

## PROPOSAL No 04

### THE 18<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS - 2022

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

- Pursuant to Enterprise Law No. 59/2020/QH14 dated 17<sup>th</sup> June 2020;
- Pursuant to Securities Law No. 54/2019/QH14 dated 26<sup>th</sup> November 2019;
- Pursuant to Government's Decree No. 155/2020/ND-CP dated 31<sup>st</sup> 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) would like to submit to the General Meeting of Shareholders (GMS) for approval of the plan to issue shares to employees under the ESOP program from treasury shares, as follows:

**1. Purpose of issuance:** Retain talents, enhance long-term commitments of key personnel with the Company.

**2. Plan of issuance:**

- Securities name: Coteccons Construction Joint Stock Company
- Code: CTD
- Securities type: Common share
- Par value: VND 10,000 per share
- Total number of shares issued: 79,255,000 shares
- Total number of treasury shares: 5,395,527 shares
- Total number of shares in circulation: 73,859,473 shares
- Number of treasury shares expected to be issued to employees:
  - + In 2022: Propose to issue **554,785** treasury shares, accounting for 0.75% of circulation shares (equivalent to 10.3% of total treasury shares)
  - + In 2023: Propose to issue **792,550** shares, accounting for 1.07% of circulation shares (equivalent to 14.7% of total treasury shares). Issuance conditions: revenue of year 2022 achieve at least VND 15,000 billion, according to 2022 Audited Financial Statements. The GMS authorizes the BOD based on the business results in the Audited Financial Statements of 2022 to issue the issuance according to the number of treasury shares mentioned above.
- Beneficiaries: Members of Board of Management, Key Management Officer and other employees. AGM authorizes BOD to approve the regulation of ESOP, standard and list of employees who attend ESOP, the principle of determining the number of shares is distributed to each employee and the specific time.
- Selling price: 10.000 VND/ share.
- Trading restriction: Within 01 years from the end of the issue.

- Plan to use the collected fund: The entire fund is eligible for additional working capital of the Company.
- The plan of remaining shares: Authorize the BOD to decide of distributing to other employees, suitable for ESOP with the same of issuing price and Transfer restrictions.
- Time:
  - + For treasury shares to be issued in 2022: Authorize the Board of Directors to choose a specific time in 2022 for issuing shares implementation according to the quantity approved by the GMS and after approval from the SSC.
  - + For treasury shares to be issued in 2023: Expectedly in 2023, after the 2022 audited financial statements and the issuance conditions have been approved by the GMS and after approval from the SSC.
- 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.
- Ensure that the issuance of shares meets the Company's regulations on the maximum foreign ownership ratio at the time of issuance

### **3. Authorize the Board of Directors**

AGM authorizes BOD to perform the following tasks:

- Choose a specific time to implement the plan to issue shares from treasury shares;
- Decide to issue the Regulation ESOP and adjust the Regulation;
- Decide standard, list of members of BOM, 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;
- Based on the business result, total number of outstanding shares in the Audited Financial Statements 2022, decide to implement the plan to issue shares from treasury shares;
- Carry out procedure for registration and explanation to SSC. BOD can actively adjust issuance plan to add, adjust, complete documents according to SSC and other authorities;
- Implementing the ESOP issuance plan;
- Handling the number of shares issued that are not registered to buy (if any);
- Carry out procedure for additional registration at Vietnam Securities Depository (VSD) and additional listing at Ho Chi Minh City Stock Exchange (HOSE) with entire number of shares actually issued;
- Decide and implement all necessary issues and procedures related to ESOP;
- Deciding on plans to buy back shares of employees who resigned while ESOP shares are restricted to transfer, including but not limited to deciding cases of employees having to resell shares, selling prices, purchase methods and other issues related to stock repurchases.

The AGM is proposed to review, discuss, and approve the above contents.

*Ho Chi Minh City, April 04<sup>th</sup>, 2022*

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

*(signed)*

**BOLAT DUISENOV**