



*Ho Chi Minh City, April 23, 2021*

## **PROPOSAL**

*Ref. Converting bonds into shares*

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

- Pursuant to the Law on Enterprise No.59/2020/QH14 dated 17/06/2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No.54/2019/QH14 dated 26/11/2019 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to Decree No.155/2020/ND-CP dated 31/12/2020 detailing implementation of a number of articles of the Securities Law;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company (BCG) approved on 16/03/2021 (in the authority of the Company's General Meeting of Shareholders on 24/09/2020) (the 10<sup>th</sup> amendment);

The Board of Directors (“**BODs**”) of Bamboo Capital Joint Stock Company (“**Company**”) would like to submit to the General Meeting of Shareholders (“**GMS**”) for reviewing and voting conversion of bonds into shares:

**1. Basic information on convertible bonds is approved by the GMS at Resolution No.03/2018/NQ-DHDCD-BCG dated 24/12/2018 (first approval), Resolution No.01/2019/NQ-DHDCD-BCG dated 10/05/2019 (approving amended plan), Resolution No.20/2019/NQ-HDQT-BCG of the BODs (on detailed deployment of plan) dated 01/10/2019 and Resolutions of the BODs on amending and supplementing bond issuance as follows:**

- a. Bond code: BCG\_BOND2020
- b. Number of bonds: 900,000 bonds
- c. Par value: VND 1,000,000 (*One million Vietnam dong*) per bond
- d. Total par value of bonds: VND 900,000,000,000 (*Nine hundred billion Vietnam dong*)
- e. Term: 03 (three) years as from the issue date
- f. Right to convert and a number of convertible bonds:
  - After 01 (one) years as from the issue date, the bond holders shall have right to convert bonds;
  - After no more than 03 (three) years as from the issue date, the bond holders must convert all the bonds;

- In the first conversion, if the bond holders fail to convert or only partly convert the bonds, he/ she shall have the right to convert the remaining number of the bonds in the next conversion.
  - The bond holders shall be entitled to convert no more than 50% of the number of bonds that he/she owns in the first conversion and 50% of the remaining number of bonds in the next conversion.
- g. Interests of the investors owning bonds
- To issue bonds and pay interest in full and timely manner as committed in conformity with the Conditions and Terms of the Bonds;
  - To have the right to convert bonds: After 01 (one) years as from the issue date, the bond holders shall have right to convert bonds; after no more than 03 (three) years as from the issue date, the bond holders must convert all the bonds;
  - To issue the Certificate of Bond Ownership and have the right to receive all payments, notifications and reports and other bond related rights;
  - And have other interests under the laws.

## 2. Adjust bond conversion

At the request of some bond holders, to create conditions for conversion of the bond holders and capital mobilization in next bond issuances, the BODs would like to submit to the GMS for approving adjustments of the Conditions of Bonds as follows:

***Conditions and Terms of Bonds approved:*** The bond holders shall be entitled to convert no more than 50% of the number of bonds that he/she owns in the first conversion and 50% of the remaining number of bonds in the next conversion.

***Conditions and Terms of Bonds adjusted:*** Delete these conditions and terms.

Other conditions and terms of bonds shall remain unchanged. The GMS shall authorize the BODs to notify the holders of bond No.BCG\_BOND2020. In case of obtaining opinions from the bond holders who are eligible to approve this content, the BODs shall conduct works related to adjustment of the above conditions and terms in accordance with the contract signed with the bond holder and the laws.

## 3. Information on conversion of bonds into shares:

- a. Code of convertible bonds: BCG\_BOND2020
- b. Number of bonds to be converted: No more than 900,000 bonds
- c. Date of completing the offering/ Issue date: 20/05/2020
- d. Term of the first conversion: After 01 (one) years as from the issue date of bonds
- e. Conversion value: VND 10,000/ share, no conversion for interest rate
- f. Value of the convertible shares at par value: VND 900,000,000,000
- g. Number of shares after conversion: 90,000,000 (*ninety million*) shares
- h. Restrictions of conversion: The shares converted from the bonds shall be restricted for 02 years as from the date of conversion.
- i. Authorization to the BODs

The GMS shall authorize the BODs to conduct the followings:

- To conduct works related to conversion of bonds into shares when the investors request for conversion of the bonds into the shares in accordance with the conditions and terms of the bonds and the Laws;
- To define and approve a list of the investors requesting for conversion of the bonds into the shares and define a number of bonds and a shares that each investor receives after conversion;
- To conduct works/ follow procedures related to conversion of the bonds into the shares as stipulated by the management agency; deposit and list the shares converted from the bonds in Vietnam Securities Depository (VSD) and Ho Chi Minh City Stock Exchange (HOSE) in accordance with the Company's Charter and the laws;
- Follow necessary procedures related to change in charter capital, amend/ supplement the terms on charter capital in the Company's Charter, and amend the Business Registration Certificate of the Company after completion of conversion of the bonds into the shares;
- To make decision on all other necessary matters related to conversion of the bonds into the shares.

It is respectively submitted to the General Meeting of Shareholders for voting and approval.

Yours sincerely,

**Recipients:**

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

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

*(Signed & sealed)*

**Nguyen Ho Nam**