



Ho Chi Minh City, 28 May 2018

No.: 12/2018/TT-HĐQT-TCD

PROPOSAL

Re: Authorization for the Board of Directors to make decision on transactions with related and unrelated parties with the value exceeding 35% of the Company's total assets

To: Shareholders of TRACODI

- 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 Decree No. 71/2017/NĐ-CP passed by the Government on 6 June 2017 regarding corporate governance applicable to public companies;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by shareholders on 31 January 2018 (which was amended and supplemented at its 6th session);
- Based on the current situation and business plan 2018 of TRACODI.

To achieve the goals conveniently and use resources and utilize distinctive strength of our subsidiaries, affiliates and other companies who have traded with us, the Board of Directors kindly proposes shareholders to approve transactions with related and unrelated parties (refer to the Proposal No. 15/2018/TT-HĐQT-TCD on 28 May 2018 regarding amendment to the Charter of TRACODI which was amended as its 7th session if approved) as follows:

1. To utilize distinctive strength of our subsidiaries, affiliates and other companies who have traded with us, shareholders approve and authorize the BOD to make decision on transactions with the value exceeding 35% of total assets with our subsidiaries and affiliates.
2. In order to actively grasp opportunities and bring benefit to the Company, shareholders approve and authorize the BOD to actively make decisions on transactions with the value exceeding 35% of total assets with the unrelated parties on the basis of risk assessment and safety for the Company.

Kindly submit to shareholders for consideration and approval.

Recipients:

- The AGM;
- Archived: BOD, BS Dept

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

Nguyen Ho Nam