



PROPOSAL

Ref.: Plan of Issuing shares to existing shareholders

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 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 Decree No. 58/2012/ND-CP of the Government dated July 20, 2012 detailing and guiding the implementation of some articles of the Securities Law and the Law amending and supplementing some Articles of the Securities Law;
- Pursuant to Decree No. 60/2015/ND-CP of the Government dated June 26, 2015 amending and supplementing some articles of Decree No. 58/2012/ND-CP of the Government dated July 20, 2012 detailing and guiding the implementation of some articles of the Securities Law and the Law amending and supplementing some Articles of the Securities Law;
- Circular No. 162/2015/TT-BTC dated October 26, 2015, guiding the public offering of securities, of shares for exchange and issuance of additional shares, redemption of shares, sales of treasury shares, public offering of shares;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company (BCG) approved by the General Meeting of Shareholders on May 27, 2020 (7th reversion);
- Pursuant to the actual needs of Bamboo Capital Joint Stock Company (BCG) in capital mobilization to serve production and business activities.

The Board of Directors (BOD) of the Company submits to the 2020 Annual General Meeting of Shareholders (GMS) to consider the plan of capital mobilization in form of share offering to existing shareholders with the following details:

1. Name of share: Bamboo Capital Joint Stock Company.
2. Type of share: Common share.
3. Par value of shares: VND 10,000/share.
4. Current Charter Capital (according to the latest audited financial statements): VND 1,080,057,600,000.

5. Number of shares issued: 108,005,760 shares.
6. Number of shares before the issuance: 136,005,760 common shares (including 28,000,000 common shares converted from 280 convertible bonds with code BCG_BOND2018 at the issuance completed on October 15, 2018.)
7. The charter capital estimated to issue: 68,028,000 shares.
8. Charter capital expected after issuance (including the increased charter capital due to conversion of 280 bonds as stated in Section 6 above): VND 2,040,337,600,000.
9. Purpose of issuance: To add capital to serve production and business activities of the Company.
10. Form of issuance: Public offering.
11. Objects of issuance: Existing shareholders at the closing date of the list of shareholders are entitled to purchase additionally issued shares (the time of closing the list is authorized by the General Meeting of Shareholders to decide on the Board.)
12. Expected offering price: The General Meeting of Shareholders authorizes the Board of Directors to determine but must be at least greater than or equal to VND 10,000/share.
13. Total value of shares issued at par value: VND 680,280,000,000.
14. Total capital raised at estimated selling price: not less than VND 680,280,000,000.
15. Execution rate: 2:1 (existing shareholders own 02 shares will be entitled to 01 purchasing right, they may buy 01 newly issued stock for every 01 purchasing right). The number of shares received will be rounded down to the unit position. In case of arising fractional shares, it will be canceled.
16. Expected time for issuance: From 3rd Quarter, 2020 to 2nd Quarter, 2021.
17. Plans for settlement of remaining shares undistributed after the offering (if any): The General Meeting of Shareholders authorizes the Board of Directors to decide on selection of distribution object, criteria and method of distribution to other objects in proper manner with conditions no more favorable than the threshold price of this offer.
18. Plans for using the capital raised from the issuance: All proceeds will serve the need of adding the funds for the production and business activities of the Company. The General Meeting of Shareholders authorizes the Board of Directors to decide the detailed capital spending plan.
19. Plans for settlement in case of not collecting enough capital according to the issuance plan: The General Meeting of Shareholders authorizes the Board of Directors to decide and balance the funds or propose appropriate solutions accordingly.
20. Approve the change of charter capital and adjustment of the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City.
21. Approve the securities listing on the stock market: After completion of issuance, the General Meeting of Shareholders shall approve and authorize the BOD to register additional securities at the Securities Depository Center (SDC) and on the Ho Chi Minh Stock Exchange (HOSE) for all newly issued shares in accordance with current law.

22. The General Meeting of Shareholders authorizes the Board of Directors shall perform the tasks related to the issuance procedure as follows:

- Choose the time to close the list of shareholders in the most favorable way to implement the above-stated issuance plan;
- Determine the selling price, detailed issuing time;
- Decide the selection of objects, criteria and methods of distribution with selling prices but not lower than the issue par value of this issue for the number of undistributed shares or the fractional shares (if any);
- Design and decide the use of detailed capital sources;
- Decide and self-balance funds or take initiative in making appropriate settlement plans in case of insufficient mobilization of funds under issuance plans;
- Amend the organization and operation charter of the Company after issuance of the Report on issuance results to the State Securities Commission (SSC);
- Do procedures for adjusting the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after issuance of the Report on issuance results to the State Securities Commission;
- Register additional securities at the Securities Depository Center and register to list additional securities on the Ho Chi Minh Stock Exchange for all newly issued shares according to current provisions of the law after completion of the issue;
- Carry out other procedures related to the issuance with the SSC, SDC, HOSE, Department of Planning and Investment of Ho Chi Minh City;
- Other issues related to the issuance to ensure successful issuance of shares to increase charter capital.

It is hereby submitted the General Meeting of Shareholders for consideration and approval.

Truthfully yours,

Recipient:

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

**FOR BOARD OF DIRECTORS
CHAIRMAN**

(Signed & sealed)

Nguyen Ho Nam