



Ho Chi Minh City, May 05, 2021

No. 22/2021/TTDH-HDQT-BCG

PROPOSAL

Ref. approval the policy of issuing corporate bonds to the public

To: Shareholders of Bamboo Capital Joint Stock Company

- Pursuant to the Law on Enterprises 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 Law on Securities;
- Pursuant to Decree No.153/2020/ND-CP dated 31/12/2020 of the Government of Vietnam prescribing private placement (and circulars guiding, amending, supplementing and replacing from time to time);
- 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, buy back stocks, public company registration and disqualification of a public company;
- Pursuant to the Charter of Bamboo Capital Joint Stock Company approved on 16/03/2021 (in the authority of the Company's General Meeting of Shareholders on 24/09/2020) (the 10th amendment);
- Based on actual demands of Bamboo Capital Joint Stock Company (BCG) on capital mobilization to serve for business activities and 2021 business plan;

The Board of Directors (BODs) would like to submit to the General Meeting of Shareholders (GMS) of Bamboo Capital Joint Stock Company for reviewing and approving the following contents:

1. Approving bond issuance as follows

- Issuer: Bamboo Capital Joint Stock Company
- Total expected value of bonds to be issued: No more than VND 3,000,000,000,000 (*Three billion Vietnam dong*) or another value conformable to the BODs' approval authority as the case may be
- Class of bonds: Inconvertible bonds, excluding covered warrants, with or without collaterals

2. Approving purposes of bond issuance and capital use plan as follows:

- Mobilized capital is to supplement working capital, finance solar power projects, rooftop solar projects and real estate projects, meet short-term capital demands

and capital demands for acquisition and mergence, and conduct investment cooperation and/ or project development investment.

3. Approving authorization to the BODs to deploy implementation and decide on all other issues related to bond issuance and use of mobilized capital, including

- To build and decide on issuance plan and terms and conditions of bonds including but not limited to the number of issuances, value of bonds to be issued in proportion to each issuance, time for issuance, term and other contents of the issuance plan, and terms and conditions of bonds in conformity with the laws;
- To decide on interest rate of bonds to be issued and other costs related to bond issuance;
- To decide on use and allocation of collaterals based on the actual state of assets at the time for issuance and negotiate with the investors (if any);
- To decide on all other relevant issues such as selecting, negotiating and signing contracts and documents related to bond issuance with the consultants, investors and other relevant units;
- To decide on time for disbursement and amount of disbursement and ensure disbursement in accordance with the purposes of capital use as agreed in the contract(s), cooperation agreements and actual situation of the Company;
- To decide on all other issues related to capital use in the forms in accordance with the laws;
- To decide on and take all actions, follow necessary procedures, sign necessary documents as prescribed by the laws and/or requested by the competent agencies to deploy bond issuance under the laws;
- To have the right to sign, amend, supplement, adjust, cancel or terminate and decide on all other issues related to bond documents, contracts and other enclosed documents (if any);
- To have the right to re-authorize his/her powers to other personnel of the Company to perform these tasks and take full responsibility to the BODs in accordance with the Company's Charter and the applicable laws.

4. Approving assignment to the BODs to report to the GMS in the latest meeting

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**

Nguyen Ho Nam