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# **E-VOTING INSTRUCTIONS REGULATION**

**AT**

**TRANSPORT AND INDUSTRY DEVELOPMENT  
INVESTMENT JOINT STOCK COMPANY  
(TRACODI)**

TRANSPORT AND INDUSTRY DEVELOPMENT  
INVESTMENT JOINT STOCK COMPANY



**TRACODI**

No.: ...../2020/QĐ-HĐQT-TCD

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom - Happiness**

*Ho Chi Minh City, May 20, 2020*

**DRAFT**

## **DECISION**

*Ref. Promulgating the E-voting Instructions Regulation*

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

- Pursuant to the Securities Law No. 70/2006/QH11 dated June 29, 2006 of the National Assembly; Law amending and supplementing some articles of the Securities Law No. 62/2010/QH12 dated November 24, 2010;
- Pursuant to the Decree No. 71/2017/ND-CP dated June 06/2017 of the Government guiding the corporate governance applicable to public companies;
- Pursuant to the Circular No. 155/2015/TT-BTC dated October 6, 2015 of the Ministry of Finance guiding the information disclosure on the stock market;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) passed by shareholders on 11 November 2019 (which was amended and supplemented at its 10<sup>th</sup> session);
- Pursuant to the Resolution of the General Meeting of Shareholders ratified in the form of Approval in writing in May 2020;

## **DECIDED**

**Article 1.** To promulgate together with this Decision the “**Regulations on E-voting**”.

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

**Article 3.** Members of the Board of Directors, Executive Board, Leaders of Divisions, Departments, and subsidiaries; Shareholders, officials and employees of TRACODI shall implement this Decision.

**Recipient:**

- As Article 3;
- Archived: BOD Office.

**FOR AND BEHALF OF THE BOD**  
**CHAIRMAN**

**Nguyen Ho Nam**

## CHAPTER I GENERAL PROVISIONS

### **Article 1. Application scope and subject**

The Regulation regulates the e-voting of shareholders at the annual/extraordinary General Meeting of Shareholders or when getting shareholder's opinions in writing (hereafter referred to as "Voting") of Transport and Industry Development Investment Joint Stock Company (hereafter referred to as TRACODI).

### **Article 2. Interpretation**

In the Regulation, the terms and expressions below are constructed as follows:

1. **Electronic voting:** is the shareholders' voting in form of e-voting by the e-voting system (hereafter referred to as "V-Vote system") of Vietnam Securities Depository (hereafter referred to as "VSD"), that has contracted with the Company for provision of e-voting service.
2. **Traditional voting** is the shareholders or their authorized representatives vote directly at the general meeting.

## CHAPTER II SPECIFIC PROVISIONS

### **Article 3. Conditions and methods for shareholders to participate in e-voting**

1. Participation conditions:
  - Named in the list of shareholders who have right to vote prepared by VSD in accordance with Company's notification on right implementation.
  - Activated the access account as notified by VSD.
2. Implementation methods:
  - The shareholders who are domestic individuals and organizations implement the e-voting directly on V-Vote system.
  - The shareholders who are foreign investors implement the e-voting on V- Vote system by authorizing their representative organizations.

### **Article 4. Supply of Access account and e-voting implementation**

The supply of Access account and e-voting implementation of shareholders is implemented according to the guidance on the Regulation on the organization of e-voting service supply at VSD promulgated by VSD.

### **Article 5. Authorization of e-voting**

1. The authorization of e-voting is only applied for shareholders who are foreign investors authorizing their representative organizations to do the e-voting.
2. The procedures and order of the authorization are implemented according to the guidance on the Regulation on the organization of e-voting service supply at VSD promulgated by VSD.

**Article 6. Result of e-voting**

1. The result of e-voting within the e-voting period is totaled up and calculated by VSD.
2. The result of e-voting provided by VSD shall be affixed the seals of VSD and taken by the Board of Chairmen of the General Meeting of Shareholders to witness at the opening of the General Meeting of Shareholders.
3. The voting committee which is approved at the General Meeting of Shareholders or nominated by Board of Directors when getting the shareholder's opinions in writing shall be the unit authorized to open the result of e-voting to total up.
4. Shareholders are only allowed to vote in one of two forms: e-voting or direct participation. Only votes made in accordance with the registered form will be considered valid.
5. The result of e-voting at the point of the voting resulting collection shall be calculated by the Company on the basis of the e-voting result provided by VSD deducting electronic votes cast but continue to carry out the traditional voting.
6. In case that at the General Meeting of Shareholders, the shareholders directly attending agree to amend, supplement the voting contents other than the content previously notified by the Company, electronic votes of shareholders on the amended issues shall be regarded as the no-idea votes.

**Article 7. Rights and obligations of the shareholders implementing the e-voting**

1. To be entitled to vote for all issues under the General Meeting's competence according to the regulations of the law and the Company's Charter on organization and operation in the form of e-voting.
2. Have to register such exact information as phone number, contact address and/or e-mail address to ensure that the shareholder might receive the notification of e-voting account and take full responsibility for the provided information.
3. To be entitled to use the access account provided by VSD to log in the V-Vote system and implement the e-voting for all voting sessions of Company which the shareholder has the right to vote.
4. In case that the foreign shareholder authorizes the e-voting for his/her representative organization, the shareholder and the representative organization shall be responsible for the authorization and the e-voting result according to the provided access account. In case that the shareholder is the legal entity, the shareholder's legal representative shall be responsible for the regulations at clause 3 and clause 4 of this Article.
5. The shareholders shall be responsible for the confidentiality of the access account, password and other identification factors provided by VSD to ensure that only shareholders have right to implement the e-voting on V-Vote system of VSD. The shareholders' voting results officially provided by VSD shall be implicitly regarded as the shareholders' will. The Company shall have no liability on the disputes (if any) related to the reconfirmation of the e-voting on the shareholders' account between the shareholders and VSD. The shareholders shall be fully liable to the law and the Company on the e-voting result implemented via their access accounts on V-Vote system of VSD.

### **CHAPTER III OTHER PROVISIONS**

#### **Article 8. Other provisions**

The other contents related to conditions for voting session implementation, methods of voting implementation, approval of voting decisions and failure of organization of voting shall comply with the regulations on the Internal Management Regulation and Charter of Company.

#### **Article 9. Validity**

1. The Regulation includes three chapters, 9 articles and takes effect as from the date of issuance.
2. The shareholders, representative organizations, individuals and organizations participating in the e-voting in the voting sessions of the Company shall implement the Regulation.

**FOR AND ON BEHALF OF THE BOD  
CHAIRMAN**

**Nguyen Ho Nam**