



**DRAFT**

**REGULATIONS ON NOMINATION, CANDIDACY AND  
ELECTION OF ADDITIONAL BOARD MEMBERS  
FOR THE TERM OF 2018-2023**

**APPROVED BY SHAREHOLDERS THROUGH POSTAL BALLOT  
COMMENCED IN NOVEMBER 2021**

- 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 Decree No.155/2020/ND-CP dated 31/12/2020 by the Government about guidelines on some articles of the Securities Law;
- Pursuant to the Circular No. 116/2020/TT-BTC dated 31/12/2020 of the Minister of Finance guiding a number of Articles on corporate governance of public companies;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by BOD on 15 July 2021 – according to the authorization by the General Meeting of Shareholder on 29 April 2021(which was amended and supplemented at its 16<sup>th</sup> session);

To elect additional board member for the term of 2018-2023 through collecting shareholders' opinion in writing in November 2021 of Transport and Industry Development Investment Joint Stock Company (TRACODI) in accordance with the current legal regulations of Vietnam and in compliance with the principles of fairness, publicity and democracy, to ensure the legal rights and interests of all shareholders, and submit to the General Meeting of Shareholders for approval the "*Regulations on nomination, candidacy and election of additional member for the term of 2018-2023*" as follows:

**I. Subjects and scope of application:**

1. This Regulations guide the order and procedures for nominating, standing as candidate and electing members of the Board of Directors for the term of 2018-2023 of the Transport and Industry Development Investment Joint Stock Company;

2. Shareholders, candidates participating in the nomination, candidacy and election of members of the Board of Directors and the Supervisory Board shall comply with this Regulation.

## **II. Regulations on nomination and candidacy for members of the Board of Directors:**

### **1. Number and term of members of the Board of Directors:**

- Number of members of the Board of Directors: **01 member**.
- Term of members of BOD elected is the remainder of the term of 2018-2023.

### **2. Conditions for candidates to join the BOD:**

The candidates to the Board of Directors must meet the provisions of law and Clauses 1, 2, Article 155 of the Enterprise Law, and Clause 4, Article 20 of the Company's Charter, specifically:

- Having full civil act capacity, not being subjects prohibited to manage the enterprise according to the provisions Clause 2, Article 17 of the Enterprises Law;
- Having the professional qualifications, experience in business management of the Company and may not be a Shareholder of the Company;
- Other standards as required by law (if any).

### **3. Conditions for nomination and candidacy:**

- Shareholders holding at least 5% of common shares for a continuative period of at least six months may accumulate their voting rights to nominate candidates to the Board of Directors (According to the list of shareholder of TRACODI finalized on **November 9th, 2021**, released by the Vietnam Securities Depository - Ho Chi Minh City Branch). Principles for nominating are as follows:

Shareholders or group of Shareholders who holds:

- 5% - 10% may nominate one (01) candidate;
  - 10% - 30% may nominate up to two (02) candidates;
  - 30% - 40% may nominate up to three (03) candidates;
  - 40% - 50% may nominate up to four (04) candidates;
  - 50% - 60% may nominate up to five (05) candidates;
  - 60% - 70% may nominate up to six (06) candidates;
  - 70% - 80% may nominate up to seven (07) candidates;
  - 80% - 90% may nominate up to eight (08) candidates.
- In case the number of candidates to the Board of Directors through the nomination and candidacy is unsatisfactory, the current Board of Directors may nominate additional candidates or organize to nominate according to the Regulations of the Company Management.

## **IV. Documents on nomination and candidacy as members of the Board of Directors:**

Documents on nomination and candidacy as member of the Board of Directors consist of:

- Application for nomination and candidacy to join the Board of Directors / Minutes of the meeting of the group of shareholders;
- Curriculum vitae declared by the candidate;
- Certified copies of ID card/family record book of permanent or temporary residence, qualifications certifying education and profession.

(Please download the nomination and candidacy form / Minutes of the meeting of the shareholder group and curriculum vitae by following the link:

<https://www.tracodi.com.vn/en-US/shareholder-information-1>).

#### **V. Location and deadline for receiving the documents of nomination and candidacy:**

To facilitate the organization of collecting solicitation of shareholders' written opinion and disclose information in accordance with the law, please fax, email or send documents on nomination and candidacy as members of the Board of Directors to the Organization Committee before **16:30 on November 16th, 2021** at:

**Transport and Industry Development Investment Joint Stock Company (TRACODI)**

89 Cach Mang Thang Tam, Ben Thanh Ward, District 1, Ho Chi Minh City

Contact: Ms. Nguyen Thi Anh Tuyet, Secretary of the Board of Directors

Tel: + 8428 38330314 / 0903988182

Fax: + 8428 38330317

Email: tuyet.nta@tracodi.com.vn

#### **VI. Principles for additional electing members of the Board of Directors:**

- The number of votes is calculated by the cumulative voting method, whereby each shareholder has the total number of votes entitled to correspond to the total number of representative shares multiplied by (x) the maximum number of elected members of the Board of Directors and Shareholders have the right to give all their voting rights to one or several candidates.

***Example of the principle of cumulative voting: The following examples are for the case of electing a member of the Board of Directors being 1 person and the candidate being 1 person.***

*Shareholder Nguyen Y is holding (including owning and authorized) 2,000 voting shares. When voting for members of the Board of Directors, the number of votes will be: **2.000 shares x 01 person = 2.000 votes.***

*Shareholder Nguyen Y can vote cumulatively by the following methods:*

- **Case 1:** *Shareholder Nguyen Y put all these 2.000 votes into the candidate (in the case below, all votes are given to Mr. Nguyen Van A):*

No.	Candidate's full name	Number of votes
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<i>1</i>	<i>Mr. Nguyen Van A</i>	<i>2.000</i>
	<b>Total votes</b> <i>(not to exceed 2.000 votes)</i>	<b>2.000</b>

- *Case 2: Shareholder Nguyen Y only use part of her votes for the candidate:*

<i>No.</i>	<i>Candidate's full name</i>	<i>Number of votes</i>
<i>1</i>	<i>Mr. Nguyen Van A</i>	<i>1.000</i>
	<b>Total votes</b> <i>(not to exceed 2.000 votes)</i>	<b>1.000</b>

- *Case 3: Shareholder Nguyen Y doesn't use her votes for the candidate:*

<i>No.</i>	<i>Candidate's full name</i>	<i>Number of votes</i>
<i>1</i>	<i>Mr. Nguyen Van A</i>	<i>0</i>
	<b>Total votes</b> <i>(not to exceed 2.000 votes)</i>	<b>0</b>

- The elected member of the Board of Directors is determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the specified number of members is reached.

## **VII. Validity:**

- Regulations on nomination, candidacy and additional election of members of the Board of Directors are sent to Shareholders to collect voting opinions of Shareholders.
- If the General Meeting of Shareholders approves at the rate of more than 50% of the total number of voting shares of the Company, it will have mandatory enforcement effect for all shareholders.

Kindly submit to shareholders for consideration and approval.

**ON BEHAFL OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**

*(Signed & sealed)*

**Nguyen Ho Nam**



*Ho Chi Minh City, November ....., 2021*

## **FORM OF NOMINATION/ CANDIDACY**

**Members of the Board of Directors of Transport and Industry Development  
Investment Joint Stock Company for the term of 2018-2023**

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

Name of shareholder: .....

ID Card/ Business Registration Certificate no.: ..... Date of issue: .....

Place of issue: .....

Address: .....

Currently holding: ..... shares, accounting for .....% of the total  
voting shares of Transport and Industry Development Investment Joint Stock Company.

Pursuant to the Regulations on nomination, candidacy and additional election the Members of  
the Board of Directors for the term of 2018-2023 and the Charter of Transport and Industry  
Development Investment Joint Stock Company (TRACODI), we respectfully nominate/stand  
the following candidates as members of the Board of Directors of Transport and Industry  
Development Investment Joint Stock Company (TRACODI) for the term of 2018-2023:

Ful name: Mr./ Mrs.....

Date of birth: ..... Place of birth:.....

Place of permanent residence: .....

ID Card/ Passport No.:..... Date of issue: ..... Place of issue: .....

Profession: .....

We assure that Mr./ Mrs..... are eligible to be nominated as a  
member of the Board of Directors in accordance with the Charter and Regulations of  
nomination, candidacy and election of members of the Board of Directors of Transport and  
Industry Development Investment Joint Stock Company (TRACODI).

We undertake to bear full responsibility for the accuracy and truthfulness of the attached  
documents and records and commit to fully comply with the provisions of the Company's  
Charter and Regulations of nomination, candidacy and election of members of the Board of  
Directors for the term of 2018-2023 of Transport and Industry Development Investment Joint  
Stock Company (TRACODI) at the General Meeting of Shareholders through Shareholders'  
approval in writing, November 2021.

Yours Sincerely,

**SHAREHOLDER**

*(Signature, full name, seal or signature of  
the legal representative for organization)*

**Attachments:**

- 1. Curriculum vitae of the candidate*
- 2. Valid copy of ID Card/Passport and  
qualifications certifying the candidate's  
education.*



*Ho Chi Minh City, November ....., 2021*

**MINUTES MEETING OF SHAREHOLDERS’ GROUP TO  
NOMINATE CANDIDATES TO THE BOARD OF DIRECTORS  
For the term of 2018 - 2023**

- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI);
- Pursuant to the Regulations on nomination, candidacy and additional election the Members of the Board of Directors for the term of 2018-2023 of Transport and Industry Development Investment Joint Stock Company (TRACODI);

Today, on..... at ....., we are the shareholders of Transport and Industry Development Investment Joint Stock Company, jointly holding ..... shares (in words:..... shares), accounting for .....% of the total voting shares of the Company, named in the list below:

No.	Name of Shareholder	ID Card/ Passport/ Business Registration Certificate No.	Place of permanent residence	Number of shares held/represent to hold	Signature
	<b>Total:</b>				

After consulting the Regulations on nomination and candidacy of the Company, we unanimously agree to nominate the following candidate as a member of Transport and Industry Development Investment Joint Stock Company for the term of 2018-2023 at the General Meeting of Shareholders through Shareholders’ approval in writing, November 2021 as follow:

Ful name: Mr./ Mrs.....  
 Date of birth: ..... Place of birth:.....  
 Place of permanent residence:.....  
 ID Card/ Passport No.:..... Date of issue: ..... Place of issue: .....  
 Education: ..... Profession: .....

We assure that Mr./ Mrs. .... are eligible to be nominated as a member of the Board of Directors in accordance with the Charter and Regulations of nomination, candidacy and election of members of the Board of Directors of Transport and Industry Development Investment Joint Stock Company.

We undertake to bear full responsibility for the accuracy and truthfulness of the attached documents and records and commit to fully comply with the provisions of the Company's Charter and Regulations of nomination, candidacy and election of members of the Board of Directors for the term of 2018-2023 of Transport and Industry Development Investment Joint Stock Company (TRACODI) at the General Meeting of Shareholders through Shareholders' approval in writing, November 2021.

At the same time, we agree to appoint:

Mr./Mrs.:.....

Place of permanent residence: .....

ID Card/ Passport No.: ..... Date of issue: ..... Place of issue: .....

Education: ..... Profession: .....

Acting as the representative of the group to do procedures of nomination according to the Regulations on nominating members of the Board of Directors of Transport and Industry Development Investment Joint Stock Company.

This Minutes is made at ....., on ..... /... .../2021 at .....

We assure for the truthfulness of our declaration and take full responsibility before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the attached documents.

Yours Sincerely,

**Attachments:**

- 1. Curriculum vitae of the candidate*
- 2. Valid copy of ID Card/Passport and qualifications certifying the candidate's education..*

**SHAREHOLDER**

*(Signature, full name, seal or signature of the legal representative for organization)*

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**  
**SOCIALIST REPUBLIC OF VIETNAM**  
**Độc lập – Tự do – Hạnh phúc**  
*Independence – Freedom – Happiness*

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**SƠ YẾU LÝ LỊCH**  
**CURRICULUM VITAE**

<b>1.</b>	Họ và tên / <i>Full name</i>		
<b>2.</b>	Giới tính / <i>Gender</i>		
<b>3.</b>	Ngày sinh / <i>Date of birth</i>		
<b>4.</b>	Nơi sinh / <i>Place of birth</i>		
<b>5.</b>	Số CMND (hoặc số hộ chiếu)/ <i>ID card No. (or Passport No.)</i> ; Ngày cấp/ <i>Date of issue</i> ; Nơi cấp/ <i>Place of issue</i> :	Số:	Ngày cấp:
		Nơi cấp:	
<b>6.</b>	Quốc tịch / <i>Nationality</i>		
<b>7.</b>	Dân tộc / <i>Ethnic</i>		
<b>8.</b>	Địa chỉ thường trú / <i>Permanent residence</i>		
<b>9.</b>	Số điện thoại / <i>Telephone number</i>		
<b>10.</b>	Email / <i>Email</i>		
<b>11.</b>	Trình độ chuyên môn / <i>Qualification</i> Từ/ <i>from</i> ..... đến/ <i>to</i> ..... Từ/ <i>from</i> ..... đến/ <i>to</i> .....		
<b>12.</b>	Quá trình công tác / <i>Employment History</i>	Tổ chức/ <i>Organization:</i>	Chức vụ/ <i>Position:</i>
	Từ/ <i>from</i> ..... đến/ <i>to</i> .....		
	Từ/ <i>from</i> ..... đến/ <i>to</i> .....		
	Từ/ <i>from</i> ..... đến nay/ <i>to present</i>		
<b>13.</b>	Chức vụ hiện nay tại tổ chức là đối tượng công bố thông tin / <i>Current position in an institution subject to information disclosure</i>		



	<i>Rules</i>	
<b>14.</b>	Các chức vụ hiện đang nắm giữ tại tổ chức khác / <i>Positions in others companies</i>	
<b>15.</b>	Số CP nắm giữ: ....., chiếm ....% vốn điều lệ / <i>Number of shares in possession..... , accounting for ....% of registered capital</i>	Không / <i>None</i>
	Trong đó / <i>Of which</i> - Đại diện (tên tổ chức là Nhà nước/cổ đông chiến lược/tổ chức khác) sở hữu: <i>Possession on behalf of (State/strategic investor/other institution)</i>	Không / <i>None</i>
	- Cá nhân sở hữu/ <i>Possess for own account</i>	Không / <i>None</i>
<b>16.</b>	Các cam kết nắm giữ (nếu có) / <i>Other commitment of holding shares (if any)</i>	Không / <i>None</i>
<b>17.</b>	Danh sách người có liên quan của người khai / <i>List of related persons of declarant</i>	

STT No.	Tên cá nhân/tổ chức/ <i>Name of individual/ institution of related person</i>	Số CMND/Hộ chiếu (đối với cá nhân) hoặc Số GCN đăng ký doanh nghiệp, Giấy phép hoạt động hoặc giấy tờ pháp lý tương đương (đối với tổ chức), ngày cấp, nơi cấp/ <i>Number of ID or Passport (for individual) or Number of Business Registration, License of Operation or equivalent legal documents (for institution), date of issue, place of issue</i>	Số lượng CP/CCQ nắm giữ, tỷ lệ sở hữu trên vốn điều lệ của công ty đại chúng, quỹ đại chúng (nếu có)/ <i>Number of shares/fund certificates in possession, ownership rate of registered capital of the public company, public fund (if any)</i>	Mối quan hệ/ <i>Relationship</i>
17.1		ID: Date of issue: Place of issue:	0	Cha ruột

		Permanent residence:		
17.2		ID: Date of issue: Place of issue: Permanent residence:	0	Mẹ ruột
17.3		ID: Date of issue: Place of issue: Permanent residence:	0	Vợ/Chồng
17.4		ID: Date of issue: Place of issue: Permanent residence:		Con
17.5		ID: Date of issue: Place of issue: Permanent residence:		Con
17.6		ID: Date of issue: Place of issue: Permanent residence:		Anh/Chị/Em ruột
17.7		ID: Date of issue: Place of issue: Permanent residence:		
17.8				
17.9				
17.10				

<b>18.</b>	Lợi ích liên quan đối với công ty đại chúng, quỹ đại chúng (nếu có)/ <i>Related interest with public company, public fund (if any)</i>	Không / <i>None</i>
<b>19.</b>	Quyền lợi mâu thuẫn với công ty đại chúng, quỹ đại chúng (nếu có)/ <i>Conflict interest with public company, public fund (if any)</i>	Không / <i>None</i>

Tôi cam đoan những lời khai trên đây là đúng sự thật, nếu sai tôi xin hoàn toàn chịu trách nhiệm trước pháp luật / *I hereby certify that the information provided in this CV is true and correct and I will bear the full responsibility to the law.*

TP. Hồ Chí Minh, ngày ..... tháng ..... năm 2021

*Ho Chi Minh City, ..... 2021*

**Người khai/ Declarant**

*Ký, ghi rõ họ tên/ Sign and write full name*