



Ho Chi Minh City, dated May 6, 2020

No.: 07/2020/BC-BKS-TCD

PROPOSAL

COLLECTION OF SHAREHOLDERS' OPINION THROUGH POSTAL BALLOT

Re: Amending and supplementing a number of points in the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) (which is amended and supplemented at its 11th 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 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 Government's Decree No. 71/2017 / ND-CP on 6 June 2017 providing guidance on 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 June 06, 2017 guidance on corporate governance at the public companies;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by shareholders on 11 November 2019 (which is amended and supplemented at its 10th session);

Board of Directors of TRACODI kindly submits to the General Assembly of Shareholders to consider amending and supplementing a number of points in the Charter of TRACODI approved on November 11, 2019 as follows:

Based on actual situation and the current Charter of the Company, the reference of articles in the new Charter will be changed in accordance with revised chapters, articles, clauses, items which are in line with structure and articles as stipulated in the Law on Enterprise, details as follows:

1. Amendment to terms of the Charter:

NO.	Current terms	Amendments	Reasons
1	Article 3. The Company's objectives		



NO.	Current terms	Amendments	Reasons
	<p>Article 3, Clause 38: Related architectural and technical consultancy activities.</p>	<p>Related architectural and technical consultancy activities. <i>Code of business line: 7110</i> <i>Details:</i> - <i>Designing structural works, designing architectural structures, designing mechanical and electrical systems for civil and industrial works, technical infrastructure systems.</i> - <i>Design of construction works.</i> - <i>Designing interior and exterior for construction works.</i> - <i>Designing, supplying, installing equipment and construction of solar power, wind power, works related to sewage and clean water treatment.</i></p>	<p>Meeting specific conditions in case of bidding for construction works with state capital.</p>
2	<p>Article 17. Conditions for conducting the General Shareholders' Meeting and making the minutes of the General Shareholders' Meeting</p>		
		<p>Article 17, Clause 17: <i>The General Shareholders' Meeting will approve decisions within its authority by voting at the meeting or collecting opinions in writing or via electronic voting. The company may use computer programs, software, and information technology services in voting to facilitate shareholders.</i></p>	<p>In accordance with the Regulations on e-voting.</p>
3	<p>Article 18. Authorization and procedures for collecting opinions in writing in order to approve a resolution of the General Shareholders' Meeting</p>		

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NO.	Current terms	Amendments	Reasons
	<p>Article 18, Clause 1, Point b</p> <p>b. The level of dividends to be paid annually for each type of shares are in accordance with the Enterprise Law and the rights related to that type of shares. <i>This dividend rate is not higher than the level proposed by the Board of Directors after consulting with Shareholders at the General Shareholders' Meeting;</i></p>	<p>b. The level of dividends to be paid annually for each type of shares are in accordance with the Enterprise Law and the rights attached to that type of shares. <i>The Board of Directors is responsible for proposing specific dividends when consulting in the General Shareholders' Meeting.</i></p>	
4	Article 20. Members and terms		
	<p>Article 20, Clause 2, Point c</p> <p>c. A member of the Board of Directors of a company may also be a member of the Board of Directors of other companies.</p>	<p>c. A member of the Board of Directors of a company may also be a member of the Board of Directors of other companies <i>but must not exceed 05 (five) companies.</i></p>	<p>In accordance with the provisions of Clause 3, Article 12 of Decree 71/20017 / ND-CP on Guidelines of Public Corporate Governance.</p>
	<p>Article 20, Clause 5</p> <p>5. The Board of Directors may appoint another temporary member into the Board of Directors to replace the vacancy and this new member must be approved at the General Shareholders' Meeting right thereafter. After being approved by the General Shareholders' Meeting, the new member is considered to be effective on the date of appointment by the Board of Directors. The term of the new member of the Board of Directors shall be counted from the effective date of the appointment to the end of the Board of Directors' term. In case a new member is not approved by the General Shareholders' Meeting, all decisions of the Board of Directors until before</p>	<p>Abolishing Clause 5, Article 20</p>	<p>This content is prescribed under the guidance in Circular 121/2012 / TT-BTC and is currently no longer in effect and no longer compliant with Decree 71/2017 / ND-CP.</p>

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NO.	Current terms	Amendments	Reasons
	the time of the General Shareholders' Meeting with the participation of voting from members of the Board of Directors are still considered valid.		
5	Article 48. Supplements and amendments to the Charter		
	Any supplements or amendments to this Charter must be made in the form of a proposal for approval at the General Shareholders' Meeting when there is at least sixty-five (65) % or more of the total number of votes from present Shareholders agrees to the yes in person. In case there are the legal provisions related to the Company's activities not mentioned in this Charter or in case new legal provisions are different from those of this Charter, such legal provisions shall be automatically applied and govern the operation of the Company.	<ol style="list-style-type: none"> 1. <i>The amendments and supplements of this Charter must be considered and decided by the General Shareholders' Meeting.</i> 2. <i>In case there are the legal provisions related to the operation of the Company not mentioned in this Charter or in case new legal provisions are different from those in the Charter, such legal provisions shall be automatically applied and govern the operation of the Company.</i> 	In accordance with the content of allowing the amendment of the charters by collecting written opinions as well as the provisions on amendment of the charter prescribed in Circular 95/2017 / TT-BTC (Model Charter - Article 56).

2. Validity of the Amendments and Supplements:

- The remaining articles keep unchanged.
- The Charter of Transport and Industry Development Investment Joint Stock Company (which is amended and supplemented at its 11th session) shall take effect on the date the Resolution of the General Shareholders' Meeting are approved via the form of collecting shareholders' opinions in writing.

Kindly submit to shareholders for consideration and approval.

Kind regards,

Recipients:

- The GM;
- Archived: BOD, BS Dept

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



Nguyen Ho Nam