

PROPOSAL TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

“Re: The plans to increase charter capital in 2024 and plans of shares insurance to increase DIC Group’s charter capital in 2024”.

To: Annual General Meeting of Shareholders (AGM)

- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17, 2020 and guiding documents.
- Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019/11/2019 and guiding documents.
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 on detailing the implementation of a number of articles of the Law on Securities and guiding documents.
- Pursuant to the Charter of Development Investment Construction JSC (DIC Group).
- Pursuant to business and investment plan for 2024.

The Board of Directors (BOD) respectfully submits to the AGM for approval the plan to increase DIC Group’s charter capital in 2024 and share issuance plans, including: (i) Plan to offer shares to existing shareholders; (ii) Share issuance to pay 2023 dividend and to increase capital from owner’s equity; (iii) Share issuance under the Employee Stock Ownership Plan (ESOP) and (iv) Private placement plan, as follows:

I. SUMMARY OF CHARTER CAPITAL INCREASE PLAN IN 2024

1. Re-issuance information:

- Current charter capital: VND 6.098.519.950.000.
- Number of issued shares: 609.851.995 shares.
- Number of treasury shares: 0 shares.
- Number of outstanding shares: 609.851.995 shares.
- Number of shares before issuance: 609.851.995 shares.

2. Total number of shares expected to be issued: 410.492.598 shares.

- Offer shares to existing shareholders by exercising rights to buy shares: 200.000.000 shares.

- Share issuance to pay 2023 dividend and to increase capital from owner's equity: 30.492.598 shares, in which:
 - + Share issuance to pay 2023 dividend: 15.246.299 shares.
 - + Share issuance to increase capital from owner's equity: 15.246.299 shares.
- Share issuance under ESOP: 30.000.000 shares.
- Private placement: 150.000.000 shares.
- 3. Expected after-issuance information:
 - Number of treasury shares: 0 share.
 - Number of expected outstanding shares: 1.020.344.593 shares.
 - Expected charter capital after the issuance: VND 10.203.445.930.000.

II. INFORMATION OF SHARE ISSUER

1. Name of the issuer: Development Investment Construction JSC.
2. Name of shares: Shares of Development Investment Construction JSC.
3. Type of shares: Ordinary shares
4. Par value: VND 10.000/share.
5. Stock symbol: DIG.
6. Exchange floor: HOSE.
7. Total number of issued shares: 609.851.995 shares.
8. Number of treasury shares: 0 shares.
9. Total number of outstanding shares: 609.851.995 shares.
10. Charter capital after the issuance: VND 6.098.519.950.000.

III. PLAN TO OFFER SHARES TO EXISTING SHAREHOLDERS

1. Number of shares expected to be offered: Maximum 200.000.000 shares.
2. Type of shares: Ordinary shares
3. Total value of shares expected to be offered at par value: Maximum VND 2.000.000.000.000
4. Total expected value: Maximum VND 3.000.000.000.000.
5. Price: VND 15.000/share
6. Issued subjects: All existing shareholders whose names are on the list of shareholders on the record date issued by Vietnam Securities Depository and Clearing Corporation (VSDC).
7. Offering method: Offer shares to existing shareholders by exercising rights to buy shares.
8. Ratio of shares offered to total outstanding shares (at December 31,2023): 32,794%.
9. Expected rate of exercising rights: 1.000:327,94.



The AGM authorizes the BOD to determine rate of exercising rights base on the actual outstanding shares at the issuance time.

10. Rounding principle: the number of shares issued are rounded down to the unit.
For example: Shareholder A owns 1.000 shares on the record date. With the exercise rate of 1.000: 327,94, the number of shares that Shareholder A is entitled to buy is 327,94 shares. According to the principle of rounding down to the unit, Shareholder A is entitled to buy 327 shares.
11. Rights transfer: The purchase right owner can transfer his right to another party (one or more people) upon an agreement. The purchase right can just be transferred 01 (one) time within a specified time. The transferred rights cannot be transferred to a third party.
12. Plan for handling remaining undistributed shares (if any):

The remaining undistributed shares include:

- The remaining shares were not fully subscribed (did not register, did not pay to by shares,...).
- The odd-lot shares after rounding down to the unit when calculating share numbers existing shareholders having purchase rights.
- The difference in the number of shares arising between the number of offering shares (200.000.000 shares) and the number of actual shares issued according to the ratio of exercising rights.

The AGM authorizes the BOD to distribute the remaining undistributed shares to other investors in a reasonable manner and on terms no more favorable than those first offered to existing shareholders. The shares will be restricted from transfer within 01 (one) year from the completion date. The distribution of the remaining shares is enforced in accordance with the provisions of Article 42 - Decree of the Government No. 155/2020/NĐ-CP dated December 31, 2020 and Article 195 of 2020 Enterprise Law.

The AGM authorizes the BOD to decide a list of investors and the remaining shares to be allocated to each investor based on the following specific criteria:

- DIC Group's employees.
- Or other organizations/individuals with enough financial capacity (not limited to DIC Group's shareholders).
- Share ownership ratio of foreign investors at DIC Group in accordance with the law. Có tỷ lệ sở hữu CP của nhà đầu tư nước ngoài tại Tập đoàn DIC phù hợp với quy định của pháp luật.

13. Transfer restrictions:



- The shares may be freely transferred. CP chào bán thêm cho cổ đông hiện hữu được tự do chuyển nhượng.
- The remaining undistributed shares which are offered to other investors according to the BOD's decision will be restricted from transfer within 01 (one) year from the completion date.

14. Plan to the capital use from the issuance:

- Total amount of proceeds is expected to be a maximum of VND 3.000.000.000.000. The amount will be used as follows:

| No | Purpose | Estimated amount of allocation (dong) | Estimated time of capital use |
|--------------|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-------------------------------------------------------------|
| 01 | Pay all or part of the principal and interest payment obligations of DIC Group's bonds issued in 2021. | 900.000.000.000 | Quarter III- Quarter IV/2024 |
| 02 | Supplement investment capital to the Project: Cap Saint Jacques Complex – Phase 2&3, located at 169 Thuy Van, Ward 8, Vung Tau City. | 1.135.000.000.000 | Upon project progress (estimated in Quarter IV/2024 – 2025) |
| 03 | Supplement investment capital to the Project: Vi Thanh Commercial residential area – Ward 4, Vi Thanh City, Hau Giang Province. | 965.000.000.000 | Upon project progress (estimated in Quarter IV/2024 – 2026) |
| Total | | 3.000.000.000.000 | |

The AGM authorizes the BOD to make a detailed plan for using the proceeds to ensure compliance with the actual situation, project progress and general plan of DIC Group base on DIC Group's at the time of implementing the issuance.

- The minimum successful offering rate: 70% of the total number of shares expected to be offered..
- Plan to offset the shortfall in expected capital for project implementation in case the offering only achieves the minimum successful offering rate: DIC Group will consider and use individually or simultaneously the following solutions: Tập đoàn DIC sẽ cân nhắc và sử dụng riêng lẻ một cách tuần tự hoặc đồng thời các giải pháp như sau:
 - + Using its own capital;
 - + Supplement from bank loans;
 - + Looking for investors to contribute capital to the project;
 - + Bond issuance;
 - + Other solutions in accordance with the law.



- In case the successful offering rate does not reach at least 70% of the total number of shares expected to be offered (after the BOD has allocated the remaining undistributed shares), the share issuance to existing shareholders will be cancelled in accordance with the provisions of Point c – Clause 1 - Article 28 – Securities Law.
- 15. Foreign ownership ratio: Authorize the BOD to approve the issuance plan to ensure that the share issuance meets regulations on foreign ownership ratio.
- 16. Issuance time: Expected in 2024.
Assigns to the BOD to decide specific issuance time on the basis of compliance with licence/approval of State Agency and in accordance with market conditions.
- 17. The number of issued shares will be additionally registered at Vietnam Securities Depository and Clearing Corporation (VSDC) and listed at Ho Chi Minh Stock Exchange (HoSE) in accordance with the provisions of law.

IV. SHARE ISSUANCE PLAN TO PAY 2023 DIVIDEND AND INCREASE CAPITAL FROM OWNER’S EQUITY:

1. Number of shares expected to be issued: 30.492.598 shares, in which:
 - To pay 2023 dividend: 15.246.299 shares.
 - To increase charter capital from owner’s equity: 15.246.299 shares.
2. Type of shares: Ordinary shares
3. Total value of issued shares (par value): VND 304.925.980.000, in which:
 - Share issuance to pay 2023 dividend: VND 152.462.990.000.
 - Share issuance to increase capital from owner’s equity: VND 152.462.990.000.
4. Issued subjects: All existing shareholders whose names are on the list of shareholders on the record date issued by Vietnam Securities Depository and Clearing Corporation (VSDC) are allocated rights to receive dividend in shares and additional shares issued to increase capital from owner’s equity.
5. Issuance method: exercising rights, the rights are not allowed to transfer.
6. Expected rate of exercising rights:
 - Share issuance to pay dividend: 100:2,5 (01 share corresponds to 01 right. A shareholder who owns 100 rights will receive 2,5 new shares).
 - Share issuance to increase capital from owner’s equity: 100:2,5 (01 share corresponds to 01 right. A shareholder who owns 100 rights will receive 2,5 new shares).

The AGM authorizes the BOD to determine the rate of exercising rights based on the actual number of outstanding shares at issuance time.
7. Rounding principles and plan for handling fractional shares:



- Share issuance to pay dividend: To ensure the number of issued shares does not exceed the number of shares expected to be issued, the number of issued shares is rounded to the unit. The fractional shares after being rounded (if any) will be canceled.

For example: Shareholder A owns 100 shares on the record date to exercise the right. With the right exercise ratio of 100:2,5, Shareholder A is divided 2,5 shares of dividend. According to the above rounding principle, Shareholder A receive 2 shares and the fractional shares (0.5 shares) is canceled.

- Share issuance to increase capital from owner’s equity: To ensure the number of issued shares does not exceed the number of shares expected to be issued, the number of issued shares is rounded to the unit. The fractional shares after being rounded (if any) will be canceled.

For example: Shareholder A owns 100 shares on the record date to exercise the right. With the right exercise ratio of 100:2,5, Shareholder A is divided 2,5 shares of dividend. According to the above rounding principle, Shareholder A receive 2 shares and the fractional shares (0.5 shares) is canceled.

8. Sources of capital for the issuance:

- Share issuance to pay dividend: from the source of undistributed after –tax profit on December 31, 2023 in the audited 2023 financial statements.
- Share issuance to increase capital from owner’s equity: capital surplus and development investment funds on December 31, 2023 in the audited 2023 financial statements. The AGM authorizes the BOD to approve detailed capital sources from capital surplus and development investment fund.

9. Expected issuance time: in 2024. the BOD is assigned to decide the specific time after the State Securities Commission (SSC) approve the issuance.

10. Additional registration and listing: The issued shares will be additionally registered with VSDC and listed at HOSE in accordance with the provisions of law.

V. SHARE ISSUANCE UNDER EMPLOYEE STOCK OWNERSHIP PLAN (ESOP)

1. Number of shares expected to be issued: 30.000.000 shares.
2. Type of share: Ordinary share
3. Total value of issued shares at par value: VND 300.000.0000.000.
4. Total expected value of mobilized capital: maximum VND 450.000.000.000.
5. Ratio of number of expected issued shares/total number of outstanding shares (on December 31, 2023): 4,919%.
6. Issuance method: ESOP



7. Issuance purpose: Attract and retain highly skilled employees
8. Issued subjects:
 - Members of the BOD, BOM and employees of DIC Group at the time of making a list of participants.
 - The AGM authorizes the BOD to approve standards and the detailed list of participants, principles for determining the number of shares distributed to each subjects and executive time.
9. Offering price: VND 15.000/share.
10. Transfer restriction: ESOP shares are restricted from transferring at least 01 (one) year from the last date of the issuance.
11. Plan for handling shares unexercised the rights: in case an employee gives up his right to buy part or all of the number of allocated shares, the AGM authorizes the BOD to distribute to other employees with the price of VND 15.000/share. The redistributed shares are restricted from transferring within 01 (one) year from the completion date of the issuance.
12. Foreign ownership ratio: Authorize the BOD to approve the issuance plan to ensure that the share issuance meets regulations on foreign ownership ratio.
13. Plan for using capital from the issuance: supplement working capital to DIC Group's business activities.
14. Issuance time: Expected in 2024. The AGM assigns the BOD to decide specific issuance time after the issuance is approved by the SSC.
15. The issued shares will be additionally registered with VSDC and listed at HOSE in accordance with the provisions of law.

VI. PRIVATE PLACEMENT PLAN

1. Number of shares expected to be issued: Maximum 150.000.000 shares.
2. Type of shares: ordinary shares
3. Total value of issued shares at par value: Maximum VND 1.500.000.000.000.
4. Issuance method: private placement to professional securities investors
5. Offering price: Authorize the BOD to negotiate and decide the price for professional securities investors and to ensure the offering price is not lower than VND 20.000/share.
6. Issued subjects: professional securities investors
7. Investor criteria:
 - Investors (domestic or foreign individuals and organizations) meeting the criteria of professional securities investors in accordance with the provisions of law have strong financial potential and be willing to accompany DIC Group's development.



- Owning stock ownership ratio after the issuance in accordance with the provisions of law.
8. Number of offered investors: fewer than 100 investors. The AGM authorizes the BOD to identify professional investors and decide on the specific number of professional securities investors joining the issuance.
 9. List of the offered investors: the AGM authorizes the BOD to seek and decide a list of professional securities investors allowed to buy private offering shares; to determine the number of offered shares to each investor and the issuance time according to the law.
 10. Transfer restriction: the private placement shares are restricted from transfer within 01 (one) year from the completion date, excluding transferring between professional securities investors or complying with legally effective judgments and decisions of the Court, arbitrators' decisions or inheritance according to the provisions of law.
 11. Plan for handling unsold shares: The AGM authorizes the BOD to decide the number of remaining shares which are not registered and paid for by the investors to offer to other professional securities investors, which ensures the criteria and conditions on offering price approved by the AGM and is in accordance with the provisions of law.
 12. Plan for using capital from the issuance:
 - Total proceeds from the issuance are VND 3.000.000.000.000 (temporarily calculated based on the minimum offering price of VND 20.000/share) and are used as follows:

| No | Purpose | Estimated amount of allocation (dong) | Estimated time of capital use |
|--------------|-------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-------------------------------------------------------------|
| 01 | Supplement investment capital to the Project: Lam Ha Center Point residential area in Lam Ha Ward, Phu Ly City, Ha Nam Province. | 1.000.000.000.000 | Upon project progress (estimated in Quarter IV/2024 – 2025) |
| 02 | Supplement investment capital to the Project: Nam Vinh Yen new urban area (including components projects) in Vinh Yen City, Vinh Phuc Province. | 2.000.000.000.000 | Upon project progress (estimated in Quarter IV/2024 – 2025) |
| Total | | 3.000.000.000.000 | |

The AGM authorizes the BOD to prepare a plan for using the proceeds from the detailed issuance based on actual selling price negotiated with investors and



ensures compliance with DIC Group's business activities, project progress and its general development plan on the basis of actual DIC Group situation at the issuance time.

- Plan to offset the shortfall in expected capital for project implementation in case the offering does not raise enough money as expected: DIC Group considers and use individually or simultaneously following solutions:
 - + Supplement from bank loans;
 - + Looking for investors to contribute capital to the project;
 - + Bond issuance;
 - + Other solutions in accordance with the law.
- 13. Foreign ownership rate: Authorize the BOD to approve the issuance plan to ensure that the share issuance meets regulations on foreign ownership ratio.
- 14. Issuance time: expected in 2024 - 2025.

The AGM assigns the BOD to decide the specific issuance time on the basis of compliance with the written approval of the State Agencies and market conditions.
- 15. The issued shares will be additionally registered with VSDC and listed at HOSE in accordance with the provisions of law.

VII. PROCEDURE FOR SHARE ISSUANCE

Plans for share issuance are expected to be implemented in following order:

1. Offering shares to existing shareholders, paying 2023 dividend and issuing shares to increase capital from owner's equity are simultaneously implemented and a list of shareholders is finalized on the same record date.
2. Share issuance under ESOP.
3. Private placement.

The AGM assigns the BOD to implement the share issuance plans in the above expected order and to decide to change the issuance order in need.

VIII. CHARTER CAPITAL INCREASE AFTER THE SHARE ISSUANCE

Approves of registering DIC Group's charter capital increase with State Agencies in accordance with the provisions of law and adjusting its charter capital in the Business Registration Certificate corresponding to the total share value (par value) actually issued after the share issuance.

IX. AUTHORIZATION:

The AGM authorizes the BOD to decide all issues related to the share issuances, including but not limited to following contents:

1. To decide share issuance time, including: share offering to existing



- shareholders; share issuance to pay 2023 dividend and to increase capital from owner's equity; share issuance under ESOP; private placement and the issuance time. To approve registration dossiers for the issuances to the SSC.
2. To approve detailed share issuance plans, including supplementation, completion of the issuance plans' contents and/or issuance plan adjustment to ensure the success of the issuances or to implement according to State Agencies's opinions in accordance to the provisions of law and DIC Group's Charter (if any);
 3. To approve detailed plans for capital use including amending and supplementing plans approved by the AGM or adjusting payment order, distributing proceeds for purposes of using capital, which is suitable for business activities and DIC Group's general development plan; build solution plans in case the proceeds are not enough as expected;
 4. To approve plans to ensure the share issuances comply with the foreign ownership ratio rules;
 5. To approve contracts, documents and other documents related share issuances;
 6. To carry out necessary procedures related to share issuances, offering registers and issuance completion in accordance with regulations;
 7. To carry out procedures to finalize lists of shareholders for the issuances;
 8. For the plan to offer shares to existing shareholders: authorizes the BOD to decide to handle remaining undistributed shares (including decisions on a list of futher distributed objects, offering prices and other related contents) and to end the offering.
 9. For the plan to issue shares to increase owner's equity: authorizes the BOD to approve detailed capital sources from the share issuance from capital surplus and development investment fund.
 10. For share issuance under ESOP: authorizes the BOD to approve standards and detailed list of employees joining ESOP, principles for allocating share numbers to each objects; to promulgate regulations on share issuance under ESOP; to decide to handle remaining shares after allocation to employees; to release ESOP shares according to regulations and other issues related to the share issuance under ESOP.
 11. For plan to private placement: authorizes the BOD to negotiate with professional securities investors and to decide on offering price for each specific investor, which ensures interests of shareholders and DIC Group; to identify professional securities investors and number of participants; to approve a list of offered professional securities investors and to determine share numbers allocated to each investors and issuance time in accordance with law;



- to decide on a plan to handle remaining shares after private offering (if any);
12. To carry out procedures to adjust DIC Group's Business Registration Certificate, its Charter related to changes in charter capital after the issuance;
 13. To prepare documents and to carry out necessary procedures for registering securities and listing issued shares;
 14. To balance and use the proceeds as issuance purposes approved by the AGM and the BOD (as authorized) in accordance with DIC Group's business and investment activities. The AGM authorizes the BOD to approve changes in the plan for using capital after the issuance (including share issuance to existing shareholders and private placement) in need in accordance with the provisions of law and to report to the latest AGM on changes in capital use plan;
 15. Other issues related to the issuances;
 16. Upon specific cases, the BOD is allowed to authorize/assign to Permanent Vice Chairman or General Director to implement one or some specific task(s) mentioned above.

Respectfully submitted to the AGM for consideration and approval./.

ON BEHALF OF THE BOD

CHAIRMAN

Recipients:

- As above;
- BOD;
- BOM;
- Financial Dept.; Acc. Dept;
- Archived: AD.

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.)

