



**DRAFT**

**RESOLUTION**  
**THE ANNUAL GENERAL MEETING 2018**  
**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 31 January 2018 (which was amended and supplemented at its 6<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. 05/2018/BB-ĐHĐCĐ-TCD on 15 June 2018 and voting results at the Annual General Meeting 2018 of TRACODI.

**APPROVED**

**Item 1.** Report No. 04/2018/BC-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding its performance during the tenure of 2013-2018 and its plan for the tenure of 2018-2023.

*The motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*

**Item 2.** Report No. 01/2018/BC-BKS-TCD of the Supervisory Board on 28 May 2018 regarding its performance during the tenure of 2013-2018 and its plan for the tenure of 2018-2023.

*The motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*

**Item 3.** Report No. 05/2018/BC-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding Business Results 2017 and Business Plan 2018.

*The motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*

- Item 4.** Proposal No. 06/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding the Audited Consolidated Financial Statements 2017.  
*The motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*
- Item 5.** Proposal No. 07/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding Profit Distribution Scheme 2017.  
*The motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*
- Item 6.** Proposal No. 08/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding share issuance for 2017 dividend payment.  
*The motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*
- Item 7.** Proposal No. 09/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding Business Plan 2018.  
*The motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*
- Item 8.** Proposal No. 10/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding Remuneration Package 2017 and 2018 for the Board of Directors and Supervisory Board.  
*The motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*
- Item 9.** Proposal No. 02/2018/TT-BKS-TCD of the Supervisory Board on 28 May 2018 regarding appointment of Independent Auditor for the 2018 fiscal year.  
*The motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*
- Item 10.** Proposal No. 11/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding candidates nominated for election to the Board of Directors and Supervisory Board for the tenure of 2018-2023.  
*The motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*
- Item 11.** Proposal No. 12/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 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 motion passed by ...% of total voting from shareholders present at the Annual General Meeting 2018.*
- Item 12.** Proposal No. 13/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 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 motion passed by ....% of total voting from shareholders present at the Annual General Meeting 2018.*

- Item 13.** Proposal No. 14/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding bonus share issuance under Employee Stock Ownership Plan (ESOP) for members of BOD, BOM and SB based on their performance in 2017 and Employee Stock Ownership Plan 2018.

*The motion passed by ....% of total voting from shareholders present at the Annual General Meeting 2018.*

- Item 14.** Proposal No. 15/2018/TT-HĐQT- of the Board of Directors on 28 May 2018 regarding amendments to the Charter of the Company.

*The motion passed by ....% of total voting from shareholders present at the Annual General Meeting 2018.*

- Item 15.** Proposal No. 16/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding establishment of Permanent Board of Directors with its clear roles and responsibilities.

*The motion passed by ....% of total voting from shareholders present at the Annual General Meeting 2018.*

- Item 16.** Following candidates who are eligible to be nominated for election to the Board of Directors and Supervisory Board of TRACODI for the tenure of 2018-2023:

**a. Board of Directors (in order of A, B, C):**

1. Mr. Nguyen Thanh Hung
2. Mr. Morishima Kenji
3. Mr. Bui Thanh Lam
4. Ms. Le Thi Mai Loan
5. Mr. Nguyen Ho Nam
6. Mr. Nguyen The Tai
7. Mr. Tomas Sven Jaehnig
8. Mr. Lin Kuo Wei

**b. Supervisory Board (in order of A, B, C):**

1. Mr. Nguyen Viet Cuong
2. Mr. Nguyen Dang Hai
3. Ms. Huynh Thi Kim Tuyen

- Item 17.** The Board of Directors elects:

1. Mr./Ms. ...., to act as the Chairman of BOD
2. Mr./Ms. ...., to act as Vice Chairman of BOD

- Item 18.** The Board of Directors elects five following board members to Permanent Board of Directors:

1. Mr./Ms.....
2. Mr./Ms. ....
3. Mr./Ms. ....
4. Mr./Ms. ....
5. Mr./Ms. ....

**Item 19.** The Supervisory Board elects Mr./Ms. ...., to act as Head of the Supervisory Board.

**Item 20.** This Resolution and following documents passed by shareholders at the Annual General Meeting 2018 and comes to effect upon closure of the meeting:

- Reports and Proposals submitted at the Annual General Meeting 2018;
- The minutes of the Annual General Meeting 2018;
- The minutes of voting results;
- The minutes of electing results of members of BOD and SB for the tenure of 2018-2023;
- The minutes of the meeting of BOD in respect of election of The Chairman of BOD, Vice Chairman and Permanent Board of Directors for the tenure of 2018-2023.
- The minutes of the meeting of SB in respect of election of the Head of the Supervisory Board for the tenure of 2018-2023.
- The Charter of Transport and Industry Development Investment Joint Stock Company (which was amended and supplemented at its 7<sup>th</sup> session);

**Item 21.** The Board of Directors of TRACODI is responsible for steering and monitoring the Board of Management for their execution of resolution approved by shareholders at the annual general meeting 2018. The Board of Directors is responsible for reporting the results in the next annual general meeting of shareholders.

The Resolution was adopted by 100% of total voting from shareholders present at the Annual General Meeting 2018.

**Recipients:**

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

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

**Nguyen Ho Nam**