

PROPOSAL No. 09

Re: Plan to issue the shares under Employee Stock Ownership Plan (ESOP) from treasury shares

To: Esteemed Shareholders of Coteccons Construction Joint Stock Company

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

The Board of Directors (BOD) respectfully submits to the Annual General Meeting of Shareholders (AGM) the approval of the Plan to issue the ESOP shares from treasury shares, as follows:

A. General Information

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

Include:

- a. Total number of outstanding shares as of December 31st, 2022: 73,859,473 shares.
- b. Total number of treasury shares as of December 31st, 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 2nd, 2023 (hereinafter referred to as: "ESOP"): 554,785 shares.
- d. Number of treasury shares after completing the issuance of ESOP in item (c) above ($d = b - c$): 4,416,542 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 treasury shares: 713,295 shares (equivalent to 90% of the expected number of shares to be issued as per Resolution No. 09/NQ-DHCD dated April 25, 2022), accounting for 0.97% of the total outstanding shares.
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;

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- After the company has completed the issuance of bonus shares, 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 to issue the Regulation ESOP and adjust the Regulation.
 - 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.

Ho Chi Minh City, April 04th, 2023

**ON BEHALF OF THE BOARD OF DIRECTORS
Chairman**

(Signed)

BOLAT DUISENOV