



*Ho Chi Minh City, March 22<sup>nd</sup>, 2023*

No.: **05/2023/TTĐH-HĐQT-TCD**

## **PROPOSAL**

***Re: Adjustment to Profit Distribution 2021 and Profit Distribution Plan 2022***

**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 Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by BOD on 6 October 2022 according to the authorization by the General Meeting of Shareholder 2021 (22<sup>nd</sup> version);
- Pursuant to the Reviewed Financial Statements 2022 of Transport and Industry Development Investment Joint Stock Company (TRACODI) which has been audited by Southern Auditing and Accounting Financial Consultancy Services Company Limited (AASCS);
- Pursuant to the Reviewed Financial Statements 2021 of Transport and Industry Development Investment Joint Stock Company (TRACODI) which has been audited by Southern Auditing and Accounting Financial Consultancy Services Company Limited (AASCS);
- Pursuant to the Proposal 05/2022/TTĐH-HĐQT-TCD dated March 24<sup>th</sup>, 2022 on Profit Distribution 2021 approved by the AGM via the Resolution 04/2022/NQ-ĐHĐCĐ-TCD on April 14<sup>th</sup>, 2022;
- Pursuant to the Proposal 06/2022/TTĐH-HĐQT-TCD dated March 24<sup>th</sup>, 2022 on share issuance to pay dividend 2021 approved by the AGM via the Resolution 04/2022/NQ-ĐHĐCĐ-TCD on April 14<sup>th</sup>, 2022;

On October 12<sup>th</sup>, 2022, the Board of Directors (BOD) of TRACODI approved the Resolution 92/2022/NQ-HĐQT-TCD on extending the time of the 2021 dividend payment and the issuance of bonus shares for the Employee Stock Ownership Plan (ESOP 2022) which under the Resolution 04/2022/NQ-ĐHĐCĐ-TCD dated April 14<sup>th</sup>, 2022 due to the Company does not meet requirements to pay dividends as prescribed in the Decree 155/2020/ND-CP and Circular 200/2014/TT-BTC; and also the Company has sent a Report 284/2022/CV-TCD dated October 18<sup>th</sup>, 2022 to the State Securities Commission on the extension of payment of dividend 2021 and ESOP 2022.

Based on that, the Board of Directors would like to submit to the General Meeting of

Shareholders the adjustment of the profit distribution 2021 and the profit distribution plan 2022 as follows:

## I. Adjustments to the Profit Distribution 2021:

### 1.1 The Profit Distribution 2021:

1	Profit after tax 2021 (the Consolidated FS)	VND 335,630,480,647
2	Profit after tax 2021 of Tracodi (the Consolidated FS)	VND 307,342,835,848
3	Profit after tax 2021 of Tracodi (the Separate FS)	VND 179,984,128,396
4	Undistributed profit after tax as at 31 December 2021 (the Separate FS)	VND 175,514,973,787
5	Deduction from remuneration, welfare	No
6	Deduction from development and investment funds	No
7	Deduction from other equity funds	No
8	Dividend payment with payout rate of 10% (5% in cash, 5% in shares). Expected in 2Q2022	VND 244,418,304,000
9	Bonus share issuance under ESOP for members of BOD, BOM and Supervisory Board based on business results 2021. Expected to pay out in 2Q2022	VND 16,000,000,000

### 1.2 Adjustments:

1	Profit after tax 2021 (the Consolidated FS)	VND 335,630,480,647
2	Profit after tax 2021 of Tracodi (the Consolidated FS)	VND 307,342,835,848
3	Profit after tax 2021 of Tracodi (the Separate FS)	VND 179,984,128,396
4	Undistributed profit after tax as at 31 December 2021 (the Separate FS)	VND 175,514,973,787
5	Deduction from remuneration, welfare	No
6	Deduction from development and investment funds	No
7	Deduction from other equity funds	No
8	Dividend payment with payout rate of 7% (7% in shares). Expected in 2Q2023 and/or 3Q2023	VND 171,092,812,800
9	Bonus share issuance under ESOP for members of BOD, BOM and Supervisory Board based on business results 2021. Expected in 2Q2023 and/or 3Q2023	VND 16,000,000,000

## II. The Profit Distribution 2022:

1	Profit after tax 2022 (the Consolidated FS)	VND 333,850,837,731
2	Profit after tax 2022 of Tracodi (the Consolidated FS)	VND 299,866,181,134
3	Undistributed profit after tax as at 31 December 2022 (the Consolidated FS)	VND 553,027,685,856

4	Profit after tax 2022 of Tracodi (the Separate FS)	VND 363,375,996,511
5	Undistributed profit after tax as at 31 December 2022 (the Separate FS)	VND 538,890,970,298
6	Deduction from remuneration, welfare	No
7	Deduction from development and investment funds	No
8	Deduction from other equity funds	No
9	Dividend payment with payout rate of 15% In which: - Dividend 2021: 7% (7% in shares) - Dividend 2022: 8% (8% in shares) Expected in 2Q2023 and/or 3Q2023.	VND 366,627,456,000  VND 171,092,812,800 VND 195,534,643,200
10	Bonus share issuance under ESOP for members of BOD, BOM and Supervisory Board based on business results 2021. Expected in 2Q2023 and/or 3Q2023	VND 16,000,000,000

Kindly submit to shareholders for consideration and approval.

Kind Regards,

**Recipients:**

- The AGM;
- Archived: BOD, BS Dept.

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

*(Signed & sealed)*

**Nguyen Thanh Hung**