



Ho Chi Minh City, 9 April 2019

No.: 14/2019/TT-HĐQT-TCD

PROPOSAL

Re: Share issuance for 2018 dividend payment

To: Shareholders of TRACODI

- Pursuant to the Law No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on Enterprise on 26 November 2014;
- Pursuant to the Law No. 70/2006/QH11 passed by the National Assembly on 29 June 2006 on Securities; the Law No. 62/2010/QH12 passed by the National Assembly on 24 November 2010 on amending and supplementing a number of articles of Law No. 70/2006/QH11 on Securities;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by shareholders on 18 September 2018 (which was amended and supplemented at its 8th session).

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

I. The Plan:

- Stock name: Transport and Industry Development Investment Joint Stock Company share
- Type of share: ordinary/common
- Par value per share: VND 10,000
- Total number of shares issued: 38,230,192 shares
- Number of outstanding shares: 38,230,192 shares
- Number of treasury shares: 0 shares
- Number of shares to be issued: 38,230,192 shares
- Total value of shares to be issued: VND 38,230,190,000
- Issuance ratio (Number of shares to be issued/Number of outstanding shares): 10%
- Capital: from undistributed profit after tax shown on the Audited Consolidated Financial Statements 2018
- Execution time: Expected in Q2/2019

- 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 day to final 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 $311 * 10\% = 31,1$. After applying rounding method, Mr. A will receive 31 shares. 0.1 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 retained earnings after tax.

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

III. To approve and authorize to the BOD to make decisions on followings issues:

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.
- Other related issues.

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
THE CHAIRMAN**

Nguyen Ho Nam