



**TRACODI**

No. ....../2021/QD-HDQT-BCG

Ho Chi Minh City, November 30<sup>th</sup>, 2021

## DECISION

*Promulgating Regulation on organization, implementation and vote counting  
for the shareholders' approval in writing*

### BOARD OF DIRECTORS OF TRANSPORT AND INDUSTRY DEVELOPMENT INVESTMENT JOINT STOCK COMPANY (TRACODI)

- Pursuant to the Law on Enterprise No.59/2020/QH14 dated 17/06/2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No.54/2019/QH14 dated 26/11/2019 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by the annual General Meeting of Shareholders on 29/04/2021 by collecting the shareholders' approval in writing (16<sup>th</sup> amendment);
- Pursuant to Resolution No. 06/2021/NQ-DHDCD-TCD dated 11/2021 of the General Meeting of Shareholders by approval in writing in 30/11/2021;

## DECIDES

**Article 1.** To promulgate “**Regulation on organization, implementation and vote counting for the shareholders' approval in writing**” together with this Decision.

**Article 2.** This Decision takes effect as from the signing date.

**Article 3.** Members of the BODs, Executive Board, Leaders of the divisions, departments and underlying units; shareholders and employees of TCD shall be responsible for executing this Decision.

**Recipients:**

- As Article 3;
- Archives: Office of BODs

**ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**

*(Signed & sealed)*

**Nguyen Ho Nam**



*Ho Chi Minh City, November 30<sup>th</sup>, 2021*

**REGULATION ON ORGANIZATION, IMPLEMENTATION  
AND VOTE COUNTING FOR THE SHAREHOLDERS’  
APPROVAL IN WRITING OF TRANSPORT AND INDUSTRY  
DEVELOPMENT INVESTMENT JOINT STOCK COMPANY  
(TRACODI)**

**Article 1. Principles for the shareholders’ approval in writing**

1. Ensure principles of publicity, justice and democracy;
2. Comply with the Laws and the Company’s Charter;
3. Ensure all the shareholders’ interests

**Article 2. Purposes**

To ensure the shareholders’ approval in writing in compliance with the Laws and the Charter of Transport and Industry Development Investment Joint Stock Company.

**Article 3. Interpretations**

1. **Company** or **TCD** is Transport and Industry Development Investment Joint Stock Company.
2. **Shareholder** is the one who holds at least one share issued by TCD and named in the List of Shareholders at the last registration date to collect the shareholders’ approval in writing provided by Vietnam Securities Depository or who is legally authorized in writing and approved and granted login account by the Company to exercise the shareholder’s rights.
3. **Voting card for shareholders’ approval in writing** is the document issued by TCD and sent to the shareholders by post or express, or the shareholders download the document at TCD’s website, fills in and forwards to TCD.
4. **Voting card of shareholders’ approval in writing in the electronic form** is that the shareholder or his authorized representative selects options on the software on collection of shareholders’ approval in writing on the website in the electronic form.
5. **Online system** is application/ software system/ website that the Company uses to serve for online General Meeting and/ or electronic voting.
6. **Login information** includes Username/ID and Password in the Notice of collection of shareholders’ approval in writing that TCD sends to a shareholder or OTP sent to the shareholder’s phone or the authorized person’s phone number. Username/ ID and OTP are only granted to each shareholder or his authorized person.

7. **Time of opening online system** is the start time for a shareholder to sign in to the website for collection of the shareholders' approval, read documents and vote issues that the Company needs to collect opinions. Time of closing online system.
8. **Time of closing online system** is the time that the online system closes login and voting on the website for collection of the shareholders' approval.
9. **Abbreviations** have the following meanings: GMS: General Meeting of Shareholders; BODs: Board of Directors; and BOS: Board of Supervisors.

#### **Article 4. Subjects entitled to collect the shareholders' approval in writing**

1. Shareholders who hold TCD's voting shares in the registration list issued by Vietnam Securities Depository (VSD) in proportion to the time for collection of shareholders' approval.
2. Person who is legally authorized by a shareholder to represent the shareholder to exercise his rights in collection of shareholders' approval in writing.

#### **Article 5. Forms of voting**

1. A shareholder shall exercise his voting right in the writing form. For each content that the Company asks for shareholders' opinions, the shareholder shall select among three options in the ballot, or "Agree" or "Disagree" or "Abstain", then sign the ballot and send to by post or express to the address of the Company's Head Office. In case the shareholder is an organization, the ballot shall be signed by the legal representative and fixed a seal of such organization.

The shareholder can also scan and take a photo of the ballot and use his email to open the securities account, matching email as registered in the List of Shareholders that VSD makes, and send it to the Company's email at [ir@tracodi.com.vn](mailto:ir@tracodi.com.vn).

2. A shareholder shall exercise his voting right in the electronic form. The shareholder can access to website: [tcd.bvote.vn](http://tcd.bvote.vn). The shareholder shall use ID (identification card number, citizenship card number, corporate code and foreign investor code ...) and Password sent to the shareholder by the Company in the Notice of collection of shareholders' approval in writing or OTP sent to the shareholder's/ his authorized person's phone to exercise voting rights.

For each content that the Company asks for shareholders' opinions, the shareholder shall select among three options on the website interface, or "Agree" or "Disagree" or "Abstain", then press "Send" button to complete the voting. When the shareholder complete his voting, such shareholder shall not change his voting result.

3. Contents of the voting card for collection of shareholders' approval in writing must have full information as stipulated in Clause 3, Article 149 of the Law on Enterprise.
4. In case the shareholder sends the ballot by post to the Company but still signs in and vote in the electronic form, the electronic voting result shall be considered as such shareholder's voting result and the ballot sent to the Company by post and received by the Company prior to the closing time for receiving the ballot shall not be counted.

#### **Article 6. Rights and obligations of the shareholder or his authorized representative**

1. A shareholder has rights to give opinions (vote) or authorize another person to give opinions/ vote on all issues asked for collection shareholders' approval in writing by the Company.
2. Each shareholder named in the List of Shareholders at the last registration date shall receive a voting card for collection of shareholders' approval in writing from the Company by post or express to the shareholder's address registered in the List prepared by VSD. In case of not receiving the voting card, the shareholder can access to the Company's website at <https://www.tracodi.com.vn/quan-he-nha-dau-tu/thong-tin-co-dong> to download the documents and give opinions/ vote issues and send to the address of the Company's Head Office.
3. Giving opinions/ voting each issue asked for opinions by the Company shall be an obligation of all the shareholders in accordance with the Company's Charter.

#### **Article 7. Rights and obligations of the vote counting board**

1. The vote counting board includes 01 head, 01 supervisor and some members and is established by the Company's BODs. The head of the vote counting board is the Chairman of the Company's BODs and the supervisor is 01 member of the Company's BOS.
2. The vote counting board shall have right to establish an assistant unit to fulfill the board's duties.
3. The vote counting board shall have the following duties:
  - a. To instruct the shareholders for methods of login, voting and sending the vote to the Company;
  - b. To keep secret and confidential votes, voting results via email and voting results on the online system until the votes are counted.
  - c. To consolidate and report to the BODs and the BOS on voting results for issues asked for collection shareholders' approval in writing;
  - d. To consolidate the vote counting results and prepare the Minutes of vote counting according to the applicable regulations;
  - e. To deliver the Minutes of vote counting and votes to the BODs;
  - f. To coordinate with the BODs in considering and handling claims and complaints about voting results (if any);
  - g. To fulfill other assigned duties.
4. The Minutes of vote counting shall have full information as specified in Clause 5, Article 149 of the Law on Enterprise.

#### **Article 8. Regulations on validity/invalidity of the voting cards for shareholders' approval in writing**

1. A ballot shall be valid if:
  - The ballot is issued by TCD;
  - The ballot is sent by the Company to a shareholder or downloaded from the Company's website by the shareholder;
  - The ballot has signature and full name of the shareholder as an individual or signature of his legal representative and seal of the shareholder as an organization;
  - The ballot is not torn, crossed out, erased, corrected and changed the contents;

- Each content only has one of three options or “Approve” or “Disapprove” or “Abstain”;
  - Any content of the ballot that the shareholder has no option is considered to be voted as “Abstain”;
  - The ballot which is send in writing by the shareholder is received by the Company prior the closing time to count votes;
  - The ballot that the shareholder sends via email or exercises in electronic form is received by the Company prior the closing time to count votes.
2. A ballot shall be invalid if
- It is not issued by TCD;
  - The ballot has no signature of the shareholder as an individual and no signature and seal of the shareholder as an organization.
  - The ballot is crossed out, erased, corrected or added/ deleted contents;
  - The Company receives it after the closing time;
  - The ballot is prepared by the authorized person but not attached a certified Power of Attorney;
  - The ballot ticks 02 options or more for each issue asked for collection of shareholders’ opinions by the Company;
  - In a ballot, the issues asked for collection of shareholders’ opinions are independently voted. Invalidity of voting this issue shall not affect invalidity of other contents.
3. Invalid ballots shall not be included in the vote counting results.

**Article 9. Conditions to approve issues the shareholders’ approval in writing**

1. The issues shall be approved when total number of affirmative votes achieve 50% or more on the total number of the Company’s voting shares.
2. The voting cards for the shareholders’ approval in writing that are not sent to the Company via email or that the shareholders do not press “Send” button on the online system shall be considered to be invalid.

**Article 10. Disclosure of vote counting results**

1. The vote counting results are obtained in the valid voting forms, inclusive of voting in writing, via email and in electronic form.
2. The vote counting results obtained by collection of shareholders’ approval in writing and electronic form are disclosed by the Company’s BODs within 24 hours as from the closing date of vote counting.

**Article 11. Effect for implementation**

1. This Regulation includes 10 articles promulgated by TCD BODs on 30/11/2021 and takes effect in the collection of shareholders’ approval in writing in 2021 in accordance with the Resolution approved by the GMS through shareholders’ approval in writing.
2. The Chairman of the BODs and the vote counting board shall be responsible for executing the contents as specified in this Regulation.
3. The shareholders or their authorized representatives and relevant persons shall

exercise rights in accordance with this Regulation and other relevant documents.

**ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**

*(Signed & sealed)*

**Nguyen Ho Nam**