



*Ho Chi Minh City, 07 April 2021*

No.: **16/2021/TTĐH-HĐQT-TCD**

## **PROPOSAL**

***Re: Amendments to Charter of Transport and Industry Development Investment SJC (TRACODI) (15<sup>th</sup> amendment)***

**To: Shareholders of TRACODI**

- 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 Decree No. 155/2020/ND-CP issued by the Government on 31 December 2020 elaborating the Law on Securities;
- Pursuant to the Circular No. 96/2020/TT-BTC issued by Ministry of Finance on November 16<sup>th</sup>, 2020 regarding guidance on disclosure in the stock market;
- Pursuant to the Circular No. 116/2020/TT-BTC issued by Ministry of Finance on December 31<sup>st</sup>, 2020 regarding guiding a number of articles of corporate governance applying to public companies;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by BOD on 4 February 2021 – according to the authorization by the General Meeting of Shareholder through postal ballot on 8 December 2020 (which was amended and supplemented at its 14<sup>th</sup> session);

The Board of Directors of TRACODI kindly proposes to the General Shareholders' Meeting to consider the amendments and supplements of the Charter of TRACODI, which is the 15<sup>th</sup> amendment 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. Charter's amendments**

No.	Article	Amendments	Law
1	Article 1: point d, point e, point f, point I Clause 1	Update explanation of: “Law on Enterprise”, “Law on Securities”, “Managers” and “Related persons”	In accordance with current Law on Enterprise , Law on Securities
2	Article 3, Clause 1	Update Company’s business activity	Update in accordance with Company’s business registration dated 08 <sup>th</sup> March, 2021 issued by The Department of Planning and Investment.
3	Article 6, Clause 1	Supplement regulations: “Article 121 Law on Enterprise”	In accordance with current Law on Enterprise
4	Article 10, Clause 2 and Clause 3	Update and supplement rights of shareholder, shareholder group and its regulations	In accordance with current Law on Enterprise , Article 271 of Decree No. 155/2020/NĐ-CP and Article 12 of Circular No. 116/2020/TT-BTC.
5	Article 11, Clause 1	Update payment obligation of shareholder for share purchased	In accordance with current Law on Enterprise , Article 271 of Decree No. 155/2020/NĐ-CP, Article 13 of Circular No. 116/2020/TT-BTC.
6	Article 11, Clause 2	Update obligation of Major shareholder	In accordance with Article 127 of Law on Securities, Article 31 of Circular No. 96/2020/TT-BTC
7	Article 12, Clause 2, Clause 3, Clause 4	Supplement responsibilities of the Board of Directors and responsibilities at the convening of extraordinary General Meeting of Shareholders	In accordance with Law on Enterprise , Decree No. 155/2020/NĐ-CP, Article 14 Of Circular No. 116/2020/TT-BTC.
8	Article 13, Clause 2	- Supplement for issues within the approval of General Meeting of Shareholders. - Remove clause 3.	In accordance with Article 138 of Law on Enterprise , Article 41, Article 127 of Law on Securities, Article 271 of Decree No. 155/2020/NĐ-CP and Article 15 of Circular No. 116/2020/TT-BTC.
9	Article 14, Clause 1	Update requirement content of the Power of Attorney.	In accordance with Article 144 Law on Enterprise , Article 273 of Decree No. 155/2020/NĐ-CP, Article 16 of Circular No. 116/2020/TT-BTC.
10	Article 15, Clause 1	Update the condition of effectiveness for any change of rights.	In accordance with Clause 1, Clause 6 Article 148 of Law on Enterprise , Article 17 of Circular No. 116/2020/TT-BTC.
11	Article 16, Clause 2, Clause 3,	- Update rights and obligations of the convenor for the General Meeting of Shareholders	In accordance with Article 140, 152 of Law on Enterprise , Article 273 of Decree No. 155/2020/NĐ-

	Clause 5	- Update clause 6: regulation on the additional content for Agenda of the General Meeting of Shareholders.	CP, Article 18 of Circular No. 116/2020/TT-BTC.
12	Article 17, Clause 4, Clause 5, Clause 10, Clause 11, Clause 12	<ul style="list-style-type: none"> <li>- Update regulation on Annual General Meeting of Shareholders minutes.</li> <li>- Update regulation on condition to hold General Meeting of Shareholders.</li> <li>- Update regulation on terms and condition to delay a General Meeting of Shareholders.</li> <li>- Supplement rights of the Chairperson of the General Meeting of Shareholders.</li> <li>- Supplement rights to maintain order of the General Meeting of Shareholders.</li> <li>- Remove Clause 13.</li> </ul>	In accordance with Article 146, Article 150 of Law on Enterprise , Article 10, Article 11 of Circular No. 96/2020/TT-BTC, of Circular No. 116/2020/TT-BTC
13	Article 18, Clause 1, Clause 3, Clause 5, Clause 6, Clause 8	Update terms and conditions require the postal ballot from Shareholders; primary content of the postal ballot form, minutes of counting vote form postal ballot and information disclosure of Resolution of the General Meeting of Shareholders through postal ballot.	In accordance with Article 148, Article 149 of Law on Enterprise, Article 22 of Circular No. 116/2020/TT-BTC
14	Article 19	Update legal background of the Request to dismiss the Resolution of the General Meeting of Shareholders.	In accordance with current Law on Enterprise and Company Charter.
15	Article 20, Clause 1, Clause 2, Clause 3, Clause 4	Supplement the regulation on composition and terms of the Board of Director member.	In accordance with Article 154, Article 155 of Law on Enterprise , Article 276 Decree No. 155/2020/NĐ-CP, Article 26 of Circular No. 116/2020/TT-BTC.
16	Article 21, Clause 1, Clause 3, Clause 4	Supplement rights and obligations of the Board of Director.	In accordance with Article 153 Law on Enterprise , Article 41 Law on Securities; Article 109, Article 278 Decree No. 155/2020/NĐ-CP.
17	Article 22, Clause 1, Clause 2	Supplement the regulation on related to Chairperson of the Board of Director.	In accordance with Article 275 of Decree No. 155/2020/NĐ-CP.
18	Article 23, Clause 6, Clause 7, Clause 11, Clause 14, Clause 15	Meeting and sub-committee, council under the Board of Director.	In accordance with Article 157 of Law on Enterprise , Article 30 of Circular No. 116/2020/TT-BTC.
19	Article 26	Update regulation on the Appointment, Dismissal and Removal of members of the Board of Directors and right and obligation of the General Director.	In accordance with Article 162 Law on Enterprise , Article 34, Article 275 of Decree No. 155/2020/NĐ-CP, Article 35 of Circular No. 116/2020/TT-BTC.

20	Article 27	Supplement the responsibility of the Company Secretary.	In accordance with Article 156 Law on Enterprise , Article 281 Decree No. 155/2020/NĐ-CP.
21	Article 28	Update regulation on the responsibility and authority of the Board of Supervisor.	In accordance with Article 170 Law on Enterprise , Article 288 Decree No. 155/2020/NĐ-CP, Article 39 of Circular No. 116/2020/TT-BTC.
22	Article 30, Clause 2, Clause 3, Clause 4	Update the responsibility of honest and avoid conflicts of benefits.	In accordance with Article 164, Article 167, Article 176 Law on Enterprise , Article 291, Article 292, Article 293 Decree No. 155/2020/NĐ-CP, Article 47 of Circular No. 116/2020/TT-BTC.
23	Article 32, Clause 1, Clause 3	Update regulation on right of investigation on company book record and document	In accordance with Law on Enterprise , Article 49 of Circular No. 116/2020/TT-BTC.

## 2. Validity of the Amendments and Supplements:

- The remaining terms are kept unchanged.
- Charter of Transport and Industrial Development Investment Joint Stock Company (the 15<sup>th</sup> amendment) takes effect from the date the Resolutions approved by the General Shareholders' Meeting.

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**