



TRACODI

Ho Chi Minh City, 28 May 2018

No.: 15/2018/TT-HĐQT-TCD

PROPOSAL

Re: Amending and supplementing a number of points in the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) (which was amended and supplemented at its 7th session)

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 Circular No. 95/2017/TT-BTC issued by the Ministry of Finance on 22 December 2017 guiding the implementation of some articles of Decree 71/2017/NĐ-CP on 6 June 2017 on corporate administration of 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);

Board of Directors of TRACODI kindly submits to shareholders at the Annual General Meeting to consider amending and supplementing a number of points in the Charter of TRACODI approved on 31 January 2018 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. Amendment to terms of the Charter :

| No. | Current terms | Amendment | Reasons |
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| 1 | Article 13. Rights and duties of the General Meeting of Shareholders | | |

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| | <p>Article 13, Clause 2, Item o</p> <p>o. Decisions on transactions of sales of assets of the Company or its branches or transactions of investment/sale of assets with the value of fifty (50) percent or more of the total value of assets of the Company and its branches recorded in the latest audited financial statements.</p> | <p>o. Decisions on transactions of <i>investment</i>/sale of assets of the Company or its branches or transactions of investment/sale of assets with a value of <i>thirty-five (35) percent or more</i> of the total value of assets of the Company and its branches recorded in the latest audited financial statements.</p> | <p>In accordance with Circular No. 95/2017/TT-BTC (Article 15 – Standard Form Charter)</p> |
| 2 | <p>Article 15. Change of rights</p> | | |
| | <p>Article 15, Clause 1</p> <p>1. The change or cancellation of any special right attached to a type of preference shares shall take effect when such change or cancellation is approved by the shareholders holding at least fifty-one percent (51%) of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least sixty five percent (65%) of voting rights of the above class of preference shares.</p> | <p>1. The change or cancellation of any special right attached to a type of preference shares shall take effect when such change or cancellation is approved by the shareholders holding at least <i>sixty five percent (65%)</i> of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least sixty five percent (65%) of voting rights of the above class of preference shares.</p> | <p>In accordance with Circular No. 95/2017/TT-BTC (Article 17 – Standard Form Charter)</p> |
| 3 | <p>Article 16. Convening of the General Meeting of Shareholders, agenda and notice of the meeting of the General Meeting of Shareholders</p> | | |
| | <p>Article 16, Clause 2</p> <p>a. Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders within thirty (30) days prior to the meeting starts;</p> | <p>a. Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders <i>no later than five (5) days prior to the date of sending</i></p> | <p>In accordance with Circular No. 95/2017/TT-BTC (Article 18 – Standard Form Charter)</p> |

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| | <p>prepare agenda and data for the meeting in compliance with the regulations of the Company and the laws.</p> <p>b. Confirm time and venue for the General Meeting of Shareholders;</p> <p>c. Inform and send the invitations to all shareholders.</p> | <p><i>the invitation to the meeting;</i></p> <p><i>b. Prepare the agenda and issues to be discussed at the meeting;</i></p> <p><i>c. Prepare data for the meeting;</i></p> <p><i>d. Draft resolutions of the General Meeting of Shareholders in accordance with the matters proposed to be discussed at the meeting;</i></p> <p><i>e. Determine the time and venue for holding the General Meeting of Shareholders;</i></p> <p><i>f. Inform and send a notice of the meeting General Meeting of Shareholders to all shareholders entitled to attend the meeting;</i></p> <p><i>g. Other works to serve at the meeting.</i></p> | |
| 4 | <p>Article 17. Conditions to hold the General Meeting of Shareholders and minutes of the General Meeting of Shareholders</p> | | |
| | <p>Article 17, Clause 2</p> <p>2. Except for the cases stipulated in clauses 3 of this article, resolutions which are passed when agreed by at least fifty-one percent (51%) of the total votes of the shareholders with voting rights who presenting in person or by proxy at the General Meeting of Shareholders or agreed by at least sixty-five percent (65%) of the total number of voting shares (collecting shareholders' written opinions).</p> | <p>2. Except for the case stipulated in clauses 3 of this article, resolutions which are passed when agreed by at least fifty-one percent (51%) of the total votes of the shareholders with voting rights who presenting in person or by proxy at the General Meeting of Shareholders or agreed by <i>at least fifty-one percent (51%)</i> of the total number of voting shares (collecting</p> | <p>In accordance with Circular No. 95/2017/TT-BTC (Article 22 – Standard Form Charter)</p> |

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| | | shareholders' written opinions). | |
| | <p>Article 17, Clause 3</p> <p>3. Resolutions of the General Meeting of Shareholders on amendments of and additions to this Charter; on types of shares and volume of shares offered for sale; on M&A, restructuring or dissolution of enterprise; and on transactions of purchase or sale of assets of the Company or its branches with a value of fifty-one percent (51%) or more of the total value of assets of the Company based on the latest audited financial statements shall be approved when they are passed by sixty-five percent (65%) or more of the total number of votes of the shareholders with voting rights presenting in person or by proxy at the General Meeting of Shareholders; or passed by at least sixty-five (65%) of the total number of voting shares (collecting shareholders' written opinions)..</p> | <p>3. Resolutions of the General Meeting of Shareholders on amendments of and additions to this Charter; on types of shares and volume of shares offered for sale; on M&A, restructuring or dissolution of enterprise; and on transactions of purchase or sale of assets of the Company or its branches with a value of <i>thirty-five percent (35%)</i> or more of the total value of assets of the Company based on the latest audited financial statements shall be approved when they are passed by sixty-five percent (65%) or more of the total number of votes of the shareholders with voting rights presenting in person or by proxy at the General Meeting of Shareholders; or passed by at least <i>fifty-one (51%)</i> of the total number of voting shares (collecting shareholders' written opinions).</p> | <p>In accordance with Circular No. 95/2017/TT-BTC (Article 21 & 22 – Standard Form Charter)</p> |
| 5 | <p>Article 18. Competence and procedure for collecting written opinions in order to pass resolutions of the General Meeting of Shareholders</p> | | |

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| | <p>Article 18, Clause 2</p> <p>2. The Board of Directors shall prepare the written opinion form, draft resolution of the General Meeting of Shareholders, other documents explaining the draft resolution and send shareholders' address provided by shareholders by registered mail. The Board of Directors ensures to send and disclose documents with reasonable time for consideration and at least fifteen (15) days prior to the deadline for submitting opinions.</p> | <p>2. The Board of Directors shall prepare the written opinion form, draft resolution of the General Meeting of Shareholders, other documents explaining the draft resolution and send shareholders' address provided by shareholders by registered mail. The Board of Directors ensures to send and disclose documents with reasonable time for consideration and <i>at least ten (10) days prior</i> to the deadline for submitting opinions.</p> | <p>In accordance with Article 145 of Law on Enterprise 2014</p> |
| | <p>Article 18, Clause 28</p> <p>8. A resolution which is passed by way of collecting shareholders' written opinions must be approved by the shareholders representing at least <i>sixty-five percent (65%)</i> of the total number of voting shares and shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.</p> | <p>8. A resolution which is passed by way of collecting shareholders' written opinions must be approved by the shareholders representing at least <i>fifty-one percent (51%)</i> of the total number of voting shares and shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.</p> | <p>In accordance with Circular No. 95/2017/TT-BTC (Article 22 – Standard Form Charter)</p> |
| 6 | <p>Article 20. Composition and term of office of members of the Board of Directors</p> | | |
| | <p>Article 20, Clause 4</p> <p>4. Status as a member of the Board of Directors shall be terminated in the following cases:</p> <p>...</p> | <p>4. Status as a member of the Board of Directors shall be terminated in the following cases:</p> <p>...</p> <p><i>f. Failure to send personal details to the</i></p> | <p>In accordance with Circular No. 95/2017/TT-BTC (Article 26 – Standard Form Charter)</p> |

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| | | <p><i>Company in his or her role as a candidate for election to the Board of Directors;</i></p> <p><i>g. In other cases as stipulated by the laws and in this Charter</i></p> | |
| 7 | Article 21. Power and duties of the Board of Directors | | |
| | <p>Article 21, Clause 3</p> <p>j. May approve the transactions which are valued at less than fifty percent (50%) of the value of total assets inscribed in the most recent audited financial statements;</p> <p>k. To propose annual dividend rates and determine a temporary dividend rate, procedures for dividend payment.</p> | <p>j. May approve the transactions which are valued at less than <i>thirty-five percent (35%)</i> of the value of total assets inscribed in the most recent audited financial statements;</p> <p>k. To propose annual dividend rates; <i>to decide the time and procedures for dividend payment.</i></p> | <p>In accordance with Article 26 in Decree No. 71/2017/NĐ-CP and Circular No. 95/2017/TT-BTC (Article 27 – Standard Form Charter)</p> |

2. Effect of amendment :

- The other articles remain unchanged .
- The Charter of Transport and Industry Development Investment Joint Stock Company (which is amended and supplemented at its 7th session) shall take effect on the date the Resolution is approved by shareholders at the Annual General Meeting 2018.

Kindly submit to the General Assembly of Shareholders for consideration and approval.

Yours faithfully,

Recipients:

- Shareholders;
- Archive: BOD, BS Dept.

**FOR AND ON BEHALF OF BOD
CHAIRMAN**

Nguyen Ho Nam