

Ho Chi Minh City, 03 April, 2021

**REQUIREMENTS TO SELF-NOMINATE AND NOMINATE  
NEW MEMBERS OF BOARD OF DIRECTORS, BOARD OF SUPERVISOR  
TERM 2017 – 2022 OF COTECCONS CONSTRUCTION JOINT STOCK  
COMPANY AT THE 2021 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

- *In pursuant to the Law on Enterprises no. 59/2020/QH14 passed by the National Assembly on 17<sup>th</sup> June 2020;*
- *In pursuant to the Law on Securities no. 54/2019/QH14 passed by the National Assembly on 26<sup>th</sup> November 2019;*
- *Pursuant to the Charter of Coteccons Construction Joint Stock Company (“Company’s Charter”);*
- *Pursuant to the Code of Corporate Governance of Coteccons Construction Joint Stock Company ratified by Resolution No. 01/2019/NQ-HDQT dated 9<sup>th</sup> April, 2019,*

Coteccons Construction Joint Stock Company (hereinafter referred as “**Company**”) would like to inform Shareholders the requirements to nominate and self-nominate candidates of new members of the Board of Directors (BOD), Board of Supervisor (BOS) at 2021 Annual General Meeting of Shareholders as follows:

**I. Requirements to self-nominate and nominate candidates for replacing members of BOD, BOS**

- 1. Number of new BOD members to be elected:** 03 members
- 2. Number of new BOS members to be elected:** 01 member
- 3. Term of new BOD, BOS members to be elected:** 2017 - 2022
- 4. Quantity of candidates:** unlimited
- 5. Conditions and standards of members of BOD, BOS:**

Criteria and conditions of the member of BOD:

- a) Being legally competent, not be banned from business administration as prescribed in Clause 2 Article 17 of the 2020 Law on Enterprise.
- b) Have qualifications and experiences in the business administration and not being necessarily Shareholders of the Company.
- c) Not concurrently hold the position of Member of the BOD at more than 05 other companies.

Criteria and conditions of independent member of BOD:

- a) Being legally competent, not be banned from business administration as prescribed in Clause 2 Article 17 of the 2020 Law on Enterprise.
- b) Have qualifications and experience in the business administration and not being necessarily Shareholders of the Company.
- c) Not concurrently hold the position of member of the BOD at more than 05 other companies.
- d) Not being a person working for the Company, the parent company or its subsidiaries of the

Company; not be a person that worked for the Company, its parent company or its subsidiary for at least 03 consecutive years.

- e) Not being a person receiving salaries, wages from the Company, except for the benefits to which members of BOD are entitled.
- f) Not have a spouse, father, adoptive father, mother, adoptive mother, child, adopted child, sibling related to major Shareholders of the Company, being a manager of the Company or the Company's subsidiaries
- g) Not directly or indirectly hold at least 01% of the Company's Voting shares.
- h) Not ever hold the position of member of BOD, Supervisory Board of the Company at least the previous 05 (five) consecutive years, unless being appointed for 02 consecutive periods.

Criteria and conditions of the member of BOS:

- a) Be legally competent, not be banned from business administration as prescribed in Clause 2 Article 17 of the 2020 Law on Enterprise;
- b) Have qualifications and experience in the business administration and not being necessarily Shareholders of the Company;
- c) Not being a family member of a member of the BOD, Director or General Director, and/or other management members;
- d) Not be a family member of the management members of the company and the parent company; the representative of the company's capital share, the representative of the state capital share in the parent company and in the company;
- e) Not to be a company manager; not necessarily be a Shareholders or employees of the company;
- f) Must be an auditor or an accountant and not be a member or employee of the independent auditing company who is auditing the financial statements of the Company;
- g) Members of the Supervisory Board are not allowed to hold managerial positions of the Company and are not related persons with members of the Board of Directors, General Director and other managers of the Company

## **6. Conditions for self-nomination and nomination**

6.1 The Shareholders holding voting shares may accumulate the number of voting rights of each person to nominate candidates to the BOD:

- a) Holding voting shares from five percent (05%) to less than ten percent (10%) of the total voting shares may nominate one (01) candidate.
- b) Holding voting shares from ten percent (10%) to less than thirty percent (30%) of the total voting shares may nominate a maximum of two (02) candidates.
- c) Holding voting shares from thirty percent (30%) to less than forty percent (40%) of the total voting shares may nominate a maximum of three (03) candidates.
- d) Holding voting shares from forty percent (40%) to less than fifty percent (50%) of the total voting shares may nominate a maximum of four (04) candidates.
- e) Holding voting shares from fifty percent (50%) to less than sixty percent (60%) of the total voting shares may nominate a maximum of five (05) candidates.
- f) Holding voting shares from sixty percent (60%) to less than seventy percent (70%) of the total voting shares may nominate a maximum of six (06) candidates.
- g) Holding voting shares from seventy percent (70%) to less than eighty percent (80%) of the total voting shares may nominate a maximum of seven (07) candidates.
- h) Holding voting shares from eighty percent (80%) to less than ninety percent (90%) of the total voting shares may nominate a maximum of eight (08) candidates.

In case the number of nominated person and candidates to the election of Members of BOD is insufficient, the current BOD may nominate candidates according to the provisions of the Company Charter and current laws.

6.2 The Shareholders holding shares with voting rights, have the right to combine the number of voting rights of each person to nominate/nominate candidates for the BOS according to the following provisions:

- a) Holding voting shares from five percent (05%) to less than ten percent (10%) of the total voting shares may nominate one (01) candidate.
- b) Holds from ten percent (10%) to less than thirty percent (30%) of the total number of voting shares with the right to nominate up to two (02) candidates;
- c) Holds from thirty percent (30%) to less than forty percent (40%) of the total number of voting shares with the right to nominate up to three (03) candidates;
- d) Hold from forty percent (40%) to less than fifty percent (50%) of the total number of voting shares with the right to nominate up to four (04) candidates;
- e) Holding from fifty percent (50%) to less than sixty percent (60%) of the total number of voting shares with the right to nominate up to five (05) candidates

In case the number of candidates for the BOS through nomination and candidacy is still insufficient, the incumbent BOS may nominate more candidates or hold a nomination as prescribed in the Charter. Company and applicable law regulations

## **II. Application documents for self-nominating or nominating candidates for members of BOD, BOS**

### **1. Application documents for self-nominating or nominating candidates for members of**

**BOD, BOS shall include:**

- Application letter for self-nominating or nominating candidates for members of BOD, BOS (*form*);
- Curriculum Vitae declared by the candidates (*form*);
- Notarized copy of ID card/Passport, residence book, academic certificates or professional qualifications of the candidate;
- List of group of Shareholders (if candidate is nominated by group of Shareholders).

All forms will be published and updated in Company's website at <http://www.coteccons.vn/quan-he-co-dong/>.

**2. Application documents for self-nominating or nominating candidates for members of BOD, BOS:**

For convenience, all application documents for self-nominating or nominating candidates for members of BOD, BOS shall be sent to Head quarter of Cotecons Construction Joint Stock Company at the following address: Floor 12, 236/6 Dien Bien Phu Street, Ward 17, Binh Thanh District, Ho Chi Minh City.

Deadline for receiving application documents: **no later than 5:00PM on 21<sup>st</sup> April, 2021.**

**ON BEHALF OF THE BOD  
CHAIRMAN**

*(signed and sealed)*

**BOLAT DUISENOV**