



Ho Chi Minh City, April 5, 2024

Annex 01:

(Attached to the Report No. 02/2024/BCDH-HDQT-BCG dated April 5, 2024)

REPORT OF THE INDEPENDENT MEMBERS ON THE PERFORMANCE OF THE BOARD OF DIRECTORS IN 2023

The BOD of Bamboo Capital Group JSC comprises a total of 10 members, including 4 independent members and 7 non-executive members.

In 2023, the BOD structure underwent a few changes to ensure that Independent Members actively participate in planning activities, compliance control, strategic critique, and uphold good corporate governance practices as follows:

- 01 independent BOD member was dismissed;
- 01 independent BOD member transitioned to a different role within the BOD;
- 02 new members were elected to fill the vacancies.

1. General assessment of the activities of the Board of Directors

In evaluating the activities of the BOD for the year 2023, the Independent member offers the following observations:

- The operations of the BOD were in strict alignment with the plan established in 2023, following the Company's Charter and Internal Management Rules (IMR). This ensured transparency, fairness, and effectiveness in business management.
- All members of the BOD demonstrated a high level of responsibility and professionalism, with clear accountability for their assigned duties, and were cautious in executing their tasks to maximize benefits for the Group.
- The BOD engaged in regular exchanges and discussions with the EB, a critical component in the management and operational processes. They proposed solutions to timely address some of the challenges faced by the EB.
- The BOD consistently took a proactive role, demonstrating high commitment, clear planning, and effective risk management. They balanced short-term and long-term objectives efficiently and strategically to help the Group overcome weighty challenges in unfavorable economic conditions and achieve some of its sustainable development goals.

2. Evaluation of the operational mechanism

All decisions and activities of the BOD are executed with the primary objective of protecting and enhancing the interests of shareholders, while rigorously staying in line with legal regulations. The following are the BOD's activities over the past year:

- In 2023, the BOD organized 75 meetings, including both in-person and written opinion-collecting among the Board members.
- The BOD meetings were convened promptly, executed with a specific schedule, with fully prepared documentation, and in compliance with the statutes, IMR, and legal requirements.
- The content of the meetings involved thorough and careful discussion and evaluation by the BOD members to formulate directions and solutions that maximize benefits for the Group.
- The BOD consistently maintained a spirit of creativity and flexibility to meet the actual business needs in the context of a volatile market due to macroeconomic factors and unforeseen negative situations, thereby aiding the Group in developing and sustaining durability.
- Issues related to business strategy, financial strategy, and changes in direction were tightly discussed between the BOD and the EB. The BOD regularly reviewed and assessed key issues in periodic meetings to devise solutions suitable for the Corporation's business situation.
- The BOD and the EB always conducted independent research based on a scientific foundation and critical evaluation before discussions to ensure a high success rate for changes in investment plans and new strategies. Given the complex economic situation in 2023, the BOD paid special attention to risk management solutions and financial management optimization, aiming to support the EB in the early identification of potential issues to maintain the sustainability and stability of the Group's operations while protecting the interests of stakeholders.

Given the turbulent economic climate in 2023, the BOD paid special attention to risk management solutions and financial management optimization. This focus aimed to support the EB in early identification of potential issues to ensure the Group's operations remain sustainable and stable, simultaneously protecting the interests of all stakeholders.

3. Evaluation of the supervision over the CEO and the Executive Board

The CEO and the EB have reliably fulfilled their responsibilities and actively supported the BOD in governing the Group in accordance with the vision and mission outlined for the year:

- Over the past year, the BOD has effectively supervised the CEO and EB, ensuring the Group's operations were tightly monitored, and aligned with strategic directions, and that decisions were adjusted promptly to reflect real-world conditions.
- The BOD performed their roles and responsibilities in directing, supporting, and overseeing the EB in executing the resolutions passed by the Shareholders' Meeting and the BOD, ensuring compliance with legal regulations while balancing the interests of the Group and its shareholders.
- BOD members attended regular and extraordinary meetings of the EB to provide analysis, feedback, and advice on decision-making to devise optimal solutions for the Group's benefit.
- The BOD also regularly reviewed reports from the EB to stay informed about the Group's operational status and quickly update on emerging situations and practical needs.

- The Chairman of the BOD and some BOD members took the initiative to support the CEO and EB in risk management, an important measure for early identification of potential risks, thereby minimizing risks and maintaining stability in operations.

The CEO and EB have worked closely with the BOD, and strictly comply with the plans set by the Shareholders' meeting. This cooperation, along with their ability to manage flexibly within a well-structured organization has successfully guided the Group through the past year's challenges.

4. Conclusion

In 2023, the global economic landscape remained fraught with challenges and adversities for the business operations of all enterprises. Despite this, the BOD exhibited a high sense of responsibility, unity, and collaboration in their task execution. The BOD constantly deployed decisive and timely solutions in governance, directing, and closely coordinating with the EB to navigate the complexities of business operations.

Moreover, the BOD also played a crucial role in overseeing and managing the Group's activities. By establishing relevant directions and instructing necessary actions, it ensured the effective utilization of resources and the fulfillment of objectives mandated by the Shareholders' meeting. This was achieved while strictly adhering to legal regulations, the Company's Charter, and the Internal Management Rules.

**INDEPENDENT MEMBER
OF THE BOD**

Signed

Nguyen Quoc Khanh

**INDEPENDENT MEMBER
OF THE BOD**

Signed

Đang Dinh Tuan

**INDEPENDENT MEMBER
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Pham Nguyen Thien Chuong

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Vu Xuan Chien