



Ho Chi Minh City, 26 November 2020

No.: 28/2020/TTĐH-HĐQT-TCĐ

PROPOSAL

TO SHAREHOLDERS BY THE VOTE THROUGH POSTAL BALLOT

For: Amendments to the Internal Regulations on Corporate Governance at Transport and Industrial Development Investment Joint Stock Company (TRACODI) (which is amended and supplemented at its 2nd 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 Government's Decree No. 71/2017/ND-CP dated 06/06/2017 regarding the corporate governance applicable to public companies;
- Circular No. 95/2017 / TT-BTC dated September 22, 2017 of the Ministry of Finance on guidelines for a number of articles of the Government's Decree No. 71/2017/ND-CP dated 06 June, 2017 regarding the corporate governance applicable to public companies;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) passed by BOD (under Appointment of Proxy of the AGMs on 20 May 2020) on 16 September 2020 (which was amended and supplemented at its 12th session);
- Pursuant to the Internal Regulations on Corporate Governance at Transport and Industrial Development Investment Joint Stock Company (TRACODI), which was approved on 20 May 2020 (which was amended and supplemented at its 1st session);

The Board of Directors of TRACODI kindly proposes to the General Shareholders' Meeting to consider the amendments and supplements of the internal regulations on corporate governance of TRACODI Company (which was amended and supplemented at its 1st session) as follows:

1. Items to be amended, supplemented:

No.	Contents of the current Regulations	The contents of the Regulations to be amended and supplemented	Reasons for amendments, supplements, or abolition
1	Article 24. Ethics and conflict of interests of board members, supervisory members, CEO, and other managers		

No.	Contents of the current Regulations	The contents of the Regulations to be amended and supplemented	Reasons for amendments, supplements, or abolition
	Article 24, Clause 4: 4. The Company must not grant loans or guarantee to members of the Board of Directors, members of the Supervisory Board, CEO, and their related persons that are individuals, unless otherwise decided by the General Meeting of Shareholders.	Article 24, Clause 4: 4. The Company must not grant loans or guarantees to members of the Board of Directors, members of the Supervisory Board, CEO, other managers <i>and individuals and organizations related to members mentioned above, except where (i) the Company and organization related to this member are companies in the same group or companies operating in groups of companies, including holding company – subsidiaries company, economic groups; (ii) the transaction must be approved by the General Meeting of Shareholders; (iii) The relevant law specifies otherwise.</i>	To comply with Clause 3, Article 26 in Decree 71.
2	Article 25. Transactions with related persons		
	Article 25, Clause 3: 3. The Company shall implement necessary measures to prevent shareholders and related persons from conducting transactions causing any losses of capital, assets or other resources of the company. The Company must not provide loans or guarantees to its shareholders and related persons.	Article 25, Clause 3: 3. <i>The Company shall apply necessary measures to prevent shareholders and related persons from carrying out transactions resulting in loss of capital, assets or other resources of the company.</i>	To comply with Clause 3, Article 25 in Decree 71.

2. Validity of the Amendments and Supplements Regulation:

- The remaining terms are kept unchanged.
- Internal regulations on corporate governance at Transport and Industrial Development Investment Joint Stock Company (amended and supplemented as its 2nd sessions) takes effect from the date when the Resolutions has approved by shareholder's votes through postal ballot.

Kindly submit to shareholders for consideration and approval.

Yours sincerely,

Recipients:

- The AGM;
- Archived: BOD, BS Dept.

**FOR AND ON BEHALF OF BOD
CHAIRMAN**

(signed & sealed)

Nguyen Ho Nam