



Ho Chi Minh City, March 27th, 2024

No.: 11/2024/TTĐH-HĐQT-TCD

PROPOSAL

Ref: Approving the policy of engaging in transactions with related parties under the approval authority of the Board of Directors expected to take place in 2024 until the nearest Annual General Meeting in 2025

To: Shareholders of TRACODI

- Pursuant to the Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on Enterprise on 17 June 2020;
- Pursuant to the Law No. 54/2019/QH14 passed by the National Assembly on 26 November 2019 on Securities;
- 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 2023 (24th version);

Transportation and Industry Development Investment Joint Stock Company (TRACODI) and its members operate under an ecosystem/group model including: The parent company, subsidiaries, and affiliated companies within the TRACODI Company ecosystem are interconnected through ownership of shares, investment capital, shared key management personnel, or other linked associations.

To ensure the smooth management and operational activities of TRACODI Company, while mitigating any shortcomings associated with executing business plans, development strategies, capital transfers, investment collaborations among affiliated companies, management operations, reporting responsibilities, and stock market information disclosure, the Board of Directors (“BoD”) respectfully submits to the General Meeting of Shareholders (“AGM”) for approving transactions between TRACODI Company and related parties within the Board's authority. These transactions are anticipated to take place in 2024 and through the upcoming AGM in 2025.

1. Approving the policy of being a party to contracts and transactions with a value of less than 35% of the total value of the Company's assets recorded in the latest financial statements (as stated in attached Appendix 1) between the Company and the following related persons (“Related Persons”):
 - (i) The Company’s shareholders, authorized representative of institutional shareholders that hold more than 10% total number of common shares of the Company and their related persons.
 - (ii) The members of the Board of Directors, the Director or General Director of the Company and their related persons;
 - (iii) The Enterprise of which the members of the Board of Directors, Controllers, the Director or General Director and other managers of the Company with related interests;

- (iv) Transactions with subsidiaries and affiliated companies.
2. In cases where transactions between the Company and Related Persons amount to 35% or more of the total value of assets recorded in the Company's latest financial statements, or transactions resulting in a cumulative value with Related Persons within 12 months from the date of the first transaction exceeding 35% of the total asset value, it is proposed that the policy should be approved so that the Company execute these transactions and report them at the annual General Meeting in the nearest meeting.
 3. Approving the Board of Directors to direct related departments for implementation. Discussing, negotiating, and establishing specific terms and conditions of the contracts, transactions mentioned in this proposal include amendments, supplements, termination, replacement of contracts, and transactions outlined in this proposal.
 4. Approving the Board of Directors' making decision, leading direct relevant departments to carry out the following tasks: (i) Periodically report on related transactions in the Company's corporate governance report regarding the types of contracts and transactions outlined in this proposal; (ii) Other transactions listed in Appendix V - Corporate Governance Report Form in Circular 96/2020/TT-BTC dated November 16, 2020; (iii) Fulfill disclosure obligations as prescribed by law for resolutions independently issued by the Board of Directors for transactions with related parties.

Kindly submit to shareholders for consideration and approval.

Kind Regards,

Recipients:

- The AGM;
- Archived: BOD, BS Dept.

**ON BE HALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed & sealed)

Nguyen Thanh Hung

**Appendix 01 – LIST OFF TRANSACTIONS FALL WITHIN THE COMPETENCE OF
BOARD OF DIRECTORS**

(Attached to Proposal No. 11/2024/TTĐH-HĐQT-TCD dated March 27, 2024 of the Board of
Directors)

No.	Contract parties	Relationship with TCD	Proposed scope of transaction	Proposed value of transaction (dong)
1	An Giang Building Material Exploitation & Processing Joint Venture Company	Subsidiary	Dividends, purchase of construction materials, advance of operational expenses	100,000,000,000
2	TCD Plus Joint Stock Company	Subsidiary	Advance of operating expenses, render services	20,000,000,000
3	Viet Nam Taxi Company	Subsidiary	Rendering services, repairing and renovating office factories, and making advances on operating expenses	15,000,000,000
4	Tracodi E&C Company Limited	Subsidiary	Providing construction materials, constructing civil works, transport infrastructure, industry, and managing construction projects.	250,000,000,000
5	Thanh Nguyen Energy Investment And Development Company Limited	Affiliates, joint venture	Construction of solar power projects	50,000,000,000
6	B.O.T DT 830 Company Limited	Related party with the Company internal person	Construction, renovation and upgrading of provincial road 830	30,000,000,000
7	AAA Insurance Joint Stock Company	Related party with the Company internal person	Providing car insurance, health insurance...	1,000,000,000

No.	Contract parties	Relationship with TCD	Proposed scope of transaction	Proposed value of transaction (dong)
8	Thang Phuong Joint Stock Company	Related party with the Company internal person	Getting profit shared from Business Partnership	25,000,000,000
9	Bamboo Capital Group JSC	Parent company	Management consulting services, advance on operating expenses.	1,500,000,000