



Ho Chi Minh City, 7 April 2021

No.: 13/2021/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 4 February 2021 – according to the authorization by the General Meeting of Shareholder through postal ballot on 8 December 2020 (which was amended and supplemented at its 14th session);
- Based on the current situation and business plan 2021 of TRACODI;

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 822,945,900,000 (Eight hundred twenty-two billion, nine hundred forty-five million, nine hundred 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 822,945,900,000
- 6. Number of outstanding shares:** 82,294,590
- 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: no restriction
 - List of investors: shareholders authorize the Board of Directors to make decision on investors to ensure the criteria approved by the AGMs, and in compliance with regulations on foreign ownership ratio and cross-ownership.
- 12. Tender offer:** In case there is a ratio of investors, who selected by the BOD to participate in buying undistributed shares, reach or exceed the ownership ratios as prescribed in Clause 1 Article 35 of the Law on Securities No. 54/2019/ QH14, then no procedures is required for tender offer.
- 13. Offering price:** VND 12,000 per share.
- 14. Total capital based on face value per share:** VND 500,000,000,000.
- 15. Total capital based on offering price:** VND 600,000,000,000.
- 16. Transferring rights:** not allowed to transfer.
- 17. 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.
- 18. Expected issuing schedule:** 3Q2021, upon approval from State Securities Commission, BOD is authorized to make decision in accordance with the laws.
- 19. Plans for settlement of the undistributed shares after the offering (If any):** all undistributed shares will be cancelled.

20. Capital use plan:

VND 600,000,000,000 will be used as additional working capital including but not limited to payments on due date debt, new contracts with EPC, suppliers, banks and other partners...

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.

21. Settlement plan in case of not collecting enough capital:

The General Meeting of Shareholders fully authorizes BOD to make decision and the capital 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.

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**

Nguyen Ho Nam