



**ORGANIZATION RULES  
2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF TRANSPORT AND INDUSTRY DEVELOPMENT INVESTMENT  
JOINT STOCK COMPANY**

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope of application**

1. This Regulation is applied to the organization of the 2024 Annual General Meeting of Shareholders of the Transport and Industry Development Investment Joint Stock Company (hereinafter referred to as the “AGM”), by the form of the online General Meeting and voting by the electronic voting method of the shareholders at the online General Meeting.
2. This Regulation specifies the rights and obligations of shareholders and parties to the General Meeting, conditions and procedures for conducting the General Meeting.
3. Shareholders, representatives of shareholders and participating parties are responsible for complying with the provisions of this Regulation.

**Article 2. Interpretation of terms**

1. **Company** or **TCD**: Transport and Industry Development Investment Joint Stock Company (Stock code: TCD).
2. **Shareholder**: is the one who holds at least one share issued by TCD and named in the List of Shareholders at the last registration date to collect the shareholders’ approval in writing provided by Vietnam Securities Depository on **March 18, 2024** provided by Vietnam Securities Depository and Clearing Corporation (VSDC) or who is legally authorized in writing and approved and granted login account by the Company to exercise the shareholder’s rights.
3. **Electronic meeting**: A meeting of the General Meeting of Shareholders held through the application of modern information technology solutions to transmit audio and/or images of the General Meeting, allowing shareholders in different locations can attend, monitor, discuss and vote in the meeting.
4. **Venue for the Electronic Meeting**: Including the main venue (where the Annual General Meeting happens) and other locations. In which, the main location is where

the Chairman attends and chairs the meeting, other location is the Electronic System where shareholders log into the Meeting by using account and password provided by TCD.

5. **E-voting:** means a shareholder or an authorized representative of a shareholder voting at the General Meeting of Shareholders in the form of voting on the electronic system.
6. **Electronic system:** is application/ software system/ website that the Company uses to serve for online General Meeting and/ or electronic voting.
7. **Registration to attend the General Meeting online:** It is the shareholder using an appropriate information channel to notify the Company that he or his representative will attend the General Meeting through the Online System according to the specified in this Regulation and the Company's guidelines.
8. **Login information:** includes Username/ID and Password in the Notice of collection of shareholders's approval in writing that TCD sends to a shareholder or OTP sent to the shareholder's phone or the authorized person's phone number. Password and OTP code are provided by the Company only to each shareholder or his authorized person.
9. **Opening time of the Online System:** It is the starting time for shareholders to access and read the documents of the General Meeting. The time for voting on the contents of the General Meeting shall comply with the regulations of the Organizing Committee of the General Meeting.
10. **Time of opening online system:** is the start time for a shareholder to sign in to the contents to be voted on at the General Meeting.
11. **Time of closing online system:** is the time that the online system closes login and voting, ... according to the notice of the Organizing Committee of the General Meeting of Shareholders.
12. **Abbreviations have the following meanings:** AGM: General Meeting, General Meeting of Shareholders; BODs: Board of Directors; BOS: Board of Supervisors.

## **CHAPTER II**

### **CONDITIONS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING**

#### **Article 3. Conditions for attending the General Meeting**

Individual shareholders or authorized representatives of shareholders being organizations named in the list of shareholders at the closing date have the right to directly attend the General Meeting or duly authorize others to attend the General Meeting and have been granted an access account by the Company to register to attend the Meeting in accordance with this Regulation and the provisions of law.

#### **Article 4. Method of participation in the General Meeting**

Shareholders are considered to attend the General Meeting of Shareholders in the following cases:

1. Each shareholder will be provided with an access account and password to log into

the Online System. The shareholder's access account will be encrypted to ensure the identity of the attending shareholder. The Company shall notify shareholders of the access account and password at the Meeting Invitation Letter.

2. Shareholders attending the meeting in the method of online will be authenticated their eligibility to attend the General Meeting of Shareholders and be considered to attend and vote at the General Meeting if the Shareholders have completed the login with their Username (Username) and password/OTP code provided by the Company and send successful voting results to the System.
3. The Organizing Committee of the General Meeting opens the voting portal so that shareholders can access the System to vote 02 (two) days before the expected opening date of the General Meeting.

### **CHAPTER III**

## **RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTIES TO THE GENERAL MEETING**

### **Article 5. Rights and obligations of shareholders or authorized representatives**

#### **1. Rights of shareholders or his authorized person:**

- a. Shareholders or his authorized person are entitled to attend the General Meeting and vote on all matters of the General Meeting in accordance with the Law on Enterprises and other relevant legal documents.
- b. Shareholders attending the meeting online must log in to the online system at: [tcd.bvote.vn](http://tcd.bvote.vn) to attend the meeting and vote on issues at the meeting. Shareholders can log in through the following methods:
  - *Use ID and OTP as a password to log into the system*
  - *Use ID and password provided in the Invitation to log in to the system*
    - ✓ The shareholder's ID is: Identity card number; Citizen identification card number; Business Registration Number; Foreign investor code.
    - ✓ After the shareholder logs into the system, the OTP code is sent to the shareholder's phone number or the phone number of the authorized person.
    - ✓ In case shareholders change their phone number, they should contact the Company to update the new phone number.
    - ✓ In case a shareholder changes his/her personal information, he/she should contact the Depository member where the shareholder opens an account to update. For unregistered shareholders, please contact the Company for updates.
  - ✓ Password: please find in the Meeting Invitation Letter.
- c. Shareholders and representatives of shareholders have the right to attend the General Meeting and participate in voting on subsequent issues of the General Meeting. The General Meeting is not responsible for stopping or re-voting the

approved issues and the validity of the previous voting sessions will not be affected.

d. In case shareholders are unable to attend the General Meeting, shareholders can authorize others to attend and vote on issues within their competence. This authorization can be done online on the System or shareholders complete the Power of Attorney according to the Company's form. When a shareholder authorizes another person to attend the General Meeting by means of a Power of Attorney, the following provisions shall be followed:

- *For individual shareholders, the power of attorney must be signed by the shareholder and the person authorized to attend the meeting.*
- *For shareholders being organizations, the appointment of proxy must bear the signature of the head of the organization/legal representative of the organization, the organization's seal, the full name of the signer and the signature of the authorized person to attend the meeting.*
- *Accordingly, with the authorized representative, if the authorized party is not a shareholder of TCD, after receiving a valid authorization, TCD will provide the login name and access password to the authorized party to the authorized representative shall perform the rights and obligations according to the authorized contents. TCD provides login information to authorized representatives via email or other form according to shareholder's registration information. Shareholders are fully responsible for the authorization information sent to TCD. Persons authorized to attend the General Meeting must comply with the provisions of this Regulation, be controlled by the Chairman of the delegation and respect the working results at the General Meeting.*
- *In case the grantee is a shareholder of the Company, after the authorizing party completes the authorization procedure, the number of shares of the authorizing party will be added to the number of shares of the authorized party when attending General Meeting. The authorized party has the right to vote according to the total number of shares for which he/she is authorized or to vote for each account in which he/she receives authorization.*
- *Each shareholder being an individual or a shareholder being an organization owning less than 10% of the outstanding shares of the Company may only authorize 01 (one) other person to attend the General Meeting. Organizational shareholders owning 10% or more of the outstanding shares of the Company may authorize a maximum of 03 (three) other people to attend the General Meeting.*

## **2. Obligations of shareholders or the grantees:**

- a. During the General Meeting, shareholders must comply with the instructions of the Chairman of the General Meeting, behave in a civilized, polite and orderly manner.
- b. Attire: politeness and formality.
- c. Shareholders join the online system are obliged to:
  - *Prepare and use appropriate online meeting equipment with an internet*

- connection to ensure that the progress of the online meeting can be monitored.*
- *Attend and vote on all contents and programs of the General Meeting.*
  - *Confidentiality of information related to the access account such as: name, other identifiers (if any) of the access account and login password that the Company provides to shareholders according to the invitation to the meeting to ensure that only shareholders have the right to attend meetings on the Online System, except for the case of providing authorized representatives to attend meetings of shareholders. Shareholders are responsible for ensuring that their authorized representatives comply with the provisions of this clause in the same way as shareholders.*
  - *To be responsible for all risks and disputes related to attending the meeting, which are made using the shareholder's access account on the Online System. Attending the meeting and voting on the Online System with the username with the correct password and/or other identifiers will be automatically considered the will of the shareholders.*
  - *Must regularly update information about phone number, contact address, email address accurately, completely and truthfully at the securities depository to ensure that the account access notice is received, full responsibility for this registered information.*
  - *Strictly abide by the Regulations on organization of the General Meeting, respect the working results at the General Meeting.*

#### **Article 6. Rights and obligations of the Shareholders' Examination Board**

1. The shareholder eligibility inspection committee consists of 01 head and a number of members elected by the Organizing Committee of the General Meeting. The Board of Inspection of Shareholders has the function to check the status of shareholders or authorized representatives to attend the Meeting: Check and confirm the shareholder's eligibility to attend the Online Meeting in accordance with the law, the Company's Charter and this Regulation; Report to the General Meeting on the results of the examination of the eligibility of shareholders to attend the General Meeting.
2. Method of checking: The Inspection Committee to confirm the shareholder status shall base on the login information from the Shareholder's Account as the basis for determining the number of shareholders attending the Online Meeting.
3. The Board of Inspection of Shareholders has the right to set up a assisting department to complete the tasks of the Board.

#### **Article 7. The Chairman and the Chairman of the General Meeting**

1. The Chairman of the General Meeting approved by the General Meeting, including the Chairman of the General Meeting and a number of members, has the function of controlling the General Meeting.
2. Rights and obligations of the Chairman:
  - a. Manage the activities of the meeting according to the program approved by the General Meeting. Carry out the necessary work for the orderly meeting of the General Meeting of Shareholders; meet the wishes of the majority of shareholders attending;

- b. Appoint one or several people to act as the Secretary of the meeting, introduce them to the General Meeting to elect the Vote Counting Committee;
  - c. Guide the discussion at the meeting;
  - d. Submit a draft of necessary contents for the General Meeting to vote on;
  - e. Answer questions requested by shareholders or appoint a respondent.
3. The Chairman's decision on matters of order, procedure or events arising outside the agenda of the General Meeting will be the highest judgment.
4. The Chairman conducts the necessary work to conduct the General Meeting in a valid and orderly manner, or so that the General Meeting reflects the wishes of the majority of the attending shareholders.
5. Without consulting the General Meeting, the Chairman may at any time postpone the General Meeting to another time (in accordance with the provisions of the Enterprise Law and the adopted Charter) and at another location as determined by the Chairman if it is found that:
  - a. The conduct of those present obstructs or is likely to obstruct the orderly progress of the meeting; or
  - b. Postponement is necessary for the work of the General Meeting to proceed properly.

#### **Article 8. Rights and obligations of the Secretariat of the General Meeting**

1. The Secretariat of the General Meeting consists of 01 (one) Chairman and a number of members appointed by the Chairman.
2. The Secretariat of the General Meeting shall carry out supporting tasks as assigned by the Chairman, such as: Recording the minutes on the progress of the General Meeting, honestly, accurately and fully reflecting the contents of the General Meeting in the Minutes and Resolutions of the General Meeting; to present to the General Meeting the Minutes and Resolutions of the Meeting; receive comments and discussions of shareholders and transfer them to the Chairman of the General Meeting for the Board of Directors to give feedback to the shareholders.

#### **Article 9. Rights and obligations of the Vote Counting Committee**

1. The Vote Counting Committee consists of 01 (one) Head and a number of members and is voted and approved by the General Meeting at the proposal of the Chairman.
2. The Vote Counting Committee has the right to establish an assisting section to fulfill its tasks.
3. The Vote Counting Committee has the following tasks:
  - a. Instructions for shareholders on how to log in, vote and vote at the online meeting.
  - b. Voting results of shareholders and the grantees will be approved at the General Meeting, including e-votes and votes in writing;
  - c. Summarize and report to the Chairman the results of voting on issues of the General Meeting;
  - d. Summarize the results of vote counting and make the minutes of counting votes,

- voting ballots to approve the contents and submit them to the General Meeting of Shareholders;
- e. Report the results of counting of votes and ballots to the General Meeting;
  - f. Handing over the Vote Counting Minutes to the Chairman or Secretary of the General Meeting;
  - g. Together with the Chairman of the General Meeting, consider and settle complaints and denunciations about voting results, election results (if any) and report to the General Meeting of Shareholders for decision;
  - h. Perform other assigned tasks.

## **CHAPTER IV**

### **PROCEDURES OF GENERAL MEETING**

#### **Article 10. Conditions for conducting the General Meeting**

The meeting is conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes, according to the list of VSD's closing powers according to the statutory time limit. The Board of Inspection of Shareholders' eligibility shall notify the number of attending shareholders, the total number of voting shares and the attendance rate so that the General Meeting can proceed in accordance with regulations.

#### **Article 11. Conduct and order of the General Meeting**

1. The meeting is expected to take place in 1/2 day.
2. The General Meeting of Shareholders will in turn discuss and approve the contents mentioned in the Agenda of the General Meeting of Shareholders.
3. Attending shareholders using terminal devices must ensure internet connection during the time of attending the Meeting and only open the microphone when invited to speak.

#### **Article 12. Agenda and contents of the General Meeting**

1. The agenda and content of the meeting of the General Meeting must be approved by the General Meeting of Shareholders right in the opening part and must clearly define the time for each content in the meeting.
2. If during the course of the meeting, the Chairman proposes to change the agenda and contents of the meeting, the changes must be approved by the General Meeting.

#### **Article 13. Discussion and questioning at the General Meeting**

1. The discussion can only be conducted within the stipulated time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders.
2. Based on the number of shareholders attending and the allowed duration of the General Meeting, the Meeting's Chairman may choose the method of conducting the meeting. Shareholders conduct discussions according to the instructions of the Chairman during the online meeting by online discussion and questioning with the

consent of the Chairman or send questions to the Chairman of the General Meeting of Shareholders through the online system. Only one shareholder is entitled to speak at a time. In case many shareholders have opinions at the same time, the Chairman will invite each shareholder to present their opinions according to the discussion content.

3. Shareholders spoke briefly and focused on the main content to be discussed, in accordance with the approved agenda of the General Meeting. The content of shareholders' proposals must not violate the law, relate to personal matters or exceed the powers of the enterprise. The Chairman of the General Meeting has the right to remind or suggest shareholders to focus on the key content to speak in order to save time and ensure the quality of discussion.
4. The meeting agreed that the total speaking time of a shareholder must not exceed 3 minutes/time. If this time limit is exceeded, the Chairman of the General Meeting can request shareholders to make written questions and recommendations, the Secretariat of the General Meeting will take note and the Board of Directors within its competence will answer in writing to shareholders as soon as possible.

#### **Article 14. Approval of the Decision of the General Meeting of Shareholders**

The approval of the decision of the General Meeting of Shareholders regarding the reports and presentations at the General Meeting is specified as follows:

1. Regarding the contents specified in Clause 1, Article 148 of the Law on Enterprises, the content shall be approved when at least 65% of the votes of the shareholders attending and voting at the meeting are in favor.
2. The remaining contents are approved when approved by the number of shareholders representing more than 50% of the votes of the shareholders attending and voting at the meeting.
3. The percentage of voting options is calculated on the total number of valid votes of the shareholders attending and participating in voting for each content. Shareholders who attend the General Meeting but do not participate in voting (may not participate in voting all or vote on one or more items), the number of shares of such shareholder not participating in voting shall not be counted for each content that does not participate in such voting and is not included in the total number of votes of the General Meeting to calculate the voting results.

#### **Article 15. Method of voting on contents at the online General Meeting of Shareholders**

1. Voting time:
  - a. Shareholders can start logging in the Online System to vote **two days before the AGM held which is Monday, April 15th, 2024 at 8 a.m.**, voting will be lasted until the Chairman announces the end of voting.
  - b. E-voting can be done before the General Meeting of Shareholders and/or at the General Meeting of Shareholders. Shareholders have the right to vote from the time the system opens the voting portal to before the time of voting ends according to the announcement of the Chairman (the system closes the voting portal).
2. Voting form:



When performing electronic voting on the Online System, shareholders must comply with the obligations specified at Point c, Clause 2, Article 5 of this Regulation. Each shareholder logs into the Online System through the access account provided by the shareholder at the Meeting Invitation and casts his vote on the Online System. Access instructions are posted on the Company's website.

3. Voting method:

a. Voting to approve the opening procedures of the General Meeting, Reports and Proposals, Minutes and Resolutions of the General Meeting:

- *Shareholders or authorized representatives of shareholders decide to vote by ticking 01 out of 03 boxes respectively "In Favor", "Against", "Abstention" for each content and click the "Submit Vote" button to save and send the voting results to the system. This voting method is used to pass the Chairman, the Secretariat, the Vote Counting Committee, the Regulations on Organization of the General Meeting, Reports and Proposals at the General Meeting, Resolutions and Minutes of the General Meeting, and other contents.*
- *Shareholders or their authorized representatives cannot change the voting results after they have been successfully submitted to the System. For voting contents that change or arise during the time of holding the General Meeting, shareholders or their authorized representatives shall re-vote/add additional votes for those changes and arising contents. In case a shareholder is unable to perform the re-voting/additional vote, such change shall be considered as a shareholder who did not participate in voting.*

b. Method of voting for election (cumulative voting):

- *The number of votes is calculated according to the cumulative voting method, 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, Supervisory Board and Shareholders have the right to give all their voting rights to one or several candidates or use only a part of the votes to vote for a number of candidates. Shareholders can enter the number of votes according to the percentage, the system will display the corresponding number of votes that the shareholder voted for the candidate. The distribution of votes to the candidates will be based on the rule of rounding down to the unit. The number of outstanding votes for the candidates (including the number of votes that Shareholders did not vote / Not enough to vote for all candidates / Excess votes as a result of the rule of rounding to units) will be considered not to vote for any candidate.*
- *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. In case there are 02 (two) or more candidates with 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 specified in the election regulations 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. Other provisions on voting:

- a. Voting results of shareholders or authorized representatives of shareholders are the sum of voting results recorded at the end of voting as announced by the Chairman at the General Meeting of Shareholders. From the end of voting for each content to ask for opinions of the General Meeting of Shareholders, the online system will be locked and shareholders, authorized representatives of shareholders cannot vote on the content that has been locked up. Voting results for each content will be reported by the Vote Counting Committee to the General Meeting immediately after completing the counting of votes.
- b. After the voting period ends, shareholders will know the voting results for each issue announced by the Chairman or the Vote Counting Committee.
- c. When administering the General Meeting, the Chairman must notify the end of voting on the System for shareholders to exercise their rights. In case shareholders have problems with voting on the System, they can contact the support addresses mentioned in the Invitation Letter for guidance and support in completing the voting. From the time when the System closes the voting content, shareholders do not have the right to change any voted content, the voting results of shareholders are recorded on the System as final results and the Company is exempt from responsibility for voting results of shareholders when shareholders have validly logged in and voted on the System.
- d. Validity of voting cards: A valid voting card is a vote of a shareholder or an authorized representative of a shareholder who participates in voting, has selected a voting plan and completed the submission to the online system. Voting results are calculated based on the total number of valid attendance and voting shares of each content.
- e. In case shareholder sends voting ballot to the Company, this voting ballot will be counted and has the same value as e-vote at the Annual General Meeting. The voting ballot is only valid when it shows all information required in the ballot form.
- f. In case a shareholder successfully logs in to attend the online meeting but does not choose any opinion (do not check any box) on any or all of the contents that need to be voted on, the system will record as Shareholders do not participate in voting on that content.

**Article 16. Minutes of the General Meeting of Shareholders**

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or written and kept in other electronic forms. Minutes must be made in Vietnamese and contain the following principal contents:
  - a. Name, address of head office, enterprise code;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Meeting agenda and content;
  - d. Full name of the Chairman and Secretary;
  - b. Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders on each issue in the agenda of the meeting;

- c. Number of shareholders and total number of votes of shareholders attending and participating in voting, appendix of list of shareholders, representative of shareholders attending and participating in voting with the corresponding number of votes;
  - d. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, agreeing, disagreeing and no opinion; the corresponding ratio of the total number of votes of the shareholders attending and participating in voting;
  - e. The issues passed and the respective percentage of votes passed;
  - f. Signatures of Chairman and Secretary.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting
  3. The Chairman and Secretary of the General Meeting must be jointly responsible for the truthfulness and accuracy of the contents of the Minutes.
  4. Minutes of the General Meeting of Shareholders shall be published on the website of the Company within twenty-four (24) hours.

Minutes of the General Meeting of Shareholders are considered as authentic evidence of the work carried out at the General Meeting of Shareholders, unless there is an objection to the content of the minutes given according to the correct procedures, specified within ten (10) days from the date of sending the Minutes.

## **CHAPTER V OTHER TERMS**

### **Article 17. In case the General Meeting is not held successfully**

1. In case the Annual General Meeting of Shareholders 2024 would not be eligible to be conducted as prescribed in the Law on Enterprises, the second meeting must be convened within 30 (thirty) days, from the date the General Meeting is scheduled to open. The meeting of the Second General Meeting is conducted when the number of attending members is shareholders and the authorized representatives attending the meeting represent at least 33% of the total number of votes.
2. If the meeting convened for the second time does not satisfy the conditions prescribed in Clause 1 of this Article, it shall be convened for the third time within 20 (twenty) days from the date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

**CHAPTER VI**  
**PROVISIONS**

**Article 18. Provisions**

1. This Regulation consists of 6 Chapters, 18 Articles which are approved by the General Meeting of Shareholders and take effect immediately after being approved by more than 50% of the total votes cast.
2. The Chairman is responsible for administering the General Meeting in accordance with these Regulations.
3. Shareholders or the grantees and attendees of the General Meeting are responsible for implementing the provisions of this Regulation.

**ON BEHALF OF BOD**  
**CHAIRMAN**

*(Sign & seal)*

**Nguyen Thanh Hung**