



**NOMINATION, ANNOUNCEMENT, ELECTION REGULATIONS
MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE
SUPERVISORY BOARD TERM 2022-2027
AT ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2022
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 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. 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 Shareholders on April 29, 2021 (the 18th amendment and supplement);

For the election of members of the Board of Directors (BOD) and members of the Supervisory Board (BOS) for the term 2022-2027 at the 2022 Annual General Meeting of Shareholders of Transport and Industry Development Investment Joint Stock Company (TRACODI) complies with the current provisions of Vietnamese law and strictly adheres to the principles of fairness, openness, democracy, ensuring the legitimate interests of all shareholders, respectfully submits to the General Meeting of Shareholders for approval the "*Regulation on nomination, candidacy and election of members of the Board of Directors and members of the Supervisory Board for the term 2022-2027*" as follows:

I. Subjects and scope of application:

1. This Regulation guides the order and procedures for nomination, candidacy and election of members of the Board of Directors and members of the Supervisory Board for the term 2022-2027 of the Transport and Industry Development Investment Joint Stock Company;

2. Shareholders and candidates participating in the nomination, candidacy and election of members of the Board of Directors and members of the Supervisory Board are responsible for complying with the contents of this Regulation.

II. Regulations on nomination and candidacy for members of the Board of Directors:

1. Number and term of members of the Board of Directors:

- Number of members of the Board of Directors: **09 members**.
- The term of elected members of the Board of Directors is a 5-year term: 2022-2027.
- The structure of the Board of Directors must ensure that at least one third (1/3) of the total number of members of the Board of Directors are non-executive members.
- The composition of the Board of Directors ensures that there are at least 03 (three) independent members in case the company has from 09 (nine) to 11 (eleven) members.

2. Criteria for candidates to join the Board of Directors:

Candidates for the Board of Directors need to meet the provisions of Clauses 1, 2 Article 155 of the Enterprise Law and Clause 4, Article 20 of the Company's Charter, specifically:

a. For members of the Board of Directors

- Having full civil act capacity, not being prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- Having professional qualifications and experience in business management of the Company and may not be a Shareholder of the Company.
- A member of the Board of Directors of a company may currently be a member of the Board of Directors of another company but must not exceed 05 (five) companies.
- The Chairman of the Board of Directors cannot concurrently hold the title of General Director (Director).
- Other standards required by law (if any).

b. For candidates for independent members of the Board of Directors:

- Not being a person working for the company, its parent company or its subsidiary; is not a person who has worked for the company, its parent company or its subsidiary for at least 03 (three) consecutive years;
- Not being a person who is receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;
- Not being a person whose spouse, biological father, adoptive father, natural mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological brother is a major shareholder of the company; is a manager of the company or its subsidiary;

- Not being a person who directly or indirectly owns at least 01% of the total number of voting shares of the company;
- Not being a person who used to be a member of the Board of Directors or Supervisory Board of the company for at least 05 (five) consecutive years before, except for the case of being appointed continuously for 02 (two) terms.

3. Conditions for nomination and candidacy to join the Board of Directors:

- Shareholders or groups of Shareholders owning 5% or more of the ordinary shares have the right to combine the number of voting rights of each person together to nominate and be a candidate for election to the Board of Directors. The rules for nominations and candidates are as follows:

Shareholder or group of Shareholders owning:

- from 5% to less than 10% can nominate one (01) candidate;
 - from 10% to less than 30% can nominate up to two (02) candidates;
 - from 30% to less than 40% can nominate up to three (03) candidates;
 - from 40% to less than 50% can nominate up to four (04) candidates;
 - from 50% to less than 60% can nominate up to five (05) candidates;
 - from 60% to less than 70% can nominate up to six (06) candidates;
 - from 70% to less than 80% can nominate up to seven (07) candidates;
 - and 80% to less than 90% can nominate up to eight (08) candidates.
- In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, current Board of Directors can nominate more candidates or organize the nomination according to the mechanism prescribed by the Company in this Regulation.

III. Regulations on nomination and candidacy for members of the Supervisory Board:

1. Number and term of members of the Supervisory Board:

- Number of elected Supervisory Board members: **03 members**.
- The term of the Supervisory Board member elected is a term of 5 (five) years: 2022-2027.
- The Supervisory Board must have at least one member who is an accountant or auditor;
- The Supervisory Board must have more than half of its members residing in Vietnam.

2. Criteria for candidates to join the Supervisory Board:

Candidates for the Supervisory Board need to meet the provisions of Article 169 of the Law on Enterprises, specifically:

- Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

- Controllers must be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the business activities of the enterprise;
- The head of the Supervisory Board must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the Board of Supervisors. enterprise;
- Not being a family member of a member of the Board of Directors, the Director or General Director and other managers;
- Not a company manager;
- Not a person in the accounting and finance department of the Company and not a member or employee of an auditing company approved to audit the Company's financial statements in 03 (three) the preceding year;
- Not being related to the members of the Board of Directors, the CEO and other managers of the Company;
- Must not be a family member of the corporate manager of the company and the parent company; the representative of the enterprise's capital share, the representative of the state capital portion in the parent company and in the company;
- Other standards required by law (if any).

3. Conditions for nomination and candidates to join the Supervisory Board:

- Shareholders or groups of Shareholders owning 10% or more of the ordinary shares have the right to combine the number of voting rights to nominate and stand for election to the Supervisory Board. The rules for nominations and candidates are as follows:
 - from 10% to less than 20% can nominate one (01) candidate;
 - from 20% to less than 30% can nominate up to two (02) candidates;
 - from 30% to less than 40% can nominate up to three (03) candidates;
 - from 40% to less than 50% can nominate up to four (04) candidates;
 - from 50% to less than 60% can nominate up to five (05) candidates.
- In case the number of candidates for the Supervisory Board through nomination and candidacy is still not enough, current Supervisory Board may nominate more candidates or organize the nomination according to the mechanism prescribed by the Company in this Regulation.

IV. Documents for candidating, nominating for members of the Board of Directors, members of the Supervisory Board:

Documents for candidating, nominating for members of the Board of Directors, members of the Supervisory Board includes:

- Application for nomination and candidacy to join the Board of Directors and Supervisory Board;

- Curriculum vitae declared by the candidate according to the form at <http://www.tracodi.com.vn/quan-he-nha-dau-tu/thong-tin-co-dong>
- Notarized copy: ID card/CCCD, diplomas certifying cultural and professional qualifications.

V. Location and deadline for receiving nominations and candidates documents:

To facilitate the organization of the General Meeting and disclose information in accordance with the law, please email or send nominations, candidates for members of the Board of Directors, members of the Supervisory Board to the Organizing Committee of the General Meeting before **16:30 April 1st, 2022** at the address:

Transport And Industry Development Investment Joint Stock Company (TRACODI)

89 Cach Mang Thang 8 Street, Ben Thanh Ward, District 1, Ho Chi Minh City

Contact: Ms. Nguyen Thi Anh Tuyet, BOD Secretary

Tel: + 8428 38330314 / + 8428 38330315 / +84 903 988182

Email: tuyet.nta@tracodi.com.vn

VI. Announcement of candidates for the Board of Directors and Supervisory Board:

If the list of candidates for the Board of Directors and Supervisory Board has been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the website. The Company's website so that shareholders can learn about these candidates before voting, candidates for the Board of Directors, the Supervisory Board, must have a written commitment to the truthfulness and accuracy of the personal announced information and must commit to perform their duties honestly, carefully and in the best interests of the company if elected as a member of the Board of Directors and Supervisory Board.

VII. Rules for electing members of the Board of Directors and members of the Supervisory Board:

The list of candidates for members of the Board of Directors and members of the Supervisory Board is formed according to the following principles: Based on the list of nominees and candidates of a shareholder or a group of shareholders who meet the requirements in accordance with the Law and the Company's Charter. The General Meeting approved the procedures for dismissing and electing new members of the Board of Directors and Supervisory Board in accordance with the provisions of the Law on Enterprises.

VIII. Principles for selecting candidates elected to the Board of Directors and Supervisory Board:

1. The number of votes is calculated by the method of cumulative voting, whereby each shareholder has the total number of votes entitled to vote corresponding to the total number of representative shares multiplied (x) by the number of elected members of the Board of Directors, the Supervisory Board, and shareholders have the right to pool all of their voting rights for one or several candidates.

2. The elected members of the Board of Directors, members of the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the specified number of members is reached.
3. In case two (02) or more candidates obtain the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria in this Regulation or the Company's Charter. In case of re-election for candidates with the same number of votes, the winner is the one with the higher number of votes.
4. To facilitate shareholders, the AGM will make it so that shareholders can enter the percentage of votes needed for each candidate, the system will display the corresponding number of votes for each candidate.

IX. Effectivity:

This election regulation was approved by the General Meeting of Shareholders at the opening part of the General Meeting. When the Regulations are passed, they will be enforceable for all shareholders.

**ON BEHALF OF BOD
CHAIRMAN**

(Sign & seal)

Nguyen Ho Nam