



## PROPOSAL

*Re: Bond Conversion*

**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 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 14<sup>th</sup> session);

Board of Directors of TRACODI (BOD) would submit the General Meeting of Shareholders to consider and approve the bond conversion plan as below:

**Basic information of convertible bond which approved by the General Meeting of Shareholders through the Resolution No. 05/2020/NQ-ĐHĐCĐ-TCD dated June 20<sup>th</sup>, 2020, the Resolution No. 31/2020/NQ-HĐQT-TCD dated July 24<sup>th</sup>, 2020, and the Resolution No. 41/2020/NQ-HĐQT-TCD dated September 17<sup>th</sup>, 2020, and the Resolution No. 48/2020/NQ-HĐQT-TCD dated October 23<sup>rd</sup>, 2020 as follow:**

- a) Bond trading code: TCD-CB2020.
- b) Number of bonds : 250,000.
- c) Bond price par value: VND 1,000,000 (1 million) per bond.
- d) Total value of bond: VND 250,000,000,000 (Two hundred fifty billion dong)
- e) Bond period: three (3) years from issuing date.
- f) Rights and number of bonds can be converted:
  - ✓ After 1 (one) year from issuing date, bond holders are allowed to exercise conversion rights;
  - ✓ After maximum 3 (three) years from issuing date, bond holders must exercise all their conversion rights;

- ✓ At the first conversion, if bond holders would not execute or just convert partially their bonds, then they have rights to execute the remaining bonds in the next conversion.

g) Rights of bond holders:

- ✓ Right to receive a full and on-time bond interest payment as committed by the issuer in accordance with Terms and Conditions of Bond;
- ✓ Bond conversion: After 1 (one) year from the issuing date, bond holders can execute the conversion rights; Maximum 3 (three) years from the issuing date, bond holders must convert all bonds;
- ✓ Receive bond ownership certificate and all payments, notices, reports and other rights related to the Bond;
- ✓ And other rights regulated by the Laws.

**1. Information on bond conversion:**

- a) Convertible bond trading code: TCD-CB2020.
- b) Numbers of convertible bonds: 250,000 bonds max
- c) Date of issuance: January 22<sup>nd</sup> , 2021
- d) The first conversion period: after 1 (one) year from the issuing date.
- e) Conversion price: VND 12,500 per share, the interest payments can not be converted.
- h) Number of shares to be converted: 20,000,000 (Twenty millions).
- i) Value of shares to be converted according to face value: VND 200,000,000,000 billions.
- j) Transfer restriction: Shares converted from bond shall be restrictedly transferred 3 (three) years from the conversion date.

**2. Power of Attorney:**

The General Meeting of Shareholders authorizes BOD as follows:

- a) Perform tasks in relation to bond conversion as requested by investors in compliance with terms and conditions of the Bond and the laws;
- b) Determine and approve the list of investors who shall request to convert bonds, define number of bonds and number of shares after bond conversion;
- c) Perform tasks/procedures related to conversion bond in compliance with the laws; deposit and list additional shares, which converted from bonds, with the Vietnam Securities Depository (VSD) and Ho Chi Minh Securities Stock Exchange (HOSE) in compliance with the Company's Charter and the Laws.
- d) Conduct necessary procedures on amending the Company's Charter, changing in the Charter Capital and adjusting the Business Registration Certificate of the Company upon the conversion has done;
- e) Perform other tasks in relation to bond conversion.

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**