

PROPOSAL

Re: Adjustment of share issuance plan to existing shareholders 2022

To: The Extraordinary General Meeting of Shareholders

- Pursuant to the Law on Enterprise No.59/2020/QH14 dated 17/06/2020 and related documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 and related documents;
- Pursuant to the Charter of Development Investment Construction Corporation;
- Business and investment plan in 2022.

The Annual General Meeting of Shareholders held on April 22, 2022 approved the plan to issue shares to existing shareholders in 2022, according to which DIC Group planned to issue 100 million shares at the price of VND 30,000/share to mobilize a maximum of about VND 3,000 billion for investment in Long Tan Tourist Urban Area Project. However, based on the current market price fluctuations of shares and to ensure the success of the share issuance target, the Board of Directors (BOD) would like to submit to the Extraordinary General Meeting of Shareholders (EGM) for approval the adjustment of the share issuance plan to existing shareholders as follows:

1. Name of share: Share of Development Investment Construction J.S.C
2. Type of share: Ordinary share
3. Par value: VND 10,000/share
4. Number of shares to be issued: **100.000.000 shares**
5. Exercise rate: 1.000 : 163,97
6. Total par value: VND 1,000,000,000,000
7. Issuance method: Share offering for existing shareholders according to the method of exercising right to buy.
8. Offering price: **VND 15.000/share**
9. Total expected value (excluding issuance costs): Up to VND 1,500,000,000,000
10. The rate of successful offering to use capital for project implementation: at least 70% of the total number of expected offering shares to implement the project.
11. Plan to deal with the number of odd shares: The number of issued shares will be rounded to the unit, the decimals fraction (if any) will be cancelled.
12. Plan to deal with unsold shares (if any):

The General Meeting of Shareholders authorizes the BOD to distribute the shares that existing shareholders do not buy to DIC Group shareholders or others in a reasonable manner with conditions not more favorable than those offered to existing shareholders and these shares will be restricted to transfer within 01 (one) year from the closing date of the offering. The distribution of unsold shares must comply with the provisions of Article 42 of Decree

155/2020/ND-CP dated December 31, 2020 of the Government and Article 195 of the Enterprise Law. Criteria for selecting the list of investors who are allocated unsold shares are specified in the Plan to issue shares to existing shareholders attached to this Proposal.

13. Subject to issue: Existing shares entitled on record date

14. Time of execution: Expected quarter IV/2022 – quarter I/2023. The specific executive time is assigned to the BOD to decide on the basis of the license/approval of the State agencies and market conditions.

15. Issuance purpose, plan to use capital from the offering: Investment in the Long Tan Tourist Urban Area Project.

16. All additionally issued shares will be additionally listed on Ho Chi Minh Stock Exchange and registered for additional deposit at Vietnam Securities Depository (VSD) in accordance with the law.

17. GMS authorize the BOD to:

- Select a specific issuance time and carry out necessary procedures related to completing the issuance plan, applying for offering permission and its implementation in accordance with the provisions of the Charter of DIC Group and current laws and ensuring the interests of shareholders;
- Approve the detailed issuance plan, supplementing and completing the contents of the issuance plan and/or amending the issuance plan when necessary to ensure the successful issuance or upon approval of the authority agency to ensure compliance with the provisions of law and the Charter of organization and operation of DIC Group (if any);
- Prepare a detailed capital use plan when implementing the issuance plan, including amending and supplementing the plan approved by the GMS or adjusting the allocation of proceeds from the offering for other uses capital to suit the production and business situation and the general development plan of DIC Group;
- Assign and authorize the BOD to approve the plan of issuing and distributing shares to ensure the issuance meets the regulations on foreign ownership ratio;
- Handle the unsold shares (including deciding on the list of subjects to be further distributed, deciding on the offering price and related contents), decide on the end of the offering. Plan to handle in case of the capital from the offering does not enough as expected;
- Approve contracts and other documents related to the offering;
- Carry out procedures to close the list of shareholders for the issuance. Complete the necessary procedures to increase the charter capital of DIC Group;
- Prepare documents, carry out necessary procedures to register securities and register for additional listing for the additional shares under the above plan;
- Carry out the procedures for adjusting the Certificate of Business Registration for the change in charter capital after the offering;
- Depend on each specific case, the BOD is authorized/assigned to the General Director to perform one or several specific tasks mentioned above;
- Balance and use the actual capital from the issuance for the right purposes in the issuance plan approved by the GMS and the BOD (as authorized), in accordance with the situation of production, business and investment activities of DIC Group. In case of adjustment of the



capital use purpose, the resolution of the BOD on the change of capital use purpose must be announced within the prescribed time as well as reported to the GMS at the nearest GMS;
(Details as the attached plan to issue shares to existing shareholders).

18. The plan to issue shares to existing shareholders according to the Proposal No: 04/TTr-DIC Group-HĐQT dated October 12, 2022 is substituted for the plan to issue shares to existing shareholders already approved by the Annual General Meeting of Shareholders on April 22, 2022.

Respectfully submitted to the EGM for consideration and approval.

Recipients:

- As above;
- DIC Group's Archives

**ON BEHALF OF THE BOD
CHAIRMAN
(signed)**

Nguyen Thien Tuan

(NOTICE: This Proposal is a translation of the Vietnamese language original for convenience purposes only, and in the event of any discrepancy, the Vietnamese language original shall prevail.)

