

**SUBMISSION FOR APPROVAL No. 01  
12<sup>TH</sup> ANNUAL GENERAL MEETING – 2016**

***Contents submitted to the Annual General Meeting***

- Pursuant to the Enterprise Law No. 68/2014/QH13 dated on 26/11/2014;
- Pursuant to the Securities Law No.70/2006/QH11 dated on 29/06/2006;
- Pursuant to the Amendment of Securities Law No. 62/2010/QH12 dated on 24/11/2010;
- Pursuant to the Charter of Cotec Construction JSC – COTECCONS;

Board of Directors of Cotec Construction Joint Stock Company proposes the following key points to the Annual General Meeting for approval as follows:

**NO. 1: 2015 Business Performance**

The Annual General Meeting is proposed to approve Board of Directors Report, Board of Management Report, Board of Supervisors Report and 2015 Audited Financial Statement of Cotec Construction Joint Stock Company. Summary of 2015 business results is as follows:

<b>No</b>	<b>Description</b>	<b>Currency</b>	<b>Amount</b>
1.	Net revenue from sales of goods and provision of services	VND	13,668,916,257,891
2.	Profit before tax	VND	926,668,522,246
3.	Profit after tax of parent company's shareholders	VND	666,080,628,989
5.	Total asset	VND	7,815,095,968,023
6.	Owner's equity	VND	3,242,535,782,354

**NO. 2: 2015 Profit distribution and fund allocations**

Profit distribution is proposed to the Annual General Meeting as follows:

<b>No.</b>	<b>Description</b>	<b>Currency</b>	<b>Amount</b>
<b>1</b>	<b>Total retained earnings (*)</b>	<b>VND</b>	<b>639,053,052,232</b>
<b>2</b>	<b><i>Fund allocations and Dividend payments</i></b>	<b>VND</b>	<b><i>625,829,807,000</i></b>
2.1	Remuneration (bonus and welfare) Fund (5%)	VND	31,953,000,000
2.2	BOM Remuneration Fund (3% NPAT excluding finance income)	VND	17,000,000,000

2.3	Research & Development Fund (50%)	VND	319,527,000,000
2.4	Dividend/Contributed Capital is 55% (5,500 VND/Share)	VND	257,349,807,000
<b>3</b>	<b>Remaining profit after distribution</b>	<b>VND</b>	<b>13,223,245,232</b>

(\*) *Note: Retained earning on Balance sheet is 639,053,052,232 VND, which has reflected adjusted profit after tax due to change in ownership percentage of Unicons during the year (for further details please take a look at note 24.1 in Audited financial statements of 2015).*

### **NO. 3: Report on 2015 Remuneration for Board of Directors and Board of Supervisors**

The Annual General Meeting has set 2015 Remuneration for Board of Directors and Board of Supervisors members at 0.5% of 2015 Profit after tax of Parent company's shareholders. Details are as following:

Budget approved by The Annual General Meeting (rounded up) is **3,330,000,000 VND**

No	Full name	Working months	Planned spending according to budget (VND)	Paid amount (VND)	Payable amount (VND)
<b>I</b>	<b>BOARD OF DIRECTORS</b>		<b>2,724,000,000</b>	<b>1,962,200,000</b>	<b>761,800,000</b>
<b>1</b>	<b>Active members</b>		<b>1,916,000,000</b>	<b>1,380,600,000</b>	<b>535,400,000</b>
1.1	Mr. Nguyễn Bá Dương	12	906,000,000	653,600,000	252,400,000
1.2	Mr. Trần Quang Quân	12	505,000,000	363,500,000	141,500,000
1.3	Mr. Trần Quang Tuấn	12	505,000,000	363,500,000	141,500,000
<b>2</b>	<b>Passive members</b>		<b>808,000,000</b>	<b>581,600,000</b>	<b>226,400,000</b>
1.4	Mr. Talgat Turumbayev	12	202,000,000	145,400,000	56,600,000
1.5	Mr. Hoàng Xuân Chính	9	172,000,000	115,400,000	56,600,000
1.6	Mr. Tony Xuân Diệp	9	172,000,000	115,400,000	56,600,000
1.7	Mr. Giuseppe Maniscalco Ferrara	9	172,000,000	115,400,000	56,600,000
1.8	Mr. Huỳnh Lê Đức	3	30,000,000	30,000,000	0
1.9	Mr. Brian Quan Phạm	3	30,000,000	30,000,000	0
1.10	Mr. Huỳnh Bá Thăng Long	3	30,000,000	30,000,000	0
<b>II</b>	<b>BOARD OF SUPERVISORS</b>		<b>606,000,000</b>	<b>436,200,000</b>	<b>169,800,000</b>
1	Ms. Nghiêm Bách Hương	12	202,000,000	145,400,000	56,600,000
2	Mr. Hồ Văn Chí Thành	12	202,000,000	145,400,000	56,600,000
3	Mr. Nguyễn Đức Cảnh	12	202,000,000	145,400,000	56,600,000
	<b>TOTAL</b>		<b>3,330,000,000</b>	<b>2,398,400,000</b>	<b>931,600,000</b>

### **NO. 4: 2016 Business Plan and Profit Distribution Plan**

#### ***1. 2016 Consolidated Business plan***

No.	Description	Currency	Target
1.	Total revenue	Billion VND	16,500
2.	Profit after tax of parent company's shareholders	Billion VND	800

**2. Plan for distribution of 2016 Profit after tax of Parent company**

No.	Description	Proportion
1.	Remuneration Fund	5%
2.	Research & Development Fund	40%
3.	Dividend/Contributed Capital 30% (3.000/share)	30%

**NO. 5: Vote for the President cum General Director of the Company**

According to Article 1, Clause 26 of Cotec Construction Joint Stock Company Charter, President cum General Director must be voted annually at the Annual General Meeting.

The proposal that Mr. Nguyen Ba Duong shall be President cum General Director of the Company in 2016 is submitted for the approval at the Annual General Meeting.

**NO. 6: Select audit firm for the financial year**

The Annual General Meeting is proposed to delegate to BOD the selection of one of the Big Four audit firms in Vietnam (who was accepted by State Securities Commission of Vietnam) to be the audit firm of Cotecons for 2016.

**NO.7: 2016 Remuneration for Board of Directors and Board of Supervisors**

2016 Remuneration for BOD and BOS members of 0.75% Parent company's profit after tax is proposed to the Annual General Meeting for approval.

President and Head of Supervisors Board are authorized to decide specific remunerations for each member.

Details of remuneration for BOD and BOS members would be reported in 2017 Annual General Meeting.

**NO.8: Business registration for Cotecons and change from Uy Nam Investment Construction Joint Stock Company (Unicons) to One Member Limited Liability Company.**

Currently Cotecons has completed the share swap with Unicons by issuing an additional 3,604,530 shares. The Annual General Meeting is proposed to authorize to Board of Directors the performance of necessary procedures with Ho Chi Minh City Department of Planning and Investment in registering for the change in charter capital on Business Registration Certificate and amending Charter based on the new charter capital.

After the share swap is completed, Cotecons has owned 100% of Uy Nam Investment Construction Joint Stock Company. The Annual General Meeting is proposed to approve the change in Unicons' business structure, from Joint Stock Company to One Member Limited Liability and to

delegate to Board of Director the performance of necessary procedures with related government bodies to finish this swap in accordance to the law.

**NO.9: Approve the replacement of BOD members (for the term dates 2012 – 2017) after resignation of company’s BOD Members.**

Board of Directors has accepted the resignation of two BOD Members, who are **Mr. Talgat Turumbayev** and **Mr. Tony Xuan Diep** and temporarily appointed two members, who are **Mr. Bolat Duisenov** and **Mr. Tran Quyet Thang**. According to the Company charter, shareholders are proposed to vote for the official approval of this appointment at this Annual General Meeting.

Curriculum Vitae of **Mr. Bolat Duisenov** and **Mr. Tran Quyet Thang** are published at the Annual General Meeting.

**NO.10: Vote for Board of Supervision’s new members in the term dates 2012-2017.**

According to the resignation letters of two BOS Members, who are **Mr. Hồ Văn Chí Thành** and **Ms. Nghiêm Bách Hương** at 17/03/2016, The Annual General Meeting is proposed to vote for new Board of Supervision Members for the term dates 2012 – 2017.

The nominated list sent to the AGM Organisation Committee at this moment includes (updated according to actual nomination proposal that the Organisation Committee received):

1. Mr/Ms .....
2. Mr/Ms .....

**NO.11: Amendmend of Company Charter and change in Company name**

The Annual General Meeting is proposed to provide opinions and approve the amendment of Company Charter in compliance with the new Enterprise Law; the draft of Coteccons Charter is as attached.

Shareholders are proposed to approve the change in Company name as follows:

Previous name: **Cotec Construction Joint Stock Company**

Proposed name: **Coteccons Construction Joint Stock Company**

The following points are submitted for consideration and approval.

*Ho Chi Minh City, 31 March, 2016*

**ON BEHALF OF BOARD OF DIRECTORS**  
**Chairman**

**Mr. Nguyễn Bá Dương**