



*Ho Chi Minh City, 17 November 2021*

No.: 28/2021/TTĐH-HĐQT-TCD

## **PROPOSAL**

***Re: Share issuance under private placement to increase the Charter Capital of the Company***

### **To: Shareholders of TRACODI**

- Pursuant to the Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on Enterprise on 17 June 2020;
- Pursuant to the Law No. 54/2019/QH14 passed by the National Assembly on 26 November 2019 on Securities;
- Pursuant to the Decree No. 155/2020/ND-CP issued by the Government on 31 December 2020 elaborating the Law on Securities;
- Pursuant to Circular No. 118/2020/TT-BTC promulgated by the Minister of Finance on December 31, 2020 regarding 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 Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by BOD on 15 July 2021 – according to the authorization by the General Meeting of Shareholder on 29 April 2021(which was amended and supplemented at its 16<sup>th</sup> session);
- Based on current situation of the Company;

The Board of Directors kindly submits to shareholders for consideration and approval on the share issuance under private placement to increase the Chapter Capital in 2021, in particular:

### **A. COMPANY INFORMATION BEFORE ISSUANCE**

- Company name: Transport and Industry Development Investment Joint Stock Company
- Stock trading code: TCD
- Address: 89 Cach Mang Thang Tam, Ben Thanh Ward, District 1, HCMC
- Tel: (84 28) 38330314                      Fax: (84 28) 38330317
- Current charter capital: VND 872,091,520,000 (Eight hundred seventy-two billion, ninety-one million, five hundred twenty thousand dong)
- Number of shares issued up to date: 82,294,590.
- Number of outstanding shares up to date: 82,294,590.

- Number of treasury shares: 0

## **B. ISSUANCE PLAN UNDER PRIVATE PLACEMENT**

- 1. Name of share:** Transport and Industry Development Investment Joint Stock Company share.
- 2. Stock trading code:** TCD
- 3. Type of share:** ordinary share
- 4. Face value par share:** VND 10,000 per share
- 5. Current charter capital:** VND 872,091,520,000
- 6. Number of outstanding shares:** 87,209,152
- 7. Number of offering shares:** 50,000,000 (Fifty million shares)
- 8. Total value of offerings:** VND 500,000,000,000 (Five hundred billion dong)
- 9. Purposes of issuance:**
  - To improve capital capacity of the Company;
  - To supplement working capital for the Company.
- 10. Form of issuance:** Private place
- 11. Subjects:**
  - Investors: professional securities investors in accordance with the Law on Securities issued on 26 November 2019.
  - Number of investors: not exceeding 200 investors.
  - List of investors: shareholders authorize the Board of Directors to make decision on investors to ensure the criteria approved by the GMS, and in compliance with regulations on foreign ownership ratio and cross-ownership.
- 12. Tender offer:** The offering price is determined by 75% of the average reference price of 60 consecutive trading days in the stock market up to the date that the BOD approved Resolution on the share issuance under private placement. The offering price will be rounded up to the thousands. For example, if the offering price is VND 30,566 per share, then it will be rounded up to VND 31,000, and if the offering price is VND 30,466 per share, then it will be rounded down to VND 30,000.

The General Meeting of Shareholders authorizes the Board of Directors to determine the offering price which ensuring the offering price determination approved by the General Meeting of Shareholders.
- 13. Transferring rights:** not allowed to transfer.
- 14. Transfer restriction:** shares are restricted to transfer at least one (1) year since the issuance has done. Authorize the BOD to make decision on the time of transfer restriction in compliance with the laws.
- 15. Expected issuing schedule:** 4Q2021, 1Q2022 upon approval from State Securities Commission, BOD is authorized to make decision in accordance with the law.
- 16. Plans for settlement of the undistributed shares after the offering (If any):** all undistributed shares will be cancelled.

## **17. Capital use plan:**

All proceeds from the offering will be used for the following purposes:

- (1) Investment in infrastructure (including, but not limited to establishing new businesses, buying shares/contributing capital/contributing capital to other enterprises operating in infrastructure).
- (2) Supplementing working capital, including, but not limited to payment of due debts, signing new contracts with the contractors, suppliers, banks, other partners, etc, ...

The General Meeting of Shareholders authorizes BOD to build capital use plan and shall adjust the plan to be suitable with the situation of the Company and in compliance with the laws in Information Disclosures.

## **18. Settlement plan in case of not collecting enough capital showed in the plan:**

The General Meeting of Shareholders fully authorizes BOD to make decision on the capital use or give solution to ensure it will not affect the Company's capital and business activities.

## **C. AMENDMENTS TO THE CHARTER OF THE COMPANY AFTER ISSUANCE**

The Clause 1. Article 5 of the Charter of the Company will be amended in accordance with new Charter Capital.

## **D. ADDITIONAL SHARE LISTING AND DEPOSITORY**

Additional shares will be deposited with Vietnam Securities Depository (VSD) and listed on the Ho Chi Minh Stock Exchange (HSX) after the issuance has done.

The AGM authorizes BOD work with VSD and HSX on procedures on listing and depositing additional shares respectively in compliance with the laws.

## **E. POWER OF ATTORNEY**

The BOD seeks for approval and proposes to the General Meeting of Shareholders to authorize the BOD to:

- Select an appropriate time to implement the issuance plan and perform procedure for the issuance;
- Use capital raised from the issuance in accordance with the purpose of issuance, ensure benefits of shareholders and the Company; comply with the laws and reports in the latest AGM;
- Build capital use plan in details including adjustments of the plan to be suitable with current situation of the Company and reports in the latest AGM;
- Perform tasks in relation to changes in business registration and amendments to the Charter of the Company after the issuance has done;
- In the event that any changes in the laws in private placement, the AGM authorizes BOD to make adjustments, amendments to the issuance plan and offering documents in compliance with current laws;
- In addition, during the process of issuance plan, the AGM authorizes BOD to make decision on adjustment, amendments to a part or full issuance plan based on

current situation of the Company or under request of the state agencies, to ensure the success of the issuance and in compliance with the laws, ensure the interest of shareholders;

- Perform other tasks in relation to the issuance.

#### **F. OTHERS**

This Proposal will be replaced the Proposal No. 13/2021/TTĐH-HĐQT-TCD, issued on 7 April 2021, passed by the AGM via the Resolution No. 29 April 2021.

Kindly submit to shareholders for consideration and approval.

Kind Regards,

***Recipients:***

- The GMS;
- Archived: BOD, BS Dept

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

*(Signed & sealed)*

**Nguyen Ho Nam**