



*Ho Chi Minh City, May 25<sup>th</sup>, 2017*

*No: 13/2017/TT-HDQT-BCG*

## **STATEMENT TO THE GENERAL MEETING OF SHAREHOLDERS**

***Re.: Issuing shares in accordance with the Employee Stock Ownership Plan  
(ESOP) annually in the period of 2017 - 2020***

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

- Pursuant to Enterprises Law No.68/2014/QH13 dated November 26<sup>th</sup>, 2014 of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No.70/2006/QH11 dated June 29<sup>th</sup>, 2006 of the National Assembly; Law No.62/2010/QH12 amending, supplementing a number of articles of the Law on Securities dated November 24<sup>th</sup>, 2010;
- As per the Charter of Bamboo Capital Joint Stock Company;

To motivate, encourage and create long-term commitment of the staff in Bamboo Capital Joint Stock Company (BCG), BCG's Board of Directors would like to submit to the General Meeting of Shareholders to approve the issuance of shares in accordance with the Employee Stock Ownership Plan (ESOP) as follows:

### **I. Implementation scheme:**

- Share name: Shares of Bamboo Capital Joint Stock Company;
- Share type: Common shares;
- Par value: VND 10,000/shares;
- Total stocks: 108,005,760 shares;
- Number of outstanding shares: 108,005,760 stocks;
- Number of treasury shares: 0 shares;
- The annual maximum issued shares: 6,000,000 stocks;
- Issuance price: VND 10,000/stock;
- Total issuance value in line with par value: VND 60,000,000,000;
- Expected issuance percent in 2017 (expected quantity of stocks/number of outstanding shares): 5.56%  
(This percent may be changed for the next years depending on number of outstanding shares);
- Transfer restriction period: 24 months as soon as issuance has been completed;

- Issuance time: annually in the period of 2017 - 2020;
- Purpose of using capital from the issuances: to supplement the working capital for the business activities;
- Criteria of distributing and selecting the object to be issued: To be determined by the Board of Directors.

**II. Approval and authorization to the Board of Directors to decide the following affairs:**

The General Meeting of Shareholders shall approve and authorize the Board of Directors to decide and undertake the following affairs:

- Build the regulations on share issuance in accordance with the ESOP and specific plan, determine clearly the standards and list of staff to be entitled to participate in the ESOP, issuance price, implementation time as well as binding conditions, rights and obligations with regard to the issued shares in accordance with the ESOP; decide and settle other affairs with regard to the ESOP and make changes to the Program (if any) in accordance with the legal regulations;
- Select annual issuance time;
- Supplement or amend the scheme to register share issuance with the State Securities Commission of Vietnam or comply with the regulations of related laws (if any)..
- Take proactive in building and explaining the documents in respect of applying for share issuance to the State Securities Commission of Vietnam.
- Implement the business registration procedures at the Department of Planning and Investment, Ho Chi Minh City as soon as the issuance has been completed;
- Make amendments, supplements to the Company Charter with regard to changing the charter capital as soon as issuing shares to the staff has been completed.
- Make supplementary registration and depository at Vietnam Securities Depository, list supplementary at Hochiminh Stock Exchange for all common shares issued to the state in line with the scheme which was approved by the Company's General Meeting of Shareholders and Board of Directors.

It is highly appreciated that the General Meeting of Shareholders reviews and votes for approval.

***Recipients:***

- *GMSs;*
- *Archived: BoDs, SB, VCD.*

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

**NGUYEN HO NAM**