

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



**OPERATING REGULATIONS
OF THE BOARD OF DIRECTORS OF
TRANSPORT AND INDUSTRY
DEVELOPMENT INVESTMENT
(TRACODI)**

Ho Chi Minh City , April 2022



DECISION

*Re: Issuing the Operating Regulations of the Board of Directors of
Transport and Industry Development Investment
Joint Stock Company*

**THE BOARD OF DIRECTORS OF
TRANSPORT AND INDUSTRY DEVELOPMENT INVESTMENT
JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26 , 2019 of the National Assembly ;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding on corporate governance applicable to public companies;
- Pursuant to Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding the disclosure of information on the stock market;
- Pursuant to the Charter of the Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by the General Meeting of Shareholders on April 14 , 2022 (the 19th amendment and supplement) ;
- Pursuant to Resolution No. 04 / 2022/NQ-ĐHĐCĐ-TCD dated April 14, 2022 of the General Meeting of Shareholders of the Transport and Industry Development Investment Joint Stock Company on the approval of the operating regulations of the Board of Directors

DECISION

- Article 1.** To promulgate together with this decision the Operating Regulations of the Board of Directors of Transport and Industry Development Investment Joint Stock Company
- Article 2.** This decision is valid from the date of signing and promulgates and replaces previous provisions contrary to itself .
- Article 3.** Members of the Board of Directors of Transport and Industry Development

Investment Joint Stock Company are responsible for the implementation of this decision.

**On behalf of the Board of Directors
Chairman**

Nguyen Ho Nam

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**OPERATING REGULATIONS OF THE BOARD OF DIRECTORS
TRANSPORT AND INDUSTRY DEVELOPMENT INVESTMENT JOINT
STOCK COMPANY
(TRACODI)**

(Issued together with the Decision No. / 202 2 /QD-HĐQT- TCD dated April 14, 2022 of the Chairman of the Board of Directors of Transport And Industry Development Investment Joint Stock Company)

**CHAPTER I
GENERAL REGULATIONS**

Article 1. Scope of regulations and subjects of application

1. Scope of regulation: The operating regulations of the Board of Directors stipulate the organizational structure, personnel, operating principles, rights and obligations of the Board of Directors and Board members in order to operate in accordance with the Enterprise Law, the company's charter and other relevant laws.
2. Subjects of application: This Regulation is applicable to the Board of Directors and Board members

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works according to collective principles. The Board members shall be personally responsible for their work and jointly responsible to the General Meeting of Shareholders, take legal responsibility for the resolutions and decisions of the Board of Directors for the development of the Company.
2. The Board of Directors assigns responsibility to the General Director to organize and execute their resolutions and decisions.

**Chapter II
BOARD MEMBERS**

Article 3. Rights and obligations of Board members

1. Board members have full rights as prescribed by the Enterprise Law, the Securities Law, relevant laws and the company's charter, including the right to be provided with information and documents on the financial situation, business activities of the Company and its units.
2. Board members have obligations as prescribed in the company's charter and the following ones:
 - a. Perform their duties honestly and prudently for the best interests of shareholders and the Company;
 - b. Attend all meetings of the Board of Directors and give opinions on the issues discussed;
 - c. Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliated companies and other organizations;
 - d. Report to the Board of Directors at the latest meeting transactions among the Company, its subsidiaries and other companies in which the Company holds control over 50% or more of the charter capital with the Board member and the relevant persons of that member; transactions between the Company and the company in which a Board member is a founding member or a manager during the last 3 years before the time of the transaction;

- e. Disclose information when trading shares of the Company in accordance with the law.
3. An independent member of the Board of Directors of a listed company is responsible for making an evaluation report on the operation of the Board of Directors.

Article 4. Right to receive information update of Board members

1. Board members have the right to request the General Director, Deputy General Director and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and its units.
2. Managers are required to provide timely, complete and accurate information and documents at the request of the Board members. The order and procedures for requesting and providing information shall be specified in the company's charter or in Article 159 of the Enterprise Law.

Article 5. Term and quantity of Board members

1. The Board of Directors has a minimum of 5 members. The Company may add more members to the Board of Directors during its operation, but the maximum number is not more than 11 persons.
2. A Board member's term of office shall not exceed 5 years and can be re-elected for an unlimited number of terms. An individual shall only be elected as an independent Board member of a company for no more than 02 consecutive terms.
3. In case all Board members end their terms at the same time, such members shall their roles until a new member is elected to replace and take over the position, unless otherwise provided for in Article 2 of this Article. The company's charter has other provisions.
4. The structure of the Board of Directors must ensure that at least one third (1/3) of the total quantity of Board members are non-executive members.
5. In case all members of the Board of Directors end their term together, such members shall continue to be members of the Board of Directors until new members are elected to replace and take over the work, unless otherwise provided for by the Company's Charter.
6. The board structure must ensure at least one-third (1/3) of the total number of board members who are non-executive members. The number of independent board members of the listed company must ensure the following provisions:
 - a. There is a minimum of 01 independent member in case the company has a number of Board members from 03 to 05 persons;
 - b. There are a minimum of 02 independent members in case the company has a number of Board members from 06 to 08 persons;
 - c. There are a minimum of 03 independent members in case the company has a number of Board members from 09 to 11 persons.
7. The company's charter specifies the quantity, rights, obligations, organizing methods and coordinating activities of independent Board members.

Article 6. Criteria and conditions of Board members

1. Board members must qualify the following standards and conditions:
 - a. Having full civil act capacity not subject to clause 2, Article 17 of the Enterprise Law;
 - b. Having professional qualifications and experience in business administration or in the Company's business lines, industries and fields and not necessarily being a shareholder of the Company, unless otherwise provided for in the company's charter;
 - c. A Board member of the Company may concurrently be a Board member of another company but must not exceed 05 (five) companies ;
 - d. Other standards and conditions specified in Clause 4, Article 20 of the Company's Charter.
2. Independent Board member as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must qualify the following criteria and conditions:
 - a. Not being a person who is working for the Company, its parent company or its subsidiary; nor a person who has worked for the Company, its parent company or its subsidiary for minimum 03 consecutive years;

- b. Not being a person who is currently receiving salary or remuneration from the Company, except for allowances that a Board member is entitled to as prescribed;
 - c. Not being a person whose spouse, biological/adoptive father, biological/adoptive mother, biological/adoptive child, biological brother, biological sister, is a major shareholder of the Company; is a manager of the Company or its subsidiary;
 - d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
 - e. Not being a person who used to be a Board member or Supervisory Board member of the Company for minimum the previous 5 years, except for the case of being appointed for 2 consecutive terms.
3. Independent Board members shall notify the Board of Directors of unqualification to the criteria and conditions specified in Clause 2 of this Article and certainly no longer be an independent Board member from the date of unqualification. The Board of Directors shall notify the case that the independent member no longer qualify the criteria and conditions at the latest General Meeting Of Shareholders or convenes a General Meeting of Shareholders to elect additional or replace that independent Board member within 06 months from the date of notice of that Independent Board member.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, relieved from duty or dismissed by the Board of Directors from among the Board members.
2. The Chairman of the Company must not concurrently be the General Director.
3. The Chairman has the following rights and obligations:
 - a. Formulate program and operating plan of the Board of Directors;
 - b. Prepare agenda, content and documents for the meeting; convene, preside over and act as chairman of the Board of Directors meetings;
 - c. Organize the approval of resolutions and decisions of the Board of Directors;
 - d. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e. Chairman of the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.
4. In case the Chairman has a resignation or dismissal, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal. In case the Chairman is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman in accordance with the principles specified in the Company's Charter. In case no authorized person or the Chairman deceases, disappears, is in custody, is serving a prison sentence, is serving administrative measures at compulsory detoxification establishments, compulsory educational establishments, escapes from residence, is restricted or incapacitated in civil acts, having difficulties in perceiving, mastering acts, being banned by the Court from holding certain positions, practicing certain professions or doing certain tasks, the remaining members elect one of them to hold the position of Chairman according to the principle that the majority of the remaining members approve until a new decision of the Board of Directors is made.
5. When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:
 - a. Support in convening the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
 - b. Support Board members in performing their assigned rights and obligations;
 - c. Support the Board of Directors in applying and implementing corporate governance principles;
 - d. Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
 - e. Other rights and obligations as prescribed in the company's charter.

Article 8. Dismissal, relief of duties, replacement and addition of Board member

1. The General Meeting of Shareholders dismisses a Board member in the following cases:
 - a. Unqualify the criteria and conditions prescribed in Article 155 of the Law on Enterprises;

- b. Has a resignation letter and is approved;
 - c. Other cases specified in the company's charter.
2. The General Meeting of Shareholders relieves of duties a Board member in the following cases:
 - a. Not participate in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
 - b. Other cases specified in the company's charter.
 3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace Board members; dismiss or relieve Board members, other than the cases specified in Clauses 1 and 2 of this Article.
 4. The Board of Directors must convene a General Meeting of Shareholders to elect additional Board members in the following cases:
 - a. The quantity of Board members is reduced by more than one third compared with the number specified in the company's charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the quantity is reduced by more than one third;
 - b. The quantity of independent Board members is reduced, not ensuring the ratio specified at Point b, Clause 1, Article 137 of the Law on Enterprises;
 - c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the Board member who has been dismissed or relieved at the nearest meeting.

Article 9. Methods of election, relief from duty and dismissal of Board member

1. Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the right to nominate people to the Board of Directors. The nomination is as follows:
 - a. Ordinary shareholders forming a group to nominate people to the Board of Directors must notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders;
 - b. Based on the quantity of Board members, a shareholder or a group of shareholders specified in this Clause and Clause 5, Article 20 of the Company's Charter is entitled to nominate one or several persons according to the decision of the General Meeting of Shareholders to act as a Board member candidate for the Board of Directors. In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors and other candidates nominated by other shareholders.
2. The voting of Board members shall be implemented by the method of vote accumulation, according to which each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected Board members and the shareholder has the right to accumulate all or part of his /her total votes for one or several candidates. The winner of the Board of Directors shall be determined by the number of votes from high to low, starting from the candidate with the highest number of votes until sufficient number of members specified in the Company's Charter. Where 02 or more candidates achieve the same votes, re-election shall be conducted among candidates with equal number of votes or selected according to the criteria of electoral regulation or company charter.
3. The election, dismissal and relief of Board members shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 10. Notice of election, dismissal and relief of duties of Board members

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the company website so that shareholders can learn about these candidates before voting. The candidates must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as Board members. Information related to the candidate for the Board of Directors to be disclosed includes:
 - a. Full name, date, month and year of birth;
 - b. Qualification;
 - c. Working process;
 - d. Other management titles (including the title of Board of Directors of other companies);

- e. Interests related to the Company and its related parties;
 - f. Other information (if any) as prescribed in the company's charter;
 - g. The public company shall be responsible for disclosing information about the companies in which the candidate is holding the position of a Board member, other management titles and interests related to the company of the Board candidate (if any).
2. The announcement of the results of election, dismissal and relief of duties of Board members must comply with the guiding regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management part of the Company, which has full authority on behalf of the Company to decide and exercise the rights and obligations of the company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the company's charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a. Decide on the strategy, medium-term development plan and annual business plan of the Company;
 - b. Propose the type of shares and the total number of shares to be offered for sale of each type;
 - c. Decide to sell unsold shares within the number of shares authorized to be offered for sale of each type; decide to raise additional capital in other forms;
 - d. Decide the selling price of shares and bonds of the Company;
 - e. Decide to repurchase shares according to the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f. Decide on investment plans and investment projects within its competence and limits prescribed by law;
 - g. Decide on solutions for market development, marketing and technology;
 - h. Approve purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets or more are stated in the company's most recent financial statements, unless the Company's Charter stipulates other ratios or values and contracts, transactions under the decision-making competence of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3, Article 167 of the Enterprise Law;
 - i. Elect, dismiss and relieve the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as provided for in the company's charter; decide the salary, remuneration, bonus and other benefits of such managers; appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company and decide on the remuneration and other benefits of such persons;
 - j. Supervise and direct the Director or General Director and other managers in execute daily business of the Company;
 - k. Decide the organizational structure, internal management regulations of the Company, establishment of subsidiaries, branches and representative offices and contribute capital and purchase shares of other enterprises;
 - l. Approve the agendas and contents of documents in service of the General Meeting of Shareholders, convene the General Meeting of Shareholders or to collect opinions for the General Meeting of Shareholders to pass a resolution;
 - m. Submit audited annual financial statements to the General Meeting of Shareholders;
 - n. Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or dealing with losses arising in the course of business;
 - o. Propose the reorganization and dissolution of the Company; petition for bankruptcy of the Company;
 - p. Decide to issue the operating regulations of the Board of Directors, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide to issue the operating regulations of the Audit Committee under the Board of Directors (when the Board of Directors establishes

the Audit Committee), the Regulation on information disclosure of the Company;

- q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.
3. The Board of Directors shall approved resolutions, make decisions by voting at the meeting, collect written opinions, vote through online conferences or other forms prescribed by the company's charter. Each Board member has one vote.
4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, a resolution of the General Meeting of Shareholders, or the charter of the company, causing damage to the Company, the members agree to pass the resolution. , such decision must be jointly and personally liable for such resolution or decision and must compensate the Company for damage; Members objecting to the approval of the above resolution are exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or annul the aforesaid resolution or decision.

Article 12. Duties and authority of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors approves contracts, transactions with a value of less than 35% or transactions leading to the total value of transactions arising within 12 months from the date of making the first transaction with a value of less than 35 % of the total value of assets recorded in the latest financial statement or a smaller percentage or value as prescribed in the company's charter between the Company and one of the following entities:
 - a. Board members, Supervisory Board members, the General Director, other managers and their related persons;
 - b. Shareholders, authorized representatives of shareholders owning more than 10% of the total common share capital of the Company and their related persons;
 - c. Enterprises related to the subjects specified in Clause 2, Article 164 of the n Enterprise Law
2. The representative of the Company who signs a contract or transaction must notify the Board members, Supervisory Board members about the persons related to such contract or transaction and enclose it with the draft contract. or the main content of the transaction. such contracts and transactions and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless otherwise provided for in the company's charter; Board members who have interests related to the parties in the contract or transaction do not have the right to vote.

Article 13. Responsibilities of the Board of Directors in convening the Extraordinary General Meeting of Shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors considers it necessary for the benefit of the Company;
 - b. The quantity of remaining Board members and Supervisory Board members is less than the minimum number of members as prescribed by law;
 - c. At the request of a shareholder or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; The request to convene a meeting of the General Meeting of Shareholders must be written, clearly stating the reason and purpose of the meeting, signed by all relevant shareholders, or the written request is made in many copies and signed by all relevant shareholders;
 - d. At the request of the Supervisory Board;
 - e. Other cases as prescribed by law and the company's charter.
2. Convening an Extraordinary General Meeting of Shareholders
Clause 4, Article 12 of the Company's Charter stipulates: The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the quantity of Board members, independent Board members or the remaining Supervisory Board members are less than the minimum number of members as prescribed in the company's charter or receive the request specified at Points c and d, Clause 1 of this Article;
3. The convenor of the General Meeting of Shareholders must perform the following tasks:
 - a. Make a list of shareholders entitled to attend the meeting;

- b. Provide information and settle complaints related to the list of shareholders;
- c. Prepare meeting agenda and content;
- d. Prepare documents for the meeting (documents and reports that need to be submitted to the General Meeting of Shareholders for approval);
- e. Draft resolution of the General Meeting of Shareholders according to the proposed content of the meeting; list and details of candidates in case of election of Board members, Supervisory Board members;
- f. Determine the time and place of the meeting;
- g. Send notice of meeting invitation to each shareholder entitled to attend the meeting in accordance with the Enterprises Law;
- h. Other tasks serving the meeting.

Article 14. Sub-committees assisting the Board of Directors

1. The Board of Directors may establish a number of affiliated subcommittees to be in charge of development policy, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors with at least 03 persons including Board members and external members. Independent Board members/non-executive Board members should make up the majority of the subcommittee and one of these members shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors on functions, powers and obligations. The resolution of the subcommittee will be only valid when there is a majority of members attending and voting for approval at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Directors, or of the sub-committees directly under the Board of Directors must be consistent with current legal provisions and regulations of the company's charter, internal regulations on corporate governance.

CHAPTER IV BOARD MEETING

Article 15. Board Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes, the members elect according to the majority rule to choose one of them to convene a meeting of the Board of Directors.
2. The Board of Directors must hold a meeting at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. At the request of the Supervisory Board or an independent Board member;
 - b. At the request of the General Director or at least 05 other managers;
 - c. At the request of at least 02 Board members;
 - d. At the request of the Independent Auditor to discuss the audit report and business situation of the Company.
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decisions within the competence of the Board of Directors.
5. The Chairman must convene a Board meeting within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure, the Chairman shall be responsible for any damage caused to the Company; The applicant has the right to replace the Chairman to convene the Board meeting.
6. The Chairman or the convener of the Board meeting must send a notice of invitation at least 03 working days

before the date of the meeting [if not otherwise provided for in the company's charter]. The meeting invitation notice must specify the time and place of the meeting, the agenda, issues for discussion and decisions. It must be enclosed with documents used at the meeting and voting slips of members.

The notice of invitation may be sent by invitation, by phone, by fax, by electronic means or by other methods specified in the company's charter and must be delivered to the registered contact address of each Board member.

7. The Chairman or the convenor shall send the meeting invitation and accompanying documents to Supervisory Board members as the Board members.

Supervisory Board members have the right to attend Board meetings and discuss but not to vote.

8. A Board meeting is conducted when 3/4 of the total number of members attend the meeting. In case a meeting convened under this Clause does not have enough members as prescribed, it may be convened for a second time within 07 days from the intended date of the first meeting, [except for the case in Article 1 of this Article. The rate of the company stipulates another shorter term]. In this case, the meeting will be conducted if more than half of the Board members attend the meeting.
9. A Board member is considered to attend and vote at the meeting in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
 - c. Attend and vote through videoconferences, electronic voting or other electronic forms;
 - d. Send votes to the meeting via mail, fax, email;
 - e. Send votes by other forms as prescribed in the company's charter.
10. In case of sending the ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman at least 1 hour before the opening. Voting cards may only be opened in the presence of all attendees.
11. Members must attend all Board meetings. A member may authorize another person to attend the meeting and vote if approved by a majority of the Board members.
12. Resolutions and decisions of the Board of Directors shall be approved if passed by a majority of the members attending the meeting. In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman.

Article 17. Minutes of Board meetings

1. Board meetings must be recorded in minutes and can be recorded and stored in other electronic forms. Minutes must be made in Vietnamese and can also be made in foreign languages, including the following principal contents:
 - a. Name, address of head office, enterprise code;
 - b. Meeting time and place;
 - c. Purpose, agenda and content of the meeting;
 - d. Full name of each member attending the meeting or authorized person to attend the meeting and attendance form; full names of members not attending the meeting and reasons;
 - e. The issue is discussed and voted on at the meeting;
 - f. Summarize the statements of opinions of each member attending the meeting according to the order of developments of the meeting;
 - g. Voting results, clearly stating the members agreeing, disagreeing and abstaining;
 - h. The issue has been passed and the corresponding percentage of votes passed;
 - i. Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.
2. In case the chairperson or the minutes-recorder refuses to sign the meeting minutes, but if all other Board members attend the meeting to sign and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, this minutes shall be valid.
3. The chairperson, the the minutes-recorder and the persons signing the minutes must be responsible for the truthfulness and accuracy of the content of this document.
4. Minutes of the Board meeting and documents used in the meeting must be kept at the head office of the

Company.

5. Minutes made in Vietnamese and in foreign languages have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the Vietnamese version shall be prevailed.

Chapter V

REPORTING, PUBLICING THE BENEFITS

Article 18. Annual report submission

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:
 - a. Report on business results of the Company;
 - b. Financial report;
 - c. Report on assessment of management and administration of the Company;
 - d. Appraisal report of the Supervisory Board
2. The report specified at Points a, b and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders.
3. Reports specified in Clauses 1 and 2 of this Article, appraisal reports of the Supervisory Board and audit reports must be kept at the head office of the Company at least 15 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who own shares of the Company continuously for at least 01 year have the right to directly review reports specified in this Article or together with a lawyer, accountant or auditor with a practicing certificate.

Article 19. Remuneration, bonus and other benefits of the Board members

1. The Company has the right to pay remuneration and reward Board members according to business results and efficiency.
2. Board members are entitled to receive remuneration and bonuses. Remuneration is calculated according to the number of working days required to complete the tasks of a Board member and the remuneration per day. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Board member in a separate section in the Company's annual financial statements, and must report to the General Meeting of Shareholders at the annual meeting.
4. Board members hold executive positions or work in sub-committees of the Board of Directors or perform other jobs outside the scope of normal duties of a Board members, shall be paid additional remuneration in the form of a lump-sum wage, salary, commission, percentage of profit or in another form as decided by the Board of Directors.
5. Board members have the right to be paid all travel, accommodation, meals and other reasonable expenses that they have had to pay when performing their responsibilities including expenses incurred in attending General Meeting of Shareholders, Board meetings or the sub-committees meetings.
6. Board members may receive liability insurance by the Company after having the approval of the General Meeting of Shareholders. This insurance does not cover the liability of Board member related to violations of the law and the company's charter

Article 20. Disclosure of related interests

The disclosure of interests and related persons of the Company shall comply with the following provisions:

1. Board members must declare to the company about their related interests, including:
 - a. Name, enterprise identification number, head office address, business lines and lines of the enterprise in which they own contributed capital or shares; rate and time of ownership of such contributed capital or shares;
 - b. Name, enterprise identification number, head office address, business line, line of business of the enterprise in which their related persons jointly own or separately own a contributed capital or a share of more than 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date of arising related interests; Amendments and supplements must be notified to the Company within 07 working days from the date of corresponding amendments and supplements.
3. Board members, in their own name or in the name of another person, to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and can only be done when approved by a majority of the remaining Board members; if performed without declaration or without the approval of the Board of Directors, all income from such activities belongs to the Company.

CHAPTER VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Điều 21. Mỗi quan hệ giữa các thành viên Hội đồng quản trị

Article 21. Relationship among Board Members

1. The relationship among Board members is cooperative. The Board members are responsible for informing each other about related issues in the process of handling their assigned work.
2. In the process of execute their tasks, the Board members Directors assigned to take primary responsibility must actively coordinate the handling, if there is a problem related to the field of responsibility of another member of the Board of Directors. In cases where there are different opinions among Board members, the members responsible for reporting to the Chairman for consideration of decisions according to their competence or holding meetings or taking opinions of other members in accordance with law, company's charter and this regulation.
3. In case of reassignment among Board members, they must hand over their duties, relevant documents and records. This handover must be made in writing and reported to the Chairman.

Article 22. Relationship with the Executive Board

In the role of management, the Board of Directors issues resolutions for the General Director and the executive systems to implement. At the same time, the Board of Directors examines and supervises the implementation of resolutions.

Article 23. Relationship with the Supervisory Board or Audit Committee

1. The relationship between the Board of Directors and the Supervisory Board or the Audit Committee is also cooperative. It follows the principle of equality and independence, and closely coordinates and supports each other in the process of performing tasks.
2. When receiving the inspection minutes or general reports of the Supervisory Board or the Audit Committee, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement corrective actions.

Chapter VII

VALIDATION

Article 24. Validation

The operating regulations of the Board of Directors of Transport and Industry Investment Development Joint Stock Company consists of 07 chapters and 24 articles and takes effect from April 14, 2022.

**On behalf of Board of Directors
Chairman**

Nguyen Ho Nam