accordance with the Law on Enterprise and this Charter. In case the Company applies modern technology to organize the online general meeting, the Company shall ensure the shareholders or their proxies to attend and vote by electronic voting or other electronic forms as stipulated in Article 144 of the Law on Enterprise and Clause 3, Article 273 of Decree No.155/ND-CP dated 31/12/2020 of the Government detailing implementation of a number of articles of the Securities Law.</i></p>	<p>Article 144 of the Law on Enterprise, Article 41 of the Securities Law, Article 273 of Decree No.155/2020/ND-CP and Article 20 of the Charter sample at Circular No.116/2020/TT-BTC.</p>
15	<p>Article 18. Authority and procedures for collection of shareholders' written opinions in order to pass decisions of the General Meeting of Shareholders</p>		
	<p>Paragraphs d, f, g, o, q and r of Clause 1</p> <p>1. The BODs shall have the right of collecting shareholders' written opinions in order to pass a</p>	<p>1. The BODs shall have the right of collecting shareholders' written opinions in order to pass a resolution</p>	<p>Conform to Article 22 of the Charter sample at Circular No.116/2020/TT-</p>

	<p>resolution of the GMS if considered necessary in the interests of the Company for all issues as stated in Clause 2, Article 13 of this Charter.</p> <p>d. Select independent audit firms;</p> <p>f. Total remuneration of the members of the BODs and reports on remuneration of the BODs;</p> <p>g. Ratification of policy on remuneration payment to the members of the BODs;</p> <p>o. Decision on transactions of investment/selling assets of the Company or its branches with a value of thirty five (35) percent or more of the total value of assets of the Company or its branches recorded in the latest audited financial statements;</p> <p>q. Chairperson of the BODs concurrently holds a position of the General Director;</p> <p>r. The Company or its branches signs a contract or conducts a transaction with the entities stipulated in Clause 1, Article 162 of the Law on Enterprises with a value of thirty-five (35) percent or more of the total value of assets of the Company or its branches recorded in the latest financial statements.</p>	<p>of the GMS if considered necessary in the interests of the Company for all issues as stated in <i>Clause 1, Article 13 of this Charter.</i></p> <p>d. Select independent audit firms; <i>approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation where necessary;</i></p> <p>f. Total remuneration of the members of the BODs <i>and the BOS</i> and reports on remuneration of the BODs <i>and the BOS</i>;</p> <p>g. Ratification of policy on remuneration payment to the members of the BODs <i>and the BOS</i>;</p> <p>o. Decision on transactions of investment/selling assets of the Company or its branches with a value of thirty five (35) percent or more of the total value of assets of the Company or its branches recorded <i>in the latest financial statements</i>;</p> <p>=> <i>Delete paragraph q.</i></p> <p>q. The Company or its branches signs a contract or conducts a transaction with the entities stipulated in Clause 1, <i>Article 167 of the Law on Enterprise</i> with a value of thirty-five (35) percent or more <i>or transactions leading to total value within twelve (12) months as from the date of the first transaction with a value of thirty five (35) percent and more</i> of the total value of assets of the Company or its branches recorded in the latest financial statements;</p> <p>r. New content <i>Contracts and transactions on lending and selling the assets with a value of more than ten (10) percent of the total value of assets recorded in the latest audited financial statements between the Company and its shareholder holding at least fifty-one (51) percent of total voting</i></p>	<p>BTC.</p>
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		<i>shares or such shareholder's related person.</i>	
	<p>Clause 2 2. The BODs shall prepare written opinion forms, a draft of the resolution of the General Meeting, and other explanation documents. The written opinion forms enclosed to a draft of the resolution and explanation documents must be sent to each shareholder's registered address. The BODs must ensure it sends and announces the documents to the shareholders within a reasonable period for their review and voting at least ten (10) days prior to the expiry date for receipt of written opinion forms.</p>	2. The BODs shall prepare written opinion forms, a draft of the resolution of the General Meeting, and other explanation documents. The written opinion forms enclosed to a draft of the resolution and explanation documents must be sent to each shareholder's registered address. The BODs must ensure it sends and announces the documents to the shareholders within a reasonable period for their review and voting <i>no later than</i> ten (10) days prior to the expiry date for receipt of written opinion forms. <i>Requests and manners for sending the written opinion forms and attachments shall be according to Clause 3, Article 16 of this Charter.</i>	Conform to Article 149 of the Law on Enterprise, Article 22 of the Charter sample at Circular No.116/2020/TT-BTC.
	<p>Paragraphs c and g of Clause 3 c. Full name, permanent address, nationality and number of people's identity card, citizenship card, passport or other lawful personal identification of a shareholder being an individual; and name, enterprise code or number of the establishment decision, and head office address of a shareholder being an organization or the full name, permanent address, nationality and number of people's identity card, citizenship card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; and number of shares of each class and number of votes of the shareholder; g. Full name and signature of the Chairperson of the BODs and of the legal representative of the Company.</p>	c. Full name, <i>contact address</i> , nationality and number of people's identity card, citizenship card, passport or other lawful personal identification of a shareholder being an individual; and name, enterprise code or number of the establishment decision, and head office address of a shareholder being an organization or the full name, <i>contact address</i> , nationality and number of people's identity card, citizenship card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; and number of shares of each class and number of votes of the shareholder; <i>g. Full name and signature of the Chairperson of the BODs.</i>	Conform to Clause 13 Article 4 and Article 149 of the Law on Enterprise and Article 22 of the Charter sample at Circular No.116/2020/TT-BTC.
	<p>Paragraphs e and f Clause 5 e. Decisions passed; f. Full name and signature of the</p>	e. Decisions passed <i>and proportional voting ratio</i> ; <i>f. Full name and signature of the</i>	Conform to Article 149 of the Law on Enterprise and

	Chairperson of the BODs, of the legal representative of Bamboo Capital Joint Stock Company and of the person who supervised the vote counting and of the person who counts votes.	<i>Chairperson of the BODs, of the person who supervised the vote counting and of the person who counts votes.</i>	Article 22 of the Charter sample at Circular No.116/2020/TT-BTC.
	Clause 6 6. The minutes on vote counting shall be sent to all shareholders within 15 days after completion of the vote count; if Bamboo Capital Joint Stock Company has a website, then the minutes may be sent by their publication on such website of the Company.	6. The minutes on vote counting shall be sent to all shareholders within 15 days after completion of the vote count; if Bamboo Capital Joint Stock Company has a website, then the minutes may be sent by their publication on such website of the Company <i>within twenty four (24) hours after completion of the vote count.</i>	Conform to Article 149 of the Law on Enterprise, Article 11 of Circular No.96/2020/TT-BTC, Article 22 of the Charter sample at Circular No.116/2020/TT-BTC.
	Clause 8 8. A decision which is passed by way of collecting shareholders' written opinions must be approved by the shareholders representing at least fifty one (51) percent of the total number of voting shares and shall have the same validity as a decision passed at the General Meeting.	8. A <i>resolution</i> which is passed by way of collecting shareholders' written opinions must be approved by the shareholders representing <i>more than fifty (50) percent</i> of the total number of voting shares and shall have the same validity as a <i>resolution</i> passed at the General Meeting.	Conform to Article 148, Article 149 of the Law on Enterprise, Article 22 of the Charter sample at Circular No.116/2020/TT-BTC.
16	Article 19. Request for cancellation of a resolution of the GMS		
	Clause 1 Within ninety (90) days from the date of receipt of the minutes of the General Meeting or the minutes of vote counting results and forms of written opinion of the GMS, a shareholder and a group of shareholders as stipulated in Clause 2, Article 114 of the Law on Enterprise 2014 shall have the right to request a court or an arbitrator to review and cancel a resolution or a part of the resolution of the GMS in the following cases: 1. Sequence and procedures for convening the General Meeting do not comply with the Law on Enterprises and the Charter of Bamboo Capital Joint Stock Company, except in the cases set	Within ninety (90) days from the date of receipt of the minutes of the General Meeting or the minutes of vote counting results and forms of written opinion of the GMS, a shareholder and a group of shareholders as stipulated in <i>Clause 2, Article 115 of the Law on Enterprise</i> shall have the right to request a court or an arbitrator to review and cancel a resolution or a part of the resolution of the GMS in the following cases: 1. Sequence and procedures for convening the General Meeting do not comply with the Law on Enterprises and the Charter of	Conform to the applicable Law on Enterprise and the new Charter

	out in Clause 2 Article 148 of the Law on Enterprise 2014.	Bamboo Capital Joint Stock Company, except in the cases set out in <i>Clause 8, Article 16 of this Charter.</i>	
17	Article 20. Composition and term of office of members of the BODs		
	<p>Clause 1</p> <p>1. The BODs shall have between five (05) and eleven (11) members. The term of office of members of the BODs must not exceed five (05) years and the members may be re-elected for an unlimited number of terms. Total number of independent members of the BODs shall account for at least one-third (1/3) of the total number of members. A minimum number of independent members of the BODs shall be rounded up. The independent members of the BODs shall fully meet conditions under the laws. The members of the BODs may not be the shareholders of the Company and not Vietnamese and/ or not residing in Vietnam.</p>	<p>1. The BODs shall have between five (05) and eleven (11) members. The term of office of members of the BODs must not exceed five (05) years and the members may be re-elected for an unlimited number of terms. <i>An individual may only be elected as an independent member of the BODs of a company for up to 02 consecutive terms. In case the term of office of all members of the BODs ends at the same time, they shall remain members of the BODs until new members are elected and take over the works.</i></p> <p>2. New content</p> <p><i>At least one third (1/3) of the members of the BODs of the Company shall be non-executive members.</i></p> <p><i>3. The total number of independent members of the BODs shall satisfy the following requirements:</i></p> <p><i>a) At least 01 independent member if the BODs has 03 – 05 members;</i></p> <p><i>b) At least 02 independent members if the BODs has 06 – 08 members;</i></p> <p><i>c) At least 03 independent members if the BODs have 09 – 11 members.</i></p> <p>The independent members of the BODs shall fully meet conditions under the laws. The members of the BODs may not be the shareholders of the Company and not Vietnamese and/ or not residing in Vietnam.</p>	<p>Conform to Article 154, Article 155 of the Law on Enterprise, Article 41 of the Securities Law, Article 276 of Decree No.155/2020/ND-CP, Article 26 of the Charter sample at Circular No.116/2020/TT-BTC.</p>
	<p>Clause 2</p> <p>2. Standards and conditions of the members of the BODs</p> <p>Any acquirer or competitors or their representatives against the Company shall not be nominated to the BODs.</p> <p>The members of the BODs shall not the members of the BODs of more</p>	<p>4. Standards and conditions of the members of the BODs</p> <p>Any acquirer or competitors or their representatives against the Company shall not be nominated to the BODs.</p> <p>The members of the BODs shall not the members of the BODs of more than five (05) other companies,</p>	<p>Conform to Article 155 of the Law on Enterprise, Article 275 of Decree No.155/2020/ND-CP, Article 26 of the Charter</p>

<p>than five (05) other companies, except for members of the BODs of the companies in the same Group or the companies operating in the group of companies, including parent – subsidiary, economic group or representative of the fund management company or the securities investment company. Individual/ organization nominated to the member of the BODs must ensure some conditions as follows: a. Have sufficient civil capacity and be not forbidden to establish and manage the enterprises as stipulated in Clause 2, Article 18 of the Law on Enterprise 2014.0</p>	<p>except for members of the BODs of the companies in the same Group or the companies operating in the group of companies, including parent – subsidiary, economic group or representative of the fund management company or the securities investment company. Individual/ organization nominated to the member of the BODs must ensure some conditions as follows: a. Have sufficient civil capacity and be not forbidden to establish and manage the enterprises as stipulated in <i>Clause 2, Article 17 of the Law on Enterprise</i>.</p>	<p>sample at Circular No.116/2020/TT-BTC.</p>
<p>Clause 3 3. Candidacy and nomination of members of the BODs. Shareholders representing at least five (05) percent of ordinary shares for at least six (06) consecutive months shall have right to gross the voting rights of nomination and candidacy of members of the BODs. A shareholder or a group of shareholders representing from five (05) percent to less than ten (10) percent of the total number of voting shares for at least six (06) consecutive months shall nominate one (01) members of the BODs; from ten (10) percent to less than thirty (30) percent for at least six (06) consecutive months to nominate two (02) members; from thirty (30) percent to less than forty (40) percent for at least six (06) consecutive months to nominate up to three (03) members; from forty (40) percent to less than fifty (50) percent for at least six (06) consecutive months to nominate up to four (04) members; from fifty (50) percent to less than sixty (60) percent for at least six (06) consecutive months to nominate up to five (05) members; from sixty (60) percent to less than seventy</p>	<p>5. Candidacy and nomination of members of the BODs. <i>A shareholder or a group of shareholders representing at least ten (10) percent of total number of ordinary shares</i> shall have right to gross the voting rights of nomination and candidacy of members of the BODs. A shareholder or a group of shareholders representing from ten (10) percent to less than twenty (20) percent of total number of ordinary shares shall nominate one (01) members of the BODs; from twenty (20) percent to less than thirty (30) percent of total number of ordinary shares to nominate no more than two (02) members; from thirty (30) percent to less than forty (40) percent of total number of ordinary shares to nominate no more than three (03) members; from forty (40) percent to less than fifty (50) percent of total number of ordinary shares to nominate no more than four (04) members; from fifty (50) percent to less than sixty (60) percent of total number of ordinary shares to nominate no more than five (05) members; from sixty (60) percent to less than seventy (70) percent of</p>	<p>Conform to Article 155 of the Law on Enterprise, Article 41 of the Securities Law, Article 274 of Decree No.115/2020/ND-CP, Article 25 of the Charter sample at Circular No.116/2020/TT-BTC.</p>

	(70) percent for at least six (06) consecutive months to nominate up to six (06) members; from seventy (70) percent to eighty (80) percent for at least six (06) consecutive months to nominate up to seven (07) members; and from eighty (80) percent to less than ninety (90) percent for at least six (06) consecutive months to nominate up to eight (08) members.	<i>total number of ordinary shares</i> to nominate no more than six (06) members; from seventy (70) percent to less than eighty (80) percent of <i>total number of ordinary shares</i> to nominate no more than seven (07) members; and from eighty (80) percent to less than ninety (90) percent of <i>total number of ordinary shares</i> to nominate no more than eight (08) members.	
	Paragraphs b and d of Clause 4 b. Such member sends a written application for resignation to the head office of the Company; d. Such member fails to attend any meeting of the BODs for a period of six (6) months without consent of the BODs, and the BODs decides that the position of such member is vacated;	b. Such member sends a written application for resignation to the head office of the Company <i>and obtains consent</i> ; d. Such member fails to attend any meeting of the BODs for a <i>consecutive</i> period of six (6) months without consent of the BODs, and the BODs decides that the position of such member is vacated;	Conform to Article 160 of the Law on Enterprise.
18	Article 21. Powers and duties of Board of Directors		
	Clause 1 1. Business activities and affairs of the Company must be supervised and directed by the BODs. The BODs is the body with full powers to exercise all rights on behalf of the Company, excluding authority which belongs to the GMS. A shareholder who is a member of the BODs, the BOS, General Director, Executive manager (or Deputy General Director) and Chief Accountant of the Company shall commit to hold one hundred (100) percent of the votes he/she holds for at least six (06) months as from the first listing date on the Stock Exchange and fifty (50) percent for a consecutive period of six (06) next months.	1. Business activities and affairs of the Company must be supervised and directed by the BODs. The BODs is the body with full powers <i>to make decisions on and</i> exercise all rights <i>and obligations</i> on behalf of the Company, excluding authority which belongs to the GMS. A shareholder <i>who is an individual or an organization represented by the Chairperson of the BODs, a member of the BODs, a Head of the BOS, General Director, Executive manager (or Deputy General Director), Chief Accountant and equivalent managers elected by the GMS or appointed by the BODs and a majority shareholder being related person of the above persons</i> shall commit to <i>continuously hold</i> one hundred (100) percent of the votes he/she holds for <i>six (06) months as from the first share trading date</i> on the Stock Exchange and fifty (50)	Conform to Article 153 of the Law on Enterprise, Article 41 of the Securities Law, Article 109, Article 278 of Decree No.155/2020/ND-CP.

		percent for a consecutive period of six (06) next months.	
<p>Paragraphs a, c, d, e, g, j, k and j of Clause 3</p> <p>a. Make decisions on annual business development plans and annual budget plans;</p> <p>c. Appoint, dismiss and remove; sign and terminate contracts for (i) General Director or (ii) any executive manager of the Company at the request of the General Director; make decision on salaries and other benefits of such persons; decide on appointment, dismissal and removal from office of the authorized representative to exercise ownership of shares or contributed capital in another organization/ enterprise; make decision on remuneration and other benefits of such persons. Such removal from office must not be contrary to the contractual rights (if any) of persons removed from duty; Report to the GMS on appointment of the General Director;</p> <p>d. Make decisions on the organizational structure of the Company;</p> <p>g. Propose classes of shares which may be issued and the total number of shares of each class to be issued;</p> <p>j. Make decisions on investments worth less than fifty (50) percent of total value of the Company's assets recorded in the latest audited financial statements;</p> <p>k. Propose annual dividend rates and organize payment of dividends;</p>	<p>Amend into other clauses:</p> <p><i>a. Make decision on medium-term development strategies and plans, annual business development plans and annual budget plans;</i></p> <p><i>c. Elect, dismiss and remove the Chairperson of the BODs; Appoint, dismiss and remove, sign and terminate contracts for (i) General Director or (ii) any executive manager of the Company at the request of the General Director; make decision on salaries, remuneration, bonuses and other benefits of such persons; decide on appointment, dismissal and removal from office of the authorized representative to exercise ownership of shares or contributed capital in another organization/ enterprise; make decision on remunerations and other benefits of such persons;</i> => Delete paragraph d.</p> <p>d. New content <i>Approve agenda, contents and documents of the General Meeting; convene the General Meeting or collect comments for the GMS to ratify its resolutions</i></p> <p>f. New content <i>Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;</i></p> <p>h. Propose classes of shares to be issued and total shares to be offered of each class;</p> <p>k. Make decisions on investments worth less than thirty-five (35) percent of total value of the Company's assets recorded in the latest audited financial statements;</p> <p>l. Propose annual dividends; pay dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;</p>	<p>Conform to Article 153, Article 167 of the Law on Enterprise, Article 41 of the Securities Law, Article 278, Article 280 of Decree No.155/2020/ND-CP, Article 27 of the Charter sample at Circular No.116/2020/TT-BTC.</p>	
<p>Paragraphs b, e, f, h and j of Clause 4</p> <p>b. Within the scope of Clause 2, Article 149 of the Law on Enterprises and except for the case stipulated in Clause 3, Article 162</p>			

	<p>of the Law on Enterprises in which the approval of the GMS is required, the BODs shall from time to time make decisions on the performance, amendment or cancellation of large contracts of the Company or its Branches and subsidiaries (including contracts on purchase, sale, merger, acquisition and joint venture with a value of at least fifty (50) percent of total value of the assets as recorded in the latest financial statements);</p> <p>e. Investments exceeding ten (10) percent of the value of the annual business plan and budget;</p> <p>f. Purchase or sale of shares and capital contributed in other enterprises established in Vietnam or abroad;</p> <p>h. Purchase or recover no more than ten (10) percent of the shares of each class by the Company;</p> <p>j. Make decision on price of purchasing or recovering the Company's shares.</p>	<p>p. Within the scope of <i>Clause 2 Article 153 of the Law on Enterprise</i> and except for the case stipulated in <i>Clause 3 Article 167 of the Law on Enterprise</i> in which the approval of the GMS is required, the BODs shall from time to time make decisions on the performance, amendment or cancellation of large contracts of the Company or its Branches and subsidiaries (including contracts on purchase, sale, merger, acquisition and joint venture with a value of at least fifty (50) percent of total value of the assets as recorded in the latest financial statements);</p> <p>s. <i>Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;</i> => <i>Delete paragraph f.</i></p> <p>t. New content <i>Approve contracts on purchase, sale, lending and other contracts and transactions that are worth at least thirty-five (35%) of the total assets recorded the Company's latest financial statement, except for contracts and transactions in the authority of the GMS as stipulated in paragraph d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprise;</i></p> <p>v. Purchase or recover by the Company no more than ten (10) percent of the shares of each class sold for twelve (12) months; <i>Make decision on price of purchasing or recovering the Company's shares;</i></p> <p>x. New content <i>Submit audited annual financial statements to the GMS;</i></p> <p>y. New content Other rights and obligations prescribed by the Law on Enterprises, the Securities Law, other regulations of law and the Company's Charter.</p>	
	<p>Clause 5 5. The BODs must make a report to</p>	<p>4. The BODs shall submit reports on</p>	<p>Conform to Article 27 of the</p>

	the GMS on its activities, in particular the supervision of the BODs in respect of General Director and other managers within a financial year. If the BODs fails to submit such report to the GMS, the annual financial statements of the Company shall be deemed invalid and not to have been approved by the BODs.	its performance <i>pursuant to Article 280 of Decree No.155/2020/ND-CP dated 31/12/2020</i> , in particular the supervision of the BODs in respect of General Director and other managers within a financial year.	Charter sample at Circular No.116/2020/TT-BTC.
19	Article 22. Chairperson of BODs		
	Clause 1 1. The BODs must select one of the members of the BODs to elect one (01) Chairperson. Unless otherwise decided by the GMS, the Chairperson of the BODs shall not act concurrently as the General Director of the Company. Approval shall be required at the annual GMS for the Chairperson of the BODs to act concurrently as the General Director.	1. The BODs must select one of the members of the BODs to elect one (01) Chairperson. Election of the Chairperson shall be according to the Regulations on Corporate Governance. <i>The Chairperson of the BODs must not concurrently hold the position of General Director of the Company.</i>	Conform to Article 275 of Decree No.155/2020/ND-CP.
	Paragraphs e and f of Clause 2 e. Monitor and check the process of implementation of decisions of the BODs; f. Propose the BODs on appointment, dismissal and removal from office of the General Director; represent the BODs to sign labor contract with the General Director in case the Chairperson of the BODs fails to concurrently hold the position of General Director;	e. Monitor and check the process of implementation of <i>resolutions and</i> decisions of the BODs; f. Propose the BODs on appointment, dismissal and removal from office of the General Director; <i>represent the BODs to sign labor contract with the General Director.</i> h. New content <i>Organize the ratification of resolutions and decisions of the BODs;</i>	
20	Article 23. Meetings of the Board of Directors, Subcommittees of the Board of Directors		
	Clause 6 6. Notice and agenda of the meeting: The notice of a meeting of the BODs must be sent to the members of such Board and the members of the BODs at least three (03) days before holding the meeting; the members of the BODs may refuse the notice of invitation in writing and such refusal may take retroactive effect. The notice of the	6. Notice and agenda of the meeting: The notice of a meeting of the BODs must be sent to the members of such Board and the members of the BODs <i>at least three (03) working days</i> before holding the meeting; the members of the BODs may refuse the notice of invitation in writing and such refusal may take retroactive effect. The notice of the	Conform to Article 157 of the Law on Enterprise, Article 41 of the Securities Law, and Article 30 of the Charter sample at Circular

	meeting of the BODs must provide complete information on agenda, time and venue of the meeting, accompanied by necessary documents regarding issues to be discussed and voted on at the meeting and voting cards for the members of such Board.	meeting of the BODs must provide complete information on agenda, time and venue of the meeting, accompanied by necessary documents regarding issues to be discussed and voted on at the meeting and voting cards for the members of such Board.	No.116/2020/TT-BTC.
	Paragraph c Clause 7 c. To attend and vote at an online meeting or to vote by some other electronic means;	c. To attend and vote at an online meeting, <i>or to send an electronic vote</i> or to vote by some other electronic means;	
	Clause 11 11. Voting of the person who is absent from the meeting of the BODs. The absent members of the BODs may vote on resolutions/ decisions of the BODs by writing vote cards. The vote cards must be contained in sealed envelopes and delivered to the BODs at least one (01) hour before the opening of the meeting.	11. Voting of the person who is absent from the meeting of the BODs. The absent members of the BODs may vote on resolutions/ decisions of the BODs by writing vote cards. The vote cards must be contained in sealed envelopes and delivered to the BODs at least one (01) hour before the opening of the meeting. <i>The votes shall only be opened in the presence of the meeting participants.</i>	
	Clause 14 14. Minutes of the meeting: The Secretary of the BODs shall responsible to deliver the minutes of a meeting of the BODs to the members, and such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection of the contents of the minutes provided within a time-limit of ten (10) days from the date of delivery. The minutes of the meeting of the BODs must be prepared in Vietnamese and must bear the signatures of all attending members of the BODs. In case the members of the BODs may use Vietnamese, the contents of the minutes of the meeting of the BODs may be translated into English and such members must sign the minutes in English and Vietnamese.	14. Minutes of the meeting: The Secretary of the BODs shall responsible to deliver the minutes of a meeting of the BODs to the members, and such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection of the contents of the minutes provided within a time-limit of ten (10) days from the date of delivery. The minutes of the meeting of the BODs must be prepared in Vietnamese and must bear the signatures of all attending members of the BODs and <i>the person recording the minutes of the meeting.</i> In case the members of the BODs may use Vietnamese, the contents of the minutes of the meeting of the BODs may be translated into English and such members must sign the minutes in English and Vietnamese. <i>The contents shall be approved by the</i>	Conform to Article 157, Article 158 The Law on Enterprise, Article 279 of Decree No.155/2020/ND-CP, Article 30 of the Charter sample at Circular No.116/2020/TT-BTC.

		<i>participating members in the meeting of the BODs which is prepared into the Resolutions.</i>	
	Clause 15 15. Persons inviting the meeting on probation: General Director, executive managers and experts may attend the meeting of the BODs in the invitation of the BODs but not vote.	15. Persons inviting the meeting on probation: <i>The Chairperson of the BODs or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the BOS. Members of the BOS are entitled to attend meetings of the BODs; they are entitled to discuss but must not vote.</i> General Director, executive managers and experts may attend the meeting of the BODs in the invitation of the BODs but not vote.	
21	Article 26. Appointment, dismissal and removal from office, duties and powers of General Director		
	Clause 2, Clause 3 2. Conditions and standards: The General Director is not forbidden to hold the positions under the Law, i.e. (i) Minors; persons whose civil act capacity is restricted or lost; (ii) persons who are sentenced or imprisoned; (iii) persons who serve for military forces and the State agencies; and (iv) persons who are forbidden to manage enterprises and cooperatives under the decisions of the State agencies, including owner of the private enterprises and member of the joint venture company; 3. Director (General Director), Chairperson and members of the BODs, the Member Council of the enterprise, Head and members of the cooperative executive committee are declared to go into bankruptcy, except that the enterprises and the cooperatives are declared to be bankruptcy for force majeure causes.	2. Conditions and standards:: a. The General Director is not forbidden to hold the positions under the Law <i>as stipulated in Clause 2, Article 17 of the Law on Enterprise</i> , i.e. (i) Minors; persons whose civil act capacity is restricted or lost; (ii) persons who are sentenced or imprisoned; (iii) persons who serve for military forces and the State agencies; and (iv) persons who are forbidden to manage enterprises and cooperatives under the decisions of the State agencies, including owner of the private enterprises and member of the joint venture company, Director (General Director), Chairperson and members of the BODs, the Member Council of the enterprise, Head and members of the cooperative executive committee are declared to go into bankruptcy, except that the enterprises and the cooperatives are declared to be bankruptcy for force majeure causes; b. <i>The persons are relatives to the managers and supervisors of the Company; representatives of state capital and representatives of the company's capital;</i> c. <i>Persons are qualified and</i>	Conform to Article 162 of the Law on Enterprise, Article 34, Article 275 of Decree No.155/2020/ND-CP, Article 35 of the Charter sample at Circular No.116/2020/TT-BTC.

		<p><i>experienced in business administration of the Company.</i></p>	
	<p>Paragraphs a, b, c, d, f and j of Clause 4</p> <p>a. Organize the execution of decisions of the BODs and the GMS;</p> <p>b. Decide all issues relevant without the BODs's decision, including on behalf of the Company to sign financial and commercial contracts, organize and manage the Company's everyday business operation according to the best management practices;</p> <p>c. Recommend the number and position of managers that the Company needs to recruit for appointment or dismissal by the BODs if necessary under the best management practices as well as organizational structure proposed by the BODs; and consult the BODs to decide salaries, remuneration, benefits and other terms of the labor contracts of the executive managers;</p> <p>d. Consult the BODs to make decisions on the number of employees, wage rates, allowances, benefits, appointment, dismissal, and other terms of their labour contracts; Appoint and dismiss managerial positions in the Company, except for those within the jurisdiction of the BODs and the GMS;</p> <p>f. Organize implementation of the Company's annual business plan approved by the BODs and the GMS;</p> <p>j. The General Director shall be the representative of the Company or authorize the executive managers to recruit and sign the labor contracts.</p>	<p>a. Organize the implementation of <i>resolutions and</i> decisions of the Board of Directors;</p> <p>b. <i>Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors;</i></p> <p>c. Recommend the number and position of managers that the Company needs to recruit for appointment, dismissal or <i>removal from office</i> by the BODs if necessary <i>for positions within the jurisdiction of the BODs; recommend organizational structure and regulations on internal management of the Company and</i> consult the BODs to decide salaries, remuneration, benefits and other terms of the labor contracts of the executive managers;</p> <p>d. Consult the BODs to make decisions on the number of employees, wage rates, allowances, benefits, appointment, dismissal, and other terms of their labor contracts; Appoint, dismiss and <i>remove</i> managerial positions in the Company, except for those within the jurisdiction of the BODs and the GMS;</p> <p>f. Organize implementation of the Company's annual business plan <i>and investment plan</i> approved by the BODs and the GMS;</p> <p>j. The General Director shall be the representative of the Company or authorize the executive managers to recruit and sign the labor contracts. <i>Decision on salaries and other benefits for the employees in the</i></p>	

		<i>Company, including managers, is within the jurisdiction of the General Director.</i>	
	Clause 6 6. Removal from office and dismissal. The BODs may remove or dismiss the General Director with approval of at least two-third (2/3) of the member of the BODs (including the Chairperson or a member of the BODs in case the Chairperson or such member of the BODs concurrently holds the General Director) and appoint another General Director.	<i>5. Removal from office and dismissal. The BODs may remove or dismiss the General Director with approval of at least two-third (2/3) of the member of the BODs and appoint another General Director. .</i>	
22	Article 27. Secretary of the Company		
	The BODs shall appoint one (01) or more secretary of the Company for the term of office and the terms under the decision of the BODs. The BODs may at any time remove the Secretary in conformity with the applicable Labor Code. Roles and duties of the Company's Secretary include:	Supplement to Clause 1: The BODs shall appoint one (01) or more secretary of the Company for the term of office and the terms under the decision of the BODs. The BODs may at any time remove the Secretary in conformity with the applicable Labor Code. Roles and duties of the Company's Secretary <i>in charge of corporate governance</i> include: a. <i>Provide consultancy for the BODs in organizing the GMS and performance of relevant tasks between the Company and its shareholders;</i> f. <i>Supervise and report to the BODs disclosure;</i> g. <i>Provide consultancy on procedures for making resolutions of the BODs in conformity with the laws;</i> h. <i>Assist in contact between parties with relevant interests;</i>	Conform to Article 156 of the Law on Enterprise, Article 281 of Decree No.155/2020/ND-CP.
23	Article 28. Board of Supervisors		
	Paragraphs a, c, g, h, i1 and k of Clause 1 1. The BOS and its members shall have powers and responsibilities under Article 165 of the Law on Enterprise and this Charter, mainly the following powers and responsibilities: a. The BOS shall supervise the	1. The BOS and its members shall have powers and responsibilities under <i>Article 170 of the Law on Enterprise and this Charter</i> , mainly the following powers and responsibilities: a. The BOS shall supervise <i>financial</i>	Conform to Article 170 of the Law on Enterprise, Article 288 of Decree No.155/2020/ND-CP, Article 39 of the Charter

<p>BODs, the General Director and the executive managers in management and direction of the Company; take responsibility to the BODs for performing the assigned tasks;</p> <p>c. The BOS shall appraise income statement and annual, mid-year and quarterly financial statements of the Company, report on management assessment of the BODs; submit report on appraisal of financial statements, report on annual business of the Company and report on management assessment of the BODs to the GMS at the annual meeting;</p> <p>g. If a member of the BODs and the General Director is found to be violating obligations as the Company’s manager as stipulated in the Law on Enterprise and Article 29 and Article 30 of this Charter, it shall be promptly send a notice in writing to the BODs requesting the violator to stop the violation and take remedial measures;</p> <p>h. The BOS shall have right to use an independent consultant to perform the assigned duties;</p> <p>i1. The BOS shall propose and select an independent audit firm, audit fees and all relevant matters;</p>	<p><i>position of the Company and compliance with the laws of the</i> BODs, the General Director and the executive managers in management and direction of the Company; take responsibility to the BODs for performing the assigned tasks;</p> <p>c. The BOS shall appraise <i>adequacy, legitimacy and truthfulness of</i> income statement and annual, mid-year and quarterly financial statements of the Company, report on management assessment of the BODs; submit report on appraisal of financial statements, report on annual business of the Company and report on management assessment of the BODs to the GMS at the annual meeting; <i>Review contracts and transactions with related persons within the authority to approve of the BODs or the GMS; offer recommendations concerning these contracts and transactions to be approved by the BODs or the GMS;</i></p> <p>d. New content: <i>Review, inspect and evaluate efficiency and effectiveness of the internal control, audit, risk management and early warning of the Company;</i></p> <p>h. If a member of the BODs and the General Director is found to be violating obligations as the Company’s manager as stipulated in the Law on Enterprise and Article 29 and Article 30 of this Charter, it shall be promptly send a notice in writing to the BODs <i>within forty-eight (48) hours</i>, requesting the violator to stop the violation and take remedial measures;</p> <p>h. The BOS shall have right to use an independent consultant <i>and an internal audit division of the Company</i> to perform the assigned duties;</p> <p>j1. The BOS shall propose and select an independent audit firm, audit fees and all relevant matters; <i>decide on</i></p>	<p>sample at Circular No.116/2020/TT-BTC.</p>
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	<p>k. The BOS shall exercise vested powers and perform other assigned duties under this Article and Article 165, Article 166 and Article 168 and other regulations of the Law on Enterprise.</p>	<p><i>the list of accredited audit organizations; decide whether to allow accredited audit firms to inspect the Company's operations; dismiss accredited auditors where necessary;</i></p> <p>i. New content <i>The BOS may consult with the BODs before submitting its reports, conclusions and proposals to the GMS.</i></p> <p>m. New content <i>Report in the general meeting under Article 290 of Decree No.155/2020/ND-CP dated 31/12/2020 of the Government detailing implementation of a number of articles of the Securities Law.</i></p> <p>n. New content <i>Cooperate with the BODs, the General Director and shareholders;</i></p> <p>o. New content <i>Have right to access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during working hours.</i></p> <p>p. The BOS shall exercise vested powers and perform other assigned duties under this Article and Article 170, Article 171 and Article 173 and other regulations of the Law on Enterprise and Article 288 of Decree No.155/2020/ND-CP dated 31/12/2020 of the Government detailing implementation of a number of articles of the Securities Law.</p>	
	<p>Clause 2 2. Candidacy and nomination of members of the BOS. A shareholder or a group of shareholders representing ordinary shares for a consecutive period of six (06) months shall have right to gross at least ten (10) percent of the voting rights of candidacy and nomination</p>	<p>2. Candidacy and nomination of members of the BOS. A shareholder or a group of shareholders representing <i>at least ten (10) percent</i> of the ordinary shares to <i>gross the voting rights of candidacy and nomination of members of the BOS.</i></p>	<p>Conform to Article 115 of the Law on Enterprise.</p>

	of members of the BOS.		
	<p>Clause 4</p> <p>4. The BOS shall include no less than three (03) members and more than five (05) members. A specific number of members of the BOS shall be submitted by the BODs and approved by the GMS as stipulated in paragraph c, Clause 2, Article 13 of this Charter. The members of the BOS shall not be the ones of the accounting and financial division of the Company and not the shareholders or the ones contributing capital or the employees of the independent audit firms having conducted the audit the Company's financial statements. The BOS must have at least one (01) member who holds the position of accountant or auditor. The members of the BOS shall not be the related persons with the members of the BODs, the General Director and its executive managers. The members of the BOS may not be the shareholders of the Company and not Vietnamese and/ or not residing in Vietnam but more than a half of the members of the BODs must reside in Vietnam. The BOS shall elect one (01) member among them as a Head of the BOS.</p>	<p>4. The BOS shall include no less than three (03) members and more than five (05) members. A specific number of members of the BOS shall be submitted by the BODs and approved by the GMS as stipulated in <i>paragraph g Clause 1, Article 13 of this Charter. The members of the BOs must meet standards and conditions under Article 169 of the Law on Enterprise, Article 286 of Decree No.155/2020/ND-CP and other regulations of this Charter.</i> The members of the BOS shall not be the ones of the accounting and financial division of the Company and not the shareholders or the ones contributing capital or the employees of the independent audit firms <i>having conducted the audit the Company's financial statements for 03 preceding years.</i> The BOS must have at least one (01) member who holds the position of accountant or auditor. The members of the BOS shall not be the related persons with the members of the BODs, the General Director and its executive managers. The members of the BOS may not be the shareholders of the Company and not Vietnamese and/ or not residing in Vietnam but more than a half of the members of the BODs must reside in Vietnam. The BOS shall elect one (01) member among them as a Head of the BOS.</p>	<p>Conform to Article 169 of the Law on Enterprise, Article 286 of Decree No.155/2020/ND-CP, Article 37 of the Charter sample at Circular No.116/2020/TT-BTC.</p>
	<p>Clause 6</p> <p>6. After consultation of the BODs, the BOS may issue regulations on organization and operation of the BOS. The BOS shall organize a meeting at least twice a year with at least two-third (2/3) of its participating members.</p>	<p>6. After consultation of the BODs, the BOS may issue regulations on organization and operation of the BOS. The BOS shall organize a meeting at least twice a year with at least two-third (2/3) of its participating members. <i>Minutes of these meetings of the BOS must be detailed, bear the signatures of the minute taker and the participating members. All minutes of meetings of</i></p>	<p>Conform to Article 289 of Decree No.155/2020/ND-CP.</p>

		<i>the BOS must be retained in order to attribute responsibility of each member.</i>	
	Điểm b Clause 8 b. Such member shall send a written application for resignation to the Company's head office;	b. Such member shall send a written application for resignation to the Company's head office <i>with a consent</i> ;	Conform to Article 174 of the Law on Enterprise.
24	Article 30. Responsibility for honesty and prevention of conflict of interest		
	Clause 1 1. Members of the BODs, members of the BOS, General Director and other executive managers shall be not permitted to use business opportunities profitable to the Company for personal purposes; and concurrently are not permitted to use information obtained by virtue of their positions for their personal interests or for the interests of other organizations or individuals.	1. Members of the BODs, members of the BOS, General Director and other executive managers shall be not permitted to use business opportunities profitable to the Company for personal purposes; and concurrently are not permitted to use information obtained by virtue of their positions for their personal interests or for the interests of other organizations or individuals; <i>disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.</i>	Conform to Article 167, Article 176 of the Law on Enterprise, Article 291, Article 292, Article 293 of Decree
	Paragraph b of Clause 2 2. Members of the BODs, members of the BOS, General Director and other executive managers shall be obliged to notify the BODs of any interest which may conflict with the interests of the Company and which they may be entitled to via other economic legal entities, transactions or individuals. Contents of the notice include: b. Name, head office address, business lines, number and date of the Business Registration Certificate, place of business registration of the enterprise whose related persons separately or jointly hold shares or contributed capital of more than thirty-five (35) percent of the Charter Capital.	2. Members of the BODs, members of the BOS, General Director and other executive managers shall be obliged to notify the BODs of any interest which may conflict with the interests of the Company and which they may be entitled to via other economic legal entities, transactions or individuals, <i>including transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the BODs in accordance with regulations of the Law on Securities on information disclosure.</i> Contents of the notice include: b. Name, head office address, business lines, number and date of	No.155/2020/ND-CP, Article 47 of the Charter sample at Circular No.116/2020/TT-BTC.

		the Business Registration Certificate, place of business registration of the enterprise whose related persons separately or jointly hold shares or contributed capital of more than <i>ten (10) percent of the charter capital</i> .	
	<p>Clause 3</p> <p>3. The Company shall not provide any loan or guarantee to any member of the BODs, member of the BOS, the General Director, other executive managers or their related persons or to a legal entity in which the above-mentioned persons have financial interests, except where (i) the Company and the organization related to such member are companies within the same Group or companies operating in accordance with a group of companies, parent company – subsidiary, or an economic group; (ii) GMS approves and (iii) specialized branch law contains some other provision.</p>	<p>3. The Company shall not provide any loan or guarantee to any member of the BODs, member of the BOS, the General Director, other executive managers <i>who are not the shareholders</i> or their related persons or to a legal entity in which the above-mentioned persons have financial interests, except where (i) the Company and the organization related to such member are companies within the same Group or companies operating in accordance with a group of companies, parent company – subsidiary, or an economic group; (ii) GMS approves and (iii) specialized branch law contains some other provision.</p>	<p>Conform to Article 167, Article 176 of the Law on Enterprise, Article 291, Article 292, Article 293 of Decree No.155/2020/ND-CP, Article 47 of the Charter sample at Circular No.116/2020/TT-BTC.</p>
	<p>Clause 4</p> <p>4. Under Article 162 of the Law on Enterprise, a contract or a transaction between the Company and the followings:</p> <p>4.1. Shareholders or their authorized representative holding more than thirty-five (35) percent of total ordinary shares of the Company and their related persons; or</p> <p>4.2. Members of the BODs, General Director or their related persons; or</p> <p>4.3. Enterprise having members of the BODs, members of the BOS, General Director or executive managers who hold contributed capital or shares; enterprise having the related persons of the member of the BODs, of the member of the BOS, of the General Director and of the executive managers who hold contributed capital or shares with a value of more than thirty-five (35) percent of the charter capital,</p>	<p>4. Under <i>Article 167 of the Law on Enterprise</i>, a contract or a transaction between the Company and the followings:</p> <p>4.1. Shareholders or their authorized representative holding <i>more than ten (10) percent of total ordinary shares</i> of the Company and their related persons; or</p> <p>4.2. Members of the BODs, General Director or their related persons; or</p> <p>4.3. Enterprise having members of the BODs, members of the BOS, General Director or executive managers <i>who must be declared under Clause 2, Article 164 of the Law on Enterprise</i>.</p> <p>4.4 <i>Transactions between the Company with member of the BODs, member of the BOS, General Director and executive managers and their related persons, shall be invalid; if</i></p>	<p>Conform to Article 164, Article 167, Article 176 The Law on Enterprise, Article 291, Article 292, Article 293 Of Decree No.155/2020/ND-CP, Article 47 Of the Charter sample at Circular No.116/2020/TT-BTC.</p>

	<p>shall be invalid; if</p> <p>a. for contracts or transactions worth less than thirty-five (35) percent of total value of the assets of the Company and its branches recorded in the latest audited financial statements and contents of the contract or main contents of such transactions are notified and approved by the GMS;</p> <p>b. for contracts or transactions worth at least thirty-five (35) percent of total value of the assets of the Company and its branches recorded in the latest audited financial statements and other contracts or transactions beyond the authority of the BODs and contents of the contract or main contents of such transactions are notified and approved by the GMS.</p>	<p>a. for contracts or transactions worth less than thirty-five (35) percent of total value of the assets of the Company and its branches recorded in the latest audited financial statements and contents of the contract or main contents of such transactions are notified and approved by the GMS;</p> <p>b. for contracts or transactions worth at least thirty-five (35) percent of total value of the assets of the Company and its branches <i>or contracts or transactions within twelve (12) months as from the first transaction date leading to total value of at least thirty-five (35) percent of total value of the assets</i> recorded in the latest audited financial statements and other contracts or transactions beyond the authority of the BODs and contents of the contract or main contents of such transactions are notified and approved by the GMS.</p>	
25 Article 32. Right to examine books and documents			
	<p>Clause 1</p> <p>1. A shareholder or a group of shareholders representing more than ten (10) percent of the total of voting shares for six (06) consecutive months shall have the right, in person or via a proxy, to send a written request to inspect the list of shareholders and minutes of the general meetings and to copy or extract such records during business hours at the head office of the Company. A request for inspection made by the authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder who is represented or a notarized copy of such letter of authorization.</p>	<p><i>1. An ordinary shareholder shall be entitled to examine the books and documents as follows:</i></p> <p><i>a. Ordinary shareholders are entitled to access, examine and extract information on names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, minutes and resolutions of the GMS;</i></p> <p><i>b. A shareholder or a group of shareholders representing at least five (05) percent of ordinary shares shall be entitled to examine, access extract the minutes, resolutions and decisions of the BODs, biannual and annual financial statements, reports of the BOS, contracts and transactions subject to approval by the BODs and other documents,</i></p>	<p>Conform to Article 115 of the Law on Enterprise.</p>

		<i>except documents relevant to the Company's trade secrets;</i> c. Request for inspection of the shareholder's authorized representative shall be enclosed to the letter of authorization or a notarized copy of such letter of authorization.	
	Clause 3 3. The Company must archive this Charter and its amendments and additions, the Business Registration Certificate, rules, documents proving ownership of assets, minutes of the general meetings and of the BODs, reports of the BOS, annual financial statements, accounting books and any other documents stipulated by law at the head office of the Company.	3. The Company must archive this Charter and its amendments and additions, the Business Registration Certificate, rules, documents proving ownership of assets, <i>resolutions</i> , minutes of the GMS and of the BODs, <i>reports of the BODs</i> , <i>reports of the BOS</i> , annual financial statements, accounting books and any other documents stipulated by law at the head office of the Company.	Conform to Article 175, Article 176 and Article 49 of the Charter sample at Circular No.116/2020/TT-BTC.
26	Article 39. Annual, six-monthly and quarterly financial statements		
	Clause 5 Interested organizations and individuals are entitled to inspect or photocopy the audited annual financial statements, the checked six-monthly financial statements and the quarterly financial statements during business hours of the Company at its head office, and must pay a reasonable amount for photocopy fees.	=> Delete Clause 5	Conform to Article 55 of the Charter sample at Circular No.116/2020/TT-BTC.
27	Article 42. Company's seals		
		1. New content <i>Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.</i>	Article 58 of the Charter sample at Circular No.116/2020/TT-BTC.
	Clause 1.	<i>2. The BODs shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices;</i>	
28	Article 43. Dissolution of the Company		
	Clause 1 a. The operating period of the Company expires, including after extension; b. Early dissolution of the Company as decided by the GMS	a. The operating period specified in the Company's Charter expires <i>without a decision on extension</i> ; b. Early dissolution of the Company as resolved and decided by the GMS	

		c. New content <i>The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;</i>	Article 207, Article 208, Article 209,
		Clause 3. New content <i>The BODs shall convene the GMS at least seven (7 months) before the expiry of the operating period for shareholders to vote on extension of the operating period of the Company at the request of the BODs.</i>	Article 212 and Article 214 of the Law on Enterprise, Article 59 and Article 60 of the Charter sample at
		Clause 4. New content <i>The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least sixty-five (65%) of the votes of all participating shareholders.</i>	Circular No.116/2020/TT- BTC.

2. Validity of the amended Charter

- The remaining articles remain unchanged.
- The Charter of Bamboo Capital Joint Stock Company (11th amendment) is valid when the Resolution is approved at the Annual General Meeting in 2021.

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

Yours sincerely,

Recipients:

- General Meeting of Shareholders;
- Archives: Office of BOD;

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

(Signed & sealed)

Nguyen Ho Nam

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ANNEX TO UPDATED BUSINESS LINES

(Enclosed to Proposal No.19/2021/TTĐH-HDQT-BCG dated 23/04/2021)

No.	Business lines	Code
1	Sawmilling, planing and preserving of wood (not operating in the head office).	1610
2	Manufacture of veneer, plywood and veneer panels (not operating in the head office).	1621
3	Manufacture of builders' carpentry and joinery (not operating in the head office).	1622
4	Other retail sale of new goods in specialized stores Details: Retail sale of fertilizer	4773
5	Commission agents for automobiles and other motor vehicles	4513
6	Mining of iron ores (not operating in the head office)	0710
7	Mining of uranium and thorium ores (not operating in the head office)	0721
8	Mining of other non-ferrous metal ores (not operating in the head office)	0722
9	Quarrying of stone, sand, gravel and clay (not operating in the head office)	0810
10	Wholesale of food Details: Wholesale of sugar, milk and dairy products, confectionery, grain mill products, starch products, coffee and cacao (not operating in the head office)	4632
11	Wholesale of motor vehicles	4511
12	Wholesale of construction materials, equipment and supplies Details: Wholesale of wood, bamboo in the rough; wholesale of products of primary processing of wood; wholesale of construction materials;	4663
13	Trade promotion (not operating in Ho Chi Minh City) (without conducting fire and explosion effects and using explosives, combustibles and chemicals as properties and instruments for arts programs, events and films and movies)	8230
14	Wholesale of other machinery and equipment	4659
15	Computer programming	6201
16	Computer consultancy and computer system management	6202

No.	Business lines	Code
17	Other information technology and computer service activities	6209
18	Repair of computers and peripheral equipment (except for mechanical processing, waste recycling and electroplating in the head office)	9511
19	Data processing, hosting and related activities	6311
20	Trading of own or rented property and land use rights	6810
21	Other specialized wholesale not elsewhere classified Details: Wholesale of latex rubber and fertilizers (not operating in the head office) Wholesale of pesticides, fertilizers and other agricultural chemicals	4669
22	Manufacture of prepared feeds for livestock, poultry and aquatic animals (not operating in the head office)	1080
23	Wholesale of parts and accessories for motor vehicles and other motor vehicles	4530
24	Sale of motorcycles	4541
25	Wholesale of parts and accessories for motor vehicles and other motor vehicles	4543
26	Renting of motor vehicles Details: Renting of automobiles	7710
27	Maintenance and repair of automobiles and other motor vehicles (except for mechanical processing, waste recycling and electroplating in the head office)	4520
28	Maintenance and repair of motorcycles (except for mechanical processing, waste recycling and electroplating in the head office)	4542
29	Activities auxiliary to financial service activities not elsewhere classified Details: Investment consultancy activities (except for financial, accounting and legal consultancy)	6619
30	Management consultancy services (except for financial, accounting and legal consultancy)	7020 (main)
31	Site preparation	4312
32	Other construction installation (except for mechanical processing, waste recycling and electroplating in the head office)	4329
33	Building completion and finishing	4330
34	Other specialized construction activities	4390

No.	Business lines	Code
35	Demolition	4311
36	Retail sale of small cars (with 9 or fewer seats)	4512
37	Wholesale of textiles, clothing and footwear	4641
38	Commission agents, brokers and auction agents Details: Commission agents and brokers	4610
39	Construction of residential buildings	4101
40	Construction of non-residential buildings	4102
41	Construction of railways	4211
42	Construction of roads	4212
43	Construction of other utility projects	4229
44	Construction of other civil engineering projects	4299
45	Logging	0220
46	Manufacture of knitted and crocheted and other non-woven fabrics	1391
47	Manufacture of carpets and rugs	1393
48	Electric power generation Details: Solar power and wind power (except for Electric power transmission, national load dispatch and management of distribution grid, multi-purpose hydroelectricity and nuclear power)	3511
49	Electric power transmission and distribution Details: Sale of electricity to the user (except for Electric power transmission, national load dispatch and management of distribution grid, multi-purpose hydroelectricity and nuclear power)	3512
50	Short term accommodation activities Details: Hotels; resort hotels; suite/apartment hotels; motels; guesthouses	5510
51	The enterprise must comply with the laws on land, construction, fire safety and environmental protection and other applicable laws and business conditions for conditional business lines.	The business lines have not matched the economic industry system of Vietnam