



Ho Chi Minh City, April 23, 2021

PROPOSAL

***Ref. Amendment the Internal Management Regulation of Bamboo Capital JSC
(the 3rd time)***

To: Shareholders of Bamboo Capital Joint Stock Company

- Pursuant to the Law on Enterprises 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 approved on 16/03/2021 (in the authority of the Company's General Meeting of Shareholders on 24/09/2020) (the 10th amendment);
- Pursuant to the Internal Management Regulations of Bamboo Capital Joint Stock Company dated 24/09/2020 of the General Meeting of Shareholders by approval in writing (3rd amendment);

The Board of Directors (BODs) of Bamboo Capital Joint Stock Company would like to submit the General Meeting of Shareholders (GMS) for reviewing and approving amendments of and supplements to the internal regulations on corporate governance of Bamboo Capital Joint Stock Company (2nd amendment) with the following contents:

1. Amendments and supplements:

No.	Contents of the applicable Charter	Amendments of and supplements to new Charter	Reasons for amendment, supplement and deletion
1	Article 2. Scope and subject of application		

No.	Contents of the applicable Charter	Amendments of and supplements to new Charter	Reasons for amendment, supplement and deletion
	None	Supplement - This Regulation prescribes roles, rights and obligations of the General Meeting of Shareholders, the BODs and Director (General Director); sequence and procedures for convening the general meeting; nomination, candidacy, voting, dismissal and removal of members of the BODs, the BOS and Director (General Director) and other activities as stipulated in the Company's Charter and other applicable laws. - This Regulation is applied to members of the BODs, the BOS, Director (General Director) and related persons.	To conform to the internal regulation on corporate governance issued together with Annex II of Circular No.116/2020/TT-BTC.
2	Article 2. Interpretation of terms		
	Clause 1, Article 2: 1. “Related person” means any individual or organization as set forth in Clause 34, Article 6 of the Law on Securities.	Clause 1, Article 2: 1. “Related person” means any individual or organization as set forth in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities .	To conform to the Law on Enterprises and the Law on Securities
	Clause 3, Article 2: 3. “Independent members of the Board of Directors” mean the members of the BODs who meet the following conditions: (i) they have professional qualifications and experiences in business management of the Company and not necessarily being the Company's shareholders; (ii) they are not working for the company and its subsidiary; (iii) they are not entitled to salary and remuneration from the company, except for allowances that the members of the BODs are entitled as prescribed; (iv) their spouse, natural parent, adoptive parent, natural children, adoptive children and siblings are not majority shareholders of the company; or managers of the company or its subsidiary; (v) they	Clause 3, Article 2: 3. “Independent members of the Board of Directors” mean the members of the BODs who meet conditions as stipulated in Clause 2, Article 155 of the Law on Enterprises .	To conform to Clause 2, Article 155 of the Law on Enterprises

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	are not the ones directly or indirectly owning at least 1% of total number of the voting shares of the company; and (vi) they have not been members of the BODs or members of the BOS for at least 05 preceding years.		
3	Article 3. Rights and obligations of the shareholders		
	Paragraph b, Clause 1, Article 3: b. Equitable 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;	Paragraph b, Clause 1, Article 3: b. 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;	To conform to paragraph a, Clause 1, Article 41 of the Law on Securities
	Paragraph c, Clause 1, Article 3: c. Be informed of full periodic and extraordinary information on operation of the Company;	Paragraph c, Clause 1, Article 3: c. Access to periodic and extraordinary information disclosed by the Company as prescribed by law;	To conform to Paragraph b, Clause 1, Article 41 of the Law on Securities.
	Paragraph d, Clause 1, Article 3: d. Have rights and obligations to attend the General Meetings and vote in person or by his authorized representative or online vote;	Paragraph d, Clause 1, Article 3: d. Have rights and obligations to attend the General Meetings and vote in person or by his authorized representative or online vote or in other forms under the Company's Charter.	To conform to Paragraph a Clause 1 Article 115 of the Law on Enterprises
4	Article 4. Issues related to majority shareholders		
	Clause 2, Article 4 Majority shareholders shall be obliged to disclose information as prescribed by the laws.	Clause 2, Article 4 Majority shareholders shall be obliged to disclose information as prescribed by the Company's Charter and the laws.	To conform to Clause 2, Article 11 of the Company's Charter
4	Article 5. Company's Charter		
	Clause 1, Article 5: 1. The Company's Charter shall be not contrary to the Law on Enterprises and relevant legal documents.	Clause 1, Article 5: 1. The Company's Charter shall be not contrary to the Law on Enterprises, the Law on Securities and relevant legal documents.	To conform to Clause 1, Article 270 of Decree No. 155/2020/ND-CP
5	Article 6. Annual and extraordinary general meeting		

No.	Contents of the applicable Charter	Amendments of and supplements to new Charter	Reasons for amendment, supplement and deletion
	<p>Clause 1, Article 6</p> <p>1. The Company shall set up and disclose on its website sequences and procedures for convening and voting at the general meetings in accordance with the Law on Enterprises, relevant legal documents and the Company's Charter, including main contents:</p> <ul style="list-style-type: none"> a. Notice of closing the list of shareholders who have the right to attend the general meetings; b. Notice of convening the general meeting; c. Method of registration for attending the general meeting; d. Method of voting; e. Method of vote counting, for sensitive issues and if the shareholders request, the Company shall appoint independent vote collection and counting; f. Notice of vote counting results; g. Method of protesting resolutions of the General Meeting of Shareholders; h. Preparation of the minutes of the General Meeting; i. Public disclosure of resolutions of the General Meeting of Shareholders; j. Other issues 	<p>Clause 1, Article 6</p> <p>2. The Company shall set up and disclose on its website sequences and procedures for convening and voting at the general meetings in accordance with the Law on Enterprises, relevant legal documents and the Company's Charter, including main contents:</p> <ul style="list-style-type: none"> a. Authority of convening the general meetings; b. List of shareholders who have the right to attend the meetings; c. Notice of closing the list of shareholders who have the right to attend the general meetings; d. Notice of convening the general meeting; e. Agenda of the general meeting (person in charge of preparing agenda of the general meeting; recommendations of the shareholders in the agenda); f. Authorization to the representative to attend the general meeting; g. Method of registration for attending the general meeting h. Conditions for holding the general meeting; i. Method of passing resolutions of the General Meeting of Shareholders; j. Method of voting; k. Method of vote counting, for sensitive issues and if the shareholders request, the Company shall appoint independent vote collection and counting; l. Conditions for passing resolution; m. Notice of vote counting results; n. Method of protesting resolutions of the General Meeting of Shareholders; o. Preparation of the minutes of 	<p>To conform to Clause 2 Article 2 Of the specimen Charter at Circular No.116/2020/TT-BTC</p>

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		<p>the General Meeting;</p> <p>p. Public disclosure of resolutions of the General Meeting of Shareholders;</p> <p>q. Other issues</p>	
	<p>Clause 2, Article 6</p> <p>2. The Company shall comply with the procedures for convening the general meetings as prescribed by law, Company’s Charter and its internal regulations. The Company shall disclose information on closing the list of shareholders entitled to attend the general meetings at least twenty (20) working days before closing the list. The Company shall not restrict the shareholders from attending the general meetings and shall facilitate the shareholders’ authorizing their representatives to attend the general meetings or voting by registered letters at their requests. The Company shall guide procedures for authorizing and making letter of attorney for its shareholders as prescribed.</p>	<p>2. The Company shall comply with the procedures for convening the general meetings as prescribed by law, Company’s Charter and its internal regulations. The Company shall disclose information on closing the list of shareholders entitled to attend the general meetings at least twenty (20) working days before the last date of registration. The Company shall not restrict the shareholders from attending the general meetings and shall facilitate the shareholders’ authorizing their representatives to attend the general meetings or voting by registered letters at their requests. The Company shall guide procedures for authorizing and making letter of attorney for its shareholders as prescribed.</p>	<p>To conform to Article 273 of Decree No.155/2020/ND-CP</p>
	<p>Clause 3, Article 6</p> <p>3. The BODs or convener of the general meetings shall set agenda, arrange reasonable location and time for discussion and voting each issue in the agenda of the general meeting.</p>	<p>Clause 3. Article 6</p> <p>3. The BODs, the BOS or convener of the general meetings shall set agenda, arrange reasonable location and time for discussion and voting each issue in the agenda of the general meeting.</p>	<p>To conform to Clause 2 Article 273 of Decree No.155/2020/ND-CP</p>
	<p>Clause 4, Article 6</p> <p>4. The Company shall make each efforts to apply modern information technology to enable its shareholders to attend the general meetings easily, including guiding the remote voting and voting through the online general meeting.</p>	<p>Delete</p>	<p>To conform to Clause 6, Article 6 as specified in the specimen Charter at Circular No.116/2020/TT-BTC.</p>

No.	Contents of the applicable Charter	Amendments of and supplements to new Charter	Reasons for amendment, supplement and deletion
	<p>Clause 5, Article 6 5. The Company shall hold the annual general meeting as prescribed by the Law on Enterprises. The annual general meeting shall not be held in form of collecting the shareholders' written opinions.</p>	<p>Clause 4, Article 6 5. The Company shall hold the annual general meeting as prescribed by the Law on Enterprises. The annual general meeting shall not be held in form of collecting the shareholders' written opinions. Members of the BODs and members of the BOS shall attend the annual general meeting to respond to the shareholders' questions at the meeting (if any); in the force majeure events of failure to attend the annual general meeting, members of the BODs and members of the BOS shall report in writing to the BODs and the BOS. If the auditors' report on the Company's annual financial statements includes qualified opinions, adverse opinions and disclaimer of opinion, the Company shall invite a representative of the accredited audit firm conducting the audit of the company's financial statements to attend the annual general meeting and such representative shall be responsible for attending the annual general meeting of the Company.</p>	<p>To conform to Clause 4 Article 273 of Decree No. 155/2020/ND-CP</p>
	<p>Clause 7, Article 6 7. The Company shall apply as much as possible modern information technology to enable its shareholders to attend the general meetings easily, including guiding the remote voting, electronic voting or other forms in conformity with the laws to vote at the online general meeting</p>	<p>Clause 6, Article 7 6. The Company shall apply as much as possible modern information technology to enable its shareholders to attend the general meetings easily, including guiding the remote voting, or online voting, electronic voting or other forms in conformity with the laws and the Company's Charter to vote at the online general meeting.</p>	<p>To conform to Clause 3 Article 273 of Decree No. 155/2020/ND-CP</p>
None		Supplement Clause 7, Article 6	According to

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		<p>7. The Company shall set up and disclose on its website sequences and procedures for convening the online general meetings or in the online and direct general meetings in accordance with the Law on Enterprises, relevant legal documents and the Company's Charter, including main contents:</p> <ul style="list-style-type: none"> a. Notice of convening the online general meeting; b. Method of registration for attending the online general meeting; c. Authorization to representatives to attend the online general meeting; d. Conditions for holding the online general meeting; đ. Method of passing resolutions at the online general meeting; e. Method of online voting; g. Method of online vote counting; h. Notice of vote counting results; i. Preparation of the minutes of the General Meeting; k. Disclosure of resolutions of the General Meeting of Shareholders 	<p>Clause 5 and Clause 6 of the specimen charter at Circular 116/2020/TT-BTC</p>
6	<p>Article 7. Reports on operation of the BODs at the annual general meeting</p>		
	<p>Article 7. Reports on operation of the BODs at the annual general meeting Report on operation of the BODs at the annual general meeting shall include the following contents:</p> <ul style="list-style-type: none"> - Report on the Company's operation for the financial year; - Operation, remuneration and operation cost of the BODs and of each member of the BODs; - Summary of the BODs meetings and the BODs' decisions; - Results of supervision over the General Director; - Results of supervision over other managers; 	<p>Article 7. Reports on operation of the BODs at the annual general meeting Report on operation of the BODs at the annual general meeting shall include the following contents:</p> <ul style="list-style-type: none"> - Report on the Company's operation for the financial year; - Operation, remuneration and operation cost of the BODs and of each member of the BODs; - Summary of the BODs meetings and the BODs' decisions; - Report on transactions between the company, its subsidiary and company controlled by Bamboo Capital Joint Stock Company 	<p>To conform to Clause 3, 4 and 5 Article 280 of Decree No. 155/2020/ND-CP</p>

No.	Contents of the applicable Charter	Amendments of and supplements to new Charter	Reasons for amendment, supplement and deletion
	<ul style="list-style-type: none"> - Future plans 	<ul style="list-style-type: none"> holding more than fifty (50) percent of the charter capital and the BODs' members or their related persons; report on transactions between the company and a company in which a member of the BODs is a founder or a manager of the enterprise for the last three (03) years before the time of transaction; - Operation of independent members of the BODs and reports of the independent members of operations of the BODs; - Operation of the councils and committees under the BODs; - Results of supervision over the General Director; - Results of supervision over other managers; - Future plans. 	
7	<p>Article 8. Reports on operation of the Board of Supervisors at the annual general meeting</p>	<p>Article 8. Reports on operation of the Board of Supervisors at the annual general meeting</p>	
	<p>Article 8. Reports on operation of the Board of Supervisors at the annual general meeting Report on operation of the BOS at the annual meetings of GMS shall include the following contents:</p> <ul style="list-style-type: none"> - Operation, remuneration and operation cost of the BOS and of each member of the BOS; - Summary of the BOS meetings and the BOS' decisions; - Results of supervision for the Company's operation and financial position; - Results of supervision over the BODs, General Director and other managers; - Reports on cooperation between the BOS, the BODs, the Executive Committee and shareholders 	<p>Article 8. Reports on operation of the Board of Supervisors at the annual general meeting Report on operation of the BOS at the annual meetings of GMS shall include the following contents:</p> <ul style="list-style-type: none"> - Operation, remuneration and operation cost of the BOS and of each member of the BOS; - Summary of the BOS meetings and the BOS' conclusions, recommendations and decisions; - Results of supervision for the Company's operation and financial position; - Report on transactions between the company, its subsidiary and company controlled by Bamboo Capital Joint Stock Company holding more than fifty (50) percent of the charter capital and the BODs' members, the General Director, other managers or their related 	<p>To conform to Clause 2 and 4 Article 290 of Decree No.155/2020/ND-CP</p>

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		<p>persons; report on transactions between the company and a company in which the BODs' members, the General Director and other managers are the founders or managers of the enterprise for the last three (03) years before the time of transaction;</p> <ul style="list-style-type: none"> - Results of supervision over the BODs, General Director and other managers; - Reports on cooperation between the BOS, the BODs, the Executive Committee and shareholders 	
8	Article 9. Candidacy and nomination of members of the Board of Directors		
	<p>Clause 2, Article 9 2. The candidates of the BODs shall have written commitments on truthfulness, accuracy and reasonableness of disclosed personal information, and commit to perform the tasks in an honest manner if elected as members of the BODs.</p>	<p>Clause 2, Article 9 2. The candidates of the BODs shall have written commitments on truthfulness, accuracy and reasonableness of disclosed personal information, and commit to perform the tasks in an honest and prudent manner and for the highest benefits of the Company if elected as members of the BODs.</p>	To conform to Clause 1, Article 274 of Decree No.155/2020/NĐ-CP
	<p>Clause 3, Article 9 3. Shareholders owning their voting shares for at least six (06) consecutive months until time for closing the list of attending shareholders shall have the right to add up the voting rights of nomination of members of the BODs. Such nomination of members of the BODs that the shareholders have right after adding up their voting rights shall be in compliance with the laws and the Company's Charter.</p>	<p>Clause 3, Article 9 3. Shareholders or group of shareholders owning at least ten (10) percent of total number of ordinary shares shall have the right to add up the voting rights of nomination of members of the BODs. Such nomination of members of the BODs that the shareholders have right after adding up their voting rights shall be in compliance with the laws and the Company's Charter.</p>	To conform to Clause 5, Article 20 of the Company's Charter
9	Article 10. Membership of the Board of Directors		
	<p>Clause 3, Article 10 3. The Chairman of the BODs shall not concurrently hold the position of General Director, except for such concurrent holding is annually ratified at the annual</p>	<p>Clause 3, Article 10 3. The Chairman of the BODs shall not concurrently hold the position of General Director.</p>	To conform to Clause 2, Article 275 of Decree No.155/2020/NĐ-CP

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	general meeting.		
		Supplement Clause 4, Article 10 4. A member of the BODs of the Company shall not concurrently be a member of the BODs of more than five (05) other companies.	To conform to Clause 3, Article 275 of Decree No.155/2020/ND-CP
10	Article 11. Composition of the Board of Directors		
	Clause 1, Article 11 1. The BODs shall have at least three (03) members and no more than eleven (11) members. Structure of the BODs shall ensure balance of the members who have knowledge about and experiences in law, finance and business lines of the Company.	Clause 1, Article 11 1. The BODs shall have at least five (05) members and no more than eleven (11) members. Structure of the BODs shall ensure balance of the members who have knowledge about and experiences in law, finance and business lines of the Company.	To conform to Clause 1, Article 20 of the Company's Charter
	Clause 3, Article 11 3. 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.	Clause 3, Article 11 3. The total number of the independent members of the BODs shall ensure as follows: a. Have at least one (01) independent member if the Company's BODs has 03 to 05 members; b. Have at least two (02) independent members if the Company's BODs has 06 to 08 members; c. Have at least three (03) independent members if the Company's BODs has 09 to 11 members	To conform to Clause 4, Article 276 of Decree No. 155/2020/ND-CP
11	Article 12. Rights of the members of the BODs		
	The members of the BODs shall have all the rights prescribed by the Law on Enterprises, relevant legal documents and the Company's Charter, especially the right to receive information and documents about financial position and operation of the Company and its units.	The members of the BODs shall have all the rights prescribed by the Law on Securities, the Law on Enterprises, relevant legal documents and the Company's Charter, especially the right to receive information and documents about financial position and operation of the Company and its units.	To conform to Clause 1, Article 277 of Decree No. 155/2020/ND-CP and the Company's Charter
12	Article 13. Responsibility and obligations of the members of the BODs		
	Clause 1, Article 13 1. The members of the BODs shall	Clause 1, Article 13 1. The members of the BODs shall	To conform to Clause 2, Article

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	fulfill their responsibilities and obligations as prescribed by the Law on Enterprises and relevant legal documents.	fulfill their responsibilities and obligations as prescribed by the Law on Enterprises, relevant legal documents and the Company's Charter.	277 of Decree No. 155/2020/ND-CP and the Company's Charter
	Clause 4, Article 13 4. The members of the BODs shall disclose remunerations that they received from the subsidiaries, associates and other organizations that they are representatives for the Company's contributed capital.	Clause 4, Article 13 4. The members of the BODs shall disclose remunerations that they received from the subsidiaries, associates and other organizations.	To conform to Article 277 của Nghị định 155/2020/NĐ-CP
		Supplement Clause 5, Article 13 5. The members of the BODs shall report to the BODs at the latest meeting on transactions between the company, its subsidiary and company controlled by Bamboo Capital Joint Stock Company holding more than fifty (50) percent of the charter capital and the BODs' members or their related persons; and on transactions between the company and a company in which a member of the BODs is a founder or a manager of the enterprise for the last three (03) years before the time of transaction;	To conform to Paragraph d, Clause 2 Article 277 of Decree No.155/2020/ND-CP
13	Article 14. Responsibility and obligations of the BODs		
	Clause 1, Article 14 1. The BODs shall fulfill their responsibility and obligation as prescribed by the Law on Enterprises and relevant legal documents.	Clause 1, Article 14 1. The BODs shall fulfill their responsibility and obligation as prescribed by the Law on Enterprises, relevant legal documents and the Company's Charter.	To conform to Article 278 of Decree No.155/2020/NĐ-CP and the Company's Charter
	Clause 4, Article 14 a. Sequences and procedures for nomination, candidacy, voting, dismissal and removal of the members of the BODs: - Consideration of criteria of the members of the BODs; - Method of nomination and candidacy of members of the BODs from the shareholders	Clause 4, Article 14 a. Sequences and procedures for nomination, candidacy, voting, dismissal and removal of the members of the BODs: - Term of office and the number of members of the BODs; - Structure, criteria and conditions of members of	To conform to Clause 2 and Clause 4 Article 3 Of the specimen Charter at Circular No.116/2020/TT-BTC.

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	<p>and the group of shareholders as stipulated by the laws and the Company's Charter;</p> <ul style="list-style-type: none"> - Method of voting members of the BODs; - Cases of dismissal or removal of members of the BODs; - Notice of voting, dismissal and removal of members of the BODs. <p>b. Sequences and procedures of holding the BODs meetings:</p> <ul style="list-style-type: none"> - Notice of the BODs meeting (including agenda, time, place, relevant materials and votes for members of the BODs who cannot attend the meeting); - Conditions for holding the BODs meeting; - Method of voting; - Method of passing resolutions of the BODs; - Preparation of the minutes of the BODs meeting; - Notice of resolution the BODs 	<p>the BODs;</p> <ul style="list-style-type: none"> - Method of nomination and candidacy of members of the BODs from the shareholders and the group of shareholders as stipulated by the laws and the Company's Charter; - Method of voting members of the BODs; - Cases of dismissal or removal or addition of members of the BODs; - Notice of voting, dismissal and removal of members of the BODs; - Method of introducing candidacy of the BODs; - Voting, dismissal and removal of the Chairman of the BODs <p>b. Sequences and procedures of holding the BODs meetings:</p> <ul style="list-style-type: none"> - Minimum number of monthly/ quarterly/ annual meetings; - Cases for convening the extraordinary meeting of the BODs; - Notice of the BODs meeting (including agenda, time, place, relevant materials and votes for members of the BODs who cannot attend the meeting); - Right of the member of the BOS to attend the BODs meeting; - Conditions for holding the BODs meeting; - Method of voting; - Method of passing resolutions of the BODs; - Authorization to a proxy to attend the meeting of the BODs; - Preparation of the minutes of the BODs meeting; - In case the Chairman and/ or Secretary refuses to sign the minutes of the BODs meeting; - Notice of resolution and decision of the BODs. 	

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		Supplement Clause 7, Article 14 7. The BODs shall supervise and prevent conflicts of interests of the members of the BODs, the member of the BOS, General Director and other managers, including misuse of the Company's assets and transactions with related parties.	To conform to Clause 5, Article 278 of Decree No. 155/2020/ND-CP
14	Article 15. Meetings of the BODs		
	Clause 2, Article 15 2. Minutes of the BODs meeting shall be prepared clearly and in detail. The Secretary and members of the BODs attending the meeting shall sign the meeting minutes. The minutes of the BODs meeting shall be filed in accordance with the law and the Company's Charter.	Clause 2, Article 15 2. Minutes of the BODs meeting shall be prepared clearly and in detail. The Secretary, Chairman and members of the BODs attending the meeting shall sign the meeting minutes. Contents of the minutes approved by the majority of the attending members shall be prepared in the resolution. The minutes of the BODs meeting shall be filed in accordance with the law and the Company's Charter.	To conform to Clause 2, Article 279 of Decree No.155/2020/ND-CP
15	Article 17 Candidacy and nomination of members of the Board of Supervisors		
	Paragraph 2, Article 17 Where the number of candidates for the BOS through nomination and candidacy fails to reach the required number, the incumbent BOS may nominate additional candidates or organize the nomination in accordance with the Charter of the Company. The nomination mechanism of the incumbent BOS shall be clearly published and approved by the GMS prior to the nomination.	Paragraph 2, Article 17 Where the number of candidates for the BOS through nomination and candidacy fails to reach the required number, the incumbent BOS may nominate additional candidates or organize the nomination in accordance with the Charter and internal regulation of Company. The nomination mechanism in which the incumbent BOS nominate candidates for the BOS shall be clearly published and approved by the GMS prior to the nomination.	Because the Company's Charter contains no mechanism in which the incumbent BOS nominate candidates for the BOS, references contrary to the Charter is unsuitable.
16	Article 18. Membership of the Board of Supervisors		
	Clause 1, Article 18 1. The members of the BOS shall be not those banned from being the members of the BOS by laws and the Company's Charter. The members of the BOS shall be qualified and	Clause 1, Article 18 1. The members of the BOS shall be not those banned from being the members of the BOS by laws and the Company's Charter. The members of the	Criteria and conditions of members of the BOS as stipulated in the Charter

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	experienced. The members of the BOS may not to be the Company shareholders.	BOS shall meet conditions and criteria under the laws and the Company's Charter. The members of the BOS may not to be the Company shareholders.	
	<p>Clause 2, Article 18</p> <p>2. The members of the BOS shall not be the ones of the accounting and finance division of the company and not be the members or employees of the independent audit firm which is conducting the audit of the Company's financial statements.</p>	<p>Clause 2, Article 18</p> <p>2. The members of the BOS shall not be the ones of the accounting and finance division of the company and not be the members or employees of the independent audit firm which is/has been accredited to conduct the audit of the Company's financial statements for three (03) preceding years.</p>	To conform to Paragraph b Clause 2, Article 286 of Decree No.155/2020/ND-CP
17	Article 19. Composition of the Board of Supervisors		
	<p>Clause 2, Article 19</p> <p>Auditor shall be an auditor or accountant.</p>	Delete Clause 2, Article 19	<p>Article 169 of the Law on Enterprises prescribes that the Charter regulates conditions and criteria of the supervisors.</p> <p>The Company's Charter does not compulsorily request that the supervisor is an auditor or accountant; so it is abolished.</p>
	<p>Clause 3, Article 19</p> <p>Head of the BOS shall be a professional accountant or auditor and works fulltime for the Company.</p>	<p>Clause 2, Article 19</p> <p>Head of the BOS shall be a professional accountant and works fulltime for the Company.</p>	<p>Article 286 of Decree No. 155/2020/ND-CP prescribes that Head of the Board of Supervisors is a professional accountant, unless otherwise stipulated by the Charter.</p> <p>Because the Charter has no</p>

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			another regulation, it must be changed in conformity with Decree No.155/2020/ND-CP.
18	Article 20. Rights to access to information of the members of the BOS		
	<p>Clause 1, Article 20</p> <p>1. Members of the BOS shall be entitled to access to all information and documents relating to the Company's activities. The members of the BODs, General Director and other managers shall provide information at request of the members of the BOS.</p>	<p>Clause 1, Article 20</p> <p>1. Members of the BOS shall be entitled to access to all information and documents relating to the Company's activities in accordance with the Law on Enterprises, relevant laws and the Company's Charter. The members of the BODs, General Director and other managers shall timely and fully provide information at request of the members of the BOS.</p>	To conform to Clause 1, Article 287 of Decree No.155/2020/ND-CP
19	Article 21. Responsibilities and obligations of the Board of Supervisors		
	<p>Clause 1, Article 21</p> <p>1. The BOS shall be responsible to the Company's shareholders for their supervision. The BOS is responsible for supervising the Company's finance, legitimacy in the operation of the members of the BODs, General Director and other managers, and cooperation between the BOS, the BOM, General Director, other managers and shareholders, and other duties as prescribed by the laws and the Company's Charter in order to protect the lawful interests of the Company and its shareholders.</p>	<p>Clause 1, Article 21</p> <p>1. The BOS shall be responsible to the Company's shareholders for their supervision. The BOS is responsible for supervising the Company's finance, legitimacy in the operation of the members of the BODs, General Director and other managers. The BOS shall ensure coordination between the BOS, the BOM, General Director, other managers and shareholders, and other duties as prescribed by the laws and the Company's Charter in order to protect the lawful interests of the Company and its shareholders.</p>	To conform to Clause 4 Article 288 of Decree No.155/2020/ND-CP
	<p>Clause 4, Article 21</p> <p>4. In cases the BOS detect any violations against regulations of the laws or the Company's Charter committed by a member of the BODs, the General Director and</p>	<p>Clause 4, Article 21</p> <p>4. In cases the BOS detect any violations against regulations of the laws or the Company's Charter committed by a member of the BODs, the General</p>	To conform to the Law on Securities and Article 288 of Decree No.155/2020/ND-CP

No.	Contents of the applicable Charter	Amendments of and supplements to new Charter	Reasons for amendment, supplement and deletion
	<p>other managers, it shall notify in writing to the BODs within forty eight (48) hours, asking the offenders to stop the violation and to take remedial measures. After seven (07) days as from the date of notice, if the offenders fail to stop the violation and to take remedial measures, the BOS shall directly report to the State Securities Commission on this issue.</p>	<p>Director and other managers, it shall notify in writing to the BODs within forty eight (48) hours, asking the offenders to stop the violation and to take remedial measures.</p>	
	<p>Clause 5, Article 21 5. The BOS is entitled to select and request the GMS to ratify an independent audit firm for conducting the audit of the Company's financial statements.</p>	<p>Clause 5, Article 21 5. The BOS is entitled to select and request the GMS to ratify an independent audit firm for conducting the audit of the Company's financial statements; and decide on the accredited audit firm checking the Company's activities and dismissing any audited whenever necessary.</p>	<p>To conform to Clause 1 Article 288 of Decree No.155/2020/ND-CP</p>
20	None	<p>Supplement Chapter V: General Director Article 23. Appointment of and signing a contract with the General Director 1. General Director shall be appointed by the GMS from one of the members of the BODs or another person. 2. The BODs shall decide on salary, remuneration, benefits and other terms related to recruitment of the General Director. 3. Signing a contract with the General Director shall be according to the Company's Charter. Article 24. Dismissal and removal of the General Director 1. The General Director shall be dismissed by the BODs in the following cases: a. Due to work demands and personnel transfer and movement of the Company; or b. Due to health state unable to</p>	<p>To conform to the internal regulation on corporate governance issued together with Annex II of Circular No.116/2020/TT-BTC.</p>

No.	Contents of the applicable Charter	Amendments of and supplements to new Charter	Reasons for amendment, supplement and deletion
		<p>continue to work.</p> <p>2. The General Director shall be removed by the BODs in the following cases:</p> <ol style="list-style-type: none"> a. Fail to fulfil the assigned tasks or violate rules and regulations of the Company; or b. Violate the laws but have not been prosecuted for criminal ability or forced to terminate the labor contract. <p>3. Decision on dismissal and removal of the General Director shall be passed with at least two third (2/3) of the members of the BODs.</p> <p>Article 25. Criteria and conditions of the General Director</p> <ol style="list-style-type: none"> 1. The General Director shall not be the one banned by the laws and the Company's Charter. The General Director shall meet conditions and criteria in accordance with the laws and the Company's Charter. 2. The General Director shall not be a relative to any manager or auditor and not be a representative of the State capital or other enterprises' capital in the company. <p>Article 26. Powers and responsibility of the General Director</p> <p>The General Director shall have powers and responsibility in accordance with the Company's Charter and the laws, including the right to manage day-by-day business activities of the Company.</p> <p>Article 27. Remuneration of the General Director</p> <p>The BODs shall decide on remuneration, salary and other benefits of the General Director. Information on salary, allowances and interests of the General Director shall be reported at the</p>	

No.	Contents of the applicable Charter	Amendments of and supplements to new Charter	Reasons for amendment, supplement and deletion
		annual general meeting and presented in the Company's annual report.	
21	Article 28. Responsibility for honesty and avoidance of conflict of interests of the BODs members, BOS, General Director and other managers		
	<p>Clause 2, Article 23</p> <p>2. Members of the BODs, members of the BOS, General Director, other managers and related persons shall be not allowed to use the business opportunities that are profitable to Company for their personal purpose; and not permitted to use the information acquired by their positions for personal gain or to serve the interests of any other organizations or individuals.</p>	<p>Clause 2, Article 28</p> <p>2. Members of the BODs, members of the BOS, General Director, other managers and related persons shall only use the information acquired by their positions for benefits of the Company.</p>	To conform to Clause 2, Article 291 of Decree No.155/2020/ND-CP
	<p>Clause 3, Article 23</p> <p>3. Members of the BODs, members of the BOS, General Director and other managers shall be obliged to notify the BODs of transactions between the company, its subsidiary and company controlled by the Company and such member or its related persons. The Company shall disclose information on resolution of the GMS or resolution of the BODs through the above transactions within twenty four (24) hours on the Company's website and reported to the State Securities Commission.</p>	<p>Clause 3, Article 28</p> <p>3. Members of the BODs, members of the BOS, General Director and other managers shall be obliged to notify the BODs and the BOS in writing of transactions between the company, its subsidiary and company controlled by Bamboo Capital Joint Stock Company holding more than fifty (50) percent of the charter capital and such member or its related persons. The Company shall disclose information on resolution of the GMS or resolution of the BODs through the above transactions within twenty four (24) hours on the Company's website and reported to the State Securities Commission.</p>	To conform to Clause 3 Article 291 of Decree No.155/2020/ND-CP

No.	Contents of the applicable Charter	Amendments of and supplements to new Charter	Reasons for amendment, supplement and deletion
	<p>Clause 4, Article 23</p> <p>4. The Company shall not grant any loan or guarantee to members of the BODs, members of the BOS, the General Director, other managers and their related persons or organizations, except where (i) the Company and organizations related to such members are companies in the same Group or companies operating under a group of companies, parent company – subsidiary, or an economic group; (ii) GMS approves and (iii) laws on these sectors contains regulations.</p>	<p>Clause 4, Article 28</p> <p>4. The Company shall not grant any loan or guarantee to members of the BODs, members of the BOS, the General Director, other managers who are not the shareholders and their related persons or organizations, except where (i) the Company and organizations related to such members are companies in the same Group or companies operating under a group of companies, parent company – subsidiary, or an economic group; (ii) GMS approves and (iii) laws on these sectors contains regulations.</p>	<p>To conform to Article 293 of Decree No.155/2020/ND-CP</p>
	<p>Clause 6, Article 23</p> <p>6. Members of the BODs, members of the BOS, General Director, other managers and their related persons shall not use information that has not yet disclosed or reveal such information to other persons for making relevant transactions.</p>	<p>Clause 6, Article 28</p> <p>6. Members of the BODs, members of the BOS, General Director, other managers and their related persons shall not use information that has not yet disclosed or internal information of the Company or reveal such information to other persons for making relevant transactions.</p>	<p>To conform to Clause 5 Article 292 of Decree No.155/2020/ND-CP</p>
22	<p>Article 33. Responsibility of members of the BODs, members of the BOS and General Director for reporting and information disclosure</p>		
	<p>Clause 1, Article 28</p> <p>1. Transactions between the company and the company in which the above members are the founders or members of the BODs and General for three (03) years.</p>	<p>Clause 1, Article 28</p> <p>1. Transactions between the company and the company in which the above members are the founders or members of the BODs and General for the latest three (03) years prior to the time of transaction.</p>	<p>To conform to Clause 1 Article 299 of Decree No.155/2020/ND-CP</p>
	<p>Provisions of Article 23 to Article 30</p>	<p>Changed into provisions of Article 28 to Article 35</p>	<p>Due to supplements to new provisions related to the General Director</p>

2. Effectiveness of the amended Regulation:

- The remaining articles remain unchanged.
- The internal regulation on corporate governance of Bamboo Capital Joint Stock Company (3rd amendment) is effective when the Resolution is approved at the 2021 Annual General Meeting.

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

Yours sincerely,

Recipients:

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

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

(Signed & sealed)

Nguyen Ho Nam