

SUBMISSION FOR APPROVAL NO.4**THE 17TH ANNUAL GENERAL MEETING OF SHAREHOLDERS - 2021*****Re: Plan to issue the shares under Employee Stock Ownership Plan (ESOP)***

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17th June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26th November 2019;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31st December 2020 on detailing the implementation of some articles of the Law on Securities
- Pursuant to the Company's Charter of Cotecons Construction Joint Stock Company;

The Board of Directors submits The Annual General Shareholders (AGM) of Cotecons Construction Joint Stock Company (Cotecons) approve Plan to issue the shares under Employee Stock Ownership Plan 2021 (ESOP 2021), details are as follows:

I. Purpose of issuance:

The Company encourages employees to achieve the KPI of 2021, encourages the working spirit and long-term commitment of employees to the Company.

II. Plan of issuance:

- Securities name: Cotecons Construction Joint Stock Company
- Ticker: CTD
- Securities type: Common share
- Par value: VND 10,000 per share
- Total number of shares issued: 79,255,000 shares
- Total number of treasury shares: 4,971,327 shares
- Total number of shares in circulation: 74,283,673 shares
- Issuance rate (number of shares expected to be issued / number of shares in circulation) will depend on the 2021 Audited Consolidated Financial Statements, specifically as follows:
 - + Case 1: Gross income 2021 from VND 17,413 bil. and Net profit 2021 from VND 340 bil.: execution rate is 1% on number of outstanding shares at execution time.
 - + Case 2: Gross income and Net profit 2021 exceed the plan in case 1: authorize BOD to propose the execution rate in accordance with law.

AGM authorizes BOD base on income statement, number of outstanding shares at The 2021 Audited Consolidated Financial Statements 2021, decide execution rate and number of shares to be issued.

- Target of issue: Member of BOD, member of Board of Management, Key Management Officer and other employees. AGM authorizes BOD approve the regulation of ESOP 2021, standard and list of employees who attend ESOP 2021, the principle of determining the number of shares to be distributed to each employee and the execution time.

- Selling price, the principle of determining the price: authorizes BOD decide, but the price is not lower than 10.000 VND share.
- Trading restriction: Within 03 years from the end of the issue.
- Plan to use money from the issuance: The entire money will be used to add working capital for the Company. Authorize the BOD to plan detailed capital use to ensure benefits for shareholders and Company.
- The plan to handle unsold shares: Authorize the BOD to decide to continue distributing to other employees, suitable for ESOP 2021 with the same of selling price and Transfer restrictions.
- Execution time: Expected in 2022, after the Company evaluates KPI 2021 results of employees and approval from the SSC.

III. Registering and listing additional shares

Approve additional registration at VietNam Securities Depository (VSD) and additional listing at Ho Chi Minh City Stock Exchange (HOSE) with entire number of shares actually issued.

IV. Increase charter capital and amend the Company's Charter on charter capital

Approve the registration of charter capital increase with Department of Planning and Investment of Ho Chi Minh City and adjust the charter capital in the Company's Charter match to the total value of shares (according to par value) actually issued after completing issuance.

V. Authorise the Board of Directors

AGM authorizes BOD to perform the following tasks:

- Choose a specific time to implement the plan to issue shares;
- Decide to issue the Regulation ESOP 2021 and adjust the Regulation;
- Decide standard, list of members of BOD, member of BOM, Key Management Officer and other employees who are eligible to participate in the program and the principle of determining the number of shares to be distributed to each employee;
- Decide the selling price;
- Based on the business result, total number of outstanding shares in the Audited Consolidated Financial Statements 2021, decide execution rate and number of shares to be issued;
- Carry out procedure for registration and explanation to SSC. BOD can actively adjust issuance plan to add, adjust, complete documents according of SSC and other authorities;
- Implementing the ESOP issuance plan;
- Handling the number of shares issued that are not registered to buy (if any);
- Carry out procedure for additional registration at VietNam Securities Depository (VSD) and additional listing at Ho Chi Minh City Stock Exchange (HOSE) with entire number of shares actually issued;

- Adjust the charter capital in the Charter of the Company and register the charter capital increase with Department of Planning and Investment of Ho Chi Minh City after the end of the issue;
- Decide and implement all necessary issues and procedures related to ESOP 2021;
- Deciding on plans to buy back shares of employees who leave their jobs while ESOP shares are restricted to transfer, including but not limited to deciding cases of employees having to resell shares, selling prices, purchase methods and other issues related to stock repurchases.

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

Ho Chi Minh City, April 3, 2021

**ON BEHALF OF BOARD OF DIRECTORS
Chairman**

(signed and sealed)

BOLAT DUISENOV