



Ho Chi Minh City, 4 June 2020

ANNUAL GENERAL MEETING REGULATIONS

- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated November 26, 2014 of the Socialist Republic of Vietnam;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (Tracodi);

*** Purposes:**

- Ensure the AGM will be held based on principles of publicity, equality, democracy and lawfulness;
- The regulations will facilitate organization and execution of Annual General Meeting 2020.

The Meeting Committee of the General Meeting of Shareholders of Transport and Industry Development Investment Joint Stock Company (Tracodi) reports to the 2020 Annual General Meeting of Shareholders for approval the Regulation as follows:

I. ORDER OF THE GENERAL MEETING OF SHAREHOLDERS

1. Seats will be arranged by the Meeting Committee; shareholders shall follow arrangement.
2. Shareholders should follow: no communicate in private, no using mobile phone during the Meeting, no smoking in the meeting room. Cell phones should be turned off or in vibrate mode.
3. Shareholders should maintain order until the Meeting ends.

II. VOTING RULES

1. Principles:
 - All issues of the agenda of the Meeting must be approved by voting.
 - Each shareholder or authorized representative, who attends at the Meeting, shall be given Voting Card, vote and ballot which show shareholder's code, shareholder's name and voting rights reflecting number of shares held.
2. Method of voting:
 - a. Voting card (green):

- Adoption of the Chairperson, secretary Committee and Voting Count Committee of the AGM; AGM Regulations; Agenda; Regulations on additional election of Independent Director of the Board, List of Nominees (if any), Minutes and Resolution of the Meeting and issues arising at the Meeting.
 - Shareholders shall vote by showing their Voting Cards and follow the instruction of the Chairman.
- b. Voting Ballot (yellow):
- Shareholders shall mark (x) or (✓) in the box for their choice/the answer they are voting for (excepting items included in Voting Card).
 - The vote are considerable invalid if:
 - Voting forms are not issued by the Meeting Committee;
 - Vote Ballot is modified, erased, or marked with symbols but not requested by the Chairman;
 - Vote statement is modified, erased, or marked with symbols;
 - Fail to provide signature of individual shareholder or signature of legal person in the form;
 - Shareholder does not mark in any box or mark in 02 boxes or more for 01 item
 - In a Vote, the issues required to approval must be independently voted. The invalidity of such vote will not affect the validity of other contents.
 - In case the shareholder vote wrongly or the vote is no longer intact, such shareholder may contact the Meeting Committee to re-issue the new vote and return the old Vote.
 - In case the shareholder who registered to attend the Meeting but due to important reasons cannot be present to the end of the Meeting, such shareholder must return the Vote cast to the Meeting Committee before leaving. If such shareholder does not return the Voting card to the Meeting Committee, the Vote Counting Committee will consider that the shareholder agrees on the issues that need to be consulted.
 - The voting time is counted from the time the Chairman or Head of the Vote Counting Committee announces the start of voting until no shareholders/shareholders' representatives vote in the ballot box.

III. SPEECH AT THE MEETING

1. Principles:

Shareholders attending the Meeting who want to speak must register to speak and obtain the consent of the Chairman.

2. Method of speech:

Shareholders shall speak briefly and focus on the content required to discuss, in accordance with the agenda of the Meeting approved. The Chairperson will arrange for shareholders to speak in the order of registration and answer questions of shareholders.

IV. DUTIES AND RIGHTS OF THE CHAIRPERSON

1. The Duties:

- Control the Meeting strictly according to the agenda and rules and regulations approved by the Meeting. The Chairman works on the principle of democratic centralism and decides by majority.
- Direct the Meeting to discuss and approve in writing in relation to issues of the Meeting's agenda and related issues during the Meeting.
- Handle any problems arising during the Meeting.

2. The Rights:

The Chairperson has the rights to:

- Require all participants to follow the inspection or other security measures.
- Request the competent body to maintain the Meeting's order; Expel attendant who fails to comply with regulations, intentionally disrupt the order or prevent the normal progress of the Meeting, etc.
- Postpone the General Meeting of Shareholders, in which the registered members are sufficient as stipulated, to another time or another place if:
 - ✓ Any participant intends to obstruct, disturb the Meeting's order or the Meeting will be happened in unfair and illegal condition.
 - ✓ Postponement is no more than three days from the scheduled date of the Meeting.

V. SECRETARIAT

1. Members:

The Chairperson shall appoint members for Secretariat and get approval from the AGM.

2. Responsibilities of the Secretariat:

- Record fully and honestly contents at the Meeting and issues approved by shareholders.
- Draft the Meeting minutes and resolutions on issues approved at the Meeting.
- Read and approve the Meeting Minutes and Resolutions on issues approved by the AGM before closure.

VI. ELIGIBILITY VERIFICATION COMMITTEE

1. Members:

Members of the Eligibility Verification Committee shall be appointed by the Meeting Committee.

2. Responsibilities:

- Examine and report the results of attending shareholders' eligibility verification.
- Inspect and compare the list of shareholders with the right to attend the Meeting and their presence.
- Submit to the Meeting the legality and conditions for conducting the Meeting.

VII. VOTE COUNTING COMMITTEE

1. Members:

Members of the Vote Counting Committee shall be appointed by the Chairperson and approved by the AGM.

2. Responsibilities:

- Count votes of the Meeting and report on the vote counting results to the Meeting.
- Sign the vote counting minutes.

The Regulations are presented at the Annual General Meeting 2020 of Tracodi and ratified when approved by 65% of the voting shares.

The General Meeting of Shareholders will approve by showing your voting card.

**FOR AND ON BEHALF OF
THE MEETING COMMITTEE
HEAD OF COMMITTEE**

(signed & sealed)

Nguyen Thanh Hung