

No...../TTr – HDQT DIC Corp

Vung Tau, date month year 2021

## **REPORT**

### ***Plan to issue additional shares to increase Charter Capital under the Employee Stock Ownership Plan (ESOP)***

#### **To: DIC Corp's General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and related documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and related documents;
- Pursuant to the Charter of Development and Investment Construction J.S Corporation;

The Board of Directors of Development and Investment Construction J.S Corporation submits to the General Meeting of Shareholders for consideration and approval of the issue of shares under the employee stock ownership plan of DIC Corp as follows:

#### **I. Issuance purpose:**

- Attract, create a strong attachment to enthusiastic, capable, experienced staff and employees.
- Link the labor productivity of employees with common interests and development of DIC Corp.
- Create motivation for employees to try to fulfill their tasks excellently, promote work efficiency, have conditions to continuously strive in the production development of DIC Corp, contribute to the stronger development of DIC Corp and thereby increase the value of shares that employees enjoy.
- Encourage and enhance the roles, responsibilities and rights of employees in DIC Corp.
- Supplement of working capital for business activities of DIC Corp.

#### **II. Plan to issue shares to increase charter capital:**

Issue shares under the employee stock ownership plan (ESOP) of DIC Corp.

##### **a) Issuing subjects and selection criteria:**

- Managers and employees of DIC Corp have a record of contributing to the development of DIC Corp. In which, priority is given to key staff.



- Specific criteria and list of employees: Assign DIC Corp's Board of Directors to select and ensure that the issue of shares meets the regulations on foreign ownership ratio in case of issuing shares to employee, who is a foreign investor.

**b) Issuance plan:**

- Total maximum number of shares expected to issue is 15,000,000 shares (equivalent to 3.14% of outstanding shares of the enterprise). The specific number of ESOP issued will be authorized for DIC Corp's Board of Directors to decide.
- Par value of shares: 10,000 VND/share.
- Total value of issue according to par value: 150,000,000,000 VND.
- Issuing price: 15,000 VND/share.
- Total issuance value at expected issuing price: 225,000,000,000 VND.
- Type of shares: Ordinary shares, restricted to transfer according to ESOP regulations.
- Time of issue: Expected to be carried out in Quarter II of 2021 and/or Quarter III of 2021 after being voted for adoption by the General Meeting of Shareholders and approved by the State Securities Commission of Vietnam.
- Conditions of transfer: Shares issued to employees under the employee stock ownership plan, restricted to transfer for three years from the date of completion of the issue.
- The plan of share distribution is not registered to exercise the right to buy: In case the employee in the list refuses the right to buy shares, the General Meeting of Shareholders authorizes the Board of Directors to accumulate and distribute for employees in the company in a manner and in the right conditions for the issuing price not less than the price issued under the ESOP Regulations.

**III. Authorization approval:**

The General Meeting of Shareholders authorizes the Board of Directors of DIC Corp and the Legal Representative to decide on all issues related to the issuance, specifically:

- Initiatively formulate and explain documents applying for a securities issuance to the State Securities Commission of Vietnam and other functional agencies. At the same time, proactively adjust the issuance plan and other related documents at the request of the State Securities Commission of Vietnam and other competent authorities.
- Select the appropriate time to close the date of exercising the right and the time to implement the issue.
- Approve the time of stock issue, ESOP regulations, standards, list and number of employees' shares under the employee stock ownership plan;
- Determine the issuing price to ensure the balance between the purpose of the issue and the interests of shareholders;
- Handle the number of shares that employees give up their rights at the time of issue or after the issue, or are not qualified under ESOP regulations;
- Block and clear the number of ESOP shares in accordance with ESOP regulations of this issuance;



- Prepare registration documents for additional listing and registration for additional depository of additional issued shares: Carry out the procedures, work and choose the appropriate time to list additional shares at the Stock Exchange of Ho Chi Minh City (HSX) and register additional depository at the State Securities Depository of Vietnam (VSD) with the number of shares issued under the plan approved by the General Meeting of Shareholders after completing the issuance.
- Carry out the procedures to change business registration contents related to the change of charter capital according to the actual results of the issuance with competent state agencies after completing the issuance.
- Perform other related jobs..

The above is the plan to increase charter capital by issuing shares under the employee stock ownership plan of DIC Corp. The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and decision.

Best regards!

Recipients:

- As above;
- BOM (for reporting);
- Board of General Directors;
- Filing VP, TK.HDQT.

**FOR BOARD OF DIRECTORS  
CHAIRMAN**

**NGUYEN THIEN TUAN**

