



DRAFT

RESOLUTION

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN AUGUST 2017

BAMBOO CAPITAL JOINT STOCK COMPANY

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- Pursuant to Law on Enterprise No. 68/2014/QH13 dated 26 November 2014;
 - Pursuant to Law on Securities No. 70/2006/QH11; Law on amending, supplementing some articles of Law on Securities No. 62/2010/QH12 and implementation guidelines;
 - Pursuant to the current Charter of Bamboo Capital Joint Stock Company;
 - Pursuant to Statements submitted by the Board of Directors for collecting written opinions of shareholders;
 - Pursuant to vote counting minutes No. 03/2017/BBKP-ĐHĐCĐ-BCG voting on issues subject to collecting written opinions of Shareholders in August, 2017;

RESOLUTION:

Article 1. Ratify the amendment and supplement of the Company's Charter as follows:

1.1 Supplement business lines:

1. Wholesaling automobiles and other motorized vehicles
2. Working as an automobile and other motorized vehicle agent
3. Wholesaling food
4. Wholesaling agricultural products, material forest products (except for wood, bamboo, neohouzeaua) and live animals
5. Wholesaling cloth, readymade garments, footwear
6. Wholesaling other household appliances
7. Wholesaling machinery, equipment and other spare parts
8. Exploiting wood
9. Retailing hardware, paint, glass and other construction installation equipment in speciality shops
10. Wholesaling materials and other construction installation equipment
11. Producing beds, wardrobes, furniture

1.2 Supplement Article 10, item 3, point 3:

“Article 10.Rights of shareholders

3. A shareholder or shareholder group holding (10)% and over total common shares in a continuous period of six (06) months and over has following rights:

e. Consider and copy minutes and resolution books of the Board of Directors, half-yearly and annual financial statements in forms of Vietnam accounting system and reports of the Board of Supervisors;”

1.3. Supplement Article 23, Section A, item 6:

“Article 23. Meetings and General meetings, Committees of the Board of Directors

A-Meetings of the Board of Directors

6. Meeting invitation and agenda:

- The invitation of a meeting of the Board of Directors shall be sent to all members of the Board of Directors, *members of the Board of Supervisors* at least three (03) days before the meeting starts, members of the Board of Directors may refuse the meeting invitation in writing and this refusal may have a retroactive effect. The invitation must specify the time, location, agenda, issues, and decisions of the meeting. The invitation must be enclosed with documents used at the meeting and members’ ballots.”

1.4. Supplement Article 28, item 1, point j:

“Article 28. Board of Supervisors

1. The Board of Supervisors and its members have rights and responsibilities as stipulated at Article 165 of Law on Enterprise and this Charter, mainly responsibilities and rights as follows:

j. Supervisors are entitled to attend meetings of the Board of Directors; discuss but not vote.”

1.5. Supplement Article 28, item 4

“Article 28. Board of Supervisors

4. The Board of Supervisors shall not have fewer than three (03) members and more than five (05) members. The number of members shall be submitted by the Board of Directors and approved by the General meeting of shareholders as stipulated at Point c, Item 2, Article 13 of this Charter. Members of the Board of Supervisors shall not be persons in the accounting, finance departments of the Company and shall not be shareholders, members with contributed capital or members of an independent audit company which is currently auditing the Company’s financial statements. The Board of Supervisors shall have at least one (01) member who is an accountant or auditor. Members of the Board of Supervisors shall not be persons who have relations with members of the Board of Directors, the General Director and Senior managers of the Company. Members of the Board of Supervisors may not be Vietnamese and/or may not reside in Vietnam but more than half of the members of the Board of Supervisors shall reside in Vietnam. The Board of

Supervisors elects one (01) person of them as the Chief of the Board of Supervisors. *The Chief of the Board of Supervisors shall be a person with accounting profession and shall undertake professional tasks in the company.* The Chief of the Board of Supervisors have following rights and responsibilities:.....”

Article 2. Approve the establishment of Permanent Board of Directors and entrust the Permanent Board of Directors as follows:

- The Permanent Board of Directors includes following members:
 1. Mr. Nguyen Ho Nam – Chairman of the BOD
 2. Mr. Nguyen The Tai – Deputy Chairman of the BOD
 3. Mr. Dang Trung Kien – Deputy Chairman of the BOD
 4. Mr. Nguyen Thanh Hung – Member of the BOD
 5. Mr. Bui Thanh Lam – Member of the BOD
- Tasks and rights of the Permanent Board of Directors:
 1. To have full powers to determine content under the BOD’s authority except for issues under the General meeting shareholders’ authority.
 2. Resolutions, Decisions of the Permanent Board of Directors have the same validity as Resolutions, Decisions of the Board of Directors and are only adopted when 4/5 attending members of the BOD vote in favor, including written vote and vote by proxy.
 3. The Permanent Board of Directors is responsible for reporting approved Resolutions, Decisions to all the members of the Company’s Board of Directors.
 4. Be responsible before the Board of Directors for promulgated Resolutions and Decisions.

Article 3. Approve loan transactions, sale and purchase transactions, business cooperation, investment between the Company with related parties in 2015 - 2016 period, namely as follows:

- 3.1. Approve loan transactions between the Company with related parties in 2015-2016 period:
 - Approve lending to related parties who are subsidiaries, associated companies in the system to support production and business operations of these companies. Loan amount depends on actual demand of the operation process.
Authorize the Board of Directors to determine loans, lending time and loan limit for each unit not exceeding VND 50 billion.
 - Authorize the Board of Directors to approve loans for other related parties arising in this period and loan limit not exceeding VND 20 billion.

3.2. Approve sale and purchase transactions, business cooperation, investment between the Company with related parties in 2015-2016 period:

- Approve sale and purchase transactions, business cooperation, investment exceeding 35% (thirty five percent) total assets of the Company with related parties in 2015-2016 period.
- Authorize the Board of Directors to approve contracts, other transactions between the Company and subsidiaries, associated companies and other related parties arising in this period and under the General meeting shareholders' authority.

Detailed content is according to Statement No. 20/2017/TT-HĐQT-BCG dated 14 August 2017.

Article 4. Approve the adjustment of the time to use capital mobilized from public offering in 2016, namely as follows:

Approve the adjustment of the time to use capital obtained from Security issues in 2016 according to Public offering registration certificate No. 25/GCN-UBCK dated 01st June 2016 for two member companies as follows:

- The time to contribute capital in Transport and Communication Development Investment Corporation (TCD) is from March 15th , 2016 to August 20th , 2016;
- The time to contribute capital in Viet Golden Farm (VGF) is from March 01st , 2016 to May 10th , 2016.
- The company may advance from loan capital of partners to contribute in TCD and VGF as above. After the end of offering, the Company uses capital mobilized from offering to fully repay the partners.

Detailed content is according to Statement No. 21/2017/TT-HĐQT-BCG dated 14th August 2017.

Article 5. Approve the issue of convertible bonds in 2017

- Total number of bonds to be issued: Maximum 1,500,000 Bonds (*One million five hundred thousand bonds*), equivalent to VND 1,500,000,000,000 (*One thousand five hundred billion Vietnam Dong*) (in face value).
- Issue price:100% face value of a bond
- Bond term:From 02 (two) years to 05 (five) years from the issue date of bond.The GCS authorizes the BOD to determine the term of each issue based on negotiating with investors to ensure the issue to be successful.

The General meeting of shareholders approves detailed content of the issue plan and authorizes the Board of Directors to implement according to the Statement No. 22/2017/TT-HĐQT-BCG dated 14th August 2017.

Article 6. Approve the issue of convertible bonds to the international market

- Total number of bonds to be issued: Maximum **600 bonds** (*Six hundred bonds*), **equivalent to USD 60,000,000** (*Sixty million United States dollar*) (in face value).
- Face value of a bond: USD 100,000/Bond (*One hundred thousand United States dollar per bond*).
- Bond term: From 02 (*two*) years to 05 (*five*) years from the issue date of bond. The General meeting shareholders' authorizes the BOD to determine the term of each issue based on negotiating with investors and the result of working with the State Bank in term of bond term to ensure the issue to be successful.

The General meeting of Shareholders approves detailed content of the issue plan and authorizes the Board of Directors to implement according to Statement No. 23/2017/TT-HĐQT-BCG dated 14th 2017.

Article 7. Articles of execution

The Resolution is adopted at the Extraordinary General meeting of shareholders in August, 2017 in the form of collecting written opinions of shareholders. Members of the Board of Directors, the Board of Supervisors, the Executive Board and staffs of the Company are responsible for executing this Resolution in the entrusted scope of rights and tasks in accordance with the Company's Charter and law regulations.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- Shareholders of the Company;
- As in Article 7: "for execution";
- BOD, BOS, BOM;
- Kept: Legal Dept.

(signed & sealed)

NGUYEN HO NAM