



No./2021/QD-HDQT-BCG

Ho Chi Minh City, May 15, 2021

DECISION

***Ref. Promulgation of the Internal Management Regulation of Bamboo Capital JSC
(the 3rd amendment)***

BOARD OF DIRECTORS 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 Law on Securities 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 Law on Securities;
- 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 15/05/2021 at 2021 Annual General Meeting (the 11th amendment);
- Pursuant to Resolution No.03/2021/NQ-DHDCD-BCG dated 15/05/2021 at 2021 Annual General Meeting;

DECIDES

Article 1. To issue “**Internal Management Regulation of Bamboo Capital Joint Stock Company**” (3rd amendment) together with this Decision.

Article 2. This Decision shall come into force as from the signing date and replaced Decision No.43/2020/QD-HDQT-BCG dated 24/09/2020.

Article 3. Members of the Board of Directors, the Board of Management, leaders of the Divisions, Departments and underlying units, shareholders and employees of Bamboo Capital Joint Stock Company shall be responsible for executing this Decision.

Recipients:

- As Article 3;
- Archives: Office of the BODs

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

(Signed & sealed)

Nguyen Ho Nam



Ho Chi Minh City, May 15, 2021

INTERNAL MANAGEMENT REGULATION OF BAMBOO CAPITAL JOINT STOCK COMPANY

(3rd amendment)

*(Issued together with Decision No./2021/QD-HDQT-BCG dated 15/05/2021
of the Board of Directors of Bamboo Capital Joint Stock Company)*

CHAPTER I GENERAL PROVISIONS

Article 1. Scope and subject of application

- The Regulation is designed in accordance with the Law on Enterprises, the Law on Securities and the best international practices on corporate governance in conformity with conditions of Vietnam, in order to ensure the sustainable development of the stock market and contribute to a healthy economy.
- This Regulation prescribes basic principles on corporate governance to protect the legitimate rights and interests of the shareholders, and to establish standards for conduct and professional ethics of members of the Board of Directors (BODs), General Director, members of the Board of Supervisors (BOS) and managers of the Company.
- This Regulation is also the basis for evaluating the implementation of corporate governance of Bamboo Capital Joint Stock Company.
- 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.

Article 2. Interpretation of terms

The following terms shall be construed as follows:

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;
2. **“Non-executive members of the Board of Directors”** mean members of the BODs who are not General Director, Deputy General Director, Chief Accountant and other managers appointed by the BODs.
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.

CHAPTER II

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 3. Rights and obligations of shareholders

1. Shareholders shall have all rights and obligations as prescribed by the Law on Enterprises, relevant legal documents and the Company's Charter, especially :
 - a. Freely transfer shares fully paid to other persons, except in some cases of restricted transfer under the laws, the Company's Charter and the GMS's decisions;
 - 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;
 - c. Access to periodic and extraordinary information disclosed by the Company as prescribed by law;
 - 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;
 - e. Have priority right to purchase new shares in proportion to the ownership of shares in the company;
2. The shareholders shall be entitled to protect their lawful interests. In case the decisions made by the GMS or the BODs are not lawful or violate the fundamental interests of the shareholders as prescribed by law, the shareholders shall be entitled to request the cancellation of such decisions under the procedures prescribed by law. In case such decisions caused damage to the Company, then the BODs, the BOS and the General Director shall pay compensation to the company within their scope of responsibility. The shareholders shall be entitled to claim from the Company under the law.

Article 4. Responsibility of majority shareholder

1. Majority shareholders shall not be permitted to exploit their advantages in order to cause harm to the rights and interests of the Company and other shareholders.
2. Major shareholders shall be obliged to disclose information under the Company's Charter and the laws.

Article 5. Company's Charter

1. The Company's Charter shall be not contrary to the Law on Enterprises, the Law on Securities and relevant legal documents.
2. The Company's Charter is designed and issued in the specimen Charter as prescribed by the Ministry of Finance.

Article 6. Annual and extraordinary general meeting

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:
 - 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 the General Meeting;
 - p. Public disclosure of resolutions of the General Meeting of Shareholders;
 - q. Other issues
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.
 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.
 4. 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.

5. The Company prescribes, in its Charter or internal regulations, principles, contents, order and procedures for collecting the shareholders' written opinions to pass the resolutions of the GMS. If the opinions are collected in writing, the Company shall send and announce fully documents, make sure that its shareholders have enough time to read the documents before sending the votes similarly to the general meetings.
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.
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:
 - 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

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:

- 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 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

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:

- 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 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;
- Results of supervision over the BODs, General Director and other managers;
- Reports on cooperation between the BOS, the BODs, the Executive Committee and shareholders

CHAPTER III

MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS

Article 9. Candidacy and nomination of members of the Board of Directors

1. Information related to candidates of the BODs (in case the candidates have been identified) shall be disclosed on the Company's website at least ten (10) days prior to the date of convening the general meeting so that the shareholders can learn about these candidates before voting. Information on candidates of the BODs shall include:
 - Full name and date of birth;
 - Professional qualifications;
 - Working experiences;
 - Names of companies of which they are as the members of the BODs and other management positions;
 - Interests related to the company (if any);
 - Other information (if any)
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.
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.

4. Where the number of candidates for the BODs through nomination and candidacy fails to reach the required number, the incumbent BODs 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 BODs nominate candidates for the BODs shall be clearly published and approved by the GMS prior to the nomination.
5. The Company shall prescribe and guide the shareholders for voting the members of the BODs under the cumulative voting method.

Article 10. Membership of the Board of Directors

1. The members of the BODs shall be not those banned from being the members of the BODs by laws and the Company's Charter. The members of the BODs may not to be the Company shareholders.
2. The Company needs to limit the members of the BODs holding managerial positions in the Company to ensure the independence of the BODs.
3. The Chairman of the BODs shall not concurrently hold the position of General Director.
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.

Article 11. Composition of the Board of Directors

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.
2. Structure of the BODs shall ensure balance between executive members and non-executive members, at least one third (1/3) thereof shall be the non-executive members of the BODs.
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;

Article 12. Rights of the members of the BODs

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.

Article 13. Responsibility and obligations of the members of the BODs

1. The members of the BODs shall fulfill their responsibilities and obligations as prescribed by the Law on Enterprises, relevant legal documents and the Company's Charter.

2. The members of the BODs shall fulfill their duties truthfully and carefully in the best interests of the shareholders and of the Company.
3. The members of the BODs shall attend all meetings of the BODs and state their clear opinions on issues raised for discussion.
4. The members of the BODs shall disclose remunerations that they received from the subsidiaries, associates and other organizations.
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.
6. The members of the BODs and their related Persons shall report their transactions in the Company' shares to the State Securities Commission and disclose information about such transactions as prescribed by law.
7. The Company may purchase liability insurance for the members of the BODs after obtaining approval from the GMS. Such liability insurance does not cover the liability of the members of the BODs related to violations of laws and Company's Charter.

Article 14. Responsibility and obligations of the BODs

1. The BODs shall fulfill their responsibility and obligation as prescribed by the Law on Enterprises, relevant legal documents and the Company's Charter.
2. The BODs shall be responsible to the shareholders for the Company's operation.
3. The BODs shall be responsible for ensuring that the Company' activities to comply with the laws and the Charter and internal regulation of the Company, ensuring equal treatment to all shareholders and respect for the persons with interests related to the Company.
4. The BODs shall formulate provisions on sequences and procedures for nomination, candidacy, voting, dismissal and removal of the members of the BODs and sequences and procedures for holding meetings of the BODs, including main contents:
 - 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 the BODs;
 - 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;
 - b. Sequences and procedures of holding the BODs meetings

- 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 can not 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
5. The BODs shall formulate provisions on the orders and procedure for selecting, appointing and dismissing the managers and the sequences and procedures for coordination of activities between the BODs with the BOS and General Director, including the following main contents:
- a. Sequences and procedures for selecting, appointing and dismissing General Director;
 - Criteria for selecting General Director;
 - Appointment of General Director;
 - Labor contracts signed with General Director;
 - Cases of dismissal of General Director;
 - Notice of appointment and dismissal of General Director;
 - b. Procedures for coordination between the BODs, BOS and General Director:
 - Sequences and procedures for convening the meeting, sending invitation to the meeting, preparing the minutes of the meeting, notifying of results of the meeting of the BODs, the BOS and the General Director;
 - Notice of resolution of the BODs to the BOS and the General Director;
 - Cases for the General Director and the BOS requesting for convening the BODs meeting and issues with opinions of the BODs;
 - Report of the Board of Executives to the BODs on performance of the assigned duties and exercise of the vested powers;
 - Review of implementation of resolutions and other authorization issues of the BODs for General Director;
 - Issues which the General Director must report, provide information and inform the BODs and the BOS;
 - Coordination in control, management and supervision of the members of the BODs, the members of the BOS and the General Director based on specific duties of the above members
6. The BODs shall be responsible to formulate a mechanism for assessing activities, rewarding and disciplining the members of the BODs, General Director and other managers;

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;
8. The BODs shall be responsible to report their operation at the meeting of GMS as stipulated in Article 7 of this Regulation.

Article 15. Meetings of the BODs

1. The BODs shall organize its meetings in accordance with the order and procedures stipulated in the Charter and internal regulation of the Company. Organization of the BODs meeting, its agenda and relevant documents shall be notified in advance to the members of the BODs within the time-limit stipulated by the law and the Company's Charter.
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.

Article 16. Remuneration of the BODs

1. Remuneration of the BODs shall be approved annually by the GMS and publicly disclosed in accordance with the law.
2. If a member of the BODs concurrently holds the managerial positions of the Company and the subsidiaries, his/ her remuneration publicly disclosed shall include salary and bonus for the managerial positions and other remunerations.
3. Remunerations, other benefits and expenses paid and allotted to the members of the BODs by the Company shall be disclosed in detail in the Company's annual report.

CHAPTER IV

MEMBERS OF THE BOARD OF SUPERVISORS AND BOARD OF SUPERVISORS

Article 17. Candidacy and nomination of members of the Board of Supervisors

- Unless otherwise prescribed by the Company's Charter, candidacy and nomination of members of the BOS shall be similar to candidacy and nomination of members of the BODs as set forth in Clauses 1, 2, 3 and 5, Article 9 of this Regulation.
- 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.

Article 18. Membership of the Board of Supervisors

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 meet conditions and criteria under the laws and the Company's Charter. The members of the BOS may not to be the Company shareholders.

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.

Article 19. Composition of the Board of Supervisors

1. The BOS shall include at least three (03) members and no more than five (05) members. In the BOS, there shall be at least one member being accountant or auditor.
2. Head of the BOS shall be a professional accountant and works fulltime for the Company.

Article 20. Rights to access to information of the members of the BOS

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.
2. The Company shall formulate a mechanism to support the members of the BOS in operating and fulfilling their duties efficiently in accordance with the laws and the Company's Charter.

Article 21. Responsibilities and obligations of the Board of Supervisors

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.
2. The BOS shall hold meeting at least twice a year. The number of attending members shall account for at least two-thirds (2/3) of total number of the BOS members. The minutes of the BOS meeting shall be prepared clearly and in details. Secretary and members of the BOS attending the meeting shall sign on the meeting minutes. The minutes of the BOS meeting shall be kept to determine responsibilities of each member of the BOS.
3. In the BOS meetings, the BOS has the right to request answer from the members of the BODs, General Director, internal auditors (if any) and independent auditors attending the meetings on the issues which interested by the BOS.
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 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.
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.
6. The BOS shall be responsible for the report at the GMS as stipulated in Article 8 of this Regulation.

Article 22. Remuneration of the Board of Supervisors

Members of the BOS shall be paid annual remuneration for performing their duties. Remuneration of the members of the BOS shall be approved by the GMS. Total remuneration, other benefits and expenses paid and allotted to the members of the BOS by the Company shall be disclosed in the Company's annual report and to shareholders.

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 continue to work
2. The General Director shall be removed by the BODs in the following cases:
 - 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;
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.

Article 25. Criteria and conditions of the General Director

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.

Article 26. Powers and responsibility of the General Director

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.

Article 27. Remuneration of the General Director

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 annual general meeting and presented in the Company's annual report.

CHAPTER V
PREVENTION OF CONFLICT OF INTERESTS

Article 28. Responsibility for honesty and avoidance of conflict of interests of the BODs members, BOS, General Director and other managers

1. Members of the BODs, the BOS, General Director and other managers must publish their related interests in accordance with the Law on Enterprises and relevant legal documents.
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.
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.
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 or 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.
5. The members of the BODs shall not be entitled to vote on transactions in which such members or their related persons participate, including transactions of which the material or non-material interests of the BOM Members are not identified. The above transactions shall be disclosed in the Company's annual report.
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.

Article 29. Transactions with shareholders and related persons

1. On transactions with related persons, the Company shall sign written contracts on the principle of equality and voluntary. The contract contents shall be clear, specific and information shall be disclosed to the shareholders at their request.
2. The Company shall apply necessary measures to prevent related persons interfering in the Company's activities and causing loss to the Company's interests by controlling the selling and purchasing channels or manipulation of prices.
3. The Company shall apply necessary measures to prevent shareholders and relevant persons to carry out transactions which may cause losses of capital, assets or other resources of the Company.

Article 30. Ensuring legitimate rights of persons who have interests related to the Company

1. The Company shall respect legitimate rights of persons who have interests related to the Company including banks, creditors, employees, consumers, suppliers, community and other persons of whom the interests are related to the Company.
2. The Company shall actively coordinate with persons who have interests related to the Company, by:
 - a. Providing sufficient necessary information to banks and creditors so that they can assess activities and financial position of the Company and make decisions;
 - b. Encouraging them to express opinions on the business, financial position and important decisions related to their interests through direct contact with the BODs, the BOS and General Director.
3. The Company shall comply with the provisions on labor, environment and shall operate with responsibility to the community and society.

CHAPTER VI

REPORTING AND INFORMATION DISCLOSURE

Article 31. Obligation of information disclosure

1. The Company shall be obliged to disclose in a full, accurate and timely manner periodical and extraordinary information on its business activities, financial position and corporate governance to the shareholders and the public. In addition, the Company shall disclose in a full, accurate and timely manner other information if such information is likely to affect the securities price and decisions of the shareholders and investors.
2. Information disclosure shall be made in the methods to ensure that the shareholders and the investors have equal access. Language used in information disclosure must be clear, easy to understand and avoid misleading the shareholders and the investors.

Article 32. Disclosure of information on corporate governance

1. The Company shall disclose information on corporate governance at the annual general meeting and in the annual report of the Company as prescribed by the law on securities and the law on securities market.
2. The Company shall be obliged to report every six (06) months and disclose information on corporate governance as prescribed by the law on securities and the law on securities market.

Article 33. Responsibility of members of the BODs, members of the BOS and General Director for reporting and information disclosure

Apart from responsibility as stipulated in Article 23 of this Regulation, members of the BODs, members of the BOS and General Director shall be responsible for reporting and disclosing information on the following transactions:

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;
2. Transactions between the company and the company in which the persons concerned of the above members are members of the BODs, General Director or majority shareholders;

Transactions which may provide material or non-material benefits to the above members;

CHAPTER VII

SUPERVISION AND HANDLING OF VIOLATIONS

Article 34. Supervision

Relevant organizations and individuals shall be supervised over corporate governance by the State Securities Commission and other competent agencies under the laws.

Article 35. Handling of violations

Relevant organizations and individuals violating or failing to comply with this regulation shall, subject to nature and level of violation, be handled administratively or prosecuted for criminal ability in accordance with the laws.

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

(Signed & sealed)

Nguyen Ho Nam