



TRACODI

No.: 16/2023/TTĐH-HĐQT-TCD

Ho Chi Minh City, March 22nd, 2023

PROPOSAL

***Re: Amentmends to Internal Regulations on Corporate Governance of Tracodi
(4th version)***

To: Shareholders of TRACODI

- Pursuant to the Law 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on Enterprise on 17 June 2020;
- Pursuant to the Law 54/2019/QH14 passed by the National Assembly on 26 November 2019 on Securities
- Pursuant to Circular 96/2020/TT-BTC dated November 16th, 2020 of the Ministry of Finance guiding the disclosure of information on the stock market;
- Pursuant to Circular 116/2020/TT-BTC dated December 31st, 2020 of the Ministry of Finance guiding a number of articles on Corporate Governance applicable to public companies;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by BOD on 6 October 2022 – according to the authorization by the General Meeting of Shareholder 2021 (which was amended and supplemented at its 22nd session);
- Pursuant to the Internal Regulations on Corporate Governance of Tracodi (3rd version) approved by the Annual General Meeting of Shareholders 2021 via Resolution 04/2021/NQ-ĐHĐCD-TCD dated April 29th, 2021;

The Board of Directors of Tracodi proposes to the General Meeting of Shareholders for consideration and approval amendmets to the Internal Regulations on Corporate Governance (4th version) as follows:

1. Amendment to the terms of Internal Regulations:

No.	Current terms	Amendments	Remarks
	Article 7. Annual and Extraordinary General Meeting of Shareholders		
1	Article 7, Clause 6 6. Annually, the Company holds the Annual General Meeting of Shareholders in accordance with the provisions of the Law on	6. Annually, the Company holds the Annual General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises. <i>The organization of the General</i>	In order to be consistent with Clause 15 of Article 17 of the Company's

No.	Current terms	Amendments	Remarks
	<p>Enterprises. The Annual General Meeting of Shareholders shall not be held in the form of collecting written opinions of shareholders. Members of the Board of Directors and members of the Supervisory Board must attend the Annual General Meeting of Shareholders to answer questions from shareholders at the meeting (if any); In case of force majeure, members of the Board of Directors and members of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board. In case the Company's audited financial statements contains material exceptions, contrary opinions or refusal, the company must invite a representative of independent auditor to attend the AGM. The representative of independent auditors is responsible to attend the AGM.</p>	<p><i>Meeting of Shareholders can be held offline or online, which depending on the economic and social circumstances of each year, that based on the principles of publicity, transparency and compliance with the law and the company's charter, ensuring the legal rights and interests of shareholders.</i> The Annual General Meeting of Shareholders shall not be held in the form of collecting written opinions of shareholders. Members of the Board of Directors and members of the Supervisory Board must attend the Annual General Meeting of Shareholders to answer questions from shareholders at the meeting (if any); In case of force majeure, members of the Board of Directors and members of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board. In case the Company's audited financial statements contains material exceptions, contrary opinions or refusal, the company must invite a representative of independent auditor to attend the AGM. The representative of independent auditors is responsible to attend the AGM.</p>	<p>Charter and meet the actual requirements that TRACODI holds an E-AGM</p>

2. Validity of the Amendments and Supplements:

- The remaining articles keep unchanged.

- The Internal Regulations of Transport and Industry Development Investment Joint Stock Company (which is amended and supplemented at its 4th session) shall take effect on the date that the Resolution of the Annual General Shareholders' Meeting 2023 is approved.

Kindly submit to shareholders for consideration and approval.

Kind Regards,

Recipients:

- The AGM;
- Archived: BOD, BS Dept

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

(Signed & sealed)

Nguyen Thanh Hung