



Ho Chi Minh City, *March 27th, 2024*

No.: 15/2024/TTĐH-HĐQT-TCD

PROPOSAL

Ref: Plan for share private placement to increase the Company's Charter Capital

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);
- Drawing upon the current circumstances and the business and production plan for 2024 outlined by TRACODI Company;

The Board of Directors of TRACODI Company (BoD) respectfully submits to the General Meeting of Shareholders for consideration and approval the plan for the share private placement to increase the charter capital in 2024, as follows:

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. PRIVATE PLACEMENT PLAN

1. Name of Issuer: Transport and Industry Development Investment Joint Stock Company
2. Name of share to be offered: Share of Transport and Industry Development Investment Joint Stock Company
3. Stock ticker: TCD
4. Type of share to be offered: Common shares
5. Share's par value: VND10,000 share
6. Expected Charter capital at the time of offering: VND3,358,247,950,000, equivalent to 335,824,794 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;
 - Number of shares to be issued to increase the Charter Capital from the Owner's equity. 30,529,526 shares
7. Number of shares to be offered: 170,000,000 shares (One hundred seventy million shares)
8. Total par value of the shares to be offered: VND1,700,000,000,000 (One thousand seven hundred billion Dong only).
9. Purpose of the offering:
 - To enhance capital capability that are commensurate with the total value of assets currently owned by the Company;
 - To add capital in order to meeting capital requirement of the Company's business and production activities.
10. **Method of issuance:** Private placement
11. **Subject:**
 - Criteria on potential investors: Those are professional securities investors as defined by the Securities Law dated November 26, 2019.
 - Number of Investors: Less than 100 investors.
 - List of potential investors: The AGM authorizes the Board of Directors to choose a roster of qualified professional securities investors in line with AGM-approved criteria, decide on the allocation of shares to each investor, and ensure adherence to regulations concerning foreign investor ownership percentages and cross-ownership of businesses.
12. Offering price: VND10.000 per share
13. The total amount of capital raised at the expected par value: VND1,700,000,000,000.
14. The total amount of capital raised at the expected offering price: VND1,700,000,000,000.
15. Transfer of share subscription right: Not applicable.
16. Restriction on transfer: Investors subscribing shares shall be restricted from transferring the shares for a minimum of 01 year from the completion date of the

offering. Authorizing the Board of Directors to determine the transfer restriction period for each investor to ensure compliance with the provisions of the law.

17. Possible time to offer: It is expected that in 2024, after completing the issuance of shares to pay dividends and issuing shares to increase share capital from owner's equity and after getting approval from the State Securities Commission, the specific time will be decided by the Board of Directors upon getting approval from the management agency and in compliance with the law.

18. **Plan to handle the number of unsubscribed shares after the offering (if any):** All unsubscribed shares shall be cancelled.

19. **Plan for using capital raised from the offering:**

The entire amount of VND 1,700 billion expected to be raised from the offering will be used as follows:

(1) Restructuring capital includes but is not limited to the repayment of principal debt, interest debt, early repayment of debt, repayment of due debt, etc.: estimated at VND1,000 billion.

(2) Supplementing working capital includes but is not limited to paying due debts, early repaying debts, signing new contracts with contractors, suppliers, banks, other partners, and fulfilling other working capital requirement, and so on; VND700 billion.

The AGM empowers the BoD to create thorough plans for capital usage, permitting adjustments as necessary to align with the Company's business operations and comply with disclosure regulations.

20. **Plan for handling in case the capital amount raised falls short of the intended amount through the issuance plan:**

The AGM grants the BoD complete authority to balance capital sources or devise solution in accordance with the Company's actual circumstances and legal requirements.

C. AMENDING THE CHARTER TO ACCOMMODATE THE INCREASED CAPITAL SIZE FOLLOWING THE COMPLETION OF THE ISSUANCE.

Amendments to Article 1, Article 5 of the Company's Charter in accordance with the new capital scale after completing the private placement of shares.

D. REGISTRATION FOR CUSTODY AND ADDITIONAL LISTING OF NEWLY ISSUED SHARES

All shares issuance of private placement will be additionally registered at the Vietnam Securities Depository and Clearing Corporation (VSDC) and listed accordingly on the Ho Chi Minh City Stock Exchange (HSX) after the offering completion.

The AGM delegates authority to the BoD to carry out necessary procedures for additional deposit registration and additional listing registration of the offered shares

as outlined at the Vietnam Securities Depository Center (VSDC) and Ho Chi Minh Stock Exchange (HSX) in accordance with legal regulations.

E. AUTHORIZATION

The Board of Directors respectfully submits the proposed issuance plan to the General Meeting of Shareholders for review and approval, while granting authority to the Board of Directors:

- Appropriately timing to implement the issuance plan and undertaking necessary procedures to execute the issuance plan;
- Implementing the plan for using funds raised from the offering in line with the offering's objectives, ensuring the interests of shareholders and the Company, complying with legal regulations, and reporting to the General Meeting of Shareholders at the nearest meeting;
- The detailed plan of capital use, including any adjustments to the use of funds raised to match the Company's current circumstances, must be presented to the nearest General Meeting of Shareholders for approval.
- Deploying necessary tasks to change business registration with the authority agency and amending the Company's charter related to the new charter capital after completing the issuance;
- In case the legal regulations regarding the share private placement are adjusted, the AGM delegates the Board of Directors to amend, supplement, and complete the issuance plan and offering documents to comply with the current regulations and practical implementation;
- Apart from the aforementioned delegated matters, while executing the issuance plan, the AGM grants the Board of Directors the power to revise, add to, or finalize either partially or entirely the issuance plan based on the Company's actual circumstances or upon the request of government regulatory bodies. This is done to ensure the effective raising of capital in compliance with legal requirements and safeguarding the interests of shareholders.
- Undertaking other matters relating to the offering.

Kindly submit to shareholders for consideration and approval.

Kind Regards,

Recipients:

- The AGM;
- Archived: BOD, BS Dept

**ON BE HALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed & sealed)

Nguyen Thanh Hung