



Ho Chi Minh City, April 5, 2024

PROPOSAL

About: Transactions with related parties under the jurisdiction of the Board of Directors, which are anticipated to execute in 2024 until the following Annual General Meeting of Shareholders 2025

To: Shareholders of Bamboo Capital Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Charter of Bamboo Capital Group Joint Stock Company (BCG) approved by the Annual General Meeting of Shareholders 2023 (AGM) on April 28, 2023 (amended and supplemented for the 20th time);

The Bamboo Capital Group Joint Stock Company (BCG) and its subsidiaries operate within an ecosystem/group structure, consisting of parent companies, subsidiaries, and affiliated companies with interconnected relationships through shareholding, capital contributions, key management members, or other affiliations within the BCG ecosystem.

To ensure transparent governance and seamless business operations, avoiding deficiencies in implementing business operation plans, development strategies, capital transfer plans and investment cooperation among companies within the system, governance activities, reporting obligations, and disclosure of information on the share market of BCG, the Board of Directors (BOD) respectfully presents to the Annual General Meeting of Shareholders (AGM) for approval of the proposed transactions between BCG and related parties within the jurisdiction of the BOD, which expected to execute from 2024 until the next AGM 2025 as follows:

1. Approving contracts or transactions with a value less than 35% of the value of the total assets recorded in the most recent financial statements (as shown in attached Appendix 1) between the Company and the following related parties (**Related Parties**):
 - (i) Shareholders of the Company, the authorized representatives, are organizations and their related parties owning over 10% of the total ordinary shares of the Company.
 - (ii) Members of the Board of Directors, Director, or Chief Operating Officer of the Company and their related parties.

(iii) Enterprises in which members of the Board of Directors, Supervisory Board, Director, or Chief Operating Officer and other managers of the Company have related interests.

and

(iv) Transactions with subsidiaries, and affiliated companies.

2. Transactions between the Company and related parties have a value of 35% or more, or transactions with related parties within 12 months, from the date of the first transaction, sum up to a value of 35% or more of the total assets value reported in the Company's most recent financial statements, to approve the execution of these transactions and report to the most recent Annual General Meeting of Shareholders.
3. Authorize the Board of Directors to decide and instruct relevant departments to execute: Discuss, negotiate, and establish specific terms and conditions for contracts, and transactions mentioned in this proposal including amending, supplementing, terminating, replacing contracts, and other transactions mentioned in this proposal.
4. Authorize the Board of Directors to decide and direct relevant departments to (i) Prepare periodic reports on related transactions in the Company's Management Report including contracts, transactions mentioned in this proposal; (ii) Other transactions listed in Appendix V form regarding Corporate Governance in Circular 96/2020/TT-BTC dated November 16, 2020; (iii) Fulfill information disclosure obligations as required by Law for Resolutions issued by the Board of Directors for transactions with related parties.

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

Yours sincerely,

Recipients:

- GMS;
- Archives: Office of BOD;

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

(Signed and sealed)

Nguyen Ho Nam

Appendix 01 – TRANSACTIONS UNDER THE JURISDICTION OF THE BOARD OF DIRECTORS

(Attached to the Proposal No.12/2024/TTĐH-HĐQT-BCG dated 05/04/2024)

No.	Related parties	Relationship with BCG	Transaction content	Total expected transaction value (VND)
1.	Nguyen Hoang Development Joint Stock Company	Subsidiary company	Consulting service contract	3,840,000,000
2.	Transport and Industry Development Investment Joint Stock Company	Subsidiary company	Consulting service contract	7,680,000,000
3.			Loan agreement	97,700,000,000
4.			Loan interest	12,318,904,110
5.	BCG Energy Joint Stock Company	Subsidiary company	Consulting service contract	15,760,000,000
6.	BOT DT830 LLC	Affiliate company	Received business cooperation profit	40,500,000,000
7.			Cooperation interest	5,923,726,032
8.	BCG Land Joint Stock Company	Subsidiary company	Consulting service contract	11,520,000,000
9.	Dong Thanh 1 Wind Power LLC	Subsidiary company	Consulting service contract	400,000,000
10.	AAA Insurance Joint Stock Company	Subsidiary company	Consulting service contract	10,240,000,000
11.			Insurance service	2,000,000,000
12.	BCG Wind Soc Trang Joint Stock Company	Subsidiary company	Loan interest	54,219,786,910
13.	Dong Thanh 2 Wind Power Company Limited	Subsidiary company	Loan interest	52,933,942,160
14.	Helios Service and Investment Joint Stock Company	Related party of internal person	Office leasing service	11,070,180,528
15.	Casa Marina Resort Travel Joint Stock Company	Subsidiary company	Hospitality service	200,000,000
16.	Indochina Hoi An Beach Villas Company Limited	Subsidiary company	Loan agreement	37.500.000.000
17.			Loan interest	9,141,552,517
18.	Hanwha BCGE O&M Limited Liability Company	Affiliate company	Consulting service contract	400,000,000
19.	Viet Nam Taxi Company Limited	Subsidiary company	Consulting service contract	200,000,000