



Ho Chi Minh City, 17th April 2024

DRAFT

**REGULATIONS FOR NOMINATION AND ELECTION
MEMBERS OF THE BOARD OF DIRECTORS FOR THE TERM OF 2022-2027
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024
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 BOD on 16 June 2023 – according to the authorization by the General Meeting of Shareholder in 2023 (which was amended and supplemented at its 24th session);

For the election of members of the Board of Directors (BOD) for the term 2022-2027 at the 2024 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 "*Rules for nomination and election of members of the Board of Directors for the term 2022-2027*" as follows:

I. Scope and subjects of application:

1. This Regulation guides the order and procedures for nomination, candidacy and election of members of the Board of Directors 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 are responsible for complying with the contents of this Regulation.

II. Regulations on nomination and election:

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

- Number of members to be elected additionally: 01 independent member of BOD.
- Board term: **The remaining 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 to be elected to 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:

- 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. Documents for nomination:

Documents will be included:

- Nomination form;
- Curriculum vitae. Please find the template at <https://www.tracodi.com.vn/quan-he-nha-dau-tu/thong-tin-co-dong/2024-5>
- Notarized copy: Identity card and professional certifications.

IV. Address and time for submission:

To facilitate the organization of the General Meeting and disclosure of information in accordance with the law, please email or send documents by post to the address on **April 4th, 2024 and not later than 4:30 p.m.:**

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 person: Ms. Nguyen Thi Anh Tuyet, BOD Secretary

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

Email: tuyet.nta@tracodi.com.vn

V. Announcement of candidates:

If the list of candidates for the Board of Directors has been identified, the Company must disclose information of candidates in the website at least 10 (ten) days before the date of the General Meeting of Shareholders will be held, so that shareholders can have information of candidates before voting. Candidates must have commitment in written for the truthfulness and accuracy of information provided and must commit to perform their duties honestly, carefully and in the best interests of the Company.

VI. Rules for election:

The list of candidates is formed according to the following principles: Based on the list of nominees 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 of dismissal and election of new members of the Board of Directors in accordance with of the Law on Enterprises.

VII. Principles for selection of winning candidates:

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, and shareholders have the right to pool all of their voting rights for one or several candidates.
2. The winning candidates are determined by the number of votes counting from high to low, starting from the candidate with the highest number of votes to the specified number of members is reached.
3. In case two (02) or more candidates gain the same number of votes for the last member of the Board of Directors, 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. For convenience, shareholders can enter the percentage of votes for each candidate and the system will display the corresponding number of votes for each candidate. The distribution of votes to the candidates will be based on the rule of rounding down to the unit. The number of leftover votes (including the number of votes that the Shareholders did not vote / Votes are not enough to vote equally for all candidates / The surplus votes as a result of the rule of rounding to units) will be considered not to vote for any candidate.

VIII. Effect:

This Regulation shall be approved by shareholders at the opening of the General Meeting of Shareholders. When the Regulation is passed, it will be enforceable for all shareholders.

**ON BEHALF OF BOD
CHAIRMAN**

Nguyen Thanh Hung