



TRANSIMEX CORPORATION

Head Office: 172 (9th-10th Fl.) Hai Ba Trung St., Dakao Ward, Dist. 1, HCMC, Vietnam

Tel: (84-28) 2220 2888 Fax: (84-28) 2220 2889

Website: www.transimex.com.vn

Respectfully addressed to Shareholder

PROPOSAL

Subject: The election of members of the Board of Management to replace the resignation member, term of 2018-2023

Sincerely presents to the General Meeting of Shareholders to approve for the election of members of the Board of Management to replace the resignation member, term of 2018-2023.

The attached document:

1. Resignation letter of Mr. Vu Cuong - Member of the Board of Management.
2. Regulation of supplementary election for members of the Board of Management to replace the resigned Members, term 5 (2018-2023).

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập – Tự do – Hạnh phúc

**ĐƠN XIN TỪ NHIỆM
THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ**

Kính gửi:

- Đại hội đồng cổ đông Công ty Cổ phần Transimex
- Hội đồng quản trị Công ty Cổ phần Transimex

Tôi là: Vũ Cường

Địa chỉ: 1C Ngõ Quyền Phường Lý Thái Tổ, Hoàn Kiếm, Hà Nội

Số CMND: 151205103 ngày cấp 18/06/2010 nơi cấp Công an Tp Thái Bình.

Hiện nay, tôi đang là thành viên Hội đồng quản trị Công ty Cổ phần Transimex nhiệm kỳ 2018 – 2023.

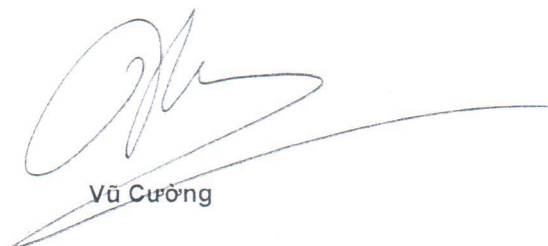
Tuy nhiên, do thay đổi về phân công nhiệm vụ tại đơn vị chủ quản, tôi không thể tiếp tục đảm nhiệm vị trí thành viên Hội đồng quản trị Công ty Cổ phần Transimex. Tôi làm đơn này xin từ nhiệm khỏi vị trí thành viên Hội đồng quản trị Công ty Cổ phần Transimex nhiệm kỳ 2018 – 2023 và đề nghị thay thế vị trí của tôi là ông Charvanin Bunditkitsada như đã nêu tại Công văn số 220/2019/CV-SSIHO ngày 06/03/2019 của SSI đã gửi Hội đồng quản trị Công ty. Việc từ nhiệm của tôi sẽ có hiệu lực ngay khi ông Charvanin Bunditkitsada được Đại hội đồng cổ đông chấp thuận thay thế vị trí của tôi tại cuộc họp Đại hội đồng cổ đông thường niên 2019 sắp tới.

Tôi xin chân thành cảm ơn Quý cổ đông, Hội đồng quản trị đã tin tưởng tôi trong suốt thời gian qua.

Trân trọng!

Hà Nội, ngày 18 tháng 05 năm 2019

Người làm đơn



Vũ Cường

Ho Chi Minh City, April 15th, 2019

**REGULATION OF SUPPLEMENTARY ELECTION FOR MEMBERS OF
THE BOARD OF MANAGEMENT TO REPLACE THE RESIGNED
MEMBERS OF THE BOARD, TERM V (2018-2023)
TRANSIMEX CORPORATION**

Pursuant to the Law on Enterprise No. 68/2014/QH13 has been approved by the National Assembly of the Socialist Republic of Vietnam at Session XIII, the 8th meeting on 26th November 2014;

Pursuant to the Transimex Corporation's Charter.

The Annual General Meeting of Shareholders ("AGM") 2018 -2019 of Transimex Corporation electing supplementary member of the Board of Management (BOM) to replace the resigned member, term V (2018-2023) according to the following rules:

- 1. Subjects of the election:** All shareholders own the voting shares or authorized persons to attend the meeting have the right to vote (according to the list of shareholders finalized on March 28th, 2019), present at the time of voting, completed the registration procedures and signing the list of attending shareholders that are entitled to vote for supplementary members of the BOM.
- 2. Number of the supplementary members of BOM:** 01 member of BOM (corresponding to the number of resigned member).
- 3. Standards and conditions for the supplementary election of BOM's member:**

Excerpting from Article 25 of the Charter of TRANSIMEX CORPORATION, members of the Board of Management must:

- 3.1** Be legally competent, not be banned from business administration as prescribed in Clause 2 Article 18 of this Article;
 - 3.2** An individual shareholders holding at least five percent (5%) of ordinary shares for at least six (06) consecutive months; or
 - 3.3** An individual shareholders holding at least five percent (5%) of ordinary shares; People are not shareholders must have qualifications and experience of business administration or the main business lines of the Company; or members of BOM re-election, or in other organizations that have a direct impact on the main business of the Company and are recommended by the BOM; or
 - 3.4** Authorized representative of shareholders (organizations) holding at least five percent (5%) of ordinary shares ; or
 - 3.5** A person is nominated by a shareholder or a group of shareholders in accordance with the law.
 - 3.6** Members of the Board of Management can be concurrently members of the Board of Management of another company but serve on the Board of Management of more than five (05) other companies at the same time from August 1st, 2019
- 4. Nomination rights and candidacy of BOM's members:**
- Excerpting from Article 25, Charter of TRANSIMEX CORPORATION for candidacy and nomination of BOM's members:
- 4.1** Shareholders holding voting shares for at least six (06) consecutive months shall be entitled to aggregate the number of voting rights of each such Shareholder to nominate candidates to be selected to the BOM as follows:



- A Shareholder or a group of Shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares shall be entitled to nominate one (01) candidate;
- From ten percent (10%) to less than thirty percent (30%) to nominate up to two (02) candidates;
- From thirty percent (30%) to less than forty percent (40%) to nominate up to three (03) candidates;
- From forty percent (40%) to less than fifty percent (50%) to nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) to nominate up to five (05) candidates;
- From sixty percent (60%) to less than seventy percent (70%) to nominate up to six (06) candidates;
- From seventy percent (70%) to less than eighty percent (80%) to nominate up to seven (07) candidates;
- And from eighty percent (80%) to less than ninety percent (90%) to nominate up to eight (08) candidates.

4.2 Where the number of candidates to the Board of Management by way of standing for election or nomination is still insufficient, the incumbent Board of Management may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company in the Regulations on Corporate Governance. The mechanism for nomination or the method of nominating candidates to the Board of Management by the incumbent Board of the Management must be clearly announced and must be approved by the General Meeting of Shareholders before commencing the nomination under the law.

5. Documents for nomination, candidacy to elect members of BOM:

5.1 Documents for nomination, candidacy:

Shareholders and groups of shareholders that meet the above conditions have the rights to nominate members of the Board of Management, please send documents directly or by post to the Head office of the Transimex Corporation according to the time and address as mentioned in Clause 2 of this Article. Documents of nominations and candidacy are made on the forms which are published on the Company's website at the address: www.transimex.com.vn include:

- 1) Nomination form/ candidacy/ group meeting minutes to nominate members of BOM
- 2) Curriculum vitae (C.V) declared by candidates
- 3) Certified copy of: ID card (or Passport if overseas Vietnamese or foreigners); permanent residence (or temporary registration residence); credentials of education and professional qualifications.
- 4) Letters of commitment to truthfulness, accuracy and reasonableness of personal information and commitment to carry out the tasks of a member honestly, diligently, methodically for the benefit of the Company.
- 5) Confirmation form of the ownership ratio of the shareholder / group of shareholders meets the conditions for nomination according to this Regulation

Candidates for the Board of Management must be responsible for the law, and the General Meeting of shareholders about the accuracy and truthfulness of contents in their documents.

5.2 Address and time of receiving the nomination/ candidacy documents:

In order to facilitate the organization of the congress and information disclosure in accordance with the law, please send the documents of nomination, candidacy for the BOM's members to the following address **before 16:00 on April 20th, 2019.**



Transimex Corporation

Address: Floor 9-10th, 172 Hai Ba Trung, Dakao Ward, District 1, HCMC, Vietnam

Tel: (84-28) 2220 2888 - Fax: (84-28) 2220 2889

Contact to: Organizing Committee

6. Voting method:

6.1 The election of members of the Board of Management shall be conducted by voting paper according to the method of cumulative voting

6.2 Each shareholder is given 01 voting card within the name of shareholder, shareholder's code, number of shares owned and the total number of voting rights. Accordingly, the total number of voting rights corresponds to the total number of shares held (including ownership and authorization) multiplied by the number of elected BOM's members.

6.3 Total number of voting rights are written on each type of voting card as follows:

$$\text{Total number of voting rights} = \text{number of shares held} \times 1.$$

6.4 When the election is conducted. Shareholders/Shareholders' representatives can choose one of the following two methods to elect members of the BOM:

- Voting by marking method: Marking (X) in the column "Number of voting rights". Accordingly, the number of voting rights of the selected candidate of the BOM is the total number of shareholders' voting rights for the candidate of BOM's trusted member.
- Voting by method of written voting rights: Write down the number of voting rights directly into the "Number of voting rights" column for the selected candidate. The total number of voting rights for the shareholder's candidate must not exceed the total number of voting rights of this shareholder.

Note:

- Shareholders only choose one of two methods to implement the election of members of BOM. If shareholders perform both methods simultaneously, the voting card is invalid.
- In case of shareholder / representative of shareholders would like to edit the voting cards by mistakes, please kindly cross the voting card and write in the new voting rights next to and sign. Please do not erase and blur.

6.5 Cases of invalid voting card:

- Be not issued by the organizer and stamped by Transimex Corporation.
- Be erased or added the other name outside the approved list of candidate by the General Meeting of Shareholders before voting.
- The total number of voting rights to elect for the candidate is greater than the total number of voting rights that is stated on the voting card.
- Shareholders use both election methods at the same time (marking method and method of written voting rights).
- Voting card is not signed by the shareholders/ authorized person.
- Be blank for voting candidate.

7. Voting Counting committee and Supervising Counting Committee:

7.1 Supervising Counting Committee is responsible for checking and monitoring the process of delivering the voting card, voting, and counting votes.

7.2 The Voting Counting Committee is responsible for guiding the election rules, delivering the voting card, monitoring and supervising the voting, organizing the vote counting, making the minutes and announcing the results of counting votes before the Annual General Meeting of Shareholders ("AGM") and submitting the voting counting minutes to Chairman.

7.3 Supporting for the Voting Counting committee with a technical team of the Company that is prepared by the Organizing Committee.

7.4 Order of voting and counting votes:

- The Voting Counting Committee proceeds to check voting box in the presence of the shareholders in the meeting.
- The voting is started by Chairman of the meeting and ended when the last shareholder puts the voting card in the voting box.
- The Voting Counting Committee is responsible for summarizing the election results and making the voting counting minutes. The voting counting minutes shall be signed by members of the Voting Counting Committee in order to confirm the accuracy, transparency and correctness of the rules and order of counting votes. The voting counting minutes will be announced by the Head of the Voting Counting Committee in the presence of AGM.

8. Principles of selecting elected person:

8.1 The selection of the elected person will be applied the principle of high to low of voting, starting from the candidate with the highest number of voting until fulfill the requirement of member of the Board of Management is 01 (one) member.

8.2 In case, there are 02 or more candidates with the same number of voting, then re-election will be conducted among the candidates with the same number of votes and according to the above principle of selecting the elected person.

9. Complaints about voting and counting votes:

9.1 The Head of Voting Counting Committee will explain the questions of shareholders (if any) about the Election Regulation at the meeting.

9.2 The chairman of the meeting will resolve the complaints about the election and the results of additional election of BOM's members at the meeting (if any).

9.3 All content of complaints and settlement are recorded in the minutes of the meeting.

10. Implementation provisions:

This Regulation takes effect after being approved by the General Meeting of Shareholders in 2018-2019 and is the legal basis for the additional election of members of the Board of Management at the Annual General Meeting of Shareholders 2018 -2019 of TRANSIMEX CORPORATION.

ON BEHALF OF BOM

CHAIRMAN



Bui Tuan Ngoc