



*Ho Chi Minh City, April 7, 2023*

## **PROPOSAL**

***About: Not distributing ESOP shares for the Board of Directors, Board of Managers and Board of Supervisors based on the business results in 2022***

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

- Pursuant to the Law on Enterprises 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 Charter of Bamboo Capital Group Joint Stock Company (BCG) approved by the Board of Directors on September 8, 2022 as authorized by the Annual General Meeting of Shareholders on May 6, 2022 (amended and supplemented for the 19<sup>th</sup> time);
- Pursuant to the Proposal No. 15/2022/TTĐH-HDQT-BCG dated April 15, 2022 approved by the Annual General Meeting of Shareholders 2022 in Resolution No. 04/2022/NQ-DHDCD-BCG dated May 6<sup>th</sup>, 2022;
- Pursuant to the 2022 Financial Statements of Bamboo Capital Group Joint Stock Company, which has been audited by Southern Auditing and Financial Consultancy Service Company Limited (AASCS);

The Board of Directors of Bamboo Capital Group Joint Stock Company would like to submit to the General Meeting of Shareholders to seek approval for the Proposal on not distributing ESOP shares for the Board of Directors, the Board of Supervisors and the Board of Management based on the business results in 2022:

- According to Proposal No. 15/2022/TTĐH-HDQT-BCG dated April 15, 2022, which was approved by the Annual General Meeting of Shareholders 2022 in the Resolution No. 04/2022/NQ-DHDCD-BCG dated May 6, 2022 with the content: *The condition for distributing ESOP shares for 2022 is that the Company must meet or exceed the plan of consolidated profit after tax, approved by the Annual General Meeting of Shareholders in 2022;*
- Consolidated Profit after Tax in 2022: VND 540,692,752,244 accounted for 24.6% of the Profit After Tax Plan, which was approved by the Annual General Meeting of Shareholders 2022. Therefore, it is not eligible to distribute ESOP shares to the Board of Directors, the Board of Supervisors and the Board of Management or else the Company would not comply with the policy of distributing ESOP shares in 2022.

Although the economic situation is estimated to remain challenging in 2023, the Board of Directors will try to accomplish the business plan set out for 2023, to ensure the benefits for shareholders and employees. If the Company can meet and exceed the consolidated profit after tax plan approved by the Annual General Meeting of Shareholders 2023, the Board of Directors will consider and submit to the General Meeting of Shareholders 2024 the ESOP policy for employees who have performed excellently.

Yours sincerely,

**Recipients:**

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

**ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**

**Nguyen Ho Nam**