

Ho Chi Minh City, *March 22nd, 2023*



No.: **06/2023/TTĐH-HĐQT-TCD**

PROPOSAL

*Re: Adjustments to share issuance for the dividend payment 2021
and share issuance for the dividend payment 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 (which was amended and supplemented at its 22nd session);

The Board of Directors of TRACODI kindly submits to shareholders for approval on adjustments to share issuance to pay 2021 dividend and share issuance to pay 2022 dividend as follows:

I. Report on the 2021 dividend payment:

The Annual General Meeting of Shareholders 2022 approved Resolution 04/2022/NQ-ĐHĐCD-TCD dated April 14th, 2022, approved the 2021 dividend payment with 5% in cash, which equivalent to VND 122,209,152,000 and 5% in shares which corresponding to the expected issuance of 12,220,915 shares equivalent to VND 122,209,150,000 (according to Report 05/2022/TTĐH-HĐQT-TCD dated March 24th, 2022 and Report 06/2022/TTĐH-HĐQT-TCD dated March 24th, 2022). However, in 2022, the Company could not pay dividend because the Company was not eligible to pay dividends as prescribed in Decree 155/2020/ND-CP and Circular 200/2014/TT-BTC. Therefore, The Company issued the Board Resolution 92/2022/NQ-HĐQT-TCD dated October 12th, 2022 and sent Report No. 284/2022/CV-TCD dated October 18th, 2022 to the State Securities Commission to report and ask for extension of dividend payment 2021.

II. Adjustments to the plan to pay 2021 dividend:

2.1 The dividend payment 2021 plan has been approved:

Approve to pay 2021 dividend of 10%, in which 5% in cash that equivalent to VND 122,209,152,000 and 5% in shares which corresponding to the expected issuance of 12,220,915 shares equivalent to VND 122,209,150,000.

2.2 Adjustments:

To pay 2021 dividend of 7%, in which 7% in shares which corresponding to the expected issuance of 17,109,281 shares equivalent to VND 171,092,812,800.

(Proposal 05/2023/TTĐH-HĐQT-TCD dated March 22nd, 2023).

III. The share issuance plan:

3.1 Dividend payment 2021:

- Stock name: Transport and Industry Development Investment Joint Stock Company share
- Type of share: ordinary share
- Par value per share: VND 10,000
- Number of outstanding shares: 244,418,304
- Number of treasury shares: 0 shares
- Number of shares to be issued: 17,109,281
- Total value of shares to be issued: VND 171,092,810,000
- Issuance ratio (Number of shares to be issued/Number of outstanding shares): 7%
- Capital: from undistributed profit after tax shown on the Audited Consolidated Financial Statements 2022 at as December 31st, 2022
- Execution time: Expected in 2Q/2023 and/or 3Q2023
- Rounding method: The number of additional shares issued to pay dividends to shareholders will be rounded down to the units. Odd shares due to rounding down (if any) will be canceled.

*Ex: on the record day to finalize the list of shareholders to issue additional shares, Mr. Nguyen Van A currently owns 311 shares. In which, Mr. A will receive additional shares are $311 * 7\% = 21.77$ shares. After applying rounding method, Mr. A will receive 21 shares. 0.77 decimal shares will be canceled.*

- The positive difference between total expected value of issued shares (at par value of VND 10,000/share) and total value of shares actually distributed to existing shareholders (at par value of VND 10,000/share) will be showed as undistributed profit after tax.

3.2 Dividend payment 2022:

- Stock name: Transport and Industry Development Investment Joint Stock Company share
- Type of share: ordinary share
- Par value per share: VND 10,000
- Number of outstanding shares: 244,418,304

- Number of treasury shares: 0 shares
- Number of shares to be issued: 19,553,464
- Total value of shares to be issued: VND 95,534,640,000
- Issuance ratio (Number of shares to be issued/Number of outstanding shares): 8%
- Capital: from undistributed profit after tax shown on the Audited Consolidated Financial Statements 2022 at as December 31st, 2022.
- Execution time: Expected in 2Q/2023 and/or 3Q2023
- Rounding method: The number of additional shares issued to pay dividends to shareholders will be rounded down to the units. Odd shares due to rounding down (if any) will be canceled.

*Ex: on the record day to finalize the list of shareholders to issue additional shares, Mr. Nguyen Van A currently owns 311 shares. In which, Mr. A will receive additional shares are $311 * 8\% = 24.88$ shares. After applying rounding method, Mr. A will receive 24 shares. 0.88 decimal shares will be canceled.*

- The positive difference between total expected value of issued shares (at par value of VND 10,000/share) and total value of shares actually distributed to existing shareholders (at par value of VND 10,000/share) will be showed as undistributed profit after tax.

3.3 Both share issuance to pay 2021 dividend and 2022 dividend:

3.3.1 The plan:

- Stock name: Transport and Industry Development Investment Joint Stock Company share
- Type of share: ordinary share
- Par value per share: VND 10,000
- Number of outstanding shares: 244,418,304
- Number of treasury shares: 0 shares
- Number of shares to be issued: 36,662,745
- Total value of shares to be issued: VND 366,627,450,000
- Issuance ratio (Number of shares to be issued/Number of outstanding shares): 15%
- Purpose of issuance: to pay 2021 and 2022 dividends
- Capital: from undistributed profit after tax shown on the Audited Consolidated Financial Statements 2022 at as December 31st, 2022.
- Execution time: Expected in 2Q/2023 and/or 3Q2023
- Rounding method: The number of additional shares issued to pay dividends to shareholders will be rounded down to the units. Odd shares due to rounding down (if any) will be canceled.

Ex: on the record day to finalize the list of shareholders to issue additional shares, Mr. Nguyen Van A currently owns 311 shares. In which, Mr. A will receive additional

*shares are $311 * 15\% = 46.65$ shares. After applying rounding method, Mr. A will receive 46 shares. 0.65 decimal shares will be canceled.*

- The positive difference between total expected value of issued shares (at par value of VND 10,000/share) and total value of shares actually distributed to existing shareholders (at par value of VND 10,000/share) will be showed as undistributed profit after tax.

3.3.2 To approve listing additional shares on the Hochiminh Stock Exchange.

3.3.3 To approve and authorize to the BOD to make decisions as follows:

The BOD kindly proposes shareholders to consider and approve the plan to increase the Charter Capital of the Company and BOD to make decisions on issues relating to share issuance, in particular:

- To prepare and submit share issuance documents to the State Securities Commission. At the same time, adjust the plan and other related documents as requested by the State Securities Commission and other functional agencies.
- To choose appropriate time to final the exercise of the right and time of issuance.
- To carry out the necessary procedures for the implementation of the approved plan, including the addition, modification and completion of the documents to be submitted to the State Securities Commission so as to ensure that the offer in compliance with the laws.
- To make additional registration and depository at the Vietnam Securities Depository in Ho Chi Minh City and list on the Hochiminh Stock Exchange for all of additional ordinary shares issued which approved by shareholders.
- To amend, adjust or supplement articles in Charter of the Company in relation with changes in the Charter Capital, shares after share issuance.
- To carry out the necessary procedures for business registration with Department of Planning and Investment of Ho Chi Minh City after the issuance has been done.
- To perform other tasks in relation to the issuance.

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