

DRAFT

Ho Chi Minh City, April 25th 2022

REGULATIONS ON ORGANIZATION

THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF COTECCONS CONSTRUCTION JOINT STOCK COMPANY IN THE FORM OF AN ONLINE CONFERENCE

Pursuant to:

- *Law on Enterprises No. 59/2019/QH14 dated June 17th, 2020 and its guiding legal documents;*
- *Organization and Operation Charter of Coteccons Construction Joint Stock Company;*
- *Corporate Governance Regulation of Coteccons Construction Joint Stock Company;*

CHAPTER 1

GENERAL PROVISIONS

Article 1. Scope and Subjects of application

- 1.1** This Regulation is applied for organization, voting and election at the 2022 Annual General Meeting of Shareholders (“**AGM**”) of Coteccons Construction Joint Stock Company (“**Company/Coteccons**”) in the form of an online conference.
- 1.2** This Regulation specifies the rights and obligations of Shareholders; persons authorized to attend the AGM and parties related to the organization of the AGM; conditions, procedures for conducting the AGM.
- 1.3** Shareholders having voting right (*based on the final shareholder list dated 30/03/2022*), authorized representatives and parties related to the organization of the AGM are responsible for complying with the provisions in this Regulation.

Article 2. Definitions

- 2.1 AGM in the form of an online conference/Online meeting/Meeting:** means AGM 2022 of the Company organized through the application of modern information technology solutions to transmit audio and/or images, allowing Shareholders in different locations to attend, monitor, discuss and vote on issues at the meeting.
- 2.2 Location for Online meeting:** includes the meeting location and other locations. In there, the meeting location is where the Presidium attends and presides over the meeting, other locations are where Shareholders log into the Online System by using access accounts provided by the Company to attend the online AGM.
- 2.3 Electronic voting:** means the Shareholders entitled to vote or the authorized person to attend the meeting of Shareholders to vote at the AGM in the form of voting on the Online System.
- 2.4 Online System:** means application/software system/website which the Company using for serving the organization of the Online meeting and/or electronic voting.

- 2.5 Registration for attending the Online meeting:** means the use of Login information by Shareholders to access the system and register to attend the Online meeting under this Regulation and the Company's guidance.
- 2.6 Login information:** includes Username/ID and Password in the Invitation letter or OTP code sent to the Shareholder's phone number or the authorized person's phone number. The password and OTP code provided solely by the Company to each Shareholder or the authorized person by the Shareholder in the Invitation letter or the phone number of the Shareholder and authorized person by the Shareholder.
- 2.7 Opening time of Online System:** means the time for Shareholders start to access, read documents, register to attend the Online meeting. The time for voting on the contents of the Meeting shall comply with the provisions of the Organizing Committee of the meeting.
- 2.8 Closing time of Online System:** means the time when the Online System closed access, votes... according to the announcement of the chairperson of the meeting.

CHAPTER 2

RIGHTS AND OBLIGATIONS OF THE PARTICIPANTS

Article 3. Shareholders attending the AGM

3.1 Conditions for attending the AGM:

Shareholder or their authorized representatives as confirmed via the valid Authorization letter owning the voting shares in the shareholder list at closing date and being granted an access to attend the AGM under this Regulation and the Law.

3.2 Method for attending the AGM:

Shareholders are considered to attend the online AGM according to the following regulations:

- a) Each Shareholder is granted an access account and password to log in the Online System. The access account of the Shareholders shall be encrypted to validate the attending shareholders. The Company shall notify Shareholders of the access account and password in the Invitation letter.
- b) Shareholders registering to attend the online meeting shall be verified the eligibility to attend the AGM and considered to attend and vote validly at the meeting if Shareholders have completed the login on the date of the organization by Username and password/OTP code provided by the Company.
- c) The organizing committee shall open the Online System for Shareholders to access the system for voting **01 (one) day** before the expected opening date of the AGM 2022 by online form. Shareholders shall check-in before voting. Shareholders who complete voting **01 (one) day in advance** before the date of opening shall be counted as the attending shareholder.

3.3 Rights and obligations of the attending Shareholders:

3.3.1 Rights of Shareholders:

- a) Shareholders attending the AGM have full rights and obligations as prescribed in Article 12 and Article 13 of the Company's Charter and current legal provisions.
- b) Shareholders attending the Online meeting shall log into the Online System at: <https://ctd.bvote.vn> to attend and vote on issues at the Meeting. Shareholders may log into through the following forms:
 - Using the Username and OTP code to log in the System or;
 - Using the Username and password in the Invitation letter to log in the System. In which:
 - + The Shareholder's Username is: Identity card number; Enterprise identification number, tax code; Foreign investor identification number.

- + Password: Announced and sent to the Shareholder in the Invitation letter.
- + OTP code: In case the shareholder forgets the Password, the OTP code will be sent to the shareholder's phone number or the phone number of the authorized person to be re-issued the Password.
- c) Shareholders have the right to register to attend the Meeting and participate in voting on the matters of the Meeting. The Presidium shall not have the responsibility to stop or re-vote on the approved matters and the validity of voting sessions previously conducted shall not be affected.
- d) Shareholders may authorize others to attend the meeting as prescribed in the Company's Charter. Accordingly, if the authorized party is not the Shareholder of the Company, after receiving the valid authorization in writing of the mandatory and the authorized party, the Company will provide the access username and password to the authorized party for the authorized representative to perform the rights and obligations according to the contents authorized. The authorized person will be provided the access information via email or other forms according to the registration information of the Shareholder. Shareholders are fully responsible for the authorization information sent to the Company. Persons authorized to attend the Meeting shall comply with the provisions of this Regulation, comply with the control of the Presidium and respect the results at the AGM.

3.3.2 Obligations of Shareholders:

- a) During the Meeting: Shareholders shall comply with the guidance of the Presidium, behave properly and politely.
- b) Dress code of Shareholders: shareholders: dress formally ;
- c) Shareholders attending the meeting by Online System obliged to:
 - To prepare and use the appropriate online meeting equipments with internet connection to ensure the connection go smoothly.
 - To fully attend, vote and speak in accordance with the guidance of the Presidium and respect for the chair of the AGM Chairperson.
 - To secure information related to the access account such as: username, other identifier factors (if any) of the access account and login password to ensure that only the Shareholder has the right to conduct the meeting on the Online System, except providing the authorized representative to attend the meeting of the Shareholder. Shareholders are responsible for ensuring that the authorized representative will comply with the provisions of this Clause similar to the Shareholder.
 - To take responsibility for all risks, disputes related to the meeting conducted by the Shareholder's access account on the Online System. The performance of meeting and voting on the Online System by access name with the correct password and/or other identifier factors shall be automatically considered the will of the Shareholder.
 - To update the information of phone number, contacts address, email address accurately, fully, truthfully at the securities depository to ensure receiving access account notifications and take full responsibility for this registered information.

Article 4. The AGM Chairperson and The AGM Presidium

- 4.1** The Chairman of the BOD shall preside over or authorize other members of the BOD to preside over the AGM convened by the BOD.

In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the BOD shall elect one of them to preside over the meeting according to majority rules. In case the chairperson cannot be elected, the Head of the Board of Supervisors (“**BOS**”) shall let the AGM to elect the chairman of the meeting and the person with the highest number of votes to preside over the meeting;

- 4.2** Except for the case specified in clause 4.1, the signer convenes the AGM managing for the AGM to elect the chairperson of the meeting and the person with the highest number of votes to preside over the meeting;
- 4.3** The AGM Presidium includes members of the Board of Director (“**BOD**”), the Board of Managements (“**BOM**”) and other members as assigned by the AGM Chairperson to participate in operating the meeting.
- 4.4** The AGM Presidium shall support the AGM operated by the AGM Chairperson as well as support the Chairperson in the implementation of the rights and obligations of the Chairperson.
- 4.5** Rights and obligations of the AGM Chairperson:
- a) To preside over and manage the AGM ’s activities according to the approved agenda until the Meeting Resolutions are approved;
 - b) To have the highest decision making on the order, procedures and managing the events happened which is not in the agenda, including but not limited to:
 - Respond to Shareholder’s questions (except for matters related to business confidentiality) or assign the respondent or note down comments and suggestions from Shareholders if such comments and suggestions are out of the scope of AGM’s proposal;
 - Invite experts, lawyers or professionals attending the AGM to explain certain matters to the Shareholders;
 - Take necessary actions to conduct the meeting properly and orderly, according to the approved agenda.
 - Suspend or delay the AGM in case the participants disrupt the order and threaten to obstruct the fair and legal process of the AGM.
 - Conduct other works in accordance with the Company’s Charter and the Law to proceed the AGM.

Article 5. The Shareholders’ Eligibility Verification Committee

- 5.1** The Shareholders’ Eligibility Verification Committee has 02 [*two*] members assigned by the AGM Chairperson.
- 5.2** The Shareholders’ Eligibility Verification Committee has the following functions and obligations:
- a) To check the eligibility of the shareholders or their authorized representatives attending the meeting: Check the eligibility of Shareholders registering to attend the online AGM under the Law, the Company’s Charter and this Regulation.
 - b) To consolidate the results and report to the AGM the result of verification of the eligibility of shareholders attending the AGM.
 - c) Other tasks as assigned.
- 5.3** Method for verification: The Shareholders’ Eligibility Verification Committee verify the shareholders based on the login information from the account of shareholders and it is a base to determine the number of shareholders attending the online AGM.

Article 6. Secretary Committee

- 6.1** Secretary Committee includes 04 (four) members as assigned by the AGM Presidium.
- 6.2** Secretary Committee assists the AGM Chairperson/the Presidium, including:

- a) To fully and honestly record the AGM's contents;
- b) To publish the draft Meeting Minutes and Resolutions of the AGM and the Announcement of the AGM Chairperson/the Presidium to the Shareholders upon requested;
- c) To receive written questions from shareholders or authorized representatives;
- d) To assist in announcing documents, conclusions or sending notifications to shareholders upon requested;
- e) To perform other tasks as assigned by the AGM Chairperson/the AGM Presidium.

Article 7. The Vote Counting Committee

- 7.1** The Vote Counting Committee includes 04 (four) members as assigned by the AGM Presidium and approved by the AGM. The members of the Vote Counting Committee may not be on the List of nominees for the executive position of the Company. In case of necessary, the AGM proposes 01 member of the BOS and 01 shareholder selected randomly in the meeting to perform the task of supervising the vote counting of the Vote Counting Committee.
- 7.2** The Vote Counting Committee, including a Head and members, have the right to establish an assisting team to fulfil their duties.
- 7.3** Vote Counting Committee has the following obligations:
- a) To guide Shareholders on how to vote at the online meeting;
 - b) To record the voting results of Shareholders and Shareholders' representatives on the matters approved at the meeting;
 - c) To report the voting results to AGM as assigned by the AGM Chairperson;
 - d) To be responsible for truthfulness and data accuracy, checking, making minutes of vote counting and publicizing vote counting results.
- 7.4** Vote Counting Committee is responsible for making the Minutes of Vote Counting on the voting result of each voting matter to report to the General Meeting of Shareholders as designated by the AGM Chairperson.

CHAPTER III

ELECTION OF THE BOARD OF DIRECTOR MEMBERS AND BOARD OF SUPERVISORS MEMBERS

Article 8. The number of members of the BOD and the BOS for election at the AGM

- 8.1** Number of BOD members to be elected: 07 members.
- 8.2** Number of BOS members to be elected: 03 members.
- 8.3** The term of replacement members of BOD and BOS: 2022 - 2027

Article 9. Criteria and conditions of the member of BOD/independent member of BOD/ member of BOS:

- 9.1** Criteria and conditions of the member of BOD:
- a) Not be banned as prescribed in Clause 2 Article 17 of the 2020 Law on Enterprise.
 - b) Have qualifications and experience in the business administration or in the field, industry, business lines of the Company and not necessarily be Shareholders of the Company.
 - c) Not concurrently holding the position of Member of the BOD at more than 05 other companies.
- 9.2** Criteria and conditions of independent member of BOD:

- a) Not be banned as prescribed in Clause 2 Article 17 of the Law on Enterprise 2020.
- b) Have qualifications and experience in the business administration or in the field, business lines of the Company and not necessarily be Shareholders of the Company.
- c) Not concurrently hold the position of member of the BOD at more than 05 other companies.
- d) Not be a person working for the Company, the parent company or its subsidiaries of the Company; not be a person who has worked for the Company, its parent company or its subsidiaries for at least the previous 03 consecutive years.
- e) Not being a person receiving salaries or wages from the Company, except for the benefits to which members of BOD are entitled.
- f) Not have a spouse, biological father, adoptive father, biological mother, adoptive mother, child, adopted child, siblings 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, BOS of the Company at least the previous 05 (five) consecutive years, unless being appointed for 02 consecutive periods.

9.3 Criteria and conditions of member of BOS:

- a) Not be banned as prescribed in Clause 2 Article 17 of the Law on Enterprise 2020;
- b) Have qualifications and experience in one of the major in economics, finance, accounting, auditing, law, business administration or majors suitable for the business activities of the enterprise;
- c) Not be 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 in the parent company and in the company;
- e) Not be in the position of company management (President or member of the Board of Directors, General Director, or holder of another managerial position prescribed in the company's charter); not necessarily be a Shareholders or employees of the company;
- f) Not be a member or employee of the independent auditing company who has audited the financial statements of the Company for the previous 03 consecutive years;
- g) Not work in the accounting and finance department of the Company;

Article 10. Conditions for nomination and candidacy of the members of the BOD/BOS

10.1 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.

10.2 In case the number of nominated people and candidates to the election of Members of BOD is insufficient.

- a) The current BOD has the right to nominate additional candidates until the number of candidates of the BOD needs to be elected;
- b) In case the number of candidates nominated by the BOD under above-mentioned point a is still inefficient, Board of Supervisors and other Shareholders are entitled to nominate;
- c) The introduction of additional candidates at the above-mentioned point a, b shall be clearly announced before the AGM votes to elect the BOD's members as prescribed.

10.3 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 Board of Supervisors 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) Holding 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) Holding 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) Holding 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;

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

Article 11. Documents of nomination, candidacy for the Member of BOD/BOS and the List of candidates

11.1 Application documents for the member of BOD election:

- a) Notice on nomination/candidacy for election the member of BOD (under The Company's form attached to the AGM materials);
- b) Curriculum vitae of nominees (under The Company's form attached to the AGM materials);
- c) A notarized copy of ID card, Passport, educational/training certificates (if any);
- d) List of groups (if the candidate is nominated by a group of Shareholders).
- e) Candidate's declaration of interest (in the form);

- 11.2 Only the candidates who qualify the criteria of the member of BOD/independent member of BOD/member of BOS and have the nominee application profile qualified under this Regulation, will be disclosed in the list of nominees at the AGM for nominating the member of BOD/independent member of BOD/member of BOS; and
- 11.3 The valid nominee profile for members of BOD shall not only be sufficient documents as stipulated in Article 11.1 but also submit application before the deadline via address as stipulated on Notice of nominating member of BOD.

CHAPTER IV

CONDUCT OF THE SHAREHOLDERS GENERAL MEETING AND VOTING TO APPROVE MATTERS AT THE SHAREHOLDERS GENERAL MEETING

Article 12: Conditions for holding the AGM

General Meeting of Shareholders shall be conducted once it meets all the following conditions:

- 12.1 Number of Shareholders and Authorized Representatives represents more than fifty percent (50%) of voting shares in the List of Shareholders on the record date;
- 12.2 In case the AGM is not eligible to proceed in accordance with the above provisions, the convening and conducting the next AGM shall be conducted in accordance with the provisions of the Company's Charter and the Law on Enterprise.

Article 13: Conduct the AGM

- 13.1 The AGM Chairperson proceeds with the meeting under the ratified procedure, agenda of the AGM.
- 13.2 The contents on the agenda are discussed and approved by voting form prescribed in this Regulation. The AGM Chairperson shall manage time to discuss and vote on each matter of the agenda.
- 13.3 The AGM shall be finished after the Meeting Minutes get approved.

Article 14. Voting procedures on contents at the online AGM

14.1 Voting time:

Shareholders can start accessing the Online System to conduct electronic voting before the opening of the AGM until the Presidium announces the closing time of voting. Electronic voting may be conducted before the AGM and/or at the AGM. The starting time of voting is notified to Shareholders via the Invitation letter and posted on the Company's Information Page.

14.2 Method for voting:

- a) When conducting electronic voting on the Online System, Shareholders shall comply with the obligations specified in point c Article 3.3.2 of this Regulation. Each Shareholder logs into the Online System through the access account that the Shareholder is provided at the Invitation letter and conduct the voting on the Online System. Detailed access instructions are enclosed with a Notice of Invitation to the Meeting to each Shareholder and posted on the website <https://www.coteccons.vn>.
- b) Voting shareholders are Shareholders or authorized representatives of Shareholders who have registered to attend the online AGM up to the time of voting and this number of Shareholders is the basis for calculating the proportion of votes of Shareholders.
- c) Method for voting:
 - Shareholders or authorized representatives of Shareholders decide to choose the method of voting by marking the selection in 01 of the 03 corresponding cells "Affirmative votes", "Negative votes" or "Abstention" for each content of requesting opinions and press the button

"Submit" to save and send the voting results to the system. This method of voting is used for the adoption of the following contents: through the Presidium, the Vote Counting Committee, the AGM Program, the Regulation of the AGM in the form of online, reports and submissions, minutes, resolutions of the AGM.

- Shareholders or authorized representatives of Shareholders cannot change the voting results after they have successfully submitted on the system. For contents of voting changes or arising during the organization of the Meeting, Shareholders or authorized representatives of Shareholders shall make additional votes for such changes, arising contents. In case Shareholders are unable to carry out additional voting, the contents of such changes shall be considered as Shareholders who do not participate in voting. Other contents that Shareholders have voted on earlier have not changed.
 - The voting results of the Shareholder or the authorized representative of the Shareholder is the summation of the voting results recorded at the closing time of the voting announced by the Chairperson at the AGM. From the time of the end of the voting on each content of requesting opinions of the AGM, the Online System will be locked and Shareholders, representatives authorized by shareholders cannot vote on the content that has been locked. The voting results according to each content will be reported to the meeting by the Vote Counting Committee immediately after completing the vote counting.
- d) After the voting period ends, Shareholders will know the voting results for each content announced by the Presidium or the Vote Counting Committee.
- e) When conducting the AGM, the Chairperson shall notify the time of the end of voting on the System for Shareholders to perform their rights. In case Shareholders have problems with voting on the System, they may contact the supporting addresses mentioned in the Meeting Invitation Notice for guidance and support in completing the voting. From the time the System closes the voting contents, the Shareholder shall not have the right to change any of the voting contents, the result of the Shareholder's vote is recorded on the System as the final result, and the Company is exempted from liability for the Shareholder's voting result when the Shareholder has duly logged in and voted on the System.

14.3 Validity of the voting: A valid vote is a vote of the Shareholder or the authorized representative of the Shareholder who participated in the vote, selected the voting method and completed the submission on the Online System. The voting results are calculated on the total number of shares participating in the valid voting.

Article 15: Voting at the online AGM

Shareholders or authorized persons to attend the meeting of the Shareholders shall elect members of the Board of Directors/Independent members of the Board of Directors/Members of the Board of Supervisors for the 2022-2027 term by cumulative voting method. Each Shareholder or authorized person to attend the meeting shall have a total number of votes corresponding to the total number of voting shares multiplied by the number of elected members of the Board of Directors/Board of Supervisors and have the right to accrue all or part of their total votes to one or several candidates. The elected members of the Board of Directors, the elected members of the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified is met. In the event of 02 or more candidates achieves the same number of votes for the last member of the Board of Directors or the Board of Supervisors, re-election will be conducted among the candidates with the same number of votes. The re-election also follows the principle of cumulative voting. Elections at the Online Meeting are conducted in the following order:

15.1 Shareholders log in the Online System through the access account provided at the Invitation letter and

make a vote on the Online System.

15.2 Shareholders whose total number of votes corresponds to the total number of ownership shares multiplied (x) with the number of members to be elected (e.g., Shareholder A has 1,000 shares, the General Meeting of Shareholders elects 01 member of the Board of Directors, 02 members of Board of Supervisors: 1) The number of votes for the members of the Board of Directors of Shareholder A will be: 1,000 shares x 1 = 1,000 votes, 2) The number of votes for members of Board of Supervisors of Shareholder A will be: 1,000 shares x 2 = 2,000 votes)).

15.3 Shareholders may pool all or part of their votes within their “Total Voting Numbers” to vote for one, some or all of the candidates; or divide their votes equally to vote for the candidates named in the candidate list, specifically in 2 ways as follows:

- **Option 1:** Shareholders voting for which candidate will enter the number of votes or voting rates in the blank box corresponding to that candidate's full name. The system will automatically calculate and display "Remaining votes", "Remaining percentage" of Shareholders for Shareholders to decide whether to vote for that candidate or not or continue to vote for another candidate.
- **Option 2:** Shareholders mark the selection in the box "Tick to even voting", the system will automatically divide the "Total number of possible votes" of Shareholders to all candidates named in the list of candidates.

After that, the shareholder presses the "Submit" button to complete the election.

15.4 If the Shareholder does not tick the box "Tick to even voting" or does not enter the number of votes (leave blank) for any candidate in the list of candidates, but the Shareholder successfully presses the "Send a vote" button, the Shareholder's election in this case is still considered as validity for the number of votes equal to zero for that candidate.

Article 16: Discuss and give opinions at the AGM

16.1 The discussion shall be carried out only within the prescribed time and within the scope of the matters presented in the AGM agenda.

16.2 Based on the number of shareholders attending and the permitted time of the meeting, the Presidium may choose the method of managing the meeting. Shareholders shall discuss according to the instructions of the Chairperson during the online AGM in the form of send questions to the Presidium through the Online System.

16.3 The contents of the proposed opinions of shareholders shall not violate the law and shall meet the competence and contents of the General Meeting of Shareholders. The Chairperson has the right to remind or require shareholders to focus on the main point to save time and ensure the quality of discussion.

Article 17: The ratified Resolutions of the AGM

17.1 A resolution on the following contents is passed if it is approved by the number of Shareholders representing at least 65% of the total number of votes of all Shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprise:

- a) Type of shares and the total number of shares for each type;
- b) Changing business lines and business fields;
- c) Changing the organization and management structure of the Company;
- d) The investment project or selling assets equal to thirty-five percent (35%) of total assets value as stated in the latest financial statement of the Company;
- e) The re-organization and dissolution of the Company.

17.2 Other resolutions are passed when it is approved by the number of Shareholders representing more than 50% of the total number of votes of all Shareholders attending and voting at the meeting, except for the

cases specified in Article 17.1 of this Regulation and Clauses 3, 4 and 6, Article 148 of the Law on Enterprise.

Article 18. Recording and making AGM Minutes

- 18.1** The Secretary Committee shall be responsible for recording the AGM process, the AGM Resolutions and Minutes.
- 18.2** AGM Minutes have to be ratified before closing. AGM Minutes have to be released on the Company's website within twenty-four (24) hours from the AGM closing date.
- 18.3** The AGM Chairperson and the AGM Secretary are jointly responsible for the Minutes' truthfulness and accuracy.

CHAPTER V

IMPLEMENTING PROVISION

Article 19. Implementing provision

- 19.1** This Regulation is read before the AGM and get Shareholders voting. This Regulation takes effect as soon as ratified by the AGM at least approved rate more than fifty percent (50%) of the total of votes of all Shareholders attending and voting at the meeting.
- 19.2** Shareholders, Members organizing the AGM of the Company shall have to implement this Regulation./.

ON BEHAFL OF THE AGM

CHAIRPERSON

BOLAT DUISENOV