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*HCM City, August 2<sup>nd</sup> 2022*



**DRAFT**

No: ...../2022/QĐ-HĐQT-TCD

### ***DECISION***

***Promulgating Regulations on organization, execution and vote counting for  
shareholders' opinions through postal ballot***

**BOARD OF DIRECTORS  
TRANSPORT AND INDUSTRY DEVELOPMENT INVESTMENT JOINT  
STOCK COMPANY**

- Pursuant to the Law on Enterprise No.59/2020/QH14 dated June 17<sup>th</sup>, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No.54/2019/QH14 dated November 26<sup>th</sup>, 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 BODs on April 27<sup>th</sup>, 2022 – according to the authorization by the General Meeting of Shareholder on November 2021 (amended and supplemented at its 20<sup>th</sup> session);
- Pursuant to Resolution No. 06/2022/NQ-DHDCD-TCD dated August 2<sup>nd</sup>,2022 of the General Meeting of Shareholders by opinion through postal ballot in July 2022;

### **APPROVED**

Article 1. Promulgating “**Regulation on organization, execution and vote counting for the Postal Ballot Form**” together with this Decision.

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

Article 3. Members of the BODs, Executive Board, Leaders of the divisions, departments and underlying units; shareholders and employees of Transport and Industry Development Investment Joint Stock Company shall be responsible for executing this Decision.

**Recipients:**

- As Article 3;
- Archived: Office of BODs

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

*(signed & sealed)*

**Nguyen Thanh Hung**



TP. Hồ Chí Minh, ngày 02 tháng 08 năm 2022  
HCM city, August 2<sup>nd</sup> 2022

**REGULATION ON ORGANIZATION, EXECUTION AND  
VOTE COUNTING FOR THE COLLECTING  
SHAREHOLDERS'S OPINION THROUGH POSTAL BALLOT  
OF TRANSPORT AND INDUSTRY DEVELOPMENT  
INVESTMENT JOINT STOCK COMPANY**

**(Promulgating together with Decision No. ..../2022/QĐ-HĐQT-TCD dated  
August 2<sup>nd</sup>, 2022 of the Chairman of BODs Tracodi)**

**Article 1. Principles for the shareholder's opinion through postal ballot**

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 shareholder's opinion through postal ballot in compliance with the Laws and the Charter of Transport and Industry Development Investment Joint Stock Company.

**Article 3. Interpretations**

1. **Company** or **TCD** or **TRACODI**: 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 shareholder's opinion through postal ballot provided by Vietnam Securities Depository or who is legally authorized through postal ballot and approved and granted login account by the Company to exercise the shareholder's rights.
3. **Postal Ballot Form** 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. **Electronic Ballot Form**: is that the shareholder or his authorized representative selects options on the software on collection of shareholders' opinion through postal ballot 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' opinion through postal ballot 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' opinion, read documents and vote issues that the Company needs to collect opinions.
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' opinion.
9. **Abbreviations have the following meanings:** GMS: General Meeting of Shareholders; BODs: Board of Directors; and BOSSs: Board of Supervisors.

**Article 4. Subjects entitled to collect the shareholders' opinion through postal ballot.**

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' opinion.
2. Person who is legally authorized by a shareholder to represent the shareholder to perform his rights in collection of shareholders' opinion through postal ballot.

**Article 5. Forms of voting**

1. A shareholder shall perform his voting right in writing. For each content that the Company asks for shareholders' opinions, the shareholder shall select among three options in the ballot, or "In favor" or "Against" or "Abstention", 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 perform his voting right in the electronic ballot form: The shareholder can access to website: **tcd.bvote.vn**. The shareholder shall use ID (identification card number, citizenship card number, corporate code and foreign investor code ...) and Passport sent to the shareholder by the Company in the Notice of collection of shareholders' opinion through postal ballot 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 shareholders shall select among three options on the website interface, or "In favor" or "Against" or "Abstention", then press "Send" button to complete the voting. When the shareholder completes his voting, such shareholder shall not change his voting result.

3. Contents of the ballot form for collection of shareholders' opinion through postal ballot 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' opinion through postal ballot by the Company.
2. Each shareholder named in the List of Shareholders at the last registration date shall receive a ballot form for collection of shareholders' opinion through postal ballot 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 postal ballot form, the shareholder can access to the Company's website 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 BOSs.
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 has 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' opinion through postal ballot;
  - 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. Minutes shall have full information as specified in Clause 5, Article 149 of the Law on Enterprise.

**Article 8. Regulations on validity, invalidity of the postal ballot form**

1. Postal ballot shall be valid if:

- Postal ballot is issued by TCD;
  - Postal ballot is sent by the Company to a shareholder or downloaded from the Company's website by the shareholder;
  - Postal 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;
  - Postal ballot is torn, crossed out, erased, corrected and changed the contents;
  - Each content only has one of three options or "In favor" or "Against" or "Abstention";
  - Any content of the ballot that the shareholder has no option is considered to be voted as "Abstention";
  - Postal ballot which is sent through postal ballot by the shareholder is received by the Company prior the closing time to count votes;
  - Postal 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. Postal ballot form shall be deemed invalid if:
- Postal ballot is not issued by Transport and Industry Development Investment Joint Stock Company;
  - Postal ballot has no signature of the shareholder as an individual and no signature and seal of the shareholder as an organization;
  - Postal vote statement is modified, erased, corrected or added/ deleted contents;
  - Postal ballot received after deadline;
  - Postal ballot is prepared by the authorized person but not attached a certified Power of Attorney;
  - Mark in 02 boxes or more for all items;
  - 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. Postal ballot form is deemed invalid and your vote isn't counted.

**Article 9. Conditions to approve issues of the shareholders' opinion through postal ballot**

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 ballot form is 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 results**

1. The results are obtained in the valid voting forms, inclusive of voting through postal ballot, via email and in electronic ballot form.
2. The vote counting results obtained by collection of shareholders' opinion through postal ballot 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 execution**

1. This Regulation includes 11 articles promulgated by TCD BODs on August 2<sup>nd</sup> 2022 and takes effect in the collection of shareholders' opinion through postal ballot in 2022 in accordance with the Resolution approved by the GMS through Po
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.

**TM. HỘI ĐỒNG QUẢN TRỊ  
CHỦ TỊCH  
ON BEHALF OF THE BOARD OF  
DIRECTORS CHAIRMAN**

*(signed & sealed)*

**Nguyen Thanh Hung**