

## **WORKING REGULATION OF THE 16TH ANNUAL GENERAL SHAREHOLDERS MEETING 2020**

- Pursuant to the Law on Enterprise No. 68/2014/QH13 dated 26 November 2014 and its guiding documents;
- Pursuant to the Charter of Organization and Operation of Coteccons Construction Joint Stock Company,

For the success of the 16th Annual General Shareholders Meeting 2020 of Coteccons Construction Joint Stock Company (hereinafter referred to as “the Company”) and the interests of shareholders in compliance with the Laws and the Company’s Charter of Organization and Operation, the Organizing Committee hereby submits the “*Working Regulation of the Annual General Shareholders Meeting*” for the Meeting’s approval, with detail as follows:

### **Article 1: Rights and obligations of the attending shareholders**

- 1.1. All Shareholders having voting right whose names in the final list of shareholders recorded on 27<sup>th</sup> May 2020 of Vietnam Securities Depository are entitled to attend the Annual General Shareholders Meeting of Coteccons Construction Joint Stock Company.
- 1.2. The Shareholders, who have rights to attend the Meeting, have full rights and obligations as stipulated in Article 11 and Article 12 of the Company’s Charter. Shareholders or groups of Shareholders mentioned in Clause 3, Article 11 of the Charter have the right to propose additional issues to the Meeting agenda. Proposals must be made in writing and sent to the company at least three (03) working days before the Meeting opening day.
- 1.3. Each Shareholder or his/her Authorized Representative attending at the Meeting shall have a Voting Card and Election Card presenting their Shareholder Code, total holding shares and/or shares owned by representation. Shareholders have to check the information on the Voting Card and the Election Card and immediately inform about the incorrect information to the Shareholders Verification Committee in order to be provided accurate Voting Card and Election Card.
- 1.4. Shareholders who arrive after the opening of the Meeting shall be entitled to register and vote after registration; the result of votes that have been done before shall not be affected.
- 1.5. If Shareholders or their Authorized Representatives leave the Meeting before its completion or are expelled from the Meeting when acting against the Chairman’s direction, causing disruption, obstructing the normal progress of the meeting, such Shareholders are considered to waive their rights and obligations at the Meeting from that moment on.
- 1.6. During the meeting, Shareholders shall adhere to the instruction of the Chair and behave politely.
- 1.7. Shareholders or their Authorized Representatives attending the General Shareholders Meeting shall adhere to this Working Regulation.

### **Article 2: Rights and obligations of the Chair and the Presidium**

- 2.1. The Presidium consists of the Chair who is the Chairman of the Board of Directors and other members introduced by the Chair together involving in the meeting.
- 2.2. The Presidium has the following rights and obligations:

- To preside and manage the Meeting's activities according to the approved agenda until the Meeting Resolutions are adopted;
- To respond to Shareholders' questions about Company's operation according to the Meeting agenda (except for matters of business confidentiality);
- The Presidium has the rights to take necessary actions to conduct the meeting in a proper, orderly manner and to reflect desires of the majority of attending Shareholders and their Authorized Representatives;
- The Presidium may invite professionals, lawyers to the Meeting to explain some issues to the Shareholders;
- The Presidium is entitled to expel those who act against the Chairman's direction, cause disruption, obstruct the normal progress of the meeting, or refuse to comply with security check requirements from the Meeting;
- The Presidium has the highest rights to decide on the order or procedures arising outside the agenda, including the postponement of the Meeting to another time for reasons as prescribed in Clause 6, Article 19 of the Company's Charter.

**Article 3: Obligations of Secretary Committee**

The Chair appoints some person to be Secretaries of the Meeting to perform supporting tasks as assigned by the Presidium, including:

- 3.1. To fully and honestly record the contents of the Meeting;
- 3.2. To prepare, announce and propose the Meeting Minutes to Annual General Shareholders Meeting for approval;
- 3.3. To assist the Presidium in announcing documents, conclusions or sending notifications to Shareholders if requested;
- 3.4. To perform other tasks as assigned by the Chair.

**Article 4: Obligations of Shareholders Verification Committee**

The Shareholders Verification Committee is established by decision of the Chairman of the Board of Directors of the Company, having the following functions and tasks:

- 4.1. To check the eligibility of the Shareholders or their Authorized Representatives attending the Meeting based on the document they present;
- 4.2. To ensure Shareholders or Authorized Representatives attending the Meeting have the Voting Card, Election Card and other materials of the Meeting;
- 4.3. To summarize and report to the Meeting the result of verification the eligibility of Shareholders attending the Meeting;
- 4.4. In case the attendees do not live up to their legal status, the Shareholders Verification Committee has the right to deny their right to attend the Meeting, refuse to provide them with the Voting Card, Election Card and other materials of the Meeting;
- 4.5. Other tasks as assigned.

**Article 5: Obligations of Vote-Counting Committee and Election Counting Committee**

The Vote-Counting Committee and Election Counting Committee are nominated by the Chair and approved by the Meeting, having the following functions and tasks:

- 5.1. The Vote-Counting Committee: to record the vote result for issues ratified at the Meeting, make the summary and report the voting result for each issue for announcing at the Meeting.



- 5.2. The Election Counting Committee: to record the election results of replacing the members of the Board of Supervisors for the 2017-2022 term, summary and report the election results to the Meeting.

**Article 6: Giving opinions at the Meeting**

- 6.1. Shareholders write their opinions on Information Exchange Sheet and send to Presidium or raise their hands for being selected to speak. For recording Meeting Minutes purpose, shareholders need provide sufficient information (such as name and shareholder code) when giving opinions.
- 6.2. The opinions should be made briefly, suitable with the Meeting Agenda and avoid duplicated. Shareholders do not give opinions to issues which were not related to the approved agenda. The Chair has the right to suspend the statements of shareholders if deeming that the issues of discussion are duplicated or not related to the contents of the Meeting Agenda.
- 6.3. Based on the importance of opinions or the number of concerning shareholders, the Presidium select to answer opinions by their best effectiveness.

**Article 7: Electing and voting at the General Meeting of Shareholders**

- 7.1. When registering to attend the General Meeting, the Shareholders or their Authorized Representatives are issued 01 Voting Card and 01 Election Card.
- 7.2. Electing and voting at the General Meeting of Shareholders shall be conducted in accordance with the Election Procedures and the Voting Procedures.

**Article 8: Minutes and Resolution of the Annual General Shareholders Meeting**

- 8.1. The Resolutions on the issues shall be ratified by the Annual General Shareholders Meeting under the Company's Charter and the Voting Procedures.
- 8.2. Contents in the meeting must be recorded in the Meeting Minutes and Resolution by the Secretary. Meeting Minutes and Resolution shall be read and approved before the closing of the meeting.

**Article 9: Enforcement**

This Working Regulation takes effect from the signing date and shall be read at the 16th Annual General Meeting of Shareholders of Cotecons Construction Joint Stock Company.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

*(signed)*

**NGUYEN BA DUONG**

Ho Chi Minh City, 16<sup>th</sup> June, 2020

## VOTING PROCEDURES

### AT THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS COTECCONS CONSTRUCTION JOINT STOCK COMPANY

- Pursuant to Law on Enterprises No. 68/2014/QH13 dated 26/11/2014 and its guiding legal documents;
- Pursuant to Law on Securities No. 70/2006/QH11 dated 29/06/2006, amended and supplemented by Law on Securities No. 62/2010/QH12 dated 24/11/2010 and its guiding legal documents;
- Pursuant to Charter of Coteccons Construction Joint Stock Company (“Charter”);
- Pursuant to Management Regulations of Coteccons Construction Joint Stock Company passed by Resolution No. 01/2019/NQ-ĐHCD dated 09/4/2019,

The voting and counting of votes at the Annual 2020 General Meeting of Shareholders of Coteccons Construction Joint Stock Company (“**General Meeting**”) is conducted in accordance with the following provisions:

#### 1. Voting Cards:

- (a) When registering to attend the General Meeting, the Shareholders Verification Committee will issue to each Shareholder or authorized representative the right to vote 01 (one) VOTING CARD;
- (a) **THE VOTING CARD** is pre-printed according to the Company’s form with the Company’s seal. Each vote has the following information: full name of the Shareholder or the authorized representative, the number code of the Shareholder, the total number of shares owned and/or ownership representatives with voting rights.

#### 2. Determining whether the Voting Cards are valid or invalid:

##### (a) Valid Voting cards:

- The Voting Cards are issued by the Shareholders Verification Committee without erasing or correcting.

##### (b) Invalid Voting cards:

- The Voting Cards are not issued by the Organizing Committee; or
- The Voting Cards are erased or corrected.

#### 3. Voting procedures:

- (a) **For hand-raised voting cards:** voting on the vote number basis expressing the expectations of the majority of attending Shareholders and authorized representatives on the following common issues:
  - (i) Approving the list of Presidium, Secretary Committee, Vote Counting Committee, Election Committee;
  - (ii) Approving the meeting Agenda;

- (iii) Approving the Minutes and Resolutions of the General Meeting of Shareholders and other content agreed by the General Meeting of Shareholders to be included in the meeting agenda.

Shareholders or their authorized representatives will vote by raising the VOTING CARDS under the control of the Presidium for voting: **Agree** or **Disagree**.

- (b) **For voting cards with choices:** voting on the basis of number of owned shares and/or ownership representatives with voting rights.

Shareholders or their authorized representatives use VOTING CARDS to vote for ratifying resolution on important issues submitted for opinions of the General Meeting.

Shareholders or their representatives will vote by raising the VOTING CARDS under the control of the Presidium for voting: **Agree** or **Disagree** or **Other Opinions**. The Vote-Counting Committee will directly count and announce the voting results.

**4. Approval on the resolutions of the General Meeting:**

- (a) The issues on eligibility of the General Meeting voted by the hand-raised voting method in Section 3 (a) of this Voting Procedures shall be adopted when the majority of attending Shareholders/ Authorized Representatives have Agreeing Votes;
- (b) Resolutions on issues at the meeting agenda are voted by the voting method in Section 3(b) of this Voting Procedures shall be adopted by the General Meeting if it is approved by at least 51% of total voting shares of all attending shareholders or their authorized representatives, except the decisions of the General Meeting of Shareholders relating to the issues specified at Point a, Clause 2, Article 20 of the Company's Charter which shall be ratified if approved by at least 65% of the total voting shares of all attending Shareholders or their Authorized Representatives.

**5. Announcing the vote counting results and making complaints about vote counting results:**

- (a) The Head of the Vote-Counting Committee announces the results of counting votes before the General Meeting before closing the meeting.
- (b) All claims, inquiries on the voting and vote counting will be considered and resolved by the Chair right at the General Meeting.

This Voting Procedures takes effect from the signing date and shall be read at the 16th Annual General Meeting of Shareholders of Coteccons Construction Joint Stock Company./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

*(signed)*

**NGUYEN BA DUONG**

Ho Chi Minh City, 16<sup>th</sup> June, 2020

**ELECTING PROCEDURES**  
**TO REPLACE MEMBERS OF BOARD OF DIRECTORS/ BOARD OF**  
**SUPERVISORS FOR TERM 2017 - 2022**  
**AT THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

- *Pursuant to Law on Enterprises No. 68/2014/QH13 dated 26/11/2014 and its guiding legal documents;*
- *Pursuant to Law on Securities No. 70/2006/QH11 dated 29/06/2006, amended and supplemented by Law on Securities No. 62/2010/QH12 dated 24/11/2010 and its guiding legal documents;*
- *Pursuant to Charter of Coteccons Construction Joint Stock Company (“Charter”);*
- *Pursuant to Management Regulations of Coteccons Construction Joint Stock Company passed by Resolution No. 01/2019/NQ-ĐHCD dated 09/4/2019,*

The electing and vote counting at the Annual 2020 General Meeting of Shareholders of Coteccons Construction Joint Stock Company (“AGM” or “**General Meeting**”) shall be conducted as follows:

**1. Election card:**

- (a) When registering to attend the General Meeting, the Shareholders Verification Committee shall issue 01 (one) ELECTION CARD to each Shareholder or each authorized representative having the rights to vote.
- (b) **ELECTION CARD:** pre-printed as the form of the Company with Company’s seal. Each card has information as follows: full name of the Shareholder or the authorized representative, Shareholder number, total number of voting shares owned and/or authorized to own; concurrently making the list of nominees which has been ratified by the AGM and having the column of number of votes for each nominee for Shareholders or authorized representative of Shareholders to decide. The Election Card shall be collected into the vote box.

**2. Election method:**

- (a) The Shareholders or their authorized representatives use the ELECTION CARD to vote to replace members of the Board of Directors/ Board of Supervisors for the term 2017 – 2022 under the method of cumulative voting.
- (b) Each attending Shareholder or authorized representative shall have the number of voting card equivalent to the total shares that each Shareholder owns or authorizes having the rights to vote multiple with the number of members of the Board of Directors/ Board of Supervisors elected and shall have the right to cumulate all or parts of voting cards to one or some nominees.
- (c) The election shall be conducted by each Shareholder’s clearly writing the number of votes

in “Numbers of votes” column corresponding with the name of the nominees whom they elect. For candidates that Shareholders do not choose, Shareholders either strikethrough the full name of the candidate or fill in "0" or leave the "Number of votes" box blank. The total number of votes that one Shareholder could vote the nominees is not higher than the total number of votes that one Shareholder hold.

**3. Determination of the validity of the Election cards:**

**(a) Valid Election cards:**

- Election cards are issued by the Organizing Committee without any erasure or correction;
- Election cards vote enough or fewer number of members of the Board of Directors/ Board of Supervisors passed by the General Meeting of Shareholders;
- Voting cards for nominees in the list of nomination and self-nomination passed by the General Meeting of Shareholder.

**(b) Invalid Election cards:**

- Election cards are not issued by the Organizing Committee;
- Election cards are erased or corrected (in case of making mistakes, the election cards have to be re-issued and the old election cards have to be revoked);
- Election cards vote more members of the Board of Directors/ Board of Supervisors to be elected than regulated by the General Meeting of Shareholders;
- Election cards have names of nominees not in the list of nomination and self-nomination passed by the General Meeting of Shareholder;
- Election cards have the total votes for each nominee is higher than the total voting rights of each Shareholder.

**4. Principles to be elected**

- (a) The approved members of the Board of Directors/ Board of Supervisors shall be determined in the number of votes from the highest to the lowest, starting from the nominee having the highest number of votes to the extent that sufficient members of the Board of Directors/ Board of Supervisors are elected in accordance with the structure of the Board of Directors/ Board of Supervisors for the term 2017 – 2022 passed by the AGM.
- (b) In case there are two or more nominees with equal votes for the last member of the Board of Directors/ Board of Supervisors, the AGM continue to elect among the nominees having the same number of votes or these nominees shall be elected under criteria indicated in the Charter.

**5. Disclosure the result of voting and claim against the result of voting:**

- (a) The Election Committee shall ensure the truthfulness of the voting and confidentiality of the vote counting and is responsible for any mistakes. After the vote counting, the Election Committee shall make and announce Minutes of the counting voting in the Meeting, then



seal all election cards, delete all information in relation to the election in the computer and can only unseal when requested by the Presidium.

- (b) All claims, inquiries on the vote counting result shall only be resolved in the General Meeting, the Shareholders cannot disapprove its validity any other time. In case there is a dispute over the vote counting result, the Election Committee shall check again and ask for the opinion of the General Meeting of Shareholders to decide.

This Electing Procedures takes effect from the signing date and shall be read at the 16th Annual General Meeting of Shareholders of Cotecons Construction Joint Stock Company./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

*(signed)*

**NGUYEN BA DUONG**