



No.: 28/2020/TTDH-HDQT-BCG

Ho Chi Minh City, September 10, 2020

PROPOSAL OF APPROVAL IN WRITING IN SEPTEMBER 2020

Ref.: Amendment and supplement the Internal Management Regulations of Bamboo Capital Joint Stock Company (the 2nd amendment and supplement)

To: Shareholders of Bamboo Capital Joint Stock Company

- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated November 26, 2014 of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 70/2006/QH11 dated June 29, 2006 of the National Assembly; Law amending and supplementing a number of articles of the Securities Law No. 62/2010/QH12 dated November 24, 2010;
- Pursuant to the Government's Decree No. 71/2017/ND-CP dated June 6, 2017, guiding corporate management applicable to public companies;
- Pursuant to the Circular No. 95/2017/TT-BTC dated September 22, 2017 of the Ministry of Finance, guiding a number of articles of the Government's Decree No. 71/2017/ND-CP dated June 06, 2017 on corporate management applicable to public companies;
- Pursuant to the Charter of Bamboo Capital JSC (BCG) approved by the Board of Directors on July 27, 2020 (as authorized by the General Meeting of Shareholders of the Company on May 27, 2020) (the 8th amendment and supplement);
- Pursuant to the Internal Management Regulation of Bamboo Capital Joint Stock Company, amended and supplemented for the 1st time passed on June 27, 2020;

The Board of Directors of Bamboo Capital Joint Stock Company presents to the General Meeting of Shareholders for consideration the Internal Management Regulation of Bamboo Capital Joint Stock Company, amendment and supplement the 2nd revision with the following content:

1. Contents of amendments and supplements:

No.	Contents of the Regulations	Content of the amended and supplemented Regulations	Reason for amendment
1	Article 11. Composition of the Board of Directors		
	<p>Clause 3, Article 11: 3. The total number of independent members of the Board of Directors shall account for at least one third (1/3) of the total number of members of the Board of Directors. The minimum of independent members of the Board of Directors shall be determined by rounded down method.</p>	<p>Clause 3, Article 11: 3. The total number of independent members of the Board of Directors shall account for at least one third (1/3) of the total number of members of the Board of Directors. The minimum of independent members of the Board of Directors shall be determined by rounded <i>up</i> method.</p>	In accordance with the provisions of Clause 5, Article 13 of Decree 71/2017 dated 6/6/2017 ("Decree 71") and the guidance of the SSC
2	Article 23. Responsibility to be honest and avoid conflicts of benefits of members of the Board of Directors, Supervisory Board, General Director and other Managers		
	<p>Clause 4, Article 23 4. The Company must not grant loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, other managers and persons related to such members, unless otherwise decided by the General Meeting of Shareholders</p>	<p>Clause 4, Article 23 4. The Company must not grant loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, other managers <i>and related individuals and organizations of the member mentioned above, except where (i) Company and organization related to this member are companies in the same group or companies operating in groups of companies, including holding company–subsidiaries company, economic groups; (ii) The General Meeting of Shareholders approves; (iii) there are other regulations in the specialized laws.</i></p>	To comply with the provisions of Clause 3, Article 26 of Decree 71.
3	Article 24. Transactions with related persons		
	<p>Clause 3, Article 24 3. The Company shall apply necessary measures to prevent</p>	<p>Clause 3, Article 24 3. The Company shall apply necessary measures to prevent</p>	To comply with the provisions of

No.	Contents of the Regulations	Content of the amended and supplemented Regulations	Reason for amendment
	shareholders and related persons from conducting transactions causing any losses of capital, assets or other resources of the company. The Company must not provide loans or guarantees to its shareholders and related persons.	shareholders and related persons from conducting transactions causing any losses of capital, assets or other resources of the company.	Clause 3, Article 26 of Decree 71.

2. Validity of the amended and supplemented Regulation:

- The remaining terms are kept unchanged.
- The Internal Management Regulation of Bamboo Capital Joint Stock Company (the 2nd amendment and supplement) takes effect from the date of the Resolution of the General Meeting of Shareholders through approval in writing.

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

Yours sincerely,

Recipient:

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

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

(Signed & Sealed)

Nguyen Ho Nam