

SUBMISSION FOR APPROVAL NO.3**THE 16TH ANNUAL GENERAL MEETING OF SHAREHOLDERS - 2020**

About: The dismissal of BOS members and election for their replacement

- Pursuant to the Enterprise Law No. 68/2014/QH13 dated 26/11/2014;
- Pursuant to the Securities Law No. 70/2006/QH11 dated 29/06/2006;
- Pursuant to the Amendment of Securities Law No. 62/2010/QH12 dated on 24/11/2010;
- Pursuant to the Company's Charter of Cotecons Construction Joint Stock Company;

CONTENT NO.1: Dismissal of BOS members who do not meet the conditions and criteria as a controller

Pursuant to the Law on Enterprises No. 68/2014/QH13, pursuant to Official Letter No. 281/SGDHCM-NY dated 05 March 2020 of HCMC Stock Exchange warning of the compliance on the Corporate governance regulations and according to the Company's Charter, based on the Company's review of the standards and criteria of a BOS member, 02 members of the BOS including **Mr. Luis Fernando Garcia Agraz** and **Mr. Dang Hoai Nam** do not meet the criteria and standards as a controller, specifically:

- Mr. Luis Fernando Garcia Agraz is neither a professional accountant nor a professional auditor and does not work full-time at the company as prescribed in Article 163.2, Article 164.2 of the 2014 Law on Enterprises and Article 33.1 of the Company's Charter.
- Mr. Dang Hoai Nam have held management positions before and during his time as a BOS member which is inappropriate as prescribed in Article 164.1 (c) of the 2014 Law on Enterprises and Article 33.1 of the Company's Charter.

Therefore, based on Article 169.1 (a) of the 2014 Law on Enterprises, the AGM is proposed to review and approve the dismissal of the BOS position of **Mr. Luis Fernando Garcia Agraz** and **Mr. Dang Hoai Nam**.

CONTENT NO.2: Election for BOS members' replacement for the term 2017-2022

Based on the results of the dismissal of 02 members of the BOS, Mr. Luis Fernando Garcia Agraz and Mr. Dang Hoai Nam, the AGM is proposed to conduct the election to replace 02 members of the BOS for the term of 2017-2022.

The list of nominated candidates sent to the Organizing Committee up to date includes (updated according to actual nomination):

1. Ms. Tran Thao Uyen
2. Mr./ Ms.
3. Mr./ Ms.

Criteria for candidates of the BOS follow the requirements of the Company's Charter and current laws. Election procedures and format follow the voting regulations.

The AGM is proposed to review, discuss and approve the above contents.

TP Ho Chi Minh City, 16 June 2020
ON BEHALF OF BOARD OF DIRECTORS
Chairman

(signed)

Mr. Nguyen Ba Duong