



Ho Chi Minh City, 12<sup>th</sup> June 2020

**REGULATIONS ON NOMINATION, CANDIDACY AND ELECTION  
OF MEMBERS OF THE BOARD OF DIRECTORS AND THE  
SUPERVISORY BOARD FOR THE TERM OF 2020-2025  
AT THE ANNUAL GENERAL MEETING 2020  
OF BAMBOO CAPITAL GROUP**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated November 26, 2014 of the National Assembly of the Socialist Republic of Vietnam
- Pursuant to Securities Law No. 70/2006/QH11 dated June 29, 2006 of the National Assembly; Law amending and supplementing some articles of the Securities Law No. 62/2010/QH12 dated November 24, 2010;
- Pursuant to the Decree no. 71/2017/ND-CP dated June 06, 2017 of the Government regarding the Company Management applicable to the public companies;
- Pursuant to the Charter of Bamboo Capital Group (BCG) approved by the General Meeting of Shareholders on May 27, 2020 (the 7<sup>th</sup> amendment);

Aimed at electing members of the Board of Directors (BOD) and the Supervisory Board (SB) for the term of 2020-2025 at the 2020 Annual General Meeting of Shareholders of BCG in accordance with the current legal regulations of Vietnam and in compliance with the principles of fairness, publicity and democracy, ensuring the legal rights and interests of all shareholders, and submitting to the General Meeting of Shareholders for approval the *”Regulations on nomination, candidacy and election of members of the Board of Directors and the Supervisory Board for the term of 2020-2025”* as follows:

**I. Objects and scope of application:**

1. This Regulations guide the order and procedures for nominating, standing as candidate and electing members of BOD and SB for the term of 2020-2025;
2. Shareholders, candidates participating in the nomination, candidacy and election of members of the Board of Directors and the Supervisory Board shall comply with this Regulation.

**II. Regulations on nominating and standing as candidates to the Board of Directors:**

**1. Number and term of members of BOD:**

- Number of members of BOD: **09**.
- Term of members of BOD elected is 05 years: 2020-2025.

## **2. Conditions for candidates to join the BOD:**

The candidates to the Board of Directors must meet the provisions of law and Clause 2, Article 20 of the Company's Charter, specifically:

- Having full civil act capacity, not being subjects prohibited to manage the enterprise according to the provisions of Clause 2, Article 18 of the Law on Enterprises;
- Having the professional qualifications, experience in business management of the Company and may not be a Shareholder of the Company.
- Other standards as required by law (if any).

## **3. Conditions for nomination and candidacy:**

- Shareholders holding at least 10% of common shares for a continuative period of at least six months may accumulate their voting rights to nominate candidates to the Board of Directors. Principles for nominating are as follows:

Shareholders or group of Shareholders who holds:

- 5% - 10% may nominate one (01) candidate;
  - 10% - 30% may nominate up to two (02) candidates;
  - 30% - 40% may nominate up to three (03) candidates;
  - 40% - 50% may nominate up to four (04) candidates;
  - 50% - 60% may nominate up to five (05) candidates;
  - 60% - 70% may nominate up to six (06) candidates;
  - 70% - 80% may nominate up to seven (07) candidates; and
  - 80% - 90% may nominate up to eight (08) candidates.
- In case the number of candidates to the Board of Directors through the nomination and candidacy is unsatisfactory, the current Board of Directors may nominate additional candidates or organize to nominate according to the Regulations of the Company Management.

## **III. Regulations on nominating and standing as candidate to the Supervisory Board:**

### **1. Number and term of members of the Supervisory Board:**

- Number of members of the Supervisory Board: **03**.
- Term of members of the Supervisory Board elected is 05 years: 2020-2025.

### **2. Conditions for candidates to join the Supervisory Board:**

The candidates to the Supervisory Board must meet the provisions of law and Article 28 of the Company's Charter, specifically:

- Neither being a person in the accounting and finance department of the Company nor a member or employee of an independent auditing firm conducting the

Company's financial statement audit. At least one member of the Supervisory Board is an accountant or auditor;

- Not being a related person of members of the Board of Directors, the General Director and other managerial officers of the Company;
- Other standards according to the legal regulations (if any).

### **3. Conditions for nomination and candidacy:**

- Shareholders or group of shareholders holding the common shares for a continuative period of at least six months may accumulate their voting rights to reach at least 10% to nominate candidates to the Supervisory Board.

Shareholders or group of Shareholders who holds:

- 10% - 20% may nominate one (01) candidate;
  - 20% - 30% may nominate up to two (02) candidates;
  - 30% - 40% may nominate up to three (03) candidates;
  - 40% - 50% may nominate up to four (04) candidates;
  - 50% - 60% may nominate up to five (05) candidates.
- In case the number of candidates to the Supervisory Board through the nomination and candidacy is unsatisfactory, the current Supervisory Board may nominate additional candidates or organize to nominate according to the Regulations of the Company Management.

### **IV. Documents on nomination and candidacy as members of the Board of Directors and the Supervisory Board:**

Documents on nomination and candidacy as member of the Board of Directors and the Supervisory Board consist of:

- Application for nomination, candidacy to the Board of Directors, Supervisory Board;
- Curriculum vitae declared by the candidate in form at <https://bamboocap.com.vn/quan-he-nha-dau-tu/cong-bo-thong-tin-2020/>
- Certified copies of ID card/family record book of permanent or temporary residence, qualifications certifying education and profession.

### **V. Location and deadline for receiving the documents of nomination and candidacy:**

To facilitate the organization of the General Meeting of Shareholders and disclose information in accordance with the law, please fax, email or send documents on nomination and candidacy as members of the Board of Directors and the Supervisory Board to the Organization Committee before **04:30pm on June 24, 2020** at:

**Bamboo Capital Group (BCG)**

27C Quoc Huong, Thao Dien Ward, District 3, Ho Chi Minh City

Contact: Ms. Nguyen Thi Anh Tuyet, Chief of Staff of the Board of Directors

Tel: + 84 903 988182

Email: [tuyet.nta@bamboocap.com.vn](mailto:tuyet.nta@bamboocap.com.vn)

## **VI. Principles for electing members of the Board of Directors and the Supervisory Board:**

- List of candidates to the Board of Directors and the Supervisory Board is based on the voting results to approve the Proposal on election of members of the Board of Directors and the Supervisory Board who are trusted by the shareholders representing at least 65% of the total number of votes present at the Meeting approved.
- Each attending shareholder shall have one vote (pink) for member of the Board of Directors and (blue) for member of the Supervisory Board for all shares owned and authorized.
- Shareholders must specify the number of votes for the candidate of their choice.
- In case the shareholder has registered to attend the Meeting but cannot be present to the end of the Meeting because of any certain important reason, such shareholder must return the vote that has exercised the voting right to the Organization Committee before leaving.
- Valid votes are those:
  - Made in the printed form issued by Vote Counting Committee;
  - Votes cannot be erased, shaved, or corrected;
  - Votes that elect insufficient number of members of the Board of Directors are still valid;
  - The total number of votes for candidates must be less than or equal to the number of votes with voting rights of the shareholders;
  - Shareholders sign the votes.
- Invalid Votes are those:
  - The total number of votes for a candidate is greater than the number of votes with voting rights of the shareholders;
  - Not vote for anyone or vote more than the number of members prescribed;
  - Record the name of person out of the list of candidates approved by the General Meeting of Shareholders;
  - Shareholders fail to sign the votes.

## **VII. Principles of electing winning candidates to the Board of Directors and the Supervisory Board:**

- The number of votes is calculated by the method of cumulative voting, whereby each shareholder has the total number of votes with voting rights corresponding to the total number of shares multiplied by (x) the maximum number of members elected of the Board of Directors and the Supervisory Board and shareholders may accumulate their total number of votes with voting rights to at least one candidate.

**Example of cumulative voting principle:**

Shareholder Nguyen Y holds (including owning and being authorized) 2,000 shares with voting right. When participating in the election of members of the Supervisory Board, the number of votes will be: **2,000 shares x 03 people = 6,000 votes.**

Shareholder Nguyen Y may vote in cumulative voting principle as follows:

- **Case 1:** Shareholder Nguyen Y accumulates all these 6,000 votes for a candidate (in the case below, all for Mrs. Nguyen Thi B):

No.	Full name of candidate	Number of votes
1	Mr. Nguyen Van A	
2	Mrs. Nguyen Thi B	6,000
3	Mrs. Nguyen Thi C	
	<b>Total votes</b> (not more than 6,000 votes)	<b>6,000</b>

- **Case 2:** Shareholder Nguyen Y divides his votes equally among 03 candidates:

No.	Full name of candidate	Number of votes
1	Mr. Nguyen Van A	2,000
2	Mrs. Nguyen Thi B	2,000
3	Mrs. Nguyen Thi C	2,000
	<b>Total votes</b> (not more than 6,000 votes)	<b>6,000</b>

- **Case 3:** Shareholder Nguyen Y divides his votes to candidates at his option:

No.	Full name of candidate	Number of votes
1	Mr. Nguyen Van A	2,000
2	Mrs. Nguyen Thi B	3,000
3	Mrs. Nguyen Thi C	1,000
	<b>Total votes</b> (not more than 6,000 votes)	<b>6,000</b>

**Note:**

- *Shareholders must ensure that the total number of votes for the candidates as members of the Board of Directors and the Supervisory Board may not exceed the total number of votes with voting rights of such shareholder.*
- The successful candidates as members of the Board of Directors and the Supervisory Board are determined according to the descending number of votes cast, starting from the candidates with the highest number of votes until the quorum is reached.

**VIII. Validity:**

- The regulations on election are read before the General Meeting of Shareholders for approval of shareholders before election.
- If these regulations shall be valid and enforceable if being approved by the General Meeting of Shareholders at a rate of 65% or more.

It is proposed to the General Meeting of Shareholders for approval.

**FOR BOARD OF DIRECTORS  
CHAIRMAN**

*(Signed & sealed)*

**Nguyen Ho Nam**