



Ho Chi Minh City, August 14th 2017

**STATEMENT
TO THE GENERAL MEETING OF SHAREHOLDERS**

On: Amending, supplementing Bamboo Capital Joint Stock Company's Charter

To: Shareholders of Bamboo Capital Joint Stock Company

- Pursuant to Law on Enterprise No. 68/2014/QH13 passed by the National Assembly dated 26 November 2014 and implementation guidelines;
- Pursuant to Law on Securities No. 70/2006/QH11 passed by the National Assembly dated 29 June 2006 and Law No. 62/2010/QH12 on amending, supplementing some articles of Law on Securities No. 70/2006/QH11 passed by the National Assembly dated 24 November 2010;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company;

In order to increase the initiative in implementing business activities of the Company and to be in accordance with the regulations of the Law on Enterprise, the Board of Directors kindly submits to the GCS to supplement business lines and amend the Charter as follows:

1. Supplement business lines:

Business lines to be supplemented	Code
1. Wholesaling automobiles and other motorized vehicles	4511
2. Working as an automobile and other motorized vehicle agent	4513
3. Wholesaling food	4632
4. Wholesaling agricultural products, material forest products (except for wood, bamboo, neohouzeaua) and live animals	4620
5. Wholesaling cloth, readymade garments, footwear	4641
6. Wholesaling other household appliances	4649
7. Wholesaling machinery, equipment and other spare parts	4659
8. Exploiting wood	0221

9. Retailing hardware, paint, glass and other construction installation equipment in speciality shops	4752
10. Wholesaling materials and other construction installation equipment	4663
11. Producing beds, wardrobes, furniture	3100

Reason of supplementing: Facilitate the Company to implement infrastructure, power projects and expand business in 2017.

2. Supplement Article 10, item 3, point e as follows:

Current content	Content after amendment
<p>Article 10. Rights of shareholders</p> <p>3. One shareholder or shareholder group holding (10)% and over total common shares in a continuous period of six (06) months and over has following rights:</p> <p>.....</p> <p>e. Other rights are stipulated in this Charter and other regulations of Law.</p>	<p>Article 10. Rights of shareholders</p> <p>3. One shareholder or shareholder group holding (10)% and over total common shares in a continuous period of six (06) months and over has following rights:</p> <p>.....</p> <p><i>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;</i></p> <p>f. Other rights are stipulated in this Charter and other regulations of Law.</p>

Reason of amendment: To be in accordance with Item 2, Article 114 of Law on Enterprise 2014.

3. Supplement Article 23, Section A, item 6 as follows:

Current content	Content after amendment
<p>Article 23. Meetings and General meetings, Committees of the Board of Directors</p> <p>A-Meetings of the Board of Directors</p> <p>6. Meeting invitation and agenda:</p> <p>- The invitation of a meeting of the Board of Directors shall be sent to members of the Board of Directors at least three (03) days in advance of the meeting date, the members of the Board of Directors may refuse the meeting invitation in writing and this refusal may have a</p>	<p>Article 23. Meetings and General meetings, Committees of the Board of Directors</p> <p>A-Meetings of the Board of Directors</p> <p>6. Meeting invitation and agenda:</p> <p>- The invitation of a meeting of the Board of Directors shall be sent to members of the Board of Directors, <i>members of the Board of Supervisors</i> at least three (03) days in advance of the meeting date, members of the Board of Directors may refuse the meeting invitation in</p>

<p>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.</p> <p>...</p>	<p>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.</p> <p>...</p>
--	--

Reason of amendment: To be in accordance with Item 7, Article 153 of Law on Enterprise 2014.

4. Supplement Article 28, item 1, point j as follows:

Current content	Content after amendment
<p>Article 28. Board of Supervisors</p> <p>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:</p> <p>...</p> <p>j. Implement other rights and tasks as stipulated in this Charter and Article 165, Article 166 and Article 168 and other regulations of Law on Enterprise.</p>	<p>Article 28. Board of Supervisors</p> <p>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:</p> <p>...</p> <p>j. <i>Supervisors are entitled to attend meetings of the Board of Directors; discuss but not vote.</i></p> <p>k. Implement other rights and task as stipulated in this Charter and Article 165, Article 166 and Article 168 and other regulations of Law on Enterprise.</p>

Reason of amendment: To be in accordance with Item 7, Article 153 of Law on Enterprise 2014.

5. Supplement Article 28, item 4 as follows:

Current content	Content after amendment
<p>Article 28. Board of Supervisors</p> <p>4. The Board of Supervisors shall have not 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</p>	<p>Article 28. Board of Supervisors</p> <p>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</p>

<p>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. The Chief of the Board of Supervisors have following rights and responsibilities:</p> <p>...</p>	<p>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. <i>The Chief of the Board of Supervisors shall be a person with accounting profession and shall undertake professional tasks in the company.</i> The Chief of the Board of Supervisors have following rights and responsibilities: ...</p>
---	--

Reason of amendment: To be in accordance with Item 2, Article 163 of Law on Enterprise 2014 & Item 4, Article 20 of Resolution No. 71/2017/NĐ-CP.

Kindly submit to the General Meeting of Shareholders for consideration and approval.

Recipients:

- Shareholders of the Company;
- Kept: BOD, BOS, Legal Dept.

ON BEHALF OF BOARD OF DIRECTORS

**P.P THE CHAIRMAN
DEPUTY CHAIRMAN**

(signed & sealed)

NGUYEN THE TAI