



Ho Chi Minh City, June 04th , 2018

STATEMENT
ANNUAL GENERAL SHAREHOLDERS MEETING OF 2018

*Re: Issuing convertible bonds to finance
for the 40MW BCG Bang Duong solar farm in Long An Province*

To: Shareholders of Bamboo Capital Joint Stock Company

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

Bamboo Capital Joint Stock Company's Board of Directors (BCG) kindly submits to the General meeting of shareholders to ratify the issue of convertible bonds as follows:

I. Issued bonds (hereinafter called as "**Bonds**")

1. Name of bond: Bamboo Capital Joint Stock Company bond
2. Bond code: BCGBOND2018_01
3. Type of bond: Convertible bonds without secured assets may be converted into popular shares of Bamboo Capital Joint Stock Company ("**Shares**").
4. Method of issue: Bonds are issued separately to domestic and foreign organizations, credit institutions, individuals as stipulated at Decree No. 90/2011/NĐ-CP dated 14 October 2011 by the Government on issuing corporate bonds through bond issue agents and other relevant regulations
5. Form of bond: Bonds are issued in the form of book entries
6. Currency of issue and payment: Vietnam Dong
7. Face value of a bond: VND 1,000,000,000 (One billion Vietnam Dong) per bond
8. Issue price: 100% face value

9. Number of shares registered for sale: maximum 100 Bonds (One hundred bonds)
10. Total issue value of at the face value: maximum VND 100,000,000,000 (*One hundred billion Vietnam Dong*)
11. Interest rate: 5%/year
12. In case the interest payment date, the due date, another due date to convert a bond aren't a working day, the payment/redemption of the bond interest, the conversion of the bond shall be made on the working day next to such day and in such case, the bond will continue to be subject to interest at applicable interest rate of the corresponding interest term until but excluding the payment/redemption and conversion date of such bond
13. Interest payment method:
 - Postpaid, once in every 01 (one) year from and including the issue date and/or the first interest calculation date of such interest term to but excluding the first interest calculation date of the next interest term and/or the due date or the other due date to convert a bond
 - In case a bond holder sends the conversion request before the interest payment date, the bond holder shall not receive the bond interest from the last interest payment date to the conversion date for the number of bonds registered for conversion
14. Term: 3 (three) years from the issue date of a bond.
15. Due date: on the same day as the Issue Date after 03 (three) years from the Issue Date. In case where the Investor decides not to exercise their right of conversion, the Company shall make the payment of principal and interest amount accrued to the Bonds on the due date.
16. Time to offer for sale: Expected in 2018. After the Company receives approval from the State Security Commission of Vietnam. The issue date is the ending date of payment and offer.
17. Capital allocation plan for payment of bond principal, interest: With stable income from trading activities, profit divided from subsidiaries, associated companies and effective projects invested by the Company will provide the Company enough cash to fully and timely pay bond interest when due and to pay the issuing organization's other obligations to the bonds
18. Transfer restriction:
 - Bond transfer restriction: Convertible bonds of Bamboo Capital Joint Stock Company are restricted from transfer within 01 (one) years from the issue date. After 1 year from the issue date, bonds are free to transfer;
 - Bond transfer restriction: Unless otherwise stipulated by laws, the number of BCG shares converted from these bonds are free-to-convert shares
19. Conversion of bonds
 - Conversion term: after 06 (six) months from the Issue date of the bonds until one day

immediately before the Due date, all or part of the issued bonds shall be converted into BCG shares; with the minimum face value of VND 50,000,000,000 and excess which is multiple of VND 10,000,000,000. At the due date, all the bonds shall be converted into shares.

- Expected conversion price: VND 10,000/share. The conversion price may be adjusted depending on bond conditions to reflect the level of dilution. The actual conversion price shall be determined by the Board of Directors at the time of conversion based on negotiating with bond owners.
- Conversion ratio: The conversion ratio is determined by dividing the bond price by the conversion price determined at the time of conversion. With the expected conversion price of VND 10,000/share, the maximum number of shares expected to be issued for converting bonds is 10,000,000 shares.
- The number of shares expected to be issued for converting bonds shall be rounded to units
- Principle of rounding the number of Convertible shares: When calculating the number of shares into which a bond holder is entitled to convert, if the result is a decimal figure, it will be rounded by deleting decimal fraction. The decimal fraction of the number of shares shall be treated as stipulated by Bond conditions.

For example: if the number of convertible shares is 8,689.7 shares, it will be rounded into 8.689 shares.

- Convertible shares shall be additionally posted at Ho Chi Minh Stock Exchange after each conversion
- Conversion conditions for foreign investors:
 - At the time of conversion, a foreign investor who owns convertible bonds is entitled to convert into shares as stipulated in this Plan and in accordance with current regulations on ownership percentage of foreign investors in Vietnam.
 - BGC shall send a “**foreign ownership ratio blockage request**” corresponding to total number of Convertible shares calculated based on the complete conversion to the State Security Commission of Vietnam to temporarily block the remaining ownership ratio according to regulations on restricting foreign ownership ratio.

20. The purpose of issue (plan of using capital obtained from issue):

Proceeds collected from the issue shall be used to supplement capital to BCG Bang Duong Energy Joint Stock Company for constructing BCG Bang Duong solar energy plant with total capacity of 40 MW in the form of lending or investment cooperation and/or increasing contributed capital of BCG in BCG Bang Duong Energy JSC

Authorize the Board of Directors to choose the form of supplementing capital to BCG Bang Duong Energy JSC in accordance with current regulations and actual operation activities of BCG.

21. Approve criteria and the list of investors expected to be distributed as follows

- Criteria to select investors: domestic and foreign investors (legal persons and/or natural persons) who have strong financial capacity and are able to support the company in terms of capital.
- Authorize the Company's Board of Directors to select and change the list of investors to be suitable to the actual situation and satisfy criteria proposed by the General meeting of shareholders
- In case BCG issues convertible bonds to trustees in their name. When it's due to convert, the trustor will take ownership of the shares.

22. Issue guarantees, payment guarantees, principal, bond interest paying agents: None

23. Issuing agents: KB Securities Vietnam - HCMC Branch

24. Commitment of issuing organizations: Issuing organizations commit to implement following obligations:

- Pay interest principal and interest in given time;
- Comply with regulations on purposes of using proceeds collected from Bonds;
- Provide necessary information to Bond owners; and
- Other obligations stipulated in specific conditions and terms of Bonds and other bond documents.

II. Ratify and authorize the Board of Directors to determine following issues:

- Select and/or change partners (agents, etc), negotiate, approve, sign and implement contract and other documents related to the issue of Bonds and Convertible shares (hereinafter called "**Bond documents**");
- Determine the number of shares and the actual issue value based on results of negotiations with investors
- Implement procedures to block the ownership ratio of foreign investors;
- Adjust the plan of issuing convertible bonds and details of using capital obtained from issues in accordance with the business operation, the actual situation and ensure interests of shareholders;
- Determine issues related to the convertible share issue plan, the number of convertible shares, the principle of rounding the number of convertible shares, conversion ratio, conversion conditions, term, time and conversion method of each issue;
- Develop and determine details of the operation plan using capital from the issue of bonds;
- Determine issues related to the payment of bond interest in accordance with the actual operation situation of BCG.
- Approve and decide to provide Bang Duong BCG Energy JSC with the fund raised from the issue of convertible bond in the form of loan;
- Implement and approve documents related to: procedures of registering the issue of convertible bonds with the State Security Commission of Vietnam;

- Register additional deposit at Vietnam Securities Depository and additionally list at Ho Chi Minh Stock Exchange for issues of Convertible shares;
- Adjust the Charter and register for change of the Company's Enterprise registration certificate after each issue of Convertible shares;
- The BOD determines other issues (if any) related to issues of Bonds and Convertible shares in the spirit of complying with law regulations and ensuring interests of the shareholders.
Kindly submit to the General council of shareholders for consideration and approval./.

Recipients:

- *GMS*
- *Kept: BOD, SP, P.PC.*

**FOR THE BOARD OF DIRECTORS
P.P THE CHAIRMAN
DEPUTY CHAIRMAN**

(Signed and sealed)

NGUYEN THE TAI