



Ho Chi Minh City, April 12<sup>th</sup> 2023

**DRAFT**

No: 04/2023/NQ-ĐHĐCĐ-TCD

**RESOLUTION**  
**THE ANNUAL GENERAL MEETING 2023**  
**TRANSPORT AND INDUSTRY DEVELOPMENT INVESTMENT**  
**JOINT STOCK COMPANY**

- Pursuant to the Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on Enterprise on 17 June 2020;
- Pursuant to the Law No. 54/2019/QH14 passed by the National Assembly on 26 November 2019 on Securities;
- 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 22<sup>nd</sup> session);
- Based on Reports and Proposals proposed by the Board of Directors and Supervisory Board at the Annual General Meeting 2023;
- Pursuant to the Minute of counting of votes No. 01/2023/BB-ĐHĐCĐ-TCD dated April 12, 2023, Minute of counting votes of election No. 02/2023/BB-ĐHĐCĐ-TCD dated April 12, 2023 and Minutes of meeting No. 03/2023/BB-DHDCD-TCD dated April 12, 2023 at the Annual General Meeting 2023 of TRACODI;

**APPROVED**

**Article 1.** Report No. 01/2023/BCĐH-HĐQT-TCD of the Board of Directors on 22 March 2023 regarding Business Results 2022 and Business Plan 2023.

*The AGM approved the report with .....% in favor of total voting from shareholders present at the meeting.*

**Article 2.** Report No. 02/2023/BCĐH-HĐQT-TCD of the Board of Directors on 22 March 2023 regarding its performance 2022 and its plan 2023.

*The AGM approved the report with .....% in favor of total voting from shareholders present at the meeting.*

**Article 3.** Report No. 03/2023/BCĐH-BKS-TCD of the Supervisory Board on 22 March 2023 regarding its performance 2022 and its plan 2023.

*The AGM approved the report with .....% in favor of total voting from shareholders present at the meeting.*

**Article 4.** Proposal No. 04/2023/TTĐH-HĐQT-TCD of the Board of Directors on 22 March 2023 regarding the Audited Consolidated Financial Statements 2022.

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 5.** Proposal 05/2023/TTĐH-HĐQT-TCD dated March 22<sup>nd</sup>, 2023 of the Board of Directors regarding Adjustments to Profit Distribution 2021 and Profit Distribution Scheme 2022.

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 6.** Proposal 06/2023/TTĐH-HĐQT-TCD dated March 22<sup>nd</sup>, 2023 of the Board of Directors regarding Adjustments to 2021 dividend payment and Proposal for 2022 dividend payment.

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 7.** Proposal 07/2023/TTĐH-HĐQT-TCD dated March 22<sup>nd</sup>, 2023 of the Board of Directors on seeking approval of Business Plan 2023.

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 8.** Proposal 08/2023/TTĐH-HĐQT-TCD dated March 22<sup>nd</sup>, 2023 of the Board of Directors regarding Remuneration Package 2022 (BOD and SB), Salary package 2022 of Management team and Proposal for Remuneration Package 2023 (BOD and SB).

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 9.** Proposal 09/2022/TTĐH-BKS-TCD dated March 22<sup>nd</sup>, 2023 of the Supervisory Board regarding appointment of an Independent Auditor for the 2023 fiscal year.

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 10.** Proposal 10/2023/TTĐH-HĐQT-TCD dated April 4<sup>th</sup>, 2023 of the Board of Directors regarding dismissal of BOD members for the term of 2022-2027 and election of additional board members for the term of 2022-2027

Accordingly, the AGM approved dismissal of board members of Mr. Bui Thanh Lam, Mrs. Le Thi Mai Loan and Mr. Morishima Kenji.

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 11.** Proposal 11/2023/TTĐH-HĐQT-TCD dated March 22<sup>nd</sup>, 2023 of the Board of Directors regarding share issuance to existing shareholders to increase Charter Capital.

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 12.** Proposal 12/2023/TTĐH-HĐQT-TCD dated March 22nd, 2023 of the Board of Directors regarding adjustments to Proposal 17/2022/TTĐH-HĐQT-TCD dated March 24th, 2022 regarding ESOP 2021 approved by the AGM 2022

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 13.** Proposal 13/2023/TTĐH-HĐQT-TCD dated March 22nd, 2023 of the Board of Directors regarding ESOP 2022 will not be exercised due to performance 2022 of BOD, SB and BOM and the Employee Stock Ownership Plan 2023.

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 14.** Proposal 14/2023/TTĐH-HĐQT-TCD dated March 22nd, 2023 of the Board of Directors regarding amendments to Business lines.

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 15.** Proposal 15/2023/TTĐH-HĐQT-TCD dated March 22nd, 2023 of the Board of Directors regarding amendments to the Charter of TRACODI (which is amended and supplemented at its 23rd session).

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 16.** Proposal 16/2023/TTĐH-HĐQT-TCD dated March 22nd, 2023 of the Board of Directors regarding amendments to Internal Regulations of Corporate Governance of TRACODI (4th version).

*The AGM approved the proposal with .....% in favor of total voting from shareholders present at the meeting.*

**Article 17.** Based on the election results, the General Meeting agreed to elect the following personnel to the Board of Directors of Transport and Industry Development Investment Joint Stock Company (TRACODI) for the term 2022-2027 as follows:

The Board of Directors consists of 3 members including (in order of approval rate from high to low):

No.	Full name	Proportion to the total number of shares attending the General Meeting (%)
1		
2		

3		
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**Article 18.** The BOD of the term 2022-2027 had a quick meeting at the General Meeting to elect Chairman of BOD, Vice Chairman and Standing Board of Directors as follows:

As a result, Mr./Mrs. ... has been voted as Vice Chairman of BOD for the term 2022-2027.

Therefore, BOD for their term of 2022-2027 consists 9 members as below:

1. Mr./Mrs. .... - Chairman of BOD
2. Mr./Mrs..... - Standing Vice Chairman
3. Mr./Mrs..... - Vice Chairman
4. Mr./Mrs..... - Member of BOD
5. Mr./Mrs..... - Member of BOD
6. Mr./Mrs..... - Independent Director
7. Mr./Mrs..... - Independent Director
8. Mr./Mrs..... - Independent Director
9. Mr./Mrs..... - Independent Director

BOD has voted 6 members to join Standing Board of Directors for the term of 2022-2027:

1. Mr./Mrs. .... - Chairman of BOD
2. Mr./Mrs..... - Standing Vice Chairman
3. Mr./Mrs..... - Vice Chairman
4. Mr./Mrs..... - Vice Chairman
5. Mr./Mrs..... - Member of BOD
6. Mr./Mrs..... - Member of BOD

**Article 19.** This Resolution and following documents passed by shareholders at the Annual General Meeting 2023 and comes to effect upon closure of the meeting:

- Reports and Proposals submitted at the Annual General Meeting 2023;
- The Minutes of voting results at Annual General Meeting 2023;
- The Minutes of election counting results at Annual General Meeting 2023;
- The Minutes of the Annual General Meeting 2023.
- Company charter (amended and supplemented for the 23th time);
- Internal Regulations of Corporate Governance of TRACODI (4<sup>th</sup> version)

**Article 27.** The Board of Directors of TRACODI is responsible for steering and monitoring the Board of Management on their execution of resolution approved by shareholders at the Annual General Meeting 2023. The Board of

Directors is responsible for reporting the results in the next annual general meeting of shareholders.

The Resolution was adopted by .....% of total voting from shareholders present at the Annual General Meeting 2023.

**Recipients:**

- Shareholders;
- BOD, SB, BOM;
- ID, TRACODI's website;
- Archived: BOD, BS Dept

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

**Nguyen Thanh Hung**