



**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness**

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No.: .../2023/NQ-DHCD

*Ho Chi Minh City, 25<sup>th</sup> April 2023*

**DRAFT**

## **RESOLUTION**

### **19<sup>TH</sup> ANNUAL GENERAL MEETING - 2023**

### **COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

- *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 (“Charter”);*
- *Pursuant to the 19<sup>th</sup> AGM Meeting Minutes of 2023 No. 02/2023/BB-DHCD dated 25<sup>th</sup> April 2023 of Coteccons Construction Joint Stock Company.*

## **DECIDE**

### **Article 1: Approval of the Company’s reports annual in 2022**

The AGM approved the Company’s reports annual in 2022 as follows:

1. Report on performance results of the Board of Directors in 2022 and plan for Fiscal year 2023.
2. Report on performance results of the Board of Supervisors in 2022 and plan for Fiscal year 2023.
3. Report of the Board of Management in 2022 and plan for Fiscal year 2023.

### **Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Coteccons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDIUM**  
**Chairman**

**BOLAT DUISENOV**

No.: .../2023/NQ-DHCD

Ho Chi Minh City, 25<sup>th</sup> April 2023**DRAFT****RESOLUTION****19<sup>TH</sup> ANNUAL GENERAL MEETING - 2023****COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

- *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 (“Charter”);*
- *Pursuant to the 19<sup>th</sup> AGM Meeting Minutes of 2023 No. 02/2023/BB-DHCD dated 25<sup>th</sup> April 2023 of Coteccons Construction Joint Stock Company.*

**DECIDE****Article 1: Approval of the Audited Financial Statements for 2022 and the 2022 business results**

The AGM approval the Audited Financial Statements for 2022 and the 2022 business results, some main financial figures approved by the AGM are as follows:

No.	Description	Unit	Amount
1.	Net revenue from sales of goods and render of services	VND	14,536,948,503,110
2.	Profit before tax	VND	34,825,553,879
3.	Profit after tax of parent company’s shareholders	VND	20,712,200,279
4.	Total assets	VND	18,964,799,657,013
5.	Owner’s equity	VND	8,213,962,257,245

**Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Coteccons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDIUM****Chairman****BOLAT DUISENOV**



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Ho Chi Minh City, 25<sup>th</sup> April 2023

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**RESOLUTION**

**19<sup>TH</sup> ANNUAL GENERAL MEETING - 2023**

**COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

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**DECIDE**

**Article 1: Approval of the Profit distribution plan**

The AGM approval the Profit distribution plan, as follows:

No.	Description	Unit	Amount
<b>1</b>	<b>Total accumulated Retained Earnings on Consolidated Financial Statements as of December 31<sup>st</sup>, 2022</b>	<b>VND</b>	<b>336,087,635,969</b>
1.1	<i>Total accumulated Retained Earnings on Consolidated Financial Statements as of December 31<sup>st</sup>, 2021</i>	<i>VND</i>	<i>315,375,435,690</i>
1.2	<i>Accumulated Retained Earnings in 2022</i>	<i>VND</i>	<i>20,712,200,279</i>
<b>2</b>	<b>Profit distribution plan</b>	<b>VND</b>	<b>0</b>
2.1	<i>Appropriation of Funds</i>	<i>VND</i>	<i>0</i>
2.2	<i>Dividend distribution</i>	<i>VND</i>	<i>0</i>
<b>3</b>	<b>Remaining Retained Earnings</b>	<b>VND</b>	<b>336,087,635,969</b>

**Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Coteccons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDIUM**  
**Chairman**

**BOLAT DUISENOV**

No.: ..../2023/NQ-DHCD

Ho Chi Minh City, 25<sup>th</sup> April 2023**DRAFT****RESOLUTION****19<sup>TH</sup> ANNUAL GENERAL MEETING - 2023****COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

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- *Pursuant to the Charter of Coteccons Construction Joint Stock Company (“Charter”);*
- *Pursuant to the 19<sup>th</sup> AGM Meeting Minutes of 2023 No. 02/2023/BB-DHCD dated 25<sup>th</sup> April 2023 of Coteccons Construction Joint Stock Company.*

**DECIDE****Article 1: Approval of the business plan for the Fiscal year 2023** (from January 1<sup>st</sup>, 2023 to June 30<sup>th</sup>, 2023)

The AGM approval in business plan for the Fiscal year 2023 (from January 1<sup>st</sup>, 2023 to June 30<sup>th</sup>, 2023), specifically as follows:

No.	Description	Unit	Target of the Fiscal year 2023 (from January 1 <sup>st</sup> , 2023 to June 30 <sup>th</sup> , 2023)	Target of the whole year 2023	Actual 2022	Growth
1	Consolidated revenue	Bil. VND	7,644	16,249	14,537	12%
2	Consolidated profit after tax	Bil. VND	44	233	21	1010%

**Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Coteccons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDIUM****Chairman****BOLAT DUISENOV**

No.: ..../2023/NQ-DHCD

Ho Chi Minh City, 25<sup>th</sup> April 2023**DRAFT****RESOLUTION****19<sup>TH</sup> ANNUAL GENERAL MEETING - 2023****COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

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- Pursuant to the 19<sup>th</sup> AGM Meeting Minutes of 2023 No. 02/2023/BB-DHCD dated 25<sup>th</sup> April 2023 of Coteccons Construction Joint Stock Company.

**DECIDE**

**Article 1: Approval of the total remuneration for Board of Directors and Board of Supervisors in 2022 amounting to 2,436,000,000, as follows:**

No	Name	Title	Unit	Amount
1.	Mr Tong Van Nga	BOD Independent Member	VND	600,000,000
2.	Mr Tan Chin Tiong	BOD Independent Member	VND	600,000,000
3.	Mr Pham Quang Vu	BOD Member	VND	700,000,000
4.	Mr Tran Van Thuc	Head of Board of Supervision	VND	480,000,000
5.	Mr Doan Phan Trung Kien	Board of Supervision Member	VND	56,000,000
<b>Total</b>			<b>VND</b>	<b>2,436,000,000</b>

A payment of VND1,836,000,000 was completed in 2022, and VND600,000,000 still needs to be paid in 2023.

**Article 2: Approval of the remuneration of members of the Board of Directors and Board of Supervisors in the Fiscal year 2023 (from January 1<sup>st</sup>, 2023 to June 30<sup>th</sup>, 2023) and estimation of the operating budget of the Board of Directors and its Committees under the Board of Directors**

The remuneration for members of the Board of Directors and the Board of Supervisors in Fiscal year 2023 and estimated Operating Expenses of the Board of Directors and its Committees for Fiscal year 2023 (from January 1<sup>st</sup>, 2023 to June 30<sup>th</sup>, 2023) is **VND3,000,000,000**.

Authorize the Chairman of the Board of Directors to determine the specific remuneration for each member in Fiscal year 2023 and the interim advance payment for members during the period from the end of the Fiscal year 2023 until the next AGM.

**Article 3: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Cotecons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDIUM**  
**Chairman**

**BOLAT DUISENOV**

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Ho Chi Minh City, 25<sup>th</sup> April 2023**DRAFT****RESOLUTION****19<sup>TH</sup> ANNUAL GENERAL MEETING - 2023****COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

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- *Pursuant to the 19<sup>th</sup> AGM Meeting Minutes of 2023 No. 02/2023/BB-DHCD dated 25<sup>th</sup> April 2023 of Coteccons Construction Joint Stock Company.*

**DECIDE****Article 1: Approval of the selection of the auditing firm for the Fiscal year 2023 (from January 1<sup>st</sup>, 2023 to June 30<sup>th</sup>, 2023)**

The AGM approval authorizes the Board of Directors to select one of the Big Four audit firms in Vietnam, who are accepted by State Securities Commission of Vietnam to be the auditing firm of Coteccons for the Fiscal year 2023 (from January 1<sup>st</sup>, 2023 to June 30<sup>th</sup>, 2023) as below:

1. PwC (Vietnam) Company Limited
2. Deloitte Vietnam Company Limited
3. KPMG Company Limited
4. Ernst & Young Vietnam Company Limited

**Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Coteccons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDIUM**  
**Chairman**

**BOLAT DUSENOV**



No.: .../2023/NQ-DHCD

Ho Chi Minh City, 25<sup>th</sup> April 2023**DRAFT****RESOLUTION****19<sup>TH</sup> ANNUAL GENERAL MEETING - 2023****COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

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- *Pursuant to the Charter of Coteccons Construction Joint Stock Company (“Charter”);*
- *Pursuant to the 19<sup>th</sup> AGM Meeting Minutes of 2023 No. 02/2023/BB-DHCD dated 25<sup>th</sup> April 2023 of Coteccons Construction Joint Stock Company.*

**DECIDE****Article 1: Approval of the stock issuance plan to increase share capital from owner's equity (bonus shares)**

The AGM approval in the plan to issue shares to increase share capital from owners' equity (bonus shares), specifically as follows:

**1. General information**

- Name of stock: Shares of Coteccons Construction Joint Stock Company.
- Type of shares: Common shares.
- Par value: 10,000 VND/share.
- Total issued shares: 78,830,800 shares.

In there:

- + Number of outstanding shares as of December 31, 2022: 73,859,473 shares.
- + Number of treasury stocks as of December 31, 2022: 4,971,327 shares.
- + Number of shares being issued under the selection program for employees from treasury stocks according to Clause 1, Article 1 of the Resolution of the General Meeting of Shareholders No. 01/2023/NQ/DHCD dated March 2, 2023 (hereinafter collectively referred to as: is “ESOP”): 554,785 shares.
- + Number of treasury stocks after completing the ESOP issuance in item (c) above (d = b-c): 4,416,542 shares.
- + Expected number of outstanding shares by the time of issuance (e = Total number of issued shares - d): 74,414,258 shares.
- Expected increase in charter capital:
  - + Charter capital before issuance: VND788,308,000,000.

- + Charter capital expected to increase: VND 248,047,530,000.
- + Expected charter capital after issuance: VND 1,036,355,530,000.

## 2. Issuance plan

- Issuing object: Existing shareholders of Cotecons Construction Joint Stock Company named in the list of share ownership closed by the Vietnam Securities Depository (VSD) at the last registration date to perform their rights. Treasury stocks at the time of performance are not entitled to any rights arising from the issuance of shares to increase share capital from owners' equity.
- **Right exercise rate:** 3:1 (meaning that shareholders who own 03 shares will receive 01 new share).
- **Processing with arising odd stocks (if any):** The number of shares to be issued will be rounded down to the unit, the decimal fraction (if any) will be cancelled.

*Example: Shareholder A owns 125 shares at the closing date of the list of shareholders. With a ratio of 2:1, shareholder A receives:  $125:3 = 41.6$  shares. According to the above principle, shareholder A will receive 41 shares. Decimal is 0.6 shares will be cancelled.*

- **Issuance capital source:** From the Investment and Development Fund on the Audited Separate Financial Statements for 2022.
- **Expected number of shares to be issued:** 24,804,753 shares.
- **Total expected value of shares expected to be issued at par value:** VND 248,047,530,000.
- **Issuance method:** Shares issued to existing shareholders will be distributed according to the method of performing rights.
- **Transfer of rights:** The right to receive issued shares to increase share capital from owners' equity is not transferable.
- **Transfer restrictions:**
  - + Shares issued to increase share capital from equity for employees who own ESOP shares and within the transfer restriction period will be restricted from transfer (from time to time and proportional to the number of ESOP shares).
  - + The number of shares issued to increase share capital from equity to the remaining existing shareholders are not subjected to transfer restriction.
- **Implementation time:** Expected in 2023 or another time as decided by the BOD, after completing the issuance of 554,785 ESOP shares according to Clause 1, Article 1 of the Resolution of the GMS No. 01/2023/NQ/DHCD dated 02/03/2023.

## 3. Authorization for the Board of Directors and some other contents

- Approving the additional registration at VSD and additional listing registration at the Ho Chi Minh City Stock Exchange (HSX) the number of issued securities under the plan.
- Approving the adjustment of the Certificate of Business Registration at the Department of Planning and Investment of Ho Chi Minh City after receiving the official letter of the State Securities Commission of the State Securities Commission (SSC) on the issue report.
- Authorization to the BOD: The SSC authorizes the BOD to perform the following issues related to the issuance:

- + Select the issuance time in 2023 or another time as decided by the Board of Directors, after being approved by the SSC.
- + Detailed adjustment of the share issuance plan to increase share capital from owners' equity source and other relevant documents including but not limited to: (i) Number of shares to be issued; (ii) Issuance ratio according to the number of outstanding shares.
- + Carry out the necessary procedures to register the issuance of shares from the owners' equity source with the SSC and other functional agencies, proactively explain, supplement or amend the issuance plan and relevant other documents at the request of the SSC, other competent authorities or for the purpose of complying with relevant legal regulations.
- + Develop a plan to ensure the foreign investor ownership ratio in accordance with the provisions of law.
- + Carry out necessary procedures to register for additional depository of additional issued shares at VSD and register for additional listing of shares at HSX.
- + Amending and supplementing the Charter and carrying out the procedures for registration of change of charter capital and adjusting the Certificate of Business registration at the Department of Planning and Investment of Ho Chi Minh City after receiving the official letter from the SSC of the receipt of the Report of the release result.
- + Carrying out related procedures with the SSC, VSD, HSX and Ho Chi Minh City Department of Planning and Investment.
- + Other issues related to the issuance of shares to ensure the successful issuance of shares to increase charter capital from owners' equity source.
- + Depending on each specific case, the Board of Directors may re-authorize the Chairman of the Board of Directors to perform one or several of the above tasks.

## **Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Cotecons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDUM**  
**Chairman**

**BOLAT DUSENOV**

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- Pursuant to the Charter of Coteccons Construction Joint Stock Company (“Charter”);
- Pursuant to the 19<sup>th</sup> AGM Meeting Minutes of 2023 No. 02/2023/BB-DHCD dated 25<sup>th</sup> April 2023 of Coteccons Construction Joint Stock Company.

**DECIDE****Article 1: Approval of the increase the ownership ratio of foreign investors and change some business lines to match the conditions on ownership ratio of foreign investors**

1. Adjust and amend a number of business lines of the Company to ensure the goal of increasing the ownership ratio of foreign investors to a maximum of 100% according to the provisions of the law:
  - a. Amend the details of the following business lines:

No	Code, Name of business line before adjustment	Code, Name of business line after adjustment
1	Other specialized wholesale uncategorized - (industry code 4669) Details: Export, import, export right, import right: iron, steel, construction structure; other installation materials and equipment in construction; materials-machinery-equipment-spare parts, technological lines of construction industry and production of building materials; construction machinery.	Other specialized wholesale uncategorized - (industry code 4669) Details: Export, import, export right, import right: iron, steel, construction structure; other installation materials and equipment in construction; materials-machinery-equipment-spare parts, technological lines of construction industry and production of building materials; construction machinery and equipment (except for the export, import and distribution of goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise their rights to) export, import right, distribution right in accordance with the law).
2	Wholesale of other machinery, equipment and spare parts - (industry code 4659) Details: Wholesale of construction machinery, equipment, construction materials, spare parts, construction technology lines, construction material production industry.	Wholesale of other machinery, equipment and spare parts - (industry code 4659) Details: Wholesale of construction machinery, equipment, construction materials, spare parts, technological lines of construction industry, construction material production industry (except for export, import and distribution of goods and services) for goods on the list of goods that foreign investors and foreign-invested economic organizations are not

		allowed to exercise the right to export, right to import, or right to distribute in accordance with law).
3	Wholesale of other installation materials and equipment in construction - (industry code 4663) Details: Wholesale of construction machinery, equipment, construction materials.	Wholesale of other installation materials and equipment in construction - (industry code 4663) Details: Wholesale of construction machinery and equipment, construction materials (except for export, import and distribution of goods on the List of goods by foreign investors, economic organizations, etc.). foreign-invested capital is not allowed to exercise the right to export, right to import, right to distribute according to the provisions of law).

b. Remove the business line:

No.	Name of business line	Industry code
1	Producing concrete and products from concrete, cement and plaster Details: Fabrication and production of building structures; production of building materials (not produced at the head office).	2395

- c. The General Meeting of Shareholders authorizes the Chairman of the Board of Directors to fully decide on all issues and carry out procedures related to updating and changing the approved business lines in accordance with the law.
2. Authorize the Board of Directors to develop a plan and carry out registration and notification procedures to competent state agencies in accordance with law to increase the ownership ratio of foreign investors to the maximum of 100% according to the provisions of the law.

## **Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Cotecons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDIUM**  
**Chairman**

**BOLAT DUSENOV**

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- *Pursuant to the 19<sup>th</sup> AGM Meeting Minutes of 2023 No. 02/2023/BB-DHCD dated 25<sup>th</sup> April 2023 of Coteccons Construction Joint Stock Company.*

**DECIDE****Article 1: Plan to issue the shares under Employee Stock Ownership Plan (ESOP) from treasury shares**

The AGM approval plan to issue the ESOP shares from treasury shares as follows:

**A. General Information**

- Name of share: Coteccons Construction Joint Stock Company
- Type of shares: Ordinary share.
- Par value: VND 10,000/ per share.
- Total number of shares issued as of December 31<sup>st</sup>, 2022: 78,830,800 shares.

Include:

- a. Total number of outstanding shares as of December 31<sup>st</sup>, 2022: 73,859,473 shares.
- b. Total number of treasury shares as of December 31<sup>st</sup>, 2022: 4,971,327 shares.
- c. Number of shares being issued under the selection program for employees from treasury shares according to Clause 1, Article 1 of the GMS' Resolution No. 01/2023/NQ/DHCD dated March 2<sup>nd</sup>, 2023 (hereinafter referred to as: “ESOP”): 554,785 shares.
- d. Number of treasury shares expected after completing the issuance of ESOP in item (c) above (d = b-c): 4,416,542 shares.
- e. The expected number of outstanding shares after completing the ESOP issuance mentioned above is 74,414,258 shares.

**B. Plan to issue the ESOP shares from treasury shares**

1. Purpose of the issuance: The purpose of this issuance is to enhance the morale of the employees, to retain valuable human resources, and to foster a long-term bond with the key personnel of the Company and its subsidiaries.

2. The expected number of ESOP shares to be issued from the treasury stock source is 713,295 shares, expected to account for 0.97% of the outstanding shares at the time of issuance.
3. Selling price: 10.000 VND/ share.
4. Beneficiaries: Member of Board of Management, Key Management Officer and other employees of the Company and its subsidiaries.
5. Implementation time: Authorize the BOD to choose a specific time in 2023 or at another time as decided by the BOD after SSC has received an official letter regarding the company's report on the sale of treasury stocks to employees and after the following contents have been completed:
  - After the Company finished the transaction of selling 554,785 treasury shares as the Resolution General Meeting Shareholders No.01/2023/NQ-DHCD dated March 02, 2023 and;
  - After the Company completes the issuance of bonus shares according to the resolution of the 19<sup>th</sup> Annual General Meeting of Shareholders in 2023, SSC has received an official letter regarding the completion of the company's issuance of bonus shares.
6. Transfer restrictions: Within (01) years from the end of the issue
7. Plan to use money from the issuance: The entire money will be used to add working capital for the Company.
8. The plan to handle unsold shares: Authorize the BOD to decide to continue distributing to other employees, suitable for ESOP with the same of selling price and Transfer restrictions.
9. Method of handling the difference between the purchase price of treasury shares and the selling price: compensated from share capital surplus according to the most recent audited or reviewed Financial Statements.
10. Ensure that the issuance of shares meets the Company's regulations on the maximum foreign ownership ratio at the time of issuance.
11. Authorize the BOD:
  - Authorize the BOD to select the appropriate time to carry out the issuance and complete the issuance after the SSC has an official dispatch on receipt of the report on the sale of treasury shares to the employees of the Company. BOD can actively adjust issuing plan, include add, adjust, complete documents according of SSC and other authorities.
  - Authorize the BOD to approve a plan to ensure that the issuance of shares meets the Company's regulations on the maximum foreign ownership ratio of the Company at the time of issuance.
  - Decide standard, list of members of Board of management, 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.
  - In case an employee leaves during the transfer restriction period, the BOD has full authority to decide on all issues related to the withdrawal of ESOP shares, including but not limited to the approval of: (i) the cases of stock withdrawal, (ii) the form of ESOP stock recovery (including the redemption and distribution to other employees and/or the Trade Union performing the

repurchase of shares). revoked shares in accordance with the law), (iii) price and method of redemption and/or redistribution of recovered shares, and (iv) other issues related to stock recovery.

**Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Cotecons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDUM**  
**Chairman**

**BOLAT DUSENOV**



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**DECIDE****Article 1: Approval of the study opportunities for fund raising to Unicons Investment Construction Limited Company (Unicons)**

The AGM authorized the BOD to study opportunities for fund raising to Unicons and decide the time and form to fund raising for Unicons, in order to expand capital to serve Unicons' long-term growth goals.

**Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Coteccons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDIUM****Chairman****BOLAT DUISENOV**

**DRAFT**

## RESOLUTION

### 19<sup>TH</sup> ANNUAL GENERAL MEETING - 2023

#### COTECCONS CONSTRUCTION JOINT STOCK COMPANY

- 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 (“Charter”);
- Pursuant to the 19<sup>th</sup> AGM Meeting Minutes of 2023 No. 02/2023/BB-DHCD dated 25<sup>th</sup> April 2023 of Coteccons Construction Joint Stock Company.

## DECIDE

### Article 1: Approval of the amendment of the Company's Charter

Based on legal regulations and the operating needs of the Company, the AGM approval in the amendment of the Company's Charter as follow:

No.	Current Charter	Amendment	Reason
1	<p><b>Article 22. Jurisdiction and formality for Approval of Resolutions via written documents</b></p> <p>4. Shareholders submit their written responses to the company by mail, fax or email according to the following regulations:</p> <p>a. Mail: answered written opinion form must be signed by individual shareholders, authorized representative, or legal representative of institutional shareholders. The comment form sent to the Company must be in a sealed envelope and no one shall be entitled to open it before the votes counting.</p> <p>b. Fax or email: answered comment form sent to the company by fax or email must be kept confidential until the time of votes counting.</p> <p>c. Comment forms sent to the Company after the deadline or have been opened in the case of mail sending and disclosed in the case of faxing or emailing is not valid. Comment forms have not been sent to the Company are</p>	<p><b>Article 22. Jurisdiction and formality for Approval of Resolutions via written documents</b></p> <p>4. Shareholders submit their written responses to the company by mail, fax, email, electronic voting according to the following regulations:</p> <p>a. Mail: answered written opinion form must be signed by individual shareholders, authorized representative, or legal representative of institutional shareholders. The comment form sent to the Company must be in a sealed envelope and no one shall be entitled to open it before the votes counting.</p> <p>b. Fax or email: answered comment form sent to the company by fax or email must be kept confidential until the time of votes counting.</p> <p>c. Comment forms sent to the Company after the deadline or have been opened in the case of mail sending and disclosed in the case of faxing or emailing is not valid. Comment</p>	<p>Applying electronic voting as an additional method for collecting shareholder opinions in writing to increase convenience for shareholders when exercising their voting rights on matters within the authority of the General Meeting of Shareholders.</p>

	considered unopposed.	forms have not been sent to the Company are considered unopposed. d. Shareholders can vote in writing or electronically. If necessary, the convenor of the General Meeting of Shareholders has the right to deploy either of the above two methods or other forms of collecting shareholders' opinions on the principle of: being suitable to the actual situation and complying with the Law, Charter, ensure the principles of publicity and transparency, and ensure the legitimate rights and interests of shareholders.	
2	<p><b>Article 4. Operation purpose of the Company</b></p> <p>1. Business lines of the Company:</p> <ul style="list-style-type: none"> <li>- Other specialized wholesale uncategorized - (industry code 4669) Details: Export, import, export right, import right: iron, steel, construction structure; other installation materials and equipment in construction; materials-machinery-equipment-spare parts, technological lines of construction industry and production of building materials; construction machinery.</li> </ul> <ul style="list-style-type: none"> <li>- Wholesale of other machinery, equipment and spare parts - (industry code 4659) Details: Wholesale of construction machinery, equipment, construction materials, spare parts, construction technology lines, construction material production industry.</li> </ul> <ul style="list-style-type: none"> <li>- Wholesale of other installation materials and equipment in construction - (industry code 4663)</li> </ul>	<p><b>Article 4. Operation purpose of the Company</b></p> <p>1. Business lines of the Company:</p> <ul style="list-style-type: none"> <li>- Other specialized wholesale uncategorized - (industry code 4669) Details: Export, import, export right, import right: iron, steel, construction structure; other installation materials and equipment in construction; materials-machinery-equipment-spare parts, technological lines of construction industry and production of building materials; construction machinery and equipment (except for the export, import and distribution of goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise their rights to) export, import right, distribution right in accordance with the law).</li> </ul> <ul style="list-style-type: none"> <li>- Wholesale of other machinery, equipment and spare parts - (industry code 4659) Details: Wholesale of construction machinery, equipment, construction materials, spare parts, technological lines of construction industry, construction material production industry (except for export, import and distribution of goods and services) for goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, right to import, or right to distribute in accordance with law).</li> <li>- Wholesale of other installation materials and equipment in construction - (industry code 4663) Details: Wholesale of construction machinery and equipment, construction materials (except for export, import and</li> </ul>	<p>Adjustments and modifications are necessary to align with the actual operating situation and comply with regulations on foreign ownership ratios for public companies.</p> <p>Apart from the 4 industries that require adjustments, other business sectors listed in the company's business field remain unchanged.</p>

	<p>Details: Wholesale construction machinery, equipment, construction materials.</p> <p>Producing concrete and products from concrete, cement and plaster (industry code 2395). Details: Fabrication and production of building structures; production of building materials (not produced at the head office).</p>	<p>distribution of goods on the List of goods by foreign investors, economic organizations, etc.). foreign-invested capital is not allowed to exercise the right to export, right to import, right to distribute according to the provisions of law).</p> <p>Remove the industry Producing concrete and products from concrete, cement and gypsum - (industry code 2395).</p>	
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**Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Cotecons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDIUM**  
**Chairman**

**BOLAT DUISENOV**

No.: .... /2023/NQ-DHCD

Ho Chi Minh City, 25<sup>th</sup> April 2023**DRAFT****RESOLUTION****19<sup>TH</sup> ANNUAL GENERAL MEETING - 2023****COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

- *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 (“Charter”);*
- *Pursuant to the 19<sup>th</sup> AGM Meeting Minutes of 2023 No. 02/2023/BB-DHCD dated 25<sup>th</sup> April 2023 of Coteccons Construction Joint Stock Company.*

**DECIDE****Article 1: The 5-year ESOP (Employee Stock Ownership Plan) program**

The AGM approval in the 5-year of issuing ESOP shares program with the following details:

1. **Purpose of issuance:** The 5-year ESOP program is a long-term program implemented by the BOD to retain talented employees, aimed at fostering long-term commitment of key personnel to serve the Company's long-term and sustainable development strategy. At the same time, it aligns the interests of key personnel with the task of increasing benefits and stock value for shareholders.
2. **Type of share:** Ordinary share.
3. **Par value:** VND 10,000/ per share.
4. **Selling price:** Ascertained at the time of issuance.
5. **Transfer restrictions:** Ascertained at the time of issuance.
6. **The number of shares expected to be issued:** Up to 12.5% of the total outstanding shares, equivalent to 2.5% per year. Include: It is expected that 50% of the total issuance value (equivalent to 1.25% of the total outstanding shares) will be deducted from the Company's salary fund, while the remaining 50% (equivalent to 1.25% of the total outstanding shares) will be deducted from the Company's bonus fund.
7. **Issuance criterion:** The minimum expected increase in the average annual stock value is 10%.
8. **Target market capitalization after 5 years:** USD 1 billion
9. **Authorization for the BOD:**
  - Preparing the issuance plan, which includes the quantity of shares to be issued, issuance price, and the timing of the issuance to be approved by the General Meeting of Shareholders for each issuance period.
  - The decision on the criteria and list of employees eligible to participate in the program, principles for determining the number of shares to be allocated to each group, and the regulations on issuing the ESOP program.

- Making and executing all necessary decisions and procedures related to the issuance of the ESOP program.

**Article 2: Effectiveness**

This resolution is effective since the signing date.

The 19<sup>th</sup> Annual General Meeting - 2023 authorised the Board of Directors of Cotecons Construction Joint Stock Company to organise and manage the Company to carry out the contents of this Resolution.

**ON BEHALF OF PRESIDIUM**  
**Chairman**

**BOLAT DUSENOV**