



TRACODI

Ho Chi Minh City, 24 March 2022

No.: **21/2022/TTĐH-HĐQT-TCD**

REPORT

***Re: Amending and supplementing the Charter of
Transport and Industry Development Investment Joint Stock Company
(TRACODI)
(amended and supplemented for the 19th time)***

To: Shareholders of TRACODI 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 Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- 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;
- Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding the disclosure of information on the stock market;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by the Board of Directors on January 13, 2022 as authorized by the General Meeting of Shareholderson April 29, 2021 (the 18th amendment and supplement) ;

The Board of Directors (BOD) of Transport and Industry Development Investment Joint Stock Company (TRACODI) shall submit to the General Meeting of Shareholders for consideration the amendment and supplementation of TRACODI's charter approved for the 18th time on January 13, 2022 with the following contents:

Based on the actual situation and on the basis of the current Charter, the terms of reference between the articles in the new Charter shall be changed in accordance with the amended chapters, articles and clauses, in accordance with the structure and contents as prescribed by the enterprise law, specifically as follows:

1. Amended and supplemented contents:

No.	Contents of the current charter	Contents of the Charter proposed to be amended and supplemented	Reasons for amendment, supplementation or annulment
1	Article 5. Charter capital, shares, founding shareholders - Clause 7 points f		
	<p>7. Newly issued common shares must be prioritized for sale to shareholders in proportion to the ratio corresponding to the ratio of common shares of each Shareholder in the Company, unless otherwise decided by the General Meeting Of Shareholders. The Company must notify the offering, which clearly states the number of shares offered for sale and a reasonable term (no less than twenty-one (21) days or other deadlines as prescribed by law), for shareholders to order. The number of unregistered shareholders will be decided by the BOD. The BOD may distribute such shares to the subjects in accordance with the conditions and manners deemed appropriate by the BOD, but may not sell such shares under conditions more favorable than those offered to existing Shareholders unless the shares are sold through the Stock Exchange under the auction method</p>	<p>7. Newly issued common shares must be prioritized for sale to shareholders in proportion to the ratio corresponding to the ratio of common shares of each Shareholder in the Company, unless otherwise decided by the General Meeting Of Shareholders. The Company must notify the offering, which clearly states the number of shares offered for sale and a reasonable term (no less than twenty (20) days or other deadlines as prescribed by law), for shareholders to order. The number of unregistered shareholders will be decided by the BOD. BOD may distribute such shares to the subjects in accordance with the conditions and manners deemed appropriate by the BOD, but may not sell such shares under conditions more favorable than those offered to existing Shareholders unless the shares are sold through the Stock Exchange under the auction method</p>	<p>In accordance with clause 2, Article 26 of the Securities Law 2019</p>
2	Article 17. Conditions of the General Meeting of Shareholders and making a record of the meeting– Clause 2		

	<p>2. Except in the case specified in Clause 3 of this Article, Resolutions of the General Meeting of Shareholders must be passed by a majority of shareholders representing over fifty (50)% of the total votes of Shareholders who have the right to vote in person or through the Authorized Persons who present at the Shareholders' Meeting; or more than fifty (50)% of the total votes of shareholders who have the right to vote in favor (in the case of obtaining shareholders' written opinions Resolutions of the General Meeting of Shareholders relating to the direction of the Company's development of the amendment and supplementation of the Charter, the type of shares and the number of shares offered for sale; merger, reorganization and dissolution of the Company; election, or dismissal of the BOD members and the Supervisory Board; must be approved by vote at the General Meeting of Shareholders.</p>	<p>2. Except in the case specified in Clause 3 of this Article, Resolutions of the General Meeting of Shareholders must be passed by a majority of shareholders representing over fifty (50)% of the total votes of Shareholders who have the right to vote in person or through the Authorized Persons who attend and vote at consent meetings; or more than fifty (50)% of the total votes of shareholders who have the right to vote in favor (in the case of obtaining shareholders' written opinions Resolutions of the General Meeting of Shareholders relating to the direction of the Company's development of the amendment and supplementation of the Charter, the type of shares and the number of shares offered for sale; merger, reorganization and dissolution of the Company; election, or dismissal members of the BOD and the Supervisory Board; must be approved by vote at the General Meeting of Shareholders.</p>	<p>In accordance with the Law on Amendments to a number of contents of the Law on Enterprises effective from March 1, 2022 (Law No. 03/2022/QH15)</p>
<p>3</p>	<p>Article 17. Conditions for conducting the General Meeting of Shareholders and making a record of the meeting – The first paragraph, Clause 3</p>		
	<p>1. Resolutions shall be passed when there are sixty-five (65)% or more of the total</p>	<p>3. Resolutions shall be passed when there are sixty-five (65)% or more of the total number of votes cast by</p>	<p>In accordance with the Law on Amendments to some contents</p>

No.	Contents of the current charter	Contents of the Charter proposed to be amended and supplemented	Reasons for amendment, supplementation or annulment
	<p>number of votes cast by voting Shareholders who are directly present or through the Authorized Persons who attend the Shareholders' Meeting; or more than fifty (50)% of the total votes of shareholders entitled to vote for approval (in the case of obtaining shareholders' written opinions):</p>	<p>voting Shareholders who are directly present or through the Authorized Persons who attend and vote at consent meetings; or more than fifty (50)% of the total votes of shareholders entitled to vote for approval (in the case of obtaining shareholders' written opinions):</p>	<p>of the Law on Enterprises effective from March 1, 2022 (Law No. 03/2022/QH15)</p>
4	<p>Article 17. Conditions for conducting the meeting of the General Meeting of Shareholders and making a record of the meeting – Clause 4</p>		

<p>The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered for the meeting, the resolutions that have been passed and the relevant documents enclosed with the notice of invitation to the meeting (if any) must be published information in accordance with the law on information disclosure on the securities market and stored at the company's head office. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours and sent to all Shareholders by email or fax within fifteen (15) days from the date of the end of the General Meeting of Shareholders. These minutes shall be considered as authentic evidence of the tasks that has been conducted at the General Meeting of Shareholders unless there is a valid objection to the contents of the minutes within ten (10) days of sending them. The minutes will be in Vietnamese, certified by the Chairperson of the General Meeting of Shareholders and the secretary and in accordance with the Law on Enterprises and in this Charter. In case the Chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if all Board members attend the meeting and sign and have full contents in accordance with the Law on Enterprises and this Charter. The minutes of the meeting clearly state that the chairperson and secretary refuse to sign the meeting minutes. The notes, minutes, signature books of shareholders attending the meeting and the written attending authorization must be kept at the company's head office.</p>	<p>The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered for the meeting, the resolutions that have been passed and the relevant documents enclosed with the notice of invitation to the meeting (if any) must be published information in accordance with the law on information disclosure on the securities market and stored at the company's head office. The minutes of General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours and sent to all Shareholders by email or fax within fifteen (15) days from the date of the end of the General Meeting of Shareholders. These minutes shall be considered as authentic evidence of the tasks that has been conducted at the General Meeting of Shareholders unless there is a valid objection to the contents of the minutes within ten (10) days of sending them. The minutes will be in Vietnamese, certified by the Chairperson of the General Meeting of Shareholders and the secretary and in accordance with the Law on Enterprises and in this Charter. In case the chairperson or secretary refuses to sign the meeting minutes, this minutes shall take effect if all other members of the BOD attend the meeting and agree to approve the minutes of the meeting and have full contents in accordance with the Law on Enterprises and this Charter. The minutes of the meeting clearly state that the chairperson and secretary refuse to sign the meeting minutes. The signer of the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the BOD meeting minutes contents. Chairpersons and record-writers shall take personal responsibility for damages caused to enterprises by refusing to sign meeting minutes in accordance with this Law and company's charter. The notes, minutes, signature books of shareholders attending the meeting and the written attending authorization must be kept at the company's head office.</p>	<p>In accordance with the Law on Amendments to some contents of the Law on Enterprises effective from March 1, 2022 (Law No. 03/2022/QH15)</p>
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5	Article 17. Conditions for conducting the meeting of the General Meeting of Shareholders and making a record of the meeting– Clause 6, Point c		
	c. Attend and vote through online conferences, electronic voting or other electronic forms;	c. Attend and vote through online conferences, electronic voting or other electronic forms; The attendance, voting and implementation of other rights and obligations of shareholders at General Meeting of Shareholders through online conferences shall be performed in accordance with the detailed provisions in the Convention Organization Regulation and other relevant internal documents.	Adjust to adapt the reality
6	Article 21. Authorities và Duties of the Board of Directors - Clause 3		
	Not regulated.	Supplement: bb. Entitled to change the capital use plan, the proceeds from the offering, the issuance with the change value of less than 50% of the capital, the proceeds from the offering, the issuance when authorized by the General Meeting of Shareholders, except for the case of non-convertible bond offering, without warranty under the plan approved by the Board of Directors.	Supplement to comply with the provisions of Clause 2, Article 9 of Decree No. 155/2020/ND-CP on the detailed provisions of the implementation of a number of articles of the Securities Law.

2. The validity of the amended and supplemented Charter:

- The remaining terms shall remain unchanged.
- Charter of Transport and Industry Development Investment Joint Stock Company (amended and supplemented for the 19th time) is valid from the date of the Resolution of the Annual General Meeting of Shareholders in 2022.

We would like to submit this report to the General Meeting of Shareholders for consideration and vote for approval.

Regards,

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

(Sign & seal)

Nguyen Ho Nam