



*Ho Chi Minh City, 28 May 2018*

No.: **16/2018/TT-HĐQT-TCD**

## **PROPOSAL**

*Re: Establishment of Permanent Board of Directors and its power*

**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 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);

As several members of the Board of Directors for the tenure of 2018-2023 shall be foreigners who are residing in different countries. Therefore, to be more convenient and promptly resolve issues rising, BOD proposes shareholders to approve establishment of Permanent Board of Directors and its power, roles and responsibilities. The Permanent Board of Directors will act on behalf of the Board of Directors to solve issues under its power or issues rising in irregular or regular meetings.

### **1. Personnel of Permanent Board of Directors: five (5)**

If the Proposal No. 11/2018/TT-HĐQT-TCD of the Board of Directors on 28 May 2018 regarding candidates for election to the Board of Directors and Supervisory Board for the office term of 2018-2023 approved by shareholders and based on the voting results, first meeting of the Board of Directors will be held to elect 5 members for Permanent Board of Directors.

### **2. Roles, responsibilities and power of Permanent Board of Directors:**

- Be responsible to the BOD on their decisions and resolutions;

- Allow to make decisions under power of the Board of Directors, except for issues under decision making power of shareholders;
- Resolutions, decisions of the Permanent Board of Directors shall be same value as resolutions and decisions of the Board of Directors and will be adopted if four out of 5 (4/5) members of Permanent Board of Directors vote in favor, including vote at the meeting and by proxy;
- The Permanent Board of Directors is responsible for report to all members of the Board of Directors of Tracodi on the results, resolutions, decisions have been made/approved.

Kindly submit to shareholders for consideration and approval.

Sincerely,

**Recipients:**

- The AGM;
- Archived: BOD, SB, BS Dept.

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

**Nguyen Ho Nam**