

DRAFT*Ho Chi Minh City, April 25th 2023***REGULATIONS ON ORGANIZATION****THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF COTECCONS
CONSTRUCTION JOINT STOCK COMPANY
IN THE FORM OF AN OFFLINE AND 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 2023 Annual General Meeting of Shareholders (“**AGM**”) of Coteccons Construction Joint Stock Company (“**Company/Coteccons**”) in the form of an offline and 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 28/03/2023*), 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 2023 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 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.
- 2.3 Online System:** means application/software system/website which the Company using for serving the organization of the Online meeting and/or electronic voting.
- 2.4 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.
- 2.5 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.

2.6 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.

2.7 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 on closing date and being granted an access to attend the AGM under this Regulation and the Law.

3.2 Method for attending the AGM:

3.2.1. Shareholders attending the online AGM shall comply with 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 to vote 04 from 08:00 a.m., April 21, 2023. Shareholders log in (check-in) before voting. Shareholders who complete voting from the time the Online System is opened will be counted as Shareholders attending the Meeting.

3.2.2. Shareholders attending the offline AGM shall comply with the following regulations:

- a) Shareholders or Authorized Persons to attend the meeting need to bring the following documents:
 - The original meeting invitation/ invitation notice
 - The original ID card/ Passport
 - The original of the Power of Attorney according to the form of the Company (in case the person is authorized to attend the meeting)
- b) Shareholders or Authorized Persons to attend the meeting present the above documents to the Shareholders' Eligibility Verification Committee and receive documents of the AGM (if any).
- c) Shareholders prepare and use appropriate online meeting equipment with internet connection to access the online system ctd.bvote.vn to authenticate accounts, attend meetings and vote at the meeting place in the online method mentioned in Section 3.2.1.

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 written authorization from the authorizing party 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.

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, guests: polite, formal dress.
- c) Shareholders attending the meeting by Online System and Offline 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.
- d) When attending the meeting in person, during the time of the AGM, Shareholders or the authorized person to attend the meeting must comply with the instructions and management of the AGM Chairperson of the meeting, behave civilly, politely and respectfully work results at the AGM. The recording and video recording of the Shareholders or the authorized person attending the meeting

at the AGM must be publicly announced and must be approved by the AGM Chairperson.

- e) In case of offline attending the meeting, the Shareholders or the authorized person to attend the meeting will be expelled from the AGM due to failure to comply with the executive authority of the AGM Chairperson, intentionally disrupting order, and preventing normal progress of meeting. Accordingly, this Shareholder will be deemed to voluntarily waive his rights and obligations at the AGM from that time.
- f) Shareholders or Authorized Persons attending the AGM must comply with the provisions of this Regulation, the company's charter and comply with the control of the Presidium and respect the working results at the AGM.

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 Directors (“**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, or have the right to expel those who obstruct, cause trouble, fail to comply with the direction of the AGM Chairperson and the Presidium from the meeting so that the AGM can proceed in accordance with the provisions of law.
 - 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 AGM.

Article 6. Secretary Committee

- 6.1** Secretary Committee includes 03 (three) 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 03 (three) members as assigned by the AGM Chairperson 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 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

**CONDUCT OF THE SHAREHOLDERS GENERAL MEETING AND VOTING TO APPROVE
MATTERS AT THE SHAREHOLDERS GENERAL MEETING****Article 8: Conditions for conducting the AGM**

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

- 8.1 Number of Shareholders and Authorized Representatives represents more than fifty percent (50%) of voting shares in the List of Shareholders on the record date;
- 8.2 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 9: Conduct the AGM

- 9.1 The AGM Chairperson proceeds with the meeting under the ratified procedure, agenda of the AGM.
- 9.2 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.
- 9.3 The AGM shall be finished after the Meeting Minutes get approved.

Article 10. Voting procedures on contents at the online AGM**10.1 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.

10.2 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.
- 10.3 **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 11: Discuss and give opinions at the AGM

- 11.1 The discussion shall be carried out only within the prescribed time and within the scope of the matters presented in the AGM agenda.
- 11.2 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 AGM in the form of send questions to the Presidium through the Online System.
- 11.3 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.
- 11.4 Based on the importance of the opinion or the interest of the Shareholders, the Presidium chooses to answer the opinions in the most effective way to ensure the time and quality of the meeting.

Article 12: The ratified Resolutions of the AGM

- 12.1 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.
- 12.2 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 12.1 of this Regulation and Clauses 3, 4 and 6, Article 148 of the Law on Enterprise.

Article 13. Recording and making AGM Minutes

- 13.1 The Secretary Committee shall be responsible for recording the AGM process, the AGM Resolutions and Minutes.
- 13.2 AGM Minutes must 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.
- 13.3 The AGM Chairperson and the AGM Secretary are jointly responsible for the Minutes' truthfulness and accuracy.

CHAPTER V**IMPLEMENTING PROVISION****Article 14. Implementing provision**

- 14.1 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.
- 14.2 Shareholders, Members organizing the AGM of the Company shall have to implement this Regulation./.

ON BEHAFL OF THE AGM**CHAIRPERSON****BOLAT DUISENOV**