

**TRANSPORT AND INDUSTRY DEVELOPMENT INVESTMENT
JOINT STOCK COMPANY**



TRACODI

**OPERATION REPORT
OF THE BOARD OF DIRECTORS IN 2021
AND PLAN ORIENTATION IN 2022**

Ho Chi Minh City, March 2022



Ho Chi Minh City, 24th March, 2022

No.: **02/2022/BCĐH-HĐQT-TCD**

OPERATION REPORT OF THE BOARD OF DIRECTORS IN 2021 AND PLAN ORIENTATION IN 2022

To: Shareholders of TRACODI Company

Hội đồng quản trị (HĐQT) Công ty TRACODI báo cáo Đại hội đồng cổ đông (ĐHĐCĐ) về tình hình hoạt động của HĐQT trong năm 2021 và định hướng kế hoạch năm 2022 với những nội dung như sau:

The Board of Directors (BOD) of TRACODI Company reported to the General Meeting of Shareholders (GMS) on the operation of the BOD in 2021 and orientation in 2022 with the following contents:

I. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2021:

After a challenging and volatile 2020 year, the world economy in 2021 has started to gain momentum and recorded positive signs of recovery. This is the result of efforts in implementing a wide-ranging vaccination program from countries around the world. Fully vaccinated people have partly reduced the dangerous effects of the epidemic, while allowing economies to reopen, thereby boosting production and consumption activities, which are the main factors contributing to the overall growth. According to a report by the International Monetary Fund (IMF), the GDP growth of the world economy in 2021 reached 5.9%, of which, the group of developed countries reached 5.0% and the group of developing countries and emerging economies reached 6.5%.

Although Vietnam's economy still maintains its growth momentum, the growth rate has started to show signs of slowing down compared to 2020, when it reached only 2.58% (according to the World Bank report for 2021). The main reason still comes from the slow implementation of the all-population vaccine program, leading to a prolonged lockdown especially in two major cities, Hanoi and Ho Chi Minh City. However, the change of policy from "zero Covid" to "living with Covid" along with the government's policies to support the economy has created conditions for Vietnam to have a successful "overcoming difficulties" year. The average consumer price index in 2021 increased by 1.84% compared to 2020, the lowest increase since 2016. Total import and export turnover reached 668 billion USD, up 22.6% compared to the same period last year, of which exports reached 4 billion USD.

In the face of the challenges of the market in recent years, TRACODI's BOD has continued to closely respond to the epidemic situation to quickly adapt to the new normal, while building a flexible business strategy, promoting the competitive advantages of enterprises, seize potential development opportunities, to complete the set business targets. The most important goal that the company always pursue is to ensure the interests of shareholders, employees and strategic partners, stick to core business values, contribute positively to the social community and fulfill obligations to the State Budget.

In 2021, Bamboo Capital Company (BCG) – the parent company of TRACODI has celebrated 10 years of establishment and development (07/11/2011 - 07/11/2021). This is also a meaningful 10-year journey between TRACODI and BCG, and will continue to be extended with many breakthrough achievements in the future. The specific results are as follows:

1.1 Company administration activities::

Performing the tasks of administration and direction in accordance with the law and the Company's Charter, in 2021, the BOD has approved many major policies, deciding many important issues of the Company to implement the objectives assigned by the GMS. In the period of the second consecutive year affected by the Covid-19 epidemic, the travel of foreign BOD members was almost completely restricted, the board members participate in online meetings, the permanent role of the BOD in the term of 2018-2023 is increasingly actively and effectively promoted with timely response to important decisions but still ensure the proper implementation of the powers and tasks approved by the General Meeting of Shareholders . Accordingly, they has promptly decided issues arising in the Company's operations or other issues in periodic or extraordinary meetings under the competence of themselves, specifically:

1. The BOD has held regular and extraordinary meetings at each time in order to pass timely decisions to meet the organizational structure, personnel work, investment projects, contributing investment capital, mobilize capital transactions, develop operation plans, promulgate governance regulations, internal regulations, and especially decisions related to the 2021 capital mobilization plan, etc. Meetings of the BOD are held and conducted in accordance with the Company's Charter. The resolutions and decisions of the BOD are based on high consensus of the board members. During the year, the BOD had 44 meeting sessions and issued 65 resolutions and decisions.
2. In order to promptly respond to the content submitted for approval under the authority of the GMS , in 2021, the BOD has 01 annual General Meeting and 01 time approved the Resolution of the GMS in the form of obtaining written opinions of shareholders.
3. BOD has supervised the management and administration of the Executive Board and the Management staff of the Company through the implementation of the production and business plan in 2021, strengthened risk management, especially in the context of the economy deeply affected by the covid-19 epidemic. The supervision of the Executive Board regularly and promptly gives guidelines and orientations to overcome difficulties and inadequacies in production and business activities to complete the task of ensuring transparency, accountability, responsibility and fairness.

4. BOD has been continuing to strengthen the organizational model and senior management personnel associated with improving the quality of human resources in order to focus on implementing the operating structure with the core industry which is the construction activities under the model of general contractors. Human resources and improvement of internal processes and regulations are still focused. The company has also implemented synchronous solutions to improve its financial capacity such as issuing asset and debt restructuring, improving business efficiency... The Company's financial safety ratio meets the current legal provisions. Risk management, internal control and internal audits continue to be focused. However, due to the increasing size of the Company, these activities need to be focused and strengthened to protect the achievements of the business.
5. BOD regularly updates the Regulation on Organization of the Company's system in accordance with its operating structure and decide to assign board members and members of the Executive Board appropriately in accordance with each period. Accordingly, the BOD considers and approves issues of senior management personnel structure, salary, compensation issues and policies. The BOD has approved decisions on appointment and dismissal of managers under the competence of the BOD such as: changing the General Director and Chief Accountant, adding 02 specialized Deputy General Directors whom have experiences in construction management and techniques.
6. BOD has approved resolutions about strategic investment, contributing investment capital, capital loan, transfer shares, divestment, issuing dividend-paying shares, ESOP, shares to the public to existing shareholders, individual shares ... in order to supplement capital for the implementation of projects, capital for production and business and capital focusing on the core activities of the Company, completed the increase of charter capital and used the mobilized capital effectively, in accordance with the plan approved by the General Meeting of Shareholders.
7. In addition to directing production and business activities, the BOD shall consider and approve the company's strategic investment items, issues of senior management personnel structure, compensation, personnel structure under the competence of themselves.
8. BOD has directed and supervised the completion, timely submission and publication of information for periodic financial statements, management reports and annual reports, documents on information disclosure as prescribed in Circular No. 96/2020/TT-BTC; maintained relationships with shareholders, ensuring their rights
9. Since the severe impact of the Covid-19 epidemic when the Government applied Directions 15, 16 and 16+, under the general direction of the Chairman of Bamboo Capital Corporation, the BOD has drastically directed COVID-19 prevention, control and response measures, complying with State policies and regulations, ensuring safety and health for employees, especially creating conditions for all employees to be vaccinated; completed the first 02 times of vaccination as soon as possible. Although the operation of the whole Company during the time of isolation is limited, it still maintains the pace in the new normal.
10. Charitable activities, caring and sharing with the community in the face of the serious impact of the Covid-19 epidemic is also the mission that the BOD aims to. According to the joint programs from from the parent company - Bamboo Capital Group,

employees have participated in many programs such as: supporting Covid-19 vaccine fund, funding transportation for medical teams and doctors on the task of preventing Covid-19, sampling, rapid testing, donating medical equipment, supporting disadvantaged people, etc. The total value of implementation of the whole group is over 100 billion.

11. Charity activities and sharing with the community during the serious impact of the Covid-19 epidemic are also the mission that the BOD sets a target. Thanks to joint programs from the parent company - Bamboo Capital Group through the BCG Foundation Charity and Social Fund , employees have participated in many programs such as: supporting the Covid-19 Vaccine Fund, sponsoring transportation for medical staff, doctors on duty to prevent Covid-19 epidemic, taking samples for testing, quick test , donating medical equipment, supporting people in difficult circumstances, etc... The total value of implementation of the whole Group is over 100 billion.
12. BOD also has been directing and supervising the organization of employees to participate in specialized training classes and training to improve professional qualifications, especially the training course "Management of Change" to supplement the knowledge of flexible adaptation in the new situation after the pandemic. Regarding the activities of unions, competitions, sports, exchanges connecting all employees of Bamboo Capital Group, due to the influence of the epidemic, the opening ceremony in 2021 is partly limited.
13. The activities of the BOD and members are always loyal to the interests of shareholders and the Company; perform well the responsibilities and tasks with responsibility, honesty, prudence and in accordance with the provisions of the law and the Company's Charter to ensure the Company operates effectively, stably and developing.

1.2 The results of the implementation of the contents approved by the General Meeting of Shareholders:

BOD directed the comprehensive and timely implementation of the contents approved in the Resolution of the Annual General Meeting of Shareholders as well as collecting written opinions of shareholders in 2021, specifically as follows:

1. Regarding the implementation of the business plan in 2021:

Although Vietnam's economy has had many fluctuations in the recent years, production and consumption activities have been virtually halted due to the prolonged lockdown causing disruptions in the supply chain, development projects, etc. Economic development was paused to focus on responding to the epidemic and more serious effects from other non-economic factors such as natural disasters, political conflicts, But TRACODI still successfully completed the business targets set out, being one of the key units contributing to the overall development of the Group. This is a worthy from the fierceness in navigating the business strategy at key moments, flexibly adapting to macro fluctuations, along with the consensus of all employees of the Company. The year 2021 2021 has followed tracodi's 6 consecutive years of outstanding growth, once again confirming the right vision of the company's BOD.

Quoted from the audited consolidated report on December 31, 2021, the consolidated business results of TRACODI is as following basic criteria:

Unit: Million VND

No	Term	Implemented in 2020	Plan 2021	Implemented in 2021	Ratio % 2021 / P 2021	Ratio % 2021 / I 2020
1	Net income from operating activities	2,852,633	3.203.484	3.111,846	97.14%	109.09%
2	Net profit from operating activities	181.555	340.260	371.281	109.12%	204.50%
3	Profit before tax	178.030	342.580	372.870	108.84%	209.44%
4	Profit after tax	146.747	280,164	335.630	119.80%	228.71%
5	Dividend distribution	11% (5% in stock and 6% in cash)	14%	ten%	71.43%	90.91%

All business targets in 2021 have positive growth compared to the same period in 2020 and most of them have met the set targets:

- Net revenue from business activities is VND 3,111.84 billion, although only reaching 97.14% compared to the plan set for 2021 it still increased by 109.09% compared to the level achieved in 2020. In terms of revenue structure, infrastructure construction is still a key sector, contributing mainly to revenue growth in 2021. In addition, quarrying activities in Antraco also exceeded the profit plan target, contributing to creating a stable revenue stream for the Company's business activities. The failure to meet the revenue target has been largely due to the profound effects of the epidemic, which has caused real estate and renewable energy projects to stall. However, by the end of 2021, these projects have begun to go back into operation and the revenue stream from these projects will be recorded for 2022. Therefore, it is expected that 2022 will continue to be a blooming year for TRACODI.
- The target of after-tax profit in 2021 is VND 335.6 billion, reaching 119.8% of the set target and an increase of 228.71 % compared to the actual level of 2020. This impressive growth comes from effectiveness in cost management policies, operations, as well as risk management policies to adapt to the fluctuations in the macro- economy.
- The 2021 GMS has approved the 2021 dividend plan of 14%. However, in the face of the unpredictable covid-19 situation and the Company needs to keep profits to supplement the capital to re-operate production and business, so at the annual GMS in 2022, the BOD proposed to submit the dividend plan in 2021 of 10% / charter capital expected to be equivalent to VND 2,444.18 billion, of which: 5% in shares to increase charter capital for the implementation of large projects in 2021 and 5% in cash. Thus, with the dividend rate for 2021 of 10%, it still ensures the level as expected to be reported to the GMS in 2021. This is a remarkable effort of the Company during the prolonged epidemic to ensure shareholders' rights.

These remarkable business results have once again affirmed TRACODI's position in Vietnam's construction industry, continuing the golden era of the Company and preparing for higher and further development steps. The successful "overcoming difficulties" in 2021 has shown the correctness in the core business values that the Company is pursuing, efficiency, flexibility but still very assertive in the management and consensus of Tracodi employees in the face of unprecedented challenges. The above results mark a strong transformation of TRACODI towards more professional and sustainable development, keeping up with the trends of the times to enhance the interests of shareholders, workers and strategic partners, contributing to the overall development of the country.

The efforts of the BOD and staff of TRACODI have also been recognized through the prestigious awards achieved in 2021:

- The fourth consecutive year entered "Top 500 largest enterprises in Vietnam"
- "Top 500 most profitable private enterprises in Vietnam 2021"
- "Top 50 Best Growth Enterprises in Vietnam"

To be present in the VNR500 ranking for 5 consecutive times, TRACODI achieved good growth and met the targets of revenue, profit, total assets, number of employees, and corporate reputation in the media and other criteria such as contribution to the State budget, working environment, social responsibility.

Tracodi is continuing to upgrade the Certificate of capacity for specialized construction activities: Construction of energy industrial works (solar power, wind power) Grade I; Construction of Grade I industrial houses; Designing and verifying the design of construction of Grade II irrigation works.

2. Regarding profit distribution and dividend payment:

According to the profit distribution plan approved by the 2021 GMS, the dividend payment rate in 2020 is 11%/charter capital, of which 6% is paid in cash and 5% is paid in shares approved by the BOD. The company fully implemented from July 2021 in accordance with the provisions of law.

3. Regarding the issuance of shares under the Company's Employee Options Program (ESOP):

Based on the results of completing and exceeding the plan in 2020, according to the plan to implement the ESOP share bonus policy approved by the 2021 GMS, the BOD has implemented the issuance of shares according to the program elected for employees, completed from July 2021 in accordance with the provisions of law

4. Regarding the remuneration of the BOD and the Supervisory Board in 2021:

- The payment of remuneration to BOD members and the Supervisory Board in the year 2021 is made in accordance with the Resolution passed at the GMS in 2021.
- The operating expenses of the BOD are implemented in accordance with the provisions of the Charter and internal regulations of the Company.

5. Regarding the implementation of plans to increase charter capital in 2021:

Implementing the plan to increase charter capital submitted to the GMS in 2021, the Company has focused on business to effectively use the additional issued capital in 2021. The results are as follows:

a. Increase in charter capital due to the issuance of shares to pay dividends in 2020 and the issuance of ESOP 2021 shares :

- Issuing shares to pay dividends in 2020 and issuing shares of ESOP 2021 according to Proposal No. 05/2021/TTĐH-HĐQT-TCD, Proposal No. 06/2021/TTĐH-HĐQT-TCD dated April 7 , 2021 and Proposal No. 15/2021/TTĐH-HĐQT-TCD dated April 7, 2021 approved by the GMS in Resolution No. 04/2021/NQ-ĐHĐCĐ-TCD dated April 29, 2021
- The company has issued 4,114,562 shares to pay the 2020 dividend and 800,000 shares under the employee option program (ESOP). Total issued shares is 4,914,562 shares.
- Accordingly, the charter capital of the Company increased by VND 49,145,620,000, reaching the charter capital of **VND 872,091,520,000** in July 2021.

b. Increase in charter capital by issuing shares to the public for existing shareholders:

- Issuing shares to the public to existing shareholders according to the Proposal No. 12/2021/TTĐH-HĐQT-TCD dated 07/0 4/2021 approved by the GMS in Resolution No. 04/2021/NQ-ĐHĐCĐ- TCD on April 29, 2021
- Collection of money from the issuance: The company has completed the issuance to investors, the amount of money collected is **VND 872,091,520,000** , the completion date of the issuance is 11/01/2022 .
- Purpose of capital use: As authorized by the GMS, the Board of Directors of the Company has developed details of the plan to use capital is to supplement working capital including but not limited to the payment of debts due, new contracts for contractors, suppliers, banks, other partners ... according to BOD Resolution No. 43/2021/NQ-HĐQT-TCD dated 11/08/2021.
- Using fund from the issuance: As of March 16, 2022, the Company has used **VND 94,790,554,036** (remaining **VND 777,300,965,964**), equivalent to **10.87 %** of the proceeds from the issuance.

Accordingly, the charter capital of the Company increased by **VND 872,091,520,000** , reaching the charter capital of **VND 1,744,183,040,000** in January 2022.

c. Increase in charter capital due to private placement of shares for professional securities investors:

- Private placement of 500 billion shares to professional securities investors according to the Proposal No. 28/2021/TTĐH-HĐQT-TCD dated November 17, 2021 approved by the General Meeting of Shareholders in Resolution No. 06/2021/NQ-ĐHĐCĐ-TCD on November 30, 2021 .
- Purpose of capital use: According to the authorization of the GMS, the BOD has developed details of the plan to use capital used to pay capital

contributions, contractors, construction units, suppliers and pay the loan according to the Resolution of the BOD No. 09/2022/NQ-HDQT-TCD dated February 9, 2022.

- On February 11, 2022, the Board of Directors passed Resolution No. 10/2022/NQ-HQT-TCD by the application for individual stock offering registration and submitting it to the State Securities Commission, which is currently awaiting consideration.
- If the issuance is successful, the company's charter capital will increase by VND 500,000,000,000, reaching a charter capital of VND 2,244,183,040,000 in April 2022.
- The BOD will continue to update and report when completing the issuance of individual shares in the nearest GMS.

d. Increase in charter capital due to the conversion of bonds into shares:

- Converting bonds into shares of VND 20 billion according to Proposal No. 14/2021/TTĐH-HĐQT-TCD dated April 7, 2021 approved by the GMS in Resolution No. 04/2021/NQ-ĐHĐCD-TCD dated April 29, 2021
- The dossier is expected to be implemented when completing the issuance of individual shares under the above-mentioned section c.
- Using funds from the issuance: By March 16, 2022, the Company used VND 233,227,144,223 (remaining VND 16,772,855,777), equivalent to 93.29% of the proceeds from the issuance. The company has conducted an audit of the use of capital which is endorsed by Southern Auditing & Accounting Financial Consulting Services Company Limited (AASCS) and attached to this report (Appendix No. 03).
- If the conversion is successful, the Company's charter capital will increase by VND 200,000,000,000, reaching charter capital VND 2,444,183,040,000 in April 2022.
- The BOD will continue to update and report upon the completion of the conversion in the nearest GMS.

6. Regarding the selection of an audit unit:

According to the authorization of the GMS, the BOD has selected Southern Auditing and Financial Consulting Services Company Limited (AASCS) as the unit to audit the separate financial statements and consolidated financial statements for the semi-annual period and for the whole year 2021 according to Resolution No. 32/2021/NQ-HDQT-TCD dated June 30, 2021.

7. Regarding the adjustment of registered business lines and professions and the announcement of the maximum foreign ownership ratio at the Company :

The Company has adjusted registered business lines to meet the requirements of raising the foreign ownership rate to the highest level prescribed by law without affecting the Company's core business activities according to the Resolution of the GMS No. 06/2021/NQ-ĐHĐCD-TCD dated 30/11/2021. Accordingly, the Company has completed the Notice of maximum foreign ownership ratio at 49%

and has been approved by the State Securities Commission in Document No. 1154/UBCK-PTTT dated March 10th. 2022.

8. Regarding the issuance of the Charter (amended and supplemented) and the internal regulations on corporate governance (amended and supplemented):

Following the authorization of the GMS, in 2021 the Board of Directors has finished these following tasks:

- Issuing 04 times of amendment and supplement of the Company 's charter , including:
 - (1) The 15th Amendment and Supplement for the 15th time on April 29, 2021 due to amending and supplementing a number of articles in accordance with the Enterprise Law and relevant legal documents;
 - (2) The 16th Amendment and Supplement on July 15 , 2021 due to increase capital under the plan to issue shares to pay dividends in 2020 and issue ESOP shares under the employee selection program in the Company in 2021;
 - (3) The 17th Amendment and Supplement dated Nov 30, 2021 due to the adjustment of the registered business lines and a number of articles in accordance with the Law on Enterprises;
 - (4) The 18th Amendment and Supplement on January 13 , 2022 due to increase capital according to the plan of issuing shares to existing shareholders.
- Issuing 01 time the Internal Regulation on Corporate Governance, revised and supplemented for the 3rd time on April 29, 2021 in order to be consistent with the Company's Charter and the provisions of law.

9. Regarding the GMS authorizing the BOD to conduct transactions and investments with related parties, unrelated parties and shareholders of the Company in 2021:

- List of contracts , transactions with value from 35% or transactions leading to the total transaction value arising within 12 (twelve) months from the date of first transaction with value from 35% of the total asset value recorded in the most recent financial statement of the Company
- List of contracts, loan transactions, asset sales and other contracts with a value greater than 10% of the total value of assets recorded in the most recent financial statement between the Company and its shareholders owning from 51 % of total voting shares or more or related persons of such shareholder.

(Details are in Appendix 01 attached)

10. Regarding the GMS authorizing the BOD to approve/decide on capital loans, issuing bonds to mobilize capital, granting loans, and guaranteeing of the Company in 2021:

a. Implement private bond issuance in 2021:

- Using the authorization of the General Meeting of Shareholders according to Resolution No. 04/2021/NQ-ĐHĐCD-TCD dated April 29 , 2021 approving Report No. 1 1 /2021/TTĐH-HĐQT-TCD dated April 7 , 2021 , the Board of Directors approved private placement, non-convertible,

warrant-free, and secured by assets, with a maximum par value of **VND 500,000,000,000,000** according to BOD Resolution No. 66 /2021/NQ-HĐQT -TCD on December 24 , 2021 v / v approved the plan to issue individual bonds in 2021 .

- Authorized by the GMS according to Resolution No. 04/2021/NQ-UDD-TCD dated April 29, 2021 approving the Submission No. 11/2021/TTDH-HQT-TCD dated April 7, 2021, the BOD approved private placement, non-convertible, warrant-free, and secured by assets, with a maximum par value of **VND 500,000,000,000,000** according to BOD Resolution No. 66 /2021/NQ-HĐQT -TCD on December 24, 2021 which is about approving the plan to issue individual bonds in 2021.
- Collection of money from the issuance: The Company has completed the bond offering to investors with the proceeds of **VND 500,000,000,000,000** , the completion date of the issuance is January 13 , 2022 .
- Using fund from the issuance: As of February 28 , 2021 , the Company has used **VND 500,000,000,000,000** (remaining VND 0), equivalent to 100 % of the proceeds from the issuance.
- Purpose of capital use: According to the authorization of the GMS, the BOD has developed in detail the plan to use capital which is to supplement the operating capital of the Company including but not limited to the payment of construction projects of which the Company is a contractor; investment cooperation, capital contribution to other units, business cooperation with organizations and individuals in order to expand the company's operational capacity in the field of real estate, renewable energy, finance.

b. Other capital raising transactions:

- (Not available)

1.3 Assessment from independent members on the activities of the Board of Directors:

- The activities of TRACODI's Board of Directors in 2021 have been organized and implemented in compliance with the Company's Charter and the provisions of the current law, fully implementing the contents authorized by the GMS, demonstrating the creative and dynamic leadership role in the direction of business strategy and implementation supervision as well as risk management, contributing positively to the overall performance of the Company. (Details of the independent Board Member's assessment report on the operation of the Board of Directors in 2021 in Appendix 02 attached).

1.4 Evaluation of the performance of the Executive Board:

- The General Director has urgently and seriously implemented in accordance with the Resolutions of the BOD and the GMS, proposed specific solutions, created and implemented specific tasks in each destination of each member of the Executive Board to fully and promptly implement the resolutions and decisions of the GMS and the BOD;
- The Executive Board maintains unified and united activities, assigns work scientifically and effectively work, assigns members to work multi-tasking and

flexible, decisive and professional in handling and finding solutions for the Company's business activities;

- The BOD has inspired the company's staff, promoting creativity and initiative in work, constantly learning knowledge, gaining experience and accessing the market and customers, mobilizing many resources for the company's system to operate effectively. Thanks to the above efforts, the Company continues to operate well, TCD shares in the year achieved good liquidity and were welcomed by domestic and foreign investors.
- In a recognition of the efforts of the Executive Board, the BOD issued a decision to reward the the Executive Board members and employees for their positive contributions to the development of TRACODI in 2021.

II. OPERATIONAL ORIENTATION OF THE BOD IN 2022:

2021 has closed with many challenges and fluctuations from the Covid-19 epidemic, causing significant impacts on TRACODI's business activities in particular and the domestic economy in general. Entering 2022, the company assessed that this will be the time when many positive changes will come from changing the government's response to epidemic policy, from the policy of "zero Covid" to "living with Covid", thereby, creating conditions to promote trade activities in Vietnam and abroad. When social distancing measures are removed, construction projects also begin to work again. In addition, the Government is also focusing more on building infrastructure to promote the economic recovery process and welcome the inflows of foreign investment. In November 2021, Vietnam participated in COP26 Meeting and together with other countries around the world committed to bringing global net emissions to zero by 2050. Therefore, in the coming time, the Government will focus on investing in renewable energy projects, opening up many development opportunities for TRACODI with the advantage of many years of experience in this field.

However, the Company also recognizes the risks of development trends in the coming time, which mainly come from macro fluctuations: inflation tends to increase as production and consumption activities are restored, gasoline and raw materials prices will also spike due to political instability and shortages of resources, not only in Vietnam but all over the world. All of these factors will create a 2022 with many opportunities but also many challenges.

Based on the above analysis, the BOD sets out the orientation of the central plan for 2022 as follows:

2.1 Targets on business activities in 2022:

Unit: Million VND

Targets	Implemented 2021 (consolidated)	Plan 2022 (consolidated)	Ratio P 2022/I 2021
Net Revenue	3.111.846	4.431.100	142%
Profit before tax	372.870	626.800	168,10%
Profit after tax	335.630	507.438	151,19%

Dividend	10%	From 10%	From 100%
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2.2 Operational orientation of the BOD in 2022:

2022 will continue to be a year of acceleration, breakthrough and affirming TRACODI's position in the Vietnamese market. Therefore, in order to be able to effectively grasp development opportunities, while minimizing risks to business operations, the BOD and the Executive Board have come up with important strategic directions, which focus on improving the efficiency of management to create sustainable brand value, increase the profit margin of business activities, while building a safe, dynamic working environment, connecting the company's employees. In addition, the company's orientations will also stick to Bamboo Capital Group's strategic vision, to optimize the advantages in the Group's ecosystem, thereby creating strong development resonance. The orientation of the business model in 2022 will still focus on the field of industrial construction, infrastructure and civil engineering, and this is also the main source of revenue contributing to the overall growth of the Company. Quarrying activities will also be boosted and become a stable source of revenue in the coming year. Labor and trade export activities are expected to bring a breakthrough revenue source when measures to close borders and social distancing are removed. In order to realize the above orientations, the BOD sets out two main key tasks for 2022 and the term of 2022-2027 as follows:

A. Business development mission in the new normal:

1. Continuing to closely monitor the prevention of the Covid-19 epidemic to ensure the safety of the Company's employees, and at the same time quickly adapt to the new normal conditions, to avoid causing disruptions in production and business activities
2. Focusing on drastically directing the implementation of strategic orientations, targets and tasks of production and business in 2022.
3. Taking advantage of opportunities of the Government to promote the development of transport infrastructure, TRACODI focuses its resources on investment in transport infrastructure and participates in the construction of public investment projects.
4. In the period of 2022-2027, TRACODI continues to aim to become one of the leading construction management general contractors in the construction field in Vietnam. To achieve this goal, TRACODI needs to focus on following tasks:
 - Concentrating on developing the available advantages in construction activities, in order to continue affirming the position of the Company in this field. Besides, the Company will also constantly seek expansion opportunities for industrial construction and transportation infrastructure.
 - Improving construction capacity is also one of the essential goals that the Company has set for 2022. The improvement of construction capacity will focus on the ability to quickly deploy projects, ensure quality, start applying high technology in each stage of deployment, and at the same time strengthen environmental standards.

- Taking advantage of policy opportunities to be able to participate in BOT projects, climate change projects, water resources in the Central, Central Highlands and The South under the Government's PPP program.
- Seeking and building long-term cooperative relationships with reliable, well-positioned strategic partners in domestic and foreign markets to be able to accompany large-scale projects.
- Taking full advantage of the Group's ecosystem, the Company will also actively seek opportunities to participate in projects outside the ecosystem, in order to improve its capacity and develop its position on the market.

Continuing to improve financial capacity through diversified capital raising plans with large scale. Particularly in 2022, the Company will make the most of the potential of the Vietnamese stock market to be able to access more domestic capital, through the itinerary to increase charter capital from the issuance of shares to existing shareholders, issue shares privately to professional securities investors, issue shares to pay dividends in 2021 and issue bonus shares ESOP. In addition, the Company will also start to explore international capital sources so that it can find cheap capital sources with high value. The additional capital will be effectively used for the implementation of unfinished projects, searching for new projects and promoting M&A investment plans.

5. In terms of projects, the Company continues to implement according to the construction progress and phase-in acceptance for projects such as Malibu Hoi An project (Quang Nam); Amor Riverside Binh Chanh project (HCMC); King Crown Infinity project (Thu Duc); Casa Marina Premium project (Quy Nhon); Casa Marina Mui Ne project (Phan Thiet); D'or project (Con Bap - Hoi An); and rooftop solar projects.
6. Operational orientations of member companies and associate companies, in which:
 - TRACODI Labor Export Joint Stock Company: It is forecasted that in 2022, national borders will be reopened, creating favorable conditions for the labor export market to Japan as well as to other countries. Therefore, labor export activities in 2022 will be promoted more strongly to take advantage of this development opportunity and at the same time seek opportunities to expand the market. However, the implementation of the plan will be adjusted to the "new normal".
 - ANTRACO Joint Venture Co.,LTD: In addition to promoting strategic competitive advantages to maintain the ANTRACO brand and affirm its highest position in the Mekong Delta region, The Company will take advantage of government policy opportunities to promote the construction of infrastructure for the Cuu Long River Delta region, to create rapid leaps in revenue. In addition, the Company will also improve exploitation efficiency through market research and analysis, so that it can introduce new technologies to reduce costs, effectively manage inventory, and support product marketing to the market, access to potential projects.
 - TRACODI Trading & Consulting Joint Stock Company: The Company's orientation in 2022 is to create a stable revenue stream, by taking full advantage of the group's advantages from product lines to distribution

channels, especially are key product lines such as: tapioca starch, Dr. Nam, Nguyen Hoang outdoor furniture. In addition to continuing to exploit the segment of supply and purchase for real estate projects within the Group, the Company will also seek more opportunities to expand distribution channels, participate in projects outside the Group's ecosystem to drive revenue growth.

- BCG Land Joint Stock Company: 2021 is a challenging year for BCG Land when most projects are forced to suspend due to the impact of the Covid-19 epidemic. Although project progress and business activities were accelerated immediately after social distancing measures were removed, revenue from projects has not yet been recorded for 2021. 2022 is considered as a blooming year for the real estate sector, however, this will lead to more fierce competition in the market. Therefore, BCG Land's orientation this year will focus on quickly completing unfinished projects in 2021 to promote strong growth momentum; implemented according to the construction schedule as well as the sales plan for Malibu Hoi An (Quang Nam), King Crown Infinity (Thu Duc), King Crown Village (Thu Duc), D'or (Con Bap - Hoi An) projects); Amor Riverside (Binh Chanh) , Casa Marina Premium (Quy Nhon) , Casa Marina Mui Ne (Phan Thiet) ; completing legal procedures for construction implementation for projects: King Crown City (in Pham Van Dong, Thu Duc City), King Crown Park (Kinh Duong Vuong, Binh Tan District, Ho Chi Minh City), My Khe Marina Bay (Da Nang) and Phoenix Mountain (Binh Dinh). In addition, BCG Land will continue to create a land fund for the future and expand its business activities into the industrial zone sector. The company is completing legal procedures as well as planning approvals for projects such as Helios Village and Cat Trinh Industrial Park. 2022 will be a pivotal year for BCG Land to prepare all necessary resources towards the goal of listing BCG Land in the third quarter.
- Life Purity Clean Water Joint Stock Company: Performing acceptance test of the demonstration model and reporting to local departments to deploy this technology development in Ben Tre in particular and the Mekong Delta in general in the areas of clean water treatment for domestic use and industrial wastewater treatment .
- Vietnam Taxi Company Limited: It is forecasted to continue to face difficulties in the situation of the Covid-19 epidemic. In order to restructure Vinataxi's entire operations, BCG Group is expected to buy back the entire 70% contributed capital of foreign partners to improve Vinataxi's operational efficiency.
- TCD Plus Joint Stock Company: A newly established company in December 2021 with main activities of BOT toll collection management, implementation of traffic infrastructure projects that TRACODI is aiming to be a core business in development plan for the next 3 years.

B. Management and human resource development tasks:

1. Continuing to promote the digitization of corporate governance through the application of advanced management systems such as ERP, E - office and HRM in operations, cost management and human resource management, in order to

improve effective governance and qualify the requirements of international integration

2. Improving the quality of human resources with three main focuses: first, promoting recruitment to attract high-quality and experienced human resources in the field of construction and project management; second, developing training programs on both professional skills and soft skills for the Company's employees, especially key leader; third, building a dynamic, cohesive corporate culture and always encouraging the development of each individual in the Company.
3. The company recognizes that the development of each business cannot be outside the development of the community, society and the country. So TRACODI will be more active in sharing community responsibilities, supporting the localities where the Company's projects are developing, paying attention to social security work and considering it as a mission in the company's business activities, thereby maintaining the TRACODI brand in the Top rated Vietnamese enterprises.
4. Continuing to develop relationships with investors and shareholders, on the basis of ensuring benefits for investors, striving for an annual dividend payout of 10 % or more; closely monitoring stock price and market movements to timely manage specific and detailed action plans then improving the attractiveness of TRACODI shares to domestic and foreign investors.

Although 2021 is a tumultuous year due to the impact of the Covid-19 epidemic, with the determination and unremitting efforts of the Board of Directors, Board of Management and all employees of TRACODI, business operation has achieved great achievements. Entering 2022 with new opportunities and new challenges, the Board of Directors believes that, with the right strategic orientations, keeping up with the trends of the market, a promising business plan with a reasonable implementation roadmap and especially consensus, the enthusiasm of all employees, this year will continue to be a "great victory", helping TRACODI to develop and affirm its leading position in the construction sector of Vietnam.

On behalf of the Board of Directors, I would like to express my sincere thanks to all customers and partners who have trusted and cooperated with the Company; I would like to thank all employees for their constant efforts to contribute to the overall success of the Company. At the same time, I would like to sincerely thank our Shareholders who have always accompanied and supported the Board of Directors in the past year so that we can successfully complete the assigned tasks.

Best regards,

**On behalf of Board of Directors
Chairman**

(Sign & seal)

Nguyen Ho Nam

**CONTRACTS OF TRANSACTIONS, INVESTMENTS WITH RELATED PARTIES
WHOSE VALUES ARE GREATER THAN 10% OF THE TOTAL ASSETS AND NOT
RELATED WITH VALUES EXCEEDING 35% OF THE TOTAL ASSETS**

(Attached to Report No. 02/2022/BCDH-HĐQT-TCD dated 24/03/2022)

NO.	INVESTOR/CONTRACTOR	SIGN DAY	CONTRACT NUMBER	VALUE
1	Orchid Investment and Service JSC	20/03/2021	No. 17/2021/HĐTC/TCD - ORCHID	743,177,370,000
2	Gia Khang Service Trading Investment JSC	06/02/2021	Appendix 01/2020/HĐTC/TCD – GK/PLHD03	3,113,285,015,841
3	Plus Investment JSC	April 16, 2021	No. 05/2021/HĐTC/KHAILONG1/TCD- PLUS	809,298,160,000
4	Plus Investment JSC	April 22, 2021	No. 06/2021/HĐTC/KHAILONG1/TCD- PLUS	698,000,000,000
			Total:	5,363,760,545,841



APPENDIX 02 :

**REPORT ON THE ASSESSMENT OF INDEPENDENT
MEMBERS ON THE ACTIVITIES OF THE BOARD OF
DIRECTORS IN 2021**

Up to now, the Board of Directors (BOD) of Transport And Industry Development Investment Joint Stock Company (TRACODI/Company) has a total of 08 members, including 03 independent members. All members of the Board of Directors actively participate in planning activities, controlling compliance, implementing strategies and ensuring good corporate governance practices to ensure long-term benefits of the company.

1. Regarding the organizational structure:

The BOD has total of 08 members, including the Chairman of the BOD, 02 Permanent Vice Chairman, 02 members (of which 01 member of the BOD cum General Director of the Company) and 03 non-executive members of the BOD (on December 31, 2021).

At the 2021 Annual General Meeting of Shareholders (AGM) on April 29, 2021, the BOD of the Company approved the Report of the BOD on 19/2021/TTDH-HQT-TCĐ dated 22/04/2021 on the dismissal and election of additional members of the BOD in the period of 2018-2023 as follows:

- Approving the dismissal one of the BOD members for Ms. Le Thi Mai Loan based on her resignation letter dated April 12, 2021
- Approving the dismissal one of the BOD members for Mr. Lin Kuo Wei based on his resignation letter dated April 20, 2021
- Approving the additional election of Mr. Bui Thien Phuong Dong- one of BOD members and participating as a permanent member

In the Resolution of the AGM dated on November 30, 2021 which was approved in the form of written comments in November 2021, the BOD passed the Proposal of the BOD No.23/2021/TTDH-HQT-TCĐ dated 17/11/2021 and the Proposal No. 24/2021/TTD-HDQT-TCĐ dated November 17, 2021 on the dismissal and election of additional members of the BOD for the term of 2018-2023 as follows:

- Approving the dismissal of one of the BOD members for Mr. Nguyen The Tai based on his resignation letter dated October 15, 2021.
- Approving the election of additional members of the BOD and participating as a permanent member is Ms. Le Thi Mai Loan.

2. Regarding the operating structure :

- The BOD members have excellently performed supervision over the Board of General Directors (BoGD), ensuring that the Company's activities are always strictly controlled in order to follow the proper strategic direction and adjust decisions in a timely manner as required.
- At the same time, they promote the independent judgment of all board members and the integrity of the management system; ensure independent decision-making on the company's issues and fair supervision for the activities of the Executive Board to implement policies approved by the BOD in the process of conducting business activities. Their presence contributes to ensuring that decision-making is more objective, especially in situations where there is a conflict of interest.
- The BOD independent member has also performed well in governance, independent of the management and administration of the company.
- At the same time, they promote the independent judgment of all directors and the integrity of the governance system, ensure independent decision-making on company matters, and appropriate objective monitoring of operations. The Board of Management is authorized by the Board of Directors to implement the policies approved by the Board of Directors in the course of conducting business activities of the company. Their presence on the Board of Directors helps to ensure more objective decision-making, especially in situations of conflict of interest.
- It is important to ensure that the material interests of independent members and of the company to be independent of each other.

3. Regarding the results of management and supervision:

- According to the operating plan of the BOD, their obligations have been implemented in 2021 in accordance with the Resolution of the AGM set out and comply with the Company's Charter, internal governance regulations and corporate governance standards.
- The BOD has proposed several effective and timely solutions to assist the BoGD overcome challenges in the process of operating the Company, well implement the supervision and control to ensure the criteria of compliance with the law which are completely followed by the Company.
- The BOD has been continuing to monitor and complete the internal control system and risk management, propose frameworks and principles to save operating costs, supervise technology improvement projects.
- The company is applying remote working technology solutions to ensure the company's activities are not interrupted; supervising the construction of the title system; standardizing the organizational chart.
- The BOD has led and managed the Company to complete the growth and profit targets of 2021, well fulfilling its obligations to the State budget, bringing high efficiency to shareholders and stable income for employees. Through innovative operation methods, they have performed proficiently to build sustainable values for the company in the strategy of 2018-2023.
- Board meetings are held periodically and depending on the actual situation. The Resolutions and Decisions of the BOD are issued in accordance with the provisions of the Regulation on Corporate Governance, the provisions of the Law on Enterprises and other relevant legal provisions.

4. Conclusion:

- The BOD Independent members ensure transparency in decisions, which have an important influence on the quality and performance of the Company's management.
- The BOD Independent members have provided an objective perspective from the external business environment and made independent, unbiased decisions, supplemented with external experience and knowledge and provided useful relationships for the management of the company.
- All board members are completely responsible, professional, transparent about the assigned obligations in protecting the interests of the Company and careful in performing their roles.
- The BOD has led and managed the Company to complete the growth and profit targets of 2021, well fulfilling its obligations to the State budget, bringing high efficiency to shareholders and stable income for employees. The BOD has joined the BoGD in implementing the sustainable cultural activities of the enterprise. Through the effective and innovative operating method, they have excelled the role of accompanying to build sustainable values for businesses in 2021.

**Independent member
of the BOD**

(Sign & seal)

Morishima Kenji

**Independent member
of the BOD**

(Sign & seal)

Tomas Sven Jaehnig

**Independent member
of the BOD**

(Sign & seal)

Tan Bo Quan, Andy