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**MEETING AGENDA  
OF ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2024**

**Time:** 08:30 AM, Saturday, October 19<sup>th</sup>, 2024

**Venue:** Coteccons Head Office, 236/6 Dien Bien Phu, Ward 17, Binh Thanh District, Ho Chi Minh City, Viet Nam

Time	No.	Contents
08:00		<b>Welcoming guest, Guide Shareholders to access the online system</b>
<b>I. OPENING</b>		
8:20	1.	<b>Shareholder Attendance Report</b>
8:23	2.	<b>Introduction of the AGM Delegates and Participants</b>
8:25	3.	<b>Introduction and Approval of:</b>
	a.	<i>The Annual General Meeting of Shareholders working principles</i>
	b.	<i>The General Meeting of Shareholders Agenda for fiscal year 2024</i>
	c.	<i>Members for Presiding, Secretary, Vote Counting Committees</i>
<b>II. AGM AGENDA</b>		
08:35	4.	<b>Approval of Reports</b>
	a.	<i>Report on performance results of the Board of Directors in fiscal year 2024 and plan for fiscal year 2025</i>
	b.	<i>Report on performance results of the Board of Supervisors in fiscal year 2024 and plan for fiscal year 2025</i>
09:35	5.	<b>Approval of Proposals</b>
	a.	<i>Annual reports submitted to the in Annual General Meeting Shareholders of the fiscal year 2024</i>
	b.	<i>The fiscal year 2024 Audited Financial Statements and business performance results in fiscal year 2024</i>
	c.	<i>Profit distribution plan and divided payment</i>
	d.	<i>The Fiscal year 2025 Business plan</i>
	e.	<i>The report of the remuneration of the Board of Directors and Board of Supervisors and for fiscal year 2024 and the remuneration for fiscal year 2025</i>
	f.	<i>Selecting the Auditing Company Financial Statements in the fiscal year 2025</i>
	g.	<i>The plan on issuing shares to increase the charter capital from owner's resources (Bonus Shares)</i>
	h.	<i>The plan to sell treasury shares to Employees (ESOP Program)</i>
09:45	6.	<b>Discussion</b>
10:15	7.	<b>Voting to approve the Reports, Proposals</b>
10:20	8.	<b>Tea break</b>
10:35	9.	<b>Announcing the Reports, Proposals</b>
<b>III. CLOSING</b>		
10:40	10.	<b>Approval of AGM' Meeting Minutes</b>
10:45	11.	<b>AGM closing</b>

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**REGULATIONS ON ORGANIZATION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2024**  
**IN THE FORM OF AN ONLINE CONFERENCE**

Pursuant to:

- *Law on Enterprises No. 59/2019/QH14 dated June 17<sup>th</sup>, 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 Annual General Meeting of Shareholders for the Fiscal Year 2024 ("**AGM**") of Coteccons Construction Joint Stock Company ("**Company/Coteccons**") in the form of an online conference.
- 1.2 This regulation specifies the rights and obligations of shareholders; authorized representatives attending the AGM and other parties involved in organizing the AGM; the conditions and procedures for conducting the AGM in accordance with current laws and related documents.
- 1.3 Shareholders having voting right (*based on the final shareholder list dated 16/09/2024*), 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 2024 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.
- 2.8 Authorized person:** The person appointed by a shareholder to attend meetings and exercise the shareholder's rights at the AGM in accordance with legal regulations, the Company's Charter, and these regulations.

## 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: Shareholders attending the online AGM shall comply with the following regulations:

- 3.2.1.** Each shareholder will be provided with an access account and password to log into the Online System. The shareholder's access account will be encrypted according to information security standards to ensure authenticity and safety for shareholder participation. The company will inform the shareholder of the access account and password in the meeting invitation letter.
- 3.2.2.** 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.
- 3.2.3.** The organizing committee shall open the Online System for Shareholders to access the system to vote from 08:00 a.m, October 17<sup>th</sup>, 2024. 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.

##### 3.3 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) To prepare and use the appropriate online meeting equipments with internet connection to ensure the connection go smoothly.
- c) To fully attend, vote and speak in accordance with the guidance of the Presidium and respect for the chair of the AGM Chairperson.
- d) Ensure the confidentiality of information related to the access account, such as the account name, other identifying factors (if any), and the login password, to guarantee that only the shareholder has the right to participate in the meeting on the online system, except when providing access to the authorized representative of the shareholder. The shareholder is responsible for ensuring that the authorized representative complies with the provisions of this section in the same manner as the shareholder. In case of information disclosure leading to incidents, the shareholder will be responsible for any risks and losses arising from unauthorized access or misuse of the information.
- e) 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.
- f) 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.
- g) 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.
- h) Shareholders experiencing technical issues during the meeting must immediately notify the company's technical support department via phone or email. The company will assist shareholders in restoring the connection and ensuring their participation rights.

## 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.
  - Have the right to suspend or postpone the AGM in case of unforeseen circumstances such as system failures, technical issues beyond control, or if any participants engage in obstructive or disruptive behavior that risks making the meeting unfair or unlawful. They also have the right to expel individuals who display obstructive or disruptive behavior, or who do not comply with the chairperson's and the Presidium's instructions, to ensure that the AGM proceeds in accordance with legal regulations.
  - 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 04 (four) 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 04 (four) 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 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 opinions or the level of interest from shareholders, the Presidium will select the most effective way to address the opinions to ensure the meeting's time management and quality. The time for discussion and feedback from shareholders will be reasonably limited. The chairperson has the right to remind or request shareholders to focus on key issues to ensure the meeting's progress. If the number of shareholders wishing to speak exceeds the allotted time, the Presidium will randomly select opinions for discussion.



**11.5** Shareholders wishing to make statements, participate in discussions, or ask questions should follow the procedures outlined in the Online Meeting Participation Guide posted on the company's website. The meeting secretary will organize and compile the shareholders' questions and forward them to the chairperson.

**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 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**

**REPORT OF THE BOARD OF DIRECTORS  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2024**

**I. OPERATIONAL RESULTS OF THE BOARD OF DIRECTORS FOR FISCAL YEAR 2024 (July 01<sup>st</sup>, 2023 - June 30<sup>th</sup>, 2024)**

**1. Implementation results of business targets for fiscal year 2024**

Target(s)	AGM approved	Adjustment	Actual	Actual/ AGM approved	Actual/ Adjustment
<b>Total Consolidated Revenue</b>	17,793	20,500	21,045	118%	103%
<b>Consolidated profit after tax</b>	274	296	310	113%	105%

**2. Report on the implementation of resolutions of the General Meeting of Shareholders**

In fiscal year 2024, the Board of Directors (BOD) has operated in accordance with the provisions of the law and the Company's Charter, with a particular focus on aligning with international management practices. The Company is actively enhancing its Corporate Governance model to adhere to ESG standards (Environmental, Social, and Governance), which reflects a global trend aimed at ensuring effective governance practices and alignment with the proposed strategy. In the scope of this report, the presentation of the implementation status of the 2024 Annual Shareholder Meeting ' (AGM) resolutions includes the ongoing AGM resolutions and the AGM resolutions of the 2023 financial year:

No.	Resolution Ref.	Date	Content	Implementation Status
1.	09/2024/NQ-DHCD	25/04/2024	Approval of increasing the ownership rate for foreign investors and modifying specific business lines to align with the conditions of foreign ownership rate.	In progress
2.	11/2024/NQ-DHCD	25/04/2024	Approval of the research into opportunities for raising investment capital in Unicons Construction Investment Company Limited.	In progress
3.	13/2024/NQ-DHCD	25/04/2024	Approval of the 5-year program to issue shares to employees under the Employee Stock Option Program (ESOP).	In progress
4.	14/2023/NQ-ĐHCĐ	17/10/2023	Approval of the Company's reports annual in 2023.	Completed
5.	15/2023/NQ-ĐHCĐ	17/10/2023	Approval of the Audited Financial Statements for 2023 and the 2023 business results.	Completed
6.	16/2023/NQ-ĐHCĐ	17/10/2023	Approval of the Profit distribution plan.	Completed
7.	17/2023/NQ-ĐHCĐ	17/10/2023	Approval of the business plan for the Fiscal year 2024.	Completed
8.	18/2023/NQ-ĐHCĐ	17/10/2023	Approval of the total remuneration for BOD and BOS in 2023. Approval of the remuneration of members of the BOD and BOS in the Fiscal year 2024 and estimation of the operating budget of the BOD and its Committees under the BOD.	Completed

No.	Resolution Ref.	Date	Content	Implementation Status
9.	19/2023/NQ-ĐHCĐ	17/10/2023	Approval of the selection of the auditing firm for the Fiscal year 2024.	Completed

### 3. Summary of the BOD meetings and decisions

No.	Resolution/ Decision Ref.	Date	Content	Status
1.	16/2023/NQ-HDQT	24/08/2023	Approving implementation of the stock issuance plan to increase share capital from owner's equity has been approved by the AGM in 2023.	Completed
2.	17/2023/NQ-HDQT	25/08/2023	Approval of the organization of the AGM for the fiscal year ending on June 30th, 2023.	Completed
3.	18/2023/NQ-HDQT	25/08/2023	Reassignment of new responsibilities for senior personnel to align with the Company's strategic direction.	Completed
4.	19/2023/NQ-HDQT	24/09/2023	Approve the draft contents of AGM for the fiscal year ending on June 30 <sup>th</sup> , 2023, of the Company for Shareholders' approval.	Completed
5.	20/2023/NQ-HDQT	06/10/2023	Outward investment.	Completed
6.	21/2023/NQ-HDQT	16/10/2023	Approval of the increase in the charter capital of Coteccons Construction Joint Stock Company.	Completed
7.	22/2023/NQ-HDQT	18/10/2023	The approval of the proposal to acquire 100% of the capital of Company operates in construction business.	Completed
8.	23/2023/NQ-HDQT	05/12/2023	The approval of the proposal to acquire 100% of the capital of Company operates in M&E business.	Completed
9.	24/2023/NQ-HDQT	07/12/2023	Approval of the execution of the plan to sell treasury shares to employees under the Employee Stock Ownership Program (ESOP).	Completed
10.	25/2023/NQ-HDQT	28/12/2023	Approve the plan to repurchasing the Bond before maturity at the request of the Bondholders.	Completed
11.	01/2024/NQ-HDQT	11/01/2024	Approve the independent auditor for the fiscal year 2024 Financial Statements of Coteccons Costruction JSC.	Completed

No.	Resolution/ Decision Ref.	Date	Content	Status
12.	02/2024/NQ-HDQT	26/01/2024	Approve the distribution of undistributed employee stock ownership plan (ESOP) units according to Resolution No. 24/2023/NQ-HDQT dated December 7th, 2023, by the BOD.	Completed
13.	03/2024/NQ-HDQT	30/01/2024	Approve the policy on the signing and the execution of Contracts/ Transactions/ Agreements between Coteccons and Subsidiaries, related person.	Completed
14.	04/2024/NQ-HDQT	31/01/2024	Approve the payment of income to the Chairman of the Board - Mr. Bolat Duisenov.	Completed
15.	05/2024/NQ-HDQT	31/01/2024	Approving of the transaction results of selling treasury shares under the Employee Stock Ownership Plan (ESOP), up until the deadline of January 30th, 2024, for the submission of funds to purchase ESOP shares.	Completed
16.	06/2024/NQ-HDQT	06/03/2024	Approve the senior personnel changes at Coteccons Construction Joint Stock Company.	Completed
17.	07/2024/NQ-HDQT	28/03/2024	Approve the establishment of Coteccons' s representative office in Indonesia.	Completed
18.	08/2024/NQ-HDQT	12/04/2024	Approval of the strategic collaboration between Covestcons Company Limited - which is Coteccons' subsidiary and Kusto Management Vietnam.	Completed
19.	09/2024/NQ-HDQT	23/04/2024	Approve the revision to the revenue plan for the fiscal year 2024.	Completed
20.	10/2024/NQ-HDQT	04/05/2024	Approve on change of Chairman and Members of the Members's Council of Unicons Construction Investment Company Limited.	Completed
21.	11/2024/NQ-HDQT	20/05/2024	Approve the appointment of the authorized representative to manage the capital contribution portion of Coteccons at FCC Infrastructure Investment Joint Stock Company.	Completed
22.	12/2024/NQ-HDQT	14/06/2024	Approve the repurchasing ESOP shares from employees who resign during the	Completed

No.	Resolution/ Decision Ref.	Date	Content	Status
			restricted transfer period in accordance with the ESOP regulations issued with the BOD' Resolution No. 11/2023/NQ-HDQT dated April 19, 2023.	
23.	13/2024/NQ-HDQT	14/06/2024	Approve the adjustment of information on the Investment Registration Certificate for the investment project of Sinh Nam Metal Co., Ltd. (Vietnam) regarding the update of the new investor's information for the project.	Completed

**4. Supervisory Results for the Board of Management (BOM)**

- Supervising the implementation of Resolutions and Decisions passed by the AGM and BOD and inspecting the BOD' operations in business activities.
- Directing and overseeing the strict implementation of the financial statement regime for fiscal year 2024, including quarterly financial statements, semi-annual financial statements, and annual reports.
- Supervising the implementation of information disclosure under the regulations of the State Securities Commission and the Stock Exchange to ensure information transparency.
- Overseeing management activities of the BOM to enhance business performance and accomplish the set targets.
- Monitoring the Company's operations in compliance with regulations of the Enterprise Law, the Company's charter, and other current regulations.

**5. Remuneration for the Board of Directors, the Board of Supervisors, and the Board of Management**

- The report on remuneration for the BOD, the BOS, and the BOM in 2024 has been published in the audited financial statements for 2024.

**6. Report on relevant transactions made in fiscal year 2024**

- The order and procedures for approving transactions between the Company and related parties are strictly implemented in accordance with the provisions of Enterprise Law, Securities Law, the Company's Charter, and Internal Governance Regulations.
- Related parties and transactions between the Company and related parties approved by the BOD have been listed and announced in the semi-annual Report on Corporate Governance for 2024.

Respectfully submit to the General Meeting of Shareholders for approval of all related transactions conducted during the 2024 fiscal year.

**7. General evaluation of the Sub-Committees' activities:**

The Subcommittees operating under the purview of the BOD have played a significant role in enhancing the stability of the Company's management and operational activities. They have demonstrated a meticulous approach to dissecting the Company's challenges and carefully evaluating risks. Notably, with awareness of systemic issues such as climate change and inequality, and the Company's commitment to sustainable development criteria, they have:

- Evaluation and Strategy: Assess the business environment and industry, and identify the company's opportunities, challenges, strengths, and weaknesses. Set short-term and long-term development strategies to increase shareholder value and ensure sustainable growth.

- Organizational Structure: Plan and develop the company's organizational structure in line with the development needs based on the established strategy.
- Customers and Suppliers: Engage with customers and investors to ensure commitments regarding safety, quality, and finance are met, while expanding the customer network. Organize conferences with suppliers to build long-term cooperation.
- Prepare the company's development directions and achieve internal consensus within the Board of Directors before presenting it to the AGM for approval.

#### **8. Report on activities of each Board member in fiscal year 2024**

The members of the BOD are highly proactive, diligent, and exhibit a high degree of professionalism in carrying out their duties. Each member has demonstrated significant growth in their competencies, effectively fulfilling the trust placed in them by shareholders who have entrusted them with their responsibilities. The performance of the BOD is evident through the following factors:

- All Board members fully participated in Board meetings.
- Making timely decisions in the Company's operations.
- Participating in training to improve awareness and skills on Corporate Governance.
- Strictly controlling transactions with related parties.
- Carrying out functions and responsibilities in accordance with the assignments given to the members of the BOD.

## **II. REPORT ON ACTIVITIES OF INDEPENDENT BOARD MEMBERS AND THEIR EVALUATION RESULTS OF THE BOARD OF DIRECTORS' PERFORMANCE**

### **1. Activities of independent Board members in fiscal year 2024**

To achieve the goal of standardizing corporate governance according to international standards, the independent members of the BOD always ensure an independent supervisory role, enhancing the effectiveness of control in governance and company operations, while also protecting the rights of shareholders, especially minority shareholders. Based on the duties and powers specified in the BOD' operational regulations, in 2024, the members have carried out notable activities in governance, supervision, control, and auditing, including the following specific activities:

- Supporting the BOD in effective and transparent corporate governance
- Assisting with the BOD's strategic decisions
- Providing independent perspectives for BOD decisions
- Supervising the BOD and the executive board
- Protecting shareholder rights, preventing non-transparent insider transactions
- Auditing and monitoring control and audit activities
- Ensuring transparency in information disclosure.

### **2. Evaluation of the activities of the Board of Directors and the Board of Management in fiscal year 2024**

- The BOD has thoroughly and cautiously discussed and evaluated to make timely decisions and provide proper guidance toward the company's goals and development strategies.
- The BOD has effectively supervised, supported, and facilitated the Executive Board in implementing the resolutions of the General Meeting of Shareholders (GMS) and striving to exceed the profit targets for 2024.
- In 2024, the BOD issued 23 resolutions. All BOD resolutions were passed with high consensus among the members through regular meetings and written opinions.

- Along with complying with information disclosure regulations, the BOD and Executive Board have made great efforts to provide information to shareholders through channels such as Analyst Conferences and Shareholder Dialogues, aiming toward modern governance standards.
- The BOD focuses on implementing the GMS resolutions and issues them within the proper authority as prescribed by the Enterprise Law, the company’s Charter, and internal governance regulations.
- The BOD has fulfilled its role and responsibilities in directing, supporting, and supervising the Executive Board in executing the matters approved by the GMS and the BOD, ensuring compliance with legal regulations while balancing the interests of the company and its shareholders.

**3. Evaluation of the Role of Independent Board Members**

- Independent Board members have effectively fulfilled their role in supervision and control, working alongside the BOD to make fair and transparent governance decisions, with caution and responsibility.
- Independent Board members have provided directions and solutions that bring the greatest benefits to the company, avoiding conflicts of interest among governing bodies, and creating a balance to harmonize the interests of different shareholder groups.
- Independent Board members ensure the BOD’s responsibility in supervising and supporting the Executive Board.

**4. Operational orientation of the independent board members in fiscal year 2025**

In fiscal year 2025, the independent board members will continue to play a supportive role in helping the BOD fulfill its roles and responsibilities, ensuring independence and objectivity in the decision-making process and balancing the interests of all parties involved. Specifically, they will:

- Participate in analyzing and assessing potential risks in the Company's business activities, providing development scenarios, and building proper long-term control strategies.
- Review, adjust, and amend the Company's Charter and internal regulations to align with amendments in current laws and higher international standards.
- Supervise transactions involving related parties to ensure there are no conflicts of interest among the parties and neutralize the interests of shareholder groups.
- Continue to carry out their supervisory function over the BOD and the BOM in accordance with the provisions of the Enterprise Law and the Company's charter.

**III. OPERATIONAL ORIENTATION OF THE BOARD OF DIRECTORS IN FISCAL YEAR 2025**

1. Maintaining Growth in Civil Construction, Strongly Developing Industrial Construction & Building foundation for Infrastructure Construction.
2. Enter International Markets and New Businesses, making major contributions to the Growth in both Top and Bottom Lines.
3. Aim To Effectively improve Profit Margin.
4. Restructure Organization and Enhance Organizational Capability To Build A Foundation For Sustainable Business Development.
5. Industry - Leading Brand Strategy - Global Brand.
6. Corporate Sustainability Strategy.

The BOD sets the following goals to present to the AGM for the 2025 financial year:

No.	Criteria	Unit	Targets for fiscal year 2025 (From 01/07/2024 to 30/06/2025)
1.	Consolidated revenue	Billion dong	25,000
2.	Consolidated profit after tax	Billion dong	430

*Ho Chi Minh City, September 27<sup>th</sup>, 2024*  
**ON BEHALF OF THE BOARD OF DIRECTORS**  
**Chairman**

**BOLAT DUISENOV**



**REPORT OF THE BOARD OF SUPERVISORS  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2024**

**I. OPERATIONAL RESULTS OF THE BOARD OF SUPERVISORS FOR FISCAL YEAR 2024 (July 01, 2023 - June 30, 2024)**

**1. Operation of the Board of Supervisors (BOS)**

**a. Information about members of the BOS**

STT	Members	Position	Appointment/Dismissal date
1.	Mr. Tran Van Thuc	Head of the BOS	Appointed April 26, 2021
2.	Mr. Zhaidarzhan Zatayev	Member of the BOS	Appointed April 25, 2022
3.	Mr. Doan Phan Trung Kien	Member of the BOS	Appointed April 25, 2022

**In the 2024, the company has no changes in members of the BOS:**

**Ratio of share ownership to charter capital of members of the BOS as of June 30<sup>th</sup>, 2024:**

- Mr. Tran Van Thuc: 0%.
- Mr. Zhaidarzhan Zatayev: 0%.
- Mr. Doan Phan Trung Kien: 0%.

**b. BOS meetings**

**- Number of meetings, participation and voting rates**

No.	Members	Number of participated meetings	Rate of participation	Voting rate
1.	Mr. Tran Van Thuc	04	100%	100%
2.	Mr. Zhaidarzhan Zatayev	04	100%	100%
3.	Mr. Doan Phan Trung Kien	04	100%	100%

**- Details of content of meetings of the BOS**

No.	Meetings	Date	Content
1.	Meeting 01	25/12/2023	Appoint E&Y as the auditor for the fiscal year 2024 (from July 1 <sup>st</sup> 2023 to June 30 <sup>th</sup> 2024).
2.	Meeting 02	22/03/2024	Discussion: (i) Review of the BOS's activities in 2024 (ii) Assessment of tasks required when changing the fiscal year from January 1 <sup>st</sup> to July 1 <sup>st</sup> .
3.	Meeting 04	28/05/2024	Evaluation of risks related to Coteccons' operations in 2024/2025 and adjustments to the BOS's operational plan for 2024.
4.	Meeting 04	28/06/2024	Review of the BOS's activities for the entire year 2024 (from July 1 <sup>st</sup> 2023 to June 30 <sup>th</sup> 2024).

**2. Supervision/coordination activities of the BOS to the Board of Directors (BOD), Board of Management (BOM) and Shareholders**

- The BOS has attended several governance meetings of the company to oversee the direction of the BOD and the BOM with functional departments.
- The BOS has developed an operational plan for the entire year 2024 and sent it to the BOD and the BOM for their awareness and to direct the functional departments within the company to coordinate with the BOS in carrying out tasks.
- The BOS has worked with the Internal Audit Department to conduct audits of functional departments and projects at construction sites.

- Quarterly reports evaluating the financial situation and the company's performance have been submitted.

**3. Details of some activities carried out by the BOS in 2024 related to oversight of the BOD and the BOM:**

Time	Contents
26/09/2023	Submitted the company's governance assessment report to the BOM and the BOD through the secretariat.
19/11/2023	Submitted the Q1 2024 company performance assessment report to the BOD.
28/12/2023	Submitted the audit plan for the first half of 2024 to the BOM for coordination.
08/01/2024	Submitted the BOS meeting minutes to the secretariat regarding the appointment of the auditor.
05/02/2024	Sent a request to the Chief Accountant to assess and review the company's current financial model.
09/03/2024	Submitted the risk management policy to the BOD for discussion and approval.
21/03/2024	Submitted the Supervisory Board's performance evaluation report on the company's activities for the first half of fiscal year 2024.
31/03/2024	Submitted an evaluation of M&A activities in the U.S.
03/06/2024	Provided opinions on the assessment of the company's new financial regulations.

**II. ASSESSMENT OF IMPLEMENTATION OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS/ BOARD OF DIRECTORS**

**1. General Meeting of Shareholders (GMS)**

In the fiscal year 2024, the GMS approved 6 Resolutions. As of the end of June 2024, all 6 Resolutions have been fully implemented. Additionally, 3 Resolutions (issued during the transition General Meeting on April 25, 2023) are currently in progress, relating to:

- (i) Approval of increasing the ownership ratio for foreign investors and adjusting certain business sectors to comply with conditions regarding foreign ownership ratios,
- (ii) Exploring investment capital raising opportunities for Unicons Construction Investment Co., Ltd.,
- (iii) A 5-year stock issuance program for employees under the Employee Stock Ownership Plan (ESOP).

**2. Board of Directors**

In the fiscal year 2024, the BOD issued 23 Resolutions. As of the end of June 2024, all tasks related to the implementation of these 23 Resolutions have been fully completed.

**III. EVALUATION OF THE IMPLEMENTATION BUSINESS PLAN IN THE 2024 AND SOME KEY FINANCIAL INDICATORS**

**1. Evaluation of the implementation of the business plan in the 2024:**

*Unit: billion dong*

	2024	Compared to the fiscal year 2023	Compared to the adjusted plan
<b>Revenue</b>	21,045	Increase of 30.8% (compared to 16,090 billion)	Achieved 103% (compared to 20,500)
<b>Profit after tax</b>	310	Increase of 358% (compared to 67 billion)	Increase 4.56% (compared to 296)

**2. Some key financial indicators**

	Items		2024	2023
<b>I</b>	<b>Profit margin</b>			
1	Gross profit margin	%	3.39	2.25
2	Profit before tax/Revenue	%	1.84	0.57
3	Profit before tax/Equity	%	4.5	1.12
4	Profit before tax/Total Assets	%	1.69	0.43
<b>II</b>	<b>Operational Ratios</b>			
1	Days in inventory	days	56	61
2	Days in Receivables	days	207	231
3	Days in Payables	days	102	91
<b>III</b>	<b>Thanh khoản/Liquidity</b>			
1	Current ratio	Times	1.44	1.58
2	Quick ratio	Times	1.22	1.33
3	Debt/equity	%	166	158

#### IV. RECOMMENDATIONS OF THE BOS

##### 1. Achievements

###### a. Positive changes in corporate governance

- **Empowerment:** Thanks to the application of empowerment scheme, the Project Directors team are more active in making their daily decisions and as a result, the efficiency of operation is improved.
- **“Own it” culture:** Initiated about more than one year ago, the program promotes ownership mindset of the staff, it will contribute greatly to the efficiency of operation once the culture is instilled into the mind of the most of Coteccons people.
- **Re-structuring & continuously improving operation’s efficiency:** We observed the changes/improvements at different layers in the company, from executive management team to operational functions. This helps the company drive toward to the best efficiency in future.
- **Re-structuring & continuously improving operation’s efficiency:** We observed the changes/improvements at different layers in the company, from executive management team to operational functions. This helps the company drive toward to the best efficiency in future.

###### b. The actual result of 2024 was better than its same period last year and its budget

- As mentioned in Part III - 2024 financial results, 2024 actual revenue increased 30.8% and 3% compared to the same period last year, and its budget respectively. Particularly, actual profit was 358% higher than last year.
- This actual results show the great effort in performance of the team in 2024.

###### c. Business growth strategy

- More business models obtained through M&A activity and “go global” strategy helps company extend its business size greatly in the future.

##### 2. Issues need to be addressed

###### a. Safety & Quality

The growth in revenue will create a greater number of construction sites. BOD/ BOM need to evaluate the current sources (headcount, finance, management system) allocated and consider an upgrading if needed to ensure those functions are well managed.

###### b. Prepare and upgrade middle managers’s quality

Adapting to and meeting job requirements from middle managers are always inherent risks of any company in the emerging stages. For Coteccons, the recent great growth in business and the

empowerment scheme creates more pressures on the middle managers. BOD/BOM consider the following actions:

- Provide more training for Project Director team, heads of functions. Negotiations skills, project management, financial managemnts are the areas that they need to improve.
- Boost looking for talents for oversea markets and synergy control activity at subsidiaries after M&A.

**c. Improve profit rates**

- 2024 gross magin (3.39%) and profit margin (1,84%) were higher than its of 2023. However, the company has ever reached the higher rates in the past. BOD, BOM need to work out the solutions for improving those rates.

**d. Deb collection.**

- Days in inventories and receivables of 2024 improved in comparison with year of 2023. However, the recent difficulties in the property market creats more risks associated to debt collection, we recommend the BOD/BOM keep control closely the unbilled workdone volume at the construction sites, customer’s approval process on company’s work done volume and the deb collection.

The BOS respectfully submits to the General Meeting of Shareholders for consideration, discussion, and approval.

*Ho Chi Minh city, September 27<sup>th</sup>, 2024*

**ON BEHALF OF THE BOS  
HEAD OF THE BOARD**

**TRAN VAN THUC**

**PROPOSAL No.1: Annual reports submitted to the AGM for the fiscal year 2024 (July 01<sup>st</sup>, 2023 - June 30<sup>th</sup>, 2024)**

**To: Esteemed Shareholders of Coteccons Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17<sup>th</sup> June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26<sup>th</sup> November 2019;
- Pursuant to the Company's Charter of Coteccons Construction Joint Stock Company.

The Board of Directors of Coteccons Construction Joint Stock Company would like to submit to the Annual General Meeting of Shareholders for the fiscal year 2024 (AGM) for consideration and approval:

1. Report on performance results of the Board of Directors in fiscal year 2024 and the plan for fiscal year 2025.
2. Report on the performance results of the Board of Supervisors in fiscal year 2024 and the plan for fiscal year 2025.

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

*Ho Chi Minh City September 27<sup>th</sup>, 2024*

**ON BEHALF OF BOARD OF DIRECTORS  
Chairman**

**BOLAT DUISENOV**

**PROPOSAL No.2: The fiscal year 2024 Audited Financial Statements and business performance results in the fiscal year 2024**

**To: Esteemed Shareholders of Coteccons Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17<sup>th</sup> June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26<sup>th</sup> November 2019;
- Pursuant to the Company's Charter of Coteccons Construction Joint Stock Company.

The Board of Directors of Coteccons Construction Joint Stock Company would like to submit to the Annual General Meeting of Shareholders for the fiscal year 2024 (AGM) for consideration and approval the Audited Financial Statements for 2024 and summary of the 2024 business results as follows:

No.	Description	Unit	Amount
1.	Net revenue from sales of goods and render of services	VND	21,045,158,770,378
2.	Profit before tax	VND	386,562,030,631
3.	Profit after tax of parent company's shareholders	VND	309,570,213,495
4.	Total assets	VND	22,868,774,738,132
5.	Owner's equity	VND	8,591,267,204,834

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

*Ho Chi Minh City September 27<sup>th</sup>, 2024*

**ON BEHALF OF BOARD OF DIRECTORS  
Chairman**

**BOLAT DUISENOV**

**PROPOSAL No.3: Profit distribution plan and dividend payment (update)**

**To: Esteemed Shareholders of Coteccons Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17<sup>th</sup> June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26<sup>th</sup> November 2019;
- Pursuant to the Company's Charter of Coteccons Construction Joint Stock Company.

The Board of Directors of Coteccons Construction Joint Stock Company would like to submit to the Annual General Meeting of Shareholders for the fiscal year 2024 (AGM) for consideration and approval the profit distribution plan and dividend payment as follows:

No.	Description	Unit	Amount
<b>1</b>	<b>Total accumulated Retained Earnings on Consolidated Financial Statements as of Jun 30<sup>th</sup>, 2024</b>	<b>VND</b>	<b>697,885,426,193</b>
1.1	<i>Total accumulated Retained Earnings on Consolidated Financial Statements as of June 30<sup>th</sup>, 2023</i>	VND	388,315,212,698
1.2	<i>Accumulated Retained Earnings in the fiscal year 2024</i>	VND	309,570,213,495
<b>2</b>	<b>Profit distribution plan</b>	<b>VND</b>	<b>0</b>
2.1	<i>Appropriation of Funds</i>	VND	0
2.2	<i>Dividend payment in cash: Dividend rate of 10% (1.000 VND per share)</i>	VND	99,930,014,000
<b>3</b>	<b>Remaining Retained Earnings</b>	<b>VND</b>	<b>597,955,412,193</b>

The Annual General Meeting of Shareholders for the fiscal year 2024 authorizes the Board of Directors to select an appropriate time to make payments of dividends in accordance with the law. Source of payment: from the Company's Retained Earnings.

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

*Ho Chi Minh City September 27<sup>th</sup>, 2024*

**ON BEHALF OF BOARD OF DIRECTORS  
Chairman**

**BOLAT DUISENOV**

**PROPOSAL No.4: The Fiscal year 2025 Business Plan (from July 1<sup>st</sup>, 2024 to June 30<sup>th</sup>, 2025)**

**To: Esteemed Shareholders of Coteccons Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17<sup>th</sup> June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26<sup>th</sup> November 2019;
- Pursuant to the Company's Charter of Coteccons Construction Joint Stock Company.

The Board of Directors of Coteccons Construction Joint Stock Company would like to submit to the Annual General Meeting of Shareholders for the fiscal year 2024 (AGM) for consideration and approval the Fiscal year 2025 (from July 1<sup>st</sup>, 2024 to June 30<sup>th</sup>, 2025) Business Plan as follows:

No.	Description	Unit	Target of the Fiscal year 2025 (from July 1 <sup>st</sup> , 2024 to June 30 <sup>th</sup> , 2025)	Actual 2024 (from July 1 <sup>st</sup> , 2023 to June 30 <sup>th</sup> , 2024)
1.	Consolidated revenue	Bil. VND	25,000	21,045
2 .	Consolidated profit after tax	Bil. VND	430	310

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

*Ho Chi Minh City September 27<sup>th</sup>, 2024*

**ON BEHALF OF BOARD OF DIRECTORS  
Chairman**

**BOLAT DUISENOV**



**PROPOSAL No.5: Remuneration of the BOD, BOS for fiscal year 2025 (from July 1<sup>st</sup>, 2024 to June 30<sup>th</sup>, 2025)**

**To: Esteemed Shareholders of Coteccons Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17<sup>th</sup> June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26<sup>th</sup> November 2019;
- Pursuant to the Company's Charter of Coteccons Construction Joint Stock Company.

The Board of Directors of Coteccons Construction Joint Stock Company would like to submit to the Annual General Meeting of Shareholders (AGM) for consideration and approval:

1. The Report of total remuneration payment to the Board of Directors (BOD) and the Board of Supervisors (BOS) for the fiscal year 2024 (July 1<sup>st</sup>, 2023 - June 30<sup>th</sup>, 2024) as per Article 1.2, Resolution of the Annual General Meeting of Shareholders No. 18/2023/NQ-DHCD dated October 17<sup>th</sup>, 2023, is **VND2,376,000,000**. The details of the remuneration for each member are listed and disclosed in the audited financial report for the 2024 fiscal year.
2. The remuneration for members of the BOD and the BOS in fiscal year 2025 (from July 1<sup>st</sup>, 2024 to June 30<sup>th</sup>, 2025) is **VND5,000,000,000**. Authorize the Chairman of the BOD to determine the specific remuneration for each member in fiscal year 2025 and the interim advance payment for members during the period from the end of the fiscal year 2025 until the next AGM.

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

*Ho Chi Minh City September 27<sup>th</sup>, 2024*

**ON BEHALF OF BOARD OF DIRECTORS  
Chairman**

**BOLAT DUISENOV**

**PROPOSAL No.6: Selection of the auditing firm for the Fiscal year 2025 (from July 1<sup>st</sup>, 2024 to June 30<sup>th</sup>, 2025)****To: Esteemed Shareholders of Coteccons Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17<sup>th</sup> June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26<sup>th</sup> November 2019;
- Pursuant to the Company's Charter of Coteccons Construction Joint Stock Company.

The Board of Directors of Coteccons Construction Joint Stock Company would like to submit to the Annual General Meeting of Shareholders for the fiscal year 2024 (AGM) for consideration and 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 2025 (from July 1<sup>st</sup>, 2024 to Jun 30<sup>th</sup>, 2025) as below:

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

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

*Ho Chi Minh City September 27<sup>th</sup>, 2024*

**ON BEHALF OF BOARD OF DIRECTORS  
Chairman**

**BOLAT DUISENOV**

**PROPOSAL No.7 (Addition): The plan on issuing shares to increase the charter capital from owner's resources (Bonus Shares)**

**To: Esteemed Shareholders of Coteccons Construction Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17<sup>th</sup> June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26<sup>th</sup> November 2019;
- Pursuant to Resolution No. 155/2020/ND-CP dated December 31, 2020 of the Government 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) of Coteccons Construction Joint Stock Company (Coteccons) would like to submit to the Annual General Meeting of Shareholders for the fiscal year 2024 (AGM) for approval the plan on issuing shares to increase the charter capital from owner's resources (Bonus Shares), as follows:

**I. GENERAL INFORMATION**

1. Name of share: Coteccons Construction Joint Stock Company.
2. Type of share: Ordinary share.
3. Par value: VND 10,000/ per share.
4. The total number of shares issued (as of the time of the AGM): 103,633,261 shares. Of which:
  - a. Number of outstanding shares: 99,930,014 shares.
  - b. Number of treasury shares: 3,703,247 shares.
5. Charter capital (as of the time of the AGM): VND 1,036,332,610,000.

**II. ISSUANCE PLAN**

1. **Issuing Object:** Existing shareholders of Coteccons Construction Joint Stock Company named in the list of share ownership closed by the Viet Nam Securities Depository and Clearing Corporation (VSDC) at the last registration date to exercise their rights. Treasury shares at the time of exercising the right are not entitled to the rights arising from the issuance of shares to increase share capital from owners' equity.
2. **Rights execution ratio:** 20:1. Accordingly, shareholders holding 01 (one) share will receive 01 (one) right to receive additional issued shares, and for every 20 (twenty) rights, 01 (one) additional share will be issued.
3. **Method of rounding and handling fractional shares (if any):** The number of additional issued shares will be rounded down to the nearest whole number. Any fractional shares (if any) will be canceled.  
*Example: Shareholder A holds 125 shares on the record date. With a 20:1 execution ratio, shareholder A will receive:  $125:20 = 6.25$  shares. According to the aforementioned method, shareholder A will receive 06 shares. The fractional 0.25 share will be canceled.*
4. **Issuance capital source:** From the Investment and Development Fund on the Audited Separate Financial Statements for 2024.
5. **The expected number of issued share:** 4,996,501 shares.
6. **Total expected value of shares issued at par value:** VND 49,965,010,000.
7. **Expected charter capital after the issuance:** VND 1,086,297,620,000.

8. **Issuance method:** Shares issued to existing shareholders will be distributed according to the method of exercising rights.
9. **Transfer of the rights:** The right to receive shares issued to increase share capital from equity isn't transferable.
10. **Related restrictions:** Shares that are under transfer restriction (if any) are still entitled to receive additional shares from the issuance. Additional shares issued from equity capital in this issuance are not subject to transfer restrictions.
11. **Implementation timeline:** In the fiscal year 2025 (after the approval of the AGM until June 30<sup>th</sup>, 2025) - 2026 (from July 1<sup>st</sup>, 2025, to June 30<sup>th</sup>, 2026), or another timeline as decided by the BOD and after the Company receives a notification letter regarding the issuance report from the State Securities Commission of Vietnam (SSC).

### III. APPROVAL FOR ADDITIONAL DEPOSIT REGISTRATION AND LISTING

Approval for the additional deposit registration and listing of all shares actually issued according to the share issuance plan to increase share capital from equity capital. The aforementioned shares will be registered for additional deposit at the VSDC and registered for additional listing on the Ho Chi Minh City Stock Exchange (HSX).

### IV. APPROVAL FOR THE INCREASE OF CHARTER CAPITAL AND AMENDMENTS TO THE CHARTER REGARDING CHARTER CAPITAL AND OUTSTANDING SHARES

Approval for the increase of charter capital and amendments to the charter, the number of outstanding shares, and other related contents in the Company's Charter corresponding to the total par value of the actual number of shares issued according to the aforementioned issuance plan.

### V. AUTHORIZATION TO THE BOARD OF DIRECTORS AND OTHER GENERAL MATTERS

The AGM authorizes the BOD to decide and implement the following tasks, including but not limited to:

1. Selecting the issuance timing in the fiscal year 2025 (after the AGM approves the plan until June 30<sup>th</sup>, 2025) - 2026 (from July 1<sup>st</sup>, 2025, to June 30<sup>th</sup>, 2026), or another timeline as decided by the BOD and after the Company receives a notification letter regarding the issuance report from the SSC.
2. Adjusting the details of the share issuance plan to increase share capital from equity capital and other related documents, including but not limited to: (i) The number of shares to be issued; (ii) The issuance ratio based on the number of outstanding shares.
3. Carry out the necessary procedures to register the issuance of shares from equity capital with the SSC and other relevant authorities, actively provide explanations, and supplement or amend the issuance plan and other related documents as required by the SSC, other authorities, or to comply with relevant legal regulations.
4. Develop a plan to ensure the foreign ownership ratio complies with legal regulations.
5. Complete the necessary procedures to register additional deposited shares at the VSDC and register the additional listing of shares at the HSX.

6. Amend and supplement the Charter and carry out the procedures to register the change of charter capital and adjust the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after receiving the notification from the SSC acknowledging the report on the issuance results.
7. Carry out the relevant procedures with the SSC, VSDC, HSX, and the Department of Planning and Investment of Ho Chi Minh City.
8. Address other issues related to the share issuance to ensure the successful capital increase from equity capital.
9. Depending on specific cases, the BOD is authorized to delegate one or more of the aforementioned tasks to the Chairman of the BOD.

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

*Ho Chi Minh City October 11<sup>th</sup>, 2024*

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

**BOLAT DUISENOV**

**PROPOSAL No.8 (Addition): Plan to sell Treasury shares to Employees (ESOP Program)**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17<sup>th</sup> June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26<sup>th</sup> November 2019;
- According to Resolution No. 155/2020/ND-CP dated December 31, 2020 of the Government 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) of Coteccons Construction Joint Stock Company (Coteccons) would like to submit to the Annual General Meeting of Shareholders for the fiscal year 2024 (AGM) for approval of the plan to sell treasury shares to employees:

**I. GENERAL INFORMATION**

1. Name of the shares: Coteccons Construction Joint Stock Company shares.
2. Type of shares: Common shares.
3. Par value: VND 10,000 per share.
4. The total number of shares issued as of the time of the Annual General Meeting of Shareholders for the fiscal year 2024: 103,633,261 shares. Of which:
  - c. Number of outstanding shares: 99,930,014 shares.
  - d. Number of treasury shares: 3,703,247 shares.
5. The total number of shares expected to be issued before selling treasury shares to employees (after completing the issuance of shares to increase share capital from equity capital): 108,629,762 shares. Of which:
  - a. Number of outstanding shares: 104,926,515 shares.
  - b. Number of treasury shares: 3,703,247 shares.

**II. PLAN TO SELL TREASURY SHARES TO EMPLOYEES**

1. Purpose: To retain talent and promote long-term commitment among key personnel in the Company and its subsidiaries.
2. The number of treasury shares expected to be sold to employees: 1,500,000 shares (accounting for 1.43% of the total outstanding shares).
3. Selling price: 10,000 VND per share.
4. Total expected value of treasury shares to be sold: 15,000,000,000 VND.
5. Eligible purchasers of treasury shares: Members of the Board of Directors, members of the Board of Management, key management personnel, and other employees of the Company and its subsidiaries. The Annual General Meeting of Shareholders for the fiscal year 2024 authorizes the Board of Directors to approve the regulations for the sale of treasury shares to employees, the criteria and list of employees eligible to participate in the ESOP program, the principles for determining the number of shares allocated to each of the aforementioned parties, and the implementation timeline.
6. Transfer restrictions: Within one (01) year from the date of the completion of the sale.

7. Plan for using proceeds from the sale of treasury shares: All proceeds will be used to supplement the Company's working capital.
8. Plan for handling unsold shares: The Board of Directors is authorized to decide on further distribution to other employees in line with the program's objectives, maintaining the same selling price and transfer restrictions.
9. Implementation period: During the fiscal year 2025 (after the Annual General Meeting of Shareholders for the fiscal year 2024 approves the proposal until June 30<sup>th</sup>, 2025) - 2026 (from July 1<sup>st</sup>, 2025, to June 30<sup>th</sup>, 2026) or another timeframe as decided by the Board of Directors; after the completion of the share issuance to increase capital from owner's equity and after the State Securities Commission issues a letter acknowledging receipt of the report on the sale of treasury shares to employees of the Company.
10. Treatment of the difference between the treasury share purchase price and the selling price: The difference will be offset from share premium according to the most recent audited or reviewed separate financial statements.
11. Ensure compliance with the maximum foreign ownership ratio regulations of the Company at the time of implementation.
12. Transaction method: Ownership transfer via the Vietnam Securities Depository and Clearing Corporation.

### **III. AUTHORIZATION TO THE BOARD OF DIRECTORS:**

The Annual General Meeting of Shareholders for the fiscal year 2024 authorizes the Board of Directors to perform the following tasks:

1. Select a specific time to implement the plan for using treasury shares to sell to employees and complete the implementation of the plan after the State Securities Commission issues a letter acknowledging receipt of the report on the sale of these treasury shares to the employees of the Company.
2. Approve the plan to ensure that the use of treasury shares sold to employees complies with the regulations regarding the maximum foreign ownership ratio of the Company at the time of execution.
3. Decide to issue the regulations for using treasury shares to sell to employees and have the right to amend the regulations.
4. Determine the criteria, list of Board of Directors members, Board of Management members, key management personnel, and other employees eligible to participate in the program, and the principles for determining the number of shares allocated to each participant.
5. In case any employees resign during the restricted transfer period, the Board of Directors has full authority to decide on all matters related to the recovery of ESOP shares, including but not limited to: (i) cases of share recovery, (ii) the method of ESOP share recovery (including repurchasing and redistributing to other employees and/or allowing the Trade Union to purchase the recovered shares

in accordance with legal regulations), (iii) the price and method of repurchasing and/or redistributing the recovered shares, and (iv) other issues related to share recovery.

6. Carry out the necessary procedures for registration with the State Securities Commission and explain the documents to the State Securities Commission. At the same time, the Board of Directors is authorized to proactively adjust the plan to supplement, amend, and finalize the documents as required by the State Securities Commission and other regulatory authorities.
7. Handle the number of shares that are not fully subscribed (if any).
8. Decide on and carry out all matters and necessary procedures related to the sale of treasury shares to employees.

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

*Ho Chi Minh City October 11<sup>th</sup>, 2024*

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

**BOLAT DUISENOV**