



TRACODI

No: 02/2018/TT-HĐQT-TCD

Ho Chi Minh City, 16 January 2018

PROPOSAL TO SHAREHOLDERS BY THE VOTE THROUGH POSTAL BALLOT

*Re: Amending and supplementing the Charter of Transport and Industry Development
Investment Joint Stock Company (TRACODI)
(which was amended and supplemented at its 6th session)*

**To: Shareholders of Transport and Industry Development Investment Joint Stock Company
(TRACODI)**

- Pursuant to the Law No 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on Enterprise on 26 November 2014;
- Pursuant to the Law No 70/2006/QH11 2006 passed by the National Assembly on 29 June 2006 on Securities; the Law No 62/2010/QH12 passed by the National Assembly on 24 November 2010 on amending and supplementing a number of articles of Law No 70/2006/QH11 on Securities;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by shareholders on 16 August 2017 (which was amended and supplemented at its 5th session);

Board of Directors of TRACODI kindly submits to the General Assembly of Shareholders to consider amending and supplementing a number of points in the Charter of TRACODI approved on 16 August 2017 as follows:

Based on actual situation and the current Charter of the Company, the reference of articles in the new Charter will be changed in accordance with revised chapters, articles, clauses, items which are in line with structure and articles as stipulated in the Law on Enterprise, details as follows:

1. Amendment to terms of the Charter:

No	Current terms	Amendment	Reasons
1	Article 2. Name, Form, Head Office, Legal Representative, Branch, Representative Office, Business Location and Duration of the Company		



	Article 2, Clause 4 4. The Chairman of the Board of Directors is the Legal Representative of the Company.	4. <i>The Chief Executive Officer is the Legal Representative of the Company.</i>	To meet the demand of management, operation of the Company
2	Article 3. The Company's objectives		
	Article 3, Clause 1	<ul style="list-style-type: none"> - To amend Clause 1 of Article 3 numbering the points will be changed from letters (alphabet character) to numbers. - To supplement following points in Clause 1 of Article 3: <ul style="list-style-type: none"> 38. <i>Architectural practice and related technical consultancy</i> 39. <i>Leasing of motor vehicles</i> 40. <i>Installing power (transmission) systems</i> <i>Details: installment of high-voltage power transmission lines of 500 kV, 220 kV substations</i> 41. <i>Exploiting wood</i> 42. <i>Producing plywood, veneer and other thin planks</i> <i>(not operated at Head office)</i> 43. <i>Producing woodwork used for construction</i> <i>(not operated at Head office)</i> 44. <i>Retail of other new commodities in specialized stores</i> <i>Details: Retail of fertilizers</i> 45. <i>Agency for small automobiles and other motor vehicles</i> 46. <i>Mining iron ores</i> <i>(not operated at Head office)</i> 47. <i>Mining uranium ore and thorium ore</i> <i>(not operated at Head office)</i> 48. <i>Mining other types of ore not containing metal</i> <i>(not operated at Head office)</i> 49. <i>Mining stone, sand, pebbles and clay</i> <i>(not operated at Head office)</i> 50. <i>Producing stockinet, knitted material and other non-weaved material</i> 51. <i>Producing carpets, mattresses and blankets (not operated at Head office)</i> 52. <i>Wholesale of cloth, garments and</i> 	According to the Proposal No 01/2018/TT-HĐQT-TCĐ dated 16 January 2018

- footwear (not operated at Head office)*
53. *Producing, transmitting and distributing electricity (not operated at Head office)*
54. *Wholesale of automobiles and other motor vehicles*
55. *Retail of small automobiles (under 12 seats)*
56. *Trade promotion (not operated in HCMC) (do not conduct explosive effects and do not use explosive, inflammable, chemical to make tools for performance, events, films)*
57. *Computer programming*
58. *Computer consultancy services and network administration*
59. *IT services and other services related to computers*
60. *Repair of computers and peripheral devices (mechanical processing, waste recycling processing, and electroplating which are not operated at Head office)*
61. *Data processing, hosting and related activities*
62. *Web portals*
Details: set up website.
63. *Other uncategorized specialized wholesale*
Details: wholesale of natural rubber latex, fertilizers (which are not operated at Head office). Wholesale of fertilizers, pesticides and chemicals used in agriculture.
64. *Producing animal feed, poultry feed and aquaculture feed (not operated at Head office)*
65. *Sale of spare parts and supporting parts of automobiles and other motor vehicles*
66. *Sale of motors and motorcycles*
67. *Sale of spare parts and supporting parts of motors and motorcycles*
68. *Maintenance and repair of automobiles and other motor vehicles (mechanical processing, waste recycling processing, and electroplating which are not operated at Head office)*
69. *Maintenance and repair of motors and*



		<p><i>motorcycles (mechanical processing, waste recycling processing, and electroplating which are not operated at Head office)</i></p> <p>70. <i>Uncategorized finance-assistant services</i></p> <p>71. <i>Agency, intermediary, auction</i> <i>Details: Agency, intermediary (excluding real estate)</i></p> <p>72. <i>Market research and surveying</i></p> <p>73. <i>Management consultancy (excluding financial, accounting, and legal consultancy services)</i></p>	
3	Article 10. Rights of ordinary shareholders		
	<p>Article 10, Clause 3</p> <p>3. A shareholder or a group of shareholders holding 10% or more ordinary shares for a consecutive period of six months or more will have additional rights as follows: ...</p> <p>e. Other rights provided in this Charter and the laws.</p>	<p>3. A shareholder or a group of shareholders holding 10% or more ordinary shares for a consecutive period of six months or more will have additional rights as follows: ...</p> <p>e. <i>To examine and extract the minutes and resolutions of BOD, semi-annual and annual financial statements in accordance with Vietnamese accounting forms and other reports of BOS.</i></p> <p>f. Other rights provided in this Charter and the laws.</p>	<p>In accordance with Clause 2, Article 114 of Law on Enterprise 2014.</p>
4	Article 23. Meetings, Council meetings and Committee meetings of BOD		
	<p>Article 23, Clause 6 (session), Item A</p> <p>6. The invitation for meeting of BOD must be sent to board members at least (03) three days prior to the date on which the meeting to be held, board members may refuse the invitation in writing and such refusal shall have retroactive effect. ...</p>	<p>6. The invitation for meeting of BOD must be sent to board members, <i>members of Supervisory Board</i> at least (03) three days prior to the date on which the meeting to be held, board members may refuse the invitation in writing and such refusal shall have retroactive effect. ...</p>	<p>In accordance with Clause 7, Article 153 of Law on Enterprise 2014</p>
5	Article 28. Board of Supervisors		

5.1	<p>Article 28, Clause 1</p> <p>1. Supervisory Board and its members have rights and obligations prescribed in Article 165 of the Law on Enterprise and this Charter, main rights and obligations as follows: ...</p> <p>j. To exercise other rights and obligations prescribed in this Charter and under Article 165, Article 166, Article 167, Article 168 and other provisions of the Law on Enterprise.</p>	<p>1. Supervisory Board and its members have rights and obligations prescribed in Article 165 of the Law on Enterprise and this Charter, main rights and responsibilities as follows: .</p> <p>j. <i>Supervisors have right to attend meetings of the Board of Directors and to discuss issues but not to vote.</i></p> <p>k. To exercise other rights and obligations prescribed in this Charter and under Article 165, Article 166, Article 167, Article 168 and other provisions of the Law on Enterprise.</p>	<p>In accordance with Clause 7, Article 153 of Law on Enterprise 2014</p>
5.2	<p>Article 28, Clause 4</p> <p>4. ... Supervisors shall elect (01) one of them to be the head of the Supervisory Board on the majority principle. The head of Supervisory Board must be a professional accountant. The rights and obligations of the head of Supervisory Board as follows: ...</p>	<p>4. ... Supervisors shall elect (01) one of them to be the head of the Supervisory Board on the majority principle. The head of Supervisory Board must be a professional accountant <i>and work on full-time basis in the Company</i>. The rights and obligations of the head of Supervisory Board as follows: ...</p>	<p>In accordance with Clause 2, Article 163 of Law on Enterprise 2014 & Clause 4, Article 20 of Decree No. 71/2017/ND-CP</p>

2. Effect of amendment:

- The remaining articles remain unchanged.
- The Charter of Transport and Industry Development Investment Joint Stock Company (which is amended and supplemented at its 6th session) shall take effect on the date the Resolution is signed.

Kindly submit to the General Assembly of Shareholders for consideration and approval.

Sincerely,

Recipients:

- Shareholders;
- Archive: BOD, BOS, BS Dept.

FOR AND ON BEHALF OF BOD

CHAIRMAN



Nguyễn Ho Nam

