



Ho Chi Minh City, April 5, 2024

No. **13/2024/TTDH-HDQT-BCG**

PROPOSAL

About: Not distributing ESOP shares for the Board of Directors, Executive Board and Board of Supervisors based on the business results in 2023 and ESOP plan for 2024

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);
- Pursuant to the Proposal No. 11/2023/TTDH-HDQT-BCG dated April 7, 2023 approved by the Annual General Meeting of Shareholders 2023 in Resolution No. 06/2023/NQ-DHDCD-BCG dated April 28, 2023;
- Pursuant to the 2023 Financial Statements of Bamboo Capital Group Joint Stock Company, which has been audited by Southern Auditing and Financial Consultancy Service Company Limited (AASCS);

The Board of Directors of Bamboo Capital Group Joint Stock Company would like to submit to the General Meeting of Shareholders to seek approval for the following:

I. Report on not distributing ESOP shares for the Board of Directors, Executive Board and Board of Supervisors based on the business results in 2023:

Consolidated Profit After Tax for 2023 is 171,077,335,293 VND, equivalent to 26.3% of the plan approved by the Annual General Meeting 2023. Therefore, it does not meet the criteria for distributing ESOP shares to the Board of Directors, Executive Board, and Supervisory Board.

II. Proposal for implementing ESOP based on the business results of 2024:

Despite the ongoing economic challenges in 2024, the Board of Directors commits to maximizing the business plan for the year, safeguarding the interests of shareholders and employees' welfare. If the Company achieves or exceeds the consolidated Profit After Tax plan approved by the Annual General Meeting of Shareholders 2024, the BOD will propose to the AGM to implement ESOP plan based on the 2024 business performance as follows:

- Stock name: Bamboo Capital Corporation Joint Stock Company

- Stock type: Common shares
- Par value: 10,000 VND per share
- Conditions for ESOP share issuance: The Company must achieve or exceed the consolidated Profit After Tax plan approved by the Annual General Meeting of Shareholders in 2024. If this condition is met, 10% of Profit After Tax will be allocated for ESOP.

For example: The planned consolidated Profit After Tax for 2024 is VND 150 billion:

- *If the actual financial results for 2024 achieve a consolidated Profit After Tax of VND 150 billion, the value of ESOP shares issuance would be: $10\% \times \text{VND } 150 \text{ billion} = \text{VND } 15 \text{ billion}$.*
 - *If the actual financial results for 2024 exceed the plan, with a consolidated Profit After Tax of VND 160 billion, the value of ESOP shares issuance would be: $10\% \times \text{VND } 160 \text{ billion} = 16 \text{ billion VND}$.*
- Maximum issuance quantity: The specific quantity to be issued will be determined based on the Consolidated Profit After Tax for 2024 as stated in the Audited Consolidated Financial Statements of 2024 and authorized to the Board of Directors.
 - Issuance method: Issuance of shares under ESOP. The recipients of these shares will not be required to make any payment.
 - Issuance source: Undistributed Profit After Tax as of December 31, 2024, based on the Audited Financial Statements of 2024.
 - Issuance period: After obtaining the Audited Financial Statements of 2024.
 - Issuance recipients: ESOP shares are issued to members of the Board of Directors, Board of Management and Employees with outstanding contributions to BCG, which will be determined by the Board of Directors.
 - Purpose of issuance: The issuance of ESOP shares and increase the Company's Charter Capital.
 - Distribution and selection criteria: Determined by the Board of Directors.
 - Transfer restriction conditions: ESOP shares are restricted from trading for 2 years from the end of the offering period.
 - All additional shares issued will be listed for supplementary trading on Ho Chi Minh City Stock Exchange.

III. Approve and authorize the Board of Directors to decide on the following issues:

The Annual General Meeting of Shareholders approves and authorizes the Board of Directors to decide and implement the following matters:

1. Establish regulations for issuing shares for ESOP, including specific plans, clear criteria, and a list of outstanding contributors among the members of the Board of Directors, Board of Management and Employees. This should include the timeline of the issuance, as well as conditions regarding transfer restrictions and other constraints, rights, and obligations related to shares issued for ESOP. Make decisions and resolve other issues related to ESOP and adjust any changes to the plan (if applicable) to comply with legal regulations;

2. Adjust, supplement, or amend the issuance plan for registration with the State Securities Commission or to ensure compliance with relevant legal regulations (if applicable);
3. Proactively develop and explain the application dossier for share issuance permission from the State Securities Commission;
4. Complete the business registration procedures with the Department of Planning and Investment of Ho Chi Minh City after completing the issuance process;
5. Amendment and supplement of the Company's Charter related to changes in the Charter Capital after completing the issuance for members of the Board of Directors, Supervisory Board, and employees who have made outstanding contributions, especially for BCG.
6. Complete the supplementary deposit registration at the Vietnam Securities Depository and Clearing Corporation - VSDC and registration of supplementary trading at the Ho Chi Minh City Stock Exchange for all common shares issued to members of the Board of Directors, Board of Management and Employees with outstanding contributions, according to the approved plan by the Annual General Meeting of Shareholders and the Board of Directors.

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