



No.: 12/2023/TTĐH-HĐQT-TCD

PROPOSAL

Re: Adjustments to the Proposal 17/2022/TTĐH-HĐQT-TCD dated March 24th, 2022 on bonus share issuance under Employee Stock Ownership Plan 2021 (ESOP) approved by the AGM 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);
- Pursuant to the Proposal 17/2022/TTĐH-HĐQT-TCD dated March 24th, 2022 approved by the AGM 2022 via Resolution 04/2022/NQ-ĐHĐCĐ-TCD dated April 14th, 2022;
- Pursuant to the Audited Consolidated Financial Statement 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);

The BOD seeks for approval from the AGM on adjustments to the Proposal 17/2022/TTĐH-HĐQT-TCD date March 24th, 2022 on the Employee Stock Ownership Plan (ESOP) as follows:

I. Report on the Employee Stock Ownership Plan 2021 (ESOP):

The Annual General Meeting of Shareholders 2022 approved the Resolution 04/2022/NQ-ĐHĐCĐ-TCD dated April 14th, 2022, which approved the issuance of 1,600,000 shares for the purpose of issuing bonus shares to employees under ESOP (Report 05/2022/TTĐH-HĐQT-TCD dated March 24th, 2022 and Report 17/2022/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 and bonus shares issuance under ESOP.

II. Adjustment to bonus share issuance under Employee Stock Ownership Plan 2022 (ESOP):

- Share 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 shares to be issued: **1,600,000**
(approved by the AGM via Resolution 04/2021/NQ-ĐHĐCĐ-TCD dated April 29th, 2021)
- Total value of shares to be issued: VND **16,000,000,000**
- Objects: Members of the Board of Directors, Supervisory Board, BOM and employees of TRACODI and subsidiaries of TRACODI.
- Capital: from undistributed profit after tax shown on the Audited Consolidated Financial Statements 2022 at as December 31st, 2022.
- Issuing bonus shares under ESOP from undistributed profit after tax.
- Execution time: Expected in 2Q/2023 and/or 3Q2023.
- Transfer restriction: 2 years from the issuance has been done.
- Total numbers of add-on shares issued will be additionally listed in Hochiminh Stock Exchange

III. To approve and authorize the BOD as follows:

Shareholders approve and authorize BOD to make decisions on following issues:

1. To build regulation on share issuance under ESOP and specific share issuance plan which specify clearly criteria and members of BOD, SB and BOM who are eligible to join ESOP, share price, time of issue and terms and conditions on time of transfer and other requirements, rights and obligations in relation with shares under ESOP, issues and how to solve issues in relation with ESOP, and amendment to changes of the plan (if any) in accordance with the laws;
2. To amend, adjust or supplement the plan to register at the State Securities Commission or with other related agent in compliance with the laws (if any);
3. To prepare and submit issuance documents to the State Securities Commission;
4. To carry out necessary procedure of business registration with Department of Planning and Investment of Ho Chi Minh City after the issuance has been done;
5. To amend, adjust or supplement articles in Charter of the Company in relation with changes in the Charter Capital after share issuance;
6. 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.

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