



TRACODI

No.: 17/2021/TTĐH-HĐQT-TCD

Ho Chi Minh City, 7 April 2021

PROPOSAL

Re: Amendments to Internal Regulations of Transport and Industry Development Investment SJC (TRACODI) (3rd 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 16th, 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 31st, 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 14th session);
- Pursuant to the Internal Regulations on Corporate Governance of Transport and Industrial Development Investment Joint Stock Company (TRACODI) which was issued on December 8th, 2020 (which was amended and supplemented at its 2nd session);

The Board of Directors of TRACODI kindly proposes to the General Shareholders' Meeting to consider the amendments and supplements of the internal regulations on corporate governance at TRACODI Company, which is the 3rd amendment as follows:

1. Contents of amendments and supplements:

No.	Regulations	Amendments	Laws
1	Article 2, Clause 1	Update Explanations of "Related Person", "Independent Member of the Board of	Current Corporate Law and the Laws in

		Directors””.	Enterprises
2	Article 6, Clause 3	Update Clause 3, the obligations of major shareholders.	Charter of the Company
3	Article 7: Clause 1,	Supplement Regulations on the order and procedures for calling and voting in the General Meeting of Shareholders	Guidance in the Circular No. 116/2020/TT-BTC
4	Article 7, Clause 4 & 6	Supplement Responsibilities of the Board of Directors, the Supervisory Board at the Annual/ extraordinary General Meeting of Shareholders	In accordance with Article 273 of Decree No. 55/2020/NĐ-CP
5	Article 8	Supplement the minimum content of report on activities of the Board of Directors	In accordance with Article 280 of the Decree No. 155/2020/NĐ-CP
6	Article 9	Supplement the minimum content of the activity report of the Supervisory Board.	In accordance with Article 290 of the Decree No. 155/2020/NĐ-CP
7	Article 10, Clause 2	Supplement the content of the candidate's commitment to the Board of Directors.	In accordance with Article 274 Of the Decree No. 155/2020/NĐ-CP
8	Article 10, Clause 3	Update Clause 3 and 4	Charter of the Company
9	Article 11	Simplify the content	In accordance with Article 275 of the Decree No. 155/2020/NĐ-CP
10	Article 12, Clause 2, 3 and 4	Adjustment on regulations on the Board of Directors' members	In accordance with Article 275 & 276 of the Decree No. 155/2020/NĐ-CP
11	Article 13	Supplement Clause 5 reporting of the Board of Directors to related parties.	As defined in Article 277 of the Decree No. 155/2020/NĐ-CP
12	Article 14, Clause 1	Supplement "Charter of the Company"	In accordance with Article 278 of Decree No. 155/2020/NĐ-CP and Charter of the Company.
13	Article 14, Clause 4	Update content of the order and procedures for nomination, candidacy, election, dismissal and removal of members of the Board of Directors and the order and procedures for organizing meetings of the Board of Directors	In accordance with Article 3 of the Circular No. 116/2020/TT-BTC
14	Article 14, Clause 7	Supplement Clause 7 regulations on monitoring and avoiding conflicts of interest	In accordance with Article 278 of Decree No. 155/2020/NĐ-CP

15	Article 15, Clause 2	Update the content of the minutes of the Board meeting.	In accordance with Clause 2 Article 279 of Decree No. 155/2020/NĐ-CP
16	Article 17, Clause 2	Supplement Point a Clause 2 Article 17 on the responsibilities of the Company Secretary	In accordance with Point b Clause 2 Article 286 of Decree No. 155/2020/NĐ-CP
17	Article 19, Clause 2	Update regulations on conduct of the Supervisory Board.	In accordance with Point b Clause 2 Article 286 of Decree No. 155/2020/NĐ-CP
18	Article 22, Clause 4 & 5	Update regulations on Responsibilities and obligations of the Supervisory Board.	In accordance with the Laws in Enterprises and Article 288 of Decree No. 155/2020/NĐ-CP.
19	Article 24, Clause 3, Clause 4 & Clause 5	Update Regulations on Responsibility, integrity and conflicts of interests of members of the Board of Directors, Supervisory Board, CEO, other managers	In accordance with Article 291, Article 292 and Article 293 of Decree No. 155/2020/NĐ-CP.
20	Article 30, Clause 1	Update regulations on the Responsibilities of Reporting and Disclosure of the members of the Board of Directors, the Supervisory Board, and CEO	In accordance with Clause 1 Article 299 of Decree No. 155/2020/NĐ-CP

2. Validity of the Amendments and Supplements Regulations:

- The remaining terms are kept unchanged.
- Internal regulations on corporate governance of Transport and Industrial Development Investment Joint Stock Company (the 3rd 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