



**TRACODI**

No.: **04/2019/BB-ĐHĐCĐ-TCD**

*Ho Chi Minh City, 26 April 2019*

**DRAFT**

**RESOLUTION**  
**THE ANNUAL GENERAL MEETING 2019**  
**TRANSPORT AND INDUSTRY DEVELOPMENT INVESTMENT JOINT**  
**STOCK COMPANY**

- 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 the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by shareholders on 18 September 2018 (which was amended and supplemented at its 8<sup>th</sup> session);
- Based on Reports and Proposals proposed by the Board of Directors and Supervisory Board at the Annual General Meeting;
- Based on the minutes no. 03/2019/BB-ĐHĐCĐ-TCD on 26 April 2019, voting and electing results at the Annual General Meeting 2019 of TRACODI.

**APPROVED**

- Item 1.** Report No. 10/2019/BC-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding Business Results 2018 and Business Plan 2019.  
*The AGM approved the report with .....% in favor of total voting from shareholders present at the meeting.*
- Item 2.** Report No. 11/2019/BC-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding its performance 2018 and its plan 2019.  
*The AGM approved the report with .....% in favor of total voting from shareholders present at the meeting.*
- Item 3.** Report No. 01/2019/BC-BKS-TCD of the Supervisory Board on 9 April 2019 regarding its performance 2018 and its plan 2019.  
*The AGM approved the report with .....% in favor of total voting from shareholders present at the meeting.*
- Item 4.** Proposal No. 12/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding the Audited Consolidated Financial Statements 2018.

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

**Item 5.** Proposal No. 13/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding Profit Distribution Scheme 2018.

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

**Item 6.** Proposal No. 14/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding share issuance for 2018 dividend payment.

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

**Item 7.** Proposal No. 15/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding seeking for approval on the Business Plan 2019.

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

**Item 8.** Proposal No. 16/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding Remuneration Package 2018 and 2019 for the Board of Directors and Supervisory Board.

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

**Item 9.** Proposal No. 02/2019/TT-BKS-TCD of the Supervisory Board on 9 April 2019 regarding appointment of Independent Auditor for the 2019 fiscal year.

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

**Item 10.** Proposal No. 17/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding candidates nominated for election to the BOD for the tenure of 2018-2023.

Mr. Tan Bo Quan, Andy has won the election to be Independent Director for the tenure of 2018-2023.

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

**Item 11.** Proposal No. 18/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding authorization for BOD to make decision on transactions with related and unrelated parties with the value exceeding 35% of the Company's total assets.

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

**Item 12.** Proposal No. 19/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding authorization for BOD to make decision on issues relating borrowings, bond issuance with the value exceeding 35% of the Company's total assets.

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

**Item 13.** Proposal No. 20/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding bonus share issuance under Employee Stock Ownership Plan (ESOP) for members of BOD, BOM and SB based on their performance in 2018 and Employee Stock Ownership Plan 2019.

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

**Item 14.** Proposal No. 21/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding amendments to the Charter of the Company.

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

**Item 15.** Proposal No. 22/2019/TT-HĐQT-TCD of the Board of Directors on 9 April 2019 regarding convertible bond issuance for strategic investors.

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

**Item 16.** This Resolution and following documents passed by shareholders at the Annual General Meeting 2019 and comes to effect upon closure of the meeting:

- Reports and Proposals submitted at the Annual General Meeting 2019;
- The minutes of the Annual General Meeting 2019;
- The minutes of voting results;
- The minutes of electing results of members of BOD for the tenure of 2018-2023;
- The Charter of Transport and Industry Development Investment Joint Stock Company (which was amended and supplemented at its 9<sup>th</sup> session);

**Item 17.** 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 2019. 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 2019.

**Recipients:**

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

**FOR AND BEHALD OF THE AGM  
THE CHAIRPERSON**

**Nguyen Ho Nam**

