



*Ho Chi Minh City, April 23, 2021*

No.15/2021/TTDH-HDQT-BCG

## **PROPOSAL**

***Ref. Private placement of shares to increase the Company's charter capital***

**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 Circular No.118/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding a number of contents on offering, issuing securities, public offer to buy, purchase back stocks, public company registration and disqualification of a public company;
- 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);
- Based on actual demands of Bamboo Capital Joint Stock Company (BCG) on capital mobilization to serve for business activities and business plan for 2021.

The Board of Directors ("BODs") would like to submit to the General Meeting of Shareholders ("GMS") for approving private placement of shares to increase charter capital in 2021 as follows:

- 1. Share name:** Shares of Bamboo Capital Joint Stock Company
- 2. Trading share code:** BCG
- 3. Class of share:** Ordinary share
- 4. Par value:** VND 10,000/ share
- 5. Current charter capital:** VND 2,034,681,400,000
- 6. Number of outstanding shares:** 203,468,140 shares
- 7. Expected number of shares to be offered:** 60,000,000 shares (sixty million shares)
- 8. Total value of shares to be offered at par value:** VND 600,000,000,000 (Six hundred billion Vietnam dong)
- 9. Purposes of issuance:**

- To increase capital, in proportion to total value of the assets that the Company owns;
- To supplement capital source to serve for the Company's business activities.

**10. Form of issuance:** Private placement of shares

**11. Target offerees:**

- Professional securities investors in accordance with the Securities Law dated 26/11/2019;
- Number of the investors: unlimited;
- List of the investors: The GMS authorizes the BODs to select a list of the professional securities investors to ensure conformity with investor criteria approved by the GMS and comply with regulations on ownership of the foreign investors and cross-ownership of the enterprises.

**12. Public offering:** In case the ownership rate of the investors selected by the BODs to purchase shares which have not been distributed in the offering process is equal to or exceeds the rate as stipulated in Clause 1, Article 35 of the Securities Law No.54/2019/QH14, the public offering shall not be made.

**13. Principles of determining the offering:** The offering price is defined by 80% of the average reference price for 60 consecutive trading days on the securities market of BCG shares at the time that the BODs makes resolution on issuance of fractional shares. The offering price will be rounded to the thousands. For example, if 80% of the average reference price for 60 consecutive trading days on the securities market of BCG shares is VND 14,566/ share, the offering price will be rounded up to VND 15,000; and if reference price for 60 consecutive trading days on the securities market of BCG shares is VND 14,466/ share, the offering price will be rounded down VND 14,000.

The GMS will authorize the BODs to define the offering price to ensure the principle of defining the offering price as approved by the GMS.

**14. Transfer of right of share purchase:** Transfer of right of share purchase shall not be permitted.

**15. Restriction of transfer:** The investors purchasing shares will be restricted in transfer for 01 year from the completion date of the offering.

**16. Expected time for share issuance:** Time for share issuance is expected to be in 2021 after the State Securities Commission of Vietnam accepts. The BODs is authorized to decide on the time for share issuance in conformity with the laws and the market situation.

**17. Plan on handling fractional shares and shares not fully distributed after offering (if any):** All the shares having not been fully distributed shall be destroyed.

**18. Plan on use of capital obtained from the offering:**

Proceeds from the offering will be used to add capital for BCG Land to conduct transactions related to real estate projects, including but not limited to purchase, sale, merger, investment, joint venture and association ...

The GMS shall authorize the BODs to build detailed plan on use of capital and allow the BODs to adjust the amount to be used for the above purposes to conform to the Company's business situation and follow procedures related to information disclosure as stipulated.

#### **19. Plan on handling in case the capital has not been fully collected in issuance:**

The GMS shall authorize the BODs to decide and balance capital source or provide plan on proper handling in conformity with the Company's actual situation and the laws.

#### **A. AMENDMENT OF THE CHARTER IN THE SCOPE OF CAPITAL INCREASED AFTER COMPLETING THE ISSUANCE**

Amend Clause 1, Article 5 of the Company's Charter in the capital scope after completing the issuance of fractional shares to the investors.

#### **B. DEPOSITORY AND LISTING OF NEWLY ISSUED SHARES**

All the newly issued shares will be registered and deposited in Vietnam Securities Depository (VSD) and listed on Ho Chi Minh City Stock Exchange (HSX) after completing the issuance.

The GMS authorizes the BODs to proactively follow procedures related to depository and listing for newly issued shares in the above plan in VSD and HSX in accordance with the laws.

#### **C. AUTHORIZATION**

The BODs would like to submit to the GMS for reviewing and approving the plan on issuance and authorizing the BODs:

- To select suitable time for deploy the plan on issuance and follow other necessary procedures to deploy the plan on issuance;
- To deploy the plan on use of proceeds from the issuance for purpose of offering, ensure benefits of the shareholders and the Company; comply with the laws and report to the GMS in the latest general meeting;
- To decide on detailed plan on use of capital, including adjustments of the plan on use of capital in conformity with the Company's actual situation and report to the GMS in the latest general meeting;
- To deploy necessary works to change business registration and amend the Company's charter related to new charter capital after completing the issuance;
- In case the laws adjust regulations on private placement, the GMS will authorize the BODs to amend and supplement the plan on issuance and the offering documents in line with the applicable regulations.
- Besides the above authorization contents, during the implementation of the plan on issuance, the GMS will authorize the BODs to amend, supplement and complete a part or the whole of the plan on issuance based on the Company's actual situation or at the request of the state management agency for capital mobilization of the Company to ensure success and compliance with the laws as well as benefits of the shareholders;
- To execute other works related to the issuance;

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**