



*Ho Chi Minh City, April 5, 2024*

No. **14/2024**/TTDH-HDQT-BCG

## **PROPOSAL**

***About: Plan to issue shares to increase equity from Owner's Equity to raise the Company's Charter Capital***

### **To: Shareholders of Bamboo Capital Group Joint Stock Company**

- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26<sup>th</sup>, 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 Board of Directors of Bamboo Capital Group Joint Stock Company would like to submit to the General Meeting of Shareholders (AGM) for consideration and approval of the plan to issue shares to increase Share Capital from the Owner's Equity to raise the Company's Charter Capital as follows:

#### **A. COMPANY INFORMATION**

- Company name: Bamboo Capital Group Joint Stock Company
- Stock symbol: BCG
- Address: 27C Quoc Huong, Thao Dien Ward, Thu Duc City, Ho Chi Minh City
- Phone: (84.28) 6268 0680
- Charter Capital as of 31/12/2023: 5,334,676,220,000 dong (*Five thousand three hundred thirty-four billion, six hundred seventy-six million, two hundred and twenty thousand Vietnamese Dong*)
- Number of treasury shares: 0 shares

#### **B. ISSUANCE PLAN**

1. Issuing Organization: Bamboo Capital Group Joint Stock Company
2. Name of share issued: Bamboo Capital Group Joint Stock Company Share
3. Stock trading code: BCG

4. Type of shares issued: Common shares
5. Par value: 10,000 dong per share
6. Estimated Charter Capital at the time of issuance: 8,002,014,330,000 dong, equivalent to 800,201,433 shares, including:
  - Number of shares: 533,467,622 shares;
  - Number of shares expected to be issued at 2:1 ratio: 266,733,811 shares.
7. Estimated number of shares to be issued: 80,020,143 shares. The AGM authorizes to the Board of Directors to decide on the number of shares to be issued based on the actual number of outstanding shares at the time of implementation, ensuring the approved ratio by the Annual General Meeting of Shareholders.
8. The estimated total value of shares to be issued at par value: 800,201,430,000 dong
9. Issuance method: Issuance of shares to increase the Company's Charter Capital from Owner's Equity
10. Exercise ratio: 100:10 (Accordingly, on the last registration date to exercise rights, a shareholder owning 01 share will be entitled to 01 right, a shareholder owning 100 rights will receive an additional 10 new shares, or a shareholder owning 100 shares will receive 10 new shares)
11. Funding source: from the accumulated surplus equity based on the audited standalone financial statements for 2023 of the Company and ensuring compliance with legal regulations.
12. Issuing parties: Existing shareholders in the list of shareholders on the final registration date for exercising rights to receive newly issued shares to increase the Company's Charter Capital from Owner's Equity.
13. Plan for handling fractional shares: The number of shares issued to increase the Company's Charter Capital from Owner's Equity for existing shareholders will be rounded down to the nearest whole unit. Any fractional shares (if any) will be canceled.

*For example: On the last registration date of the shareholder list to exercise the right to receive shares issued to increase the Company's Capital from Owner's Equity, shareholder A owns 123 shares. Shareholder A will be entitled to receive:  $123 \times 0.1 = 12.3$  shares. Following rounding principles, shareholder A will receive 12 shares, and the fractional share of 0.3 will be canceled.*

*The positive value difference between the expected surplus equity to be distributed by BCG and the actual total value of shares distributed to existing shareholders will be retained in BCG's surplus equity source.*
14. Projected implementation time: After receiving full reporting documents of the issuance as notified by the State Securities Commission (SSC) (expected in 2024).
15. Transfer restriction: Shares issued to increase Capital from Owner's Equity are not subject to transfer restrictions.
16. Registration for Depository and Additional Listing of Issued Shares: All shares issued to increase equity from Owner's Equity will be registered for additional depository at the Vietnam Securities Depository and Clearing Corporation (VSDC)

and listed for trading on the Ho Chi Minh City Stock Exchange (HoSE) in accordance with legal regulations.

**C. APPROVAL AND DELEGATION TO THE BOARD OF DIRECTORS TO DECIDE ON THE FOLLOWING ISSUES:**

The Board of Directors submits to the Annual General Meeting of Shareholders for consideration of the proposed issuance plan mentioned above and delegates authority to the Board of Directors of the company to decide on all issues related to the issuance of shares to increase Capital from the Owner's Equity, specifically:

1. Decision on determining the last registration date for shareholders list, timing and schedule of share issuance, preparation and finalization of the share issuance documentation for Capital increase from Owner's Equity to be submitted to the SSC, Execution of additional shares listing and depository registration to ensure shareholder's benefits and compliance with legal regulations.
2. Decision on amending, supplementing, or adjusting the approved issuance plan, as required by the State Management Agencies and the actual circumstances of the Company (if necessary), to ensure the most effective implementation of the issuance plan, in alignment with the Company's business realities, relevant legal provisions, Charter, and Shareholder rights.
3. Proactively initiate the legal procedures to register the amendment of the Company's Charter Capital with the Business Registration Office and other relevant State authorities (if applicable) in accordance with legal provisions.
4. Amendment of the Charter Capital as stipulated in the Company's Charter: The Charter Capital of the Company will be adjusted accordingly to the results of the share issuance, and the actual Charter Capital after the completion of the share issuance.
5. Implement necessary legal procedures as required by legal regulations and requirements from the Authorities to complete the supplementary share depository registration at the Vietnam Securities Depository and Clearing Corporation (VSDC) and listing of supplementary shares on the Ho Chi Minh City Stock Exchange (HoSE) for the entire quantity of shares issued by the Company.
6. Comply with legal regulations regarding foreign ownership limits.
7. Other related tasks as stipulated by legal regulations.

It is respectively submitted to the 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 & sealed)*

**Nguyen Ho Nam**

