



DRAFT

No: 02/2018/NQ-ĐHĐCĐ-TCD

RESOLUTION
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN
JANUARY 2018
TRANSPORT AND INDUSTRY DEVELOPMENT INVESTMENT JOINT
STOCK COMPANY
(The vote through postal ballot)

- Pursuant to the Law No 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on Enterprise on 26 November 2014;
- Pursuant to the Law No 70/2006/QH11 2006 passed by the National Assembly on 29 June 2006 on Securities; the Law No 62/2010/QH12 passed by the National Assembly on 24 November 2010 on amending and supplementing a number of articles of Law No 70/2006/QH11 on Securities;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by shareholders on 16 August 2017 (which was amended and supplemented at its 5th session);
- Pursuant to the Proposals submitted by BOD on the vote through postal ballot;
- Pursuant to the minutes of vote counting No 01/2018/BB-ĐHĐCĐ-TCD on 31 January 2018;

DECIDES

Article 1. To approve supplementing following branches to business lines of Transport and Industry Development Investment Joint Stock Company (TRACODI) (details in Proposal No 01/2018/TT-HĐQT-TCD on 16 January 2018), specially:

1. Architectural practice and related technical consultancy
2. Leasing of motor vehicles
3. Installing power (transmission) systems
Details: construction of high-voltage power transmission lines of 500 kV, 220 kV substations
4. Exploiting wood
5. Producing plywood, veneer and other thin planks
(not operated at Head office)
6. Producing woodwork used for construction
(not operated at Head office)
7. Retail of other new commodities in specialized stores

- Details: Retail of fertilizers
8. Agency for small automobiles and other motor vehicles
 9. Mining iron ores
(not operated at Head office)
 10. Mining uranium ore and thorium ore
(not operated at Head office)
 11. Mining other types of ore not containing metal
(not operated at Head office)
 12. Mining stone, sand, pebbles and clay
(not operated at Head office)
 13. Producing stockinet, knitted material and other non-woven material
 14. Producing carpets, mattresses and blankets
(not operated at Head office)
 15. Wholesale of cloth, garments and footwear
(not operated at Head office)
 16. Producing, transmitting and distributing electricity
(not operated at Head office)
 17. Wholesale of automobiles and other motor vehicles
 18. Retail of small automobiles (under 12 seats)
 19. Trade promotion
(not operated in HCMC) (do not conduct explosive effects and do not use explosive, inflammable, chemical to make tools for performance, events, films)
 20. Computer programming
 21. Computer consultancy services and network administration
 22. IT services and other services related to computers
 23. Repair of computers and peripheral devices
(mechanical processing, waste recycling processing, and electroplating which are not operated at Head office)
 24. Data processing, hosting and related activities
 25. Web portals
Details: set up website.
 26. Other uncategorized specialized wholesale
Details: wholesale of natural rubber latex, fertilizers (which are not operated at Head office). Wholesale of fertilizers, pesticides and chemicals used in agriculture.
 27. Producing animal feed, poultry feed and aquaculture feed
(not operated at Head office)
 28. Sale of spare parts and supporting parts of automobiles and other motor vehicles
 29. Sale of motors and motorcycles
 30. Sale of spare parts and supporting parts of motors and motorcycles
 31. Maintenance and repair of automobiles and other motor vehicles
(mechanical processing, waste recycling processing, and electroplating which are not operated at Head office)
 32. Maintenance and repair of motors and motorcycles
(mechanical processing, waste recycling processing, and electroplating which are not operated at Head office)
 33. Uncategorized finance-assistant services
 34. Agency, intermediary, auction
Details: Agency, intermediary (excluding real estate)

- 35. Market research and surveying
- 36. Management consultancy
(excluding financial, accounting, and legal consultancy services).

Votes in favor reached% of total voting rights of the Company

Article 2. To pass amending and supplementing a number of articles in the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) (details in Proposal No 02/2018/TT-HĐQT-TCD on 16 January 2018), namely:

2.1 To amend Clause 4 of Article 2:

4. The Chief Executive Officer is the Legal Representative of the Company.

2.2 To amend Clause 1 of Article 3: numbering the points will be changed from letters (alphabet character) to numbers.

2.3 To supplement following points in Clause 1 of Article 3:

38. Architectural practice and related technical consultancy

39. Leasing of motor vehicles

40. Installing power (transmission) systems

Details: construction of high-voltage power transmission lines of 500 kV, 220 kV substations

41. Exploiting wood

42. Producing plywood, veneer and other thin planks
(not operated at Head office)

43. Producing woodwork used for construction
(not operated at Head office)

44. Retail of other new commodities in specialized stores
Details: Retail of fertilizers

45. Agency for small automobiles and other motor vehicles

46. Mining iron ores
(not operated at Head office)

47. Mining uranium ore and thorium ore
(not operated at Head office)

48. Mining other types of ore not containing metal
(not operated at Head office)

49. Mining stone, sand, pebbles and clay
(not operated at Head office)

50. Producing stockinet, knitted material and other non-weaved material

51. Producing carpets, mattresses and blankets
(not operated at Head office)

52. Wholesale of cloth, garments and footwear
(not operated at Head office)

53. Producing, transmitting and distributing electricity
(not operated at Head office)

54. Wholesale of automobiles and other motor vehicles

55. Retail of small automobiles (under 12 seats)

56. Trade promotion
(not operated in HCMC) (do not conduct explosive effects and do not use explosive, inflammable, chemical to make tools for performance, events, films)

57. Computer programming

58. Computer consultancy services and network administration
59. IT services and other services related to computers
60. Repair of computers and peripheral devices
(mechanical processing, waste recycling processing, and electroplating which are not operated at Head office)
61. Data processing, hosting and related activities
62. Web portals
Details: set up website.
63. Other uncategorized specialized wholesale
Details: wholesale of natural rubber latex, fertilizers (which are not operated at Head office). Wholesale of fertilizers, pesticides and chemicals used in agriculture.
64. Producing animal feed, poultry feed and aquaculture feed
(not operated at Head office)
65. Sale of spare parts and supporting parts of automobiles and other motor vehicles
66. Sale of motors and motorcycles
67. Sale of spare parts and supporting parts of motors and motorcycles
68. Maintenance and repair of automobiles and other motor vehicles
(mechanical processing, waste recycling processing, and electroplating which are not operated at Head office)
69. Maintenance and repair of motors and motorcycles
(mechanical processing, waste recycling processing, and electroplating which are not operated at Head office)
70. Uncategorized finance-assistant services
71. Agency, intermediary, auction
Details: Agency, intermediary (excluding real estate)
72. Market research and surveying
73. Management consultancy
(excluding financial, accounting, and legal consultancy services).

2.4 To supplement points in Clause 3 of Article 10 as follows:

“3. A shareholder or a group of shareholders holding ten (10)% or more ordinary shares for a consecutive period of six (06) months or more will have additional rights as follows:

...

e. *To examine and extract the minutes and resolutions of BOD, semi-annual and annual financial statements in accordance with Vietnamese accounting forms and other reports of Supervisory Board.*

f. Other rights provided in this Charter and the laws.”.

2.5 To supplement points to Item A of Clause 6 of Article 23 as follows:

“6. The invitation for meeting of BOD must be sent to board members, *members of Supervisory Board* at least (03) three days prior to the date on which the meeting to be held, board members may refuse the invitation in writing and such refusal shall have retroactive effect”.

2.6 To supplement points in Clause 1 of Article 28 as follows:

“1. Supervisory Board and its members have rights and obligations punder Article 165 of the Law on Enterprise and this Charter, main rights and obligations as follows:

...

j. Supervisors have right to attend meetings of the Board of Directors and to discuss issues but not to vote.

k. To exercise other rights and obligations prescribed in this Charter and Article 165, Article 166, Article 167, Article 168 and other provisions of the Law on Enterprise.

2.7 To supplement points in Clause 4 of Article 28 as follows:

“4. ... Supervisors shall elect (01) one of them to be the head of the Supervisory Board on the majority principle. The head of Supervisory Board must be a professional accountant *and work on full-time basis in the Company*. The rights and obligations of the head of Supervisory Board as follows: ...”.

Votes in favor reached% of total voting rights of the Company.

Article 3. This Resolution has been approved by the General Assembly of Shareholders by the vote through postal ballot in January 2018, it takes effect on the date the Resolution signed and enclosed with the minutes of vote counting.

Article 4. To assign BOD of TRACODI to execute this Resolution. BOD is responsible for reporting the results of the implementation of this Resolution in next Annual General Meeting of Shareholders.

Recipients:

- Shareholders;
- BOD, BOS, BOM;
- Archive: BOD, BS Dept.

FOR AND ON BEHALF OF BOD

CHAIRMAN

Nguyen Ho Nam