



Ho Chi Minh City, September 10, 2020

No.: **25/2020/TTDH-HDQT-BCG**

PROPOSAL OF APPROVAL IN WRITING IN SEPTEMBER 2020

Ref.: Guarantee for payment of Subsidiary Company's Bonds

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 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 6, 2017 of the Government guiding corporate governance applicable to public companies;
- Pursuant to the Circular No. 95/2017/TT-BTC dated September 22, 2017 of the Ministry of Finance guiding to implement some articles of the Decree No. 71/2017/ND-CP dated June 6, 2017 of the Government guiding corporate governance 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 Internal Management Regulations of Bamboo Capital Joint Stock Company (BCG) firstly amended and supplemented on May 27, 2020;

BCG Energy Joint Stock Company is a member company of Bamboo Capital Joint Stock Company, in which Bamboo Capital JSC owns 99% of total charter capital of BCG Energy Joint Stock Company (BCGE).

BCGE will issue 03 (three) types of bonds (Code: BCGE.2020.3Y; BCGE.2020.5Y; BCGE.2020.7Y), which are non-convertible corporate bonds, not attached with Right Certificate, accompanied with payment guarantee, guaranteed by property and is not a secondary debt with total maximum par value of VND 220,000,000,000 (Two hundred and twenty billion VND) with interest combined by fixed and floating rate. Aforementioned bonds are collectively referred to as “**BCGE Bond**”.

To ensure solvency of BCGE Bonds, the Board of Directors of Bamboo Capital JSC would submit the General Meeting of Shareholders for consideration and approval of issuing guarantee for BCG Energy Joint Stock Company with following contents:

1. Approving the issuance of payment guarantee for BCGE for BCGE Bonds with a total par value of VND 220,000,000,000 (Two hundred and twenty billion VND) issued by BCGE in 2020, including all: i) principal, interest during the period, overdue interest, late interest, penalty (if any), fees, expenses, compensations for damage and other payables of BCGE to holders of bonds arising out of and related to such bonds and (ii) fees, late interest payable related to account management and settlement services; fees of asset management services provided by related agents to BCGE.
2. Authorizing Mr. Nguyen Ho Nam - Chairman of the Board of Directors cum Legal Representative of Bamboo Capital Joint Stock Company to sign the Guarantee Agreement, Letter of Guarantee and/or other required documents, at the same time, basing on specific situation, responsible for implementation and ensure to comply with legal provisions and regulations of the Company.

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

Yours sincerely,

Recipient:

- General Meeting of Shareholders;
- Filed: Office of Board of Directors.

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

(Signed & Sealed)

Nguyen Ho Nam