



*Ho Chi Minh City, June 23, 2022*

No: **23/2022/TTDH-HDQT-BCG**

## **PROPOSAL**

***V/v: Share offering plan to the public to increase the Company's charter capital***

### **To: Shareholders of Bamboo Capital Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government on detailing and guiding the implementation of a number of articles of the Law on Securities;
- Pursuant to the Circular No. 118/2020/TT-BTC dated December 31, 2020 on providing guidance on offering and issuance of securities, tender offer, share repurchase, registration and delisting of public companies;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company approved by the General Meeting of Shareholders on May 06, 2022 (amendment and supplement for the 17th time);
- Pursuant to the actual needs of Bamboo Capital Joint Stock Company (BCG) in terms of capital mobilization to serve production and business activities and the 2022 business plan;
- Based on the current market situation

The Board of Directors proposes the General Shareholders Meeting to approve the plan of offering shares to outside investors to increase the charter capital as follows:

- 1. Name of share:** Share of Bamboo Capital Joint Stock Company.
- 2. Share code:** BCG
- 3. Type of share:** Common share
- 4. Par value:** VND 10,000/share
- 5. Current Charter Capital:** VND 5,033,054,370,000
- 6. Expected number of shares before issuance:** 800,206,062 shares.

Consists of:

- Number of outstanding shares as of June 22, 2022: 503,305,437 shares.
- Number of shares expected to be issued for dividend in 2021: 5% of charter capital, equivalent to 25,165,271 shares
- Number of shares expected to be issued for bonus shares under the employee stock ownership plan (ESOP) in the company in 2022: 5,000,000 shares.
- Number of shares expected to be issued to the public: 266,735,354 shares.

**7. Number of shares to be offered:** 250,000,000 shares

**8. Total offering value at par value:** VND 2,500,000,000,000.

**9. Issuance method:** Offering to the public in the form of a share auction.

**10. Purpose of issuance:**

+ In order to improve capital capacity, commensurate with the total value of current assets owned by the Company

+ Additional capital to serve the company's production and business activities

**11. Issuance Subjects:** Public investors.

**12. Starting price of stock auction:**

Principles of determining the starting selling price: The offering price is determined at least 70% of the average reference price of 30 consecutive trading days on the stock market of BCG shares as of the date the Board of Directors issues a Resolution on the implementation of the public offering of shares. The offering price is rounded to the nearest thousand. For example, if 70% of the average reference price of 30 consecutive trading days on the stock market of BCG stock is determined to be VND 21,566/share, the offering price will be rounded up to VND 22,000, if the average reference price of 30 consecutive trading days on the stock market of BCG shares is determined to be VND 21,466/share, the offering price will be rounded down to VND 21,000.

The General Shareholders Meeting authorizes the Board of Directors to determine the offering price, ensuring the principle of determining the offering price approved by the General Shareholders Meeting.

**13. Expected time of issuance:** In 2022, after being approved by the State Securities Commission, authorizes the Board of Directors to decide on the basis of compliance with the provisions of the Law and the market situation.

**14. Plan to handle the unsold shares due to unsuccessful auction (if any):**

The General Shareholders Meeting authorizes the BODs to deal with the distribution to interested investors with the offering price being the average of the successful auction price of the auction using the weighted average method. All shares to be continued to be distributed to other entities will be restricted from being transferred for 1 year from the date the Company completes the offering.

In case the BODs does not distribute all of these shares, these shares will be canceled and the BODs makes a decision to terminate the offering.

**15. Transfer restriction:**

Shares offered through public auctioning are not subject to transfer restriction.

**16. Registration for additional listing:** The General Shareholders Meeting commits to additional listing and additional depository registration for the entire number of issued shares after the end of the offering in accordance with current regulations.

**17. Plan to use capital obtained from the issuance:**

All proceeds are expected to serve the Company's need for additional capital for production and business activities. Specifically:

(1) Contribute capital to BCG Financial JSC to expand short-term or long-term financial investment activities, including but not limited to investing in listed shares, shares traded on Upcom, unlisted shares, unregistered shares for trading and other fields in line with the Company's development orientation: If the proceeds from the offering is greater than or equal to VND 2,500 billion, the minimum expected amount for capital contribution is VND 2,000 billion.

(2) Supplementing working capital including but not limited to payment of due debts, banks, other partners,...: the remaining amount collected from the capital raising sessions;

The General Shareholders Meeting authorizes the BODs to develop a detailed capital usage plan, at the same time, the General Shareholders Meeting allows the Board of Directors to adjust the amount expected to be used for the above purposes to match the company's production and business activities.

**18. Handling plan in case of not collecting the full amount of capital according to the issuance plan:** The GSM authorizes the Board of Directors to have full authority to decide and rebalance capital sources or come up with an appropriate handling plan to make up a plan to offset the shortfall in capital expected to be mobilized from the offering so it will not affect the Company's capital as well as production and business activities.

**19. Minimum success rate:** not specified

**20. Authorization and additional depository and listing of the issuance shares:**

**a. Authority:**

The Board of Directors consults the General Shareholders Meeting on the authorization for the Board of Directors:

- Actively carry out the necessary procedures to register for share offering with the State Securities Commission and relevant agencies;
- Select a specific issuance time and carry out the necessary procedures related to completing the issuance plan, applying for issuance permission and implementing it in accordance with the provisions of the Company's Charter and current laws, ensuring benefits for shareholders.
- Select distribution and auction organization method and related issues.
- Supplement, amend and complete the offering plan to ensure the successful offering, meet the requirements of the State management agencies or the actual situation at the Company to ensure compliance with the law.
- Build a detailed plan to use the capital and adjust the plan to use the capital obtained from the offering in accordance with the Company's production and business activities and carry out procedures related to information disclosure in accordance with regulations.
- Carry out procedures for amending the Charter, registering for changes in authorized capital and adjusting the Company's Certificate of Business Registration at the State appropriate authority after completing the offering.

- Proactively adjust the plan to handle the odd number of shares, the number of shares that are not distributed in the direction of ensuring the interests of all shareholders and at the request of the State Securities Commission and relevant agencies as prescribed by law.
- Approve the plan to ensure the issuance of shares meeting the regulations on foreign ownership ratio.
- In addition to the above authorization contents, during the implementation of the issuance plan, the General Shareholders Meeting authorizes the Board of Directors to supplement, amend and complete the issuance plan (including the decision on the contents not yet presented in this capital increase plan) at the request of the State management agency, the actual situation at the Company so that the Company's capital mobilization is done legally and in accordance with regulations, ensuring the interests of shareholders and the Company.

**b. Depository and additional listing of offered shares**

- The BODs consult the General Shareholders Meeting to deposit and additionally list all additional shares immediately after completing the authorized capital increase.
- The General Shareholders Meeting committed to put the shares of the capital increase into custody and listed on the Ho Chi Minh City Stock Exchange right after the offering ended.
- The General Shareholders Meeting authorizes the BODs to actively carry out the procedures related to the depository and listing of additional shares issued in this capital increase.

We would like to submit the plan to the General Shareholders Meeting for consideration and approval.

Sincerely,

**Recipients:**

- General Meeting of Shareholders;
- Archives: BOD Office.

**ON BEHALF OF BOARD OF  
DIRECTORS  
CHAIRMAN**

Signed and Sealed

**Nguyen Ho Nam**