



No.: 06/2024/TTĐH-HĐQT-TCD

Ho Chi Minh City, March 27th, 2024

PROPOSAL

*Ref: Plan for share issuance to distribute dividend for the year 2023
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 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 distribute 8% dividends for the year 2023, in order to increase the Company's charter capital:

A. COMPANY DETAILS

- 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: Share of Transport and Industry Development Investment Joint Stock Company
3. Stock ticker: TCD

4. Type of share: Common shares
5. Share's par value: VND10,000 per share
6. Total number of shares before the issuance: 282,680,804 shares
7. Number of treasury shares: 0 share
8. Number of shares to be issued: 22,614,464 shares
9. Total par value of the shares to be issued: VND226,144,640,000
10. Issuance ratio (number of shares to be issued/number of outstanding shares): 8%
11. Sources of Capital: Retained earnings as of December 31, 2023 based on the 2023 audited consolidated financial statements.
12. Time of implementation: After getting notification from the State Securities Commission ("SSC") of receiving full issuance report documents (Expected in 2024).
13. Plan for handling fraction shares: The number of additional shares to be issued to distribute dividends among shareholders will be rounded down to the nearest whole unit. Fraction shares arising from rounding down (if any) shall be cancelled.

Example: On the record date for the additional share issuance to distribute dividends, shareholder Nguyen Van A currently owns 253 shares. In that case, shareholder A will be entitled to an additional number of shares equivalent to 253 shares multiplied by 8%, which equals 20.24 shares. According to the plan for handling fractional shares, the number of shares that shareholder A receives after rounding down to the nearest whole unit is 20 shares. The fractional shares totaling 0.24 shares will be cancelled.

Positive difference value between the total amount expected to be used to issue shares to pay dividends (calculated at par value of 10,000 VND/share) compared to the total value of the actual shares distributed to existing shareholders (calculated at par value of 10,000 VND/share) will be recorded under the Company's retained earnings.

14. Registration for custody and additional listing of newly issued shares. All shares issued for dividend distribution 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 the possible matters related to the issuance of shares for dividend distribution, including:

1. Proactively developing and providing explanations for the applications for share issuance to be submitted to the State Securities Commission. Simultaneously, taking proactive measures to revise the issuance plan and associated documentation as mandated by the State Securities Commission and other relevant authorities.

2. Making decision on selecting the cutoff date for shareholders' registration to exercise rights and the timing for implementing the issuance.
3. Completing essential procedures for executing the authorized issuance plan, which involve supplementing, revising, and finalizing documents submitted to the State Securities Commission to ensure legal compliance throughout the issuance process.
4. 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.
5. Amending articles related to charter capital, shares, and share certificates in the Company's Charter of Organization and Operations after completing the share issuance.
6. Carrying out supplementary registration and depositing at the Vietnam Securities Depository and Clearing Corporation (VSDC), and listing the additional shares on the Ho Chi Minh City Stock Exchange (HOSE) for the entire number of common shares issued according to the plan approved by the Shareholders' General Meeting and the Company's Board of Directors.
7. Carrying out business registration procedures with the Ho Chi Minh City Department of Planning and Investment upon completion of the issuance.
8. 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