



Ho Chi Minh City, March 27th, 2024

No.: 14/2024/TTĐH-HĐQT-TCD

PROPOSAL

Ref: Plan for share issuance to increase the Company's Charter Capital from the Owner's equity

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 16 June 2023 – according to the authorization by the General Meeting of Shareholder 2023 (24th version);

The Board of Directors (“**BoD**”) of Transport and Industry Development Investment Joint Stock Company (referred to as the Company or TRACODI) respectfully submits to the General Meeting of Shareholders (“**AGM**”) the plan for the share issuance to increase the Company's charter capital from the Owner's equity, as outlined below:

A. COMPANY INFORMATION

- Company Name: Transport and Industry Development Investment Joint Stock Company
- Stock ticker: TCD
- Address: 89 Cach Mang Thang 8, Ben Thanh Ward, District 1, Ho Chi Minh City
- Phone: (84 28) 38330314 Fax: (84 28) 38330317
- Charter capital as of December 31, 2023: VND2,826,808,040,000 (*Two trillion, eight hundred twenty-six billion, eight hundred eight million, forty thousand Vietnamese Dong*)
- Number of treasury shares: 0 share

B. ISSUANCE PLAN

1. Name of Issuer: Transport and Industry Development Investment Joint Stock Company
2. Name of share to be issued: Share of Transport and Industry Development Investment Joint Stock Company
3. Stock ticker: TCD
4. Type of share to be issued: Common shares
5. Share's par value: VND10,000 per share
6. Expected Charter capital at the time of issuance: VND3,052,952,680,000, equivalent to 305,295,268 shares, in which:
 - Number of outstanding shares: 282,680,804 shares;
 - Number of shares to be issued as dividend distribution for the year 2023 (estimated as 8% of the Charter capital): 22,614,464 shares
7. Number of shares to be issued: 30,529,526 shares
8. Total par value of the shares to be issued: VND305,295,260,000
9. Method of issuance: Issuing shares to increase the Charter Capital from the Owner's equity.
10. Right execution ratio: 100:10 (Accordingly, on the record date to exercise rights, shareholders owning 01 share will be entitled to 01 right, shareholders owning 100 rights will receive an additional 10 new shares, or the owner of 100 shares will receive 10 new shares).
11. Sources of Capital: Sourced from the accumulated surplus of equity capital based on the Company's audited separate financial statements for the year 2023 and ensuring compliance with legal regulations.
12. Subject: Existing shareholders included in the shareholder list on the record date shall exercise their rights to receive newly issued shares to increase the Company's share capital from owner's equity.
13. Plan for handling fraction shares: The number of shares issued to increase capital from shareholder equity for existing shareholders will be rounded down to the nearest whole unit. Fraction shares arising (if any) shall be cancelled.

*Example: At the record date to exercise the right to receive newly issued shares to increase the Company's share capital from owner's equity, Shareholder namely A owns 123 TCD shares. In that case, shareholder A will be entitled to an additional number of shares equivalent to $123 * 0.1 = 12.3$ TCD Shares. According to rounding principle, shareholder A will receive 12 TCD shares, and the fractional share of 0.3 will be canceled.*

Any positive difference value between the surplus of share capital expected to be distributed by TCD and the total actual share capital value distributed to existing shareholders will be retained in the surplus of TCD share capital.

14. Expected time of implementation: After getting notification from the State Securities Commission (“SSC”) of receiving full issuance report documents (Expected in 2024) and after completing the share issuance to distribute dividends.
15. Restrictions on Transfer: Shares to be issued to increase the Company’s share capital from the Owner’s Equity shall not be restricted on transfer.
16. Registration for custody and additional listing of newly issued shares: All shares issued to increase the Company’s share capital from the Owner’s Equity will be additionally registered at the Vietnam Securities Depository and Clearing Corporation (VSDC) and listed accordingly on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with the law.

C. RATIFY AND AUTHORIZE THE BOARD OF DIRECTORS TO MAKE DECISION ON THE FOLLOWING ISSUES:

The Company's BoD respectfully submits to the AGM for consideration and approval of the Company's aforementioned issuance plan. Additionally, the Board of Directors is granted authority to make decisions on possible matters related to the share issuance from the owner’s equity, specifically:

1. Making decision on timing of the record date to exercise rights, the timing and schedule of stock issuance, preparing and completing the stock issuance documents to increase capital from owner's equity submitted to the State Securities Commission, additional listing and depositing time, ensuring shareholder interests and compliance with legal regulations.
2. Making decision to modify, add, or amend the issuance plan endorsed by the AGM, as per the directives from governmental regulatory bodies and the current operational context of the Company (where applicable), with the aim of executing the issuance plan for optimal efficiency, in line with the Company's operational norms, pertinent legal frameworks, the Company’s charter, and shareholders' entitlements.
3. Proactively initiating the necessary legal procedures to register alterations in the Company's charter capital with the Business Registration Authority and any other relevant government agencies, as mandated by law.
4. Amending the registered capital as stipulated in the Company Charter: The Company’s charter capital will be amended upward corresponding to the results of the share issuance and the actual charter capital after the completion of the share issuance.
5. Carrying out the required legal procedures as mandated by law and the relevant authority to finalize the registration of additional share deposits at the Vietnam Securities Depository and Clearing Corporation (VSDC), as well as the listing of additional shares on the Ho Chi Minh City Stock Exchange (HOSE) for the entirety of the Company's issued shares.
6. Ensuring compliance with foreign ownership regulations as stipulated by law.
7. Other matters as stipulated by law.

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