VIETNAM NATIONAL COAL AND MINERAL INDUSTRIES GROUP
VINACOMIN-POWER HOLDING CORPORATION

No.: 2021 /DLTKV-VP

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, 25 November 2026

DISCLOSURE OF INFORMATION

To:
- State Securities Commission of Vietnam;
- Hanoi Stock Exchange.

1. **Name of organization:** Vinacomin-Power Holding Corporation
   - Securities code/Member code: DTK
   - Address: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi, Vietnam.
   - Contact telephone: 024 3516 1605
   - Email: vp@vinacominpower.vn
2. **Contents of disclosed information:**

Vinacomin-Power Holding Corporation hereby discloses the Minutes and Resolutions of the 2026 Extraordinary General Meeting of Shareholders ("EGM") held on November 23, 2026, together with the accompanying documents.

3. This information has been disclosed on the Company's website on the same date at: www.dienluctkv.vn

We hereby certify that the above information is true and accept full legal responsibility for the contents of the disclosed information.

Yours faithfully./.

Recipients:
- As addressed above;
- Board of Directors, Party Committee, Supervisory Board (e-copy, for reporting);
- General Director Bui Minh Tan (e-copy, for reporting);
- Deputy General Directors, Chief Accountant (e-copy);
- Office Division (for posting on DTK website);
- Filed: Office Division, BOD Secretary (02).

PP. GENERAL DIRECTOR
AUTHORIZED INFORMATION DISCLOSURE OFFICER

M.S.D.N: 0104297034 - C.T.C.P. TỔNG CÔNG TY ĐIỆN LỰC TKV - CTCP - P. YÊN HÒA - TP. HÀ NỘI

Dang Dinh Toan

Attachments:
- The Agenda of the EGM and the Working Regulations of the EGM; the Minutes of Verification of Shareholder Eligibility; and the Vote Counting Minutes;
- Minutes No. 18/BB-NQ-ĐHĐCĐ-2026 and Resolutions No. 18/NQ-ĐHĐCĐ-2026 and No. 19/NQ-ĐHĐCĐ-2026 dated November 23, 2026;
- Proposals submitted to the EGM: Proposal No. 767/TTr-ĐLTKV dated October 30, 2026; Proposal No. 773/TTr-ĐLTKV dated October 30, 2026; and Proposal No. 764/TTr-ĐLTKV dated October 29, 2026.

Signature Not Verified
Ký bởi: TỔNG CÔNG TY ĐIỆN LỰC TKV - CTCP
Ký ngày: 25/11/2026 09:49:34

VIETNAM NATIONAL COAL AND MINERAL INDUSTRIES HOLDING CORPORATION LIMITED
VINACOMIN- POWER HOLDING CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM
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AGENDA
2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS VINACOMIN- POWER HOLDING CORPORATION

1. **Time:** 8:00 – 10:45, 23 November 2026 (Monday).

2. **Venue:** Conference Hall of Vinacomin-Power Holding Corporation, 5th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi, Vietnam.

3. **Timeline:**

Time	Agenda	Presenter
8:00 – 8:30	**Welcome delegates and shareholders attending the Meeting.**	Organizing Committee of the Meeting
	- Shareholders register attendance (sign the attendance list) and receive documents and voting cards. - The Shareholder Eligibility Verification Committee conducts verification and compiles the attendance list.	Shareholder Eligibility Verification Committee. (actual 8:00-8:30)
8:30 – 8:45	**Opening Session:**	
	- Flag salute; statement of purpose and introduction of attendees.. - Invitation of the Chairperson of the Meeting: Mr. Pham Tuan Ngoc – Chairman of the Board of Directors.	Organizing Committee of the Meeting
	- The Chairperson appoints the Secretariat of the Meeting.	Chairperson of the Meeting
	- The Chairperson introduces the Vote Counting Committee; the Meeting votes for approval..	
	- The Chairperson invites the Shareholder Eligibility Verification Committee to report on verification results.	
	- Presentation of the report on shareholder eligibility verification.	Head of the Shareholder Eligibility Verification Committee
	- Declaration that the General Meeting of Shareholders satisfies the conditions for convening in accordance with regulations and announcement of the opening of the Meeting.	Chairperson of the Meeting
	- Presentation of the Agenda and Working Regulations for approval by the Meeting..	Organizing Committee of the Meeting
	- The Chairperson requests the Meeting to vote to approve the Agenda and Working Regulations.	Chairperson of the Meeting (actual 8:45)

Time	Agenda	Presenter
8:45 - 9:45	**Meeting Contents (Approval of Reports and Proposals):**	
	1. Proposal to the General Meeting of Shareholders on the Restructuring of Vinacomin – Power Holding Corporation – Joint Stock Company for the 2026–2030 Period.	Board of Directors (actual 8:45-9:15)
	2. Proposal to the General Meeting of Shareholders on the approval of the merger plan of Nong Son Coal-Power One member Limited Liability Company – TKV into Vinacomin – Power Holding Corporation.	
	3. Proposal to the General Meeting of Shareholders on reversing excess appropriations to the Development Investment Fund made during the 2020–2024 period back to after-tax profits and making an additional dividend payment.	
9:45 – 9:55	**EGM discussion of the Proposals**	
	- Shareholders' comments and discussion on the Proposals.	Shareholders', Chairperson of the Meeting (actual 8:15-9:20)
	- Responses to shareholders' questions (if any) as assigned by the Chairperson.	
9:55-10:05	Voting on the reports and proposals.	(actual 9:20-9:23)
10:05 - 10:15	- Announcement of the voting results on the agenda items.	Head of the Vote Counting Committee (actual 9:30-9:35)
10:15 – 10:45	**Adoption of the Minutes and Resolution of the Meeting**	
	- The Secretariat presents the draft Minutes and Resolution.	Head of the Secretariat (actual 9:35-10:20)
	- The Meeting votes to approve the Minutes and Resolution.	Chairperson of the Meeting
10:45	**Closing of the Meeting**	Chairperson of the Meeting (actual 10:42-10:44)

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REGULATIONS ON WORKING PROCEDURES
AT 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS VINACOMIN- POWER HOLDING CORPORATION

Hanoi, 23 November 2026

THE SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, 23 November 2026

REGULATIONS ON WORKING PROCEDURES
AT 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS VINACOMIN- POWER HOLDING CORPORATION

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 (the "Law on Enterprises 2020");

Pursuant to the Charter on Organization and Operation of Vinacomin - Power Holding Corporation (the "Corporation" or "DLTKV") dated 26 December 2024;.

The 2026 Extraordinary General Meeting of Shareholders of Vinacomin-Power Holding Corporation (the "Meeting") shall be conducted in accordance with the following regulations:

Aritcle 1. Rights and Obligations of Shareholders/Authorized Representatives Attending the Meeting:

1. Shareholders shall have the rights as prescribed by the Law on Enterprises 2020, the Charter of the Corporation, and other specific rights stipulated in these Regulations.

2. Shareholders may authorize another person to represent them in attending and voting at the Meeting (hereinafter referred to as the "Authorized Representative of the Shareholder"). Such Authorized Representative must present a valid Power of Attorney in accordance with regulations.

3. Shareholders/Authorized Representatives shall have the right to attend, discuss, and vote on all matters within the authority of the General Meeting of Shareholders;

4. Upon registration for attendance at the Meeting, shareholders/authorized representatives shall be provided with meeting documents (if any) and a voting card indicating the shareholder's name, shareholder code, and total number of voting shares.

5. Shareholders/Authorized Representatives arriving after the opening of the Meeting must complete registration procedures with the Organizing Committee and, upon completion, shall have the right to participate and vote; however, the Chairperson shall not be obliged to suspend the Meeting for such registration, and prior voting results shall remain valid.

6. Shareholders/Authorized Representatives must strictly comply with the Working Regulations, respect the results of the Meeting, and follow the direction of the Chairperson.

Aritcle 2. Rights and Obligations of the Organizing Committee:

1. The Organizing Committee shall be appointed by the Board of Directors of Vinacomin - Power Holding Corporation and shall be responsible for convening the

Meeting, receiving attendees, arranging seating, and distributing documents (if any) and voting cards to eligible participants.

2. The Organizing Committee shall review documents presented by attendees to verify eligibility and report to the Meeting. Ineligible attendees may be denied access to documents and voting cards.

Aritcle 3. Rights and Obligations of the Vote Counting Committee:

1. The Vote Counting Committee shall be nominated by the Chairperson and approved by the General Meeting of Shareholders.

2. The Vote Counting Committee shall determine the number of votes and the percentage of shares voting results (in favor, against, or abstentions) for each matter discussed at the General Meeting of Shareholders, in order to assist the Meeting Secretariat in finalizing the Minutes and Resolutions of the General Meeting of Shareholders.

3. The Vote Counting Committee must perform its duties honestly and accurately and shall be responsible for the results.

Aritcle 4. Rights and Obligations of the Chairperson and the Secretariat:

1. The Chairperson shall be the Chairman of the Board of Directors. The Secretariat, appointed by the Chairperson, shall prepare the Minutes and Resolution, ensuring accuracy and completeness..

2. Election of the Chairperson:

a) The Chairman of the Board of Directors shall preside or authorize another member; in case of absence or incapacity, remaining members elect a Chairperson; failing that, the Head of the Board of Supervisors shall facilitate the election by the Meeting.;

b) In other cases, the convener shall facilitate the election of the Chairperson by the Meeting.

3. The Chairperson may decline to respond to or only record opinions that fall outside the Meeting agenda.

4. The Chairperson has the authority to take necessary and reasonable measures to ensure orderly conduct of the Meeting in accordance with the approved agenda..

Aritcle 5. Conditions and Procedures for Conducting the Meeting:

1. The Meeting shall proceed when shareholders/authorized representatives representing at least 51% of total voting shares are present.

2. The Meeting shall follow the approved agenda.

3. Discussions shall take place after all reports and proposals have been presented.

4. Voting shall be conducted in accordance with these Regulations and the Charter of the Corporation.

Aritcle 6. Voting Principles and Procedures:

1. The Meeting shall discuss and vote on each agenda item.

2. For matters voted directly at the Meeting, the Chairperson shall request voting to be conducted in the following order: shareholders voting in favor shall raise their voting cards first, followed by shareholders voting against, and finally shareholders abstaining. Procedural matters shall be voted on by raising voting cards. Important matters may be voted by ballot at the discretion of the Chairperson. Where both methods are applied, the ballot voting results shall prevail as the official voting results for such matter.

3. Resolutions on the following matters shall be adopted upon approval by shareholders representing at least 65% of total voting shares present:

a) Classes of shares and total number of shares of each class;

b) Changes in business lines and business sectors;

c) Changes in the organizational and management structure of the Corporation regarding the operational model and the legal representative as stipulated in Article 137 of the Law on Enterprises 2020;

d) Decisions on investments, or transactions for sale or purchase of assets of the Corporation with a value of 35% or more of the total assets as stated in the most recent audited financial statements;

e) Decisions on capital contribution or acquisition of shares in other enterprises with a total value of 35% or more of the total assets as stated in the most recent audited financial statements;

f) Reorganization, dissolution, or bankruptcy of the Corporation;

g) Amendments and supplements to the Charter of the Corporation.

4. Resolutions on other matters within the authority of the General Meeting of Shareholders (except for the cases specified in Clauses 1, 3, 4 and 6, Article 148 of the Law on Enterprises 2020) shall be adopted when approved by shareholders and authorized representatives holding more than 50% of the total voting shares of all attending shareholders and their authorized representatives.

5. The Vote Counting Committee shall aggregate votes in favor, against, and abstentions. The voting results shall be recorded in the Minutes of the Meeting and announced prior to the closing of the Meeting.

Aritcle 7. Rules for Speaking at the Meeting:

1. Shareholders/Authorized Representatives wishing to present opinions at the Meeting must comply with the following principles:

- Opinions may only be presented during the discussion session of the Meeting.

- The speaker must raise their hand and obtain permission from the Chairperson, and may only speak upon being permitted;.

- At any given time, only one shareholder/authorized representative is allowed to speak.

- In case multiple shareholders/authorized representatives wish to speak simultaneously, the Chairperson shall invite them to present their opinions in sequence;

- The Chairperson shall have the right to interrupt the presentation of a shareholder/authorized representative where deemed necessary.

2. Comments and questions shall be collected and addressed in sequence thereafter. In case of differing opinions, the Chairperson shall consolidate such opinions for the Meeting's consideration when voting on the relevant matter..

3. Proposals of shareholders/authorized representatives must satisfy the following conditions:

- Be concise and clear. Where proposals are complex and require extended presentation time, shareholders may submit them in writing to the Organizing Committee at least three (03) days prior to the Meeting;.

- Not repeat matters already presented.

- Not relate to matters beyond the authority of the General Meeting of Shareholders.

- Not violate laws, nor relate to personal matters or exceed the authority of the enterprise.

Aritcle 8. Minutes and Resolution of the Meeting:

All contents of the Meeting shall be recorded by the Secretariat in the Minutes of the Meeting. Matters approved by the Meeting shall be included in the Resolution of the General Meeting of Shareholders. The Resolution shall be read and adopted prior to the closing of the Meeting and shall be retained by the Secretariat of the Board of Directors of Vinacomin - Power Holding Corporation .

Aritcle 9. Implementation:

These Working Regulations of the 2026 Extraordinary General Meeting of Shareholders of Vinacomin - Power Holding Corporation shall take effect immediately upon approval by the General Meeting of Shareholders./.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON



Pham Tuan Ngoc
CHAIRMAN OF THE BOD

VIETNAM NATIONAL COAL AND MINERAL INDUSTRIES HOLDING CORPORATION LIMITED
VINACOMIN - POWER HOLDING CORPORATION

No.: 18/BB-ĐHĐCĐ-2026

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, 23 November 2026

MINUTES OF THE MEETING
2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS VINACOMIN - POWER HOLDING CORPORATION

Enterprise Information:

- Enterprise Name: VINACOMIN-POWER HOLDING CORPORATION
- Enterprise Registration No.: 0104297034
- Head Office Address: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi, Vietnam.

At 8:00 a.m. on 23 November 2026 (Monday), at the Meeting Hall of Vinacomin - Power Holding Corporation, 5th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi, Vietnam, Vinacomin - Power Holding Corporation (the "Corporation" or "DTK") held its 2026 Extraordinary General Meeting of Shareholders (hereinafter referred to as the "GMS" or the "Meeting"), with the following details:

I/ ATTENDEES:

- Shareholders of the Corporation.
- The Board of Directors (BOD), the Board of Supervisors (BOS), and the Executive Management of the Corporation.
- Invited delegates:

+ Representatives of the Party Committee, Trade Union, Youth Union, affiliated units/subsidiaries, and functional departments of the Corporation;

+ Representatives of Wall Street Securities Corporation (the consultant for the restructuring of the Enterprise's capital contribution under Contract No. 2309/2025/HĐTV/DTK-WSS dated September 23, 2025).

II/ CONTENTS AND PROCEEDINGS OF THE MEETING:

1. Results of shareholder eligibility verification and conditions for convening the Meeting:

- Based on the results of shareholder eligibility verification at the opening of the Meeting, the GMS was attended by 13 shareholders/shareholders' authorized representatives, holding and representing 678, 694,377 shares, accounting for 99,4 %

of the Corporation's total 682,767,475 voting shares. Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 (the "2020 Law on Enterprises") and the Corporation's Charter, the 2026 Extraordinary General Meeting of Shareholders of Vinacomin - Power Holding Corporation convened on 23 November 2026 was lawfully and validly convened and satisfied the conditions for conducting the Meeting.

- At the time of voting on the amendments to the draft Minutes and Resolutions, and voting on the Minutes and Resolutions of the General Meeting, one shareholder holding 102 shares was absent. Accordingly, the total number of shares entitled to vote at the General Meeting was 678,694,275.

2. Chairperson of the Meeting, Secretariat and Vote Counting Committee:

Chairperson of the Meeting: Pursuant to the 2020 Law on Enterprises and the Corporation's Charter, Mr. Pham Tuan Ngoc, Chairman of the BOD, acted as the Chairperson of the Meeting.

Secretariat and Vote Counting Committee:

To assist the Chairperson of the Meeting and conduct vote counting, the Chairperson appointed the Meeting Secretary and introduced the proposed personnel list for the Vote Counting Committee, as follows:

**** Meeting Secretariat:***

-Mr. Dang Dinh Toan - Person in charge of corporate governance and Secretary to the BOD: Head;

-Ms. Pham Thi Tho - Deputy Head of the Human Resources Department: Member.

**** Vote Counting Committee:***

-Mr. Ngo Van Dien, Deputy Head of the Legal Department: Head.

-Ms. Truong Thi Hong Lien, Deputy Head of the Human Resources Department: Member;

-Ms. Pham Thi Thuy Linh, Specialist of the Legal Department: Member.

-Ms. Nguyen Bao Quyen, Specialist of the Office: Member.

-Ms. Nguyen Thi Thanh Phuong, Specialist of the Finance and Accounting Department: Member.

The Meeting voted to approve the personnel of the Vote Counting Committee, with the following results:

Total number of voting shares at the Meeting:			*678,694,377*		*shares.*
In favor:	*678,694,377*	*shares.=*	*100*	*%*	*of total voting shares.*
Against:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*
No opinion:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*

3. Approval of the Meeting Agenda and Working Regulations:

The Meeting Organizing Committee presented the agenda, meeting contents, proposed schedule in accordance with the agenda, and the Working Regulations of the Meeting.

After the Meeting Organizing Committee presented the Agenda and Working Regulations, the Chairperson stated that all matters submitted for voting at today's Meeting would be voted on by raising voting cards.

The Meeting voted to approve the meeting agenda, with the following results:

Total number of voting shares at the Meeting:			*678,694,377*		*shares.*
In favor:	*678,694,377*	*shares.=*	*100*	*%*	*of total voting shares.*
Against:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*
No opinion:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*

The Meeting voted to approve the Working Regulations, with the following results:

Total number of voting shares at the Meeting:			*678,694,377*		*shares.*
In favor:	*678,694,377*	*shares.=*	*100*	*%*	*of total voting shares.*
Against:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*
No opinion:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*

4. Presentation of the Proposals at the Meeting:

Before proceeding to the presentation of the Proposals and reports, the Chairperson briefly informed the Meeting that the documents submitted to the Meeting had been approved by the Board of Directors, posted on the Corporation's website and disclosed on the website of the Hanoi Stock Exchange in accordance with regulations from 31 October 2026, and subsequently supplemented and corrected on 10 November 2026 and 17 November 2026, specifically:

Proposal No. 767/TTr-ĐLTKV dated 30 October 2026 regarding the approval of the restructuring of Vinacomin - Power Holding Corporation for the 2026-2030 period (Proposal No. 767);

Proposal No. 773/TTr-ĐLTKV dated 30 October 2026 on the approval of the merger plan of Nong Son Coal-Power One Member Limited Liability Company - TKV into Vinacomin - Power Holding Corporation (Proposal No. 773);

Proposal No. 764/TTr-ĐLTKV dated 29 October 2026 regarding the reversal to after-tax profit of excessive allocations to the Development Investment Fund for the 2020–2024 period and the payment of additional dividends (Proposal No. 764).

The Corporation also supplemented the Meeting documents as supporting and reference materials, including: Decision No. 690 dated 10 November 2026 on the conversion of Vinacomin - Nong Son Coal & Power Joint Stock Company into Nong

Son Coal-Power One Member Limited Liability Company - TKV; Notice No. 702 dated 5 November 2026 of the National Competition Commission regarding economic concentration; and the Enterprise Registration Certificate of Nong Son Coal-Power One Member Limited Liability Company - TKV issued on 13 November 2026 by the Department of Finance of Da Nang City.

The Meeting heard the members of the Board of Directors present the above Proposals, specifically as follows:

4.1 Proposal No. 767, including the matters submitted to the Meeting for approval, as follows:

4.1.1 Objectives:

4.1.1.1 Improve the overall operational efficiency of Vinacomin - Power Holding Corporation; maintain discipline and order; strengthen delegation of authority and decentralization; promote initiative and innovation in production and business management and operations; accelerate the application of science and technology, innovation, and effective digital transformation across all areas; ensure occupational safety and enhance employees' overall well-being; strive to meet and exceed assigned targets and tasks; and successfully achieve the objectives of "Unity - Safety - Discipline - Professionalism - Innovation - Efficiency - Sustainability."

4.1.1.2 Vinacomin - Power Holding Corporation shall continue to operate in power generation and coal production, ensuring the safe, continuous, and stable operation of its existing power plants and making effective use of available power-generation capacity. The Corporation shall also contribute to Vinacomin's coal-to-power value chain by efficiently utilizing internally sourced coal and maximizing the performance of existing power-generation equipment.

4.1.1.3 Fulfil output, revenue, and profit targets while improving the quality of the Corporation's growth. Shift from growth driven primarily by maintaining scale to growth driven by stronger governance, cost optimization, higher labor productivity, and more effective utilization of assets and investment capital.

4.1.2 Restructuring Orientations for 2026-2030:

4.1.2.1 Business Activities

4.1.2.1.1 Core business activities:

Power generation (including the management and operation of power plants under Vinacomin - Power Holding Corporation) and coal production.

4.1.2.1.2 Directly supporting activities:

Equipment repair and maintenance; technical management; safety and environmental management; materials management; production dispatching; and other activities directly supporting power generation and coal production.

4.1.2.1.3 Other activities:

Investment in the renovation, upgrading, and expansion of power-generation capacity; environmental protection; automation; digital transformation; and new

power projects in line with the policies of Vinacomin and the Corporation's capabilities; as well as research and preparatory investment for fuel conversion and renewable energy projects.

4.1.2.2 Plan for Enterprise Reorganization and Restructuring of the Management and Organizational Model of the Parent Company - Vinacomin - Power Holding Corporation and its Member Units for 2026-2030.

4.1.2.2.1 Principles of reorganization and restructuring:

Maintain a stable two-tier organizational model comprising the Parent Company - Vinacomin - Power Holding Corporation and its branches, as follows:

Parent Company - Vinacomin - Power Holding Corporation: responsible for centralized governance and management, strategic planning, and oversight of key areas.

The Corporation's branches: responsible for organizing production, operation and maintenance, plant management, and performing assigned production and business tasks.

4.1.2.2.2 Enterprise restructuring plan and management organizational model:

a) Continue to maintain the Corporation's seven (07) branches:

-Na Duong Thermal Power Company;

-Cao Ngan Thermal Power Company;

-Son Dong Thermal Power Company;

-Dong Trieu Thermal Power Company;

-Cam Pha Thermal Power Company;

-Dong Nai 5 Hydro Company;

-Na Duong II Thermal Power Plant Project Management Unit.

b) With respect to Nong Son Coal - Power Joint Stock Company:

Restructure Nong Son Coal - Power Joint Stock Company (in which the Corporation holds 88.77% of the charter capital) into a branch directly under the Parent Company - Vinacomin - Power Holding Corporation - JSC, with the aim of ensuring consistency in the organizational model and improving management efficiency and centralized governance throughout the Corporation.

c) Continue to maintain the Corporation's equity investments in the following three (03) affiliated companies:

-Hai Phong Thermal Power Joint Stock Company;

-Quang Ninh Thermal Power Joint Stock Company;

-Vinh Tan 1 Power Company Limited.

4.1.3 Assign the Corporation's Board of Directors to: (i) based on the matters approved by the GMS, direct the preparation of implementation plans and roadmaps and organize their execution; decide on specific matters or submit them to the competent authorities for decision in accordance with applicable laws and the Corporation's Charter; (ii) direct the restructuring of Vinacomin - Nong Son Coal & Power Joint Stock Company into a branch directly affiliated with the Corporation, and implement or submit related matters to the competent authorities for consideration and decision in accordance with applicable laws and the Corporation's Charter; and (iii) during implementation, should adjustments become necessary due to changes in applicable laws, requirements of competent authorities, or actual circumstances, consider and decide such adjustments within its authority; matters falling within the authority of the GMS shall be submitted by the BOD to the GMS for consideration and decision.

4.2 Proposal No. 773, including the matters submitted to the Meeting for approval, as follows:

4.2.1.1. Merger plan of Nong Son Coal-Power One Member Limited Liability Company - TKV into Vinacomin - Power Holding Corporation:

4.2.1.1.1. Company to be merged:

Company name before conversion: Vinacomin - Nong Son Coal & Power Joint Stock Company - TKV.

Company name after conversion: Nong Son Coal-Power One Member Limited Liability Company - TKV.

Address: Trung Thuong Hamlet, Nong Son Commune, Da Nang City, Vietnam.

Enterprise Registration Certificate No. 4000463735, initially issued by the Department of Planning and Investment of Quang Nam Province on 23 May 2007, with the 12th amendment issued by the Department of Finance of Da Nang City on 13 November 2026.

Charter capital: VND 140,000,000,000 (One hundred and forty billion Vietnamese dong).

Vinacomin - Nong Son Coal & Power Joint Stock Company - TKV was established under Decision No. 154/QĐ-HĐQT dated 20 January 2007 of the Board of Directors of Vietnam National Coal and Mineral Industries Holding Corporation Limited. On 26 February 2010, Vietnam National Coal and Mineral Industries Holding Corporation Limited issued Decision No. 419/QĐ-HĐQT on converting the Company into a subsidiary of Vinacomin - Power Corporation with effect from 1 January 2010.

Principal business lines:

-Coal mining, processing and trading.

-Power generation.

4.2.1.1.2. Method of merger:

After all shares have been acquired for the purpose of the merger, Vinacomin - Power Holding Corporation will own 100% of the charter capital and become the owner of Nong Son Coal-Power One Member Limited Liability Company - TKV (following the conversion of Vinacomin - Nong Son Coal & Power Joint Stock Company - TKV into a One Member limited liability company). Vinacomin - Power Holding Corporation (DTK) will merge Nong Son Coal-Power One Member Limited Liability Company - TKV (V.NSCP) by transferring all assets, rights, obligations and lawful interests of V.NSCP to DTK, while terminating the existence of V.NSCP.

4.2.1.2. Business and production plan after the merger:

The General Meeting of Shareholders approves the business and production plan of Vinacomin - Power Holding Corporation after the merger as follows:

No.	Items	2025	2026 (estimated)	2027	
				Plan (*)	% increase/decrease compared with 2026
1	Revenue (VND billion)	12.964	14.057	14117,8	100,43%
2	Profit before tax (VND billion)	712,91	726,90	717,16	98,66%
3	Profit before tax/revenue ratio	5,5%	5,17%	5,08%	98,26%
4	Profit before tax/equity ratio	10,4%	10,7%	10,5%	98,66%
5	Dividend rate on par value (**)	6%	≥ 3,5%	≥ 3,5%	0%

(*) Based on Document No. 7202/TKV-KH dated 15 October 2026 of Vietnam National Coal and Mineral Industries Group seeking comments on the 2027 coordinated business plan..

(**) The actual dividend rates from business and production results for 2026 (excluding the dividend payment of 8.8371% at the 2026 Extraordinary General Meeting of Shareholders) and 2027 shall be considered and decided by the 2027 and 2028 Annual General Meetings of Shareholders, respectively, based on the business and production results for 2026 and 2027.

4.2.1.3. Employment plan:

Vinacomin - Power Holding Corporation shall inherit all employees, rights and obligations arising from the employment relationships of Nong Son Coal-Power One Member Limited Liability Company - TKV. The Corporation shall have the right to reorganize its workforce (if necessary) and carry out all matters relating to employees in accordance with the law.

4.2.1.4. Amendments and supplements to the Corporation's Charter following the merger of V.NSCP into DTK:

4.2.1.4.1. Amend the Appendix to the Charter: transfer Vinacomin - Nong Son Coal & Power Joint Stock Company (converted into Nong Son Coal-Power One Member Limited Liability Company - TKV) from the list of subsidiaries to the list of affiliated units.

4.2.1.4.2. Update the Corporation's address in accordance with the new administrative boundaries:

Former head office address: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi, Vietnam.

New head office address: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi, Vietnam.

4.2.1.4.3. Update the names and signatures of the current members of the BOD; update information on the GMS Resolution approving the amendments to the Charter and the issuance date of the amended Charter.

4.2.1.4.4. Authorize the BOD to update the corresponding amendments and supplements to the Charter of Vinacomin - Power Holding Corporation and issue the amended Charter.

4.2.1.5. Merger Contract between Vinacomin - Power Holding Corporation and Nong Son Coal-Power One Member Limited Liability Company - TKV:

The GMS is requested to approve the contents of the Merger Contract between the two companies (as attached to the documents) and authorize the BOD to negotiate, supplement and finalize the Merger Contract in accordance with actual circumstances and relevant laws, and to direct the implementation of the contents of the Merger Contract.

4.2.1.6. Matters concerning implementation and organization:

The GMS is requested to approve the authorization for the Corporation's BOD to carry out, including but not limited to, the following tasks:

Decide on relevant matters and issue the necessary documents and materials to complete the matters mentioned above.

Establish Nong Son Coal-Power Company - TKV Branch of Vinacomin - Power Holding Corporation after the merger in accordance with regulations.

Negotiate, supplement and finalize the Merger Contract between Vinacomin - Power Holding Corporation and Nong Son Coal-Power One Member Limited Liability Company - TKV in accordance with actual circumstances and relevant laws, and direct the implementation of the Merger Contract; authorize the General Director to sign and implement the contents of the Merger Contract.

Review and amend the Charter in accordance with the matters approved by the GMS, including the Appendix to the Charter (transferring Vinacomin - Nong Son

Coal & Power Joint Stock Company - TKV, converted into Nong Son Coal-Power One Member Limited Liability Company - TKV, from the list of subsidiaries to the list of affiliated units), and issue the amended Charter.

4.3 Proposal No. 764, including the matters submitted to the Meeting for approval, as follows:

4.3.1. Reverse to after-tax profit the value of excessive allocations to the Development Investment Fund during the 2020–2024 period, in the amount of VND 26,438,539,485;

4.3.2. Pay additional dividends, funded by the remaining undistributed after-tax profits through the end of 2024 and the amount reversed to after-tax profit from excessive allocations to the Development Investment Fund during the 2020–2024 period, at a rate of 8.8371%, as detailed below:

No.	Description	Amount (VND)
1	**Total amount allocated for additional dividend payments**	**603,368,671,982**
	Of which:	
-	Remaining undistributed after-tax profits through the end of 2024	576,930,132,497
-	Amount reversed to after-tax profit from excessive allocations to the Development Investment Fund during 2020–2024	26,438,539,485
2	**Dividend payment plan**	
2.1	**Dividend rate**	**8,8371%**
2.2	**Dividends actually payable**	**603,368,445,332**
	Of which: - TKV shareholder	*598,986,149,535*
	- Other shareholders	*4,382,295,797*
3	**Difference arising from rounding the dividend rate (3 = 1 − 2.2) (*)**	**226.650**

(*) The difference of VND 226,650 arises between the total amount allocated for additional dividend payments and the total dividends actually payable at the rate of 8.8371%. This amount will be retained and continue to be recorded as undistributed after-tax profits of the Corporation.

5. Discussion and approval of the contents of the Proposals:

After hearing the presentations of the Proposals, the Chairperson invited the shareholders attending the General Meeting to express their opinions and discuss the matters submitted to the General Meeting.

The Chairperson proposed that the General Meeting consider and approve amendments to certain contents of Proposal No. 767 and Proposal No. 773, specifically as follows:

(1) Regarding Proposal No. 767: To ensure accuracy and consistency with the enterprise's name and legal status at the time of the General Meeting, as well as the wording, Clause b, Section 2.2.2 of Proposal No. 767 (corresponding to Point b,

Section 4.1.2.2.2 – Plan for enterprise restructuring and organizational management model in these Minutes) shall be amended as follows:

Original content submitted:

"Restructure Nong Son Coal - Power Joint Stock Company (in which the Corporation holds 88.77% of its charter capital)."

Amended content:

"Restructure Nong Son Coal - Power Joint Stock Company (in which the Corporation previously held 88.77% of its charter capital and which has since been converted into Nong Son Coal - Power One Member Limited Liability Company - TKV)."

(2) Regarding Proposal No. 773: Based on the consolidation of shareholders' opinions, the major shareholder, TKV, requested clarification regarding the effective date of the Corporation's Charter. Specifically, TKV proposed that *"The amendment to the Appendix listing the member units of Vinacomin - Power Holding Corporation in the Corporation's Charter shall take effect after the Corporation completes the procedures for converting Nong Son Coal - Power Joint Stock Company - TKV into a branch of the Corporation."* Accordingly, the following amendments to Proposal No. 773 were proposed:

+ Amendment to Clause 1, Section III of Proposal No. 773 (corresponding to Section 4.2.1.4.1 of these Minutes):

Original content submitted:

"Amend the Appendix to the Charter: transfer Nong Son Coal - Power Joint Stock Company - TKV (after conversion into Nong Son Coal - Power One Member Limited Liability Company - TKV) from the list of subsidiaries to the list of directly affiliated units."

Amended content:

"Amend the Appendix to the Charter: transfer Nong Son Coal - Power Joint Stock Company - TKV (after its conversion into a branch of the Corporation) from the list of subsidiaries to the list of directly affiliated units."

+ Amendment to the fourth bullet point under Clause 2, Section IV of Proposal No. 773 (corresponding to the fourth "+" bullet point in Section 4.2.1.6 of these Minutes):

Original content submitted:

"Review and amend the Charter in accordance with the contents approved by the General Meeting of Shareholders, including the Appendix to the Charter (transferring Nong Son Coal - Power Joint Stock Company - TKV (after conversion into Nong Son Coal - Power One Member Limited Liability Company - TKV) from the list of subsidiaries to the list of directly affiliated units)."

Amended content:

"Review and amend the Charter in accordance with the contents approved by the General Meeting of Shareholders, including the Appendix to the Charter (transferring Nong Son Coal - Power Joint Stock Company - TKV (after its conversion into a branch of the Corporation) from the list of subsidiaries to the list of directly affiliated units)."

After the Chairperson's remarks, no shareholders registered to speak or made any further comments at the General Meeting.

The General Meeting voted to approve the above amendments to Proposal No. 767 and Proposal No. 773, with the voting results as follows:

Total number of voting shares at the Meeting:			*678,694,377*		*shares.*
In favor:	*678,694,377*	*shares.=*	*100*	*%*	*of total voting shares.*
Against:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*
No opinion:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*

The Chairperson reiterated the voting procedures at the Meeting in accordance with the Working Regulations. The Meeting proceeded to vote on the matters submitted for voting by raising voting cards.

The Head of the Vote Counting Committee reported the detailed voting results to the Meeting as follows:

5.1. Proposal No. 767:

The General Meeting of Shareholders approved the restructuring of Vinacomin - Power Holding Corporation for the 2026–2030 period in accordance with Proposal No. 767, incorporating the amendments adopted at the General Meeting, with the voting results as follows:

Total number of voting shares at the Meeting:			*678,694,377*		*shares.*
In favor:	*678,694,377*	*shares.=*	*100*	*%*	*of total voting shares.*
Against:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*
No opinion:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*

5.2. Proposal No. 773:

The General Meeting of Shareholders approved the merger plan for Nong Son Coal - Power One Member Limited Liability Company - TKV into Vinacomin - Power Holding Corporation in accordance with Proposal No. 773, incorporating the amendments adopted at the General Meeting, with the voting results as follows:

Total number of voting shares at the Meeting:			*678,694,377*		*shares.*
In favor:	*678,694,377*	*shares.=*	*100*	*%*	*of total voting shares.*
Against:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*
No opinion:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*

5.3. Proposal No. 764:

The Meeting approved Proposal No. 764 regarding the reversal to after-tax profit of excessive allocations to the Development Investment Fund for the 2020–2024 period and the payment of additional dividends, with the following voting results:

Total number of voting shares at the Meeting:			*678,694,377*		*shares.*
In favor:	*678,694,377*	*shares.=*	*100*	*%*	*of total voting shares.*
Against:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*
No opinion:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*

6. Approval of the Minutes and Resolution of the Meeting:

The Secretary of the General Meeting read out the full text of the draft Minutes and draft Resolutions of the General Meeting, which had been revised to reflect the amendments to the Proposals approved by the General Meeting.

The Chairperson proposed that the General Meeting consider and approve amendments to certain contents of the draft Resolutions, as follows:

- ***Regarding draft Resolution No. 18:*** As the amended contents of Proposal No. 767 had been approved by the General Meeting, the corresponding contents of draft Resolution No. 18 were to be revised for consistency with the amended Proposal. Specifically, on page 3, the wording concerning the restructuring of Nong Son Coal - Power Company was to be updated to reflect the enterprise's correct name and current legal form following its conversion from a joint stock company into a One Member Limited Liability Company, in line with the amendment to Proposal No. 767 approved by the General Meeting.

Content of draft Resolution No. 18 as previously disclosed:

"Implement the restructuring of Nong Son Coal - Power Joint Stock Company (in which the Corporation holds 88.77% of its charter capital)"

Amended content:

"Implement the restructuring of Nong Son Coal - Power Joint Stock Company (in which the Corporation previously held 88.77% of its charter capital and which has since been converted into Nong Son Coal - Power One Member Limited Liability Company - TKV)."

- ***Regarding the Vietnamese version of draft Resolution No. 19:*** On page 1, Section 1.1, the word *"thông qua"* (approve) was to be inserted into the sentence *"Đại hội đồng cổ đông phương án sáp nhập..."*, so that it reads *"Đại hội đồng cổ đông thông qua phương án sáp nhập..."*, thereby ensuring completeness and accuracy of expression.

- ***Regarding draft Resolution No. 19:*** As the amended contents of Proposal No. 773 had been approved by the General Meeting, a new Section 1.4.4 was to be added to draft Resolution No. 19 for consistency with the amended Proposal, as follows:

Content of draft Resolution No. 19 as previously disclosed:

"Authorize the Board of Directors to update the corresponding amendments and supplements to the Charter of Vinacomin - Power Holding Corporation and promulgate the same."

Amended content:

"Authorize the Board of Directors to update the corresponding amendments and supplements to the Charter of Vinacomin - Power Holding Corporation and promulgate the same, with such amendments and supplements taking effect after completion of the procedures for converting V.NSCP into a branch of the Corporation.".

At the same time, the passage in the fourth "+" bullet point under Section 1.6 of draft Resolution No. 19, namely *"(transferring Vinacomin - Nong Son Coal & Power Joint Stock Company (after its conversion into Nong Son Coal - Power One Member Limited Liability Company - TKV) from the list of subsidiaries to the list of directly affiliated units)"*, was to be deleted to avoid inconsistency with the amended and supplemented Section 1.4.4 of draft Resolution No. 19.

The General Meeting voted to approve the above amendments to draft Minutes No. 18 and draft Resolutions No. 18 and 19, with the voting results as follows:

Total number of voting shares at the Meeting:			*678,694,275*		*shares.*
In favor:	*678,694,275*	*shares.=*	*100*	*%*	*of total voting shares.*
Against:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*
No opinion:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*

The General Meeting voted to approve the Minutes No. 18 and Resolutions No. 18 and 19, as amended above, with the voting results as follows:

Total number of voting shares at the Meeting:			*678,694,275*		*shares.*
In favor:	*678,694,275*	*shares.=*	*100*	*%*	*of total voting shares.*
Against:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*
No opinion:	*0*	*shares.=*	*0*	*%*	*of total voting shares.*

With 100% of votes in favor, the General Meeting of Shareholders approved the Minutes and Resolution of the Meeting.

After the Minutes and Resolutions of the General Meeting had been approved, a shareholder attending the General Meeting raised several questions on matters of interest to them. Although these questions and matters were outside the scope of the General Meeting's agenda, they were promptly addressed by the Chairperson and the Corporation's Management at the General Meeting.

7. Closing of the Meeting:

The Meeting was closed at 10 hours 45 minutes on the same day. Mr. Pham Tuan Ngoc, Chairman of the Corporation's BOD and Chairperson of the Meeting, delivered the closing remarks.

FOR AND ON BEHALF OF THE MEETING SECRETARIAT HEAD

Dang Dinh Toan

FOR AND ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS CHAIRPERSON

CHAIRMAN OF THE BOD

Pham Tuan Ngoc

VIETNAM NATIONAL COAL AND MINERAL INDUSTRIES HOLDING CORPORATION LIMITED
VINACOMIN-POWER HOLDING CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, 23 November 2026

No.: 18/NQ-DHDCD-2026

RESOLUTION
2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS VINACOMIN-POWER HOLDING CORPORATION

GENERAL MEETING OF SHAREHOLDERS VINACOMIN-POWER HOLDING CORPORATION

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented; and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises, effective from 1 July 2025;

Pursuant to the Law on Competition No. 23/2018/QH14 dated 12 June 2018;

Pursuant to the Charter on Organization and Operation of Vinacomin-Power Holding Corporation (the "DTK Charter" or the "Corporation") dated 26 December 2024;

Pursuant to the Minutes of Meeting No. 18/BB-DHDCD-2026 dated 23 November 2026 of the 2026 Extraordinary General Meeting of Shareholders of Vinacomin-Power Holding Corporation ("DHDCD");

RESOLVES:

Article 1. Restructuring of Vinacomin-Power Holding Corporation for the 2026–2030 period pursuant to Submission No. 767/TTr-DLTKV dated 30/10/2026:

The General Meeting of Shareholders approves the restructuring of Vinacomin-Power Holding Corporation for the 2026–2030 period as follows:

1.1. **Objectives**

1.1.1. Improve the overall operational efficiency of Vinacomin-Power Holding Corporation; maintain discipline and order; strengthen decentralization and delegation of authority; promote initiative and creativity in management and production and business operations; accelerate the application of science and technology, innovation and effective digital transformation in all areas; ensure safety and take good care of employees' overall well-being; strive to exceed the assigned targets and tasks; and successfully achieve the goal: "Unity - Safety - Discipline - Professionalism - Innovation - Efficiency - Sustainability."

1.1.2. Vinacomin-Power Holding Corporation shall continue to serve as an electricity and coal producer, ensuring the safe, continuous and stable operation of existing power plants and making effective use of available power generation

capacity. It shall also contribute to the Group's coal-to-power value chain through efficient use of internally sourced coal and maximization of the efficiency of existing power generation equipment.

1.1.3. Fulfil output, revenue and profit targets while improving the quality of growth of Vinacomin-Power Holding Corporation, shifting from growth primarily based on maintaining scale to growth driven by improved governance, cost optimization, higher labor productivity and more efficient use of assets and investment capital.

***1.2.* Orientations for enterprise restructuring for the 2026–2030 period**

***1.2.1.* Business areas**

1.2.1.1. Core business areas: Electricity generation (including management and operation of power plants under Vinacomin-Power Holding Corporation); coal production.

1.2.1.2. Direct support areas: Equipment repair and maintenance, technical management, safety, environment, materials, production dispatching and other activities directly supporting electricity generation and coal production.

1.2.1.3. Other areas: Investment in renovation, upgrading and expansion of power sources; environmental protection; automation; digital transformation; and new power projects in accordance with the policies of Vietnam National Coal and Mineral Industries Holding Corporation Limited (TKV) and the capacity of Vinacomin-Power Holding Corporation; research and preparatory investment for fuel conversion and renewable energy projects.

***1.2.2.* Plan for enterprise reorganization and restructuring of the management organizational model of the parent company, Vinacomin-Power Holding Corporation, and its member units for the 2026–2030 period.**

***1.2.2.1.* Principles for reorganization and restructuring**

Maintain a stable two-tier organizational model, comprising the parent-company level (Vinacomin-Power Holding Corporation) and its directly affiliated branches, as follows:

- Parent-company level – Vinacomin-Power Holding Corporation: centralized governance and management, strategic planning and control of key areas.

- Directly affiliated branches: organize production, operation, repair and plant management, and perform assigned production and business tasks.

***1.2.2.2.* Enterprise restructuring plan and management organizational model**

a) Continue to maintain the following seven branches of Vinacomin-Power Holding Corporation:

- Na Duong Thermal Power Company
- Cao Ngan Thermal Power Company
- Son Dong Thermal Power Company
- Dong Trieu Thermal Power Company

- Cam Pha Thermal Power Company
- Dong Nai 5 Hydropower Company
- Na Duong II Thermal Power Plant Project Management Board

b) With respect to Nong Son Coal-Power Joint Stock Company:

Restructure Nong Son Coal-Power Joint Stock Company (previously holding 88.77% of the charter capital, and subsequently converted into Nong Son Coal - Power One Member Limited Liability Company - TKV) into a branch directly affiliated with the parent company, Vinacomin-Power Holding Corporation, to align the organizational model and improve management effectiveness and centralized governance throughout the Corporation.

c) Continue to maintain Vinacomin-Power Holding Corporation's capital contributions in the following three associated companies:

- Hai Phong Thermal Power Joint Stock Company
- Quang Ninh Thermal Power Joint Stock Company
- Vinh Tan 1 Power Company Limited

1.3. The General Meeting of Shareholders assigns the Board of Directors of the Corporation to: (i) based on the matters approved by the General Meeting of Shareholders, direct the development of plans and roadmaps and organize implementation; decide on, or submit to the competent authority for decision, specific matters in accordance with law and the Corporation's Charter; (ii) direct the restructuring of Nong Son Coal-Power Joint Stock Company into a branch directly affiliated with the Corporation, and implement or submit related matters to the competent authority for consideration and decision in accordance with law and the Corporation's Charter; and (iii) during implementation, where adjustments are required due to changes in law, requirements of competent authorities or actual conditions, consider and decide such adjustments within its authority. For matters falling within the authority of the General Meeting of Shareholders, the Board of Directors shall report them to the General Meeting of Shareholders for consideration and decision.

Article 2. Reversal to retained earnings of excess appropriations to the Development Investment Fund during 2020–2024 and payment of additional dividends pursuant to Submission No. 764/TTr-DLTKV dated 29/10/2026:

The General Meeting of Shareholders approves the following matters under Submission No. 764/TTr-DLTKV dated 29/10/2026:

2.1. Reverse to after-tax profits the amount of excess appropriations to the Development Investment Fund during 2020–2024, totaling **VND 26,438,539,485**.

2.2. Pay additional dividends (from undistributed after-tax profits remaining through the end of 2024 and from the reversal to after-tax profits of excess appropriations to the Development Investment Fund during 2020–2024) at a rate of 8.8371%, with the details as follows:

No.	Description	Amount (VND)
1	Total additional dividend payment	603,368,671,982
-	Of which: undistributed after-tax profits	576,930,132,497

No.	Description	Amount (VND)
	through the end of 2024	
-	Reversal to after-tax profits of excess appropriations to the Development Investment Fund during 2020–2024	26,438,539,485
2	Dividend payment plan	
2.1	Dividend rate	8.8371%
2.2	Dividend payment	603,368,445,332
	Of which: TKV shareholder	598,986,149,535
	Other shareholders outside TKV	4,382,295,797
3	Difference in dividend payment due to rounding of the dividend rate (3 = 1 − 2.2) (*)	226,650

(*) The difference of VND 226,650 between the total additional dividend payment and the actual dividend payment calculated at the rate of 8.8371% shall be retained and continued to be accounted for as the Corporation's undistributed after-tax profits.

2.3. The General Meeting of Shareholders assigns the Board of Directors to direct the implementation of dividend payments in compliance with law.

Article 3. Implementation

This Resolution was approved by the 2026 Extraordinary General Meeting of Shareholders of Vinacomin-Power Holding Corporation on 23 November 2026 and takes effect from the date of approval.

Recipients:
- Corporation's shareholders (e-copy);
- Board of Directors; Supervisory Board (e-copy);
- Board of General Directors (e-copy);
- Board Secretary (for information disclosure);
- Filed: Administration, GMS records.

FOR THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING

M.S.D.N: 0104297034 - C.T.C.P - TỔNG CÔNG TY ĐIỆN LỰC TKV - CTCP - P. YÊN HOÀ - TP. HÀ NỘI

Pham Tuan Ngoc

VIETNAM NATIONAL COAL AND MINERAL INDUSTRIES HOLDING CORPORATION LIMITED
VINACOMIN-POWER HOLDING CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, 23 November 2026

No.: 19/NQ-DHDCD-2026

RESOLUTION
2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

GENERAL MEETING OF SHAREHOLDERS VINACOMIN-POWER HOLDING CORPORATION

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented; and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises, effective from 1 July 2025;

Pursuant to the Law on Competition No. 23/2018/QH14 dated 12 June 2018;

Pursuant to the Charter on Organization and Operation of Vinacomin-Power Holding Corporation (the "DTK Charter" or the "Corporation") dated 26 December 2024;

Pursuant to the Minutes of Meeting No. 18/BB-DHDCD-2026 dated 23 November 2026 of the 2026 Extraordinary General Meeting of Shareholders of Vinacomin-Power Holding Corporation;

RESOLVES:

Article 1. Merger of Nong Son Coal - Power One Member Limited Liability Company - TKV into Vinacomin-Power Holding Corporation pursuant to Submission No. 773/TTr-DLTKV dated 30/10/2026:

1.1. Merger plan for Nong Son Coal Power One-Member Limited Liability Company – TKV into Vinacomin-Power Holding Corporation

The General Meeting of Shareholders approves the merger of Nong Son Coal - Power One Member Limited Liability Company - TKV into Vinacomin-Power Holding Corporation, as follows:

1.1.1. Merged company

Company name before conversion: Vinacomin - Nong Son Coal & Power Joint Stock Company.

Company name after conversion: Nong Son Coal - Power One Member Limited Liability Company - TKV.

Address: Trung Thuong Hamlet, Nong Son Commune, Da Nang City, Vietnam.

Business Registration Certificate No. 4000463735, first issued by the Department of Planning and Investment of Quang Nam Province on 23 May 2007,

amended for the 12th time by the Department of Finance of Da Nang City on 13/11/2026.

Charter capital: VND 140,000,000,000 (one hundred forty billion Vietnamese dong).

Vinacomin - Nong Son Coal & Power Joint Stock Company was established under Decision No. 154/QD-HDQT dated 20 January 2007 of the Board of Directors of Vietnam National Coal and Mineral Industries Holding Corporation Limited. On 26 February 2010, Vietnam National Coal and Mineral Industries Holding Corporation Limited issued Decision No. 419/QD-HDQT on converting the Company into a subsidiary of Vinacomin-Power Holding Corporation with effect from 1 January 2010.

Principal business lines:

- Coal mining, processing and trading.
- Electricity generation.

1.1.2. Merger method

Following the acquisition of all shares for the purpose of the merger, Vinacomin-Power Holding Corporation will own 100% of the charter capital and become the owner of Nong Son Coal - Power One Member Limited Liability Company - TKV (converted from Vinacomin - Nong Son Coal & Power Joint Stock Company). Vinacomin-Power Holding Corporation (DTK) will merge Nong Son Coal - Power One Member Limited Liability Company - TKV (V.NSCP) by transferring all assets, rights, obligations and lawful interests of V.NSCP to DTK, while V.NSCP will cease to exist.

1.2. Production and business plan after the merger

The General Meeting of Shareholders approves the production and business plan of Vinacomin-Power Holding Corporation after the merger as follows:

No.	Indicator	2025	2026 (estimated)	2027 plan (*)	% change vs. 2026
1	Revenue (VND billion)	12,964	14,057	14,117.8	100.43%
2	Profit before tax (VND billion)	712.91	726.90	717.16	98.66%
3	Profit before tax / revenue	5.5%	5.17%	5.08%	98.26%
4	Profit before tax / equity	10.4%	10.7%	10.5%	98.66%
5	Dividend rate on par value	6%	≥ 3.5%	≥ 3.5%	0%

(*) The 2027 production and business plan figures will be finalized at the 2027 Annual General Meeting of Shareholders.

(**) The actual dividend rates from the 2026 and 2027 business results (excluding the 8.8371% dividend paid at the 2026 Extraordinary General Meeting of Shareholders) shall be considered and decided by the 2027 and 2028 Annual General Meetings of Shareholders, respectively, based on the business results for 2026 and 2027.

1.3. Labor utilization plan

Vinacomin-Power Holding Corporation shall take over all employees and all rights and obligations arising from the employment relationships of Nong Son Coal - Power One Member Limited Liability Company - TKV. The Corporation may reorganize its workforce, if necessary, and shall carry out all matters relating to employees in accordance with law.

1.4. Amendments and supplements to the Corporation's Charter following the merger of V.NSCP into DTK

1.4.1. Amend the Appendix to the Charter by transferring Vinacomin - Nong Son Coal & Power Joint Stock Company (after being converted into a Branch of the Corporation) from the list of subsidiaries to the list of directly affiliated units.

1.4.2. Update the Corporation's address to reflect the new administrative boundaries:

- Former head office address: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi, Vietnam.

- New head office address: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi, Vietnam.

1.4.3. Update the names and signatures of the current members of the Board of Directors; Update the information on the General Meeting of Shareholders' Resolution approving the amendments to the Charter and the date of issuance of the amended Charter.

1.4.4. Authorize the Board of Directors to update the corresponding amendments and supplements to the Charter of Vinacomin-Power Holding Corporation and issue the updated Charter, with effect from the time after completion of the procedures for converting V.NSCP into a Branch of the Corporation.

1.5. Merger agreement between Vinacomin-Power Holding Corporation and Nong Son Coal Power One-Member Limited Liability Company – TKV

The General Meeting of Shareholders approves the contents of the merger agreement between the two companies (as set out in the attached documents) and authorizes the Board of Directors to negotiate, supplement and finalize the merger agreement to suit actual circumstances and relevant laws, and to implement the provisions of the merger agreement.

1.6. Implementation arrangements

The General Meeting of Shareholders authorizes the Board of Directors of the Corporation to carry out, including but not limited to, the following tasks:

+ Decide on related matters and issue the documents and materials necessary to complete the matters stated above.

+ Establish Nong Son Coal - Power Company - TKV Company as a branch of Vinacomin-Power Holding Corporation following the merger in accordance with applicable regulations.

+ Negotiate, supplement and finalize the merger agreement between Vinacomin-Power Holding Corporation and Nong Son Coal Power One-Member Limited Liability Company – TKV to suit actual circumstances and relevant laws;

direct implementation of the merger agreement; and authorize the General Director to sign and implement the merger agreement.

+ Review and amend the Charter in accordance with the matters approved by the General Meeting of Shareholders, including the appendices to the Charter, and issue the amended Charter.

Article 2. Implementation

This Resolution was approved by the 2026 Extraordinary General Meeting of Shareholders of Vinacomin-Power Holding Corporation on 23 November 2026 and takes effect from the date of approval.

Recipients:
- Corporation's shareholders (e-copy);
- Board of Directors; Supervisory Board (e-copy);
- Board of General Directors (e-copy);
- Board Secretary (for information disclosure);
- Filed: Administration, GMS records.

FOR THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING

M.S.D.N: 0104297034 - C.T.C.P
TỔNG CÔNG TY ĐIỆN LỰC TKV - CTCP
P. YÊN HÒA - TP HÀ NỘI

Pham Tuan Ngoc

VIETNAM NATIONAL COAL AND MINERAL INDUSTRIES HOLDING CORPORATION LIMITED
VINACOMING – POWER HOLDING CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, 23th November 2026

MINUTES OF SHAREHOLDERS ELIGIBILITY PARTICIPATION
AT THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
VINACOMIN – POWER HOLDING CORPORATION

Today, at 8:00 a.m on November 23th , 2026, at the Head Office of Vinacomin Power Holding Corporation (5th Floor Hall, Vinacomin Building, No.3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi), the Shareholder Eligibility Verification Committee for the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Power Holding Corporation consists of:

1. Mr. Ngo Van Dien – Deputy Head of Legal Department: Head of the Comittee

2. Ms. Truong Thi Hong Lien – Deputy Head of Personel & Organisation Department: Member

3. Ms. Nguyen Bao Quyen – Officer, Administration Office: Member

4. Ms. Pham Thi Thuy Linh – Officer, Legal Department: Member

5. Ms. Nguyen Thi Thanh Phuong – Officer, Accounting and Finance Department: Member

The Committee has conducted the verification of shareholders eligibility for attending the 2026 Extraordinary General Meeting of Shareholders of Vinacomin Power Holding Corporation from 8:00 a.m. to 8:30 a.m. The results of the shareholders eligibility verification are as follows:

- The total number of shareholders of Vinacomin – Power Holding Corporation is **1,402 shareholders**, including 09 institutional shareholders and 1,393 individual shareholders.

- The total number of outstanding shares with voting rights of Vinacomin – Power Holding Corporation is **682,767,475 shares**.

- The total number of shareholders invited to attend the Extraordinary General Meeting of Shareholders is **1,402 shareholders**, representing **682,767,475 shares** (equivalent to 100% of the total voting shares).

- The total number of valid shareholders present and attending the meeting is **13 shareholders**, representing **678,694,377 shares**, accounting for **99.40%** of the total voting shares of Vinacomin – Power Holding Corporation (JSC).

Pursuant to Clause 1, Article 145 of the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the Charter on Organization and Opereation of Vinacomin – Power Holding Corporation (JSC), the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Power Holding Corporation (JSC) is duly qualified to proceed.

The list of shareholders attending the 2026 Extraordinary General Meeting of Shareholders is attached to these minutes.

These minutes are made at 8:30 a.m on the same day./.

SHAREHOLDERS ELIGIBILITY VERIFICATION COMMITTEE

MEMBERS

1. Truong Thi Hong Lien

2. Nguyen Bao Quyen

3. Pham Thi Thuy Linh

4. Nguyen Thi Thanh Phuong

HEAD OF THE COMMITTE

Ngo Van Dien

SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

Hanoi, November 23th, 2026

MINUTES OF VOTE COUNTING AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026 OF VINACOMIN – POWER HOLDING CORPORATION – JSC

Today, November 23th, 2026, we were elected by the Extraordinary General Meeting of Shareholders 2026 of Vinacomin – Power Holding Corporation – JSC to the Vote Counting Committee, comprising of:

1. Mr. Ngo Van Dien – Deputy Head of Legal Department: Head of the Committee

2. Ms. Truong Thi Hong Lien – Deputy Head of Personel & Organisation Department: Member

3. Ms. Nguyen Bao Quyen – Officer, Administration Office: Member

4. Ms. Pham Thi Thuy Linh – Officer, Legal Department: Member

5. Ms. Nguyen Thi Thanh Phuong – Officer, Finance & Accounting Deparment: Member

The Committee has conducted the vote counting for the matters included in the agenda presented at the Extraordinary General Meeting of Shareholders 2026 of Vinacomin – Power Holding Corporation – JSC, with the following results:

The number of attending shareholders: **13 shareholders** (including authorized representatives), representing **678,694,377 shares**, equivalent to **99.40%** of total voting shares. Shareholders voted on the agenda items of the Meeting, with the results as follows:

I. Voting results on the proposed amendments to Submissions No. 767 and No. 773 dated October 30, 2026

Content	Number of shares	% of attending shares	Note
In favor	**678,694,377**	**100%**	
Against	**0**	**0%**	
No opinion	**0**	**0%**	

II. Voting results on the submissions

1. Submission No. 767 dated October 30, 2026, regarding the approval of the restructuring of TKV Power Corporation - JSC for the 2026 - 2030 period, incorporating the amendments made at the Meeting

Content	Number of shares	% of attending shares	Note
In favor	**678,694,377**	**100%**	
Against	**0**	**0%**	
No opinion	**0**	**0%**	

2. Submission No. 773 dated October 30, 2026, regarding the approval of the merger plan for Nong Son Coal - Power TKV One Member Limited Liability Company into TKV Power Corporation - JSC, incorporating the amendments made at the Meeting

Content	Number of shares	% of attending shares	Note
In favor	**678,694,377**	**100%**	
Against	**0**	**0%**	
No opinion	**0**	**0%**	

3. Submission No. 764 dated October 29, 2026, regarding the reversal to after-tax profit of the amount over-appropriated to the Development Investment Fund during the 2020 - 2024 period and the payment of additional dividends.

Content	Number of shares	% of attending shares	Note
In favor	**678,694,377**	**100%**	
Against	**0**	**0%**	
No opinion	**0**	**0%**	

Accordingly, based on the above voting results and in accordance with the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, the Law No. 76/2025/QH15 dated 17 June 2025 amending and supplementing a number of articles of the Law on Enterprises, and the Charter on Organization and Operation of Vinacomin – Power Holding Corporation, the contents as stated above have been duly approved by the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Power Holding Corporation

These minutes were finalized at 9:30 a.m on the same day./.

THE VOTE COUNTING COMMITTEE

MEMBERS

1. Truong Thi Hong Lien

2. Nguyen Bao Quyen

3. Pham Thi Thuy Linh

4. Nguyen Thi Thanh Phuong

HEAD OF THE COMMITTEE

Ngo Van Dien

VIETNAM NATIONAL COAL AND MINERAL INDUSTRIES HOLDING CORPORATION LIMITED
VINACOMIN- POWER HOLDING CORPORATION

No.: 767 /TTr- DLTKV

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Hanoi, 30 October 2026

PROPOSAL
On the Approval of the Restructuring of Vinacomin - Power Holding Corporation for the 2026 - 2030 period

To: The General Meeting of Shareholders of the Corporation

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented, and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises, effective from 1 July 2025;

Pursuant to the Charter on Organization and Operation of Vinacomin - Power Holding Corporation (the "Corporation" or "ĐLTKV") dated 26 December 2024;

In order to ensure consistent implementation in line with the Corporation's governance model and to provide a basis for carrying out restructuring measures during the 2026-2030 period, the Board of Directors (the "BOD") respectfully submits the following matters to the General Meeting of Shareholders (the "GMS") for consideration and approval:

I. Restructuring of Vinacomin - Power Holding Corporation - JSC for the 2026-2030 period

1. Objectives

1.1. Improve the overall operational efficiency of Vinacomin - Power Holding Corporation; maintain discipline and order; strengthen delegation of authority and decentralization; promote initiative and innovation in production and business management and operations; accelerate the application of science and technology, innovation, and effective digital transformation across all areas; ensure occupational safety and enhance employees' overall well-being; strive to meet and exceed assigned targets and tasks; and successfully achieve the objectives of "Unity - Safety - Discipline - Professionalism - Innovation - Efficiency - Sustainability."

1.2. Vinacomin - Power Holding Corporation shall continue to operate in power generation and coal production, ensuring the safe, continuous, and stable operation of its existing power plants and making effective use of available power-generation capacity. The Corporation shall also contribute to Vinacomin's coal-to-power value chain by efficiently utilizing internally sourced coal and maximizing the performance of existing power-generation equipment.

1.3. Fulfil output, revenue, and profit targets while improving the quality of the Corporation's growth. Shift from growth driven primarily by maintaining scale to

growth driven by stronger governance, cost optimization, higher labor productivity, and more effective utilization of assets and investment capital.

2. Restructuring Orientations for 2026-2030

2.1. Business Activities

2.1.1. Core business activities:

Power generation (including the management and operation of power plants under Vinacomin - Power Holding Corporation) and coal production.

2.1.2. Directly supporting activities:

Equipment repair and maintenance; technical management; safety and environmental management; materials management; production dispatching; and other activities directly supporting power generation and coal production.

2.1.3. Other activities:

Investment in the renovation, upgrading, and expansion of power-generation capacity; environmental protection; automation; digital transformation; and new power projects in line with the policies of Vinacomin and the Corporation's capabilities; as well as research and preparatory investment for fuel conversion and renewable energy projects.

2.2. Plan for Enterprise Reorganization and Restructuring of the Management and Organizational Model of the Parent Company - Vinacomin - Power Holding Corporation and Its Member Units for 2026-2030

2.2.1. Principles of reorganization and restructuring:

Maintain a stable two-tier organizational model comprising the Parent Company - Vinacomin - Power Holding Corporation and its branches, as follows:

- Parent Company - Vinacomin - Power Holding Corporation: responsible for centralized governance and management, strategic planning, and oversight of key areas.

- The Corporation's branches: responsible for organizing production, operation and maintenance, plant management, and performing assigned production and business tasks.

2.2.2. Enterprise restructuring plan and management organizational model:

a) Continue to maintain the Corporation's seven (07) branches:

- Na Duong Thermal Power Company;
- Cao Ngan Thermal Power Company;
- Son Dong Thermal Power Company;
- Dong Trieu Thermal Power Company;
- Cam Pha Thermal Power Company;
- Dong Nai 5 Hydro Company;
- Na Duong II Thermal Power Plant Project Management Unit.

b) With respect to Nong Son Coal-Power Joint Stock Company:

Restructure Nong Son Coal-Power Joint Stock Company (in which the Corporation holds 88.77% of the charter capital) into a branch directly under the Parent Company - Vinacomin - Power Holding Corporation - JSC, with the aim of ensuring consistency in the organizational model and improving management efficiency and centralized governance throughout the Corporation.

c) Continue to maintain the Corporation's equity investments in the following three (03) affiliated companies:

- Hai Phong Thermal Power Joint Stock Company;
- Quang Ninh Thermal Power Joint Stock Company;
- Vinh Tan 1 Power Company Limited.

II. THE BOD HEREBY SUBMITS THE FOLLOWING MATTERS TO THE GMS FOR CONSIDERATION AND APPROVAL:

1. Approve the restructuring plan of Vinacomin - Power Holding Corporation for the 2026-2030 period as set out in Section I above.

2. Assign the Corporation's Board of Directors, on the basis of the matters approved by the GMS, to direct the preparation of implementation plans and roadmaps and organize their execution; and to decide on specific matters or submit them to the competent authorities for decision in accordance with applicable laws and the Corporation's Charter.

3. Assign the Corporation's Board of Directors to direct the restructuring of Nong Son Coal-Power Joint Stock Company - TKV into a branch directly affiliated with the Corporation, and to implement or submit related matters to the competent authorities for consideration and decision in accordance with applicable laws and the Corporation's Charter.

4. During implementation, should adjustments become necessary due to changes in applicable laws, requirements of competent authorities, or actual circumstances, the Board of Directors shall consider and decide such adjustments within its authority. Matters falling within the authority of the GMS shall be submitted by the Board of Directors to the GMS for consideration and decision.

The Board of Directors respectfully submits this matter to the General Meeting of Shareholders for consideration and approval.

Recipients:
- General Meeting of Shareholders of the Corporation;
- Board of Directors, Party Committee, Board of Supervisors (e-copy);
- Executive Management (e-copy);
- Trade Union, Youth Union (e-copy);
- Departments of ĐLTKV (e-copy);
- Filed: Administration, HR, Secretary to the BOD.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0104297834 - C.T.C.P
TỔNG CÔNG TY ĐIỆN LỰC TKV - CTCP
P. YÊN HÒA - TP. HÀ NỘI

Pham Tuan Ngoc

VIETNAM NATIONAL COAL AND MINERAL INDUSTRIES HOLDING CORPORATION LIMITED
VINACOMIN- POWER HOLDING CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Hanoi, 30 October 2026

No.: **773** /TTr- DLTKV

PROPOSAL
On the approval of the merger plan of Nong Son Coal - Power One Member Limited Liability Company - TKV into Vinacomin- Power Holding Corporation

To: The General Meeting of Shareholders of the Corporation

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements; and Law No. 76/2025/QH15 dated 17 June 2025 amending and supplementing a number of articles of the Law on Enterprises, effective from 1 July 2025;

Pursuant to the Law on Competition No. 23/2018/QH14 dated 12 June 2018;

Pursuant to the Charter on Organization and Operation of Vinacomin- Power Holding Corporation (the "Corporation"/"DTK") dated 26 December 2024.

To leverage and consolidate resources, restructure the operations of units within Vinacomin- Power Holding Corporation (hereinafter referred to as "DTK"), and ensure unified governance, the Board of Directors (the "BOD") respectfully submits to the General Meeting of Shareholders (the "GMS") for approval the merger plan of Nong Son Coal - Power One Member Limited Liability Company - TKV (hereinafter referred to as "V.NSCP") into DTK as follows:

I. MERGER PLAN FOR NONG SON COAL - POWER ONE MEMBER LIMITED LIABILITY COMPANY - TKV INTO DTK:

1. Merged company:

Company name before conversion: Vinacomin - Nong Son Coal & Power Joint Stock Company .

Company name after conversion: Nong Son Coal - Power One Member Limited Liability Company - TKV.

Address: Trung Thuong Hamlet, Nong Son Commune, Da Nang City, Vietnam

Business Registration Certificate No. 4000463735, first issued by the Department of Planning and Investment of Quang Nam Province on 23 May 2007, amended for the 11th time by the Department of Finance of Da Nang City on 9 July 2025. The 12th amendment will be issued by the Department of Finance of Da Nang City upon receipt of the application for conversion into Nong Son Coal - Power One Member Limited Liability Company - TKV.

Charter capital: VND 140,000,000,000 (one hundred and forty billion Vietnamese dong).

Vinacomin - Nong Son Coal & Power Joint Stock Company was established under Decision No. 154/QD-HDQT dated 20 January 2007 of the Board of Directors of Vietnam National Coal and Mineral Industries Group. On 26 February 2010, Vietnam National Coal and Mineral Industries Group issued Decision No. 419/QD-HDQT converting the Company into a subsidiary of Vinacomin - Power Holding Corporation, effective from 1 January 2010.

Principal business lines:

- Coal mining, processing and trading.
- Electricity generation.

2. Merger method:

Following the acquisition of all shares for the purpose of the merger, Vinacomin-Power Holding Corporation - JSC will hold 100% of the charter capital of, and become the owner of, Nong Son Coal - Power One Member Limited Liability Company - TKV (converted from Vinacomin - Nong Son Coal & Power Joint Stock Company). Vinacomin-Power Holding Corporation (DTK) will then merge Nong Son Coal - Power One Member Limited Liability Company - TKV (V.NSCP) into DTK by transferring all assets, rights, obligations, and legitimate interests of V.NSCP to DTK, while simultaneously terminating the existence of V.NSCP.

II. BUSINESS PLAN FOLLOWING THE MERGER

1. Business plan following the merger:

Before the acquisition and merger, Vinacomin-Power Holding Corporation held 88.77% of the shares in V.NSCP. Therefore, the business operations of V.NSCP had already been largely reflected in the Corporation's business results. Upon completion of the acquisition and merger, Vinacomin-Power Holding Corporation will continue its business operations as usual, in the same manner as before the merger. With regard to V.NSCP's power purchase agreements, the Corporation does not anticipate any difficulties in transferring the contracting party in connection with the merger.

The projected business and production plan of Vinacomin-Power Holding Corporation following the merger is as follows:

No.	Indicator	2025	2026 (estimated)	2027	
				Plan (*)	% change compared with 2026
1	Revenue (VND billion)	12,964	14,057	14,117.8	100.43%
2	Profit before tax (VND billion)	712.91	726.90	717.16	98.66%
3	Profit before tax/revenue ratio	5.5%	5.17%	5.08%	98.26%
4	Profit before tax/equity ratio	10.4%	10.7%	10.5%	98.66%
5	Dividend rate on par value (**)	6%	≥ 3,5%		

(*) Based on Document No. 7202/TKV-KH dated 15 October 2026 of Vietnam National Coal and Mineral Industries Group seeking comments on the 2027 coordinated business plan.

(**) In 2026, DTK paid a dividend of 6% of par value based on its 2025 business results. At this extraordinary GMS, shareholders will also consider approving an additional dividend payment at a proposed rate of 8.8371% of par value. This additional payment may affect the actual dividend rate for 2026 (to be considered at the 2027 annual GMS) and the dividend plan for 2027 (to be considered at the 2028 annual GMS). The actual dividend rates for 2026 and 2027 will be considered and approved by the annual GMSs in 2027 and 2028, respectively.

2. Employment plan:

To protect the rights and interests of V.NSCP's employees, all employees of Nong Son Coal - Power One Member Limited Liability Company - TKV are expected to continue working as before following the merger. DTK will succeed to all employees and all rights and obligations arising from their employment relationships. The Company may reorganize its workforce, if necessary, and take all employment-related measures in accordance with applicable law.

III. THE CORPORATION'S CHARTER FOLLOWING THE MERGER

DTK is currently a public company listed on the Hanoi Stock Exchange (HNX). Accordingly, its Charter complies with the model charter applicable to public companies.

Before acquiring V.NSCP's shares, DTK held 88.77% of V.NSCP's charter capital, while the remaining shareholders held 11.23%. DTK will acquire all of the remaining 11.23% of V.NSCP's shares. As DTK will then be the sole shareholder owning 100% of V.NSCP, Article 203 of the 2020 Law on Enterprises requires V.NSCP to convert from a joint stock company into a one-member limited liability company within 15 days from the date DTK completes the share transfer procedures.

Following the acquisition of all remaining shares and the merger of Nong Son Coal - Power One Member Limited Liability Company - TKV into DTK, the Corporation's current Charter will remain in use as it continues to comply with applicable law, except for the proposed amendments relating to the merger and the Corporation's actual operations, as follows:

1. Amend the appendix to the Charter by moving Vinacomin - Nong Son Coal & Power Joint Stock Company (which, following conversion, will become Nong Son Coal - Power One Member Limited Liability Company - TKV) from the list of subsidiaries to the list of dependent units.

2. Update the registered office address to reflect the revised administrative boundaries;

- Former registered office address: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi, Vietnam

- New registered office address: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi, Vietnam

3. Update the full names and signatures of the current members of the Board of Directors; Update the information on the General Meeting of Shareholders' Resolution approving the amendments to the Charter and the date of issuance of the amended Charter.

IV. MERGER AGREEMENT BETWEEN DTK AND NONG SON COAL - POWER ONE MEMBER LIMITED LIABILITY COMPANY - TKV:

The BOD respectfully submits the merger agreement between the two companies (as attached) to the shareholders for approval and seeks authorization for the BOD to negotiate, supplement and finalize the merger agreement in accordance with actual circumstances and applicable law. The BOD also seeks authorization for the General Director, as the legal representative of DTK, to implement the provisions of the merger agreement.

V. PROPOSALS

To ensure that the merger of V.NSCP into DTK is completed according to the expected schedule and meets current business requirements, based on the matters presented above, the BOD respectfully submits the following for approval by the GMS:

1. Approve the merger plan for V.NSCP into DTK, the post-merger business plan, the Corporation's Charter following the merger, the merger agreement, and the establishment of Nong Son Coal - Power Company - TKV Company as a branch of DTK following the merger.

2. Approve and authorize the Corporation's BOD to carry out, including but not limited to, the following tasks:

- Decide on related matters and issue the documents and materials necessary to complete the matters specified in item 1 above.

- Negotiate, supplement and finalize the merger agreement between DTK and Nong Son Coal - Power One Member Limited Liability Company - TKV in accordance with actual circumstances and applicable law, and direct implementation of the merger agreement; authorize the General Director to execute and implement the merger agreement.

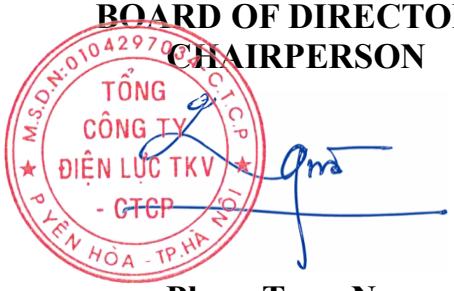
- Establish Nong Son Coal - Power Company - TKV Company as a branch of DTK following the merger in accordance with applicable regulations.

- Review and amend the Charter in accordance with the matters approved by the General Meeting of Shareholders, including the appendices to the Charter, by transferring Vinacomin - Nong Son Coal & Power Joint Stock Company (converted into Nong Son Coal - Power One Member Limited Liability Company - TKV from the list of subsidiaries to the list of directly affiliated units).

Respectfully submitted to the GMS.

Recipients:
- As above;
- Board of Directors, Party Committee, Board of Supervisors (e-copy);
- Executive Management (e-copy);
- Trade Union, Youth Union (e-copy);
- Departments of ĐLTKV (e-copy);
- Filed: Administration, HR, Secretary to the BOD.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON



Pham Tuan Ngoc

DRAFT

VINACOMIN - POWER HOLDING CORPORATION

CHARTER

ORGANIZATION AND OPERATION

VINACOMIN - POWER HOLDING CORPORATION

Hanoi, October 2026

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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER
ON ORGANIZATION AND OPERATION
Vinacomin - Power Holding Corporation

PREAMBLE

1. Vinacomin - Power Holding Corporation (hereinafter referred to as the "Corporation") was established under the Law on Enterprises and equitized under Decision No. 85/QD-TTg dated 19/01/2015 of the Prime Minister approving the equitization plan of the Parent Company - Vinacomin Power Corporation under the Vietnam National Coal - Mineral Industries Holding Corporation Limited.

2. The Charter on Organization and Operation of the Corporation is formulated on the basis of:

- The Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and documents guiding the implementation of the Law on Enterprises;
- The Law on Securities No. 54/2019/QH14 dated 26/11/2019; Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
- The model Charter applicable to public companies issued together with Circular No. 116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding corporate governance applicable to public companies.

3. This Charter was adopted by the General Meeting of Shareholders of the Corporation on 10/8/2021 and has been further amended by the Board of Directors as follows: (i) the provision on the amount of charter capital under Resolution No. 77/NQ-DLTKV dated 30/12/2021 to reflect the new charter capital in accordance with the authorization of the General Meeting of Shareholders under Resolution of the Extraordinary General Meeting of Shareholders No. 07/NQ-DHDCD-2021 dated 10/8/2021; (ii) the addition of the Na Duong II Thermal Power Plant Project Management Board - Branch of Vinacomin - Power Holding Corporation to the list of dependent units of the Corporation in the Appendix to the Charter under Resolution No. 27/NQ-DLTKV dated 24/5/2024 in accordance with the authorization of the General Meeting of Shareholders under Resolution of the Annual General Meeting of Shareholders No. 13/NQ-DHDCD-2024 dated 24/4/2024; (iii) the change of the head office address specified in Clause 6, Article 2 of the Charter under Resolution No. 72/NQ-DLTKV dated 26/12/2024 in accordance with the authorization of the General Meeting of Shareholders under Resolution of the Annual General Meeting of Shareholders No. 13/NQ-DHDCD-2024 dated 24/4/2024; (iv) As amended and supplemented pursuant to Resolution No. 19/NQ-ĐHĐCĐ-2026 dated 23/11/2026, of the Extraordinary General Meeting of Shareholders.

The appendices and documents amending the Charter (if any) shall form an integral part of this Charter.

4. This Charter is the legal basis for all activities of the Corporation. Resolutions of the General Meeting of Shareholders and the Board of Directors and regulations of the Corporation, when duly adopted in accordance with the law and this Charter, shall be binding rules and regulations for the Corporation to conduct its business activities.

Chapter I
DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of terms:

1. In this Charter, the following terms shall be construed as follows:

a) "Parent Company - Vinacomin - Power Holding Corporation" (hereinafter abbreviated as DLTKV or the Corporation) is a joint stock company operating under the Law on Enterprises and the Parent Company - Subsidiaries model in accordance with the Law.

b) "Vinacomin - Power Holding Corporation Parent Company - Subsidiaries group" means a group of companies without legal entity status, comprising:

- The Parent Company - Vinacomin - Power Holding Corporation (tier-I enterprise);
- Subsidiaries of the Parent Company - Vinacomin - Power Holding Corporation (tier-II enterprises);
- Associated companies of the Parent Company - Vinacomin - Power Holding Corporation. The Parent Company - Subsidiaries group has a maximum of 2 enterprise tiers, namely tier-I enterprises and tier-II enterprises.

c) "Dependent units" means dependently-accounted units within the structure of the Corporation organized in the form of branches or representative offices. The list of dependent units of the Corporation as at the time of issuance of this Charter is set out in the appendix to this Charter.

d) "Subsidiary" means an enterprise in which the Corporation holds the controlling right (more than 50% of the charter capital or of the total number of ordinary shares), organized in the form of a joint stock company, a single-member limited liability company, a limited liability company with two or more members, a joint venture company, or a company overseas. The list of subsidiaries of the Corporation as at the time of issuance of this Charter is set out in the appendix to this Charter.

e) "Associated company" means an enterprise in which the Corporation holds shares or contributed capital at a non-controlling level in accordance with the Law.

f) "Controlling right of the Corporation" means the right of the Corporation (in its capacity as the parent company holding controlling shares or contributed

capital, or holding the right to exploit mineral resources under an exploitation licence granted by the State, or holding the technological know-how, brand or market of the subsidiary) to make decisions on the charter, key personnel, management organization, market, business strategy, investment orientation and other important decisions of the subsidiary in accordance with the charter of the subsidiary or the agreement between the Corporation and such subsidiary.

g) "Board" means the Board of Directors of the Corporation, abbreviated as the "BOD".

h) "Business area" means the geographical scope within which the Corporation conducts its business activities, including inside and outside the territory of Vietnam.

i) "Charter capital" means the total par value of shares sold or contributed by all shareholders as specified in Article 6 of this Charter.

k) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 dated 28/6/2020 and documents guiding the implementation of the Law on Enterprises.

l) "Law on Securities" means the Law on Securities No. 54/2019/QH14 dated 20/11/2019.

m) "Date of establishment" means the date on which the Corporation was first granted the Enterprise Registration Certificate.

n) "Law" means all legal normative documents as defined in the Law on Promulgation of Legal Normative Documents.

o) "Manager of the Corporation" means the Chairman of the BOD, members of the BOD, the General Director and other individuals holding managerial positions who are authorized to enter into transactions of the Corporation on its behalf as provided in this Charter.

p) "Executive of the Corporation" means the General Director, Deputy General Directors, the Chief Accountant and other executives as provided in the Charter of the Corporation.

q) "Related person" means any individual or organization specified in Clause 23, Article 4 of the Law on Enterprises 2020 and Clause 46, Article 4 of the Law on Securities 2019.

s) "Shareholder" means any organization or individual that owns at least one share of the Corporation and whose name must be recorded in the Register of Shareholders of the Corporation.

t) "Major shareholder" means a shareholder owning 5% or more of the voting shares issued by the Corporation.

u) "Dividend" means the net profit paid on each share in cash or in other assets from the remaining profit of the Corporation after fulfilment of its financial obligations.

v) "Duration of operation" means the duration of operation of the Corporation as specified in Article 2 of this Charter and any extension thereof (if any) approved by a resolution of the General Meeting of Shareholders.

x) "Stock Exchange" means the Vietnam Exchange and its subsidiaries.

y) "Vietnam" means the Socialist Republic of Vietnam.

z) "Group" or "TKV" means the Vietnam National Coal and Mineral Industries Holding Corporation Limited.

2. Abbreviations:

- BOD: Board of Directors;
- SB: Supervisory Board;
- PC: People's Committee;
- VND: Vietnam dong;
- GMS: General Meeting of Shareholders.

3. In this Charter, any reference to any provision or document shall include any amendments thereto or documents replacing the same. Where the legal documents governing matters relating to this Charter are amended, supplemented or replaced, the relevant provisions of this Charter shall be implemented in accordance with such amended or supplemented legal documents or replacement legal documents, as applicable. The next GMS thereafter shall amend the Charter accordingly.

4. The headings (chapters and articles of this Charter) are used for convenience of understanding and shall not affect the content of this Charter.

5. Words or terms defined in the Law on Enterprises (unless inconsistent with the subject or context) shall have the same meanings in this Charter.

Chapter II

NAME, LEGAL FORM, HEAD OFFICE, REPRESENTATIVE OFFICES, BRANCHES, BUSINESS LOCATIONS, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE CORPORATION

Article 2. Name, legal form, head office, branches, representative offices, business locations and duration of operation of the Corporation:

1. Name of the Corporation:

a. Full name in Vietnamese: Tổng công ty Diện lực TKV - CTCP

b. Short name: Tổng công ty Diện lực - TKV

c. International trading name: VINACOMIN - POWER HOLDING CORPORATION

d. Abbreviated name: DLTKV

2. The Corporation has its own logo as follows:

The specific standards of the Logo shall comply with the DLTKV corporate identity system issued by the BOD.

3. The Corporation is a joint stock company with legal entity status in accordance with the prevailing laws of Vietnam.

4. The Corporation is a subsidiary of the Vietnam National Coal - Mineral Industries Holding Corporation Limited, controlled by the Group through its controlling shareholding in the Corporation and the Group's internal management regulations.

5. The Corporation is entitled to use the trademarks "TKV" and "VINACOMIN" of the Vietnam National Coal - Mineral Industries Holding Corporation Limited in its Vietnamese and English names in accordance with the Regulation on use of trademarks of the Vietnam National Coal - Mineral Industries Holding Corporation Limited and the provisions of law.

In addition to the provisions of this Charter, the Corporation shall exercise the rights and perform the obligations of a subsidiary towards the Vietnam National Coal - Mineral Industries Holding Corporation Limited in accordance with the Charter of the Group and the internal management regulations of the Group of which the Corporation is a member.

6. Head office of the Corporation

- Head office address: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi City, Vietnam.
- Telephone: (+84) 24 3516 1605
- Fax: (+84) 24 3516 1610
- Email: vp@vinacominpower.vn
- Website: http://www.dienluctkv.vn/

7. The Corporation may establish branches and representative offices within its business area to achieve its operational objectives in accordance with decisions of the BOD and within the scope permitted by law.

8. Unless terminated prior to its term as provided in Article 65 of this Charter, the duration of operation of the Corporation shall be indefinite from the date of establishment.

Article 3. Legal representative of the Corporation:

The Corporation has 01 legal representative, who is the General Director of the Corporation. The legal representative shall have the powers and obligations prescribed by the prevailing laws and the internal management regulations of the Corporation.

Chapter III
OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE CORPORATION

Article 4. Operational objectives of the Corporation:

1. The operational objectives of the Corporation are to maximize reasonable profits for the Corporation, increase returns for shareholders, contribute to the State Budget, ensure the interests of employees and continuously develop the Corporation into an ever larger and stronger enterprise.

2. The business lines of the Corporation are as follows:

No.	Business line	Code
1	Quarrying of stone, sand, gravel and clay.	0810
2	Other manufacturing n.e.c. (Details: Manufacture of unburnt building materials.)	3290
3	Management consultancy activities (Details: Management of investment projects for construction of power works).	7020
4	Architectural activities and related technical consultancy. (Details: Design of mechanical products, power plant equipment, electrical equipment, pressure equipment, steel structures and other industrial equipment.)	7110
5	Passenger rail transport.	4911
6	Freight rail transport.	4912
7	Urban and suburban passenger land transport (except by bus).	4931
8	Other passenger land transport.	4932
9	Freight transport by road.	4933
10	Inland passenger water transport.	5021
11	Inland freight water transport.	5022
12	Manufacture of refractory products.	2391
13	Manufacture of clay building materials.	2392
14	Manufacture of cement, lime and plaster.	2394
15	Manufacture of tanks, reservoirs and containers of metal.	2512
16	Manufacture of structural metal products. (Details: Fabrication and assembly of mechanical products, power plant equipment, electrical equipment, pressure equipment, steel structures and other industrial equipment.)	2511
17	Manufacture of electric motors, generators, transformers and electricity distribution and control apparatus. (Details: Power	2710

No.	Business line	Code
	plant equipment, electrical equipment, pressure equipment, steel structures and other industrial equipment.)	
18	Manufacture of other electrical equipment.	2790
19	Repair of machinery and equipment. (Details: Repair of power plant equipment, electrical equipment, pressure equipment, steel structures and other industrial equipment.)	3312
20	Repair of fabricated metal products (Details: Repair of mechanical products and steel structures.)	3311
21	Mining and agglomeration of hard coal.	0510
22	Mining and agglomeration of lignite.	0520
23	Other specialized wholesale n.e.c. Details: - Metal and non-metal waste and scrap (Except trading in imported scrap causing environmental pollution). - Wholesale of thermal power plant slag; wholesale of cement additives.	4669
24	Educational support services. (Details: Vocational skills training for power plant workers; training and upgrading skills for grade-promotion examinations of power plant workers - without issuance of certificates.)	8560
25	Other business support service activities n.e.c. (except auction activities). (Details: Import and export of goods traded by the Company (Article 28 of the Commercial Law 2005).	8299
26	Wholesale of solid, liquid and gaseous fuels and related products. (Details: Wholesale of coal, lignite, peat, charcoal, coke and related products). (Except crude oil and refined oil.)	4661
27	Electricity generation.	3511 (Main)
28	Electricity transmission and distribution. (Details: Investment in, construction, exploitation and operation of thermal power plants, hydropower plants, power plants using new energy and renewable energy, power grids and power supply systems; purchase and sale of electricity (except transmission and dispatching of the national power system.) (The enterprise does not supply goods or services under State monopoly and does not conduct commercial activities under Decree No. 94/2017/ND-CP on goods and services under State monopoly).	3512
29	Construction of water works.	4291
30	Construction of mining works.	4292

No.	Business line	Code
31	Construction of processing and manufacturing works.	4293
32	Construction of other civil engineering works. (Details: Construction of power plant works, power lines and substations, industrial works, irrigation works, seaports and infrastructure.) (The enterprise does not supply goods or services under State monopoly and does not conduct commercial activities under Decree No. 94/2017/ND-CP on goods and services under State monopoly).	4299
33	Construction of residential buildings.	4101
34	Construction of non-residential buildings.	4102
35	Construction of railway works.	4211
36	Construction of road works.	4212

Article 5. Business scope and operations of the Corporation:

The Corporation is permitted to conduct business activities in the business lines provided in this Charter which have been registered or notified as changes to registration contents with the business registration authority and published on the National Enterprise Registration Portal.

Chapter IV
CHARTER CAPITAL AND SHARES

Article 6. Charter capital and shares:

1. Charter capital:

a. The charter capital of the Corporation is VND 6,827,674,750,000 (In words: Six trillion, eight hundred and twenty-seven billion, six hundred and seventy-four million, seven hundred and fifty thousand Vietnam dong). The charter capital of the Corporation is divided into 682,767,475 shares (In words: Six hundred and eighty-two million, seven hundred and sixty-seven thousand, four hundred and seventy-five shares) with a par value of VND 10,000/share.

b. The Corporation may change its charter capital (increase or decrease the charter capital) upon approval by the GMS and in accordance with the provisions of law.

2. Shares:

a) All shares of the Corporation as at the date of adoption of this Charter are ordinary shares, including shares held by the State, except for the preferential shares additionally purchased by employees, which shall be converted into ordinary shares upon expiry of the commitment period with the Corporation. The

rights and obligations attached to ordinary shares are provided in Article 12 and Article 13 of this Charter.

Ordinary shares used as underlying assets for the issuance of non-voting depository receipts are called underlying ordinary shares. Non-voting depository receipts carry economic benefits and obligations corresponding to the underlying ordinary shares, except for voting rights.

b) The Corporation may issue preference shares of various types upon approval by the GMS and in accordance with the provisions of law.

c) Ordinary shares may not be converted into preference shares. Preference shares may be converted into ordinary shares upon approval by the GMS.

d) Offering of shares:

- Offering of shares means the Corporation increasing the number of authorized shares and selling such shares during its operation in order to increase its charter capital; the offering of shares shall be carried out in one of the forms provided in Clause 2, Article 123 of the Law on Enterprises, namely:

i) Offering of shares to existing shareholders;

ii) Public offering of shares;

iii) Private placement of shares.

- The offering of shares of the Corporation shall comply with the provisions of Articles 123, 124 and 125 of the Law on Enterprises and the provisions of the law on securities.

- Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their respective ordinary shareholdings in the Corporation, unless otherwise decided by the GMS. The number of shares not fully subscribed by shareholders shall be decided by the BOD of the Corporation. The BOD may distribute such shares to people on such terms and in such manner as the BOD deems appropriate, provided that such shares may not be sold on terms more favourable than those offered to existing shareholders, except where the shares are sold through the Stock Exchange by way of auction.

- The Corporation shall register the change of its charter capital within 10 days from the date of completion of the share offering.

e) Sale of shares:

The BOD shall decide on the timing, method and price of sale of shares. The selling price of shares must not be lower than the market price at the time of offering or the book value of the shares at the most recent time, except for the cases specified in Article 126 of the Law on Enterprises as approved by the GMS.

f) Repurchase of shares:

Under the decision of the GMS, the Corporation is entitled to repurchase up to 30% of the total number of ordinary shares sold in accordance with Article 133 of the Law on Enterprises. Shares repurchased by the Corporation in accordance

with Articles 132 and 133 of the Law on Enterprises shall be treated as unsold shares as provided in Clause 4, Article 112 of the Law on Enterprises. The Corporation shall carry out procedures to adjust its charter capital corresponding to the total par value of the shares repurchased by the Corporation within 10 days from the date of completion of payment for the repurchased shares, unless otherwise provided by the law on securities.

The Corporation is entitled to repurchase up to 30% of the total number of ordinary shares sold, and part or all of the dividend preference shares sold, in accordance with the following provisions:

f1. The BOD is entitled to decide on the repurchase of up to 10% of the total number of shares of each class sold within a period of 12 months. In other cases, the repurchase of shares shall be decided by the GMS;

f2. The BOD shall decide on the repurchase price of shares. For ordinary shares, the repurchase price must not be higher than the market price at the time of repurchase, except for the case specified in Item e3, Clause 2 of this Article. For shares of other classes, unless otherwise provided in the Charter of the Corporation or otherwise agreed between the Corporation and the relevant shareholder, the repurchase price must not be lower than the market price;

f3. The Corporation may repurchase shares from each shareholder in proportion to their shareholding in the Corporation in accordance with the following order and procedures:

(i) The decision of the Corporation to repurchase shares must be notified by a method ensuring that it reaches all shareholders within 30 days from the date such decision is adopted. The notice must include the name and head office address of the Corporation, the total number and class of shares to be repurchased, the repurchase price or the principles for determining the repurchase price, the payment procedures and time limit, and the procedures and time limit for shareholders to sell their shares to the Corporation;

(ii) A shareholder agreeing to sell back their shares must send written consent to the Corporation by a method ensuring receipt within 30 days from the date of the notice. Such consent must specify the shareholder's full name and contact address and, for an individual, their legal document number; or, for an organization, its name, enterprise identification number or legal document number, and head office address; the number of shares owned and agreed to be sold; the payment method; and the shareholder's or its legal representative's signature. The Corporation shall only repurchase shares within this time limit.

g) The Corporation may issue other types of securities upon unanimous written approval of the GMS and in accordance with the law on securities and the securities market.

h) Bond certificates or other securities certificates of the Corporation (except for offering letters, temporary certificates and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Corporation.

3. The State shareholder is entitled to further offer the State's unsold shares in the Corporation which were not fully sold under the Equitization Plan approved by the competent authority.

4. As an enterprise converted from a single-member limited liability company with 100% of its charter capital held by the State into a joint stock company, the Corporation is not required to have founding shareholders as provided in Clause 1, Article 120 of the Law on Enterprises. The names, addresses, number of shares and other details of shareholders are set out in the register of shareholders of the Corporation.

5. The maximum foreign ownership ratio in DLTKV is **35%**.

Article 7. Share certificates:

1. Shareholders of the Corporation shall be issued with share certificates corresponding to the number and class of shares owned.

2. A share certificate is a security certifying the lawful rights and interests of its owner in respect of one or more shares of the Corporation. A share certificate must contain all the particulars specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete dossier requesting the transfer of share ownership in accordance with the regulations of the Corporation, or within two months (or such longer period as may be provided in the terms of issue) from the date of full payment for the shares as provided in the share issuance plan of the Corporation, the owner of the shares shall be issued with a share certificate. The owner of the shares shall not be required to pay the Corporation the cost of printing the share certificate or any other fee.

4. Where a share certificate is lost, damaged or otherwise destroyed, the Corporation shall reissue the share certificate at the request of such shareholder. The shareholder's request must include the following:

a) Information on the share certificate that has been lost, damaged or otherwise destroyed.

b) A commitment to take responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Securities certificates and register of shareholders:

1. Bond certificates or other securities certificates of the Corporation (except for offering letters, temporary certificates and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Corporation, unless otherwise provided in the terms and conditions of issue.

2. Register of shareholders:

a) The Corporation shall prepare and maintain a register of shareholders from the date of issuance of the Enterprise Registration Certificate. The register of shareholders may be in paper form or an electronic data file recording information on the shareholdings of the shareholders of the Corporation.

b) Ordinary shareholders and other preference shareholders may be recorded in separate registers. The register of shareholders must contain the following key particulars:

- Name and head office address of the Corporation;
- Total number of authorized shares, classes of authorized shares and the number of authorized shares of each class;
- Total shares sold by class and contributed share capital;
- Full name of each shareholder arranged in alphabetical order, contact address, nationality and legal document number of the individual, for an individual shareholder; name, enterprise identification number or legal document number of the organization and head office address, for an institutional shareholder;
- Number of shares of each class held by each shareholder and the date of share registration.

c) The register of shareholders may be kept at the head office of the Corporation or at other places or organizations having the function of keeping registers of shareholders. Shareholders are entitled to inspect, look up, extract and copy the names and contact addresses of the shareholders of the Corporation in the register of shareholders.

3. Where a shareholder changes their contact address, they must promptly notify the Corporation to update the register of shareholders. The Corporation shall not be liable for any failure to contact the shareholder due to the failure to notify the Corporation of such change.

4. The Corporation shall promptly update changes of shareholders in the register of shareholders at the request of the relevant shareholders.

Article 9. Transfer of shares:

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the law on securities and the securities market.

2. Shares that have not been fully paid may not be transferred and shall not enjoy related benefits such as the right to receive dividends, voting rights, the right to receive shares issued to increase share capital from owners' equity, the right to purchase newly offered shares and other benefits as provided by law.

3. Preferential shares additionally purchased by employees under a commitment to work long-term at the joint stock company pursuant to Decree No. 59/2011/ND-CP dated 18/7/2011 may only be transferred upon expiry of the commitment period.

Where the Corporation undergoes restructuring resulting in employees having to terminate their labour contracts, resign or lose their jobs in accordance with the Labour Code before the committed term, the additionally purchased shares shall be converted into ordinary shares. Where an employee wishes to sell such shares back to the Corporation, the Corporation shall be responsible for repurchasing them at a price close to the market trading price.

Where an employee terminates their labour contract before the committed term, such employee must sell back to the Corporation all of the additionally purchased shares at a price close to the market trading price but not exceeding the purchase price at the time of equitization.

4. Transfers shall be made by contract or by trading on the securities market. In the case of transfer by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. Listed shares or shares registered for trading must be transferred through the Stock Exchange in accordance with the regulations of the State Securities Commission and the Stock Exchange. The transferor shall remain the owner of the relevant shares until the name of the transferee is registered in the register of shareholders (except where the transferor authorizes the transferee to attend a GMS held during that period as provided in the Law on Enterprises).

5. Where a shareholder dies or is declared missing by a competent state authority, the property administrator or the heir under the will/at law of the deceased or missing person shall be recognized by the Corporation as the sole person (or people) having rights to, benefiting from, or performing obligations as the holder of the shares vis-à-vis the Corporation; however, this provision shall not release the estate of the deceased or missing shareholder from any liability attached to any shares held by such person. Where the shares of a deceased or missing shareholder have no heir, or the heir refuses the inheritance or is disinherited, such shares shall be dealt with in accordance with the civil law.

6. A shareholder is entitled to donate part or all of their shares in the Corporation to other individuals or organizations, or to use shares to pay debts. Individuals or organizations receiving shares as a gift or as payment of debts shall become shareholders of the Corporation.

7. Where a shareholder transfers part of their shares, the old share certificate shall be cancelled and the Corporation shall issue new share certificates recording the number of shares transferred and the number of shares remaining.

8. Individuals or organizations receiving shares in the cases provided in this Article shall only become shareholders of the Corporation from the time their information specified in Clause 2, Article 122 of the Law on Enterprises is fully recorded in the register of shareholders of the Corporation.

9. The Corporation shall register changes of shareholders in the register of shareholders at the request of the relevant shareholder within 24 hours from receipt of the request in accordance with the Charter of the Corporation.

Article 10. Recovery of shares and payment for share subscriptions:

1. Where a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the BOD shall give notice and is entitled to require such shareholder to pay the remaining amount and to be liable, up to the total par value of the shares subscribed, for the financial obligations of the Corporation arising from such failure to pay in full.

2. The above payment notice must specify the new payment deadline (at least seven (07) days from the date of sending the notice) and the place of payment, and must clearly state that, in the event of failure to pay as required, the shares not fully paid shall be recovered.

3. The BOD is entitled to recover shares not paid in full and on time in the event that the requirements in the above notice are not complied with.

4. If, after the prescribed time limit, a shareholder has not paid or has paid only part of the shares subscribed, the following shall apply:

a) A shareholder who has not paid for the shares subscribed shall automatically cease to be a shareholder of the Corporation and may not transfer the right to purchase such shares to another person;

b) A shareholder who has paid for only part of the shares subscribed shall have voting rights, the right to receive profits and other rights corresponding to the number of shares paid; and may not transfer the right to purchase the unpaid shares to another person;

c) The unpaid shares shall be treated as unsold shares, and the BOD is entitled to recover the shares not paid in full and on time in the event that the requirements in the notice referred to in Clause 2 of this Article are not complied with, and to decide on the plan for further handling.

5. Recovered shares shall be treated as authorized shares as provided in Clause 3, Article 112 of the Law on Enterprises. The BOD may, directly or by authorization, sell, redistribute or otherwise deal with them to the former holder of the recovered shares or other people on such terms and in such manner as the BOD deems appropriate.

6. A shareholder holding recovered shares must relinquish their shareholder status in respect of such shares, but shall remain liable, up to the total par value of the shares subscribed, for the financial obligations of the Corporation arising at the time of recovery as decided by the BOD from the date of recovery until the date of payment. The BOD has full discretion to decide on the enforcement of payment of the entire value of the shares at the time of recovery or may waive or reduce part or all of such amount.

7. A notice of recovery shall be sent to the holder of the recovered shares before the time of recovery. The recovery shall remain effective even in the event of any error or negligence in sending the notice.

Chapter V

ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE

Article 11. Organizational, governance and control structure of the Corporation:

The organizational structure for management, governance and control of the Corporation comprises:

1. The GMS is the highest decision-making body of the Corporation.

2. The BOD is elected by the GMS. The BOD is the management body of the Corporation, having full authority to make decisions, exercise the rights and perform the obligations of the Corporation on its behalf, except for matters falling within the authority of the GMS.

3. The SB is elected by the GMS to supervise the BOD and the General Director in the management and administration of the Corporation, and is accountable to the GMS for the exercise of the powers and performance of the obligations of the SB.

4. The General Director is the person who manages the day-to-day business of the Corporation, is subject to the supervision of the BOD and is accountable to the BOD and before the law for the exercise of the rights and performance of the duties assigned.

5. The organizational structure of the branches and representative offices of the Corporation shall be provided in the Regulations on Organization and Operation of such units issued by the BOD of the Corporation.

Chapter VI
SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders:

1. Ordinary shareholders have the following rights:

a) To attend and speak at GMS meetings and exercise their voting rights directly or through an authorized representative, or vote via online conference, electronic voting, other electronic forms or other forms as provided in the Charter of the Corporation and the law. Each ordinary share carries one vote;

b) To receive dividends at the rate decided by the GMS;

c) To freely transfer fully paid shares in accordance with this Charter and prevailing laws, except for the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of Law;

d) To have priority in purchasing new shares in proportion to each shareholder's ordinary shareholding in the Corporation;

e) To review, look up and extract information on names and contact addresses in the list of shareholders entitled to vote, and to request the correction of their inaccurate information;

f) To review, look up and extract or copy the Charter of the Corporation, the minutes of GMS meetings and resolutions of the GMS;

g) Upon dissolution or bankruptcy of the Corporation, to receive a part of the remaining assets in proportion to their shareholding in the Corporation after the Corporation has paid its debts (including debt obligations to the State, taxes and fees);

h) To request the Corporation to repurchase their shares in the cases provided in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class confers on its holder equal rights, obligations and interests. Where the Corporation has classes of preference shares, the rights and obligations attached to such classes of preference shares must be approved by the GMS and fully disclosed to shareholders;

j) To have full access to periodic and extraordinary information disclosed by the Corporation in accordance with the Law;

k) To have their lawful rights and interests protected; to request the suspension or annulment of resolutions and decisions of the GMS and the BOD in accordance with the Law on Enterprises.

l) Other rights as provided by law and this Charter.

2. A shareholder or group of shareholders holding 05% or more of the total number of ordinary shares has the following rights:

a) To request the BOD to convene a GMS meeting in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) To review, look up and extract the minute books and resolutions and decisions of the BOD, semi-annual and annual financial statements in the forms of the Vietnamese accounting system, reports of the SB, contracts and transactions subject to approval by the BOD and other documents, except for documents relating to trade secrets and business secrets of the Corporation;

c) To request the SB to inspect specific issues relating to the management and administration of the Corporation's operations when necessary. The written request must specify: the full name, contact address, nationality and legal document number of each individual shareholder; or the name, enterprise identification number or legal document number, and head office address of each institutional shareholder; the number of shares held and registration date of each shareholder, the group's total shareholding and ownership percentage in the Corporation; and the issues to be inspected and the purpose of the inspection;

d) A shareholder may authorize a member of the BOD to represent them at the GMS;

e) To propose matters to be included in the agenda of the GMS meeting. The proposal must be made in writing and sent to the Corporation no later than three (03) working days before the opening date. The proposal must include the full name of the shareholder, contact address, nationality and legal document number of the individual, for an individual shareholder; name, enterprise identification number or legal document number of the organization and head office address, for an institutional shareholder; the number and class of shares held by such shareholder; and the matters proposed to be included in the meeting agenda;

f) Other rights as provided by the Law on Enterprises and this Charter.

3. A shareholder or group of shareholders owning 10% or more of the total number of ordinary shares is entitled to nominate candidates to the BOD and the SB. The nomination of candidates to the BOD and the SB shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates to the BOD and the SB must notify the attending shareholders of the group meeting before the opening of the GMS;

b) Based on the number of members of the BOD and the SB, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or several people, as decided by the GMS, as candidates for the BOD and the SB. Where the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the GMS, the remaining candidates shall be nominated by the BOD, the SB and other shareholders.

4. Other rights as provided by Law.

Article 13. Obligations of shareholders:

1. To pay in full and on time for the shares committed to be purchased;

2. Not to withdraw the capital contributed in ordinary shares from the Corporation in any form, except where the shares are repurchased by the Corporation or by other people. Where a shareholder withdraws part or all of the share capital contributed in contravention of this Clause, such shareholder and people with related interests in the Corporation shall be jointly liable for the debts and other property obligations of the Corporation up to the value of the shares withdrawn and any damages incurred;

3. To comply with the Charter of the Corporation and the Internal Management Regulations of the Corporation;

4. To comply with resolutions and decisions of the GMS and the BOD.

5. To keep confidential the information provided by the Corporation in accordance with the Charter of the Corporation and the law; to use the information provided only for exercising and protecting their lawful rights and interests; and it is strictly prohibited to distribute, copy or send the information provided by the Corporation to other organizations or individuals;

6. To attend GMS meetings and exercise voting rights in the following forms:

a) Attending and voting directly at the meeting;

b) Authorizing another individual or organization to attend and vote at the meeting;

c) Attending and voting via online conference, electronic voting or other electronic forms;

d) Sending voting ballots to the meeting by post, fax or email.

7. To bear personal liability when acting on behalf of the Corporation in any form to commit any of the following acts:

a) Violating the law;

b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c) Paying debts that are not yet due in the face of possible financial risks to the Corporation.

8. Major shareholders have the obligations of shareholders as provided in the Law on Enterprises and, in addition, must ensure compliance with the following obligations:

a) Major shareholders must not take advantage of their position to affect the rights and interests of the Corporation and of other shareholders in accordance with the law and the Charter of the Corporation;

b) Major shareholders are obliged to disclose information in accordance with the law.

9. To provide accurate information when registering to purchase shares;

10. To perform other obligations in accordance with the law.

Article 14. General Meeting of Shareholders:

1. The GMS comprises all shareholders with voting rights and is the highest decision-making body of the Corporation. The GMS shall hold its annual meeting once (01) a year within four (04) months from the end of the fiscal year. The BOD shall decide to extend the annual GMS meeting when necessary, but not later than 06 months from the end of the fiscal year. The annual GMS may not be held in the form of collecting written opinions. In addition to the annual meeting, the GMS may hold extraordinary meetings. The venue of the GMS meeting shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The BOD shall organize and convene the annual GMS meeting and select an appropriate venue. The annual GMS shall decide on matters as provided by law and the Charter of the Corporation, in particular approving the audited annual financial statements. Where the audit report on the annual financial statements of the Corporation contains material exceptions, an adverse audit opinion or a disclaimer of opinion, the Corporation must invite a representative of the approved audit firm that audited the financial statements of the Corporation to attend the GMS meeting of the Corporation, and such representative of the approved audit firm shall be responsible for attending the annual GMS meeting of the Corporation to explain the relevant matters.

3. The BOD must convene an extraordinary GMS meeting in the following cases:

a) The BOD considers it necessary in the interests of the Corporation;

b) The remaining number of members of the BOD or the SB is less than the minimum number of members required by law, or the number of BOD members has been reduced by more than one third (1/3) of the number provided in this Charter;

c) At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the GMS meeting must be made in writing, clearly stating the reasons and purposes of the meeting, bearing the signatures of all relevant shareholders, or the written request may be made in multiple copies to collect the signatures of all relevant shareholders;

d) At the request of the SB;

e) Other cases as provided by law and the Charter of the Corporation.

4. Convening of extraordinary GMS meetings:

a) The BOD must convene a GMS meeting within 30 days from the date on which the remaining number of BOD members, independent BOD members or SB members is as specified in Point b, Clause 3 of this Article, or from the date of receipt of a request referred to in Points c and d, Clause 3 of this Article.

b) Where the BOD fails to convene the GMS meeting as provided in Point a, Clause 4 of this Article, within the following 30 days the SB shall, in place of the BOD, convene the GMS meeting in accordance with Clause 3, Article 140 of the Law on Enterprises.

c) Where the SB fails to convene the GMS meeting as provided in Point b, Clause 4 of this Article, the shareholder or group of shareholders making the request referred to in Point c, Clause 3 of this Article is entitled to request a representative of the Corporation to convene the GMS in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the GMS may request the business registration authority to supervise the procedures for convening and conducting the meeting and adopting GMS resolutions. The Corporation shall reimburse all costs of convening and conducting the meeting, excluding shareholders' attendance expenses, including accommodation and travel.

d) The procedures for organizing the GMS meeting shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the GMS:

1. The GMS has the following rights and obligations:

a) To approve the development orientations of the Corporation;

b) To decide on the classes of shares and the total number of authorized shares of each class; to decide on the annual dividend rate for each class of shares;

c) To elect, relieve and dismiss members of the BOD and members of the SB;

d) To decide on investments or sales of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;

e) To decide on amendments and supplements to the Charter of the Corporation;

f) To approve the annual financial statements;

g) To decide on the repurchase of more than 10% of the total number of shares of each class sold;

h) To review and handle violations by members of the BOD and members of the SB causing damage to the Corporation and its shareholders;

i) To decide on the reorganization and dissolution of the Corporation;

j) To decide on the budget or the total amount of remuneration, bonuses and other benefits for the BOD and the SB;

k) To approve the Internal Regulations on Corporate Governance and the Operating Regulations of the BOD and the SB;

l) To approve the list of approved audit firms; to decide on the approved audit firm to audit the operations of the Corporation, and to dismiss the approved auditor when deemed necessary;

m) Other rights and obligations as provided by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

a) The annual business plan of the Corporation;

b) The audited annual financial statements;

c) The report of the BOD on governance and the performance of the BOD and each BOD member;

d) The report of the SB on the business results of the Corporation and the performance of the BOD and the General Director;

e) The self-assessment report on the performance of the SB and SB members;

f) The dividend rate for each share of each class;

g) The number of members of the BOD and the SB;

h) The election, relief from duty and dismissal of members of the BOD and members of the SB;

i) Decision on the budget or the total amount of remuneration, bonuses and other benefits for the BOD and the SB;

j) Approval of the list of approved audit firms; decision on the approved audit firm to audit the operations of the Corporation when deemed necessary;

k) Supplements and amendments to the Charter of the Corporation;

l) The class of shares and the number of new shares to be issued for each class of shares;

m) Division, separation, consolidation, merger or conversion of the Corporation;

n) Reorganization and dissolution (liquidation) of the Corporation and appointment of liquidators;

o) Decision on investments or sales of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;

p) Decision on the repurchase of more than 10% of the total number of shares of each class sold;

q) The Corporation entering into contracts or transactions with the people specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Corporation recorded in the most recent financial statements;

r) Approval of the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

s) Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the BOD and the Operating Regulations of the SB;

t) Other matters as provided by law and this Charter.

3. A shareholder may not vote on any resolution in the following cases:

a) Approval of the contracts or transactions specified in Point q, Clause 2 of this Article where such shareholder or a related person of such shareholder is a party to the contract or transaction;

b) The repurchase of shares from such shareholder or a related person of such shareholder, except where the repurchase of shares is made in proportion to the shareholding of all shareholders or the repurchase is made through order matching on the Stock Exchange or by public tender offer in accordance with the law.

4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the GMS.

Article 16. Authorization to attend the GMS:

1. Individual shareholders and authorized representatives of institutional shareholders may authorize one or more other individuals or organizations to attend the meeting or attend the meeting in one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. Where an institutional shareholder does not have an authorized representative as provided in Clause 4 of this Article, it may authorize another person to attend the GMS meeting. The authorized representative need not be a shareholder.

2. The appointment of an authorized representative must be made in writing in the form prescribed by the Corporation and must be signed in accordance with the following provisions:

a) Where the principal is an individual shareholder, the power of attorney must bear the signatures of such shareholder and of the individual or the legal representative of the organization authorized to attend the meeting;

b) Where the principal is an institutional shareholder, the power of attorney must bear the signatures of the authorized representative, the legal representative

of the institutional shareholder, and the individual or the legal representative of the organization authorized to attend the meeting;

c) In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the person authorized to attend the meeting;

The person authorized to attend the GMS meeting must submit the power of attorney upon registration for the meeting before entering the meeting room.

3. Where a lawyer signs the instrument appointing the representative on behalf of the principal, such appointment shall only be deemed valid if the instrument of appointment is presented together with the power of attorney granted to the lawyer or a valid copy thereof (if not previously registered with the Corporation).

4. An institutional shareholder may appoint one or more authorized representatives to exercise its shareholder rights in accordance with the law. Where multiple representatives are appointed, the number of shares and votes assigned to each must be specified. Any appointment, termination or change of an authorized representative must be promptly notified to the Corporation in writing. The notice must contain the following particulars:

a) Name, permanent address, nationality, number and date of the establishment decision or date of issuance of the Enterprise Registration Certificate of the shareholder;

b) Number of shares, class of shares and date of shareholder registration with the Corporation;

c) Full name, permanent address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the authorized representative;

d) Number of shares authorized to be represented;

e) Term of authorized representation;

f) Full name and signature of the authorized representative and of the legal representative of the shareholder.

5. Except for the case specified in Clause 3 of this Article, the vote of the person authorized to attend the meeting within the scope of authorization shall remain valid upon the occurrence of any of the following events, except where:

a) The principal has died, has limited or lost civil act capacity;

b) The principal has revoked the appointment of the proxy;

c) The principal has revoked the authorization. Where a lawyer signs the instrument appointing the representative on the principal's behalf, the instrument shall be valid only if accompanied by the power of attorney granted to the lawyer or a valid copy thereof (unless previously registered with the Corporation).

This provision shall not apply where the Corporation receives notice of any of the above events before the opening time of the GMS meeting or before the meeting is reconvened.

6. Where shares are transferred during the period from the date of completion of the list of shareholders to the opening date of the GMS meeting, the transferee is entitled to attend the GMS meeting in place of the transferor in respect of the transferred shares.

7. An authorized representative must satisfy the following criteria and conditions:

a) Having full civil act capacity;

b) Not being subject to a prohibition from establishing and managing enterprises;

c) A member or State shareholder holding more than 50% of the charter capital may not appoint the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, or biological sibling of a manager of the Corporation or of the person competent to appoint managers of the Corporation as its authorized representative at another company.

8. The responsibilities of the authorized representative of an organization or individual shall be in accordance with the Law, the Charter and the Management Regulations of the organization appointing the authorized representative, or at the request of the authorizing individual.

9. A shareholder shall be deemed to attend and vote at the GMS meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend and vote at the meeting;

c) Attending and voting online or by other electronic means;

d) Sending voting ballots to the meeting by post, fax or email.

Article 17. Change of rights:

1. Any change or cancellation of special rights attached to a class of preference shares shall take effect upon approval by shareholders representing at least 65% of the total votes of shareholders attending the meeting. A GMS resolution adversely affecting the rights and obligations of preference shareholders shall only be adopted with the approval of preference shareholders of the affected class holding at least 75% of the total shares of that class, either attending the meeting or, in the case of written opinion collection, voting in favor.

2. A meeting of holders of a class of preference shares to approve changes to the rights referred to in Clause 1 of this Article is valid only if attended by at least two (02) shareholders or their authorized representatives holding at least one-third (1/3) of the par value of the issued shares of that class. If this quorum is not met, the meeting shall be reconvened within 30 (thirty) days, and any number of holders of that class present in person or by authorized representatives, regardless of the number of shares held, shall constitute a valid quorum. Holders present in person or by authorized representatives may request a secret ballot. Each share of the same class carries equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be similar to the provisions of Article 19 and Article 20 of this Charter.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to classes of shares having preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Corporation shall not be changed when the Corporation issues additional shares of the same class.

Article 18. Convening, agenda and notice of GMS meetings:

1. The BOD shall convene annual and extraordinary GMS meetings. The BOD shall convene extraordinary GMS meetings in the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening the GMS must perform the following tasks:

a) Prepare the list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS meeting shall be prepared no earlier than 10 days before the date of sending the notice of invitation to the GMS meeting; the Corporation must disclose information on the preparation of the list of shareholders entitled to attend the GMS meeting at least 20 days before the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare the documents for the meeting in accordance with the law and the regulations of the Corporation;

d) Draft the resolution of the GMS according to the expected contents of the meeting;

e) Determine the time and venue of the meeting;

f) Give notice and send the notice of the GMS meeting to all shareholders entitled to attend;

g) Other tasks in service of the meeting.

3. The notice of the GMS meeting shall be sent to all shareholders by a method ensuring that it reaches the shareholders' contact addresses and shall simultaneously be published on the website of the Corporation and of the State Securities Commission and the Stock Exchange where the shares of the Corporation are listed. The person convening the GMS meeting must send the notice of invitation to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the GMS meeting (counted from the date on which the notice is validly sent or delivered, postage paid or placed in the mailbox). The agenda of the GMS meeting and the documents relating to the matters to be voted on at the meeting shall be sent to shareholders and/or posted on the website of the Corporation. Where the documents are not sent together with the notice of the GMS meeting, the notice of invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

a) The meeting agenda and the documents to be used at the meeting;

b) The list and detailed information of candidates in the case of election of BOD members and SB members;

c) The voting ballot;

d) The draft resolution for each matter on the meeting agenda;

e) Form of appointment of an authorized representative to attend the meeting.

4. The shareholder or group of shareholders referred to in Clause 2, Article 12 of this Charter is entitled to propose matters to be included in the agenda of the GMS meeting. The proposal must be made in writing and sent to the Corporation at least 03 (three) working days before the opening date of the GMS meeting. The proposal must include the full name of the shareholder, contact address, nationality and legal document number of the individual, for an individual shareholder; name, enterprise identification number or legal document number of the organization and head office address, for an institutional shareholder; the number and class of shares held by such shareholder; and the matters proposed to be included in the meeting agenda.

5. The person convening the GMS meeting is entitled to reject a proposal specified in Clause 4 of this Article in any of the following cases:

a) The proposal is not sent in accordance with Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as provided in Clause 2, Article 12 of this Charter;

c) The proposed matter does not fall within the scope or authority of the GMS;

d) Other cases as provided by law and this Charter.

6. The person convening the GMS meeting must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article. The proposal shall be added to the agenda and contents of the meeting if approved by the GMS.

7. The BOD or the person competent to convene the GMS meeting in the cases specified in Point b or Point c, Clause 4, Article 14 of this Charter must prepare a draft resolution for each matter on the meeting agenda.

Article 19. Conditions for conducting GMS meetings:

1. A GMS meeting shall be conducted when the attending shareholders represent at least 51% of the total number of voting shares.

2. Where the first GMS meeting fails to satisfy the conditions for being conducted as provided in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 days from the intended date of the first meeting. The second GMS meeting shall be conducted when the attending shareholders and authorized representatives represent 33% or more of the total number of voting shares.

3. Where the second GMS meeting cannot be conducted due to insufficient attendance as provided in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the intended date of the second

meeting. The third GMS meeting shall be conducted irrespective of the total number of votes of the attending shareholders.

4. Only the GMS is entitled to change the meeting agenda sent together with the notice of invitation as provided in Clause 3, Article 18 of this Charter.

Article 20. Procedures for conducting meetings and voting at the GMS:

1. Before the opening of the GMS meeting, the Corporation must carry out shareholder registration procedures and must continue the registration until all shareholders entitled to attend who are present have registered, in the following order:

a) Upon registration, each shareholder or authorized representative with voting rights shall be issued a voting card stating the registration number, shareholder's full name, authorized representative's full name (if applicable) and number of votes. The GMS shall discuss and vote on each agenda item, with votes cast for approval, disapproval or abstention. Approval cards shall be collected first, followed by disapproval cards, and the votes for and against shall then be counted. The results shall be announced by the Chairperson immediately before the meeting closes. The GMS shall elect vote counters or supervisors upon the Chairperson's proposal and determine the size of the vote-counting committee based on that proposal.

b) A shareholder, an authorized representative of an institutional shareholder, or a proxy arriving after the meeting has been opened is entitled to register immediately and thereafter is entitled to participate and vote at the meeting immediately after registration. The Chairperson is not obliged to suspend the meeting to allow late-arriving shareholders to register, and the validity of the matters previously voted on shall not be affected.

2. The election of the chairperson, secretary and vote-counting committee shall be as follows:

a) The Chairman of the BOD shall chair, or authorize another BOD member to chair, GMS meetings convened by the BOD. Where the Chairman is absent or temporarily unable to work, the remaining BOD members shall elect one of them to chair the meeting by majority rule. Where no chairperson can be elected, the Head of the SB shall preside over the GMS to elect the chairperson of the meeting from among the attendees, and the person receiving the highest number of votes shall chair the meeting;

b) Except for the case specified in Point a of this Clause, the person who signed the convening of the GMS meeting shall preside over the GMS to elect the chairperson of the meeting, and the person receiving the highest number of votes shall chair the meeting;

c) The chairperson shall appoint one or more people to act as secretary of the meeting;

d) The GMS shall elect one or more people to the vote-counting committee at the proposal of the chairperson of the meeting. The number of members of the vote-counting committee shall be decided by the GMS based on the proposal of the chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda must clearly specify the time allotted for each matter on the meeting agenda in detail.

4. The Chairperson of the meeting is entitled to take necessary and reasonable measures to conduct the GMS meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of the attendees.

a) Arranging seating at the GMS meeting venue;

b) Ensuring the safety of all people present at the meeting venues;

c) Facilitating shareholders' attendance (or continued attendance) at the meeting. The person convening the GMS meeting has full authority to change the above measures and apply all necessary measures. The measures applied may include issuing admission passes or using other alternative forms.

5. The GMS shall discuss and vote on each matter on the agenda. Voting shall be conducted by votes of approval, disapproval and abstention. The vote-counting results shall be announced by the chairperson immediately before the closing of the meeting.

6. A shareholder or proxy arriving after the meeting has been opened shall still be registered and is entitled to vote immediately after registration; in this case, the validity of the matters previously voted on shall not be affected.

7. The person convening or chairing the GMS meeting has the following rights:

a) To require all attendees to be subject to inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the GMS meeting any person who fails to comply with the chairperson's authority to conduct the meeting, deliberately disrupts order, obstructs the normal progress of the meeting or fails to comply with security inspection requirements.

8. The chairperson is entitled to postpone or suspend a GMS meeting at which the required number of registered attendees is present for a maximum of 03 working days from the intended opening date of the meeting, and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient convenient seating for all attendees;

b) The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss and vote;

c) An attendee obstructs or disrupts order, posing a risk that the meeting may not be conducted fairly and lawfully.

9. Where the chairperson postpones or suspends the GMS meeting in contravention of Clause 8 of this Article, the GMS shall elect another person from among the attendees to replace the chairperson in conducting the meeting until its conclusion; all resolutions adopted at such meeting shall be effective.

10. Where the Corporation applies modern technology to organize the GMS through an online meeting, the Corporation shall be responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for adoption of resolutions of the GMS:

1. The GMS shall adopt decisions within its authority by voting at a meeting or by collecting written opinions.

2. Resolutions of the GMS on the following matters must be adopted by voting at a GMS meeting:

a) Amendments and supplements to the Charter of the Corporation;

b) Development orientations of the Corporation (short-term and long-term development plans);

c) Classes of shares and the total number of shares of each class;

d) Election, relief from duty, dismissal and replacement of members of the BOD and the SB;

e) Decisions on investments, sales of assets of the Corporation or its branches, or purchase transactions conducted by the Corporation or its branches with a value of 35% or more of the total asset value of the Corporation recorded in the most recent audited financial statements;

f) Decisions on capital contribution to or purchase of shares of other enterprises with a total value of capital contribution or share purchase of 35% or more of the total asset value of the Corporation recorded in the most recent audited financial statements;

g) Approval of the audited annual financial statements;

h) Reorganization, dissolution or bankruptcy of the Corporation; division, separation, consolidation, merger or conversion of the Corporation.

3. Resolutions on the following matters shall be adopted when approved by 65% or more of the total votes of the shareholders with voting rights present in person or through authorized representatives at the GMS:

a) Classes of shares and the total number of shares of each class to be offered;

b) Change of business lines and business sectors;

c) Change of the organizational and management structure of the Corporation in terms of the operating model and the legal representative as provided in Article 137 of the Law on Enterprises;

d) Decisions on investments, sales of assets of the Corporation or its branches, or purchase transactions conducted by the Corporation or its branches with a value of 35% or more of the total asset value of the Corporation recorded in the most recent audited financial statements;

e) Decisions on capital contribution to or purchase of shares of other enterprises with a total value of capital contribution or share purchase of 35% or more of the total asset value of the Corporation recorded in the most recent audited financial statements;

f) Forms of reorganization, dissolution or bankruptcy of the Corporation;

g) Amendments and supplements to the Charter of the Corporation.

4. Resolutions on other matters within the authority of the GMS (except for the matters specified in Clauses 3, 5 and 7 of this Article) shall be adopted when approved by more than 50% of the total votes of the shareholders with voting rights present in person or through authorized representatives at the GMS.

5. Voting to elect members of the BOD and the SB shall be conducted by the cumulative voting method as provided in Article 42 of this Charter.

6. Resolutions and decisions of the GMS must be notified to the shareholders entitled to attend the GMS meeting within fifteen (15) days from the date of adoption or posted on the website of the Corporation.

7. A resolution of the GMS on matters adversely changing the rights and obligations of shareholders owning preference shares shall only be adopted if approved by the attending preference shareholders of the same class owning 75% or more of the total number of preference shares of that class, or approved by preference shareholders of the same class owning 75% or more of the total number of preference shares of that class in the case of adoption of a resolution by way of collecting written opinions.

8. Resolutions of the GMS adopted by 100% of the total number of voting shares shall be lawful and effective even if the order and procedures for adoption of such resolutions were not properly complied with.

Article 22. Authority and procedures for collecting written opinions of shareholders to adopt resolutions of the GMS:

1. The BOD is entitled to collect written opinions of shareholders to adopt resolutions of the GMS at any time if deemed necessary in the interests of the Corporation (except for the matters specified in Clause 2, Article 21 of this Charter, which must be voted on at a GMS meeting). Where a decision is adopted by way of collecting written opinions, the decision of the GMS shall be adopted if approved by shareholders representing more than 50% of the total votes.

2. The BOD must prepare the opinion forms, the draft resolution of the GMS and documents explaining the draft resolution. The opinion form, together with the draft resolution and explanatory documents, must be sent by a method ensuring that it reaches the registered address of each shareholder. The BOD must ensure that the documents are sent and disclosed to shareholders within a reasonable time for consideration and voting and must send them at least ten (10) days before the deadline for receipt of the opinion forms. The requirements and

methods for sending the opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. The opinion form must contain the following principal particulars:

a) Name, head office address and enterprise identification number of the Corporation;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality and legal document number of the individual, for an individual shareholder; name, enterprise identification number or legal document number of the organization and head office address, for an institutional shareholder; the number of shares of each class and the number of votes of the shareholder;

d) Matters on which opinions are sought for adoption of decisions;

e) Voting options including approval, disapproval and abstention for each matter on which opinions are sought;

f) Deadline for returning the completed opinion form to the Corporation;

g) Full name and signature of the Chairman of the BOD of the Corporation.

4. Shareholders may send completed opinion forms to the Corporation in any of the following forms:

a) By post: The completed opinion form must bear the signature of the individual shareholder, or of the authorized representative or legal representative of the institutional shareholder. The opinion form sent to the Corporation must be contained in a sealed envelope and no one is entitled to open it before the vote counting;

b) By fax or email: The opinion form must be kept confidential until the time of vote counting;

c) Opinion forms sent to the Corporation after the deadline specified in the opinion form, or which have been opened in the case of sending by post or disclosed in the case of sending by fax or email, shall be invalid. Opinion forms not returned shall be deemed as not participating in the vote.

5. The BOD shall organize the vote counting and prepare the minutes of vote counting in the presence of the SB or of shareholders not holding managerial positions in the Corporation. The minutes of vote counting must contain the following principal particulars:

a) Name, head office address and enterprise identification number;

b) Purpose of, and matters on which, opinions are sought for adoption of resolutions;

c) Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes and the method of sending votes, together with an appendix listing the shareholders who voted;

d) Total number of votes of approval, disapproval and abstention for each matter;

e) Matters adopted and the corresponding voting ratio for adoption;

f) Full names and signatures of the Chairman of the BOD, the vote counters and the vote-counting supervisors.

The members of the BOD, the vote counters and the vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting, and jointly liable for any damage arising from decisions adopted as a result of untruthful or inaccurate vote counting.

6. The minutes of vote-counting results and the resolution must be published on the website of the Corporation within 24 hours from the time of completion of the vote counting.

7. The completed opinion forms, the minutes of vote counting, the full text of the adopted resolution and the relevant documents sent together with the opinion forms must all be kept at the head office of the Corporation.

8. Resolutions and decisions adopted by collecting written opinions of shareholders shall have the same validity as resolutions and decisions adopted at a GMS meeting.

Article 23. Resolutions and minutes of GMS meetings:

1. GMS meetings must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be made in Vietnamese, may additionally be made in a foreign language, and must contain the following principal particulars:

a) Name, head office address and enterprise identification number;

b) Time and venue of the GMS meeting;

c) Agenda and contents of the meeting;

d) Full names of the chairperson and secretary;

e) Summary of the proceedings of the meeting and opinions expressed at the GMS meeting on each matter on the meeting agenda;

f) Number of shareholders and total number of votes of the attending shareholders, an appendix listing the registered attending shareholders and shareholders' representatives with their corresponding numbers of shares and votes;

g) Total number of votes for each matter voted on, clearly stating the voting method and the total numbers of valid, invalid, approving, disapproving and abstaining votes, and the corresponding percentages of the total votes of the attending shareholders;

h) Matters adopted and the corresponding percentage of votes for adoption;

i) Full names and signatures of the chairperson and secretary. Where the chairperson or secretary refuses to sign the minutes of the meeting, the minutes shall be effective if signed by all other attending members of the BOD and

containing all the particulars provided in this Clause. The minutes of the meeting shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the GMS meeting must be completed and approved before the closing of the meeting and must be published on the website of the Corporation within 24 hours from the time of closing of the meeting. The chairperson and secretary of the meeting or other people signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes and shall be responsible for arranging the archiving of the GMS minutes.

3. Minutes made in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy in content between the minutes in Vietnamese and in the foreign language, the content of the minutes in Vietnamese shall prevail.

4. The resolutions, the minutes of the GMS meeting, the appendix listing the shareholders registered to attend with their signatures, the powers of attorney for attendance, all documents attached to the minutes (if any) and the relevant documents sent together with the notice of invitation must be disclosed in accordance with the law on information disclosure on the securities market and must be kept at the head office of the Corporation.

Article 24. Request for annulment of resolutions of the GMS:

1. Within ninety (90) days from the date of receipt of the resolution or the minutes of the GMS meeting or the minutes of vote-counting results of the collection of written opinions of the GMS, a member of the BOD, a member of the SB, the General Director of the Corporation, or a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises is entitled to request a Court or an Arbitration body to review and annul the resolution or part of the resolution of the GMS in the following cases:

a) The order and procedures for convening the GMS meeting seriously violate the provisions of the Law on Enterprises and the Charter of the Corporation, except for the case specified in Clause 8, Article 21 of this Charter.

b) The order, procedures and contents of the resolution violate the law or this Charter.

2. Where a resolution of the GMS is annulled under a decision of a Court or an Arbitration body, the person who convened the annulled GMS meeting may consider reorganizing the GMS meeting within fifteen (15) days in accordance with the order and procedures provided in the Law on Enterprises and this Charter.

Chapter VII
BOARD OF DIRECTORS

Article 25. Self-nomination and nomination of BOD members:

1. Where the candidates have been identified, information relating to the BOD candidates shall be included in the GMS meeting documents and published

at least ten (10) days before the opening date of the GMS meeting on the website of the Corporation so that shareholders can learn about such candidates before voting. BOD candidates must give a written commitment to the truthfulness, accuracy and reasonableness of the published personal information and must commit to performing their duties honestly, prudently and in the best interests of the Corporation if elected as BOD members. The published information relating to BOD candidates shall include at least the following:

a) Full name and date of birth;

b) Professional qualifications;

c) Work history;

d) Other managerial positions (including positions on the boards of directors of other companies);

e) Assessment report on the candidate's contributions to the Corporation, where the candidate is currently a member of the BOD of the Corporation;

f) Interests related to the Corporation (if any);

g) Full name of the shareholder or group of shareholders nominating the candidate (if any);

h) Other information, if any.

2. Introduction and nomination to the BOD:

Shareholders are entitled to aggregate their votes to nominate candidates for the BOD. A shareholder or group of shareholders holding from 10% to under 20% of the total number of voting shares may nominate one (01) candidate; from 20% to under 50% may nominate up to two (02) candidates; from 50% to under 65% may nominate up to three (03) candidates; and 65% or more may nominate the full number of candidates.

3. Where the number of BOD candidates obtained through nomination and self-nomination is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises and the Charter of the Corporation, the incumbent BOD shall introduce additional candidates or organize nominations in accordance with a mechanism provided by the Corporation in the Charter of the Corporation, the internal regulations on corporate governance and the operating regulations of the BOD. The introduction of additional candidates by the incumbent BOD must be clearly announced before the GMS votes to elect BOD members in accordance with the law.

4. BOD members must satisfy the criteria and conditions provided in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Charter of the Corporation.

Article 26. Composition and term of office of BOD members:

1. The BOD shall consist of 05 (five) members, who shall be elected and removed by the GMS.

2. The term of office of the BOD is five (05) years. The BOD of the expiring term shall continue to operate until the new BOD is elected and takes over.

3. The term of office of a BOD member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the BOD of the Corporation for no more than 02 consecutive terms. Where a member is additionally elected or elected to replace a member who has been relieved from duty or dismissed during the term, the term of office of such member shall be the remaining period of the BOD's term. BOD members are not required to be holders of shares of the Corporation.

4. Structure of BOD members:

a) The structure of the BOD of the Corporation must ensure that at least 1/3 of the total number of BOD members are non-executive members and that there is at least 01 independent BOD member.

b) The structure of the BOD shall ensure a balance among members with knowledge and experience in law, finance and the business sectors of the Corporation, with consideration given to gender.

5. A BOD member shall cease to be a member of the BOD where relieved from duty, dismissed or replaced by the GMS in the following cases:

a) No longer qualifying as a BOD member under Article 155 of the Law on Enterprises or being prohibited by law from being a BOD member;

b) Sending a written resignation to the head office of the Corporation;

c) Losing or having limited civil act capacity;

d) Being absent from, and failing to attend, meetings of the BOD continuously for 6 months without the permission of the BOD, and the BOD has resolved that such person's position is vacant, except in cases of force majeure;

e) Being dismissed or relieved from duty as a BOD member by decision of the GMS;

f) No longer being the authorized representative of an institutional shareholder by decision of such organization;

g) Being the authorized representative of an institutional shareholder which is no longer a shareholder of the Corporation;

h) By decision of the GMS;

i) Providing false personal information when submitting to the Corporation as a BOD candidate;

j) Other cases as provided by law.

6. The BOD may appoint a new BOD member to fill a vacancy arising on the BOD, and such member must be approved at the next GMS. Upon approval by the GMS, the appointment of such new member shall be deemed effective from the date of appointment by the BOD. The term of office of the new BOD member shall run from the effective date of the appointment to the end of the BOD's term. Where the new member is not approved by the GMS, all decisions of the BOD

made prior to the GMS with the participation in voting of the replacement BOD member shall remain effective.

7. The appointment of BOD members must be disclosed in accordance with the law on securities and the securities market.

Article 27. Powers and obligations of the BOD:

1. The business activities and affairs of the Corporation shall be subject to the supervision or direction of the BOD. The BOD is the management body of the Corporation, having full authority to make decisions, exercise the rights and perform the obligations of the Corporation on its behalf, except for the rights and obligations of the GMS.

2. The rights and obligations of the BOD are provided by law, the Charter, the internal regulations of the Corporation and decisions of the GMS. Specifically, the BOD has the following powers and obligations:

a) To determine operational objectives on the basis of the strategic objectives approved by the GMS;

b) To decide on the strategies, medium-term development plans and annual business plans of the Corporation;

c) To propose the classes of shares and the total number of authorized shares of each class;

d) To decide on the sale of unsold shares within the number of authorized shares of each class; to decide on raising additional capital in other forms;

e) To propose the issuance of bonds, bonds convertible into shares and warrants entitling their holders to purchase shares at a predetermined price; to decide on the selling price of shares and bonds of the Corporation;

f) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

g) To decide on investment plans and investment projects within its authority and limits as provided by law;

h) To decide on market development, marketing and technology solutions;

i) To approve contracts and transactions entered into between the Corporation and the people specified in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% of the total asset value of the Corporation recorded in the most recent audited financial statements, except for contracts and transactions falling within the authority of the GMS. The representative of the Corporation signing the contract or transaction must notify the BOD members and SB members of the related people in respect of such contract or transaction, enclosing the draft contract or the principal contents of the transaction. The BOD shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice; BOD members having related interests shall not have voting rights.

j) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions of the Corporation or its branches with a value of 35% or more of the total asset value recorded in the most recent audited financial statements of the Corporation, except for contracts and transactions falling within the decision-making authority of the GMS as provided in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

k) To decide on contracts and transactions for borrowing, lending or sale of assets with a value equal to or less than 10% of the total asset value of the Corporation recorded in the most recent financial statements between the Corporation and a shareholder owning 51% or more of the total number of voting shares or a related person of such shareholder;

l) To decide on investments and sales of assets of the Corporation with a value of less than 35% of the total asset value of the Corporation recorded in the most recent audited financial statements;

m) To decide on capital contribution to, purchase of shares of, and transfer of shares in other enterprises with a total value of less than 35% of the total asset value of the Corporation recorded in the most recent audited financial statements;

n) To elect, relieve from duty and dismiss the Chairman of the BOD; to appoint, relieve from duty, sign contracts with and terminate contracts with the General Director and other key managers as provided in the Charter of the Corporation; to decide on the salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on their remuneration and other benefits. However, the dismissal of managerial and executive officers of the Corporation shall not prejudice the contractual rights of the dismissed people (if any).

o) To supervise and direct the General Director and other managers in the day-to-day management of the business of the Corporation;

p) To decide on the organizational structure and internal management regulations of the Corporation, and to decide on the establishment of subsidiaries, branches and representative offices and on capital contribution to and purchase of shares of other enterprises;

q) To approve the agenda and contents of documents for GMS meetings, and to convene GMS meetings or collect opinions for the GMS to adopt resolutions;

r) To submit the audited annual financial statements to the GMS;

s) To propose the dividend rate to be paid; to decide on the time limit and procedures for paying dividends or handling losses incurred in the course of business;

t) To propose the reorganization or dissolution of the Corporation; to request bankruptcy of the Corporation;

u) To decide on the issuance of the Operating Regulations of the BOD and the Internal Regulations on Corporate Governance after approval by the GMS; to decide on the issuance of the Regulations on Information Disclosure of the Corporation;

v) To be provided with information and documents on the financial position and business operations of the Corporation and of the units within the Corporation (if any)

w) Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, other provisions of law and the Charter of the Corporation.

3. The following matters must be approved by the BOD:

a) Establishment of branches or representative offices of the company; establishment of subsidiaries of the Corporation (if any);

b) Within the scope provided in Clause 2, Article 153 of the Law on Enterprises and except for the cases specified in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises which must be approved by the GMS, the BOD shall from time to time decide on the performance, amendment and cancellation of contracts of the Corporation;

c) Appointment and dismissal of people authorized by the Corporation as commercial representatives and lawyers of the Corporation;

d) Borrowings and the execution of mortgages, security interests, guarantees and indemnities of the Corporation;

e) Investments not included in the business plan and budget or exceeding the planned value; or investments exceeding 10% of the value of the annual business plan and budget;

f) Purchase or sale of shares or contributed capital of the Corporation in other companies as specified in Points d and D, Clause 2 of this Article;

4. Valuation of non-cash assets contributed to the Corporation in connection with the issuance of shares or bonds of the Corporation, including gold, land use rights, intellectual property rights, technology and technological know-how;

g) Repurchase or recovery by the Corporation of up to 10% of the shares of each class of the Corporation, including the purchase or recovery price;

h) Business matters or transactions which the BOD decides require the approval of BOD members within the scope of their powers and responsibilities;

i) Decision on the repurchase price, recovery price or selling price of shares of the Corporation.

5. The BOD must report to the GMS on its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

6. The BOD may authorize subordinate officers and managerial and executive officers to act on behalf of the Corporation, unless otherwise provided by law.

7. The BOD shall adopt decisions by voting at meetings, by collecting written opinions or in other forms. Each BOD member has one vote.

8. In performing its functions and duties, the BOD shall strictly comply with the law, the Charter of the Corporation and the decisions of the GMS. Where a decision adopted by the BOD contravenes the law or the Charter of the Corporation and causes damage to the Corporation, the BOD members who approved such decision shall be jointly and personally liable for such decision and must compensate the Corporation for the damage; members who opposed the adoption of such decision shall be exempt from liability. In this case, shareholders who have continuously owned shares of the Corporation for at least 01 (one) year are entitled to request the BOD to suspend the implementation of such decision.

Article 28. Remuneration, salaries and other benefits of BOD members:

1. The Corporation is entitled to pay remuneration and bonuses to BOD members (excluding alternate authorized representatives) based on business results and efficiency.

2. BOD members are entitled to work remuneration and bonuses.

Work remuneration shall be calculated based on the number of working days required for a BOD member to complete their duties and the daily remuneration rate. The BOD shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonuses of the BOD shall be decided by the GMS at its annual meeting.

3. The remuneration of each BOD member shall be included in the business expenses of the Corporation in accordance with the law on corporate income tax, shall be presented as a separate item in the annual financial statements of the Corporation and must be reported to the GMS at its annual meeting; the total amount paid to BOD members, including remuneration, expenses, commissions, share purchase rights and other benefits of BOD members who are representatives of contributed capital, must be disclosed in detail in the annual report of the Corporation.

4. BOD members holding executive positions (including the position of Chairman of the BOD), or BOD members serving on committees of the BOD (if any), or performing other work beyond the scope of the ordinary duties of a BOD member, may be paid additional remuneration in the form of a lump-sum fee for each occasion, salary, commission, percentage of profits or in other forms as decided by the BOD.

5. BOD members are entitled to reimbursement of all travel, accommodation and other reasonable expenses incurred in performing their responsibilities as BOD members, including expenses incurred in attending meetings of the BOD, committees of the BOD or the GMS.

6. BOD members may be provided with liability insurance purchased by the Corporation upon approval by the GMS. Such insurance shall not cover the liabilities of BOD members relating to violations of the law and the Charter of the Corporation.

Article 29. Chairman of the BOD:

1. The Chairman of the BOD shall be elected, relieved from duty and dismissed by the BOD from among the BOD members.

2. The Chairman of the BOD may not concurrently hold the position of General Director of the Corporation.

3. The Chairman of the BOD has the following rights and obligations:

a) To prepare the programs and operational plans of the BOD;

b) To prepare the agenda, contents and documents for meetings; to convene, preside over and chair BOD meetings;

c) To organize the adoption of resolutions and decisions of the BOD;

d) To supervise the implementation of resolutions and decisions of the BOD;

e) To chair GMS meetings;

f) The Chairman of the BOD shall be responsible for leading the drafting of the Operating Regulations of the BOD and assigning duties to the BOD members of the Corporation;

g) The Chairman of the BOD shall be responsible for ensuring that the BOD sends the annual financial statements, the report on the operations of the Corporation, the audit report and the inspection report of the BOD to the shareholders at the GMS;

h) Other rights and obligations as provided by the Law on Enterprises.

4. Where the Chairman of the BOD resigns or is dismissed or relieved from duty, the BOD must elect a replacement within 10 (ten) days from the date of receipt of the resignation letter or the date of relief from duty or dismissal.

5. Where the Chairman of the BOD is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the BOD in accordance with the principles provided in the Charter of the Corporation. Where there is no authorized person, or the Chairman of the BOD dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory drug rehabilitation establishment or compulsory education establishment, absconds from their place of residence, has limited or lost civil act capacity, has difficulties in cognition or behaviour control, or is prohibited by a Court from holding positions, practising certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the BOD on the principle of approval by a majority of the remaining members until a new decision of the BOD is made.

Article 30. Meetings of the BOD:

1. The Chairman of the BOD shall be elected at the first meeting of the BOD within seven (07) working days from the date of completion of the election of such BOD. This meeting shall be convened and presided over by the member receiving the highest number or highest percentage of votes. Where more than one member receives the same highest number or percentage of votes, the members shall elect by majority rule 01 person from among them to convene the BOD meeting.

2. The BOD must hold meetings at least 01 (once) every quarter and may hold extraordinary meetings.

3. The Chairman of the BOD shall convene a BOD meeting in the following cases:

a) At the proposal of the SB or an independent BOD member;

b) At the proposal of the General Director or at least 05 other managers;

c) At the proposal of at least 02 BOD members.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose and the matters to be discussed and decided within the authority of the BOD.

5. The Chairman of the BOD must convene a BOD meeting within seven (07) working days from the date of receipt of the proposal specified in Clause 3 of this Article. Where the Chairman of the BOD fails to convene a BOD meeting as proposed, the Chairman of the BOD shall be liable for any damage caused to the Corporation; the proposer is entitled to convene the BOD meeting in place of the Chairman of the BOD.

6. Notice and agenda of meetings:

a) The Chairman of the BOD or the person convening the BOD meeting must send the notice of invitation no later than five (05) working days before the meeting date; BOD members may waive the notice of invitation in writing, and such waiver may be changed or cancelled in writing by such BOD member. The notice of invitation must specify the time and venue of the meeting, the agenda and the matters to be discussed and decided. The notice of invitation must be accompanied by the documents to be used at the meeting and the members' voting ballots.

b) The notice of invitation to a BOD meeting may be sent by letter of invitation, telephone, fax or electronic means, ensuring that it reaches the contact address of each BOD member and SB member registered with the Corporation.

7. The Chairman of the BOD or the convener shall send the notice of invitation to the SB members, the General Director, the person in charge of corporate governance of the Corporation, other managerial officers or third-party experts to attend the BOD meeting; such invitees (if not members of the BOD) are entitled to attend BOD meetings and to participate in discussions but may not vote.

8. A BOD meeting is valid if attended by at least three-quarters (3/4) of the total BOD members. If the quorum is not met, a second meeting shall be convened within seven (07) days of the scheduled date of the first meeting and shall be valid if attended by more than half of the BOD members.

If such number of members is not achieved, the BOD meeting shall be reconvened for the third time on the next working day at the same venue and time, in which case the BOD meeting shall always be valid regardless of the number of attending BOD members.

9. A BOD member shall be deemed to attend and vote at a meeting in the following cases:

a) Attending and voting at the meeting;

b) Authorizing another person to attend and vote at the meeting in accordance with Clause 11 of this Article;

c) Attending and voting via online conference, electronic voting or other electronic forms;

d) Sending the voting ballot by other means as provided in the Charter of the Corporation.

10. Where the voting ballot is sent to the meeting by post, it must be contained in a sealed envelope and must be delivered to the Chairman of the BOD no later than 01 hour before the opening. Voting ballots shall only be opened in the presence of all attendees.

11. Members must attend all BOD meetings. A member may authorize another person to attend and vote at the meeting if approved by a majority of BOD members.

12. Voting:

a) Except for the case specified in Point b, Clause 12 of this Article, each BOD member or authorized person present in person at a BOD meeting shall have one (01) vote;

b) A BOD member may not vote on contracts, transactions or proposals in which such member or a related person of such member has an interest and such interest conflicts or may conflict with the interests of the Corporation. A BOD member shall not be counted towards the quorum required to hold a BOD meeting on decisions on which such member does not have voting rights;

c) In accordance with Point d, Clause 12 of this Article, where an issue arises at a BOD meeting relating to the extent of interest of a BOD member or to the voting rights of a member, and such issue is not resolved by the voluntary waiver of voting rights by such BOD member, such issue shall be referred to the Chairperson of the meeting, and the ruling of the Chairperson in respect of all other BOD members shall be final, unless the nature or extent of the interest of the relevant BOD member has not been fully disclosed;

d) A BOD member benefiting from a contract specified in Clause 1, Article 167 of the Law on Enterprises shall be deemed to have a material interest in such contract;

e) SB members and the General Director of the company who are not BOD members are entitled to attend BOD meetings and to participate in discussions but may not vote.

13. Adoption of resolutions and decisions at BOD meetings:

a) Resolutions and decisions of the BOD shall be adopted if approved by a majority of the attending members (more than 50%); in the event of a tie, the final decision shall rest with the side supported by the Chairman of the BOD.

b) A resolution in the form of collecting written opinions shall be adopted on the basis of the approval of a majority of BOD members with voting rights. Such a resolution shall have the same effect and validity as a resolution adopted by the BOD members at a meeting duly convened and held.

14. Disclosure of interests:

A BOD member who directly or indirectly benefits from a contract or transaction which has been entered into or is proposed to be entered into with the Corporation and who is aware of having an interest therein shall disclose the nature and content of such interest at the meeting at which the BOD first considers the entry into such contract or transaction. Where a BOD member is unaware that they or their related people have an interest at the time the contract or transaction is entered into with the Corporation, such BOD member must disclose the related interests at the first BOD meeting held after such member becomes aware that they have or will have an interest in the above transaction or contract.

15. Online meetings or other forms:

BOD meetings may be held in the form of an online conference among the BOD members when all or some of the members are at different locations, provided that each participating member is able to:

a) Hear each other participating BOD member speak at the meeting;

b) Speak to all other attending members simultaneously.

Discussions and exchanges among members may be conducted directly by telephone or by other means of communication (whether such means are in use at the time of adoption of the Charter or thereafter) or by a combination of all such means. Under this Charter, a BOD member participating in such a meeting shall be deemed to be “present” at that meeting. The venue of a meeting held in accordance with this provision shall be the place where the largest group of BOD members is assembled or, if there is no such group, the place where the Chairperson of the meeting is present.

Decisions adopted at a telephone meeting duly organized and conducted shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures on the minutes of all BOD members attending such meeting.

16. Minutes of BOD meetings:

The Chairman of the BOD shall be responsible for sending the minutes of BOD meetings to the BOD members, and such minutes shall be deemed conclusive evidence of the business conducted at such meetings unless an objection to the contents of the minutes is raised within ten (10) days from the date of dispatch. The minutes of BOD meetings shall be made in Vietnamese or English, contain the principal particulars under Article 158 of the Law on Enterprises and must bear the signatures of all BOD members attending the meeting and the minute-taker. BOD meetings may be audio-recorded, recorded and stored in other electronic forms.

17. Invited observers:

The person in charge of corporate governance (Secretary) of the company, the Executive Director, SB members, other executive officers (if not BOD members) and third-party experts may attend BOD meetings at the invitation of the BOD but may not vote unless they themselves have voting rights as BOD members.

Article 31. Committees of the BOD:

1. The BOD shall provide in detail for the establishment of committees, the responsibilities of each committee and the responsibilities of each committee member; specifically, the BOD may establish committees under it in charge of development policy, personnel, remuneration, internal control and risk management. A committee shall have at least three (03) members, including BOD members and external members as decided by the BOD. Independent BOD members/non-executive BOD members shall constitute the majority of a committee, and one of them shall be appointed as Head of the committee by decision of the BOD. The operations of committees must comply with the regulations of the BOD. Resolutions of a committee shall only be effective when attended and approved by a majority of the committee members who are BOD members at the committee meeting.

2. The implementation of decisions of the BOD, of committees under the BOD, or of people acting as members of BOD committees must comply with prevailing laws and the provisions of the Charter of the Corporation and the Internal Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance of the Corporation:

1. The BOD must appoint at least one (01) person as the Person in charge of corporate governance of the Corporation to support the effective conduct of corporate governance of the Corporation. The Person in charge of corporate governance may concurrently act as the Corporate Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises. The term of office of the Person in charge of corporate governance shall be decided by the BOD, up to a maximum of five (05) years.

2. The Person in charge of corporate governance of the Corporation must satisfy the following criteria:

a) Having knowledge of the Law;

b) Not concurrently working for the independent audit firm auditing the financial statements of the Corporation;

c) Having a good understanding of the business operations and internal governance of the Corporation; being capable of synthesis and proficient in information technology and office equipment;

d) Other criteria as provided by the Law, this Charter and decisions of the BOD.

3. The BOD may dismiss the Person in charge of corporate governance of the Corporation when necessary, but not in contravention of prevailing labour laws.

4. The Person in charge of corporate governance of the Corporation has the following rights and obligations:

a) To advise the BOD on organizing GMS meetings in accordance with regulations and on related matters between the Corporation and shareholders;

b) To prepare meetings of the BOD, the SB and the GMS at the request of the BOD or the SB;

c) To advise on meeting procedures;

d) To attend meetings;

e) To advise on procedures for preparing resolutions of the BOD in accordance with the law;

f) To provide financial information, copies of BOD meeting minutes and other information to BOD members and SB members;

g) To monitor and report to the BOD and the SB on the information disclosure activities of the Corporation;

h) To keep information confidential in accordance with the Law and the Charter of the Corporation;

i) To receive remuneration (allowances) in accordance with the Internal Management Regulations of the Corporation and/or decisions of the BOD;

j) Other rights and obligations as provided by law and the Charter of the Corporation.

Chapter VIII
GENERAL DIRECTOR AND EXECUTIVES OF THE CORPORATION

Article 33. Organization of the management apparatus:

The Corporation shall establish and promulgate a management system ensuring that the management apparatus is accountable to the BOD and subject to the supervision and direction of the BOD in the day-to-day business of the Corporation. The Corporation has a General Director, a number of Deputy General Directors, a Chief Accountant and other executive positions appointed and relieved from duty by the BOD in accordance with the management regulations of the

Corporation. The appointment and relief from duty of the above positions must be made by a duly adopted resolution of the BOD. The General Director and Deputy General Directors may concurrently be members of the BOD.

1. Deputy General Directors shall assist the General Director of the Corporation as assigned and authorized by the General Director, and shall be accountable to the General Director and before the law for the duties assigned or authorized.

2. The Chief Accountant shall be responsible for organizing the financial accounting work of the Corporation; assisting the General Director in financial supervision and in maximizing the financial resources of the Corporation in accordance with the law on finance and accounting; shall have the powers and obligations provided by the law on finance and accounting; and shall be accountable to the General Director and before the law for the duties assigned or authorized. The criteria for the Chief Accountant shall be as provided in the Law on Accounting, the provisions of law and the Charter of the Corporation.

3. The support apparatus comprises the Office and specialized and functional departments, which advise and assist the BOD and the General Director in the management and administration of the Corporation as well as in exercising the functions, duties and powers of the owner, shareholder, capital-contributing member or joint venture party in respect of other enterprises. The organizational structure and the functions, duties and powers of the support apparatus shall be decided by the General Director upon approval by the BOD.

Article 34. Executives of the Corporation:

1. The executives of the Corporation include the General Director, Deputy General Directors and the Chief Accountant.

2. At the proposal of the General Director and with the approval of the BOD, the Corporation is entitled to recruit and employ other executive officers in such number and with such qualifications as are appropriate to the management structure and mechanism of the Corporation as provided by the BOD. Executive officers must exercise the diligence necessary for the operations and organization of the Corporation to achieve the set objectives.

3. The salary, remuneration, benefits and policies of the General Director shall be decided by the BOD.

4. The salaries, remuneration, benefits and other terms of the labour contracts of other executive officers shall be decided by the BOD on the basis of the proposal of the General Director.

5. The salaries of the General Director and other executive officers of the Corporation shall be included in the business expenses of the Corporation in accordance with the law on corporate income tax, must be presented as a separate item in the annual financial statements of the Corporation, and must be reported to the annual GMS.

Article 35. Appointment, dismissal, duties and powers of the General Director:

1. Appointment:

The BOD shall appoint a member of the BOD or another person as General Director and shall sign a contract specifying the salary, remuneration, benefits and other relevant terms. Information on the salary, remuneration and other benefits of the General Director must be reported at the annual GMS and stated in the annual report of the Corporation.

2. The General Director is the person who manages the day-to-day business of the Corporation, is subject to the supervision of the BOD, and is accountable to the BOD and before the law for the exercise of the rights and performance of the obligations assigned.

3. Term of office:

The term of office of the General Director shall not exceed 05 years, unless otherwise provided by the BOD, and the General Director may be reappointed. The appointment may cease to be effective in accordance with the provisions of the labour contract (if any).

4. Criteria:

a) The General Director must satisfy the criteria under Article 64 of the Law on Enterprises and may not be a person prohibited by law from holding this position, namely minors, people lacking legal capacity, people who have been sentenced to imprisonment, people serving a prison sentence, members of the armed forces, state officials and civil servants, and people who have been adjudged to have caused the bankruptcy of a company they previously led.

b) Other criteria as provided by law.

5. Powers and duties:

a) To implement resolutions and decisions of the BOD and the GMS; to organize the implementation of the business plans and investment plans of the Corporation approved by the BOD and the GMS;

b) To decide on all matters relating to the day-to-day business of the Corporation within their authority or matters not requiring approval, resolutions or decisions of the BOD; to sign, on behalf of the Corporation, financial and commercial contracts and transactions within their authority or contracts and transactions approved by the BOD or the GMS in accordance with this Charter;

c) To propose plans on the organizational structure and internal management regulations of the company;

d) To propose that the BOD decide on the appointment, relief from duty, removal from office, signing or termination of contracts, commendation, discipline and retirement of, and decide on the salary levels of, the Deputy General Directors and the Chief Accountant of the Corporation; to submit to the BOD for approval

the appointment of Directors of dependent units, Heads of Departments of the Corporation and other positions in accordance with the regulations on personnel management; to propose the appointment and dismissal of representatives managing the capital of the Corporation invested in other enterprises;

e) To consult the BOD in deciding on the number of employees of the Corporation; to recruit employees, enter into labour contracts and arrange the deployment of employees; to decide on the appointment, relief from duty, removal from office, commendation, discipline, salary grading and retirement of managerial positions, officers and employees of the Corporation who are not subject to approval by the BOD (for positions requiring approval of the BOD, decisions may only be made after reporting to and obtaining approval from the BOD);

f) To propose plans for paying dividends or handling business losses; to propose measures to improve the operations and management of the Corporation;

g) To propose that the BOD decide on the establishment, reorganization and dissolution of subsidiaries, branches and representative offices of the Corporation, and on capital contribution to and purchase of shares of other enterprises; to propose the approval of the internal management regulations of the Corporation; to propose the approval of proposals for the reorganization, division, separation, merger, consolidation, dissolution or request for bankruptcy of the Corporation; to propose the internal regulations on corporate governance for approval by the GMS within its authority;

h) To prepare draft development strategies, short-term and medium-term development plans, annual business plans, investment projects and internal management regulations of the Corporation for submission to the BOD;

i) To prepare long-term, annual and quarterly budgets of the Corporation (hereinafter referred to as budgets) for the long-term, annual and quarterly management of the Corporation in accordance with the business plan. The annual budget (including the projected balance sheet, statement of business results and cash flow statement) for each fiscal year must be submitted to the BOD for approval and must include the information provided in the regulations of the Corporation;

j) No later than 31 October each year, the General Director must submit to the BOD for approval a detailed business plan for the following fiscal year on the basis of meeting business requirements and in line with the five (05)-year financial plan;

k) To have the right to refuse to implement decisions of the Chairman or members of the BOD if found to be contrary to the law, this Charter or resolutions of the GMS, and shall concurrently be responsible for immediately notifying the SB in writing;

l) To carry out all other activities in accordance with this Charter and the internal management regulations of the Corporation, resolutions of the BOD, the labour contract of the General Director and the law;

m) To decide on measures beyond their authority in emergencies such as natural disasters, fires or force majeure events and to be responsible for such decisions, while reporting immediately to the BOD;

n) To perform the responsibilities of the legal representative of the Corporation as provided in Article 13 of the Law on Enterprises.

6. In relation to subsidiaries in which the Parent Company holds controlling shares or contributed capital, the General Director shall be responsible for:

a) Receiving, examining and appraising dossiers reported by the Authorized Representatives for the BOD's consideration, approval or decision;

b) Organizing the monitoring, inspection, urging and supervision of the Authorized Representatives in implementing decisions of the BOD in respect of the Corporation;

c) Inspecting, urging and supervising the implementation of the coordinated production and business plans of the Corporation.

7. Reporting to the BOD and shareholders:

The General Director shall be accountable to the BOD and the GMS for the performance of the duties and exercise of the powers assigned and must report to these bodies when requested.

8. Relief from duty and dismissal of the General Director:

The BOD may relieve the General Director of the Corporation from duty when approved by a majority (more than 50%) of the attending BOD members with voting rights and appoint a new General Director of the Corporation as a replacement. A dismissed General Director of the Corporation is entitled to object to such dismissal at the next GMS.

9. Resignation or loss of qualification:

a) A General Director wishing to resign must submit a letter of resignation to the BOD. Within 30 days from the date of receipt of the letter, the BOD must consider and decide.

b) The General Director shall lose their qualification upon death, insanity, loss of civil rights or voluntarily abandoning their post for 03 days or more. In this case, the BOD must temporarily appoint a replacement for no more than 30 days and carry out procedures to appoint a new General Director.

10. Authorization and delegation:

a) The General Director shall assign duties to the Deputy General Directors and may authorize or delegate to the Deputy General Directors to handle certain affairs of the Corporation on their behalf, and shall bear legal responsibility for such authorization or delegation;

b) The authorized or delegated person shall bear legal responsibility to the General Director and before the law for the work they perform;

c) Any authorization or delegation relating to the seal of the Corporation must be made in writing and for a definite term.

Chapter IX
SUPERVISORY BOARD OF THE CORPORATION

Article 36. Self-nomination and nomination of Supervisory Board members (SB members):

1. Where the candidates have been identified in advance, information relating to the SB candidates shall be included in the GMS meeting documents and published at least ten (10) days before the opening date of the GMS meeting on the website of the Corporation so that shareholders can learn about such candidates before voting. SB candidates must give a written commitment to the truthfulness, accuracy and reasonableness of the published personal information and must commit to performing their duties honestly if elected as SB members. The published information relating to SB candidates shall include at least the following:

a) Full name and date of birth;

b) Educational background;

c) Professional qualifications;

d) Work history;

e) Companies in which the candidate holds the position of SB member and other managerial positions;

f) Assessment report on the candidate's contributions to the Corporation, where the candidate is currently an SB member of the Corporation;

g) Interests related to the Corporation (if any);

h) Full name of the shareholder or group of shareholders nominating the candidate (if any);

i) Other information, if any.

2. Introduction and nomination to the SB:

Shareholders are entitled to aggregate their votes to nominate SB candidates. A shareholder or group of shareholders holding from 10% to under 20% of the total number of voting shares may nominate one (01) candidate; from 20% to under 50% may nominate up to two (02) candidates; from 50% to under 65% may nominate up to three (03) candidates; and 65% or more may nominate the full number of candidates.

3. Where the number of SB candidates obtained through nomination and self-nomination is still insufficient, the incumbent SB may nominate additional candidates or organize nominations in accordance with the mechanism provided by the Corporation in the internal regulations on corporate governance. The procedures

and mechanism for the incumbent SB to nominate SB candidates must be clearly announced and must be approved by the GMS before the nomination is made.

Article 37. Composition of the SB:

1. The SB of the Corporation shall consist of 03 (three) members, who shall be elected and removed by the GMS. The term of office of the SB is five (5) years; SB members may be re-elected for an unlimited number of terms.

2. SB members must satisfy the criteria and conditions provided in Article 169 of the Law on Enterprises and the Charter of the Corporation and must not fall into any of the following cases:

a) Working in the accounting or finance department of the Corporation;

b) Being a member or employee of the independent audit firm that audited the financial statements of the Corporation during the three (03) preceding consecutive years.

3. An SB member shall be relieved from duty or dismissed in the following cases:

a) The SB member is prohibited by law from being an SB member or no longer satisfies the criteria and conditions to be an SB member under Article 169 of the Law on Enterprises;

b) The SB member resigns by a written notice sent to the head office of the Corporation and the resignation is accepted;

c) The SB member suffers from a mental disorder and the other members of the SB have professional evidence proving that such person no longer has civil act capacity;

d) The SB member is absent from, and fails to attend, meetings of the SB for six (06) consecutive months, and during this period the SB has not permitted such member's absence and has resolved that such person's position is vacant, except in cases of force majeure;

e) The SB member is relieved from duty as an SB member by decision of the GMS for failing to perform their duties or for repeatedly violating the obligations of an SB member under the Law on Enterprises and this Charter;

f) No longer being the authorized representative of an institutional shareholder by decision of such organization;

g) Being the authorized representative of an institutional shareholder which is no longer a shareholder of the Corporation;

h) Other cases as provided by law and this Charter.

4. An SB member may be replaced when an unexpected vacancy arises, and such SB member must be approved at the next GMS. Upon approval by the GMS, the replacement of such SB member shall be deemed effective from the date of replacement by the SB. The term of office of the new SB member shall run from the effective date of the replacement to the end of the SB's term. Where

the new SB member is not approved by the GMS, all decisions of the SB made prior to the GMS with the participation in voting of the replacement SB member shall remain effective.

5. Where the SB seriously violates its obligations, posing a risk of causing damage to the Corporation, the BOD shall convene the GMS to consider and relieve the incumbent SB from duty and elect a new SB as a replacement.

6. Where, at the end of the term, the SB of the new term has not yet been elected, the SB whose term has expired shall continue to exercise its rights and perform its duties until the SB of the new term is elected and takes over.

Article 38. Head of the Supervisory Board:

1. The Head of the Supervisory Board shall be elected by the SB from among the SB members; the election, relief from duty and dismissal shall be by majority rule. More than half of the SB members must reside permanently in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the Corporation.

2. Rights and obligations of the Head of the Supervisory Board:

a) To convene SB meetings;

b) To request the BOD, the General Director and other executives to provide relevant information for reporting to the SB;

c) To prepare and sign the reports of the SB, after consulting the BOD, for submission to the GMS.

Article 39. Rights and obligations of the SB:

1. Rights and obligations of the SB:

The SB has the powers and obligations provided in Article 170 of the Law on Enterprises and this Charter, mainly the following powers and responsibilities:

a) To propose and recommend that the GMS approve the list of approved audit firms to audit the financial statements of the Corporation; to decide on the approved audit firm to audit the operations of the Corporation, and to dismiss the approved auditor when deemed necessary; to discuss with the independent auditor the nature and scope of the audit before the audit commences; to discuss difficulties and issues identified from the interim or year-end audit results as well as any matters which the independent auditor wishes to discuss;

b) To be accountable to shareholders for its supervisory activities and the duties assigned;

c) To supervise the financial position of the Corporation, the compliance with the law in the activities of the BOD members, the General Director and other managers, and the coordination of activities between the SB and the BOD, the General Director and shareholders;

d) To ensure coordination of activities with the BOD, the General Director and shareholders;

e) Where a violation of the law or of the Charter of the Corporation by a BOD member, the General Director or another executive of the enterprise is detected, the SB must notify the BOD in writing within 48 hours, requesting the violator to cease the violation and take remedial measures;

f) To develop the operating regulations of the SB and submit them to the GMS for approval;

g) To report at the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

h) To have access to the records and documents of the Corporation kept at the head office, branches and other locations; and to visit the workplaces of the managers and employees of the Corporation during working hours;

i) To request the BOD, BOD members, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business operations of the Corporation;

j) To examine the reasonableness, legality, truthfulness and degree of prudence in the management and administration of business operations, and in the organization of accounting and statistical work and the preparation of financial statements;

k) To appraise the completeness, legality and truthfulness of the reports on the business situation and the annual and six (06)-month financial statements of the Corporation, and the report assessing the management work of the BOD; to review contracts and transactions with related people falling within the approval authority of the BOD or the GMS and make recommendations on contracts and transactions requiring approval of the BOD or the GMS; to submit to the GMS at its annual meeting the appraisal report on the financial statements, the annual report on the business situation of the Corporation and the report assessing the management work of the BOD;

l) To review, examine and assess the effectiveness and efficiency of the internal control, internal audit, risk management and early warning systems of the Corporation;

m) At the request of a shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter, the SB shall conduct an inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the date of completion of the inspection, the SB must submit an explanatory report on the matters requested to be inspected to the BOD and the requesting shareholder or group of shareholders. The inspection by the SB under this Clause must not obstruct the normal activities of the BOD or disrupt the management of the business operations of the Corporation;

n) To recommend to the BOD or the GMS measures for amending, supplementing and improving the organizational structure for the management and administration of the business operations of the Corporation;

o) The SB is entitled to use independent consultants or the internal audit department of the Corporation to perform its assigned duties;

p) The SB may consult the BOD before submitting reports, conclusions and recommendations to the GMS;

q) To attend meetings of the BOD upon invitation and express opinions but not participate in voting;

r) To exercise other rights and perform other duties as provided by the Law on Enterprises, this Charter and decisions of the GMS;

s) Other rights and obligations as provided by law and this Charter.

2. Right of the SB to be provided with information:

a) Notices of meetings, opinion forms for BOD members and accompanying documents must be sent to SB members at the same time and by the same method as to BOD members.

b) BOD members, the General Director of the Corporation and other executive officers must provide complete, accurate and timely information and documents on the management, administration and business operations of the Corporation at the request of SB members or the SB.

c) The person in charge of corporate governance (Secretary) of the company must ensure that all copies of financial information and other information provided to BOD members, and copies of minutes and resolutions of BOD meetings and GMS meetings, are provided to SB members at the same time and by the same method as to BOD members.

d) Reports of the General Director submitted to the BOD or other documents issued by the Corporation must be sent to SB members at the same time and by the same method as to BOD members.

e) SB members have the right of access to the records and documents of the Corporation kept at the head office, branches and other locations, and the right to visit the workplaces of the managers, executives and employees of the Corporation during working hours;

f) Reports and documents prepared by the BOD relating to business results, financial statements and reports assessing the management and administration of the Corporation must be sent to the SB for appraisal no later than 30 days before the opening date of the GMS meeting.

3. Obligations of SB members:

a) To strictly comply with the law, the Charter of the Corporation, decisions of the GMS and professional ethics in exercising the rights and performing the duties assigned;

b) To exercise the rights and perform the duties assigned honestly, prudently and to the best of their ability to ensure the maximum lawful interests of the Corporation and its shareholders;

c) To be loyal to the interests of the Corporation and its shareholders; not to use information, know-how or business opportunities of the Corporation, or abuse their status, position or assets of the Corporation for personal gain or to serve the interests of other organizations or individuals;

d) Where a violation of the obligations specified in Points a, b and c, Clause 3 of this Article causes damage to the Corporation or other people, the SB members shall be personally or jointly liable to compensate for such damage; any income and other benefits obtained by SB members as a result of the violation must be returned to the company;

e) Where an SB member is found to have violated their obligations in exercising the rights and performing the duties assigned, the BOD must notify the SB in writing and request the violator to cease the violation and take remedial measures.

Article 40. Meetings of the SB:

1. The SB must meet at least twice (02) a year, and the number of members attending a meeting must be at least two thirds (2/3) of the SB members. Minutes of SB meetings shall be prepared in detail and clearly. The secretary (if any) and the SB members attending the meeting must sign the minutes of the meeting. Minutes of SB meetings must be kept to determine the responsibility of each SB member.

2. The SB is entitled to request BOD members, the General Director and representatives of the independent audit firm to attend and answer matters of concern to SB members.

Article 41. Salaries, remuneration, bonuses and other benefits of SB members:

1. SB members shall be paid salaries, remuneration, bonuses and other benefits as decided by the GMS. The GMS shall decide on the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the SB.

2. SB members shall be reimbursed for meals, accommodation, travel and the use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the SB approved by the GMS, unless otherwise decided by the GMS.

3. The salaries and operating expenses of the SB shall be included in the business expenses of the Corporation in accordance with the law on corporate income tax and other relevant provisions of law, and must be presented as a separate item in the annual financial statements of the Corporation.

Chapter X

ELECTION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

Article 42. Election of the BOD and the SB:

1. Ordinary shareholders who voluntarily form a group satisfying the prescribed conditions to nominate candidates to the BOD and the SB must notify the attending shareholders of the group meeting no later than at the opening of the GMS meeting. The Corporation shall inform the attending shareholders of such information at the GMS meeting.

2. Based on the number of members of the BOD and the SB, the shareholder or group of shareholders specified in Clause 3, Article 12 is entitled to nominate one or more people as candidates for the BOD and the SB in accordance with Clause 2, Article 25 and Clause 2, Article 36 of this Charter, respectively. Where the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the BOD, the SB and other shareholders.

3. Voting to elect members of the BOD and the SB must be conducted by the cumulative voting method, whereby each shareholder has a total number of votes equal to the total number of shares owned or represented multiplied by the number of members to be elected to the BOD or the SB, and shareholders are entitled to cast all of their votes for one or more candidates.

4. The people elected as members of the BOD or members of the SB shall be determined according to the number of votes in descending order, starting from the candidate with the highest number of votes until the number of members provided in the Charter of the Corporation is reached. Where 02 (two) or more candidates receive the same number of votes for the last seat on the BOD or the SB, a re-election shall be held among the candidates with the same number of votes, or a selection shall be made according to the criteria in the election regulations.

5. Where the first round of election does not result in the required number of members of the BOD and the SB, a second round of election shall be held among the remaining candidates nominated in the first round. Where the second round of election still does not result in the required number, the GMS shall decide whether to continue the election; if the GMS is unable to decide, the chairperson of the meeting shall decide.

Chapter XI

RESPONSIBILITIES OF BOD MEMBERS, SB MEMBERS, THE GENERAL DIRECTOR OF THE CORPORATION AND OTHER EXECUTIVE OFFICERS

Article 43. Duty of care of BOD members, SB members, the General Director and executive officers:

BOD members, SB members, the General Director and other executive officers entrusted with responsibilities shall perform their duties, including their duties as members of committees of the BOD, honestly and in a manner they believe to be in the best interests of the Corporation, and with the degree of care that a prudent person would ordinarily exercise in a similar position and under similar circumstances.

Article 44. Duty of honesty and avoidance of conflicts of interest:

1. BOD members, SB members, the General Director and other managers must disclose their related interests in accordance with Article 164 of the Law on Enterprises and other provisions of law.

2. BOD members, SB members, the General Director, other managers and their related people may only use information obtained by virtue of their positions to serve the interests of the Corporation.

3. BOD members, SB members, the General Director and other managers are obliged to notify the BOD and the SB in writing of transactions between the Corporation, its subsidiaries or other companies in which the public company holds control of 50% or more of the charter capital and such people themselves or their related people in accordance with the law. For the above transactions approved by the GMS or the BOD, the Corporation must disclose information on such resolutions in accordance with the securities law on information disclosure.

4. A BOD member may not vote on a transaction that brings benefits to such member or a related person of such member in accordance with the Law on Enterprises and the Charter of the Corporation.

5. BOD members, SB members, the General Director, other managers and their related people may not use or disclose to others insider information to conduct related transactions.

6. BOD members, SB members, the General Director and other executive officers are obliged to notify the BOD of all interests which may conflict with the interests of the Corporation and which they may enjoy through economic legal entities, transactions or other individuals.

7. Unless otherwise decided by the GMS, the Corporation shall not provide loans, guarantees or credit to BOD members, SB members, the General Director, other executive officers and their related people or to any legal entity in which such people have financial interests, except where the public company and the organization related to such member are companies within the same group or companies operating as a group of companies, including Parent Company - Subsidiaries and economic groups, or where otherwise provided by specialized laws.

8. A contract or transaction between the Corporation and one or more BOD members, SB members, the General Director, other executives, or individuals or

organizations related to them, or companies, partners, associations or organizations of which BOD members, SB members, the General Director, other managerial officers or their related people are members or in which they have financial interests, shall not be invalidated in the following cases:

a) For contracts with a value of 20% or less of the total asset value recorded in the most recent financial statements, the material contents of the contract or transaction as well as the relationships and interests of the BOD members, SB members, the General Director or other executives have been reported to the BOD and approved by the BOD by a majority vote of the BOD members having no related interests;

b) For contracts with a value of more than 20%, or transactions leading to transactions within 12 months from the date of the first transaction with a value of 20% or more of the total asset value recorded in the most recent financial statements, the material contents of such contract or transaction as well as the relationships and interests of the BOD members, SB members, the General Director or other executives have been disclosed to the shareholders having no related interests who are entitled to vote on such matter, and the contract or transaction has been approved by the GMS by the votes of the shareholders having no related interests;

c) Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all respects in relation to the shareholders of the Corporation at the time such transaction or contract is approved or ratified by the BOD or the GMS.

Article 45. Liability for damages and compensation:

1. Liability for damages:

BOD members, SB members, the General Director and other executives who breach their obligations and duties of honesty and care, or fail to perform their obligations with due diligence and professional competence, shall be liable for damages caused by their breach.

2. Indemnification:

The Corporation shall indemnify people who have been, are, or may become a party to any complaints, lawsuits or prosecutions (including civil and administrative cases, other than lawsuits initiated by the Corporation) if such person has been or is a BOD member, executive, employee or authorized representative of the Corporation who has performed or is performing duties under the authorization of the Corporation, has acted honestly and prudently in the interests of the Corporation in compliance with the law, and there is no evidence confirming that such person has breached their responsibilities.

3. Indemnification costs include expenses incurred (including attorneys' fees), judgment costs, fines and amounts payable actually incurred or deemed reasonable in resolving such cases within the framework permitted by law. The

Corporation may purchase insurance for such people to cover the above indemnification liabilities.

Chapter XII

MANAGEMENT AND ADMINISTRATION; COORDINATION RELATIONSHIPS BETWEEN THE PARENT COMPANY AND THE PARENT COMPANY - SUBSIDIARIES GROUP AND THE GROUP

Article 46. Principles of organization, management and administration of the Parent Company within the Parent Company - Subsidiaries group:

1. The management and administration of the Parent Company - Subsidiaries group shall be carried out by one or more of the following methods:

a) Management and administration through the Parent Company;

b) Management and administration through forms of investment, association, agreements and cooperation in the use of common services throughout the Parent Company - Subsidiaries group; implementation of common regulations, standards and norms throughout the Parent Company - Subsidiaries group not contrary to the law; and use of each other's products and services on market principles;

c) Other methods as provided by law and consistent with the charters of such enterprises.

2. The Parent Company performs the functions of directly conducting production and business and making financial investments in Subsidiaries and Associated Companies or only making financial investments in Subsidiaries and Associated Companies.

3. The organization, management and administration of the Parent Company shall be in accordance with the Charter of the Parent Company - the Corporation approved by the GMS.

Article 47. Management and administration of the Parent Company - Subsidiaries group through the Parent Company:

1. The Parent Company represents the Parent Company - Subsidiaries group in carrying out the common activities of the Parent Company - Subsidiaries group in relations with domestic and foreign third parties, or other activities under agreements with subsidiaries and associated companies in accordance with the law.

2. The Parent Company exercises the rights and performs the obligations of a controlling shareholder in Subsidiaries, or uses coordination agreements with Associated Companies, to coordinate and orient the following activities of the Parent Company - Subsidiaries group:

a) Using the management and administration apparatus at the Parent Company; proposing solutions for coordinating and orienting the activities specified in Clause 3 of this Article for submission to the BOD of the Corporation for approval; implementing, through authorized representatives at subsidiaries and associated companies, the coordination and orientation contents specified in Clause 3 of this Article;

b) Performing contracts, transactions and business cooperation contracts with subsidiaries and associated companies to coordinate and orient the activities of the Parent Company - Subsidiaries group;

c) Developing uniform regulations within the Parent Company - Subsidiaries group.

3. The contents of coordination and orientation by the Parent Company include:

a) Developing and organizing the implementation of development strategies and common business coordination plans of the Parent Company - Subsidiaries group; orienting the business strategies of subsidiaries in line with the development strategies and common business coordination plans of the Parent Company - Subsidiaries group; developing and organizing the implementation of management and administration regulations and standards and norms uniformly applied within the Parent Company - Subsidiaries group;

b) Managing and orienting authorized representatives to ensure the controlling right of the parent company in Subsidiaries and the rights of a capital-contributing shareholder in Associated Companies;

c) Orienting the medium-term and long-term production and business plans of subsidiaries;

d) Orienting the operational objectives, investments and production and business targets; assignment, specialization and cooperation; market access, expansion and sharing, export, use of brands, information services, scientific and technological research and application, training and other activities of Subsidiaries in accordance with the common policies of the Parent Company - Subsidiaries group;

e) Developing and implementing the regulations on management of the Parent Company's brand, and orienting the common elements in the proper names of subsidiaries and associated companies;

f) Orienting the organization and personnel of subsidiaries;

g) Orienting the contents of the charters of subsidiaries and controlling the charter capital structure of subsidiaries;

h) Appointing authorized representatives to participate in the management and administration of subsidiaries and associated companies; issuing and implementing regulations on the appointment, replacement, supervision and performance assessment of authorized representatives; specifying the matters that

must be approved by the parent company before the authorized representatives decide or participate in decisions at subsidiaries and associated companies;

i) Acting as the focal point for pooling the resources of subsidiaries and associated companies to participate in bidding in accordance with regulations on management of construction investment projects and the Law on Bidding, and implementing joint projects agreed upon and carried out by subsidiaries and associated companies;

j) Performing and providing research, technology transfer, marketing, trade promotion and other services to subsidiaries and associated companies;

k) Conducting financial supervision and risk control of subsidiaries; supporting financial activities of subsidiaries in accordance with the law at the request of such enterprises;

l) Coordinating the performance of administrative work and dealings with partners for subsidiaries at the request of such enterprises; performing public-utility duties and tasks assigned or ordered by the State to the Corporation;

m) Establishing and connecting the entire information network within the Parent Company - Subsidiaries group;

n) Preparing the consolidated financial statements of the parent company and subsidiaries;

o) Consulting subsidiaries and associated companies in carrying out common activities;

p) Organizing the supervision, orientation, regulation and coordination among divisions within the parent company;

q) Other activities consistent with the characteristics of the Parent Company - Subsidiaries group, relevant provisions of law, the Charter of the parent company and the charters of enterprises within the Parent Company - Subsidiaries group.

Article 48. General coordination relationships within the Parent Company - Subsidiaries group:

The Parent Company, Subsidiaries and Associated Companies participating in the Parent Company - Subsidiaries group shall maintain general coordination relationships in the following manners:

1. Developing common operating regulations on the basis of agreement between the Parent Company and the enterprises participating in the Parent Company - Subsidiaries group.

2. The Parent Company shall, based on the powers and responsibilities provided by law, act as the focal point in implementing part or all of the following common coordination activities among the enterprises within the Parent Company - Subsidiaries group:

a) Coordination in planning and in managing business coordination plans;

b) Orienting the assignment of operational fields and production and business lines of the enterprises within the Parent Company - Subsidiaries group;

c) Organization of finance, accounting and statistical work;

d) Management of materials and product sales;

e) Management and use of land and mineral resources;

f) Labour, wages, healthcare, training and human resource development;

g) Application of science and technology, occupational safety, natural disaster prevention and control, and environmental protection;

h) Orienting the naming of enterprises within the Parent Company - Subsidiaries group; permitting the use of the Parent Company's brand in accordance with the law;

i) Performing administrative work and external relations of the Parent Company - Subsidiaries group;

j) Management of emulation, commendation, cultural, sports and social activities;

k) Other matters as agreed among the enterprises within the Parent Company - Subsidiaries group in accordance with the law.

Article 49. Relationship between the Parent Company and subsidiaries:

1. Relationship between the Parent Company and Subsidiaries in which the Parent Company owns 100% of the charter capital:

a) Being assigned to perform production and business contracts on the basis of contracts/transactions; receiving information and enjoying services and benefits from the common activities of the Parent Company - Subsidiaries group in accordance with the common operating regulations and/or agreements with subsidiaries in accordance with the law;

b) Being obliged to implement common agreements with the Parent Company and contractual/transactional commitments with the Parent Company and enterprises within the Parent Company - Subsidiaries group; to implement lawful decisions within the authority of the Parent Company in respect of the enterprise; and being responsible for participating in business coordination plans with the Parent Company and the enterprises within the Parent Company - Subsidiaries group.

2. Relationship between the Parent Company and Subsidiaries in which the Parent Company holds controlling shares or contributed capital:

a) The Parent Company has the rights and obligations of a shareholder, capital-contributing member or joint venture party of the Subsidiary in accordance with the law and the charter of such enterprise. The BOD shall directly exercise the following rights and perform the following obligations:

- Exercising the rights and performing the obligations of a shareholder, capital-contributing member or joint venture party through authorized representatives at the enterprise in accordance with the law and the charter of such enterprise;

- Nominating, changing, dismissing, commending and disciplining, and deciding on the allowances and benefits of, authorized representatives at the enterprise;

- Requiring authorized representatives to report periodically or on an ad hoc basis on the financial position, business results and other matters of the enterprise;

- Assigning tasks to and requiring authorized representatives to seek opinions on important matters before voting at the enterprise; reporting on the exercise of the rights of a controlling shareholder or capital-contributing member to serve the development orientations and objectives of the Parent Company;

- Receiving returns on, and bearing risks from, the Parent Company's contributed capital in the enterprise;

- Supervising and inspecting the use of the capital contributed to the enterprise;

- Being responsible for the efficiency of use, preservation and development of the capital contributed to the enterprise.

b) Subsidiaries in which the Parent Company holds controlling shares or contributed capital have the rights and obligations provided by law and the following:

- Having the right to participate in business coordination plans on the basis of economic contracts and business cooperation contracts with the Parent Company and the enterprises within the Parent Company - Subsidiaries group; being assigned by the Parent Company to perform production and business contracts on the basis of economic contracts with the Parent Company; being provided with information by the Parent Company and enjoying services and benefits from the common activities of the Parent Company - Subsidiaries group in accordance with this Charter, agreements with the enterprises within the Parent Company - Subsidiaries group and relevant provisions of law;

- Being obliged to implement the common agreements of the Parent Company - Subsidiaries group and economic contract commitments with the Parent Company and enterprises within the Parent Company - Subsidiaries group; and to implement lawful decisions of the Parent Company in its capacity of exercising the controlling right over the enterprise.

Article 50. Relationship between the Parent Company and associated companies:

1. The Parent Company shall exercise its rights and perform its obligations towards associated companies in accordance with the law, the charters of the associated companies and the association agreements.

2. The Parent Company maintains relationships with associated companies through contracts and agreements on brands, markets, technology, research, training and human resource development and other agreements.

Article 51. Relationship between the Parent Company and dependent units:

Dependent units of the Parent Company shall apply the Parent Company's regime of decentralization of business operations, accounting, organization and personnel in accordance with the Charter or the Regulations on Organization and Operation of dependently-accounted units developed by the General Director and submitted to the BOD of the Corporation for approval. The Parent Company shall be liable for financial obligations arising from the commitments of its dependent units.

Article 52. Relationship of the Parent Company - the Corporation with TKV:

1. The Parent Company - the Corporation, being a Subsidiary of TKV, has the right to participate in business coordination plans on the basis of Contracts with TKV and member enterprises of TKV; is assigned by TKV to perform production and business contracts on the basis of Contracts/transactions with TKV; and is provided with information by TKV and enjoys services and benefits from the common activities of TKV in accordance with agreements with TKV and member enterprises of TKV and relevant provisions of law.

2. The Parent Company - the Corporation is obliged to implement the common agreements of TKV in which the Parent Company - the Corporation participates and the contracts/transactions with TKV and member enterprises of TKV; to implement lawful decisions of TKV in its capacity as the Parent Company exercising the controlling right over the Parent Company - the Corporation in accordance with regulations; and to comply with the internal management regulations of TKV.

3. TKV, in its capacity as a capital-contributing shareholder, shall perform its role, functions and duties and exercise its rights and responsibilities in managing TKV's capital in the Parent Company - the Corporation in accordance with the law, the Charter and the internal management regulations of TKV.

Chapter XIII
RIGHT TO INSPECT BOOKS AND RECORDS OF THE CORPORATION

Article 53. Right to inspect books and records:

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information on names and contact addresses in the list of shareholders entitled to vote; to request the correction of their inaccurate information; and to review, look up, extract or copy the Charter of the Corporation, the minutes of GMS meetings and resolutions of the GMS;

b) A shareholder or group of shareholders owning 05% or more of the total number of ordinary shares has the right to review, look up and extract the minute books and resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the SB, contracts and transactions subject to approval by the BOD and other documents, except for documents relating to trade secrets and business secrets of the Corporation.

2. Where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, such request must be accompanied by the power of attorney of the shareholder or group of shareholders that such person represents or a notarized copy of such power of attorney.

3. BOD members, SB members, the General Director and other executives have the right to inspect the register of shareholders of the Corporation, the list of shareholders and other books and records of the Corporation for purposes relating to their positions, provided that such information must be kept confidential.

4. The Corporation shall keep this Charter and any amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the GMS and the BOD, minutes of GMS and BOD meetings, reports of the BOD and the SB, annual financial statements, accounting books and other documents as required by law at its head office or another place, provided that the shareholders and the business registration authority are notified of the place where such documents are kept.

5. The Charter of the Corporation must be published on the website of the Corporation.

Chapter XIV
EMPLOYEES, TRADE UNION AND SOCIO-POLITICAL ORGANIZATIONS IN THE CORPORATION

Article 54. Employees, Trade Union and socio-political organizations:

1. The General Director must prepare plans for approval by the BOD on matters relating to the recruitment, dismissal, salaries, social insurance, welfare, commendation and discipline of employees and executives of the Corporation, and other matters as provided by law.

2. The organization of the Communist Party of Vietnam in the Corporation shall operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the Charter of the Communist Party of Vietnam.

3. The Trade Union and other socio-political organizations in the Corporation shall operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and their respective charters.

4. The Corporation is obliged to respect, and must not obstruct or cause difficulties for, the establishment of political organizations and socio-political

organizations in the Corporation; must not obstruct or cause difficulties for employees participating in the activities of such organizations; and shall facilitate such organizations to operate in accordance with their functions, duties and charters.

Chapter XV
PROFIT DISTRIBUTION

Article 55. Profit distribution:

1. The profit before tax of the Corporation, after offsetting losses of previous years in accordance with the Law on Corporate Income Tax, paying corporate income tax and fulfilling other financial obligations as provided by law, the remaining amount shall be used as follows:

a) Payment of dividends;

b) Appropriation to funds in accordance with prevailing laws.

2. The dividend rate and the form of annual dividend payment from the retained earnings of the Corporation, and the rates of appropriation to funds, shall be decided by the GMS at the proposal of the BOD.

Article 56. Dividends:

1. In accordance with the decision of the GMS and the provisions of law, dividends shall be declared and paid from the retained earnings of the Corporation but shall not exceed the rate proposed by the BOD and approved by the GMS.

2. The BOD may decide to pay interim dividends if it considers such payment consistent with the profitability of the Corporation.

3. The Corporation shall not pay interest on dividend payments or on payments relating to a class of shares.

4. The BOD may propose that the GMS approve the payment of all or part of the dividends in shares, and the BOD shall be the body implementing such resolution. The Corporation may pay dividends in shares; the order and procedures for paying dividends in shares shall comply with the Law on Enterprises and relevant legal documents.

5. Where dividends or other amounts relating to a class of shares are paid in cash, the Corporation shall pay in Vietnam dong or through banks on the basis of the bank details provided by the shareholders. Where the Corporation has made a transfer in accordance with the bank details provided by a shareholder but such shareholder does not receive the money, the Corporation shall not be liable for the amount transferred by the Corporation to the beneficiary shareholder. Payment of dividends on shares listed on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the BOD shall adopt a resolution fixing 01 (one) specific date for closing the list of shareholders. Based on such date, people registered as shareholders or holders of

other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.

7. Other matters relating to profit distribution shall comply with the provisions of law.

Chapter XVI
BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 57. Bank accounts:

1. The Corporation shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. Subject to the prior approval of the competent authority, where necessary, the Corporation may open bank accounts overseas in accordance with the law.

3. The Corporation shall make all payments and accounting transactions through Vietnam dong or foreign currency accounts at the banks where the Corporation has opened accounts.

Article 58. Fiscal year:

The fiscal year of the Corporation shall commence on the first day of January each year and end on the thirty-first (31st) day of December (12) of the same year. The first fiscal year shall commence on the date of issuance of the enterprise registration certificate and end on the thirty-first (31st) day of December (12) of that year.

Article 59. Accounting regime:

4. The accounting regime applied by the Corporation is the Vietnamese Accounting Standards (VAS) and the enterprise accounting regime in accordance with the laws of Vietnam.

5. The Corporation shall keep its accounting books in Vietnamese. The Corporation shall keep accounting records in accordance with the law on accounting and relevant laws. Such records must be accurate, up-to-date and systematic and must be sufficient to evidence and explain the transactions of the Corporation.

6. The Corporation shall use Vietnam dong (or a freely convertible foreign currency where approved by a competent state authority) as the currency unit for accounting purposes.

Chapter XVII
ANNUAL REPORTS, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND PUBLIC ANNOUNCEMENTS

Article 60. Annual, semi-annual and quarterly financial statements:

1. The Corporation must prepare and publish its annual financial statements in accordance with the law, which must be audited as provided in Article 63. Within 90 (ninety) days from the end of each fiscal year, the annual financial statements must be submitted to the competent tax authority, the State Securities Commission, the Stock Exchange (when the Corporation is listed) and the Vietnam National Coal - Mineral Industries Holding Corporation Limited.

2. The annual financial statements must include a statement of business results truthfully and objectively reflecting the profit and loss of the Corporation in the fiscal year, a balance sheet truthfully and objectively reflecting the state of affairs of the Corporation as at the reporting date, a cash flow statement and notes to the financial statements. In addition to the annual financial statements of the Parent Company, the Corporation must also prepare a consolidated balance sheet on the operations of the Corporation and its subsidiaries at the end of each fiscal year.

3. The Corporation must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations on information disclosure on the securities market and submit them to the competent state authorities in accordance with the Law on Enterprises and to the Vietnam National Coal - Mineral Industries Holding Corporation Limited.

4. The audited annual financial statements (including the auditor's opinion), the reviewed semi-annual financial statements and the quarterly financial statements must be published on the website of the Corporation.

5. Any interested organization or individual is entitled to copy the audited annual financial statements and the semi-annual and quarterly reports during the working hours of the Corporation at the head office of the Corporation, and must pay a reasonable fee for copying.

Article 61. Annual report:

The Corporation must prepare and publish an annual report in accordance with the law on securities and the securities market and the regulations of the Vietnam National Coal - Mineral Industries Holding Corporation Limited.

Article 62. Information disclosure:

The Corporation must prepare and publicly disclose information in accordance with Article 176 of the Law on Enterprises and other relevant provisions of the laws of Vietnam.

Chapter XVIII
AUDIT OF THE CORPORATION

Article 63. Audit:

1. The annual GMS shall appoint an independent audit firm or approve a list of independent audit firms and authorize the BOD to select one of them, to audit the Corporation for the following fiscal year on the terms and conditions agreed with the BOD. The Corporation must prepare and send the annual financial statements to the independent audit firm after the end of the fiscal year.

2. The independent audit firm shall examine, certify and report on the annual financial statements reflecting the revenues and expenditures of the Corporation, prepare the audit report and submit such report to the BOD within three (03) months from the end of the fiscal year.

3. The audit report must be attached to each annual accounting report of the Corporation.

4. The auditor conducting the audit of the Corporation shall be permitted to attend all GMS meetings with the approval of the BOD, is entitled to receive notices and other information relating to the GMS which all shareholders are entitled to receive and may express opinions at GMS meetings on matters relating to the audit.

Chapter XIX
SEAL OF THE CORPORATION

Article 64. Seal of the Corporation:

1. Seals include seals made at seal-engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.

2. The BOD shall decide on the type, quantity, form and content of the seals of the company and of the branches and representative offices of the Corporation.

3. The BOD and the General Director shall use and manage seals in accordance with prevailing laws.

Chapter XX
DISSOLUTION OF THE CORPORATION

Article 65. Dissolution of the Corporation:

1. The Corporation may be dissolved in the following cases:

a) A Court declares the Corporation bankrupt in accordance with prevailing laws;

b) Dissolution by decision of the GMS;

c) Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;

d) Other cases as provided by law.

2. The dissolution of the Corporation shall be decided by the GMS and carried out by the BOD. Such dissolution decision must be notified to, or approved by, the competent authority (if required) in accordance with regulations.

Article 66. Liquidation:

1. At least six (06) months before a decision to dissolve the Corporation is made, the BOD must establish a Liquidation Committee consisting of 03 (three) members, of whom two (02) members shall be appointed by the GMS and one (01) member shall be appointed by the BOD from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the employees of the Corporation or independent experts. All costs relating to the liquidation shall be paid by the Corporation in priority to other debts of the Corporation.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority the date of its establishment and the date on which it actually commences operation. From that time, the Liquidation Committee shall act on behalf of the Corporation in all matters relating to the liquidation of the Corporation before courts and administrative authorities.

3. The proceeds from the liquidation shall be paid in the following order:

a) Liquidation expenses;

b) Outstanding wages, severance allowances, social insurance and other benefits of employees under the signed collective labour agreement and labour contracts;

c) Taxes and tax-like payments payable by the Corporation to the State;

d) Loans (if any);

e) Other debts of the Corporation;

f) The remaining balance after payment of all debts from items a) to e) above shall be distributed to the shareholders. Preference shares shall be paid in priority.

Chapter XXI
RESOLUTION OF INTERNAL DISPUTES

Article 67. Resolution of internal disputes:

1. Where a dispute or complaint arises in relation to the operations of the Corporation or to the rights and obligations of shareholders arising from the Charter or from any rights or obligations provided by the Law on Enterprises, other laws or administrative regulations, between:

a) A shareholder and the Corporation; or

b) A shareholder and the BOD, the SB, the General Director or other executives;

The parties concerned shall endeavour to resolve such dispute through negotiation and conciliation. Except where the dispute involves the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution

of the dispute and shall request each party to present information relating to the dispute within fifteen (15) working days from the date the dispute arises. Where the dispute involves the BOD or the Chairman of the BOD, any party may request the SB or a competent professional body to appoint an independent expert to act as arbitrator in the dispute resolution process.

2. Where no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or if the decision of the conciliator is not accepted by the parties, any party may bring the dispute before an Arbitration body or a Court.

3. Each party shall bear its own costs relating to the negotiation and conciliation procedures. Court costs shall be borne by the party determined by the court.

Chapter XXII
SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 68. Charter of the Corporation:

1. Any amendment or supplement to this Charter must be considered and decided by the GMS.

2. Where there are legal provisions relating to the operations of the Corporation not yet addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall apply to govern the operations of the Corporation.

Article 69. Effectiveness:

1. This Charter, consisting of XXII chapters and 69 articles, was unanimously adopted by the GMS of the Corporation on 10 August 2021 at the head office of Vinacomin - Power Holding Corporation, and has been further unanimously amended by the Board of Directors of the Corporation on 30/12/2021, 24/5/2024, 24/12/2026 and 23/11/2026 under the authorization of the General Meeting of Shareholders.

2. This Charter is made in 20 (twenty) originals and must be kept at the head office of the Corporation.

3. This Charter is the sole and official Charter of the Corporation.

4. Copies or extracts of the Charter of the Corporation shall only be valid if signed by the Chairman of the BOD or at least 1/2 of the total number of BOD members./.

Full names and signatures of BOD members:

Full name	Position	Signature
Pham Tuan Ngoc	Chairman of the BOD	
Nghiem Xuan Chien	Member of the BOD	
Bui Minh Tan	Member of the BOD	
Nguyen Duc Manh	Member of the BOD	
Nguyen Duc Thao	Member of the BOD	

Appendix

LIST OF DEPENDENT UNITS, SUBSIDIARIES AND ASSOCIATED COMPANIES OF THE PARENT COMPANY - VINACOMIN - POWER HOLDING CORPORATION

I. DEPENDENT UNITS:

1. Na Duong Thermal Power Company - Vinacomin;
2. Cao Ngan Thermal Power Company - Vinacomin;
3. Son Dong Thermal Power Company - Vinacomin;
4. Dong Trieu Thermal Power Company - Vinacomin;
5. Dong Nai 5 Hydro Company - Vinacomin;
6. Cam Pha Thermal Power Company - Vinacomin;
7. Na Duong II Thermal Power Plant Project Management Unit - Vinacomin;
8. Nong Son Coal & Power Company - Vinacomin.

II. ASSOCIATED COMPANIES IN WHICH VINACOMIN - POWER HOLDING CORPORATION HOLDS LESS THAN 50% OF THE CHARTER CAPITAL:

1. Quang Ninh Thermal Power Joint Stock Company;
2. Hai Phong Thermal Power Joint Stock Company;
3. Vinh Tan 1 Power Company Limited.

COMPARISON TABLE OF PROPOSED AMENDMENTS TO THE CORPORATION'S CHARTER

No.	DTK Charter (26 December 2024)	Proposed Amendments	Reasons for Amendments
1	**PREAMBLE** … 3.This Charter was ...No. 13/NQ-DHDCD-2024 dated 24/4/2024.	**PREAMBLE** … 3.This Charter was ...No. 13/NQ-DHDCD-2024 dated 24/4/2024. **(iv) As amended and supplemented pursuant to Resolution No. 19/NQ-ĐHĐCĐ-2026 dated 23/11/2026, of the Extraordinary General Meeting of Shareholders.**	Update the information on the legal basis for this amendment to the Charter.
2	**Article 2. Name, legal form, head office, branches, representative offices, business locations and operating term of the Corporation:** 6. Head office of the Corporation - Address of the head office: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Cau Giay District, Hanoi, Vietnam.	**Article 2. Name, legal form, head office, branches, representative offices, business locations and operating term of the Corporation:** 6. Head office of the Corporation - Address of the head office: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi, Vietnam.	Update to reflect the change in administrative boundaries;
3	Full names and signatures of the members of the Board of Directors: - Ngo The Phiet - Chairman of the Board of Directors - Ngo Tri Thinh - Member of the Board of Directors - Bui Minh Tan - Member of the Board of Directors - Nguyen Trung Thuc - Member of the Board of Directors - Nguyen Duc Thao - Member of the Board of Directors	Full names and signatures of the members of the Board of Directors: - Pham Tuan Ngoc - Chairman of the Board of Directors - Nghiem Xuan Chien - Member of the Board of Directors - Bui Minh Tan - Member of the Board of Directors - Nguyen Duc Manh - Member of the Board of Directors - Nguyen Duc Thao - Member of the Board of Directors	

4	Appendix LIST OF DEPENDENT UNITS, SUBSIDIARIES AND ASSOCIATED COMPANIES OF THE PARENT COMPANY – VINACOMIN - POWER HOLDING CORPORATION I. DEPENDENT UNITS: 1. Na Duong Thermal Power Company - TKV; 2. Cao Ngan Thermal Power Company - TKV; 3. Son Dong Thermal Power Company - TKV; 4. Dong Trieu Thermal Power Company - TKV; 5. Dong Nai 5 Hydropower Company - TKV; 6. Cam Pha Thermal Power Company - TKV; 7. Na Duong II Thermal Power Plant Project Management Board - a branch of Vinacomin - Power Holding Corporation. II. JOINT-STOCK SUBSIDIARIES IN WHICH VINACOMIN - POWER HOLDING CORPORATION HOLDS MORE THAN 50% OF THE CHARTER CAPITAL OR EXERCISES CONTROLLING RIGHTS: 1. Nong Son Coal & Power Joint Stock Company – TKV.	Appendix LIST OF DEPENDENT UNITS, SUBSIDIARIES AND ASSOCIATED COMPANIES OF THE PARENT COMPANY - VINACOMIN - POWER HOLDING CORPORATION I. DEPENDENT UNITS: 1. Na Duong Thermal Power Company - TKV; 2. Cao Ngan Thermal Power Company - TKV; 3. Son Dong Thermal Power Company - TKV; 4. Dong Trieu Thermal Power Company - TKV; 5. Dong Nai 5 Hydropower Company - TKV; 6. Cam Pha Thermal Power Company - TKV; 7. Na Duong II Thermal Power Plant Project Management Board - a branch of Vinacomin - Power Holding Corporation; 8. Nong Son Coal - Power Company - TKV.	Merger of V.NSCP into DTK and establishment of a branch under DTK.
5	**Article 69: Effectiveness** 1. This Charter, consisting of XXII chapters and 69 articles, was unanimously adopted by the GMS of the Corporation on 10 August 2021 at the head office of Vinacomin - Power Holding Corporation, and has been further unanimously amended by the Board of Directors of the Corporation on 30/12/2021, 24/5/2024 and 26/12/2024 under the authorization of the General Meeting of Shareholders.	**Article 69: Effectiveness** 1. This Charter, consisting of XXII chapters and 69 articles, was unanimously adopted by the GMS of the Corporation on 10 August 2021 at the head office of Vinacomin - Power Holding Corporation, and has been further unanimously amended by the Board of Directors of the Corporation on 30/12/2021, 24/5/2024, 26/12/2024 and .../.../2026 under the authorization of the General Meeting of Shareholders.	Update to reflect the actual date of issuance.

DRAFT

MERGER AGREEMENT

No.: .....

between

VINACOMIN-POWER HOLDING CORPORATION (HNX: DTK)

(the Merging Company)

and

NONG SON COAL - POWER ONE MEMBER LIMITED LIABILITY COMPANY - TKV

(the Merged Company)

Hanoi, ... 2026

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This Merger Agreement (the "Agreement" or "Merger Agreement") is made on ... ... 2026 by and between:

(A) THE MERGING COMPANY: VINACOMIN-POWER HOLDING CORPORATION

Registered head office: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi, Vietnam.

Telephone: 024 3516 1605 Fax: 024 35161610

Enterprise registration number: 0104297034

Representative: Mr. Bui Minh Tan – Position: General Director

(hereinafter referred to as "Party A")

and

(B) THE MERGED COMPANY: NONG SON COAL - POWER ONE MEMBER LIMITED LIABILITY COMPANY - TKV

Registered head office: Trung Thuong Hamlet, Nong Son Commune, Da Nang City, Vietnam

Telephone: 02353656900 Fax: 02353656901

Enterprise registration number: 4000463735

Representative: Mr. Tran Huu Thang – Position: Director

(hereinafter referred to as "Party B")

(Party A and Party B are individually referred to as a "Party" and collectively as the "Parties".)

RECITALS

(1) Party A is a joint-stock company duly established and operating under the laws of Vietnam and is also the sole owner of Party B, holding 100% of Party B's charter capital. Party B is a single-member limited liability company duly established and operating under Vietnamese law.

(2) The Parties wish to restructure their businesses by merging Nong Son Coal - Power One Member Limited Liability Company - TKV into Vinacomin-Power Holding Corporation in order to consolidate and leverage their resources, reduce costs, and improve the efficiency of production, business and investment activities for the benefit of their shareholders.

(3) The General Meeting of Shareholders of Party A has adopted Resolution No. ... dated .../.../... approving (i) the plan to merge Party B into Party A; (ii) the draft Merger Agreement between Party A and Party B; (iii) the draft amended Charter of Party A after the merger; and (iv) the business operation plan of Party A after the merger.

(4) The owner of Party B has issued Owner's Decision No. ... dated .../.../... approving (i) the plan to merge Party B into Party A; (ii) the draft Merger Agreement between Party A and Party B; (iii) the draft amended Charter of Party A after the merger; and (iv) Party A's business operation plan after the merger.

Based on the results of their discussions and negotiations, the Parties agree to enter into this Merger Agreement on the following terms and conditions:

ARTICLE 1. DEFINITIONS AND PRINCIPLES OF INTERPRETATION

1.1. Definitions

In this Agreement, the following terms shall have the meanings set out below:

– "Agreement" or "Merger Agreement" means this Merger Agreement and all appendices and supplemental agreements executed in connection with it, if any.

– "Merger Plan" means the plan to merge Party B into Party A approved under General Meeting of Shareholders Resolution No. ... dated .../.../... of Party A and Owner's Decision No. ... dated .../.../... of Party B.

– "Merger Transaction" has the meaning given in Article 2.1 of this Agreement.

– "Merger Date" has the meaning given in Article 2.2 of this Agreement.

– "Signing Date" means the date on which this Agreement is signed.

– "Business Day" means any day other than Saturday, Sunday or a public holiday prescribed by the State.

– "GMS" means the General Meeting of Shareholders.

– "BOD" means the Board of Directors.

– "Members' Council" means the Members' Council of a limited liability company.

– "Supervisory Board" means the Supervisory Board.

– "ERC" means the Enterprise Registration Certificate.

– "Law on Enterprises" means Law No. 59/2020/QH14 on Enterprises adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020.

– "Law on Competition" means Law No. 23/2018/QH14 on Competition adopted by the National Assembly of the Socialist Republic of Vietnam on 12 June 2018.

"Material Adverse Change" means the occurrence of any event, circumstance, act, condition, document or change decided upon by the Parties that may materially and adversely affect:

+ the business, financial or other condition, operations, ability to perform contracts, assets or business prospects of either Party to this Agreement or any subsidiary or affiliate of that Party;

+ the implementation of the Merger Transaction;

+ the ability of the Parties to perform their obligations under this Agreement; or

+ the validity or enforceability of this Agreement.

"Competent State Authority" means any local or central state authority of Vietnam, including, without limitation, the Government, ministries, People's Committees, specialised departments, specialised committees, administrative agencies and other state authorities having jurisdiction over matters addressed in this Agreement.

1.2. Principles of interpretation

(a) The definitions in Clause 1.1 apply to both the singular and plural forms of the defined terms. Unless the context requires otherwise, words in the singular include the plural and vice versa. References to time in this Agreement shall be calculated by calendar year.

(b) The expressions "of this Agreement", "in this Agreement" and "under this Agreement", and similar expressions, refer to this Agreement as a whole and not to any individual provision.

(c) Article and clause headings are for convenience of reference only and shall not affect the content or interpretation of any provision.

(d) A reference to a document issued by any authority, organisation or individual includes that document as amended, supplemented or replaced from time to time.

ARTICLE 2. MERGER OF THE COMPANIES

2.1. Merger Transaction

The Merger Transaction means the Parties' agreement that Party B shall transfer all of its assets, rights, obligations, employees and lawful interests to Party A, and Party B shall cease to exist as

of the Merger Date. From the Merger Date, Party A shall succeed to all lawful rights and interests of Party B and assume responsibility for all of Party B's asset-related obligations, debts, labour obligations and other liabilities. Party B is a subsidiary wholly owned by Party A, which holds 100% of its charter capital. Accordingly, the merger under this Agreement shall not increase Party A's charter capital or affect Party A's other enterprise registration information.

2.2. Merger Date

The "Merger Date" means the date on which Party A is issued an amended Enterprise Registration Certificate reflecting the merger.

As of the Merger Date, all debts between Party A and Party B shall be extinguished reciprocally.

ARTICLE 3. CONDITIONS FOR THE MERGER

3.1. The Merger Transaction may be carried out only when all of the following conditions have been satisfied:

(a) This Agreement has been duly approved by Party A's GMS and Party B's owner and has been signed by the duly authorised representatives of the Parties.

(b) Party A's Charter as amended after the merger, the Merger Plan and Party A's business operation plan after the merger have been duly approved by Party A's GMS and Party B's owner.

(c) Party B has sent this Merger Agreement to its creditors, including but not limited to banks and credit institutions providing credit to Party B, banks, organisations or individuals holding security over Party B's assets or providing guarantees for Party B, and bondholders under bond subscription agreements to which Party B is a party.

(d) Party A has sent this Merger Agreement to its creditors, including but not limited to banks and credit institutions providing credit to Party A, banks, organisations or individuals holding security over Party A's assets or providing guarantees for Party A, and bondholders under bond subscription agreements to which Party A is a party.

(e) Party A has notified all of its employees of this Merger Agreement.

(f) Party B has notified all of its employees of this Merger Agreement.

(g) The Parties have received a Notice of Preliminary Assessment Results of Economic Concentration or a Decision on Economic Concentration issued by the National Competition Commission stating that the Merger Transaction may be implemented unconditionally or subject to conditions.

(h) The Parties have completed the necessary disclosure obligations relating to the Merger Transaction under the Law on Securities and other relevant laws.

3.2. The Parties acknowledge and agree that any condition specified in Clause 3.1 may be waived only by a written instrument duly signed by the Parties.

3.3. Each Party shall use reasonable efforts to ensure that the conditions specified in Clause 3.1 are fulfilled and shall promptly notify the other Party of the status of their fulfilment.

ARTICLE 4. MERGER PROCEDURES AND IMPLEMENTATION PERIOD

4.1. Principal procedures

The principal procedures for implementing the Merger Transaction are as follows:

(a) economic concentration notification procedures;

(b) the Parties' internal approval procedures for signing the Merger Agreement;

(c) execution of the Merger Agreement;

(d) amendment of Party A's ERC; and

(e) other procedures relating to the transfer of employees and assets, enterprise registration, tax and the Parties' status as public companies.

4.2. Unless otherwise agreed by the Parties or otherwise required by the business registration authority or any Competent State Authority, the Merger Transaction shall be carried out in accordance with the following merger procedures (the "Merger Procedures"):

4.2.1. Economic concentration notification procedures

(a) The Parties have submitted an economic concentration notification dossier to the National Competition Commission.

(b) The National Competition Commission has issued a Notice of Preliminary Assessment Results of Economic Concentration or a Decision on Economic Concentration stating that the Merger Transaction may be implemented unconditionally or subject to conditions.

4.2.2. Internal approvals for signing the Merger Agreement

(a) Party A's GMS has adopted Resolution No. ... dated .../.../... approving (i) the Merger Plan for Party B to merge into Party A; (ii) the draft Merger Agreement between Party A and Party B; (iii) the draft amended Charter of Party A after the merger; and (iv) Party A's business operation plan after the merger.

(b) Party B's owner has issued Decision No. ... dated .../.../... approving (i) the Merger Plan for Party B to merge into Party A; (ii) the draft Merger Agreement between Party A and Party B; (iii) the draft amended Charter of Party A after the merger; and (iv) Party A's business operation plan after the merger.

4.2.3. Execution of the Merger Agreement

(a) After completion of the internal approval and economic concentration notification procedures mentioned above, the Parties shall execute this Merger Agreement.

(b) As soon as practicable after the Signing Date, the Parties shall hold an employees' meeting to announce the Merger Plan.

(c) Within 15 (fifteen) days from the date on which Party A's GMS and Party B's owner approve the Merger Agreement, each Party shall send this Agreement to its creditors and notify its employees of the Agreement.

(d) Within 30 (thirty) days from the Signing Date, Party B shall provide Party A with the following information and documents:

– a list of Party B's internal rules and regulations, including, without limitation, its Charter and internal corporate governance regulations;

– a list of Party B's subsidiaries, branches, representative offices and business locations, if any;

– an inventory of Party B's assets and their condition, including intellectual property;

– a list of Party B's effective contracts and agreements;

– a list of ERCs, operation registration certificates, business licences, land-use right certificates and other permits and certificates of Party B and its branches, representative offices and business locations, if any;

– a list of Party B's employees, including information on all employees, employment contracts, and salary, remuneration and benefit programmes and plans;

– a list of payables and a plan for settling them, together with related transactions and asset-related obligations;

– Party B's audited financial statements for the three most recent financial years and its financial statements for the quarters of 2026 up to the date on which the documents under this item are required to be provided;

– a list of cases and documents relating to lawsuits, disputes, complaints, denunciations and administrative penalties involving Party B and its subsidiaries, if any; and

– any other information and documents required by Party A for the Merger Transaction and this Agreement.

(e) Within 15 Business Days after Party A receives all the above documents from Party B, the Parties shall cooperate to prepare a detailed merger plan using forms agreed by the Parties, including:

– a draft handover record for implementing the merger;

– a detailed transfer plan for implementing the merger;

– lists and schedules for the transfer of personnel, assets, debts, business contracts, legal records, accounting systems and land;

– a personnel reorganisation plan; and

– other necessary documents requested by Party A.

(f) Once duly signed by the representatives of the Parties, the detailed merger plan shall become an integral part of this Agreement. The Parties shall comply with the detailed merger plan when implementing this Agreement and the Merger Transaction.

4.2.4. Amendment of Party A's ERC

After this Merger Agreement is signed, Party A shall carry out the legal procedures required under enterprise law to register amendments to its Enterprise Registration Certificate. If Party A's enterprise registration details do not change as a result of the merger, within 10 Business Days after completion of the merger, Party A shall notify the Business Registration Office where its head office is located of the supplementation and updating of enterprise registration information as prescribed, so that Party B's existence can be terminated.

4.2.5. Other procedures relating to asset and labour transfers, enterprise registration, tax and the Parties' public-company status

(a) The Parties shall sign a handover record for the merger, in the draft form included in the detailed merger plan, on the date Party A is issued the amended ERC.

(b) As soon as practicable after the Merger Date, Party A and Party B shall carry out the necessary procedures to:

– transfer Party B's employment contracts to Party A;

– change the registered owner to Party A for Party B's assets, including land-use rights and intellectual property, where necessary;

– change Party B's name to Party A's name on business licences, certificates and other permits, where necessary;

– register the establishment of a branch of Party A and update permits and certificates to receive the transfer of Party B's business operations;

– execute contract appendices to amend, or enter into new contracts or agreements to replace or transfer, contracts or agreements entered into by Party B with third parties, where necessary;

– take over Party B's business operations in accordance with the approved post-merger business operation plan; and

– carry out all other work necessary for Party A to succeed to all rights and obligations of Party B in accordance with applicable law and this Agreement.

(c) After Party A is issued the amended ERC, the business registration authority shall change Party B's legal status to "In the process of being merged" and change the legal status of Party B's branches, business locations and representative offices to "In the process of termination of operations".

(d) Within 10 Business Days from the date Party A is issued the amended ERC, Party B shall submit dossiers for termination of the effectiveness of its tax identification number, and those of its branches, representative offices and business locations, if any, to the tax authority. The tax authority shall then issue a notice that the taxpayer has ceased operations and is carrying out procedures to terminate the tax identification number, update the tax registration system to record Party B's fulfilment of its tax obligations, and issue a notice confirming that Party B has fulfilled its tax payment obligations for termination of operations to the business registration authority.

(e) Party B shall complete tax finalisation and transfer its tax obligations arising from the Merger Transaction in accordance with tax law.

(f) After receiving information from the tax authority confirming that Party B has completed tax finalisation and transferred its tax obligations, the business registration authority shall record the termination of Party B's existence and the termination of operations of Party B's branches, business locations and representative offices in the National Enterprise Registration Database.

4.3. The merger shall be implemented within 12 (twelve) months from the Signing Date. This period may be extended by written agreement of the Parties.

4.4. The Parties may agree to change the Merger Procedures and the implementation period if necessary to reflect actual circumstances, comply with the law and ensure that the Merger Transaction is completed as soon as practicable.

4.5. Each Party shall perform all tasks required of it under the Merger Procedures, this Agreement and any other related actions and procedures necessary or mandatory under law to complete the Merger Transaction as soon as practicable.

4.6. Neither Party may take any action that could cause a Material Adverse Change or materially adversely affect or delay completion of the Merger Transaction or performance of its obligations, undertakings and agreements under this Agreement.

4.7. The Parties shall be responsible for completing the documents and dossiers required to carry out the Merger Procedures in accordance with law.

ARTICLE 5. TRANSFER OF ASSETS AND BUSINESS OPERATIONS

5.1. After the Merger Date, Party A and Party B shall carry out the necessary procedures to (i) change the registered owner to Party A for Party B's assets, including intellectual property, where necessary; (ii) change Party B's name to Party A's name on business licences, land-use right certificates and other permits and certificates, where necessary; (iii) execute contract appendices to amend, or enter into new contracts or agreements to replace or transfer, contracts or agreements entered into by Party B with third parties, where necessary; (iv) transfer business operations; and (v) perform all other tasks necessary for Party A to succeed to all rights and obligations of Party B in accordance with applicable law, this Agreement and the detailed merger plan.

5.2. From the Merger Date, Party A shall succeed to all assets, debts, rights and obligations of Party B at their book values in accordance with law, as follows:

(a) Party B's land-use rights and ownership of assets on the land shall be transferred to Party A.

(b) Party A shall succeed to all rights and obligations of Party B under valid and effective contracts entered into between Party B and third parties before the Merger Date, and shall be bound by those contracts.

(c) All debts, liabilities and obligations of Party B in effect immediately before the Merger Date shall become debts, liabilities and obligations of Party A.

(d) Party A shall succeed to Party B's tax rights and obligations and other financial rights and obligations towards the State in accordance with law.

(e) From the Merger Date, Party A shall succeed to the intellectual property rights in Party B's trade name, trademarks, image and other intellectual property.

(f) Party A shall continue the legal proceedings and lawsuits in which Party B was involved before the Merger Date.

(g) Party A shall receive and succeed, in their existing condition, to all assets, rights and lawful interests, debts, obligations and other legal liabilities of Party B.

5.3. Party A shall receive all seals, files, books, vouchers and other documents of Party B and may destroy or use them as Party A decides after the Merger Date.

5.4. Party A shall take over Party B's business operations from the Merger Date in accordance with the post-merger business operation plan approved by Party A's GMS and Party B's owner, this Agreement and applicable law.

5.5. Party A shall consolidate Party B's financial figures at book value into Party A's financial statements in accordance with law, Party A's Charter and its internal regulations.

ARTICLE 6. LABOUR UTILISATION PLAN

6.1. Party A shall succeed to all rights and obligations under the employment contracts currently entered into between Party B and Party B's employees (the "Employees"). All obligations, responsibilities, salaries, bonuses, benefits and positions of the Employees shall remain unchanged upon their transfer to Party A or shall be dealt with under the labour utilisation plan included in the Merger Plan and the detailed merger plan. Party A and the Employees shall complete the procedures required by law to record the employer information in the employment contracts and complete other procedures, if any. Party A may reorganise its workforce, if necessary, and carry out all work relating to the Employees in accordance with law.

6.2. Party A shall carry out the procedures required by law to terminate the employment contracts of Employees who do not wish to continue working for Party A.

6.3. Individuals serving as Company Chairperson, members of the Members' Council, members of the Supervisory Board and members of Party B's Management Board shall continue to manage and operate Party B within their respective functions, powers and duties under applicable law and Party B's rules until the Merger Date. After the Merger Date, Party A may decide to dismiss or reappoint those individuals to Party A's Board of Directors, Supervisory Board or Management Board, as appropriate, in accordance with the Merger Plan, the detailed merger plan, applicable law and Party A's Charter as amended after the merger.

ARTICLE 7. RIGHTS AND OBLIGATIONS OF PARTY A

7.1. To succeed to all assets, rights, obligations and lawful interests of Party B.

7.2. To ensure that Party A shall be responsible for Party B's obligations and liabilities under this Agreement and the Merger Plan from the Merger Date.

7.3. To complete all legal procedures relating to the Merger Transaction as provided in this Agreement and under applicable law.

7.4. To guide, inspect and supervise the performance of contracts, implementation of projects and other activities of Party B. Any inspection under this Clause shall not interfere with Party B's performance of its obligations under this Agreement.

7.5. To access and make copies of any resolutions, decisions, submissions, reports, contracts, agreements, business correspondence and other documents of Party B that Party A considers necessary and relevant to the performance of this Agreement.

7.6. To exercise other rights and perform other obligations under this Agreement and applicable law.

ARTICLE 8. RIGHTS AND OBLIGATIONS OF PARTY B

8.1. During the period from the Signing Date until the Merger Date, unless Party A consents otherwise, Party B undertakes to conduct its business in accordance with the following principles:

(a) To take all reasonable and necessary measures to maintain and continue its business operations and business opportunities as they existed before this Agreement was signed.

(b) Not to increase payments to employees, contractors, service providers or its management personnel; not to make capital contributions or purchase shares; and not to withdraw profits by its owner, except as required by law or under policies of the Parties that existed before this Agreement was signed and were notified to Party A in advance.

(c) Not to incur debts, provide guarantees or assume obligations from any third party where this would result in Party A becoming liable to that third party after the merger, except where such debt, guarantee or obligation is part of the Parties' ordinary course of business as established before this Agreement was signed.

(d) Not to amend or supplement the management and administration policies, processes, procedures or rules on tax, finance, accounting or auditing currently applied by Party B.

(e) Not to amend, supplement, extend, cancel or intentionally breach the terms of any ongoing contract or agreement, except in the ordinary course of business consistent with existing practices.

(f) Not to assume obligations from third parties or restrict the development of its production and business activities, except in the ordinary course of business consistent with existing practices.

(g) To use reasonable efforts to (i) maintain its current business organisation without disruption; (ii) maintain the employment of its current employees; and (iii) preserve its relationships with customers, suppliers, distributors, consultants, licensors, licensees and other persons or entities with which it has business relationships.

8.2. Party B shall declare and provide Party A with complete, truthful and accurate information concerning all of its assets, employees, customers, partners, creditors, rights, obligations and lawful interests as of the asset transfer date.

8.3. Party B shall complete all legal procedures relating to the Merger Transaction as provided in this Agreement and under applicable law.

8.4. Party B shall carry out the procedures for termination of its operations after the Merger Date in accordance with law.

8.5. Other rights and obligations as provided in this Agreement and applicable law.

ARTICLE 9. REPRESENTATIONS AND WARRANTIES OF THE PARTIES

9.1. Representations and warranties of the Parties

(a) Each Party is an enterprise duly established and lawfully operating under Vietnamese law, and all approvals, consents and authorisations necessary for each Party to conduct its business as currently conducted have been obtained.

(b) Each Party has full authority to enter into this Agreement and exercise the rights and perform the obligations set out herein. The execution of this Agreement and the exercise of such rights and performance of such obligations have been duly approved by the competent body of each Party in accordance with law.

(c) All licences required for each Party to own its material assets and conduct its principal business activities have been issued by the competent state authorities in accordance with law and remain valid.

(d) To each Party's knowledge, none of its licences is liable to be suspended, cancelled, refused, amended or revoked, except for any suspension, cancellation, refusal, amendment or revocation resulting from the Merger Transaction.

(e) Neither Party's execution or performance of this Agreement violates or is likely to violate any of its internal rules or regulations, any binding agreement relating to that Party or its assets, any binding judgment or decision of a court or arbitral tribunal, or any applicable law.

(f) Each Party has complied and is complying with all laws and documents of competent state authorities binding on it.

9.2. Representations and warranties of Party A

(a) To Party A's knowledge, neither Party A nor any of its subsidiaries, if any, has initiated any procedure or taken any action that could result in insolvency, special control, cessation of operations, dissolution or reorganisation of Party A or any such subsidiary, other than the execution and performance of this Agreement.

(b) The provisions of this Agreement shall not be invalid or unenforceable as a result of any lawsuit, legal proceeding or investigation involving Party A or any of its subsidiaries, if any.

9.3. Representations and warranties of Party B

(a) Party B represents and warrants that the information in documents provided by Party B and all other information sent by or on behalf of Party B to Party A in connection with the Merger Transaction or this Agreement is, as of the date provided, truthful, accurate, complete and not misleading, and shall remain truthful, accurate, complete and not misleading.

(b) Party B has lawful ownership of all shares and capital contributions in all subsidiaries, if any, as disclosed to and notified to Party A.

(c) No event of default under any contract or agreement to which Party B is a party has occurred or is continuing that would result in enforcement against Party B's assets or acceleration of its repayment obligations to a third party.

(d) To Party B's knowledge, neither Party B nor any of its subsidiaries, if any, has initiated any procedure or taken any action that could result in insolvency, special control, cessation of operations, dissolution or reorganisation, other than the execution and performance of this Agreement.

(e) The provisions of this Agreement shall not be invalid or unenforceable as a result of any lawsuit, legal proceeding or investigation involving Party B or any of its subsidiaries, if any.

ARTICLE 10. UNDERTAKINGS OF THE PARTIES

10.1. Each Party shall comply with the following undertakings unless the other Party waives them in writing:

(a) The Parties shall use their best efforts to obtain all approvals from the competent authorities of Vietnam required to complete the Merger Transaction as soon as possible.

(b) The Parties shall use their best efforts to perform all provisions of this Agreement and cooperate in carrying out administrative procedures relating to this Agreement before competent state authorities in accordance with law.

(c) In addition to the actions specified in this Agreement, each Party shall use its best efforts to carry out any other work necessary, if any, to complete the Merger Transaction.

(d) Each Party shall provide the other Party with the information and documents necessary for the Merger Transaction as follows:

– upon the requesting Party's written request, the requested Party shall allow the requesting Party's officers, employees and advisers to access all information and documents concerning the Parties necessary for the Merger Transaction;

– upon receiving a request for information or documents, the requested Party shall provide information and documents concerning any event, circumstance or matter that may cause any representation or warranty given by it under this Agreement to become untrue, inaccurate or misleading;

– upon receiving a request, the requested Party shall provide information and documents concerning any event, circumstance or matter that causes or may cause a Material Adverse Change.

(e) The Parties shall continue their ordinary business operations until the Merger Date and maintain their organisational structures, business opportunities and business relationships with customers, suppliers, distributors and other organisations and individuals as they existed before the Agreement was signed, in accordance with this Agreement.

(f) Neither Party shall take any action likely to prejudice the performance of contracts in effect on or before the Merger Date to which it is a party.

(g) The Parties shall make disclosures relating to the Merger Transaction as required by law.

(h) Each Party shall notify the other Party of all information, opinions, approvals or authorisations received from competent state authorities in connection with the Merger Transaction or other related activities of the Parties.

(i) Each Party shall bear the costs of preparing this Agreement and other costs arising within its own scope of responsibility in connection with the Merger Transaction.

10.2. Party A undertakes that, before and on the Merger Date:

(a) Party A shall not unreasonably introduce, terminate or change its policies, practices or plans relating to governance and management, business operations, accounting or finance, except as required by law.

(b) Party A shall not amend, or consent to or approve amendments to, its Charter or any other internal rules or regulations of Party A or its subsidiaries, if any, except for amendments made in connection with the Merger Transaction.

(c) Party A shall not amend, terminate or waive any confidentiality agreement.

(d) Except as required by law or by the terms of effective employment contracts and programmes, Party A shall not:

– increase the salary, remuneration or benefits of any member of the BOD, member of the Supervisory Board, officer or employee;

– pay or increase any amount payable to any member of the BOD, member of the Supervisory Board, officer or employee if not provided for in an effective employment contract or programme; or

– introduce, amend or terminate any employee share option plan, share-based remuneration programme, salary programme or employee benefits programme.

(e) Party A shall not sell, transfer, pledge, mortgage, lease, liquidate or otherwise dispose of any asset, real property, shares or capital contribution, except in the ordinary course of business consistent with existing practices and where no Material Adverse Change is likely to result.

(f) Party A shall not transfer ownership of, assign or license any intellectual property of Party A, except in the ordinary course of business and where no Material Adverse Change is likely to result.

(g) Party A shall not lend, provide funding, contribute capital to or invest in any organisation, individual or asset, except in the ordinary course of business and where no Material Adverse Change is likely to result.

(h) Party A shall not incur any debt or other liability to any organisation or individual, except in the ordinary course of business and where no Material Adverse Change is likely to result.

(i) Party A shall not conduct business or extend credit in any manner outside its ordinary course of business.

(j) Party A shall not commence any new business outside its ordinary course of business.

(k) Party A shall not file or amend tax returns, change an elected tax calculation method, settle or agree to any tax obligation, except as required by the relevant tax authority or applicable law.

(l) Party A shall not commence or settle any claim or dispute, except in the ordinary course of business or as required by law.

(m) Party A shall not take any action outside its ordinary course of business that may result in loss of its assets, cause it to assume a material obligation or liability, or cause or threaten a Material Adverse Change.

10.3. Party B undertakes and confirms that, before and on the Merger Date:

(a) Party B shall not unreasonably introduce, terminate or change its policies, practices or plans relating to governance and management, business operations, accounting or finance, except as required by law.

(b) Party B shall not amend, or consent to or approve amendments to, its Charter or any other internal rules or regulations of Party B or its subsidiaries, if any, except for amendments made in connection with the Merger Transaction.

(c) Party B shall not amend, terminate or waive any confidentiality agreement.

(d) Except as required by law or by the terms of effective employment contracts and programmes, Party B shall not:

– increase the salary, remuneration or benefits of the Company Chairperson, any member of the Members' Council, member of the Supervisory Board, officer or employee;

– pay or increase any amount payable to the Company Chairperson, any member of the Members' Council, member of the Supervisory Board, officer or employee if not provided for in an effective employment contract or programme; or

– introduce or amend rules or policies relating to employee salaries or benefits.

(e) Party B shall not increase its charter capital or admit any additional capital-contributing member.

(f) Party B shall not sell, transfer, pledge, mortgage, lease, liquidate or otherwise dispose of any asset, real property, shares or capital contribution, except in the ordinary course of business and where no Material Adverse Change is likely to result.

(g) Party B shall not transfer ownership of, assign or license any of its intellectual property, except in the ordinary course of business and where no Material Adverse Change is likely to result.

(h) Party B shall not lend, provide funding, contribute capital to or invest in any organisation, individual or asset, except in the ordinary course of business and where no Material Adverse Change is likely to result.

(i) Party B shall not incur any debt or other liability to any organisation or individual, except in the ordinary course of business and where no Material Adverse Change is likely to result.

(j) Party B shall not issue any convertible bonds or convertible debt instruments that entitle their holders to convert such bonds or debt into Party B's capital, and no organisation or individual shall hold any convertible bonds or convertible debt instruments of Party B.

(k) Party B shall not conduct business or extend credit in any manner outside its ordinary course of business.

(l) Party B shall not commence any new business outside its ordinary course of business.

(m) Party B shall not file or amend tax returns, change an elected tax calculation method, settle or agree to any tax obligation, except as required by the relevant tax authority or applicable law.

(n) Party B shall not commence or settle any claim or dispute, except in the ordinary course of business or as required by law.

(o) Party B shall not take any action outside its ordinary course of business that may result in loss of its assets, cause it to assume a material obligation or liability, or cause or threaten a Material Adverse Change.

ARTICLE 11. REMEDIES FOR BREACH

11.1. If a Party breaches any of its obligations, responsibilities, representations, warranties or undertakings under this Agreement, the breaching Party shall compensate the non-breaching Party for all damage and loss caused by the breach in accordance with law.

11.2. Clause 11.1 shall not apply where the breach results from a force majeure event or compliance with a decision of a competent state management authority that the Parties could not have known of at the time this Agreement was signed.

ARTICLE 12. EFFECTIVENESS AND TERMINATION OF THE AGREEMENT

12.1. This Agreement shall take effect from the Signing Date.

12.2. This Agreement shall terminate in any of the following circumstances:

(a) The Parties have completed all merger procedures under this Agreement, the Merger Plan and the detailed merger plan.

(b) The Parties agree in writing to terminate this Agreement.

(c) Between the Signing Date and the Merger Date, a Party fails to comply with any undertaking or agreement under this Agreement and such failure continues for 30 Business Days, in which case the other Party may unilaterally terminate this Agreement. The terminating Party must give the breaching Party at least 15 (fifteen) days' prior written notice of the intended termination date.

(d) Either Party is dissolved or declared bankrupt in accordance with law.

(e) The Parties fail to complete the Merger Transaction within the implementation period and any extension specified in Clause 4.3 of Article 4.

(f) The Merger Transaction cannot be implemented due to a decision of a Competent State Authority.

(g) Any other circumstance prescribed by law.

12.3. If this Agreement is terminated under the above provisions, except where a Party terminates it under Point (c) of Clause 12.2, each Party shall bear all costs and expenses relating to the execution, performance and termination of this Agreement.

12.4. If a Party terminates this Agreement under Point (c) of Clause 12.2, the breaching Party shall compensate the other Party for any loss or damage caused by the breach by it or its representative, including, without limitation, all costs and expenses relating to the execution, performance and termination of this Agreement. The breaching Party shall pay such compensation within 10 (ten) Business Days after the non-breaching Party requests payment.

ARTICLE 13. CONFIDENTIALITY

13.1. "Confidential Information" means all information and documents provided by the disclosing party, its officers, employees, representatives or advisers to the receiving party, whether in writing or orally and whether before or after the Signing Date, except for:

(a) information or documents provided to the receiving party on a non-confidential basis by a person or entity that is not bound by any confidentiality obligation to the disclosing party;

(b) information or documents that are publicly available, unless their publication results from the receiving party's breach of its confidentiality obligations under this Agreement;

(c) information or documents independently developed by the receiving party without using any Confidential Information;

(d) the Merger Plan and this Agreement; and

(e) other information and documents that Party A and Party B are required to disclose by law.

13.2. Unless the disclosing party consents, a Competent State Authority requires disclosure, or disclosure is required by law, the receiving party undertakes:

(a) not to publish or disclose any Confidential Information to any person or entity other than those designated by the receiving party to implement the Merger Transaction, provided that such persons are informed of and bound by the confidentiality obligations under this Agreement; and

(b) not to use Confidential Information for any purpose other than implementing the Merger Transaction.

13.3. Each Party shall ensure that it, its subsidiaries (if any), officers, employees, representatives and advisers, and those of its subsidiaries, do not publish or disclose Confidential Information without the other Party's prior written consent, except for disclosures required by law after consultation with the other Party regarding such disclosure.

13.4. Each Party acknowledges that it shall be responsible for any breach of the obligations under this Agreement by itself or its subsidiaries (if any), officers, employees, representatives or advisers, including those of its subsidiaries.

ARTICLE 14. NOTICES

14.1. Any request, notice or other information exchanged between the Parties in connection with this Agreement must be made in writing.

14.2. Notices shall be delivered personally, by courier, by email or by fax. A notice shall be deemed received (i) upon delivery, if delivered personally or by courier; (ii) when the email is sent, provided the sender does not receive a failed-delivery notification; or (iii) when transmitted to the recipient, if sent by fax. If a notice is received outside the recipient's normal business hours, it shall be deemed received at the beginning of the recipient's normal business hours on the next Business Day.

14.3. Notices shall be sent to the Parties at the following addresses (or any other address notified by a Party in accordance with Clause 14.4):

For Party A: VINACOMIN-POWER HOLDING CORPORATION

Address: 16th Floor, Vinacomin Building, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi, Vietnam

Telephone: 024 3516 1605 Fax: 024 35161610

Email: …..

Contact person: ... – Position: ...

For Party B: NONG SON COAL - POWER ONE MEMBER LIMITED LIABILITY COMPANY - TKV

Address: Trung Thuong Hamlet, Nong Son Commune, Da Nang City, Vietnam

Telephone: 02353656900 Fax: 02353656901

Email: …..

Contact person: ... – Position: ...

14.4. If any information for receipt of notices specified in this Article changes, the Party concerned shall notify the other Party in writing within 05 Business Days from the date of the change.

ARTICLE 15. GOVERNING LAW AND DISPUTE RESOLUTION

15.1. This Agreement shall be governed by and construed in accordance with the laws of Vietnam.

15.2. If any conflict, dispute or disagreement arises during the performance of this Agreement, the Parties shall notify each other, discuss the matter and seek solutions to resolve it and minimise risks, and shall prepare minutes recording the matter.

15.3. Any dispute arising out of or in connection with this Agreement shall first be resolved by negotiation between the Parties. If the Parties cannot resolve the dispute through negotiation, it shall be referred to the Vietnam International Arbitration Centre at the Vietnam Chamber of Commerce and Industry ("VIAC") in accordance with its arbitration rules. The tribunal shall consist of 03 (three) arbitrators; the seat of arbitration shall be Hanoi, Vietnam; and the language of arbitration shall be Vietnamese. The VIAC award shall be final and binding on the Parties. The losing Party shall pay the arbitration fees and the Parties' legal and advisory fees.

ARTICLE 16. GENERAL PROVISIONS

16.1. This Agreement, together with all appendices, amendments and supplements, constitutes the entire agreement between the Parties regarding the matters addressed herein and supersedes all previous agreements, negotiations, communications and exchanges between the Parties concerning those matters.

16.2. If any provision of this Agreement is held invalid or unenforceable under Vietnamese law, the Parties agree to renegotiate that provision in good faith. If the Parties cannot agree on a replacement for the invalid or unenforceable provision:

(a) that provision shall be severed from this Agreement;

(b) the remaining provisions shall be interpreted as if the invalid or unenforceable provision had not been included; and

(c) the remaining provisions shall remain legally valid and enforceable in accordance with this Agreement.

16.3. Neither Party may assign, transfer or otherwise dispose of any part or all of this Agreement, or any right or interest arising from it, to any third party without the prior consent of the other Party.

16.4. A Party's failure or delay in exercising any right under this Agreement shall not constitute a waiver of that right. The single or partial exercise of any right shall not prevent the exercise of any other right under this Agreement.

16.5. The rights and remedies expressly provided for in this Agreement may be exercised concurrently or at different times and as often as the entitled Party considers appropriate, and shall not exclude any rights or remedies available under Vietnamese law.

16.6. Appendices prepared by the Parties from time to time shall form an integral part of this Agreement. This Agreement and any provision of it may be amended only in writing and duly signed and approved by the Parties.

16.7. Each Party shall take all necessary actions within its ability, authority and capacity, and complete the necessary procedures, to give effect to the intent and purpose of this Agreement. Neither Party may take any action inconsistent with this Agreement.

16.8. Each Party shall be responsible for its own expenses and costs arising in connection with this Agreement and transactions related to it.

16.9. This Agreement is made in 04 (four) Vietnamese-language originals of equal legal validity. Each Party shall retain 02 (two) originals for implementation.

FOR PARTY A	**FOR PARTY B**
VINACOMIN-POWER HOLDING CORPORATION	NONG SON COAL - POWER ONE MEMBER LIMITED LIABILITY COMPANY - TKV
Name: **Bui Minh Tan**	Name: **Tran Huu Thang**
Position: General Director	Position: Director

VIETNAM NATIONAL COAL AND MINERAL INDUSTRIES HOLDING CORPORATION LIMITED
VINACOMIN- POWER HOLDING CORPORATION

No: 764 /TTr-DLTKV

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, 29 October 2026

PROPOSAL

Regarding the reversal to after-tax profit of excessive allocations to the Development Investment Fund for the 2020–2024 period and the payment of additional dividends

To: The General Meeting of Shareholders of the Corporation

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, and its amendments and supplements; and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises, effective from 01 July 2025;

Pursuant to the Charter on organization and operation of Vinacomin-Power Holding Corporation (the "Corporation" or "DLTKV") dated 26 December 2024;

Pursuant to Resolution No. 15/NQ-DHĐCĐ-2025 dated 24 April 2025 of the 2025 Annual General Meeting of Shareholders of Vinacomin-Power Holding Corporation;

Pursuant to Resolution No. 11/NQ-DHĐCĐ-2023 dated 29 May 2023 of the 2023 Annual General Meeting of Shareholders of Vinacomin-Power Holding Corporation;

Pursuant to the audited 2023 financial statements (parent-company and consolidated financial statements) of Vinacomin-Power Holding Corporation;

Vietnam National Coal and Mineral Industries Holding Corporation Limited (TKV), a major shareholder of the Corporation, has requested that TKV's representative of contributed capital at the Corporation provide comments to the Corporation to implement the following:

"1. Regarding undistributed after-tax profits: Implement the payment of all dividends from the remaining undistributed after-tax profits through the end of 2024, in accordance with the authority prescribed in the organization and operation charter of the relevant entity, TKV's Regulations on Management of Representatives, the Law on Enterprises, the Law on Securities, and relevant laws and regulations.

2. Regarding allocations to the Development Investment Fund in excess of the prescribed rate: Within the scope of its authority, implement the Government Inspectorate's conclusion by reversing to after-tax profit the value of the Development Investment Fund allocated in excess of the prescribed rate and distributing dividends to shareholders in accordance with the entity's rules and regulations, TKV's rules and regulations, and applicable laws."

Based on TKV's direction, the Board of Directors (BOD) of Vinacomin-Power Holding Corporation respectfully submits the following matters to the General Meeting of Shareholders (GMS) for consideration and approval:

– Reverse to after-tax profit the value of excessive allocations to the Development Investment Fund during the 2020–2024 period, in the amount of VND 26,438,539,485;

– Pay additional dividends, funded by the remaining undistributed after-tax profits through the end of 2024 and the amount reversed to after-tax profit from excessive allocations to the Development Investment Fund during the 2020–2024 period, at a rate of 8.8371%, as detailed below:

No.	Description	Amount (VND)
1	**Total amount allocated for additional dividend payments**	**603,368,671,982**
	Of which:	
-	Remaining undistributed after-tax profits through the end of 2024	576,930,132,497
-	Amount reversed to after-tax profit from excessive allocations to the Development Investment Fund during 2020–2024	26,438,539,485
2	**Dividend payment plan**	
2.1	**Dividend rate**	**8.8371%**
2.2	**Dividends actually payable**	**603,368,445,332**
	Of which: - TKV shareholder	*598,986,149,535*
	- Other shareholders	4,382,295,797
3	**Difference arising from rounding the dividend rate (3 = 1 – 2.2) (*)**	**226,650**

(*) The difference of VND 226,650 arises between the total amount allocated for additional dividend payments and the total dividends actually payable at the rate of 8.8371%. This amount will be retained and continue to be recorded as undistributed after-tax profits of the Corporation.

The General Meeting of Shareholders is respectfully requested to consider and approve the above.

Recipients:
- As addressed above;
- BOD, BOS (e-copy);
- Executive Management (e-copy);
- Finance and Accounting Department; Human Resources Department (e-copy);
- Filed: Office, Secretary to the BOD, Finance and Accounting.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0104296034-C.T.C.P
TỔNG CÔNG TY ĐIỆN LỰC TKV - CTCP
P. YÊN HÒA - TP. HÀ NỘI

Pham Tuan Ngoc