

PROTOCOLS

ON THE PROCEEDINGS OF THE

2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS

CONSTRUCTION JOINT STOCK COMPANY NO.1

Pursuant to:

- Pursuant to Law on Enterprises no. 68/2014/QH13 dated November 26, 2014;
- The Charter of COFICO;

To ensure the success of the 2015 Annual General Meeting of Shareholders of Construction Joint Stock Company No.1, the Board of Directors hereby issue these Protocols regarding working principles, code of conduct and the exercise of voting rights in the Meeting as follows:

I. OBJECTIVES:

- To ensure that the proceedings, code of conduct and the exercise of voting rights in the Annual General Meeting of Shareholders of Construction Joint Stock Company No.1 are performed properly and successfully.
- The Resolutions of the Annual General Meeting of Shareholders shall reflect the united determination of the shareholders, meeting shareholders' aspirations and interests and complying with applicable laws.

II. SUBJECT MATTERS AND SCOPE OF APPLICATION:

- Subject matters: All shareholders and participants of the Annual General Meeting of Shareholders of Construction Joint Stock Company No.1 shall comply with the provisions of these Protocols, the Charter of the Company and the prevailing laws.
- Scope of application: These Protocols shall govern the Proceedings of the 2015 Annual General Meeting of Shareholders of Construction Joint Stock Company No. 1.

III. INTERPRETATION OF TERMINOLOGIES / ABBREVIATIONS:

Company	:	Construction Joint Stock Company No.1
BOD	:	Board of Directors
SB	:	Supervisory Board
OC	:	Organizing Committee
AGM	:	the Annual General Meeting of Shareholders

IV. SPECIFIC PROVISIONS:

1. Conditions for conducting the Annual General Meeting of Shareholders:

- The Annual General Meeting of Shareholders shall be held with a quorum representing at least 65% of the total number of shares with voting rights.
- If the quorum is not met within 30 minutes from the intended time for opening of the AGM, a second meeting shall be convened within thirty (30) days from the intended date of the first meeting. The second meeting shall be held with a quorum representing at least 51% of the total number of shares with voting rights.
- If the second meeting cannot meet the quorum within 30 minutes from the intended time for opening

of that second meeting, a third meeting shall be convened within twenty (20) days from the intended date of the second meeting, and in this case the third meeting can be convened irrespective of the quorum and shall be deemed legitimate with rights to decide upon all matters that the first meeting could have the power to make any such decisions.

2. Conditions for attending the AGM:

- Shareholders of the Company enlisted on the registry as of end of day. 30/05/2016 shall have the right to attend the AGM; whether in person or authorize another person to attend on behalf. Where there are more than one authorized representatives, the shareholder must specifically determine the number of shares and votes of that each representative is authorized.

3. Guest Participants:

- Those who hold managing positions in the Company, guests, members of the OC who are not shareholders but are invited to attend the AGM.
- Guest participants shall not speak at the AGM (unless invited by AGM Chair or pre-registered with the OC with approval from the AGM Chair).

4. Shareholders and AGM participants shall:

- Be on time, courteous, formal dress code, comply with the security (if any) and identification checks as requested by the OC;
- Receive documents, voting card at the reception counter in front of the conference room.
- Late arriving shareholders can still be registered and have the right to participate in voting immediately after registration. The AGM Chair Committee shall not suspend the AGM just to wait for such late registrations; and the validity of any previously voted matters shall not be affected;
- Not do personal work or leave the AGM during meeting.
- Keep the phone on vibration, if necessary, go out to answer the phone.
- Comply with the provisions of the OC, the AGM Chair and AGM Chair Committee.
- Keep in confidentiality all documents and the contents of the AGM. For those documents specified to be returned after the meeting, participants shall return to the reception sub-committee to pass on to the OC before leaving.
- In case where a shareholder or authorized representative does not comply with the provisions on verifications or other measures as provided above, the AGM Chair Committee, after careful consideration, may reject or deport such shareholder or representative out of the conference hall to ensure that the meeting takes place in a normal way according to schedule.

5. AGM Chair and Chair Committee

- Chairman of the BOD shall be the AGM Chair.
- The AGM Chair shall have the rights to take necessary and reasonable measures to conduct the meeting in an orderly manner, complying with the approved schedule and reflect the intentions of the majority participants.
- The AGM Chair shall nominate the members of the AGM Chair Committee (7 persons) and the Secretariat (2 persons).
- The AGM Chair Committee shall consist of the official participants of the AGM and preside over the meeting, and is nominated by the AGM Chair.

- Duties and powers of the AGM Chair Committee:
 - Preside over the AGM according to the AGM programmes and protocols.
 - Assign, introduce representatives as the members of BOD and SB to present reports at the AGM.
 - Nominate the members of the Secretariat, and Vote-counting Committee for approval by the AGM.
 - Approve and issue documents, results, records and resolutions after completing the AGM.

6. The Secretariat

- The Secretariat is nominated by AGM Chair. The Secretariat shall answer directly to the AGM Chair Committee.
- Be responsible for the truthfulness, accuracy and completeness of the AGM meeting minutes.

7. Vote-Counting Committee

- The Vote-counting committee shall consist of official AGM participants, who are not named in the list of election, nomination (for election), and is nominated by the AGM Chair Committee (no more than 3 persons) for approval by the AGM by raising the voting cards.
- Responsibility of the Vote-counting Committee:
 - Announcing voting principles, rules and instructions
 - Counting the votes, making the minutes of counting of votes and announcing results; passing the minutes to the AGM Chair Committee for approval of voting and election results.

8. Speaking at the AGM

- Any attending shareholder wishing to speak at the AGM must seek approval from AGM Chair. Shareholders must express their opinion concisely and focus exactly on what should be discussed, in accordance with the contents of the programmes approved by the AGM. The AGM Chair shall arrange for the shareholders to speak in order of registration, and answer the shareholders' questions.

9. The rules of voting in the AGM:

9.1 *The general rules on voting*

- Each share shall carry one vote;
- Each shareholder or authorized person, referred to collectively as the shareholders who attending the AGM shall be given 01 "voting card" with shareholder's code, the number of shares owned and/or represented.

9.2 *Procedures for voting, consulting on the vote*

Each issue discussed in the AGM shall be consulted in the following order:

- Approval (Agree) with the proposal;
- Disapproval (Disagree) with the proposal;
- No comment on the proposal;

All issues will be voted in the AGM by the following methods:

- Raising "Voting CARD": Each participant is given a vote card. When the voting at the AGM, the participants shall raise the voting cards. This method is used to pass other issues of the AGM.
- Except for the election of members of BOD and SB which must be done by the method of cumulative voting.

9.3 Recording voting results

- At the meeting, the AGM shall approve the Vote-counting Committee.
- The Vote-counting Committee shall verify the numbers of Approval, Disapproval, No Comment regarding each issue and immediately report to the Secretariat.

9.4 The minimum ratio to be achieved when voting

- The resolution on classes of shares and total number of shares of each class which maybe offered for sale; amendments and additions to the Company Charter; re-organization or dissolution of the company; investment project or sale of assets as specified of subparagraph 2 - Article 20 of the Company Charter: must be approved by shareholders representing at least 75% of the total votes of all shareholders attending the Meeting.
- The remaining issues must be approved by shareholders representing at least 65% of the total votes of all shareholders attending the Meeting.

10. Election of members of the Board of Management, Supervisory Board

- The election of members of the BOD and SB shall comply with the Protocols on the nomination and election issued by Company.

V. ARTICLE OF EXECUTION:

- All shareholders, authorized representatives, participants attending the AGM shall fully comply with these Protocols, the Company's prevailing rules and regulations as well as prevailing applicable laws.
- The shareholders, authorized representatives, participants attending the AGM shall comply with the decisions of the AGM Chair, the AGM Chair Committee and OC. In case of violation, depending on the seriousness, shall abide by the AGM Chair Committee determination including restricting speech, expulsion from the conference hall, withdrawing voting rights, election or handing over to competent authorities according to applicable laws.
- Matters not defined in detail in this Protocols shall conform uniformly to the Company Charter, the Law on Enterprises promulgated in 2014 and other prevailing laws.

FOR AND ON BEHALF OF THE BOD**CHAIRMAN****(SIGNED)****Recipients:**

- Shareholders;
- BOD, SB filings

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