



*Ho Chi Minh City, April 23, 2021*

## **PROPOSAL**

***V/v: ESOP bonus share issuing based on the results of completion and exceeding in 2020 and ESOP bonus share issuing in 2021***

**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 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);

To encourage the Board of Directors (BODs), the Board of Supervisors (BOS), the Executive Committee and employees who made excellent contributions to Bamboo Capital Joint Stock Company in performing and completing the profit plan and bringing the best benefits for the shareholders, the BODs of Bamboo Capital Joint Stock Company would like to submit to the General Meeting of Shareholders (GMS) for approving the bonus share plan based on 2020 profits and 2021 ESOP bonus share plan as follows:

### **I. Bonus share issuance under the Employee Stock Ownership Plan (ESOP) based on 2020 business results**

ESOP bonus share issuance to the BODs, the BOS and the Executive Committee based on 2020 surpassing performances was approved under the Resolution at the Annual General Meeting in 2020.

Based on business results, the Company surpassed the set targets. However, to distribute dividends to the shareholders to the best, the BODs made decisions on failure to issue the bonus shares under the ESOP based on 2020 business results and submitted to the GMS.

### **II. Bonus share issuance under the Employee Stock Ownership Plan (ESOP) based on 2021 business results:**

- Share name: Share of Bamboo Capital Joint Stock Company
- Class of shares: Ordinary shares
- Par value: VND 10,000/ share

- Conditions of share issuance under ESOP: The Company must achieve or exceed the consolidated plan on profit after tax approved at the Annual General Meeting in 2021. If the Company achieve or exceed the consolidated plan on profit after tax, a bonus of 10% on the profit after tax shall be deducted.

*For example: The consolidated profit after tax under the 2021 plan is VND 150 billion:*

- *If the Company's consolidated profit after tax is VND 150 billion in 2021 business results, value of ESOP shares issued shall be  $10\% \times \text{VND } 150 \text{ billion} = \text{VN } 15 \text{ billion}$ .*
- *In case the business results exceed the plan with the consolidated profit after tax of VND 160 billion, value of ESOP shares issued shall be  $10\% \times \text{VND } 160 \text{ billion} = \text{VN } 16 \text{ billion}$ .*
- A maximum number of shares to be issued shall be 5,000,000 shares. A number of shares to be issued shall base on the consolidated profit after tax in 2021 as recognized in the consolidated financial statements in 2021 and authorized to the BODs for decision-making.
- Issuance ratio (number of shares to be issued/ outstanding shares): 2.46%
- Form of issuance: The bonus shares shall be issued under the ESOP. The persons distributed to the bonus shares shall not make payment.
- Issuance source: Undistributed profit after tax as at 31/12/2021 under the audited financial statements in 2021.
- Time for issuance: After obtaining the audited financial statements in 2021
- Person entitled to receive the shares: The ESOP applies to members of the BODs, the Executive Committee and employees who made excellent contributions to BCG under the BODs' resolutions.
- Purpose of issuance: The ESOP bonus shares shall be issued to increase the charter capital for re-investment of cash flows to the enterprise.
- Criteria for distribution and selection: As decided by the BODs
- Conditions for transfer restriction: Transfer of ESOP shares are unrestricted.
- All newly issued shares shall be listed on Ho Chi Minh City Stock Exchange.

### **III. Approval and authorization to the BODs to decide on the following matters:**

The GSM approves and authorizes the BODs to make decisions on and execute the following matters:

1. To build rules for share issuance under the ESOP and specific plan; specify standards and a list of members of the BODs and the Executive Committee and employees who make excellent contributions to BCG and are eligible to participate in the ESOP, issuance price, time for issuance as well as binding conditions for transfer term and other bindings, rights and obligations related to the shares issued under the ESOP; make decisions on and handle other matters related to the ESOP and adjust changes of the ESOP (if any) in accordance with the laws;

2. To authorize the BODs to decide on the actual number of shares to be issued after the consolidated financial statements in 2021 are audited;
3. To adjust, supplement or amend the plan on share issuance to register the shares with the State Securities Commission of Vietnam or to ensure compliance with the relevant laws (if any);
4. To proactively prepare and explain the application for share issuance to the State Securities Commission of Vietnam;
5. To follow procedures of business registration with Ho Chi Minh City Department of Planning and Investment after finalization of the issuance;
6. To amend and supplement the Company's Charter related to changes in charter capital after finalizing issuance of shares to the members of the BODs and the Executive Committee and employees who make excellent contributes to BCG;
7. To register depository in Vietnam Securities Depository and listing in Ho Chi Minh City Stock Exchange for all ordinary shares issued to the members of the BODs and the Executive Committee and employees who make excellent contributes to BCG under the plan approved by the GSM and the BODs of the Company.

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**