VINACOMIN – MINERALS HOLDING CORPORATION

No.2544/TB-VIMICO

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, 16 September 2026

NOTICE OF MEETING
2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

To: Shareholders of Vinacomin – Minerals Holding Corporation

Pursuant to the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation, as amended and supplemented for the seventh time and issued under Decision No. 628/QD-VIMICO dated 5 May 2026 of the Board of Directors of Vinacomin – Minerals Holding Corporation,

the Board of Directors is pleased to invite shareholders to the Corporation's 2026 Extraordinary General Meeting of Shareholders (the "EGM"), details of which are set out below.

1. Time: 8:00 a.m., Friday, 9 October 2026.

2. Venue: Meeting Room No. 1, 29th Floor, Head Office of Vinacomin – Minerals Holding Corporation

No. 3 Duong Dinh Nghe, Yen Hoa Ward, Hanoi

3. Agenda:

- Recognition of charter capital following completion of the 2025 dividend share issuance.

- The proposed amendments to the Charter of Vinacomin – Minerals Holding Corporation.

- The Corporation's Five-Year (2026–2030) Business Cooperation Plan.

- The Framework Agreement to purchase steel billet, produced by Cao Bang Cast Iron and Steel JSC, for the 70,000-tonne/year structural steel rolling line investment project.

- Other matters within the authority of the General Meeting.

4. Eligibility to Attend:

- Shareholders on the register as at the record date of 7 September 2026, per the notice issued by the Vietnam Securities Depository and Clearing Corporation ("VSDC").

- Shareholders may attend in person or appoint a proxy in writing, using the enclosed form.

5. Registering to Attend and Submitting Comments:

Shareholders are asked to send their attendance registration or power of attorney, together with any comments on the agenda or on the draft resolutions to be put to the EGM (using the enclosed forms), by 8:00 a.m. on 8 October 2026, to:

Ms. Nguyen Thi Phuong Thao, Corporate Secretary, Head Office of Vinacomin – Minerals Holding Corporation, No. 3 Duong Dinh Nghe, Yen Hoa Ward, Hanoi. Tel: 0904.268.986.

6. Meeting Documents:

The full set of EGM documents is available at www.vimico.vn and will be kept up to date, with any amendments posted at the same address, until the EGM concludes.

Shareholders who have not separately received a letter of invitation may treat this Notice as such.

We look forward to welcoming you.

Recipients:
- As above;
- Filed: Records Office, BOD.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0100103... C.T.C.P
TỔNG CÔNG TY KHOÁNG SẢN - TKV
VIMICO

Nguyễn Văn Hải

VINACOMIN – MINERALS HOLDING CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.2543/GM-VIMICO

Hanoi, 16 September 2026

LETTER OF INVITATION
2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
VINACOMIN – MINERALS HOLDING CORPORATION

Shareholder's name:

Address:

Identity Card/Passport No. or Enterprise Registration No.:

You are cordially invited to attend the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation.

1. Time: 8:00 a.m., Friday, 9 October 2026.

2. Venue: Meeting Room No. 1, 29th Floor, Head Office of Vinacomin – Minerals Holding Corporation

No. 3 Duong Dinh Nghe, Yen Hoa Ward, Hanoi.

3. Eligibility to Attend:

- Shareholders on the register as at the record date of 7 September 2026, per the notice issued by the Vietnam Securities Depository and Clearing Corporation ("VSDC").

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Ms. Nguyen Thi Phuong Thao, Corporate Secretary, Head Office of Vinacomin – Minerals Holding Corporation, No. 3 Duong Dinh Nghe, Yen Hoa Ward, Hanoi. Tel: 0904.268.986.

6. Meeting Documents:

The full set of EGM documents is available at www.vimico.vn and will be kept up to date, with any amendments posted at the same address, until the EGM concludes.

We look forward to welcoming you.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Nguyễn Văn Hải

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CONFIRMATION OF ATTENDANCE
AT THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF VINACOMIN – MINERALS HOLDING CORPORATION

To: The Organizing Committee of the 2026 Extraordinary General Meeting of Shareholders Vinacomin – Minerals Holding Corporation

Full name of shareholder/representative: ....

ID Card/Passport/Enterprise Registration No.: .... Date of issue: .... Place of issue: …….......

Address: ....

Telephone: .... Fax: .... Email: ....

I confirm my attendance at the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation, to be held on 9 October 2026, with a total of .... voting shares, comprising:

- Shares held: .... ordinary shares.
- Shares held under proxy (if any): .... ordinary shares.

(The Power of Attorney corresponding to the shares held under proxy is enclosed.)

Please record my name on the list of shareholders/representatives attending the Meeting.

Hanoi, 2026
SHAREHOLDER
(Signature and full name)

Note:
When the shareholder is a legal entity, written confirmation of attendance at the EGM is required.
Please send this Confirmation of Attendance to the EGM Organizing Committee at the address given in the Notice of Meeting and the Letter of Invitation, by 8:00 a.m. on 1 October 2026.

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

POWER OF ATTORNEY
TO ATTEND THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF VINACOMIN – MINERALS HOLDING CORPORATION

1. The Principal

Name of shareholder/shareholder group: Shareholder Group
Citizen ID/Passport/Enterprise Registration No.: .... Date of issue: .... Place of issue: ....
Address: ....
Holding: .... shares of Vinacomin – Minerals Holding Corporation
(in words: ....)

2. The Authorised Representative

Full name: ....
Citizen ID/Passport No.: .... Date of issue: .... Place of issue: ....
Address: ....
Telephone: ....
Number of shares delegated: .... shares (in words:……………… ....)

3. Scope of Authority

To attend the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation on the Principal's behalf; and
To exercise all rights and perform all obligations at the 2026 Extraordinary General Meeting corresponding to the number of shares delegated, in accordance with the Rules of Procedure for the 2026 Extraordinary General Meeting, the Charter of Vinacomin – Minerals Holding Corporation, and applicable law.

4. Term

This Power of Attorney is valid only for the duration of the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation.

5. Responsibilities of the Parties

The Authorised Representative may not sub-delegate the matters covered by this Power of Attorney to any third party.
Both parties are responsible for this authorisation and undertake to comply strictly with applicable law.

AUTHORISED REPRESENTATIVE	*Hanoi, 2026*
(Signature and full name)	**PRINCIPAL**
	(Signature and full name; company seal, if the shareholder is an institution)

Note:. 1. Corporate shareholders must issue a written Power of Attorney appointing their representative(s) to exercise their shareholder rights and obligations at the EGM. A corporate shareholder holding at least 10% of the Corporation's total ordinary shares may appoint up to 3 representatives. If you appoint multiple representatives, you must specify the capital contribution and number of shares corresponding to each representative. Please send a copy of the Power of Attorney to the EGM Organising Committee, at the address given in the Notice of Meeting and the Letter of Invitation, by 8:00 a.m. on 8 October 2026 (1 working day before the EGM)
2. Where the Principal is a shareholder group, Section 1 should be completed as "Shareholder Group", with the attached list of delegating shareholders completed using the enclosed form.
Authorised representatives attending the EGM should bring their original Citizen ID Card/passport, the letter of invitation, the meeting documents, and the original Power of Attorney.

LIST OF PRINCIPALS ATTACHED TO THIS POWER OF ATTORNEY

No.	Full Name	ID/ Passport No.	Date and Place of Issue	Shares Held	Shares Delegated	Signature
1						
2						
3						
4						
5						
6						
7						
	Total					

Note:. 1. Corporate shareholders must issue a written Power of Attorney appointing their representative(s) to exercise their shareholder rights and obligations at the EGM. A corporate shareholder holding at least 10% of the Corporation's total ordinary shares may appoint up to 3 representatives. If you appoint multiple representatives, you must specify the capital contribution and number of shares corresponding to each representative. Please send a copy of the Power of Attorney to the EGM Organising Committee, at the address given in the Notice of Meeting and the Letter of Invitation, by 8:00 a.m. on 8 October 2026 (1 working day before the EGM)

2. Where the Principal is a shareholder group, Section 1 should be completed as "Shareholder Group", with the attached list of delegating shareholders completed using the enclosed form.

Authorised representatives attending the EGM should bring their original Citizen ID Card/passport, the letter of invitation, the meeting documents, and the original Power of Attorney.

PROGRAMME
2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
VINACOMIN – MINERALS HOLDING CORPORATION

1. Time: 8:00, Friday, 9 October 2026

2. Venue: Meeting Room No. 1, 29th Floor, Head Office of Vinacomin – Minerals Holding Corporation No. 3 Duong Dinh Nghe, Yen Hoa Ward, Hanoi.

Time	No.	Item	Responsible
7:30 – 8:00	**I**	**Preparation**	
	1	Welcome delegates and shareholders.	Organising Committee
	2	Shareholders register to attend the EGM with the Shareholder Verification Committee and receive meeting materials.	Shareholder Verification Committee
8:00 – 12:00	**II**	**Opening**	
	1	Flag salute, opening remarks, and introduction of delegates.	Organising Committee
	2	Report on verification of shareholders' eligibility to attend the EGM.	Shareholder Verification Committee
	3	Introduction of the Chairperson of the Meeting.	Organising Committee
	4	Introduction and election of the Secretariat.	Chairperson
	5	Introduction and election of the Vote-Counting Committee.	Chairperson
	6	Approval of the EGM Program.	Chairperson
	7	Approval of the EGM Rules of Procedure.	Chairperson
	III	**Agenda Items**	
	1	Recognition of charter capital following completion of the 2025 dividend share issuance.	Chairperson
	2	Approval of the change of the Corporation's registered head office address and the amendment and supplement of the Charter of Vinacomin – Minerals Holding Corporation	Chairperson
	3	Approval of the Corporation's Five-Year (2026–2030) Business Cooperation Plan.	Chairperson
	4	Approval of the Framework Agreement for the purchase of steel billet produced by Cao Bang Cast Iron and Steel JSC for the	Chairperson

		structural steel rolling line investment project with a capacity of 70,000 tonnes/year.	
	5	Approval of other matters within the authority of the General Meeting.	Chairperson
	6	Report on voting results.	Vote-Counting Committee
	7	Presentation of the Minutes and Resolution of the EGM.	Secretariat
	8	Approval of the Minutes and Resolution of the EGM.	Chairperson
12:00	9	Closing of the EGM.	Chairperson

ORGANISING COMMITTEE
2026 EXTRAORDINARY GENERAL MEETING
VINACOMIN – MINERALS HOLDING CORPORATION

No.2540/QC-VIMICO

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, 16 September 2026

RULES OF PROCEDURE
FOR THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF VINACOMIN – MINERALS HOLDING CORPORATION

Pursuant to the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation, as amended and supplemented for the seventh time and issued under Decision No. 628/QD-VIMICO dated 5 May 2026 of the Board of Directors of Vinacomin – Minerals Holding Corporation;

Pursuant to Decision No. 1144/QD-VIMICO dated 27 August 2026 of the Board of Directors of Vinacomin – Minerals Holding Corporation establishing the Organising Committee for the 2026 Extraordinary General Meeting of Shareholders,

the Board of Directors sets out the following draft Rules of Procedure for the 2026 Extraordinary General Meeting of Shareholders (the "EGM"):

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope and Application

1. These Rules of Procedure govern the conduct of the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation.

2. They set out the rights and obligations of shareholders, their representatives, and other attendees, together with the conditions and procedures for conducting the EGM and voting on matters within its authority.

3. Shareholders, their representatives, and other attendees shall comply with these Rules of Procedure.

Article 2. Objectives

1. To ensure openness and transparency.

2. To ensure the EGM is conducted successfully and in accordance with applicable law.

CHAPTER II
CONDITIONS FOR ATTENDANCE, AND RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND OTHER ATTENDEES

Article 3. Conditions for Attendance

Shareholders, or their proxies appointed in writing (using the Corporation's prescribed form), may attend the EGM, provided their names appear on the Corporation's shareholder register as at the record date of 7 September 2026, as confirmed by the Vietnam Securities Depository and Clearing Corporation ("VSDC").

Article 4. Rights of Shareholders at the EGM

A shareholder may attend the EGM by:

1. attending in person;

2. appointing a proxy. Where an institutional shareholder has not appointed a representative under Article 14.2 and .4 of the Law on Enterprises, it may appoint a proxy. An institutional shareholder holding 10% or more of total ordinary shares may appoint up to three proxies; where it appoints more than one, it must specify the number of shares each represents — failing which, the shares shall be divided equally among them.

Shareholders attending the EGM shall also be entitled to:

3. be informed by the Organising Committee of the EGM agenda;

4. speak, discuss, and vote on all matters within the EGM's authority as set out in the agenda, in accordance with the Law on Enterprises 2020, other applicable law, and the Charter of Vinacomin – Minerals Holding Corporation;

5. on registering with the Shareholder Verification Committee, receive a voting card recording the shareholder's code and the number of voting shares held or represented;

6. one vote per ordinary share, with the number of votes a shareholder or proxy holds corresponding to the number of voting shares owned or represented, as registered for attendance, out of the total voting shares of attendees present at the EGM; and

7. if arriving late, register and vote immediately upon registration, provided that the Chairperson is not obliged to suspend the meeting for this purpose and the validity of any vote already taken is unaffected. If the Vote-Counting Committee is already counting votes on a matter when a shareholder registers, that shareholder may not vote on that matter; the Vote-Counting Committee shall add that shareholder's voting shares to the total voting shares present at the EGM for the purpose of calculating the approval rate on subsequent matters.

Article 5. Obligations of Shareholders at the EGM

1. Shareholders or their proxies attending the EGM shall bring:

a. the letter of invitation;

b. a valid identity card or passport; and

c. where attending by proxy, a power of attorney in the form enclosed with the letter of invitation, signed by the shareholder or, for an institutional shareholder, signed and sealed by its legal representative.

A shareholder may attend and vote at the EGM only once the Credentials Committee has registered and verified the shareholder's status and/or authorisation.

2. Where a shareholder has appointed a proxy and has not given written notice revoking the appointment, the shareholder shall not be issued a voting card if the proxy has already completed the registration process and received one.

3. A proxy attending the EGM may not sub-delegate the authorisation to a third party.

4. Throughout the EGM, shareholders and their representatives shall comply with the Chairperson's directions, respect the proceedings and outcomes of the Meeting, and conduct themselves in an orderly and civil manner.

5. Shareholders and proxies shall comply strictly with these Rules of Procedure. The Chairperson shall assess any breach and may act under Article 146 of the Law on Enterprises.

6. A shareholder or proxy arriving after the meeting has opened may register and vote immediately upon registration; the validity of matters already voted on is unaffected.

7. Where a shareholder or proxy leaves the meeting before one or more items are put to a vote, that shareholder's votes on any completed item shall stand as recorded; on any item in which the shareholder does not participate, the shareholder shall be deemed to have abstained.

Article 6. Rights and Responsibilities of the Chairperson

1. The Chairman of the Board shall chair the EGM and may designate one or more members of the Organising Committee to join him on the Presiding Board.

2. The Chairperson shall:

a. preside over the EGM, taking all measures necessary to ensure it is conducted lawfully, in an orderly manner, and consistently with the wishes of the majority of shareholders present;

b. decide, finally, on procedural matters and on matters arising outside the EGM agenda;

c. guide discussion and voting on each agenda item;

d. present drafts and matters requiring a vote of the EGM, and announce the outcome;

e. respond, or designate a member of the Presiding Board to respond, to matters raised at the EGM;

f. adjourn the EGM to another time or venue under Article 146.8 of the Law on Enterprises 2020 and the Corporation's Charter, where the EGM, having met the required quorum, consents to or requests an adjournment; and

g. require all attendees to undergo lawful and reasonable security checks, and call on the competent authorities to maintain order, including removing any person who disregards the Chairperson's direction, wilfully disrupts the meeting, obstructs its proceedings, or refuses a security check.

Article 7. The Secretariat

1. The Secretariat shall comprise two members appointed by the Chairperson to assist the EGM, and is accountable to the Chairperson and the EGM for its work.

2. Under the Chairperson's direction, the Secretariat shall:

a. keep a true, accurate, and complete record of the EGM's proceedings; draft documents, conclusions, and notices from the Chairperson to shareholders as required; and present the meeting minutes and the draft Resolution to the EGM; and

b. receive shareholders' speaker registration forms and any complaints.

Article 8. Rights and Responsibilities of the Shareholder Verification Committee

1. The Shareholder Verification Committee, comprising one Head and other members determined by the Board, shall:

a. verify the status of shareholders and their proxies by requesting their citizen identity card or passport and, for proxies, their power of attorney;

b. issue voting cards and other meeting materials to shareholders and their proxies;

c. report the results of credentials verification to the EGM before it opens, and again before any vote if the number of registered attendees has changed (for example, following late registration); and

d. perform such other tasks as the Organising Committee or the Chairperson may assign.

2. The Shareholder Verification Committee may refuse to admit, or to issue a voting card or meeting materials to, any person who does not have standing to attend the EGM.

3. The Shareholder Verification Committee may form a support team to assist it.

Article 9. Rights and Responsibilities of the Vote-Counting Committee

1. The Vote-Counting Committee shall have seven members — one Head and six members — elected by the EGM on the Chairperson's proposal. No member of the Vote-Counting Committee may be a nominee or candidate for election to the Board or the Supervisory Board where the EGM agenda includes such an election.

2. The Vote-Counting Committee shall:

a. instruct shareholders on the use of voting cards, and count the votes for, against, and abstaining immediately after each vote;

b. record the votes of shareholders and their proxies on each matter submitted to the EGM;

c. compile and report the voting results on each matter to the Chairperson;

d. verify the list of Board and Supervisory Board candidates before any election;

e. explain the principles and procedure for electing Board and Supervisory Board members, in accordance with the applicable Election Rules;

f. distribute, collect, and count election ballots for the Board and Supervisory Board according to each shareholder's shares and voting rights;

g. compile the results and prepare the Vote-Counting Record for any Board and Supervisory Board election;

h. report the voting results — the Vote-Counting Committee's minutes and, where applicable, the Vote-Counting Record for Board and Supervisory Board elections — to the EGM;

i. hand over those minutes and records to the Secretary of the Meeting;

j. review and resolve, together with the Chairperson, any complaint concerning the voting or election results, referring the matter to the EGM for decision where necessary; and

k. perform such other duties as may be assigned.

CHAPTER III
PROCEDURE FOR CONDUCTING THE EGM

Article 10. Conditions for Conducting the EGM

1. The EGM may proceed where attending shareholders represent more than 50% of total voting shares, as determined from the shareholder register as at the record date. The Credentials Committee shall announce the number of shareholders attending, the voting shares they represent, and the attendance rate, confirming that the Meeting may proceed.

2. If this quorum is not met, any subsequent meeting shall be convened and conducted in accordance with the Corporation's Charter and the Law on Enterprises.

Article 11. Conduct of the EGM

1. The EGM shall proceed strictly in accordance with its approved agenda.

2. Any change to the agenda previously circulated with the meeting notice requires the EGM's approval.

3. The EGM shall discuss and approve each agenda item in turn, following the voting procedure in Articles 12 and 13.

4. The EGM closes on approval of its Minutes.

Article 12. Discussion and Questions

1. The Chairperson shall determine the method of proceeding, having regard to the number of shareholders attending and the time available. A shareholder wishing to speak shall raise a hand and request the floor, subject to the Chairperson's consent, or submit a written question to the Presiding Board. Only one shareholder may speak at a time; where several wish to speak, the Chairperson shall call on them in turn.

2. Shareholders shall speak concisely and keep to matters on the approved agenda. Comments must not breach the law, raise personal matters, or exceed the Corporation's authority. The Chairperson may ask a shareholder to stay on topic, in the interest of time and the quality of discussion.

3. Each shareholder's speaking time shall not exceed 5 minutes per turn. If a shareholder exceeds this time, the Chairperson may ask that shareholder to put questions or proposals in writing; the Secretariat shall record these, and the Board shall respond in writing within 5 working days of receipt, within its authority.

Article 13. Voting Procedure and Adoption of Resolutions

1. Shareholders may vote:

a. directly, by raising their voting card at the EGM; or

b. through a proxy attending the meeting, who votes in the same manner as a shareholder attending in person.

2. Except for the matters in Clause 3, a resolution is adopted where approved by more than 50% of the votes of shareholders with voting rights present in person or by proxy at the EGM.

3. The following matters require approval by 65% or more of such votes:

a. the classes and total number of shares of each class;

b. changes to the Corporation's business lines and sectors;

c. changes to the Corporation's organisational and management structure under Article 137 of the Law on Enterprises;

d. investment or asset-sale decisions of the Corporation, or purchase transactions by the Corporation or its branches, valued at 35% or more of total assets per the most recent audited financial statements;

e. capital contributions to, or share purchases in, other enterprises valued at 35% or more of total assets per the most recent audited financial statements;

f. the Corporation's reorganisation, dissolution, or bankruptcy; and

g. amendments and supplements to the Corporation's Charter.

4. Voting method:

a. Shareholders (or their proxies) vote on each agenda item by raising their voting card; the result is determined by counting the votes for, against, and abstaining;

b. For each matter, the Chairperson shall call for votes in favour, then against, then abstentions. A shareholder who does not raise a voting card is deemed to abstain, and may raise it only once per matter; and

c. Board and Supervisory Board elections (where applicable) shall be conducted by cumulative voting, in accordance with the Election Rules for Board and Supervisory Board members approved by the EGM and the Corporation's Charter.

Article 14. Voting Cards

1. Voting cards, bearing the Corporation's seal, shall be issued by the Credentials Committee to shareholders and their proxies. Each card shall record the shareholder's code, full name, and signature (or those of the proxy), together with such other features as facilitate accurate and convenient vote counting.

2. A voting card's value corresponds to the number of voting shares owned by the shareholder or represented by the proxy attending the EGM.

Article 15. Minutes of the EGM

1. The EGM's proceedings shall be recorded in Minutes. The Chairperson and the Secretary are responsible for their accuracy and completeness.

2. A draft of the Minutes shall be prepared for the EGM's review and approval before the meeting closes.

3. The Minutes, the Credentials Committee's minutes, the Vote-Counting Record, and other documents recording the EGM's proceedings and outcomes shall be kept at the Corporation's head office.

4. The Minutes shall be finalised and approved before the EGM closes, and published on the Corporation's website within 24 hours.

5. The Minutes shall form the basis for the Resolution of the EGM.

Article 16. Resolution of the EGM

Based on the EGM's proceedings, the Chairperson shall prepare the draft Resolution on the matters approved, read it out for shareholders' approval, and publish it on the Corporation's website within 24 hours.

Article 17. Effectiveness

1. These Rules of Procedure comprise 3 Chapters and 17 Articles and take effect immediately upon approval by the EGM.

2. The General Meeting of Shareholders has authority to amend or supplement these Rules of Procedure.

Recipients:
- *Board of Directors, Supervisory Board (e-copy);*
- *Party Committee, Trade Union, Youth Union (e-copy);*
- *Executive Board, Chief Accountant (e-copy);*
- *Shareholders of the Corporation;*
- *Office (for posting on the website);*
- *Filed: Office, Board of Directors.*

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0100103 ... T.C.P
TỔNG CÔNG TY KHOÁNG SẢN - TKV
VIMICO

Nguyễn Văn Hải

VIETNAM NATIONAL COAL - MINERAL INDUSTRIES HOLDING CORPORATION **VINACOMIN – MINERALS HOLDING CORPORATION** **No. 2471/TTr-VIMICO**	**SOCIALIST REPUBLIC OF VIETNAM** **Independence – Freedom – Happiness** *Hanoi, 9 September 2026*

SUBMISSION
On the Recognition of Charter Capital following Completion of the 2025 Share Issuance for Dividend Payment

To: The General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its implementing regulations;

Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its implementing regulations;

Pursuant to Decree No. 245/2025/ND-CP of the Government dated 11 September 2025, amending Decree No. 155/2020/ND-CP of the Government dated 31 December 2020 detailing certain provisions of the Law on Securities;

Pursuant to Circular No. 118/2020/TT-BTC of the Ministry of Finance dated 31 December 2020, on public offerings, securities issuance, tender offers, share buy-backs, and public-company registration under Decree No. 155/2020/ND-CP of the Government dated 31 December 2020;

Pursuant to Circular No. 115/2025/TT-BTC of the Ministry of Finance dated 15 December 2025, amending Circular No. 118/2020/TT-BTC dated 31 December 2020;

Pursuant to the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation;

Pursuant to Resolution No. 1056/NQ-VIMICO of the General Meeting of Shareholders dated 22 April 2026, approving the plan to issue shares for payment of the 2025 dividend;

Pursuant to Submission No. 1021/TTr-VIMICO dated 21 April 2026, on increasing VIMICO's charter capital through the share issuance for payment of the 2025 dividend;

Pursuant to Resolution No. 1465/NQ-VIMICO of the Board of Directors dated 4 June 2026, approving the roll-out of the share issuance plan for payment of the 2025 dividend;

Pursuant to Official Letter No. 5439/UBCK-QLCB of the State Securities Commission dated 16 June 2026, confirming receipt of the Corporation's dividend-share-issuance report;

Pursuant to Resolution No. 2072/NQ-VIMICO of the Board of Directors dated 27 July 2026, approving the results of the 2025 dividend share issuance;

Pursuant to Report No. 2076/BC-VIMICO dated 27 July 2026, on the results of the dividend share issuance;

Pursuant to Official Letter No. 7212/UBCK-QLCB of the State Securities Commission dated 31 July 2026, confirming receipt of KSV's report on the results of the dividend share issuance;

Pursuant to Official Letter No. 10715/VSDC-DKCP.NV of the Vietnam Securities Depository and Clearing Corporation dated 13 August 2026, on the adjustment of the registered securities quantity for ticker KSV;

Pursuant to Decision No. 1122/QD-SGDHN of the Hanoi Stock Exchange dated 3 September 2026, approving the change to the listing registration of shares of Vinacomin – Minerals Holding Corporation – JSC; and

Pursuant to the actual results of the 2025 dividend share issuance,

The Board of Directors submits to the General Meeting of Shareholders, for its consideration and approval, the recognition of charter capital and the corresponding amendment of the Corporation's Charter following completion of the 2025 dividend share issuance, as set out below.

I. RESULTS OF THE 2025 DIVIDEND SHARE ISSUANCE

Under the plan approved by the 2026 Annual General Meeting of Shareholders, the Corporation issued shares to existing shareholders as payment of the 2025 dividend, at a ratio of 2:1 (one new share for every two existing shares held).

The Corporation funded the issuance with after-tax retained profit, as shown in its audited 2025 financial statements, in full compliance with applicable law.

The issuance closed on 15 July 2026. Under the results approved by the Board of Directors in Resolution No. 2072/NQ-VIMICO dated 27 July 2026, the Corporation distributed 99,999,812 shares to 2,065 shareholders. The resulting fractional entitlement of 188 shares, arising from rounding down, was canceled in accordance with the approved issuance plan.

Following the issuance, the Corporation has 299,999,812 shares in issue, all fully outstanding, with no treasury shares.

II. CHARTER CAPITAL FOLLOWING COMPLETION OF THE ISSUANCE

Before the issuance, the Corporation's charter capital was VND 2,000,000,000,000, corresponding to 200,000,000 shares outstanding.

The issuance increased charter capital by VND 999,998,120,000.

Based on the 299,999,812 shares outstanding following the issuance, at a par value of VND 10,000 per share, the Corporation's charter capital is now VND 2,999,998,120,000

(in words: two trillion, nine hundred and ninety-nine billion, nine hundred and ninety-eight million, one hundred and twenty thousand dong).

Accordingly:

Particulars	Before the Issuance	Change	After the Issuance
Charter capital	VND 2,000,000,000,000	VND 999,998,120,000	VND 2,999,998,120,000
Total number of shares	200,000,000 shares	99,999,812 shares	299,999,812 shares
Number of voting shares	200,000,000 shares	99,999,812 shares	299,999,812 shares
Par value	VND 10,000/share	VND 10,000/share	VND 10,000/share
Class of shares	Ordinary shares	Ordinary shares	Ordinary shares

III. NECESSITY OF RECOGNITION OF CHARTER CAPITAL AND AMENDMENT OF THE CHARTER

The Corporation completed the 2025 dividend share issuance, and the Board of Directors approved the results.

As the actual number of shares issued was lower than the number originally planned due to the treatment of fractional shares under the issuance plan, the Corporation's charter capital following the issuance is determined based on the actual number of shares issued and outstanding.

Accordingly, the Corporation's charter capital and total number of shares must be updated in the Charter on Organisation and Operation, and the relevant procedures for registering the change in charter capital must be completed in accordance with applicable regulations.

Approval of this matter by the General Meeting of Shareholders will allow the Corporation to complete the legal filings and procedures needed to register the change in charter capital and update the Corporation's Charter.

IV. MATTERS SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors submits to the General Meeting of Shareholders, for its consideration and approval, the recognition of the Corporation's charter capital and total number of shares following completion of the 2025 dividend share issuance, specifically:

1. Recognition of the results of the 2025 dividend share issuance:

- Total shares issued: 99,999,812 shares.

- Total issue value at par: VND 999,998,120,000.

2. Recognition of the Corporation's new charter capital:

- Charter capital: VND 2,999,998,120,000;

- Total number of shares: 299,999,812 shares;

- Par value: VND 10,000 per share;

- Class of shares: Ordinary shares.

3. The corresponding amendment of the Corporation's Charter, updating the provisions on charter capital and total number of shares in the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation – JSC to reflect the above.

4. Authority for the General Director to:

- complete all legal procedures for registering the change in charter capital with the business registration authority; and

- register the additional securities and the additional listing/trading of all newly issued shares, as required by law.

The Board of Directors respectfully submits this matter to the General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation – TKV for its consideration and decision./.

Recipients:

- As above;

- Filed: Office, Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

TỔNG CÔNG TY KHOÁNG SẢN - TKV

VIMICO

Nguyen Van Hai

VIETNAM NATIONAL COAL - MINERAL INDUSTRIES HOLDING CORPORATION
VINACOMIN – MINERALS HOLDING CORPORATION

No.2472/TTr-VIMICO

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, 08/9/2026

SUBMISSION
On the Change of the Corporation's Registered Head Office Address and the Amendment and Supplement of the Charter of Vinacomin – Minerals Holding Corporation

To: The General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation

The Board of Directors presents the following matters for approval at the 2026 Extraordinary General Meeting of Shareholders:

I. Change of the Corporation's registered head office address

Pursuant to the Law on Enterprises No. 59/2020/QH14 and its amending, supplementing, and implementing regulations;

Pursuant to the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation – JSC, as amended and supplemented for the seventh time and issued under Decision No. 628/QD-VIMICO dated 5 May 2026 of the Corporation's Board of Directors;

Pursuant to Point 6, Article 1 of Resolution No. 962/NQ-VIMICO of the Corporation's Board of Directors dated 15 April 2026, approving the premises and facilities to support the Corporation's operations during construction of the VIMICO Head Office Building, under which the Board approved, in principle, leasing two floors of the TKV Tower at No. 3 Duong Dinh Nghe Street as the Corporation's office premises;

Pursuant to Notice No. 2180/TB-VIMICO of the Corporation dated 4 August 2026 on relocation of its office premises, under which the Corporation moved from No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City, to the 29th and 30th floors of Vinacomin Tower, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi City, and has operated from the new address since 10 August 2026;

Pursuant to Article 40 of Government Decree No. 168/2025/ND-CP dated 30 June 2025 on business registration, under which the dossier for registering a change to a joint stock company's registered head office address must include a resolution or decision of the General Meeting of Shareholders approving that change,

Under the current Charter, the Corporation's registered head office is located at No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City.

Given the policy the Board of Directors approved under Resolution No. 962/NQ-VIMICO, and the Corporation's relocation to Vinacomin Tower, the Board of Directors submits to the General Meeting of Shareholders, for approval, the following change to the Corporation's registered head office address:

From: No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City.

To: 29th and 30th Floors, Vinacomin Tower, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi City, Vietnam.

Once the General Meeting has approved this change, the Corporation will register it in accordance with Article 40 of Decree No. 168/2025/ND-CP and other applicable regulations.

II. Amendment and Supplement of the Corporation's charter

1. Change of the Corporation's Registered Head Office Address

Further to Section I above, the Board of Directors also submits, for the General Meeting's approval, the corresponding amendment to the Charter's provisions on the Corporation's registered head office address, to reflect the new address as follows:

Current registered head office address: No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City.

Proposed amended address: 29th and 30th Floors, Vinacomin Tower, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi City, Vietnam.

This Charter amendment will take effect once the General Meeting has approved the change of address, so that the Charter, the Enterprise Registration Certificate, and the Corporation's actual registered head office remain consistent.

2. Change of the Corporation's Charter Capital

Pursuant to the Law on Enterprises No. 59/2020/QH14 and its amending, supplementing, and implementing regulations;

Pursuant to the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation, as amended and supplemented for the seventh time and issued under Decision No. 628/QD-VIMICO dated 5 May 2026 of the Corporation's Board of Directors;

Pursuant to Resolution No. 2072/NQ-VIMICO of the Corporation's Board of Directors dated 27 July 2026, approving the results of the 2025 dividend share issuance, Point 2.1, Article 1 of which approved an issuance of 99,999,812 shares distributed to 2,065 shareholders, with 188 fractional shares cancelled and a resulting total of 299,999,812 shares outstanding following the issuance;

Pursuant to Point 2.2, Article 1 of the same Resolution, approving the procedure for updating the Enterprise Registration Certificate to reflect the Corporation's actual charter capital following completion of the issuance;

Pursuant to Article 44 of Government Decree No. 168/2025/ND-CP dated 30 June 2025 on business registration, under which the dossier for registering a change to a joint stock company's charter capital must include a resolution or decision of the General Meeting of Shareholders approving that change; and

Pursuant to Point đ, Clause 2, Article 138 of the Law on Enterprises No. 59/2020/QH14, under which the General Meeting of Shareholders has authority to decide on amendments and supplements to the company's Charter,

under the results of the 2025 dividend share issuance approved by the Board of Directors in Resolution No. 2072/NQ-VIMICO dated 27 July 2026:

- Number of shares authorised for issuance: 100,000,000 shares;
- Number of shares distributed to shareholders: 99,999,812 shares;
- Number of fractional shares cancelled: 188 shares;
- Total shares after the issuance: 299,999,812 shares;
- Number of shares outstanding: 299,999,812 shares;
- Number of treasury shares: 0 shares.

At the Corporation's par value of VND 10,000 per share, the Corporation's charter capital following the issuance is VND 2,999,998,120,000

(in words: two trillion, nine hundred and ninety-nine billion, nine hundred and ninety-eight million, one hundred and twenty thousand dong).

The Board of Directors submits to the 2026 Extraordinary General Meeting of Shareholders, for its approval, the following amendment and supplement to the Corporation's Charter on charter capital and the number of shares:

- Charter capital: VND 2,999,998,120,000;
- Total number of shares: 299,999,812 shares;
- Par value: VND 10,000 per share.

Once the General Meeting has approved this change, the Corporation will register it in accordance with Article 44 of Decree No. 168/2025/ND-CP and update the Charter accordingly.

The draft Charter, as amended and supplemented for the eighth time, is attached to this Submission.

The General Meeting of Shareholders is respectfully requested to consider and approve the above./.

Recipients:
- *As above;*
- *Filed: Office, BOD*

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

TỔNG CÔNG TY KHOÁNG SẢN - TKV
VIMICO

Nguyễn Văn Hải

VINACOMIN – MINERALS HOLDING CORPORATION

DRAFT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

TỔNG CÔNG TY ... SẢN - TKV
VIMICO

CHARTER
ON THE ORGANISATION AND OPERATION

(Issued under Decision No. /QD-VIMICO dated , 2026)

PREAMBLE

1. Vinacomin – Minerals Holding Corporatio (the "Corporation") was incorporated under the Law on Enterprises pursuant to Decision No. 2388/QD-TTg of the Prime Minister dated 30 December 2014 approving the equitisation of the parent company, Vinacomin – Minerals Holding Corporation, a member of the Vietnam National Coal - Mineral Industries Holding Corporation.

2. This Charter has been prepared on the basis of:

- the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly on 17 June 2020, as amended by Law No. 03/2022/QH15 dated 11 January 2022 and Law No. 76/2025/QH15 dated 17 June 2025;

- the Law on Securities No. 54/2019/QH14, passed by the National Assembly on 26 November 2019, as amended by Law No. 56/2024/QH15 dated 1 January 2025;

- Decree No. 155/2020/ND-CP of the Government dated 31 December 2020 detailing certain provisions of the Law on Securities, as amended by Decree No. 245/2025/ND-CP dated 11 September 2025; and

- The Model Charter issued together with Circular No. 116/2020/TT-BTC of the Ministry of Finance dated 31 December 2020 guiding certain corporate governance provisions applicable to public companies under Decree No. 155/2020/ND-CP of the Government dated 31 December 2020 detailing the implementation of certain provisions of the Law on Securities.

3. This Charter was approved by the Corporation's 2026 Extraordinary General Meeting of Shareholders on 2026, replacing the Charter issued on 5 May 2026.

4. This Charter constitutes the legal basis for all of the Corporation's activities. The Corporation's regulations and the resolutions of the General Meeting of Shareholders and the Board of Directors, once validly adopted in accordance with the law and this Charter, shall be binding rules and regulations governing the conduct of business operations.

Chapter I:
GENERAL PROVISIONS

Article 1. Interpretation of Terms Used in this Charter

a) "the Board" means the Board of Directors of the Corporation, abbreviated as the "BOD";

b) "Area of Operation" means the geographical area, within or outside Vietnam, in which the Corporation conducts its business;

c) "Charter Capital" means the aggregate par value of the shares that have been sold or subscribed for at the time of the Corporation's incorporation, as further described in Article 6;

d) "Voting Capital" means share capital carrying voting rights on matters within the authority of the General Meeting of Shareholders

dd) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020

e) "the Law on Securities" means the Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;

g) "Establishment Date" means the date of issue of the Corporation's first Enterprise Registration Certificate (including the business registration certificate and equivalent instruments).

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

i) "Manager" means the Chairman of the Board, a member of the Board, the General Director, or any other person holding a managerial title under this Charter.

k) "Executive" means the General Director, a Deputy General Director, the Chief Accountant, or any other executive officer under this Charter

l) "Related Person" means has the meaning given in Article 4.23 of the Law on Enterprises and Article 4.46 of the Law on Securities

m) "Shareholder" means an individual or organisation holding at least one share in the Corporation;

n) "Founding Shareholder" means a shareholder holding at least one ordinary share who has signed the list of founding shareholders of the Corporation

o) "Major Shareholder" means has the meaning given in Article 4.18 of the Law on Securities

p) "Dividend" means the net profit distributed in respect of each share, whether in cash or other assets, out of the Corporation's remaining profit after it has fulfilled its financial obligations;

q) "Term of operation" means the term of operation of the Corporation as provided in Article 2 of this Charter, including any extension approved by a resolution of the General Meeting of Shareholders

r) "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;

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

2. In this Charter, any reference to a provision or document shall be construed as including any amendment, modification or replacement thereof. Where any legal instrument governing a matter addressed in this Charter is amended, supplemented or replaced, the relevant provisions of this Charter shall be construed and applied in accordance with the corresponding amended, supplemented or replacement provisions of such legal instrument. The Charter shall be amended accordingly at the next General Meeting of Shareholders.

3. The headings of the chapters and articles of this Charter are for ease of reference only and shall not affect its interpretation or substance.

4. Unless the context otherwise requires, words and terms defined in the Law on Enterprises shall have the same meanings when used in this Charter.

Chapter II:

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

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations, and Term of Operation of the Corporation

1. Name of the Corporation:

- Vietnamese name: Tổng công ty Khoáng sản TKV - CTCP.
- English name: VINACOMIN – MINERALS HOLDING CORPORATION.
- Trading name: Vinacomin – Minerals Holding Corporation
- Abbreviated name: VIMICO

2. The Corporation has its own logo, as follows:

3. The Corporation is a joint stock company with legal personality established and operating under the laws of Vietnam

4. The Corporation is a subsidiary of the Vietnam National Coal - Mineral Industries Holding Corporation ("TKV"), which controls the Corporation through its controlling shareholding, its brand, and such other means of control as are provided by law and TKV's internal regulations

5. The Corporation is authorised to use the "TKV" and "Vinacomin" trademarks of TKV in its Vietnamese and English names, in accordance with TKV's trademark regulations and applicable law. In addition to the provisions of this Charter, the Corporation shall exercise the rights and perform the obligations of a subsidiary of TKV in accordance with TKV's charter and internal regulations

6. Head office address: 29th and 30th Floors, Vinacomin Tower, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi City, Vietnam

- Telephone: 84-24-62876666
- Fax: 84-24-62883333
- Email: ....
- Website: www.vimico.vn

7. The Corporation may establish branches and representative offices within its Area of Operation to pursue its business objectives, by resolution of the Board of Directors and within the limits permitted by law

8. Except where the Corporation's operations are terminated ahead of schedule pursuant to Clause 2 of Article 65 of this Charter, the Corporation shall have an indefinite term of operation commencing on its date of establishment

Article 3. Legal Representative of the Corporation

The Corporation has one (1) legal representative, being the General Director of the Corporation. The legal representative has the powers and obligations provided under applicable law and the Corporation's internal management regulations.

Chapter III:
OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE CORPORATION

Article 4. Objectives and Business Lines of the Corporation

1. The Corporation's objective is to maximise sustainable profit for the Corporation and returns for its shareholders, to contribute to the State budget, to safeguard the interests of its employees, and to grow the Corporation on a continuing basis

2. The Corporation's registered business lines are as follows:

No.	Business line	Code
1.	Production of precious metals and non-ferrous metals (Principal business line)	2420
2.	Residential nursing care activities (excluding sectors prohibited by law and subject to operation only upon satisfaction of statutory conditions)	8710
3.	Iron ore mining	0710
4.	Mining of other non-ferrous metal ores	0729
5.	Mining of precious and rare metal ores	0730
6.	Quarrying of stone, sand, gravel and clay	0810
7.	Mining of chemical and fertilizer minerals	0891

8.	Manufacture of coke oven products	1910
9.	Manufacture of basic chemicals	2011
10	Manufacture of fertilizers and nitrogen compounds	2012
11	Manufacture of refractory products	2391
12	Casting of non-ferrous metals	2432
13	Manufacture of structural metal products	2511
14	Forging, pressing, stamping and roll-forming of metal; powder metallurgy	2591
15	Machining; treatment and coating of metals	2592
16	Manufacture of bearings, gears, gearing and driving elements	2814
17	Manufacture of other special-purpose machinery	2829
18	Manufacture of jewellery and related articles	3211
19	Repair and maintenance of machinery and equipment	3312
20	Repair and maintenance of electrical equipment	3314
21	Repair and maintenance of motor vehicles and other motorised vehicles	9531
22	Wholesale of other household goods	4649
23	Wholesale of machinery, equipment and spare parts	4659
24	Wholesale of metals and metal ores	4672
25	Non-specialised wholesale trade	4690
26	Retail sale of other new goods (excluding motor vehicles, motorcycles, motorbikes and related parts and accessories) Detail: Retail sale of gold jewellery, silver, precious and semi-precious stones, and jewellery in specialised stores	4773
27	Hotels and similar accommodation services	5510
28	Restaurants and mobile food service activities	5610
29	Real estate business, land use rights owned, used or leased (excluding sectors prohibited by law and subject to operation only upon satisfaction of statutory conditions)	6810
30	Architectural and engineering activities and related technical consultancy (excluding sectors prohibited by law and subject to operation only upon satisfaction of statutory conditions)	7110

31	Other mining support service activities	0990
32	Tour operator activities	7912
33	Construction of railways	4211
34	Construction of roads and highways	4212
35	Construction of water projects	4291
36	Manufacture of basic iron, steel and cast iron	2410
37	Construction of mining projects	4292
38	Construction of processing and manufacturing facilities	4293
39	Construction of other civil engineering projects	4299
40	Research and experimental development in natural sciences	7211
41	Research and experimental development in engineering and technology	7212
42	Research and experimental development in medical and pharmaceutical sciences	7213
43	Silviculture, forest care and forest tree nursery activities	0210
44	Research and experimental development in agricultural sciences	7214
45	Logging	0220
46	Elementary-level vocational education and training	8531
47	Intermediate-level vocational education and training	8532
48	Other food and beverage service activities	5629
49	Freight transport by road	4933
50	College-level education and training	8533
51	Manufacture of other fabricated metal products n.e.c.	2599
52	Hospital and health station activities	8610
53	Manufacture of fibre optic cables	2731
54	Manufacture of other electronic and electric wires and cables	2732
55	Manufacture of wiring devices	2733
56	Manufacture of other electrical equipment	2790
57	Other education n.e.c.	8559

58	Manufacture of cement, lime and plaster Detail: Manufacture of plaster products	2394
59	Wholesale of construction materials and installation equipment Detail: Wholesale of plaster products	4673
60	Other specialized wholesale n.e.c. Detail: Wholesale of industrial oxygen in gaseous and liquid forms	4679

- Other business lines in accordance with applicable law.

Article 5. Scope of Business and Operations

1. The Corporation is permitted to conduct business in the lines provided in this Charter that have been registered, notified as changes to its registration with the business registration authority, and published on the National Business Registration Portal.

2. The Corporation may conduct business in other fields permitted by law and approved by the General Meeting of Shareholders.

Chapter IV:

CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. Charter capital:

a) The Corporation's Charter Capital is VND 2,999,998,120,000 (in words: two trillion, nine hundred and ninety-nine billion, nine hundred and ninety-eight million, one hundred and twenty thousand dong), divided into 299,999,812 shares with a par value of VND 10,000 per share;

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

2. Shares:

a) All of the Corporation's shares as at the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each class of share are provided in Articles 12 and 13 of this Charter.

Ordinary shares may be used as the underlying asset for the issuance of non-voting depositary receipts, referred to as underlying ordinary shares. Non-voting depositary receipts carry the same economic benefits and obligations as the underlying ordinary shares, except for voting rights;

b) The Corporation may issue other classes of preference shares, subject to approval by the General Meeting of Shareholders and in accordance with applicable law;

c) Ordinary shares may not be converted into preference shares. Preference shares may be converted into ordinary shares upon approval by the General Meeting of Shareholders;

d) Share offerings:

- A share offering means an increase by the Corporation in the number and class of shares it is authorised to offer, and the sale of such shares in the course of its operations to increase charter capital;

- Share offerings to increase charter capital shall be carried out in one of the forms provided in Clause 2, Article 123 of the Law on Enterprises, namely:

(i) Offerings to existing shareholders;

(ii) Private placements;

(iii) Public offerings.

- The Corporation's share offerings shall be carried out in accordance with Articles 123, 124, and 125 of the Law on Enterprises and applicable securities law;

dd) Sale of shares

The Board of Directors shall decide the timing, method, and price of share sales. The sale price shall not be lower than the market price at the time of the offering or the book value of the shares as at the most recent date, except as provided in Article 126 of the Law on Enterprises, and shall be subject to approval by the General Meeting of Shareholders;

e) Share buy-backs

Pursuant to a decision of the General Meeting of Shareholders, the Corporation may buy back up to 30% of the total ordinary shares sold, as provided in Article 133 of the Law on Enterprises. Shares bought back by the Corporation under Articles 132 and 133 of the Law on Enterprises shall be treated as unissued shares under Clause 4, Article 112 of the Law on Enterprises. The Corporation must complete the procedures to reduce its charter capital by an amount corresponding to the aggregate par value of the shares bought back within 10 days of completing payment for the buy-back, unless securities law provides otherwise;

g) The Corporation may issue other classes of securities upon unanimous written approval of the General Meeting of Shareholders and in accordance with applicable securities and capital markets law.

3. As at the date of adoption of this Charter, because the Corporation was converted from a single-member limited liability company wholly owned by the State into a joint stock company, the Corporation is not required to have founding shareholders under Clause 1, Article 120 of the Law on Enterprises. The names, addresses, number of shares, and other particulars of shareholders are set out in the Corporation's shareholder register.

Article 7. Share Certificates

1. Each shareholder shall be issued a share certificate corresponding to the number and class of shares held

2. A share is a security certifying the lawful rights and interests of its holder in a portion of the share capital of the issuing organisation. A share certificate must contain all particulars required under Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days of the date on which a complete application for transfer of share ownership is filed in accordance with the Corporation's regulations, or within two (2) months (or such longer period as may be specified in the terms of issuance) of the date on which payment for the shares is made in full in accordance with the Corporation's share issuance plan, the holder of the shares shall be issued a share certificate. The shareholder shall not be required to pay the Corporation for the cost of printing the share certificate or any other fee.

4. A shareholder whose share certificate is lost, damaged, or destroyed may request a replacement, providing (a) particulars of the original certificate and (b) an undertaking to bear responsibility for any dispute arising from issuance of the replacement.

Article 8. Securities Certificates and the Shareholder Register

1. Bond certificates or other securities certificates of the Corporation (other than offering letters, provisional certificates, and similar documents) shall be issued bearing the Corporation's seal and the specimen signature of its legal representative, unless the terms and conditions of issuance provide otherwise.

2. Shareholder register:

a) The Corporation shall establish and maintain a shareholder register from the date it is issued its Enterprise Registration Certificate. Ordinary shareholders and holders of other preference shares may be recorded in separate registers. The shareholder register must contain, at a minimum, the following particulars:

- The Corporation's name and head office.

- The total number of shares authorised to be offered, the classes of shares authorised to be offered, and the total number of shares authorised to be offered of each class.

- The total number of shares sold of each class and the value of capital contributed for such shares.

- Shareholders' names, listed alphabetically, together with their permanent address, nationality, and citizen identification card/identity card/passport number or other lawful personal identification, for individual shareholders; and their enterprise code or establishment decision number and head office address, for institutional shareholders; the number of shares of each class held by each shareholder; and the date of share registration;

b) The shareholder register may be maintained in written form, as an electronic data file, or both. The shareholder register may be kept at the Corporation's head office or elsewhere, provided that written notice is given to the business registration authority and to all shareholders. Shareholders are entitled to inspect and obtain a copy of the Corporation's shareholder list during business hours at the place where the register is kept.

3. A shareholder who changes their permanent address must promptly notify the Corporation so that the shareholder register can be updated. The Corporation shall not be liable for any failure to contact a shareholder resulting from the shareholder's failure to notify a change of address.

Article 9. Transfer of Shares

1. All shares may be freely transferred except as otherwise provided by this Charter or by law. Shares that are listed or registered for trading on a Stock Exchange shall be transferred in accordance with applicable securities and capital markets law.

2. Shares that have not been paid up in full may not be transferred and shall not carry related rights such as the right to receive dividends, the right to vote, the right to receive shares issued to increase share capital from owner's equity, or the right to purchase newly offered shares.

3. Unless the Board of Directors decides otherwise (in accordance with the Law on Enterprises), all share transfers may be effected by a written transfer instrument in the customary form, or in any other manner acceptable to the Board. Shares that are listed or 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 transfer instrument must be signed by the transferor and the transferee or their authorised representatives. The transferor shall remain the owner of the relevant shares until the transferee's name is recorded in the shareholder register (except where the transferor authorises the transferee to attend a General Meeting of Shareholders held during that period, as provided in the Law on Enterprises).

4. Where an individual shareholder dies or is declared missing by a competent State authority, the heirs or the administrators of the estate of the deceased or missing person shall be recognised by the Corporation as the sole person(s) entitled to, or with a beneficial interest in, the shares; provided that this shall not relieve the estate of the deceased or missing shareholder from any liability attaching to any shares held by that person. Where the shares of a deceased or missing shareholder have no heir, or the heir disclaims or is disqualified from the inheritance, such shares shall be dealt with in accordance with civil law.

5. A shareholder may give part or all of their shares in the Corporation to another individual or organisation, or use their shares to settle a debt. In such cases, the individual or organisation receiving the gift or the shares in settlement of the debt shall become a shareholder of the Corporation.

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

7. An individual or organisation receiving shares in the circumstances provided in this Article shall become a shareholder of the Corporation only from the time their particulars, as required under Clause 2, Article 122 of the Law on Enterprises, are fully recorded in the shareholder register.

Article 10. Forfeiture and Payment for Shares

1. If a shareholder fails to pay in full and on time for subscribed shares, the Board shall give notice requiring payment of the outstanding amount, together with interest and any costs the Corporation incurs as a result, as law provides.

2. The notice shall specify a new deadline of at least seven days, the place of payment, and shall state that the shares will be forfeited if payment is not made

The payment notice referred to above must specify a new payment deadline (of at least seven (7) days from the date the notice is sent), the place of payment, and must state that, if payment is not made as required, the unpaid shares will be forfeited.

3. The Board of Directors may forfeit shares that have not been paid in full and on time where the requirements set out in the notice referred to above are not met.

4. If, after the specified deadline, a shareholder has not paid, or has paid only part of, the amount due for the shares subscribed, the following shall apply:

a) A shareholder who has not paid for any of the shares subscribed shall automatically cease to be a shareholder of the Corporation and may not transfer the right to purchase those 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 dividends, and other rights corresponding to the shares paid for, and may not transfer the right to purchase the unpaid shares to another person;

c) The unpaid shares shall be treated as unissued shares, and the Board of Directors may forfeit shares that have not been paid in full and on time where the requirements set out in the notice referred to in Clause 2 of this Article are not met, and shall decide on the subsequent course of action.

5. Forfeited shares shall be treated as shares authorised for offering under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may, directly or through an authorised person, sell, redistribute, or otherwise deal with the forfeited shares in favour of their former holder or other persons, on such terms and in such manner as the Board considers appropriate.

6. A shareholder whose shares are forfeited ceases to be a shareholder in respect of those shares but remains liable for the amount due, together with interest (at the demand-deposit rate applicable at the Corporation's bank) from the date of forfeiture to the date of payment, as the Board directs. The Board may enforce payment of the full value as at the date of forfeiture or waive it in whole or in part

7. Notice of forfeiture shall be given to the holder before it takes effect; forfeiture remains valid notwithstanding any accidental omission or error in giving notice.

8. A shareholder who has not paid, or has not paid in full, for subscribed shares remains liable, to the extent of the aggregate par value subscribed, for the Corporation's financial obligations arising before forfeiture.

Chapter V:
ORGANISATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organisational, Governance, and Control Structure

The Corporation's organisational, governance, and control structure comprises:

1. The General Meeting of Shareholders, which is the Corporation's highest decision-making body.

2. The Board of Directors, elected by the General Meeting of Shareholders, which manages the Corporation and has full authority, on behalf of the Corporation, to decide on and exercise the Corporation's rights and obligations that do not fall within the authority of the General Meeting of Shareholders.

3. The General Director, who manages the day-to-day business operations of the Corporation, under the supervision of the Board of Directors, and is accountable to the Board of Directors and to the law for the exercise of the powers and duties assigned to him.

4. The Supervisory Board, elected by the General Meeting of Shareholders to supervise the Board of Directors and the General Director in managing and operating the Corporation, and accountable to the General Meeting of Shareholders for the performance of its assigned duties.

Chapter VI:
SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through an authorised representative or by any other means provided in the Corporation's Charter or by law. Each ordinary share carries one vote;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To have priority to purchase new shares in proportion to each shareholder's existing ordinary shareholding in the Corporation;

d) To freely transfer their shares to another person, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant law;

dd) To inspect, look up, and extract information on the names and contact addresses of shareholders in the register of shareholders with voting rights, and to request correction of any inaccurate information relating to themselves;

e) To inspect, look up, extract, or copy the Corporation's Charter, the minutes of General Meetings of Shareholders, and Resolutions of the General Meeting of Shareholders;

g) In the event of the Corporation's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding in the Corporation;

h) require the Corporation to buy back their shares in the circumstances set out in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class shall confer on its holder equal rights, obligations, and benefits. Where the Corporation has classes of preference shares, the rights and obligations attaching to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

l) To have their lawful rights and interests protected, and to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors, in accordance with the Law on Enterprises;

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

2. A shareholder or group of shareholders holding 5% or more of the total ordinary shares has the right to:

a) require the Board to convene a General Meeting, under Articles 115.3 and 140 of the Law on Enterprises;

b) inspect and extract Board minutes and resolutions, semi-annual and annual financial statements, Supervisory Board reports, contracts and transactions requiring Board approval, and other documents, except documents relating to the Corporation's trade or business secrets

c) require the Supervisory Board to examine specific matters relating to the Corporation's management and administration where considered necessary. The request must be in writing and must include the following: full name, contact address, nationality, and legal identification number, for an individual shareholder; name, enterprise code or legal document number, and head office address, for an institutional shareholder; the number of shares and the date of share registration of each shareholder, the total number of shares held by the group and its proportion of the Corporation's total shares; and the matter to be examined and the purpose of the examination;

d) propose matters for the agenda of a General Meeting of Shareholders. The proposal must be in writing and sent to the Corporation no later than three (3) working days before the opening date of the meeting. The proposal must state the shareholder's name, the number of each class of shares held, and the matter proposed for inclusion in the agenda;

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

3. A shareholder or group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. Such nominations shall be made as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the other shareholders attending the meeting of the group's consultation before the General Meeting of Shareholders opens;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders referred to in this Clause shall be entitled to nominate one or more candidates, as decided by the General Meeting of Shareholders, to stand for election to the Board of Directors and the Supervisory Board. Where the number of candidates nominated by a shareholder or group of shareholders is fewer than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

1. To comply with the Corporation's Charter and internal regulations, and to abide by the decisions and resolutions of the General Meeting of Shareholders and the Board of Directors;

2. To attend meetings of the General Meeting of Shareholders and exercise voting rights by the following means:

a) Attending and voting in person at the meeting;

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

c) Attending and voting through an online meeting, electronic voting, or other electronic means;

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

3. To pay for shares subscribed in accordance with the relevant regulations, and not to withdraw capital contributed in ordinary shares from the Corporation in any form, except where the Corporation or another person buys back the shares. Where a shareholder withdraws part or all of the contributed share capital in breach of this Clause, that shareholder, together with the members of the Board of Directors and the Corporation's legal representative, shall be jointly liable for the Corporation's debts and other property obligations to the extent of the value of the shares withdrawn and any resulting loss.

4. To provide an accurate address when registering to purchase shares.

5. To keep confidential any information provided by the Corporation, in accordance with the Corporation's Charter and applicable law; to use such information

solely to exercise and protect their lawful rights and interests; and not to disclose, copy, or send information provided by the Corporation to other organisations or individuals;

6. To fulfil other obligations as provided by law and this Charter.

7. To be personally liable where they act in the name of the Corporation, in any form, to carry out any of the following:

a) A breach of the law;

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

c) Paying debts not yet due where there is a foreseeable risk to the Corporation's financial position.

8. A major shareholder shall have the obligations of a shareholder under the Law on Enterprises, and shall also comply with the following obligations:

a) A major shareholder shall not take advantage of its position to prejudice the rights and interests of the Corporation or of other shareholders, in accordance with law and the Corporation's Charter;

b) A major shareholder shall have information disclosure obligations as provided by law.

Article 14. The General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the Corporation's highest decision-making body. The General Meeting of Shareholders shall meet annually within four (4) months of the end of the financial year. The Board of Directors may, where necessary, extend the date of the Annual General Meeting, but by no more than six (6) months from the end of the financial year. In addition to the Annual General Meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of a meeting of the General Meeting of Shareholders shall be the location attended by the chairperson of the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable venue. The Annual General Meeting shall decide matters as provided by law and the Corporation's Charter, in particular the approval of the audited annual financial statements. Where the audit report on the Corporation's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Corporation must invite a representative of the approved audit organisation that audited its financial statements to attend the Annual General Meeting, and that representative shall be responsible for attending the Corporation's Annual General Meeting.

3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following circumstances:

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

b) The remaining number of members of the Board of Directors or the Supervisory Board is fewer than the minimum number required by law;

c) At the request of a shareholder or group of shareholders referred to in Clause 2, Article 115 of the Law on Enterprises; such a request to convene a General Meeting of Shareholders must be made in writing, stating clearly the reason for and purpose of the meeting, and bear the signatures of the relevant shareholders, or be prepared in multiple counterparts collectively bearing the signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

dd) Other circumstances provided by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days of the date on which the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls as provided in Point b, Clause 3 of this Article, or of the date of receipt of a request as provided in Points c and d, Clause 3 of this Article;

b) Where the Board of Directors fails to convene a General Meeting of Shareholders as provided in Point a, Clause 4 of this Article, the Supervisory Board shall, within the following thirty (30) days, convene the meeting in place of the Board of Directors, in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) Where the Supervisory Board fails to convene a General Meeting of Shareholders as provided in Point b, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c, Clause 3 of this Article shall be entitled to require the Corporation's representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

In such a case, the shareholder or group of shareholders convening the meeting may request the business registration authority to supervise the order and procedure for convening and conducting the meeting and adopting resolutions of the General Meeting of Shareholders. All costs of convening and conducting the meeting shall be reimbursed by the Corporation. Such costs do not include expenses incurred by shareholders in attending the meeting, including accommodation and travel expenses.

d) The procedure for holding a General Meeting of Shareholders shall be as provided in Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following rights and obligations:

a) To approve the Corporation's development orientation;

b) To decide the classes of shares and the total number of shares of each class authorised to be offered; to decide the annual dividend rate for each class of shares;

c) To elect, remove, or dismiss members of the Board of Directors and members of the Supervisory Board;

d) To decide on investments in, or the sale of, assets with a value of 35% or more of the Corporation's total assets as recorded in its most recent financial statements;

dd) To decide on amendments to the Corporation's Charter;

e) To approve the annual financial statements;

g) To decide on buy-backs of more than 10% of the total shares sold of each class;

h) To consider and deal with breaches by members of the Board of Directors or the Supervisory Board that cause loss to the Corporation or its shareholders;

i) To decide on the reorganisation or dissolution of the Corporation;

k) To decide the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

l) To approve the Internal Corporate Governance Regulations and the operating regulations of the Board of Directors and the Supervisory Board;

m) To approve the list of approved audit firms; to decide which approved audit firm shall examine the Corporation's operations, and to dismiss an approved auditor where considered necessary;

n) Other rights and obligations as provided by law.

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

a) The Corporation's annual business plan;

b) The audited annual financial statements;

c) The Board of Directors' report on its governance and the performance of the Board and each of its members;

d) The Supervisory Board's report on the Corporation's business performance and on the performance of the Board of Directors and the General Director;

dd) The Supervisory Board's self-assessment report on its performance and that of its members;

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

g) The number of members of the Board of Directors and the Supervisory Board;

h) The election, removal, or dismissal of members of the Board of Directors and members of the Supervisory Board;

i) The budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k) Approval of the list of approved audit firms; deciding which approved audit firm shall examine the Corporation's operations where considered necessary;

l) Amendments to the Corporation's Charter;

m) The class and number of new shares to be issued of each class, and the transfer of shares by founding members within the first three (3) years from the date of establishment;

n) The division, split, consolidation, merger, or conversion of the Corporation;

o) The reorganisation and dissolution (liquidation) of the Corporation and the appointment of a liquidator;

p) Decisions on investments in, or the sale of, assets with a value of 35% or more of the Corporation's total assets as recorded in its most recent financial statements;

q) Decisions on buy-backs of more than 10% of the total shares sold of each class;

r) The Corporation entering into contracts or transactions with the persons referred to in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Corporation's total assets as recorded in its most recent financial statements;

s) Approval of transactions referred to in Clause 4, Article 293 of Decree No. 155/2020/ND-CP of the Government dated 31 December 2020 detailing the implementation of certain provisions of the Law on Securities;

t) Approval of the Internal Corporate Governance Regulations and the operating regulations of the Board of Directors and the Supervisory Board;

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

3. All resolutions and matters included in the meeting agenda must be discussed and put to a vote at the meeting of the General Meeting of Shareholders.

Article 16. Authorisation to Attend Meetings of the General Meeting of Shareholders

1. An individual shareholder, or the authorised representative of an institutional shareholder, may attend a meeting of the General Meeting of Shareholders in person or authorise, in writing, one or more other individuals or organisations to attend on their behalf. Where an institutional shareholder has no authorised representative as provided in Clause 4 of this Article, it shall authorise another person to attend the meeting. The authorised representative need not be a shareholder.

2. The appointment of an authorised representative must be made in writing, in the Corporation's form, and bear signatures as follows:

a) Where the principal is an individual shareholder, the power of attorney must bear the signature of that shareholder and of the individual or the legal representative of the organisation authorised to attend the meeting;

b) Where the principal is an institutional shareholder, the power of attorney must bear the signatures of its authorised representative, its legal representative, and the individual or the legal representative of the organisation authorised to attend the meeting;

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

A person authorised to attend a meeting of the General Meeting of Shareholders must submit the power of attorney when registering to attend, before entering the meeting room.

3. Where a lawyer signs the instrument of appointment on behalf of the principal, such appointment shall only be valid if the instrument of appointment is submitted 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 authorised representatives to exercise its shareholder rights in accordance with law; where more than one authorised representative is appointed, the number of shares and votes delegated to each representative must be specified. The appointment, termination, or replacement of an authorised representative must be notified to the Corporation in writing as soon as possible. The notice must contain the following principal particulars:

a) The shareholder's name, permanent address, nationality, and the number and date of its establishment decision or Enterprise Registration Certificate;

b) The number and class of shares held and the date of shareholder registration with the Corporation;

c) The full name, permanent address, nationality, and citizen identification card, identity card, passport, or other lawful personal identification number of the authorised representative;

d) The number of shares represented under the authorisation;

dd) The term of the authorisation;

e) The full name and signature of the authorised representative and of the shareholder's legal representative.

5. Except as provided in Clause 3 of this Article, the vote cast by an authorised representative within the scope of the authorisation shall remain valid in any of the following circumstances:

a) The principal has died, or has become restricted in, or has lost, civil act capacity;

b) The principal has revoked the appointment of authorisation;

c) The principal has revoked the authority of the person carrying out the authorisation;

This shall not apply, however, where the Corporation receives written notice of any of the foregoing circumstances before the opening time of the meeting of the General Meeting of Shareholders or before the meeting is reconvened.

6. Where shares are transferred and the transferee becomes a shareholder of the Corporation during the period from the date the shareholder list is finalised to the opening date of the meeting of the General Meeting of Shareholders, the transferee shall be entitled to attend the meeting in place of the transferor in respect of the shares transferred.

7. An authorised representative must meet the following criteria and conditions:

a) Have full civil act capacity;

b) Not be a person prohibited from establishing and managing an enterprise;

c) A shareholder that is a state-owned enterprise, as provided in Clause 1, Article 88 of the Law on Enterprises, may not appoint as an authorised representative at the Corporation the spouse, natural father, natural mother, adoptive father, adoptive mother, father-in-law, mother-in-law, natural child, adopted child, son-in-law, daughter-in-law, sibling, brother-in-law, or sister-in-law of a manager, or of a sibling of the spouse of a manager, or of the person with authority to appoint a manager of the Corporation.

8. The responsibilities of a person authorised to represent an organisation or an individual shall be as provided by law, this Charter, and the management regulations of the organisation appointing the authorised representative, or as required by the authorising individual.

9. A shareholder shall be deemed to attend and vote at a meeting of the General Meeting of Shareholders in any of the following circumstances:

a) Attending and voting in person at the meeting;

b) Authorising another individual or organisation to attend and vote at the meeting;

c) Attending and voting through an online conference, electronic voting, or other electronic means;

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

Article 17. Variation of Rights

1. A variation or cancellation of the special rights attaching to a class of preference shares shall take effect where approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on a matter that adversely affects the rights and obligations of holders of preference shares shall only be adopted if approved by holders of 75% or more of the total preference shares of that class attending the meeting, or by holders of 75% or more of the total preference shares of that class, where the resolution is adopted by written consultation.

2. A meeting of holders of a class of preference shares to approve a variation of rights under Clause 1 of this Article shall only be valid where at least two (2) shareholders (or their authorised representatives) are present, holding at least one-third (1/3) of the par value of the shares of that class issued. Where the requisite quorum is not met, the meeting shall be reconvened within thirty (30) days, at which the holders of shares of that class present in person or by authorised representative (irrespective of their number or the number of shares held) shall be deemed to constitute the required quorum. At any such meeting of preference shareholders, holders of shares of that class present in person or by representative may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedure for conducting such separate meetings shall follow, mutatis mutandis, the provisions of Articles 19 and 20 of this Charter.

4. Unless the terms of issuance of the shares provide otherwise, the special rights attaching to preference shares in respect of some or all matters relating to the distribution of the Corporation's profit or assets shall not be varied by the Corporation's issuance of further shares of the same class.

Article 18. Convening the General Meeting of Shareholders, the Meeting Agenda, and Notice of the Meeting

1. The Corporation must fully comply with the order and procedure for convening a meeting of the General Meeting of Shareholders as provided by law, this Charter, and the Corporation's internal regulations. The Corporation shall disclose information on the compilation of the list of shareholders entitled to attend the meeting at least twenty (20) days before the record date. The procedure for authorisation and preparation of powers of attorney for shareholders shall be as provided in the Corporation's Internal Corporate Governance Regulations.

2. The Board of Directors shall convene the General Meeting of Shareholders, or the meeting shall be convened in the circumstances provided in Point b or Point c, Clause 4, Article 14 of this Charter.

3. The person convening the General Meeting of Shareholders must perform the following duties:

a) Prepare the list of shareholders eligible to attend and vote at the meeting. The list of shareholders entitled to attend the meeting shall be prepared no more than ten (10) days before the invitation notice is sent;

b) Prepare the agenda and content of the meeting;

c) Prepare the meeting documents in accordance with law and the Corporation's regulations;

d) Prepare draft resolutions of the General Meeting of Shareholders in line with the anticipated content of the meeting;

dd) Determine the date, time, and venue of the meeting;

e) Give notice of, and send the invitation to, the meeting to all shareholders entitled to attend;

g) Perform other tasks in support of the meeting.

4. Notice of the meeting of the General Meeting of Shareholders shall be sent to all shareholders by a secure method and shall also be published on the Corporation's website and, where the Corporation is listed or registered for trading, disclosed to the State Securities Commission and the Stock Exchange. The person convening the meeting must send the invitation notice to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched, postage paid, or deposited in the mail). The meeting agenda and documents relating to matters to be

voted on at the meeting shall be sent to shareholders and/or posted on the Corporation's website. Where such documents are not sent together with the meeting notice, the invitation notice must specify the link through which shareholders may access the complete set of meeting documents, including:

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

b) The list of, and detailed information on, candidates, where members of the Board of Directors or Supervisors are to be elected;

c) The voting ballot;

d) The form for appointing an authorised representative to attend the meeting.

dd) The draft resolution on each matter in the meeting agenda.

5. A shareholder or group of shareholders referred to in Clause 2, Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Corporation at least three (3) working days before the opening date of the meeting. The proposal must include the shareholder's full name, permanent address, nationality, and citizen identification card/identity card/passport number or other lawful personal identification, for an individual shareholder; the name, enterprise code or establishment decision number, and head office address, for an institutional shareholder; the number and class of shares held by that shareholder; and the content of the matter proposed for inclusion in the agenda.

6. Where the person convening the meeting rejects a proposal referred to in Clause 5 of this Article, that person must, no later than two (2) working days before the opening date of the meeting, respond in writing stating the reasons. The person convening the meeting may only reject a proposal in one of the following circumstances:

a) The proposal was submitted in breach of Clause 5 of this Article;

b) At the time the proposal was made, the shareholder or group of shareholders did not hold 5% or more of the total ordinary shares, as required under Clause 2, Article 12 of this Charter;

c) The proposed matter does not fall within the scope of the authority of the General Meeting of Shareholders;

d) Other circumstances provided by law and this Charter.

7. The person convening the meeting must accept and include the proposal referred to in Clause 5 of this Article in the intended agenda and content of the meeting, except in the circumstances provided in Clause 6 of this Article. The proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

8. The Board of Directors, or the person with authority to convene the meeting in the circumstances provided in Point b or Point c, Clause 4, Article 14 of this Charter, must prepare a draft resolution for each matter in the meeting agenda.

Article 19. Conditions for Conducting a Meeting of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders may be conducted where the shareholders attending represent more than 50% of the total voting shares.

2. Where the first meeting of the General Meeting of Shareholders does not achieve the quorum required under Clause 1 of this Article, the person convening the meeting shall cancel it within thirty (30) minutes of the scheduled opening time. A second meeting must be convened within thirty (30) days of the date scheduled for the first meeting. The reconvened second meeting may only be conducted where the shareholders and authorised representatives attending represent 33% or more of the total voting shares.

3. Where the second meeting cannot be conducted for want of the quorum required under Clause 2 of this Article, within thirty (30) minutes of the scheduled opening time of the second meeting, notice of a third meeting must be sent within twenty (20) days of the date scheduled for the second meeting. The third meeting may be conducted irrespective of the number of shareholders or authorised representatives attending and shall be deemed valid, with authority to decide all matters that the first meeting had been intended to approve.

4. Only the General Meeting of Shareholders may change the agenda sent together with the invitation notice, as provided in Clause 3, Article 18 of this Charter.

Article 20. Procedure for Conducting the Meeting and Voting at the General Meeting of Shareholders

1. Before the meeting opens, the Corporation must carry out shareholder registration and continue registration until all shareholders entitled to attend and present have registered, in the following order:

a) When registering shareholders, the Corporation shall issue each shareholder or authorised representative with voting rights a voting card recording the registration number, the shareholder's full name, the authorised representative's full name, and that shareholder's number of votes. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be by ballots marked "for", "against", or "abstain". At the meeting, ballots in favour of a resolution shall be collected first, followed by ballots against, and finally the total votes for or against shall be counted to determine the outcome. The vote-counting result shall be announced by the chairperson immediately before the meeting closes. The meeting shall elect the persons responsible for counting or supervising the count of votes, as proposed by the chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the chairperson's proposal;

b) A shareholder, the authorised representative of an institutional shareholder, or an authorised person arriving after the meeting has opened may register immediately and shall thereafter be entitled to attend and vote at the meeting immediately upon registration. The chairperson is not obliged to suspend the meeting for a late-arriving shareholder to register, and the validity of matters already 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 Board of Directors shall act as chairperson, or shall authorise another member of the Board to chair, a meeting of the General Meeting of Shareholders convened by the Board of Directors. Where the Chairman is absent or temporarily unable to act, the remaining members of the Board shall elect one of their number to chair the meeting by majority vote. Where no chairperson can be elected in this way, the Head of the Supervisory Board shall conduct the process for the General Meeting of Shareholders to elect a chairperson from among those present, with the person receiving the most votes becoming chairperson;

b) Except as provided in Point a of this Clause, the person who signed the notice convening the meeting shall conduct the process for the General Meeting of Shareholders to elect a chairperson, with the person receiving the most votes becoming chairperson;

c) The chairperson shall appoint one or more persons as secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee, as proposed by the chairperson.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time to each matter within it.

4. The chairperson of the meeting may take any necessary and reasonable measures to conduct the meeting of the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of those attending.

a) Arranging seating at the meeting venue;

b) Ensuring the safety of all persons present at the meeting venue;

c) Facilitating shareholders' attendance (or continued attendance) at the meeting. The person convening the meeting has full authority to vary the foregoing measures and to apply all measures considered necessary, which may include issuing admission passes or other means of selection.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be by ballots marked "for", "against", or "abstain". The vote-counting result shall be announced by the chairperson immediately before the meeting closes.

6. A shareholder or authorised representative arriving after the meeting has opened may still register and shall be entitled to vote immediately upon registration; in such a case, the validity of matters already voted on shall not be affected.

7. The person convening the meeting or the chairperson of a meeting of the General Meeting of Shareholders shall have the following powers:

a) To require all attendees to submit to lawful and reasonable security checks or other security measures;

b) To request the competent authority to maintain order at the meeting, and to remove from the meeting any person who fails to comply with the chairperson's direction, wilfully disturbs order, obstructs the normal proceedings of the meeting, or fails to comply with security check requirements.

8. The chairperson may postpone a meeting of the General Meeting of Shareholders for which sufficient registrations have been received, by no more than three (3) working days from the scheduled opening date, and may only postpone the meeting or change its venue in the following circumstances:

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

b) The communication facilities at the venue are inadequate to enable attending shareholders to participate, discuss, and vote;

c) An attendee is causing a disturbance or disorder that risks preventing the meeting from being conducted fairly and lawfully.

9. Where the chairperson postpones or suspends a meeting of the General Meeting of Shareholders in breach of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to chair the meeting until its conclusion; all resolutions adopted at that meeting shall remain valid and effective.

10. Where the Corporation applies modern technology to hold the General Meeting of Shareholders through an online meeting, the Corporation shall ensure that shareholders may attend and vote by electronic voting or other electronic means, in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP of the Government dated 31 December 2020 detailing the implementation of certain provisions of the Law on Securities.

Article 21. Adoption of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at a meeting or by written consultation.

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

a) Amendments to the provisions of the Corporation's Charter;

b) The Corporation's development orientation (short-term and long-term development plans);

c) The classes of shares and the total number of shares of each class;

d) The election, removal, or dismissal of members of the Board of Directors and the Supervisory Board;

dd) Decisions on investments in or the sale of the Corporation's assets, or purchase transactions carried out by the Corporation, with a value of 35% or more of the Corporation's total assets as recorded in its most recent audited financial statements;

e) Decisions on capital contributions to, or the purchase of shares of, other enterprises with a total value of 35% or more of the Corporation's total assets as recorded in its most recent audited financial statements;

g) Approval of the audited annual financial statements;

h) The reorganisation, dissolution, or bankruptcy of the Corporation.

3. Resolutions on the following matters shall be adopted where approved by **65%** or more of the total votes of shareholders with voting rights present in person or by authorised representative at the meeting of the General Meeting of Shareholders:

a) The classes and total number of shares of each class to be offered;

b) A change to the Corporation's business lines and fields;

c) A change to the Corporation's management and operating model, as provided in Article 137 of the Law on Enterprises;

d) Decisions on investments in or the sale of the Corporation's assets, or purchase transactions carried out by the Corporation or a branch, with a value of 35% or more of the Corporation's total assets as recorded in its most recent audited financial statements;

dd) Decisions on capital contributions to, or the purchase of shares of, other enterprises with a total value of 35% or more of the Corporation's total assets as recorded in its most recent audited financial statements;

e) The reorganisation, dissolution, or bankruptcy of the Corporation;

g) Amendments to the provisions of the Corporation's Charter;

4. Resolutions on other matters within the authority of the General Meeting of Shareholders (other than the matters provided in Clauses 3, 5, and 7 of this Article) shall be adopted where approved by more than 50% of the total votes of shareholders with voting rights present in person or by authorised representative at the meeting of the General Meeting of Shareholders.

5. Voting to elect members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, as provided in Article 42 of this Charter.

6. Resolutions and decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting within fifteen (15) days of their adoption, or posted on the Corporation's website.

7. A resolution of the General Meeting of Shareholders on a matter that adversely affects the rights and obligations of holders of preference shares shall only be adopted if approved by holders of 75% or more of the total preference shares of that class attending the meeting, or by holders of 75% or more of the total preference shares of that class, where the resolution is adopted by written consultation.

8. A resolution of the General Meeting of Shareholders adopted with 100% approval of the total voting shares shall be lawful and effective even where the order and procedure for its adoption did not strictly comply with the applicable requirements.

Article 22. Authority and Procedure for Written Consultation of Shareholders to Adopt Resolutions of the General Meeting of Shareholders

1. The Board of Directors may seek shareholders' opinions in writing to adopt a resolution of the General Meeting of Shareholders at any time it considers necessary in the interests of the Corporation (other than the matters provided in Clause 2, Article 21 of this Charter, which must be voted on at a meeting of the General Meeting of Shareholders). Where a resolution is adopted by written consultation, it shall be adopted if approved by shareholders holding more than 50% of the total votes of all shareholders with voting rights.

2. The Board of Directors must prepare the consultation ballot, the draft decision of the General Meeting of Shareholders, and explanatory materials for the draft decision. The consultation ballot, together with the draft decision and explanatory materials, must be sent by a secure method to the permanent address of each shareholder. The Board of Directors must ensure that the documents are sent and disclosed to shareholders with reasonable time to consider and vote, and no less than fifteen (15) days before the deadline for receiving completed ballots. The requirements and method for sending the consultation ballot and accompanying documents shall be as provided in Clause 4, Article 18 of this Charter.

3. The consultation ballot must contain the following principal particulars:

a) The Corporation's name, head office address, enterprise code, and the date of issue and place of registration of its Enterprise Registration Certificate;

b) The purpose of the consultation;

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

d) The matter on which consultation is sought for adoption of the decision;

dd) The voting options of "for", "against", and "abstain" for each matter on which consultation is sought;

e) The deadline by which the completed consultation ballot must be returned to the Corporation;

g) The full name and signature of the Chairman of the Corporation's Board of Directors;

h) The completed consultation ballot must bear the signature of the individual shareholder, or of the authorised representative or legal representative of an institutional shareholder;

4. A shareholder may send the completed consultation ballot to the Corporation by post, fax, or email, subject to the following:

a) Where sent by post: the consultation ballot sent to the Corporation must be enclosed in a sealed envelope which no one may open before the vote count.

b) Where sent by fax or email: the consultation ballot sent to the Corporation by fax or email must be kept confidential until the time of the vote count.

c) Consultation ballots received by the Corporation after the deadline specified on the ballot, or that have been opened (in the case of postal submission) or disclosed (in the case of fax or email submission), shall be invalid. A consultation ballot not returned shall be treated as a non-participating vote;

5. The Board of Directors shall conduct the vote count and prepare minutes of the vote count in the presence of the Supervisory Board or a shareholder who does not hold a managerial position at the Corporation. The minutes of the vote count must contain the following principal particulars:

a) The Corporation's name, head office address, enterprise code, and the date of issue and place of registration of its Enterprise Registration Certificate;

b) The purpose of, and the matters on which, consultation was sought for the resolution;

c) The number of shareholders and the total votes that participated, distinguishing valid from invalid votes and the method by which the votes were submitted, together with an appendix listing the participating shareholders;

d) The total number of votes for, against, and abstaining on each matter;

dd) The matters approved and the corresponding approval ratio;

e) The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote-count supervisor.

The members of the Board of Directors and the vote counter and supervisor shall be jointly liable for the accuracy and integrity of the minutes of the vote count, and jointly liable for any loss arising from decisions adopted on the basis of an inaccurate or dishonest vote count.

6. The minutes of the vote-counting result and the resolution must be published on the Corporation's website within twenty-four (24) hours of the completion of the vote count.

7. The completed consultation ballots, the minutes of the vote count, the full text of the adopted resolution, and any related documents sent with the consultation ballot must be kept at the Corporation's head office.

8. A resolution or decision adopted by written consultation of shareholders shall have the same validity as a resolution or decision adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of Meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may also be recorded by audio or other electronic means. The minutes must be prepared in Vietnamese, and may also be prepared in a foreign language, and must contain the following principal particulars:

a) The Corporation's name, head office address, and enterprise code;

b) The date, time, and venue of the meeting;

c) The meeting agenda and content;

d) The full names of the chairperson and secretary;

dd) A summary of the proceedings and the views expressed at the meeting on each matter in the agenda;

e) The number of shareholders and the total votes of shareholders attending, together with an appendix listing shareholders and their representatives attending, with the corresponding number of shares and votes;

g) The total votes on each matter voted on, specifying the method of voting and the total valid votes, invalid votes, votes for, votes against, and abstentions, with the corresponding proportion of the total votes of shareholders attending;

h) The matters approved and the corresponding approval ratio;

i) The full names and signatures of the chairperson and secretary. Where the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all the particulars required under this Clause. The minutes must record the chairperson's or secretary's refusal to sign.

2. The minutes of the meeting of the General Meeting of Shareholders must be completed and approved before the meeting closes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly liable for the accuracy and integrity of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. Where there is a discrepancy between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.

4. The resolution, the minutes of the meeting of the General Meeting of Shareholders, the appendix listing shareholders registered to attend with their signatures, powers of attorney to attend the meeting, all documents attached to the minutes (if any), and related documents sent with the invitation notice must be disclosed in accordance with securities-market information disclosure regulations and kept at the Corporation's head office.

Article 24. Requests to Annul a Resolution of the General Meeting of Shareholders

1. Within ninety (90) days of receiving the resolution or the minutes of the meeting of the General Meeting of Shareholders, or the minutes of the result of a written consultation of shareholders, a shareholder or group of shareholders referred to in Clause 2, Article 12 of this Charter may request the Court or an arbitral tribunal to consider annulling the resolution, or part of the resolution, of the General Meeting of Shareholders in the following circumstances:

a) The order and procedure for convening the meeting of the General Meeting of Shareholders seriously breached the Law on Enterprises or the Corporation's Charter, except as provided in Clause 8, Article 21 of this Charter;

b) The order and procedure for adopting the resolution, or the content of the resolution, breached the law or the Corporation's Charter.

2. Where a resolution of the General Meeting of Shareholders is annulled by decision of the Court or an arbitral tribunal, the person who convened the annulled meeting may consider reconvening the General Meeting of Shareholders within fifteen (15) days, in accordance with the order and procedure provided in the Law on Enterprises and this Charter.

Chapter VII:
THE BOARD OF DIRECTORS

Article 25. Election and Nomination of Board Members

1. Where candidates for the Board of Directors have been identified, the Corporation must disclose information on the candidates on its website at least ten (10) days before the opening date of the meeting of the General Meeting of Shareholders, so that shareholders may learn about them before voting. Board candidates must give a written undertaking as to the accuracy of their disclosed personal information and must undertake to perform their duties honestly, prudently, and in the best interests of the Corporation if elected. The disclosed information on Board candidates shall include:

a) Full name and date of birth;

b) Professional qualifications;

c) Career history;

d) Other managerial positions held (including board positions at other companies);

dd) Interests relating to the Corporation and its related parties;

e) Other information (if any) as provided in the Corporation's Charter;

g) Where the Corporation is a public company, it must disclose information on the companies in which the Board candidate holds a board position, other managerial titles, and any interests relating to the Corporation (if any).

2. Nomination to the Board of Directors

Shareholders may pool their voting shares to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding 10% to under 20% of the total voting shares may nominate one (1) candidate; 20% to under 50% may nominate up to two (2) candidates; 50% to under 65% may nominate up to three (3) candidates; and 65% or more may nominate the full number of candidates.

3. Where the number of Board candidates obtained through nomination and self-nomination remains insufficient under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organise a nomination process in accordance with the Corporation's Charter, its Internal Corporate Governance Regulations, and the Board's operating regulations. Any additional candidates nominated by the incumbent Board must be clearly disclosed before the General Meeting of Shareholders votes to elect Board members, in accordance with law.

4. Board members must meet the criteria and conditions provided in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Corporation's Charter.

Article 26. Number, Composition, and Term of Board Members

1. The Board of Directors shall have five (5) members, elected and removed by the General Meeting of Shareholders.

2. The term of the Board of Directors is five (5) years. The term of a Board member shall not exceed five (5) years; a Board member may be re-elected for an unlimited number of terms. An individual may be elected as an independent Board member of the Corporation for no more than two (2) consecutive terms. Where a member is elected to fill a vacancy or to replace a member who has been removed or dismissed during a term, that member's term shall be the remaining period of the Board's term. A Board member need not be a shareholder of the Corporation.

3. The Board of Directors of the term just ended shall continue to operate until the newly elected Board of Directors takes over.

4. Composition of the Board of Directors:

a) Where the Corporation is not listed: non-executive Board members must constitute at least one-third (1/3) of the total number of Board members;

b) Where the Corporation is listed: independent Board members must constitute at least one-third (1/3) of the total number of Board members.

c) The composition of the Board of Directors shall ensure a balance among members with knowledge and experience in law, finance, and the Corporation's field of business, with due regard to gender.

5. A Board member shall cease to hold that position in the following circumstances:

a) No longer meeting the eligibility requirements to be a Board member under the Law on Enterprises, or being prohibited by law from serving as a Board member;

b) Submitting a written resignation to the Corporation's head office;

c) Losing or becoming restricted in civil act capacity;

d) Being absent from Board meetings for six (6) consecutive months without the Board's permission, where the Board has ruled that the position is vacant, except in cases of force majeure;

dd) Being dismissed or removed as a Board member by decision of the General Meeting of Shareholders;

e) Ceasing to be the authorised representative of an institutional shareholder, by decision of that organisation;

g) Being the authorised representative of an institutional shareholder that has ceased to be a shareholder of the Corporation;

h) By decision of the General Meeting of Shareholders;

i) Providing false personal information when submitted to the Corporation as a Board candidate;

k) Other circumstances provided by law.

6. The Board of Directors may appoint a new Board member to fill a vacancy arising unexpectedly on the Board, subject to approval at the next General Meeting of Shareholders. Once approved by the General Meeting of Shareholders, the appointment of that new member shall be deemed effective from the date of appointment by the Board of Directors. The term of the new Board member shall run from the effective date of the appointment to the end of the Board's term. Where the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors made before that General Meeting, including those in which the replacement member participated, shall remain valid.

7. The appointment of Board members must be disclosed in accordance with securities and capital markets law.

Article 27. Powers and Duties of the Board of Directors

1. The Corporation's business operations and affairs shall be subject to the supervision or direction of the Board of Directors. The Board of Directors manages the Corporation and has full authority, on behalf of the Corporation, to decide on and exercise the Corporation's rights and obligations, except those within the authority of the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising and directing the General Director and other managers and executives in managing and operating the Corporation's day-to-day business.

3. The rights and obligations of the Board of Directors are as provided by law, this Charter, the Corporation's internal regulations, and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:

a) To set operating objectives based on the strategic objectives approved by the General Meeting of Shareholders;

b) To decide the Corporation's strategy, medium-term development plan, and annual business plan;

c) To elect, remove, or dismiss the Chairman of the Board; to appoint, remove, dismiss, sign and terminate contracts with, reward, discipline, and retire the General Director and other managers and executives, and decide their salary, remuneration, bonuses, and other benefits, based on the Corporation's management regulations and the General Director's proposal; to decide the appointment of representatives to exercise ownership rights over shares or capital contributions in other companies, together with the remuneration and other benefits of such representatives. Provided, however, that dismissal of managers and executives shall not contravene the contractual rights of the persons dismissed (if any);

d) To decide on capital contributions to, or the purchase of shares of, other enterprises with a total value of less than 35% of the Corporation's total assets as recorded in its most recent audited financial statements, on the proposal of the General Director;

dd) To decide the Corporation's organisational structure and internal management regulations; to decide on the establishment of subsidiaries, branches, and representative offices of the Corporation.

To propose the reorganisation, dissolution, or bankruptcy petition of the Corporation, and to propose the Internal Corporate Governance Regulations for submission to the General Meeting of Shareholders for approval within its authority. To decide on the reorganisation, dissolution, or conversion of the Corporation, and to decide the Internal Corporate Governance Regulations, once approved by the General Meeting of Shareholders.

e) To resolve the Corporation's complaints against managers and executives, and to decide on the Corporation's representative for legal proceedings against such managers or executives;

g) To propose the classes of shares that may be issued and the total number of shares to be issued of each class; to decide on new share offerings within the number of shares authorised to be offered of each class; to decide on raising additional capital by other means; to decide the schedule for raising the Corporation's charter capital; to decide on share buy-backs under Clauses 1 and 2, Article 133 of the Law on Enterprises;

h) To propose the issuance of bonds, convertible bonds, and warrants entitling holders to purchase shares at a predetermined price; to decide the offering price of bonds, shares, and convertible securities where authorised by the General Meeting of Shareholders;

i) To propose the annual dividend rate and determine interim dividends; to arrange the payment of dividend; to decide the timing and procedure for dividend payment or for dealing with losses arising in the course of business;

k) To decide on investment plans and investment projects within its authority and the limits provided in this Charter and the Law on Enterprises;

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

m) To approve contracts and transactions between the Corporation and the persons referred to in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% of the Corporation's total assets as recorded in its most recent audited financial statements, other than contracts and transactions within the authority of the General Meeting of Shareholders. The Corporation's representative signing the contract must notify the members of the Board of Directors and the Supervisory Board of the related parties to the contract or transaction, together with the draft contract or the principal terms of the transaction. The Board of Directors shall decide on approval of the transaction within fifteen (15) days of receiving the notice; a Board member with a related interest shall have no right to vote;

n) To approve purchase, sale, loan, borrowing, and other contracts with a value equal to or greater than 35% of the Corporation's total assets as recorded in its most recent audited financial statements. This provision shall not apply to contracts and transactions referred to in Point r, Clause 2, Article 15 of this Charter, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

o) To decide on investments in, or the sale of, the Corporation's assets with a value of less than 35% of the Corporation's total assets as recorded in its most recent audited financial statements;

p) To decide on loan, borrowing, or asset-sale contracts and transactions with a value equal to or less than 10% of the enterprise's total assets as recorded in its most recent financial statements, between the Corporation and a shareholder holding 51% or more of the total voting shares, or a related person of that shareholder;

q) To approve the agenda and documents for meetings of the General Meeting of Shareholders, to convene such meetings, or to seek shareholders' opinions for the adoption of resolutions;

r) To submit the audited annual financial statements to the General Meeting of Shareholders;

s) To report to the General Meeting of Shareholders on the Board's appointment of the General Director.

t) To be provided with information and documents on the financial position and business operations of the Corporation and of its member units (if any);

u) Other rights and obligations as provided.

4. The following matters must be approved by the Board of Directors:

a) The establishment of the Corporation's branches or representative offices, and the establishment of the Corporation's subsidiaries (if any);

b) Within the scope provided in Clause 2, Article 153 of the Law on Enterprises, and except as provided in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article

167 of the Law on Enterprises (which require approval by the General Meeting of Shareholders), the Board of Directors shall, from time to time, decide on the performance, amendment, and cancellation of the Corporation's contracts;

c) The appointment and dismissal of persons authorised by the Corporation to act as its commercial representatives and lawyers;

d) Borrowings and the granting of mortgages, security, guarantees, and indemnities by the Corporation;

dd) Investments not included in the business plan and budget, or exceeding the planned value; or investments exceeding ten percent (10%) of the annual business plan and budget;

e) The purchase or sale of shares or capital contributions of the Corporation referred to in Point d, Clause 3 of this Article in other companies;

g) The valuation of non-cash assets contributed to the Corporation in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;

h) The Corporation's buy-back or forfeiture of up to ten percent (10%) of each class of its shares, including the purchase or forfeiture price;

i) Business matters or transactions that the Board of Directors decides require the approval of its members within their respective authority and responsibility;

k) The buy-back, forfeiture, or sale price of the Corporation's shares.

5. The Board of Directors must report to the General Meeting of Shareholders on its performance, as provided in Article 280 of Decree No. 155/2020/ND-CP of the Government dated 31 December 2020 detailing the implementation of certain provisions of the Law on Securities.

6. The Board of Directors may authorise subordinate officers and other managers or executives to act on behalf of the Corporation, unless otherwise provided by law.

7. The Board of Directors shall adopt decisions by voting at a meeting, by written consultation, or by other means provided in its operating regulations. Each Board member has one vote.

8. In performing its functions and duties, the Board of Directors shall comply strictly with the law, the Corporation's Charter, and the decisions of the General Meeting of Shareholders. Where a decision adopted by the Board of Directors contravenes the law or the Corporation's Charter and causes loss to the Corporation, the members who approved that decision shall be jointly and personally liable for it and must compensate the Corporation for the loss; a member who voted against the decision shall be exempt from liability. In such a case, a shareholder of the Corporation may request the Court to suspend implementation of, or annul, the resolution or decision in question.

Article 28. Remuneration, Salary, and Other Benefits of Board Members

1. The Corporation may pay remuneration and bonuses to Board members based on business results and performance.

2. Board members shall receive remuneration for their work and bonuses. Remuneration for work shall be calculated based on the number of days reasonably required to perform Board duties and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member by unanimous agreement. The total salary, remuneration, and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each Board member shall be included in the Corporation's business expenses in accordance with corporate income tax law, shown as a separate item in the Corporation's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

4. A Board member holding an executive position, serving on a Board committee, or performing duties beyond the ordinary scope of a Board member's duties may receive additional remuneration in the form of a lump-sum fee per assignment, salary, commission, a share of profits, or other forms, as decided by the Board of Directors.

5. Board members shall be entitled to reimbursement of all travel, accommodation, meal, and other reasonable expenses incurred in performing their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or Board committees.

6. Board members may be covered by liability insurance purchased by the Corporation, subject to approval by the General Meeting of Shareholders. Such insurance shall not cover a Board member's liability arising from a breach of law or of the Corporation's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, removed, and dismissed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors may not concurrently hold the position of General Director of the Corporation.

3. The Chairman of the Board of Directors shall have the following rights and duties:

a) To prepare the Board's programme and plan of activities;

b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c) To ensure the proper adoption of resolutions and decisions of the Board of Directors;

d) To supervise the implementation of resolutions and decisions of the Board of Directors;

dd) To chair meetings of the General Meeting of Shareholders;

e) Other rights and duties as provided by the Law on Enterprises and the Corporation's Charter.

4. Where the Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days of receiving the resignation or the removal or dismissal.

5. Where the Chairman of the Board of Directors is absent or unable to perform his duties, he must authorise, in writing, another member to exercise the rights and duties of the Chairman. Where there is no authorised person, or where the Chairman dies, goes missing, is held in temporary detention, is serving a prison sentence, is undergoing compulsory rehabilitation or compulsory education at a corresponding facility, has absconded from his place of residence, has become restricted in or lost civil act capacity, has difficulty in cognition or behavioural control, or is prohibited by a Court from holding certain positions or practising certain professions or jobs, the remaining members shall elect one of their number to act as Chairman by majority vote of the remaining members, until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. Meeting to Elect the Chairman of the Board of Directors.

The Chairman of the Board of Directors shall be elected at the Board's first meeting, within seven (7) working days of the conclusion of the election of that Board. This meeting shall be convened and chaired by the member with the highest number or proportion of votes. Where more than one member has an equal, highest number or proportion of votes, the members shall elect, by majority vote, one (1) of them to convene the Board meeting.

2. Regular Meetings.

The Board of Directors shall meet at least once each quarter.

3. Extraordinary Meetings

The Chairman of the Board of Directors must convene an extraordinary Board meeting, without undue delay absent good reason, where he considers it necessary in the interests of the Corporation, or upon a written request from any of the following persons stating the purpose of the meeting and the matters to be discussed:

a) A request from the Supervisory Board or an independent Board member;

b) A request from the General Director or at least five (5) other executives;

c) A request from at least two (2) Board members;

d) Other circumstances provided in the Corporation's Charter.

The request must be in writing, stating clearly the purpose, the matters to be discussed, and the decisions falling within the authority of the Board of Directors.

4. The Board meetings referred to in Clause 3 of this Article must be held by the Chairman of the Board within seven (7) days of the request. Where the Chairman

declines to convene the requested meeting, he shall be liable for any resulting loss to the Corporation; the persons requesting the meeting under Clause 3 of this Article may then convene the Board meeting themselves.

5. Where required by an approved audit firm engaged to audit the Corporation's financial statements in accordance with law, the Chairman of the Board of Directors must convene a Board meeting to discuss the audit report and the Corporation's position.

6. Meeting Venue.

Board meetings shall be held at the Corporation's head office or at another location in Vietnam, as decided by the Chairman of the Board and agreed by the Board of Directors.

7. Notice and Agenda of Meetings.

a) Notice of a Board meeting must be sent to Board members and Supervisors at least five (5) working days before the meeting date, and may also be sent to the General Director where he is not a Board member; Board members may decline the meeting invitation in writing, and such a declination may be changed or withdrawn in writing by that member. The notice of the Board meeting must be in Vietnamese and must state in full the agenda, time, and venue of the meeting, together with the documents necessary for the matters to be discussed and voted on at the meeting, and the Board members' voting ballots;

b) The meeting invitation may be sent by letter, telephone, fax, email, or other means, provided that it reaches the registered contact address of each Board member and Supervisor on file with the Corporation.

8. Minimum Quorum.

a) A Board meeting convened on first notice may be held where three-quarters (3/4) or more of the total members attend, in person or through an authorised representative, or where a majority of Board members otherwise agree;

b) Where a meeting convened under Point a of this Clause fails to achieve the required quorum, a second meeting must be convened within seven (7) days of the date scheduled for the first meeting. In that case, the meeting may be held if more than one-half (1/2) of the Board members attend;

c) Where the required quorum is still not achieved, the Board meeting shall be reconvened for a third time on the next working day, at the same venue and time, and shall in that case always be valid irrespective of the number of members attending.

9. Voting.

a) Except as provided in Point b of this Clause, each Board member, or an authorised representative attending in person on that member's behalf, shall have one (1) vote at a Board meeting;

b) A Board member may not vote on a contract, transaction, or proposal in which that member, or a person related to that member, has an interest that conflicts or may conflict with the interests of the Corporation. A Board member shall not be counted towards the minimum quorum required for a Board meeting to decide a matter on which that member has no right to vote;

c) As provided in Point d of this Clause, where a question arises at a Board meeting concerning the extent of a Board member's interest or that member's voting rights, and the matter is not resolved by that member's voluntary abstention, the matter shall be referred to the chairperson of the meeting, whose ruling in relation to all other Board members shall be final, except where the nature or extent of the interest of the Board member concerned has not been fully disclosed;

d) A Board member who benefits from a contract referred to in Point a or Point b, Clause 6, Article 44 of this Charter shall be deemed to have a material interest in that contract.

dd) A Supervisor or the General Director of the Corporation who is not a Board member may attend Board meetings and take part in discussions, but may not vote.

10. Disclosure of Interests.

A Board member who, directly or indirectly, benefits from a contract or transaction that has been or is proposed to be entered into with the Corporation, and who is aware of that interest, must disclose it at the first Board meeting at which the contract or transaction is discussed or considered. Where a Board member is not aware that they or a related person has an interest at the time the contract or transaction is entered into with the Corporation, that member must disclose the relevant interest at the first Board meeting held after becoming aware of the interest.

11. Majority Voting.

A decision of the Board of Directors shall be adopted where approved by a majority (more than 50%) of the members attending the meeting. Where the votes for and against are equal, the final decision shall follow the view of the Chairman of the Board of Directors.

12. Voting by Absent Members.

A member not attending a meeting in person may vote in writing, by electronic voting, or by other electronic means. A written ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board no later than one hour before the meeting opens. Ballots may only be opened in the presence of all attendees.

13. Online and Other Forms of Meeting.

A Board meeting may be held as an online conference among Board members where all or some members are in different locations, provided that each participating member is able to:

a) Hear each other participating Board member speak during the meeting;

b) Speak to all other attending members simultaneously. Discussion among members may take place directly by telephone or other means of communication (including any such means in use at the time this Charter is adopted or subsequently), or by a combination of such means. For the purposes of this Charter, a Board member participating in a meeting in this way shall be deemed to be "present" at that meeting. The venue of a meeting held in this manner shall be the location where the largest group of Board members is gathered, or, if there is no such group, the location where the chairperson of the meeting is present.

Decisions adopted at a duly organised and conducted online meeting shall take effect immediately upon conclusion of the meeting, but must be confirmed by the signatures, in the minutes, of all Board members who attended the meeting.

14. Written Resolutions.

A resolution adopted by written consultation shall be approved on the basis of the affirmative opinion of a majority of Board members with voting rights. Such a resolution shall have the same effect and validity as a resolution adopted by Board members at a duly convened and conducted meeting.

15. Minutes of Board Meetings.

The Chairman of the Board of Directors shall send the minutes of Board meetings to its members, and such minutes shall be regarded as conclusive evidence of the business conducted at those meetings unless an objection to their content is raised within ten (10) days of their circulation. The minutes of Board meetings shall be prepared in Vietnamese, and may also be prepared in English, containing the principal particulars required under Article 158 of the Law on Enterprises, and must be signed by all attending Board members and the minute-taker. Board meetings may be recorded by audio or other electronic means.

16. Observers.

The Corporation's Corporate Governance Officer (Secretary), the Chief Executive Officer, the Supervisors, other executives (where not Board members), and third-party experts may attend Board meetings by invitation of the Board, but may not vote unless they otherwise have voting rights as a Board member.

Article 31. Board Committees

1. The Board of Directors may establish committees responsible for development strategy, human resources, remuneration, and internal control. Each committee shall have at least three (3) members, comprising Board members and external members as decided by the Board. Independent or non-executive Board members shall form a majority of each committee, and one of them shall be appointed Head of the committee by decision of the Board. Committee activities shall comply with the Board's regulations. A committee resolution shall only be valid where approved by a majority of the Board members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or of its committees must comply with applicable law and with the Corporation's Charter and Internal Corporate Governance Regulations.

Article 32. The Corporation's Corporate Governance Officer

1. The Board of Directors shall appoint at least one (1) Corporate Governance Officer to support the effective conduct of the Corporation's governance activities. The Corporate Governance Officer shall concurrently act as the Corporation's Secretary, as provided in Clause 5, Article 156 of the Law on Enterprises. The term of the Corporate Governance Officer shall be decided by the Board of Directors, for a maximum of five (5) years.

2. The Corporate Governance Officer must meet the following criteria:

a) Have knowledge of the law;

b) Not concurrently work for the independent audit firm engaged to audit the Corporation's financial statements;

c) Have a good understanding of the Corporation's business operations and internal governance, together with strong organisational and IT/office-equipment skills;

d) Other criteria as provided by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may remove the Corporate Governance Officer where necessary, provided this does not contravene applicable labour law.

4. The Corporate Governance Officer shall have the following rights and duties:

a) To advise the Board of Directors on organising meetings of the General Meeting of Shareholders in accordance with the regulations, and on other matters between the Corporation and its shareholders;

b) To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c) To advise on meeting procedures;

d) To attend meetings;

dd) To advise on the procedure for preparing resolutions of the Board of Directors in accordance with law;

e) To provide financial information, copies of the minutes of Board meetings, and other information to Board members and Supervisors;

g) To monitor and report to the Board of Directors and the Supervisory Board on the Corporation's information disclosure activities;

h) To serve as the point of contact with interested parties;

i) To keep information confidential in accordance with law and the Corporation's Charter;

k) To receive remuneration (allowances) in accordance with the Corporation's internal management regulations and/or decisions of the Board of Directors;

l) Other rights and duties as provided by law and the Corporation's Charter.

Chapter VIII:
THE GENERAL DIRECTOR AND OTHER EXECUTIVES OF THE CORPORATION

Article 33. Management Structure

The Corporation shall establish and implement a management system ensuring that its management structure is accountable to, and subject to the supervision and direction of, the Board of Directors in the Corporation's day-to-day business. The Corporation shall have a General Director, a number of Deputy General Directors, a Chief Accountant, and other executive titles, appointed and removed by the Board of Directors in accordance with the Corporation's management regulations. The appointment and removal of the foregoing titles must be effected by a duly adopted resolution of the Board of Directors. The General Director and Deputy General Directors of the Corporation may concurrently be Board members.

Article 34. Executives of the Corporation

1. On the proposal of the General Director and with the approval of the Board of Directors, the Corporation may recruit and employ other executives in such number and meeting such criteria as are consistent with the organisational structure and management arrangements prescribed by the Board of Directors. The Corporation's executives must exercise the diligence necessary for the Corporation's operations and organisation to achieve their stated objectives.

2. The salary, remuneration, benefits, and other terms applicable to the General Director shall be decided by the Board of Directors.

3. The salary, remuneration, benefits, and other terms of the labour contracts of other executives shall be decided by the Board of Directors on the proposal of the General Director.

4. The salaries of the General Director and other executives of the Corporation shall be included in the Corporation's business expenses in accordance with corporate income tax law, shown as a separate item in the Corporation's annual financial statements, and reported to the Annual General Meeting of Shareholders.

Article 35. Appointment, Removal, Duties, and Powers of the General Director

1. Appointment.

The Board of Directors shall appoint a Board member or another person as General Director of the Corporation and shall enter into a contract specifying salary, remuneration, benefits, and other related terms. Information on the General Director's salary, remuneration, and other benefits must be reported to the Annual General Meeting of Shareholders and disclosed in the Corporation's annual report.

2. Term.

The General Director's term shall be five (5) years, unless the Board of Directors decides otherwise, and he may be reappointed. The appointment may lapse in accordance with the terms of the labour contract (if any).

3. Criteria.

a) The General Director of the Corporation must meet the criteria under Article 64 of the Law on Enterprises and must not be a person prohibited by law from holding this position, namely a minor, a person lacking full civil act capacity, a person who has been sentenced to imprisonment, a person currently serving a prison sentence, a member of the armed forces, a state official or public employee, or a person found to have caused the bankruptcy of a company they previously managed;

b) Other criteria as provided by law.

4. Powers and Duties.

a) To implement the resolutions and decisions of the Board of Directors and the General Meeting of Shareholders; to execute the Corporation's business plan and investment plan as approved by the Board of Directors and the General Meeting of Shareholders;

b) To decide all matters relating to the Corporation's day-to-day business within the General Director's authority and not falling within the authority of the Board of Directors. To sign, on the Corporation's behalf, financial and commercial contracts and transactions within his authority, or contracts and transactions approved by the Board of Directors or the General Meeting of Shareholders in accordance with this Charter, and to organise and direct the Corporation's day-to-day production and business operations in accordance with best management practices;

c) To propose to the Board of Directors the appointment, removal, or dismissal of, or the signing or termination of contracts with, the reward, discipline, or retirement of, and the salary of, the Deputy General Directors, the Chief Accountant, and other executives, in accordance with the Corporation's management regulations, and the appointment or removal of representatives managing the Corporation's capital invested in other enterprises;

d) To decide the appointment, removal, dismissal, reward, discipline, salary grading, and retirement of officers and staff of the Corporation not required to be submitted for approval by the Board of Directors (for titles requiring Board approval, decisions may only be made after reporting to, and obtaining approval from, the Board of Directors);

dd) To consult the Board of Directors in deciding the Corporation's staffing levels. To recruit employees, sign labour contracts, assign and deploy staff, and decide salaries and allowances (if any), rewards, discipline, retirement, or termination of employment of the Corporation's employees, in accordance with labour law and the Corporation's regulations;

e) To propose to the Board of Directors decisions on the establishment, reorganisation, or dissolution of subsidiaries, branches, and representative offices of the Corporation, and on capital contributions to or the purchase of shares of other enterprises; to propose approval of the Corporation's internal management regulations. To propose the reorganisation, division, merger, consolidation, dissolution, or bankruptcy petition of the Corporation, and to propose the Internal Corporate Governance Regulations, reporting to the Board of Directors for submission to the General Meeting of Shareholders for approval within its authority;

g) To propose a dividend payment plan or a plan for dealing with business losses; to propose measures to improve the Corporation's operations and management;

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 Board of Directors;

i) To prepare the Corporation's long-term, annual, and quarterly budgets ("budgets") to support the Corporation's long-term, annual, and quarterly management in accordance with the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each financial year shall be submitted to the Board of Directors for approval and must include the information required under the Corporation's regulations;

k) No later than 31 October each year, the General Director shall submit to the Board of Directors, for approval, the detailed business plan for the following financial year, consistent with business requirements and the five (5)-year financial plan;

l) Other obligations as provided by law, this Charter, the Corporation's internal regulations, resolutions of the Board of Directors, and the labour contract entered into with the Corporation;

m) To have the right to decline to implement a decision of the Chairman or a Board member where considered to be unlawful, in breach of this Charter, or contrary to a resolution of the General Meeting of Shareholders, and to promptly notify the Supervisory Board in writing;

n) To decide on measures beyond his authority in emergencies such as natural disasters, fires, or other force majeure events, and to be responsible for such decisions while promptly reporting them to the Board of Directors;

o) To perform the duties of the Corporation's legal representative as provided in Article 13 of the Law on Enterprises.

5. Reporting to the Board of Directors and Shareholders.

The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the duties and powers assigned to him and must report to these bodies upon request.

6. Removal.

The Board of Directors may remove the General Director where approved by a majority (more than 50%) of the Board members with voting rights attending the meeting, and shall appoint a new General Director in his place. A General Director who is removed shall have the right to object to the removal at the next General Meeting of Shareholders.

7. Resignation or Loss of Status.

a) To resign, the General Director must submit a letter to the Board of Directors. The Board of Directors must consider and decide on it within thirty (30) days of receipt;

b) The General Director loses his status upon death, loss of mental capacity, loss of civil rights, or unauthorised absence from his post for three (3) days or more. In such a case, the Board of Directors must appoint an interim replacement within no more than thirty (30) days and proceed with the appointment of a new General Director.

8. Delegation and Authorisation.

a) The General Director may delegate or authorise the Deputy General Directors or other persons to handle certain matters of the Corporation on his behalf and shall bear legal responsibility for such delegation or authorisation.

b) The person delegated or authorised shall be legally responsible to the General Director and under the law for the work they perform.

c) Any delegation or authorisation involving use of the Corporation's seal must be made in writing and for a specified term.

Chapter IX:
THE SUPERVISORY BOARD

Article 36. Standing for Election and Nomination of Supervisory Board Members (Supervisor)

1. Where candidates for the Supervisory Board have been identified in advance, information on the candidates shall be included in the meeting materials for the General Meeting of Shareholders and disclosed on the Corporation's website at least ten (10) days before the opening date of the meeting, so that shareholders may learn about them before voting. Supervisory Board candidates must give a written undertaking as to the accuracy, integrity, and reasonableness of their disclosed personal information and must undertake to perform their duties honestly if elected as Supervisors. The disclosed information on Supervisory Board candidates shall include, at a minimum, the following:

a) Full name and date of birth;

b) Educational qualifications;

c) Professional qualifications;

d) Career history;

dd) The companies in which the candidate currently holds a position as Supervisor or other managerial or executive title;

e) An assessment of the candidate's contribution to the Corporation, where the candidate is a current Supervisor of the Corporation;

g) Any interests relating to the Corporation (if any);

h) The full name of the shareholder or group of shareholders nominating the candidate (if any);

i) Other information (if any).

2. Nomination to the Supervisory Board.

Shareholders may pool their voting shares to nominate candidates to the Supervisory Board. A shareholder or group of shareholders holding 10% to under 20% of the total voting shares may nominate one (1) candidate; 20% to under 50% may nominate up to two (2) candidates; and 50% or more may nominate the full three (3) candidates.

3. Where the number of Supervisory Board candidates obtained through nomination and self-nomination remains insufficient, the incumbent Supervisory Board may nominate additional candidates or organise a nomination process in accordance with the mechanism prescribed in the Corporation's Internal Corporate Governance Regulations. The procedure and mechanism by which the incumbent Supervisory Board nominates candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process is carried out.

Article 37. Number, Composition, and Term of Supervisory Board Members (Supervisors)

1. Number of Supervisory Board Members (Supervisors) The Corporation shall have three (3) Supervisors, elected and removed by the General Meeting of Shareholders. The term of the Supervisory Board is 5 years; a Supervisors may be re-elected for an unlimited number of terms.

2. Supervisors must meet the criteria and conditions provided in Article 169 of the Law on Enterprises and the Corporation's Charter, and must not:

a) Work in the Corporation's accounting or finance department;

b) Be a member or employee of the independent audit firm that audited the Corporation's financial statements in the preceding three (3) years.

3. A Supervisor shall be removed or dismissed in the following circumstances:

a) The Supervisor is prohibited by law from serving as a Supervisor, or no longer meets the criteria and conditions to serve as a Supervisor under Article 169 of the Law on Enterprises;

b) The Supervisor has submitted a resignation letter to the Corporation's head office, and it has been accepted;

c) The Supervisor suffers from a mental disorder and the other Supervisors have professional evidence establishing that the person has lost civil act capacity;

d) The Supervisor fails to perform his duties, being absent from Supervisory Board meetings for six (6) consecutive months without the Supervisory Board's permission, where the Board has ruled the position vacant, except in cases of force majeure;

dd) The Supervisor is dismissed by decision of the General Meeting of Shareholders for failing to perform his duties or repeatedly breaching a Supervisor's obligations under the Law on Enterprises and this Charter;

e) Ceasing to be the authorised representative of an institutional shareholder, by decision of that organisation;

g) Being the authorised representative of an institutional shareholder that has ceased to be a shareholder of the Corporation;

h) Other circumstances provided by law and this Charter.

4. A Supervisor may be replaced where a vacancy unexpectedly arises. The new Supervisor must be approved at the next General Meeting of Shareholders. Once approved, the replacement shall be deemed effective from the date of replacement by the Supervisory Board. The new Supervisor's term shall run from the effective date of the replacement to the end of the Supervisory Board's term. Where the new Supervisor is not approved by the General Meeting of Shareholders, all decisions of the Supervisory Board made before that General Meeting, including those in which the replacement Supervisor participated, shall remain valid.

5. Where the Supervisory Board seriously breaches its duties in a manner that risks harming the Corporation, the Board of Directors shall convene a General Meeting of Shareholders to consider dismissing the incumbent Supervisory Board and electing a new one.

6. Where a new Supervisory Board has not been elected by the end of the current term, the outgoing Supervisory Board shall continue to exercise its rights and duties until the new Supervisory Board is elected and assumes office.

Article 38. Head of the Supervisory Board

1. The Supervisors shall elect one Supervisor as Head of the Supervisory Board; election, removal, and dismissal shall be by majority vote. The Head of the Supervisory Board must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a field related to the Corporation's business.

2. The Head of the Supervisory Board shall have the following rights and duties:

a) To convene and chair meetings of the Supervisory Board;

b) To require the Board of Directors, the General Director, and other managers and executives to provide relevant information for reporting to Supervisory Board members;

c) To prepare and sign the Supervisory Board's reports, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

Article 39. Rights and Duties of the Supervisory Board

1. Rights and Duties of the Supervisory Board:

The Supervisory Board shall have the rights and duties provided in Article 170 of the Law on Enterprises and this Charter, principally the following:

a) To supervise the Corporation's financial position and the legality of the actions of Board members, the General Director, and other managers, and the coordination between the Supervisory Board and the Board of Directors, the General Director, and shareholders;

b) To be accountable to the General Meeting of Shareholders for its supervisory activities and the performance of its assigned duties;

c) To examine the reasonableness, lawfulness, integrity, and prudence of the management and administration of business operations, and of the organisation of accounting, statistical, and financial reporting work;

d) To assess the completeness, lawfulness, and accuracy of the business performance report and the annual and semi-annual financial statements of the Corporation, and the Board of Directors' assessment report on its management, and to submit its assessment report to the Annual General Meeting of Shareholders. To review contracts and transactions with related persons requiring approval by the Board of Directors or the General Meeting of Shareholders, and to make recommendations on contracts and transactions requiring such approval;

dd) To review, examine, and assess the effectiveness and efficiency of the Corporation's internal control, internal audit, risk management, and early-warning systems;

e) To examine the Corporation's accounting books and other documents, and its management and administration of operations, at any time considered necessary, by decision of the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders referred to in Clause 2, Article 12 of this Charter;

g) At the request of a shareholder or group of shareholders referred to in Clause 2, Article 12 of this Charter, the Supervisory Board shall conduct the examination within seven (7) working days of receiving the request. Within fifteen (15) days of completing the examination, the Supervisory Board must report its findings on the matters examined to the Board of Directors and to the requesting shareholder or group of shareholders. An examination by the Supervisory Board under this Clause must not obstruct the normal functioning of the Board of Directors or disrupt the Corporation's business operations;

h) To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the Corporation's organisational, management, and business structure;

i) Upon discovering that a Board member, the General Director, or another executive has breached the law or the Corporation's Charter, to notify the Board of Directors in writing within forty-eight (48) hours, requiring the person concerned to cease the breach and to take remedial measures;

k) To propose and recommend to the General Meeting of Shareholders the selection of an approved audit firm as provided by law, the audit fee, and all matters relating to the withdrawal or dismissal of the approved audit firm. To discuss with the independent auditor the nature and scope of the audit before it begins, and to discuss difficulties and issues identified from interim or year-end audit results, as well as any other matters the independent auditor wishes to raise;

l) To review the independent auditor's management letter and the response of the Corporation's executive management; to review the Corporation's report on its internal control systems before approval by the Board of Directors; and to review the results of internal investigations and management's response;

m) To prepare the Supervisory Board's operating regulations for approval by the General Meeting of Shareholders;

n) To report to the General Meeting of Shareholders as provided in Article 290 of Decree No. 155/2020/ND-CP of the Government dated 31 December 2020 detailing the implementation of certain provisions of the Law on Securities;

o) The Supervisory Board may use independent consultants or the Corporation's internal audit unit to carry out its assigned duties;

p) The Supervisory Board may consult the Board of Directors before submitting its reports, conclusions, and recommendations to the General Meeting of Shareholders;

q) To attend meetings of the Board of Directors upon invitation and to express its views, but without the right to vote;

r) To exercise other rights and duties as provided by the Law on Enterprises, this Charter, and decisions of the General Meeting of Shareholders.

2. The Supervisory Board's Right to Information:

a) Meeting invitations, consultation ballots for Board members, and accompanying documents must be sent to Supervisors at the same time and by the same means as to Board members;

b) Board members, the General Director, and other executives must provide complete, accurate, and timely information and documents on the Corporation's management, administration, and business operations at the request of a Supervisor or the Supervisory Board;

c) The Corporate Governance Officer (Secretary) must ensure that all copies of financial and other information provided to Board members, and copies of the minutes and resolutions of Board meetings and General Meetings of Shareholders, are provided to Supervisors at the same time and by the same means as to Board members;

d) Reports submitted by the General Director to the Board of Directors, or other documents issued by the Corporation, must be sent to Supervisors at the same time and by the same means as to Board members;

dd) Supervisors shall have access to the Corporation's records and documents held at its head office, branches, and other locations, and may visit the workplaces of the Corporation's managers, executives, and staff during working hours;

e) Reports and materials prepared by the Board of Directors relating to business results, financial statements, and assessments of its own management shall be sent to the Supervisory Board for review no later than thirty (30) days before the opening date of the Annual General Meeting of Shareholders.

3. Obligations of Supervisors:

a) To comply strictly with the law, the Corporation's Charter, decisions of the General Meeting of Shareholders, and professional ethics in performing their assigned rights and duties;

b) To perform their assigned rights and duties honestly, prudently, and to the best of their ability, so as 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 the Corporation's information, know-how, or business opportunities, nor to abuse their position, title, or the Corporation's assets, for personal gain or to serve the interests of other organisations or individuals;

d) Other obligations as provided by law and the Corporation's Charter;

dd) Where a breach of the obligations under Points a, b, c, and d of this Clause causes loss to the Corporation or another person, the Supervisors concerned shall be personally or jointly liable to compensate for such loss.

All income and other benefits directly or indirectly obtained by a Supervisor as a result of such a breach must be returned to the Corporation;

e) Where a Supervisor is found to have breached the obligations in exercising the rights and duties assigned to them, the Board of Directors must notify the Supervisory Board in writing, requiring the person concerned to cease the breach and to take remedial measures.

Article 40. Meetings of the Supervisory Board

1. After consulting the Board of Directors, the Supervisory Board may issue regulations on its meetings and working methods. The Supervisory Board must meet

at least twice a year, and a meeting may be held where two-thirds (2/3) or more of its members attend. Minutes of Supervisory Board meetings must be prepared in detail and clearly. The secretary (if any) and the Supervisors attending must sign the minutes of the meeting. The minutes of Supervisory Board meetings must be kept in order to establish the responsibility of each Supervisor.

2. The Supervisory Board may require Board members, the General Director, and a representative of the approved audit firm to attend its meetings and answer questions of concern to the Supervisors.

Article 41. Salary, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members

The salary, remuneration, bonuses, and other benefits of Supervisory Board members shall be as follows:

1. Supervisory Board members shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salary, remuneration, bonuses, other benefits, and annual operating budget of the Supervisory Board.

2. Supervisory Board members shall be reimbursed for meal, accommodation, and travel expenses, and the reasonable cost of independent advisory services. The total remuneration and such expenses shall not exceed the Supervisory Board's total annual operating budget as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salary and operating expenses of the Supervisory Board shall be included in the Corporation's business expenses in accordance with corporate income tax law and other relevant law, and shown as a separate item in the Corporation's annual financial statements.

Chapter X:
ELECTION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

Article 42. Election of the Board of Directors and the Supervisory Board

1. Ordinary shareholders voluntarily forming a group meeting the requirements to nominate candidates to the Board of Directors and the Supervisory Board must notify the other shareholders attending of the group's consultation no later than the opening of the General Meeting of Shareholders. The Corporation shall announce this information to shareholders at the meeting.

2. Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders referred to in Clause 3, Article 12 shall be entitled to nominate one or more candidates to the Board of Directors and the Supervisory Board, in accordance with Clause 2, Article 25 and Clause 2, Article 36 of this Charter, respectively. Where the number of candidates nominated is fewer than

the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

3. Voting to elect members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, under which each shareholder's total votes equal the number of shares they own or represent multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder may cast all or part of their total votes for one or more candidates.

4. Successful candidates for the Board of Directors or as Supervisors shall be determined by the number of votes received, from highest to lowest, until the number of members provided in the Corporation's Charter is reached. Where two (2) or more candidates receive an equal number of votes for the final Board or Supervisory Board seat, a run-off election shall be held among those candidates, or selection shall be made according to the criteria set out in the election regulations.

5. Where the first round of voting does not fill the required number of Board and Supervisory Board seats, a second round shall be held among the remaining candidates nominated in the first round. Where the second round still does not fill the required number, the General Meeting of Shareholders shall decide whether to hold a further round; if the General Meeting of Shareholders cannot decide, the chairperson of the meeting shall decide.

Chapter XI:
RESPONSIBILITIES OF BOARD MEMBERS, SUPERVISORY BOARD MEMBERS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES

Article 43. Duty of Care of Board Members, the Supervisory Board, the General Director, and Executives

Board members, Supervisors, the General Director, and other executives entrusted with duties, including duties as members of Board committees, must perform their duties honestly and in the 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 comparable position and under similar circumstances.

Article 44. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Board members, Supervisors, the General Director, and other executives must disclose related interests as provided in Article 164 of the Law on Enterprises and other applicable law.

2. Board members, Supervisors, the General Director, and other executives may not take advantage, for personal purposes, of business opportunities that could benefit the Corporation, and may not use information obtained by virtue of their position for personal gain or to serve the interests of any other organisation or individual.

3. Board members, Supervisory Board members, the General Director, and other managers must notify the Board of Directors and the Supervisory Board in writing of transactions between the Corporation, a subsidiary, or another company in which the Corporation holds more than 50% of the charter capital, on the one hand, and that same person or their related persons, on the other, as provided by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must disclose the relevant resolutions in accordance with securities information disclosure law.

4. A Board member may not vote on a transaction that benefits that member or a related person of that member, as provided in the Law on Enterprises and the Corporation's Charter.

5. Unless the General Meeting of Shareholders decides otherwise, the Corporation may not extend loans, guarantees, or credit to Board members, Supervisors, the General Director, other executives, or persons related to them, or to any legal entity in which such persons have a financial interest, except where the public company and the related organisation are companies within the same Group or operate as a group of companies, including a parent-subsidiary structure or an economic group, and specialised law provides otherwise.

6. A contract or transaction between the Corporation and one or more Board members, Supervisors, the General Director, other executives, or persons or organisations related to them, or a company, partner, association, or organisation of which such persons are members or in which they have a financial interest, shall not be invalidated in the following circumstances:

a) For a contract with a value of less than 20% of the Corporation's total assets as recorded in its most recent financial statements: the material terms of the contract or transaction, and the relationships and interests of the Board members, Supervisory Board, General Director, or other executives concerned, have been reported to the Board of Directors, and the Board has honestly approved the contract or transaction by a majority vote of the disinterested members; or

b) For a contract with a value greater than 20% of the Corporation's total assets as recorded in its most recent financial statements: the material terms of the contract or transaction, and the relationships and interests of the Board members, Supervisors, General Director, or executives concerned, have been disclosed to the disinterested shareholders entitled to vote on the matter, and those shareholders have approved the contract or transaction;

c) The contract or transaction has been determined by an independent advisory organisation to be fair and reasonable in all respects material to the Corporation's shareholders at the time it is approved by the Board of Directors or the General Meeting of Shareholders.

7. Board members, Supervisors, the General Director, other executives, and persons or organisations related to them may not use undisclosed information of the Corporation, or disclose it to others, to carry out related transactions.

Article 45. Liability for Loss and Indemnification

1. Liability for Loss.

A Board member, Supervisor, the General Director, or other executive who breaches their duty of loyalty and care, or fails to perform their duties diligently and competently, shall be liable for any loss caused by such breach.

2. Indemnification.

The Corporation shall indemnify any person who is, was, or is threatened to be made a party to a claim, action, or proceeding (whether civil, administrative, or otherwise, other than an action brought by the Corporation) by reason of being or having been a Board member, executive, employee, or authorised representative of the Corporation, or by reason of having acted at the Corporation's request in such capacity, provided that person acted honestly, prudently, and diligently in, or not against, the Corporation's interests, in compliance with the law, and there is no finding that they breached their duties.

In performing their functions, duties, or authorised tasks for the Corporation, a Board member, Supervisor, other executive, employee, or authorised representative of the Corporation shall be indemnified by the Corporation upon becoming a party to a claim, action, or proceeding (other than an action brought by the Corporation) in the following circumstances:

a) They acted honestly, prudently, and diligently in, and not against, the Corporation's interests;

b) They complied with the law and there is no finding that they failed to perform their duties.

3. Indemnification costs shall include costs incurred (including legal fees), judgment costs, fines, and other amounts actually paid or reasonably considered payable in resolving such matters within the limits permitted by law. The Corporation may purchase insurance for such persons to cover the foregoing liabilities.

Chapter XII:

MANAGEMENT AND COORDINATION BETWEEN THE PARENT COMPANY – THE CORPORATION AND THE PARENT-SUBSIDIARY GROUP AND THE VIETNAM NATIONAL COAL – MINERAL INDUSTRIES GROUP

Article 46. Principles of Management and Administration of the Parent Company within the Parent-Subsidiary Group

1. Management and administration of the parent-subsidiary 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 investment, association, agreement, or cooperation in the shared use of services across the parent-subsidiary group; the application of uniform regulations, standards, and norms across the group that do not conflict with law; and the reciprocal use of each other's products and services on market terms;

c) Other methods provided by law and consistent with the charters of the relevant enterprises.

2. The parent company shall directly engage in production and business and make financial investments in subsidiaries and associate companies, or shall make financial investments only in subsidiaries and associate companies;

3. The management and administration of the parent company shall be organised in accordance with the Charter of the parent company – the Corporation, as approved by the General Meeting of Shareholders.

Article 47. Management and Administration of the Parent-Subsidiary Group through the Parent Company

1. The parent company shall represent the parent-subsidiary group in its common activities in relation to third parties, domestic and foreign, or other activities agreed with subsidiaries and associate companies in accordance with law.

2. The parent company shall exercise the rights and obligations of a controlling shareholder in its subsidiaries, or coordinate with associate companies under cooperation agreements, to align the following activities across the parent-subsidiary group:

a) Using the parent company's management structure; proposing coordination and alignment measures for the activities referred to in Clause 3 of this Article for approval by the Corporation's Board of Directors; and, through its authorised representatives at subsidiaries and associate companies, implementing the coordination and alignment measures referred to in Clause 3 of this Article;

b) Coordinating and aligning the activities of the parent-subsidiary group through economic contracts and business cooperation agreements with subsidiaries and associate companies;

c) Developing uniform regulations across the parent-subsidiary group.

3. The parent company's coordination and alignment activities shall include:

a) Developing and implementing the group's shared development strategy and business cooperation plan; aligning the business strategies of subsidiaries with the group's shared development strategy and business cooperation plan; developing and implementing management regulations, standards, and norms applied uniformly across the group;

b) Managing and directing authorised representatives to safeguard the parent company's controlling rights in subsidiaries and the rights of a contributing shareholder in associate companies;

c) Directing the medium- and long-term production and business plans of subsidiaries;

d) Directing operating objectives, investment, and production and business targets; the division of labour, specialisation, and cooperation; market access, expansion, and sharing; exports; use of the brand; information services; scientific research and technology application; training; and other activities of subsidiaries, in accordance with the group's common policies;

dd) Developing and implementing regulations on management of the parent company's brand, and directing common elements in the trade names of subsidiaries and associate companies;

e) Directing organisational and personnel matters at subsidiaries;

g) Directing the content of subsidiaries' charters and controlling their charter capital structure;

h) Appointing authorised representatives to participate in the management and administration of subsidiaries and associate companies; issuing and implementing regulations on the appointment, replacement, supervision, and performance assessment of authorised representatives; and prescribing matters requiring the parent company's prior approval before an authorised representative decides or participates in deciding a matter at a subsidiary or associate company;

i) Acting as the focal point for pooling the resources of subsidiaries and associate companies to participate in tendering in accordance with construction investment project management regulations and the Law on Bidding, and for implementing joint projects agreed among subsidiaries and associate companies;

k) Providing research, technology transfer, marketing, trade promotion, and other services to subsidiaries and associate companies;

l) Conducting financial oversight and risk control of subsidiaries; providing financial support, in accordance with law, to a subsidiary upon its request;

m) Coordinating administrative work and dealings with partners on behalf of a subsidiary upon its request; performing public-interest tasks and assignments or orders placed with the Corporation by the State;

n) Establishing and connecting an information network across the parent-subsidiary group;

o) Preparing the consolidated financial statements of the parent company and its subsidiaries;

p) Consulting subsidiaries and associate companies in carrying out shared activities;

q) Organising the supervision, coordination, and alignment of activities among the parent company's internal units;

r) Other activities consistent with the characteristics of the parent-subsidiary group, applicable law, the parent company's Charter, and the charters of enterprises within the group.

Article 48. General Coordination within the Parent-Subsidiary Group

The parent company, subsidiaries, and associate companies within the parent-subsidiary group shall coordinate generally as follows:

1. Developing common operating regulations on the basis of agreement between the parent company and the enterprises within the group.

2. The parent company, based on the powers and responsibilities provided by law, shall act as the focal point for implementing, in whole or in part, the following coordinated activities among enterprises within the parent-subsidiary group:

a) Coordinating the planning and the implementation of the business cooperation plan;

b) Directing the division of business fields and lines among enterprises within the group;

c) Organising financial, accounting, and statistical work;

d) Materials management and product distribution;

dd) Management and use of land and mineral resources;

e) Labour, wages, health, training, and human resource development;

g) Application of science and technology, occupational safety, natural disaster prevention, and environmental protection;

h) Directing the naming of enterprises within the group; authorising use of the parent company's brand in accordance with law;

i) Administrative work and external relations of the group;

k) Management of emulation and commendation, culture, sport, and social activities;

l) Other matters agreed among enterprises within the group in accordance with law.

Article 49. Relationship between the Parent Company and Its Subsidiaries

1. Relationship between the parent company and a subsidiary wholly owned by the parent company:

a) Such a subsidiary shall be assigned production and business contracts on an economic-contract basis; provided with information; and entitled to services and benefits from the group's shared activities in accordance with the common operating regulations and/or agreements with subsidiaries, as provided by law;

b) It shall be obliged to implement agreements with the parent company and economic-contract commitments with the parent company and other enterprises within the group; to carry out lawful decisions within the parent company's authority over it; and to participate in the business cooperation plan with the parent company and other enterprises within the group.

2. Relationship between the parent company and a subsidiary in which the parent company holds a controlling shareholding or capital contribution:

a) The parent company shall have the rights and obligations of a shareholder, contributing member, or joint-venture party of the subsidiary, as provided by law and the subsidiary's charter.

b) The subsidiary shall have the following rights and obligations:

- The right to participate in the business cooperation plan on the basis of economic contracts and business cooperation agreements with the parent company and other enterprises within the group; to be assigned production and business contracts by the parent company on an economic-contract basis; and to be provided with information and to receive services and benefits from the group's shared activities, in accordance with this Charter, agreements with enterprises within the group, and applicable law;

- The obligation to implement the group's common agreements and economic-contract commitments with the parent company and other enterprises within the group, and to carry out the parent company's lawful decisions made in the exercise of its controlling rights over the subsidiary.

Article 50. Relationship between the Parent Company and Associate Companies

1. The parent company shall exercise its rights and obligations towards an associate company in accordance with law, the associate company's charter, and the association agreement.

2. The parent company shall relate to associate companies through agreements on branding, markets, technology, research, training, and human resource development, and other agreements.

Article 51. Relationship between the Parent Company and Its Dependent Units

A unit dependent on the parent company shall operate under the decentralised business, accounting, organisational, and personnel arrangements of the parent company, as provided in the charter or operating regulations of the dependent accounting unit prepared by the General Director and approved by the Corporation's Board of Directors. The parent company shall be liable for the financial obligations arising from the commitments of its dependent units.

Article 52. Relationship of the Parent Company – the Corporation with the Vietnam National Coal – Mineral Industries Group

1. The parent company – the Corporation, being a subsidiary of the Vietnam National Coal – Mineral Industries Group ("TKV"), shall have the right to participate in the business cooperation plan on the basis of economic contracts with member enterprises of TKV; to be assigned production and business contracts by TKV on an economic-contract basis; and to be provided with information and to receive services and benefits from TKV's shared activities, in accordance with agreements with TKV and its member enterprises and applicable law;

2. The parent company – the Corporation shall be obliged to implement TKV's common agreements in which it participates, and economic contracts with TKV and its member enterprises; to carry out TKV's lawful decisions as the parent company exercising controlling rights over the parent company – the Corporation, as provided; and to comply with TKV's internal management regulations.

3. TKV, as the contributing shareholder, shall perform its role, functions, duties, rights, and responsibilities in managing the State's capital in the parent company – the Corporation, in accordance with law, and TKV's Charter and internal management regulations.

Chapter XIII:
RIGHT TO INSPECT THE CORPORATION'S BOOKS AND RECORDS

Article 53. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect books and records, specifically:

a) An ordinary shareholder may inspect, look up, and extract information on the names and contact addresses in the register of shareholders with voting rights; request correction of inaccurate information relating to themselves; and inspect, look up, extract, or copy the Corporation's Charter, the minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding 5% or more of the total ordinary shares may inspect, look up, and extract the minute book and resolutions or decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, except documents relating to the Corporation's trade secrets or business secrets.

2. Where an authorised representative of a shareholder or group of shareholders requests to inspect books and records, the request must be accompanied by the power of attorney from the shareholder or group they represent, or a notarised copy thereof.

3. Board members, Supervisory Board members, the General Director, and other executives may inspect the Corporation's shareholder register, shareholder list, and

other books and records for purposes relating to their position, provided that such information is kept confidential.

4. The Corporation must keep this Charter and any amendments to it, its Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of their meetings, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents required by law, at its head office or elsewhere, provided that shareholders and the business registration authority are notified of the place where such documents are kept.

5. The Corporation's Charter must be published on the Corporation's website.

Chapter XIV:
EMPLOYEES, THE TRADE UNION, AND SOCIO-POLITICAL ORGANISATIONS WITHIN THE CORPORATION

Article 54. Employees, the Trade Union, and Socio-Political Organisations

1. The General Director must prepare a plan for approval by the Board of Directors on matters relating to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and executives of the Corporation, and other matters as provided by law.

2. The Communist Party of Vietnam organisation within 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 organisations within the Corporation shall operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and their own charters.

4. The Corporation shall respect, and shall not obstruct or hinder, the establishment of political or socio-political organisations within the Corporation, nor obstruct or hinder employees' participation in such organisations, and shall facilitate their operation in accordance with their functions, duties, and charters.

Chapter XV:
PROFIT DISTRIBUTION

Article 55. Profit Distribution

1. After offsetting losses from the previous year (if any) in accordance with corporate income tax law, setting aside the Science and Technology Development Fund (if any) as required, paying corporate income tax, and discharging other financial obligations as provided by law, the Corporation's remaining pre-tax profit shall be used as follows:

a) Dividend payment;

b) Appropriation to funds as provided by applicable law.

2. The dividend rate, the method of annual dividend payment from the Corporation's retained profit, and the appropriation ratios for the funds shall be decided by the General Meeting of Shareholders on the proposal of the Board of Directors.

Article 56. Dividends

1. Dividends shall be declared and paid from the Corporation's retained profit, by decision of the General Meeting of Shareholders and in accordance with law, but shall not exceed the rate proposed by the Board of Directors and approved by the General Meeting of Shareholders.

2. The Board of Directors may decide to pay an interim dividend where it considers this consistent with the Corporation's profitability.

3. The Corporation shall not pay interest on any dividend or other amount payable in respect of a class of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders that all or part of a dividend be paid in shares, and the Board of Directors shall implement that resolution. The Corporation may pay dividends in shares; the order and procedure for doing so shall be as provided in the Law on Enterprises and related law.

5. Where a dividend or other amount payable in respect of a class of shares is paid in cash, the Corporation shall pay it in Vietnamese dong or through banks based on the bank details provided by the shareholder. Where the Corporation has made a transfer in accordance with the bank details provided by a shareholder and that shareholder does not receive the funds, the Corporation shall not be liable for the amount transferred to the recipient shareholder. Dividend payments in respect of shares listed or registered for trading on a Stock Exchange may be made through a securities company or the Vietnam Securities Depository.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution fixing a specific record date. Persons registered as shareholders or holders of other securities as at that date shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

7. Other matters relating to profit distribution shall be governed by law.

Chapter XVI:

BANK ACCOUNTS, THE FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 57. Bank Accounts

1. The Corporation shall open accounts at banks in Vietnam or at foreign banks licensed to operate in Vietnam.

2. With the prior approval of the competent authority, the Corporation may, where necessary, open bank accounts overseas in accordance with law.

3. The Corporation shall conduct all payments and accounting transactions through its Vietnamese dong or foreign currency accounts at the banks where it holds accounts.

Article 58. Financial Year

The Corporation's financial year shall begin on the first day of January and end on 31 December of the same year. The first financial year shall begin on the date of issue of the Enterprise Registration Certificate and end on 31 December of that year, if that period exceeds ninety (90) days; if it is less than ninety (90) days, it shall be added to the following financial year.

Article 59. Accounting System

1. The Corporation shall apply Vietnamese Accounting Standards (VAS) and the enterprise accounting regime applicable under Vietnamese law.

2. The Corporation shall prepare its accounting books in Vietnamese. The Corporation shall keep accounting records appropriate to the type of business activities in which it engages. Such records must be accurate, up to date, systematic, and sufficient to substantiate and explain the Corporation's transactions.

3. The Corporation shall use Vietnamese dong (or a freely convertible foreign currency, where approved by the competent State authority) as its accounting currency.

Chapter XVII:
ANNUAL REPORT, INFORMATION DISCLOSURE OBLIGATIONS, AND PUBLIC ANNOUNCEMENTS

Article 60. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Corporation must prepare annual financial statements in accordance with law and the regulations of the State Securities Commission, which must be audited as provided in Article 63 of this Charter, and within ninety (90) days of the end of each financial year, the Corporation must submit its annual financial statements, as approved by the General Meeting of Shareholders, to the competent tax authority, the State Securities Commission, the Stock Exchange (for listed companies), the business registration authority, and the Vietnam National Coal – Mineral Industries Group.

2. The annual financial statements must include an income statement presenting a true and fair view of the Corporation's profit and loss for the financial year, a balance sheet presenting a true and fair view of the Corporation's affairs as at the reporting date, a cash flow statement, and notes to the financial statements. Where the Corporation is a parent company, in addition to its own annual financial statements, it must prepare consolidated financial statements covering the Corporation and its subsidiaries at the end of each financial year.

3. The Corporation must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements (for listed companies/large public companies) in accordance with the regulations of the State Securities Commission and the Stock Exchange (for listed companies), and submit them to the relevant tax

authority and the business registration authority in accordance with the Law on Enterprises and the requirements of the Vietnam National Coal – Mineral Industries Group.

4. The audited annual financial statements (including the auditor's opinion), the reviewed semi-annual financial statements, and the quarterly financial statements (for listed companies and large public companies) must be published on the Corporation's website.

5. Interested organisations and individuals may copy the audited annual financial statements and the semi-annual and quarterly reports during the Corporation's business hours at its head office, upon payment of a reasonable copying fee.

Article 61. Annual Report

The Corporation must prepare and disclose an annual report in accordance with securities and capital markets law.

Article 62. Public Disclosure

The Corporation must prepare and publicly disclose information as provided in Article 176 of the Law on Enterprises and other relevant law.

Chapter XVIII:
AUDIT OF THE CORPORATION

Article 63. Audit

1. The Annual General Meeting of Shareholders shall appoint an approved audit firm, or approve a list of approved audit firms and authorise the Board of Directors to select one of them to audit the Corporation for the following financial year, on terms and conditions agreed with the Board of Directors. The Corporation shall prepare and send its annual financial statements to the independent audit firm after the end of the financial year.

2. The approved audit firm shall examine, verify, and report on the annual financial statements reflecting the Corporation's income and expenditure, and shall prepare an audit report for submission to the Corporation's Board of Directors in accordance with law.

3. A copy of the audit report shall be attached to each copy of the Corporation's annual financial statements.

4. The auditor engaged to audit the Corporation shall be entitled to attend all meetings of the General Meeting of Shareholders, to receive the notices and other information relating to such meetings that all shareholders are entitled to receive, and to speak at the meeting on matters relating to the audit.

Chapter XIX:
THE CORPORATION'S SEAL

Article 64. The Corporation's Seal

1. A seal includes a seal made at a seal-engraving establishment or a seal in the form of a digital signature, as provided by electronic transaction law.

2. The Board of Directors shall decide the type, number, form, and content of the seals of the Corporation and of its branches and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable law.

Chapter XX:
DISSOLUTION OF THE CORPORATION

Article 65. Dissolution of the Corporation

1. The Corporation may be dissolved in the following circumstances:

a) By resolution or decision of the General Meeting of Shareholders;

b) Its Enterprise Registration Certificate is revoked, except as otherwise provided in the Law on Tax Administration;

c) Other circumstances provided by law.

2. Dissolution of the Corporation ahead of the end of its term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be notified to, or approved by, the competent authority (where required) as provided.

Article 66. Liquidation

1. At least six (6) months before the end of the Corporation's term of operation, or after a decision to dissolve the Corporation is made, the Board of Directors must establish a three (3)-member Liquidation Committee. Two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an approved audit firm. The Liquidation Committee shall prepare its own operating regulations. Its members may be chosen from among the Corporation's staff or from independent experts. All liquidation costs shall be paid by the Corporation in priority to its other debts.

2. The Liquidation Committee must report to the business registration authority the date of its establishment and the date it actually commences operations. From that time, the Liquidation Committee shall represent the Corporation in all matters relating to its liquidation before the courts and administrative authorities.

3. Proceeds from the liquidation shall be applied in the following order:

a) Liquidation costs;

b) Wages and insurance costs for employees;

c) Taxes and tax-like payments owed by the Corporation to the State;

d) Loans (if any);

dd) Other debts of the Corporation;

e) The balance remaining after payment of all amounts under Points a to dd above shall be distributed to 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 relating to the Corporation's operations or to shareholders' rights under this Charter or under any right or obligation provided by the Law on Enterprises, other laws, or administrative regulations, between:

a) A shareholder and the Corporation; or

b) A shareholder and the Board of Directors, the Supervisory Board, the General Director, or another executive;

the parties concerned shall attempt to resolve the dispute through negotiation and conciliation. Except where the dispute concerns the Board of Directors or its Chairman, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall require each party to present the facts relevant to the dispute within fifteen (15) working days of the dispute arising. Where the dispute concerns the Board of Directors or its Chairman, either party may request the Supervisory Board or a relevant specialised authority to appoint an independent expert to act as arbitrator in the dispute resolution process.

2. Where no settlement is reached within six (6) weeks of the start of the conciliation process, or if the conciliator's proposed settlement is not accepted by the parties, either party may refer the dispute to an economic arbitration body or an economic court.

3. Each party shall bear its own costs relating to the negotiation and conciliation procedure. Court costs shall be borne by whichever party the court determines.

Chapter XXII:
FINAL PROVISIONS

Article 68. Amendment of the Charter

1. Any amendment of this Charter shall be considered and decided by the General Meeting of Shareholders.

2. Where a legal provision relating to the Corporation's operations is not addressed in this Charter, or where a new legal provision differs from a provision of this Charter, that legal provision shall automatically apply and govern the Corporation's operations.

Article 69. Effectiveness

1. This Charter comprises 22 chapters and 69 articles, and was unanimously adopted by the General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation on 2026 in Hanoi, together with approval of the effectiveness of its full text.

2. This Charter is prepared in 10 counterparts of equal validity, of which:

VINACOMIN – MINERALS HOLDING CORPORATION

- 5 counterparts are for registration with the provincial or municipal People's Committee as required;

- 5 counterparts are kept at the Corporation's Office.

3. This Charter is the sole and official Charter of the Corporation.

4. A copy or extract of the Corporation's Charter shall only be valid if signed by the Chairman of the Board of Directors or by at least one-half of the total number of Board members.

Full Names and Signatures of the Corporation's Board Members

Nguyen Van Hai	**Dang Duc Hung**	**Ngo Quoc Trung**	**Nguyen Van Thai**

Legal Representative of the Enterprise
Board Member – General Director

Trinh Van Tue

VIETNAM NATIONAL COAL – MINERAL INDUSTRIES HOLDING CORPORATION
VINACOMIN – MINERALS HOLDING CORPORATION

No. 2473/TTr-VIMICO

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, September 9, 2026

SUBMISSION
On the Approval of the Corporation's Five-Year (2026–2030) Business Cooperation Plan of Vinacomin – Minerals Holding Corporation

To: The General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation.

Pursuant to the Charter on the Organization and Operation of Vinacomin – Minerals Holding Corporation, as amended and supplemented for the seventh time and issued under Decision No. 628/QD-VIMICO dated 5 May 2026 of the Board of Directors of Vinacomin – Minerals Holding Corporation;

Pursuant to Decision No. 296/QD-TKV dated 13 February 2026 of the Vietnam National Coal – Mineral Industries Group approving the key targets of its Five-Year Plan for 2026–2030;

Pursuant to Decision No. 911/QD-VIMICO dated 29 June 2026 of the Board of Directors of Vinacomin – Minerals Holding Corporation approving the Corporation's Five-Year (2026–2030) Business Cooperation Plan.

The Board of Directors respectfully submits to the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation, for approval, the Corporation's Five-Year (2026–2030) Business Cooperation Plan, with the following principal content:

I. OUTPUT OF KEY PRODUCTS

No.	Product	Unit	Plan 2026	Plan 2027	Plan 2028	Plan 2029	Plan 2030
1	Copper concentrate	t	88,796	87,338	78,875	95,785	89,569
-	*Processing Plant 1 (25% Cu grade)*	"	*43,765*	*42,615*	*37,322*	*45,461*	*41,826*
-	*Processing Plant 2 (25% Cu grade)*	"	*44,357*	*44,050*	*40,646*	*49,417*	*46,836*
-	*Thai Nguyen copper concentrate*	"	*674*	*674*	*907*	*907*	*907*
2	Copper cathode (99.95% Cu)	t	30,000	30,000	30,000	30,000	30,000
3	Sulphuric acid	t	128,725	123,087	136,274	123,374	129,463
	Copper Smelting plant	"	*117,319*	*111,684*	*120,946*	*108,046*	*114,136*
	Thai Nguyen plant	"	*11,407*	*11,403*	*15,327*	*15,327*	*15,327*
4	*Gold metal (99.95% Au)*	*kg*	*939*	*1,016*	*990*	*978*	*904*
5	Placer gold (75% Au), Cao Bang	kg	1	1	1	1	1
6	Silver bars (99% Ag)	kg	2,995	3,091	3,141	3,253	3,062
7	Iron concentrate (60% Fe)	t	223,130	390,949	395,981	393,916	391,160
8	Zinc ingots (99.95% Zn)	t	8,316	8,336	10,145	10,223	10,092
9	Tin ingots (99.75% Sn)	t	180	173	192	192	192
	Cao Bang Minerals and Metallurgy JSC	"	*121*	*120*	*120*	*120*	*120*
	Thai Nguyen Non-ferrous Metals JSC	"	*59*	*53*	*72*	*72*	*72*
10	Steel billet	t	165,000	220,000	220,000	220,000	220,000

II. OUTPUT OF KEY PRODUCTS SOLD

No.	Product	Unit	Plan 2026	Plan 2027	Plan 2028	Plan 2029	Plan 2030
1	Copper cathode (99.95% Cu)	t	30,000	30,000	30,000	30,000	30,000
2	Sulphuric acid	t	134,328	129,589	139,103	126,878	131,124
	Copper Smelting plant		*117,319*	*111,649*	*120,753*	*108,315*	*114,009*
	Thai Nguyen plant		*17,009*	*17,940*	*18,350*	*18,563*	*17,115*
3	Gold metal (99.95% Au)	kg	938	1,074	991	979	906
4	Placer gold (75% Au), Cao Bang	kg	0.5	0.5	0.5	0.5	0.5
5	Silver bars (99% Ag)	kg	3,313	3,277	3,140	3,251	3,066
6	Iron concentrate (60% Fe)	t	198,674	384,413	383,131	381,436	378,914
7	Zinc ingots (99.95% Zn)	t	8,316	8,337	10,370	10,370	10,370
8	Tin ingots (99.75% Sn)	t	173	173	192	192	192
	Cao Bang Minerals and Metallurgy JSC	"	*120*	*120*	*120*	*120*	*120*
	Thai Nguyen Non-ferrous Metals JSC	"	*53*	*53*	*72*	*72*	*72*
9	Steel billet	t	160,000	220,000	220,000	220,000	220,000

III. KEY TARGETS

1. Revenue:

- Consolidated revenue for the Corporation for the entire period is projected at VND 74,821 billion, comprising: mineral production revenue of VND 72,279 billion and other production revenue of VND 2,542 billion.

- The projected revenue of the Parent Company for the entire period amounts to VND 50,897 billion, comprising VND 50,209 billion from copper mineral sales and VND 688 billion from other sources.

Revenue details by unit (VND million)

No.	Unit	Plan 2026	Plan 2027	Plan 2028	Plan 2029	Plan 2030	Total 2026–2030
1	Parent Company	10,098,468	10,550,711	10,260,049	10,128,738	9,858,590	50,896,557
2	Thai Nguyen Non-ferrous Metals JSC	1,248,215	1,318,338	1,291,382	1,292,666	1,292,666	6,443,268
3	Cao Bang Minerals and Metallurgy JSC	118,892	121,729	119,895	121,350	121,350	603,216
4	Minerals JSC No. 3	168,105	253,820	228,061	221,279	226,375	1,097,640
5	Cao Bang Cast Iron and Steel JSC	2,190,400	3,087,650	3,276,650	3,297,650	3,297,650	15,150,000
6	Bang Giang Cao Bang Tourism and Trade JSC	17,200	17,720	18,100	18,500	19,220	90,740
7	Lai Chau Rare Earth JSC	29,539	–	–	188,424	350,118	568,081
	Total Consolidated Indicators	**13,841,000**	**15,350,000**	**15,195,000**	**15,269,000**	**15,166,000**	**74,821,000**
	Minerals	13,380,000	14,667,000	14,726,000	14,800,000	14,706,000	72,279,000
	Other	461,000	683,000	469,000	469,000	460,000	2,542,000

2. Profit:

- The Corporation's consolidated profit for the entire period is projected at VND 9,718 billion, comprising: profit from minerals of VND 9,682 billion and profit from other business of VND 36 billion.

- The Parent Company's profit for the entire period is projected at VND 9,168 billion, comprising: VND 8,581 billion in mineral profits and VND 587 billion in other business profits.

Profit details by unit (VND million)

No.	Unit	Plan 2026	Plan 2027	Plan 2028	Plan 2029	Plan 2030	Total 2026–2030
1	Parent Company	1,983,996	1,962,766	1,587,036	2,113,295	1,520,695	9,167,788
2	Thai Nguyen Non-ferrous Metals JSC	100,523	74,296	114,780	115,789	116,783	522,171
3	Cao Bang Minerals and Metallurgy JSC	8,561	5,210	4,653	2,950	3,755	25,129
4	Minerals JSC No. 3	5,768	6,065	6,510	6,946	5,730	31,020
5	Cao Bang Cast Iron and Steel JSC	3,120	176,556	130,902	127,254	102,787	540,620
6	Bang Giang Cao Bang Tourism and Trade JSC	309	350	380	420	480	1,939
7	Lai Chau Rare Earth JSC	295	–	–	1,002	4,772	6,070
	Total Consolidated Indicators	**2,042,000**	**2,091,000**	**1,713,000**	**2,237,000**	**1,635,000**	**9,718,000**
	Minerals	2,034,000	2,076,000	1,709,000	2,233,000	1,630,000	9,682,000
	Other	8,000	15,000	4,000	4,000	5,000	36,000

3. Labor and Wages:

- The average headcount across the Corporation over this period is projected at approximately 5,142 employees/year, of which the Parent Company accounts for an average of 2,812 employees/year.

- Average wages across the Corporation over this period are projected at approximately VND 20.693 million per person per month; for the Parent Company, VND 24.315 million per person per month.

If business conditions change, the General Meeting of Shareholders authorizes the Corporation's Board of Directors to manage the Five-Year Plan in a manner consistent with current business conditions and with TKV's directional guidance.

The Corporation's General Meeting of Shareholders is respectfully requested to consider and approve the above./.

Recipients:
- *As above;*
- *Filed: Office, Board of Directors.*

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0100103087 - C.T.C.P
TỔNG CÔNG TY KHOÁNG SẢN - TKV
VIMICO

Nguyễn Văn Hải

VIETNAM NATIONAL COAL - MINERAL INDUSTRIES HOLDING CORPORATION
VINACOMIN – MINERALS HOLDING CORPORATION

No.2475/TTr-VIMICO

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, 3 September 2026

SUBMISSION

On the Approval of the Framework Agreement for the Purchase of Steel Billet Produced by Cao Bang Cast Iron and Steel JSC, for the Structural Steel Rolling Line Investment Project with a Capacity of 70,000 Tonnes/Year

To: The General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended by Law No. 03/2022/QH15 and Law No. 76/2025/QH15 of the National Assembly of the Socialist Republic of Vietnam;

Pursuant to the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation, as amended and supplemented for the seventh time and issued under Decision No. 628/QD-VIMICO dated 5 May 2026 of the Board of Directors of Vinacomin – Minerals Holding Corporation;

Pursuant to Article 11 of Resolution No. 669/NQ-VIMICO dated 25 March 2020 of the 2020 Annual General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation;

To provide the basis for implementing the structural steel rolling line investment project with a capacity of 70,000 tonnes/year, to be developed in Cao Bang Province by Vinacomin – Minerals Holding Corporation ("VIMICO") as investor, using hot St5ps (CT5пс) steel billet produced by Cao Bang Cast Iron and Steel JSC ("CISCO") as input material — so as to reduce energy costs and lower the cost of structural steel products, meeting the growing demand of the Vietnam National Coal - Mineral Industries Holding Corporation ("TKV") for structural steel products such as mine roof-support steel — the Board of Directors reports the principal terms of the Framework Agreement (the "Framework Agreement") for the sale and purchase of steel billet between VIMICO and CISCO, for the consideration and approval of the Corporation's General Meeting of Shareholders, as follows:

I. The Steel Rolling Project

- Investment period: 2 years, expected in 2027 and 2028.
- Operating period: 20 years, expected to commence in 2029.
- Investment payback period: less than 6 years of operation.
- Structural steel output:
    + First year of operation (expected 2029): 59,500 tonnes.
    + Second year of operation (expected 2030): 63,000 tonnes.
    + From the third year of operation (expected 2031) onward: 70,000 tonnes.

- Hot steel billet requirement (based on a consumption norm of 1.062 tonnes of steel billet per tonne of product):

+ First year of operation: 63,200 tonnes.

+ Second year of operation: 67,000 tonnes.

+ From the third year of operation onward: 74,400 tonnes.

II. Principal terms of the framework agreement

- Specifications, Quality, Inspection, and Warranty:

Consistent with the specifications, quality, inspection, and warranty requirements currently applied under the sale and purchase contract for cold St5ps (CT5пс) steel billet between VIMICO and VMC. Full details are set out in the attached draft "Framework Agreement for the Sale and Purchase of Steel Billet".

- Term:

To achieve the required investment payback, the steel rolling project must operate for a minimum of 6 years; accordingly, the term of the Framework Agreement is likewise a minimum of 6 years (expected from the beginning of 2029 through the end of 2034) and may automatically extend to the full 20-year operating life of the project (expected from the beginning of 2029 through the end of 2048), unless either party gives notice of termination.

- Volume of Steel Billet:

Total steel billet requirements over the first 6 years of operation are 427,800 tonnes. Total requirements over the full 20 years of operation are 1.405 million tonnes, assuming VIMICO does not require any increase or decrease in the volume of steel billet used for this steel rolling project.

Where VIMICO requires an increase or decrease in the volume of steel billet used as input material for the steel rolling project, the parties (VIMICO and CISCO) shall negotiate a corresponding adjustment to the volume of steel billet traded between them for this purpose.

The entire volume of steel billet purchased from CISCO each year for the production of structural steel sections and any other rolled steel products shall be deducted from the total volume of steel billet and/or liquid pig iron that CISCO requires VIMICO to take up that year.

- Pricing:

The pricing formula applied to the monthly sale and purchase of cold St5ps (CT5пс) steel billet with VMC shall apply, in the same manner, to the volume of hot St5ps (CT5пс) steel billet delivered between the parties for structural steel production in the same month, converted to the same delivery terms at CISCO's warehouse. The price for steel billet traded with CISCO shall not exceed (≤) the price for steel billet traded with VMC for the same delivery month and under the same delivery terms.

- Contract Value (Provisional):

Based on the current price of St5ps (CT5пс) steel billet, exclusive of VAT, delivered by VIMICO to VMC in Cao Bang — approximately VND 13,500,000 per tonne — the value, inclusive of VAT, of 427,800 tonnes of steel billet is estimated at VND 6,352.830 billion. Compared with VIMICO's total assets per its Q2 2026 financial statements — VND 10,803.823 billion (parent company) and VND 12,304.706 billion (consolidated) — the value of this volume of steel billet represents 58.8% of total assets (parent company) and 51.63% of total assets (consolidated).

- Other Terms and Conditions: As set out in the attached draft "Framework Agreement for the Sale and Purchase of Steel Billet".

III. Resolution No. 669/NQ-VIMICO

Resolution No. 669/NQ-VIMICO dated 25 March 2020 of the 2020 Annual General Meeting of Shareholders approved VIMICO's execution of a framework agreement to take up the entire volume of steel billet produced by CISCO in 2020 and subsequent years. However, the offtake arrangement under the draft framework agreement submitted to the 2020 General Meeting provided for the sale of 100% of the steel billet, in its original state, to customers within and outside TKV, without providing for VIMICO to use part of the steel billet purchased from CISCO as input for further processing into other products such as construction steel or structural steel sections.

This shift in how VIMICO uses the steel billet it purchases from CISCO — from taking up the entire volume unprocessed to taking up part unprocessed while using the remainder as feedstock for structural steel production - necessitates a long-term, stable framework agreement for the purchase of CISCO-produced steel billet for the structural steel production line.

IV. Applicable law and the corporation's charter

Under Point (c), Clause 1, and Clauses 3 and 4, Article 167 of the Law on Enterprises, the General Meeting of Shareholders must approve any contract or transaction valued at 35% or more of the enterprise's total assets as recorded in its most recent financial statements, where entered into between the company and a related person who is another manager of the company required to make disclosure under Clause 2, Article 164 of that Law.

Under Point (r), Clause 2, Article 15 of the Corporation's Charter, VIMICO's General Meeting of Shareholders has the authority to discuss and approve contracts and transactions entered into between the Corporation and the persons referred to in Clause 1, Article 167 of the Law on Enterprises, valued at 35% or more of VIMICO's total assets as recorded in its most recent financial statements.

Mr. Ly Xuan Tuyen, Chairman of the Board of Directors of CISCO, is concurrently a manager of VIMICO. As the value of the Framework Agreement exceeds 35% of VIMICO's total assets per its most recent financial statements, the Framework Agreement for the sale and purchase of steel billet for the steel rolling line investment project, between VIMICO and CISCO, must be considered, accepted, and approved by VIMICO's General Meeting of Shareholders.

V. Proposal

Pursuant to the powers and duties of the Corporation's Board of Directors, and having regard to applicable law and the Corporation's Charter, in order to secure a long-term and stable source of input material for the steel rolling line investment project, to stabilise CISCO's production and offtake of steel billet, and to serve TKV's overall objectives, the Board of Directors submits to the General Meeting of Shareholders, for its approval, the execution of the Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet between VIMICO and CISCO, as follows:

1. To approve the draft Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet between VIMICO and CISCO;

2. Upon such approval, to authorise the Corporation to execute the Framework Agreement with CISCO on the terms set out in Section II above, and consistent with the schedule and procedures for formulating, approving, and implementing the 70,000-tonne/year structural steel rolling line investment project. The Agreement shall have a delivery term of at least 6 years, extendable to the full 20 years from the date the project's steel rolling plant commences operation

(The draft Steel Billet Sale and Purchase Agreement is attached.)

3. To authorise the General Director to implement the Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet with CISCO, ensuring openness, transparency, and consistency with market developments.

In implementing the Agreement, the General Director shall have full authority to decide all related matters and changes — including entering into and performing the annual steel billet sale and purchase contracts and their appendices; adjusting the delivery schedule to reflect the actual progress of the steel rolling line investment project; changing the mode of transport, the delivery and receipt arrangements, or the delivery location; and any other changes — provided that any such matter or change complies with the applicable regulations of law, TKV, and VIMICO, and falls within the authority of VIMICO's Board of Directors

The Board of Directors respectfully submits this matter to the General Meeting of Shareholders for its consideration and approval, to provide the basis for implementation./.

Recipients:
- As above;
- Filed: Office, Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0100103087 C.T.C.P
TỔNG CÔNG TY KHOÁNG SẢN - TKV
VIMICO

Nguyễn Văn Hải

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

FRAMEWORK AGREEMENT FOR THE SALE AND PURCHASE OF STEEL BILLET No. .... /VIMICO-CISCO/20....

Pursuant to the Civil Code dated 24 November 2015;

Pursuant to the Commercial Law dated 14 June 2005, as amended in 2017 and 2019;

Pursuant to the Law on Enterprises dated 17 June 2020;

Pursuant to Resolution No. ..../NQ-VIMICO dated .../.../2026 of the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation;

Pursuant to Resolution No. ..../NQ-VIMICO dated .../.../20.... of the Board of Directors of Vinacomin – Minerals Holding Corporation;

Pursuant to Resolution No. ..../NQ-CISCO-GMS dated .../.../20... of the [Annual/Extraordinary] General Meeting of Shareholders of Cao Bang Cast Iron and Steel JSC;

Pursuant to Resolution No. ..../NQ-CISCO dated .../.../20... of the Board of Directors of Cao Bang Cast Iron and Steel JSC;

Having regard to the capabilities and requirements of the Parties,

This Agreement is made on this .... day of ...., 20...., at the head office of Vinacomin – Minerals Holding Corporation, by and between:

SELLER: CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY

(hereinafter referred to as "Party A" or "CISCO")

Address: 52 Kim Dong Street, Thuc Phan Ward, Cao Bang Province, Vietnam.

Tel: 0206.3953.369; Fax: 0206.3953.268

Tax code: 4800162247

- Account No.: 33000.17892, at BIDV, Cao Bang Branch.
- Account No.: 35256660666666, at MB Bank, Hoan Kiem Branch.
- Account No.: 39476789, at VP Bank.

Represented by: Mr. Tran Van Chuong, Director.

BUYER: VINACOMIN – MINERALS HOLDING CORPORATION

(hereinafter referred to as "Party B" or "VIMICO")

Address: No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City, Vietnam.

Tel: 0462 876666; Fax: 0462883333

Tax code: 0100103087

- Account No.: 112000054351, at VietinBank, Hai Ba Trung Branch.
- Account No.: 1600073585, at BIDV, Head Office Transaction Branch.
- Account No.: 0021000243133, at Vietcombank, Hanoi Branch.

- Account No.: 0571104010005, at MB Bank, Hoan Kiem Branch.

- Account No.: 17011485100017, at EximBank, Long Bien Branch, Hanoi.

- Account No.: 4522666888, at VP Bank.

Represented by: Mr. Trinh Van Tue, General Director.

The Parties agree to enter into this framework agreement (the "Agreement") for the sale and purchase of St5ps (CT5пс) steel billet, on the following terms and conditions:

Article 1. General Terms

1.1. The Parties' trading relationship is founded on mutual benefit.

1.2. Within the framework of this Agreement, the Parties shall enter further sale and purchase contracts for specific orders or shipments each year, and/or appendices to such contracts for specific orders or shipments each month. The particulars of the goods, quantity, volume, price, delivery, payment method, and other terms (if any) shall be specified in the relevant sale and purchase contracts and/or appendices.

1.3. Order of precedence, from highest to lowest: this Agreement; the annual sale and purchase contracts; and, lastly, any amendments to the monthly contract appendices.

1.4. Where a term of a sale and purchase contract and/or its appendix conflicts with a term of this Agreement, the term of this Agreement shall prevail.

1.5. This Agreement shall automatically extend for up to 20 (twenty) years from the date Party B's steel rolling plant commences operation, unless either Party gives notice of termination.

1.6. Party A undertakes to supply, and Party B undertakes to take up, sufficient steel billet to enable Party B's structural steel output to reach 100% of its designed capacity of 70,000 tonnes/year from the third year of operation of Party B's steel rolling plant onward until the end of the extension period (if any), based on a supply norm of 1.062 tonnes of steel billet per tonne of product.

1.7. Where Party B requires an increase in the volume of steel billet consumed (for example, to raise the capacity or output of structural steel, or to diversify its range of rolled steel products) for the production of rolled steel products, and such increase is within Party A's supply capability, the Parties shall negotiate a corresponding increase in the volume supplied by Party A to Party B.

1.8. Where Party B requires a decrease in the volume of steel billet consumed for the production of rolled steel products, the Parties shall negotiate a corresponding decrease in the volume supplied by Party A to Party B.

1.9. The volume of steel billet traded under the annual sale and purchase contracts made under this Agreement for Party B's production of rolled steel products shall be deducted in full from the total volume of steel billet of all types and/or liquid pig iron that Party A requires Party B to take up in the corresponding year.

1.10. All timeframes specified in this Agreement are estimates. The delivery schedule and the term of this Agreement shall be adjusted to reflect the actual progress of Party B's steel rolling line investment project.

1.11. Confidentiality

- Confidential Information: information required to be kept confidential under this Agreement includes financial data, technical secrets, know-how, customer lists, and business secrets (including purchase and sale prices and discount rates).

- Obligations of the Receiving Party: the Parties undertake not to copy, use, or disclose confidential information to any third party other than for the purpose of performing this Agreement.

- Duration: confidential information shall remain confidential for 3 (three) years after this Agreement terminates.

- Breach and Compensation: a Party that causes a leak of information resulting in loss to the other Party shall compensate that Party in full for the actual loss suffered; the injured Party shall bear the burden of proving the actual loss caused by the leak.

- Exceptions: information is not treated as confidential if it has already entered the public domain or is required to be disclosed to a competent State authority on request.

Article 2. The Goods

1. Name of Goods: St5ps (CT5пс) steel billet.

2. Origin: hot St5ps (CT5пс) steel billet produced by CISCO at the Cao Bang Cast Iron and Steel Complex, Km 7, National Highway 34, Tan Giang Ward, Cao Bang Province, Vietnam.

3. Specifications and Quality

3.1. Specifications:

- Length: 6,000 mm, or as specified in Party B's particular order. Tolerance: ± 100 mm.
- Cross-section: 150 × 150 mm.
- Dimensional and shape tolerances:
  + Both ends cut flat, with a cutting skew of ≤ 8 mm;
  + Length tolerance: ± 30 mm;
  + Permitted side tolerance: (150 × 150) mm ± 2 mm;
  + Diagonal difference: ≤ 7.0 mm;
  + Corner radius or chamfer: R ≤ 12 mm;
  + Permitted bow: 1% of total length;
  + Permitted axial twist: 1 degree per metre of length.

- The length, cross-section, and dimensional and shape tolerances specified above are determined for cold billet at 20°C. Party A is responsible for calculating and adjusting these values for hot billet during its own casting process.

- The actual specifications of the goods may vary from those specified in this Agreement (if applicable).

3.2. Quality:

- Surface Quality: the billet surface shall be free of non-metallic inclusions, star cracks, transverse cracks, and longitudinal cracks, and shall have no cold-joint marks. Wrinkling or lap defects shall not exceed 2 mm in depth or height, and local unevenness shall not exceed 3 mm in depth or height. There shall be no gas holes with a diameter ≥ 2 mm, and no slag inclusions (or non-metallic inclusions) ≥ 20 mm in length and 2 mm in depth; billet ends shall be free of cracks.

- Marking: as agreed between the Parties, by smelting batch, for each order delivered by Party A to Party B.

- Chemical Composition: the steel billet's chemical composition shall correspond to grade St5ps (СТ5пс) under ГОСТ 380-2005 (Russian Federation), with the following elemental composition: C = 0.30–0.35%; Si = 0.05–0.15%; Mn = 0.5–0.8%; P ≤ 0.04%; S ≤ 0.05%; Cr ≤ 0.35%; Ni ≤ 0.35%; Cu ≤ 0.4%.

- Temperature at the Delivery Point: not less than 700°C, with a permitted variance of ± 30°C between cross-sections along the length of the billet. This temperature requirement shall not apply where, for any reason, Party B is unable to take delivery of an ordered shipment within the agreed daily delivery window.

4. Volume

4.1. Provisional volume: 427,800 tonnes, with a permitted delivery tolerance of ± 10%.

4.2. Actual volume: to be determined by actual production, Party B's consumption requirements, and market conditions. Party B shall determine the specific monthly, quarterly, and annual volumes based on its orders.

Article 3. Price and Contract Value

1. Unit price at the date the Parties (A & B) execute this Agreement:

The provisional unit price (exclusive of VAT but inclusive of other applicable taxes, charges, and fees, if any) as at the date of execution of this Agreement is VND 13,500,000/tonne of steel billet meeting the specifications and quality requirements of Article 1 [sic: Article 2] of the Agreement.

2. Provisional contract value (inclusive of 10% VAT and other applicable taxes, charges, and fees under Vietnamese law, if any): VND 6,352,830,000,000

(in words: six trillion, three hundred and fifty-two billion, eight hundred and thirty million dong).

3. Official Unit Price

3.1. Price: the price of goods under each sale and purchase contract shall be based on the prevailing market price at the time the relevant transaction actually occurs.

3.2. The market price shall be determined as follows:

The monthly unit price of steel billet under the sale and purchase contracts shall be set at no more than (≤) the unit price of St5ps (СТ5пс) steel billet produced by Party A and sold by Party B to Party C (as determined from the results of any tender, quotation, or price agreement process conducted by Party C in which Party B participates), converted to the same delivery terms — delivery onto the buyer's transport at Party A's steel billet warehouse — and delivered within the same month.

"Party C" means any enterprise that applies the pricing formula set out in Article 3.3 below in determining the unit price of St5ps (СТ5пс) steel billet traded between Party B and that enterprise.

Where, in each delivery month, there is no delivery of billet of the same grade between Party B and Party C, the pricing formula shall apply using the most recently applicable surcharge ("C"), as defined in Article 3.3 below.

3.3. Determination of the Steel Billet Unit Price

Steel billet unit price = Base Price + C (VND/tonne)

Where:

Base Price = Price Index × E (VND/tonne)

+ Price Index: the average import price of steel billet (CFR Manila) for the month preceding the delivery month, as published by Fastmarkets MB (Metal Bulletin), in USD/tonne.

+ E: the USD/VND selling rate quoted by the Joint Stock Commercial Bank for Foreign Trade of Vietnam – Head Office ("VCB") on the 1st day of the delivery month (where the 1st day of that month falls on a weekend or public holiday and no rate is quoted by VCB, the selling rate quoted by VCB on the next working day shall apply).

+ C: a surcharge, in VND/tonne, representing the aggregate costs incurred, in addition to the Base Price, in producing, finishing, and delivering the goods to the Seller's warehouse (exclusive of VAT, but inclusive of other applicable taxes, charges, and fees). This surcharge shall be adjusted correspondingly whenever there is a change in the unit price (or the surcharge "C" within the pricing formula) of St5ps (CT5пс) steel billet sold by Party B to Party C (as determined from the results of any tender, quotation, or price agreement process conducted by Party C in which Party B participates), converted to the same delivery terms — delivery onto the buyer's transport at Party A's steel billet warehouse.

- The monthly unit price for payment purposes shall be determined no later than the fifth working day of the delivery month. Based on the pricing formula and the average import price index for steel billet (CFR Manila) for the month preceding the delivery month, as published by Fastmarkets MB (Metal Bulletin), Party B shall calculate the unit price for that month and notify Party A in writing. Based on this Agreement and the relevant annual sale and purchase contract, the Parties shall prepare a contract appendix specifying the unit price for each delivery month.

- Rounding: the unit price specified in each appendix contract shall be rounded down by discarding any figures after the decimal point.

4. The official value of this Agreement and of each annual sale and purchase contract shall be determined based on the actual volume delivered, the official unit price, and the actual quality of each shipment delivered under the relevant contract.

Article 4. Delivery

1. Method and Place of Delivery

Party A shall deliver the goods onto Party B's steel billet conveyor/roller system at Party B's warehouse (Cao Bang Cast Iron and Steel Complex, Km 7, National Highway 34, Tan Giang Ward, Cao Bang Province), for transport of the billet from Party A's casting shop to Party B's rolling shop. Loading costs, and the risk of loss of or damage to the goods, pass from Party A to Party B once the goods are placed on that conveyor/roller system

2. Delivery Schedule and Plan

2.1. Delivery Schedule:

Party A shall supply the goods in monthly shipments over the first 6 years of the project's operation, expected to run from January 2029 to December 2034, as follows:

+ First year of operation (expected 2029): 63,200 tonnes.

+ Second year of operation (expected 2030): 67,000 tonnes.

+ third to sixth years of operation (expected 2031–2034): 74,400 tonnes/year; and

+ each subsequent year, if this Agreement is extended: 74,400 tonnes.

The specific monthly, quarterly, and annual delivery schedule shall be determined by Party B's particular orders.

Where, for reasons beyond its control, Party A is unable to deliver, and/or Party B is unable to complete receipt of, the goods in accordance with the agreed schedule, the Parties shall agree on an appropriate adjustment to the delivery schedule.

2.2. Shipment Size:

Each month's goods shall be delivered in multiple shipments meeting the specification and quality requirements of Article 2. Each shipment shall be at least 1,000 tonnes (± 5%), or the quantity in Party B's order if that order is for less than 1,000 tonnes.

The Parties shall deliver the goods in multiple installments/shipments/batches each month, in accordance with the specifications and quality requirements of Article 1 of this Agreement. Each shipment shall not be less than 1,000 ± 5% tonnes (or the quantity specified in Party B's particular order, where the volume ordered is less than 1,000 tonnes).

2.3. Daily Delivery Hours:

Deliveries shall be made within Party B's working hours, 7:00 a.m. to 7:00 p.m. daily, excluding public holidays and Tet. For delivery outside these hours, Party B shall give Party A's delivery representative at least 14 hours' notice so that Party A may arrange the necessary personnel, equipment, and steelmaking materials for casting and loading (subject to its capacity to do so).

3. Delivery Plan

At least 1 (one) day before delivery, Party B shall notify Party A of the quantity and volume of goods to be delivered by way of a Delivery Notice.

4. Confirmation of Volume

The volume of goods delivered shall be determined by agreement between the Parties, depending on the measuring equipment available to, and usable by, either Party, by one of the following methods:

(a) Direct weighing, using a suitable electronic scale installed at the delivery point.

(b) Indirect determination, by direct or indirect measurement of the length, width, height, and temperature of the billet.

Party B shall assign its own personnel to the delivery point to work with Party A to monitor, record, and prepare the Delivery and Receipt Record.

Article 5. Inspection, Specifications, Quality, and Warranty

1. Specification and Quality Certificates

Party A shall provide Party B with the manufacturer's specification and quality certificates (Mill Test Certificates) for each shipment immediately upon completion of delivery. If Party B's order requires supplementary inspection of specifications or quality by an independent inspection body operating in Vietnam, to be arranged by Party A before delivery, Party A shall bear the cost of that inspection.

2. Re-Inspection and Quality Complaint Procedure

2.1. Re-Inspection:

Party B may itself re-inspect or engage an independent inspection body operating in Vietnam to re-inspect, the specifications and quality of the goods at the delivery point or at its own warehouse, following that body's sampling and inspection procedures. Party B shall bear all costs of such re-inspection.

2.2. Complaint Procedure:

Where a discrepancy in specifications or quality is found, Party B shall send Party A a written complaint, together with the certificate or report of the independent inspection body (or the results of its own re-inspection), within 7 (seven) working days of completion of delivery of the relevant shipment. If Party B fails to submit a written complaint within this period, the specifications and quality of the goods shall be deemed accepted as conforming to the manufacturer's Mill Test Certificate and/or the certificate or report of any independent inspection body engaged by Party A, as referred to in Article 4.1 [sic: Article 5.1].

2.3. Party A shall resolve Party B's specification or quality complaint within 5 (five) working days of receiving Party B's written complaint. If Party A fails to verify the complaint within this period, it shall be deemed to have accepted Party B's complaint.

Where Party A does not accept Party B's complaint, it shall issue a written notice rejecting the complaint. Within 5 (five) working days of that notice, the Parties shall jointly select one of the Inspection Bodies listed in Article 4.3 [sic: Article 5.3] to take samples and conduct an inspection, at a time and in accordance with the procedure specified by that body, in the presence and under the observation of both Parties. The findings of the Inspection Body so selected shall be binding on the Parties.

Based on the findings of the Inspection Body jointly selected by the Parties: if the certificate or report establishes a defect in the goods, Party A shall bear the inspection fee and any related costs; conversely, if the certificate or report establishes that the goods conform, Party B shall bear the inspection fee and any related costs.

3. Inspection Bodies

The independent inspection body to be jointly selected by the Parties as the official inspection body for the specifications and quality of the goods (in the event of a dispute) shall be one of the following:

- Testing and Verification Center for Industry (TVCI) of the Vinacomin - Institute of Energy and Mining Mechanical Engineering – Address: No. 565 Nguyen Trai Street, Thanh Xuan District, Hanoi;

- The Hanoi Branch of Vinacontrol Group JSC ("Vinacontrol") – Address: No. 96 Yet Kieu Street, Hai Ba Trung District, Hanoi;

- The Directorate for Standards, Metrology and Quality – Quality Assurance and Testing Centre 1 ("Quatest 1") – Address: No. 8 Hoang Quoc Viet Street, Cau Giay District, Hanoi;

- SGS Vietnam Ltd. – Address: 119–121 Vo Van Tan Street, Ward 6, District 3, Ho Chi Minh City ("SGS Vietnam").

4. Party B may return to Party A the entire quantity of any steel billet not conforming to specification or quality (if any). Party A shall be responsible for accepting return of such non-conforming billet, collected on Party A's own transport at Party B's warehouse.

5. Warranty

- Warranty Period: 180 days from the date the goods are accepted and handed over.

- Warranty Conditions: if, during use, the goods, or products manufactured from the goods (including mine roof-support steel, other roof-support sections, rail steel, and similar structural steel products), are found to be broken, cracked, defective, or non-conforming in chemical composition to the requirements of this Agreement, Party A shall replace the affected goods within 5 days and shall bear the costs associated with Party B's warranty claim.

- Place of Warranty Service: at Party B's steel rolling shop (Address: Cao Bang Cast Iron and Steel Complex, Km 7, National Highway 34, Tan Giang Ward, Cao Bang Province).

6. Inspection and Resolution of Warranty Claims

Where a product manufactured from the goods is found to be defective owing to the quality of the steel billet, the Parties shall jointly inspect the goods to determine the cause and the appropriate remedy. If the Parties cannot agree on a remedy, they shall jointly engage one of the Inspection Bodies referred to in Article 4.3 [sic: Article 5.3] to carry out an inspection, whose findings shall be final and binding on the Parties. Any billet or product manufactured from billet that is the subject of a claim shall be segregated, clearly marked, and not used further pending resolution of the claim. Sampling by the Inspection Body shall be conducted in the presence of authorised representatives of both Parties. Once the Inspection Body's findings are available, the Party found to be at fault shall bear the inspection fee and all related costs.

7. Documents relating to the specification or quality complaint procedure may be sent by fax, email, or Zalo for speed, provided that the original document is sent to the other Party as soon as practicable.

Article 6. Advance Payment and Payment

1. Advance Payment

1.1. Party B may pay Party A for goods under this Agreement before Party A transfer's ownership of those goods (an "Advance Payment"). Ownership transfers and delivery are deemed complete once the Parties' representatives sign the Delivery and Receipt Record and Party A issues the corresponding VAT invoice. The Parties shall agree the Advance Payment limit and/or ratio, based on Party A's proposal and Party B's financial capacity, and may adjust it under each annual sale and purchase contract.

2. Payment in Arrears

2.1. Party B shall pay Party A for goods under this Agreement after ownership has transferred — that is, after delivery is complete and Party B has received the provisional VAT invoice — or, once the Parties have settled the value of a shipment, after Party B has received Party A's adjusted VAT invoice (if any).

2.2. Currency: Vietnamese dong ("VND").

2.3. Method of Payment: bank transfer and/or debt offsetting (if any). Party B shall bear all transfer charges and other bank fees relating to payments made to Party A.

2.4. Payment Schedule

2.4.1. First Payment: Party B shall pay up to 95% of the provisional value of each shipment within 30 working days of the date the Parties complete delivery (or provisional delivery) of that shipment and Party B has received the corresponding VAT invoice showing the provisional value, issued by Party A.

2.4.2. Final Payment: Party B shall pay the remaining balance of the shipment value (if any) within 30 days of the date the Parties sign the Shipment Value Settlement Record (or a document of equivalent legal effect).

2.5. Payment Documentation for Each Shipment:

- A payment request from Party A to Party B (applicable only for bank-transfer payment);

- The original Steel Billet Delivery and Receipt Record between the Parties;

- The original Specification and Quality Confirmation Record for the shipment (or a document of equivalent legal effect) between the Parties;

- The original official Shipment Value Settlement Record between the Parties;

- A valid and lawful VAT invoice for the goods actually traded, issued by Party A to Party B.

2.6. VAT Invoicing

2.6.1. Buyer Information: as set out in the introductory section of this Agreement, and/or as notified by Party B in the event of any change in the course of performing the Agreement.

2.6.2. Issuance of the Provisional VAT Invoice:

(a) Volume shown on the provisional invoice: the volume of steel billet delivered (or provisionally delivered) and received (or provisionally received) by Party B (or Party C). Where, for reasons beyond the Parties' control, delivery of a shipment cannot be completed but Party B wishes to take provisional receipt and store the goods at Party A's warehouse, the volume shall be determined based on the average weight of the billets concerned, and the volume shown on the provisional VAT invoice shall be understood as the provisional volume of steel billet.

(b) Provisional unit price: where the official unit price for the delivery month is not yet available, the provisional unit price shall be the official unit price for the month immediately preceding the delivery month.

(c) VAT rate: as prescribed by the applicable law in effect at the time the transaction actually occurs (that is, at the time ownership of the goods is transferred).

(d) Content and timing of VAT invoice issuance: as prescribed by applicable law.

2.6.3. Issuance of an Adjusted VAT Invoice:

Once the Parties have determined the volume of steel billet delivered (for which a provisional invoice has been issued), and/or once the Parties have signed the official Shipment Value Settlement Record (or a document of equivalent legal effect), Party A shall issue an adjusted VAT invoice reflecting any increase or decrease in the volume, unit price, value, and VAT amount shown on the provisional VAT invoice previously issued.

2.6.4. A VAT invoice may be adjusted more than once, provided that the final adjustment accurately reflects the actual volume and value of goods traded (delivered and received) between the Parties.

2.6.5. Email address for invoices: Lamtchc@gmail.com, dungntt.vimico@gmail.com.

Article 7. Steel Scrap Ends and Mill Scale

Steel scrap ends and mill scale arising and recovered in the course of Party B's steel rolling and structural steel manufacturing operations shall be offered for sale to Party A, in priority, for use as steelmaking raw material, at the prevailing market price. Party A undertakes not to resell any such scrap ends or mill scale purchased from Party B to any other organisation or individual.

Article 8. Responsibilities of the Parties

1. Party A shall

1.1. be legally responsible for the origin, provenance, and ownership of the goods sold to Party B;

1.2. supply Party B with the full quantity of goods specified in Article 1 [sic: Article 2] of this Agreement, and perform in full its obligations and responsibilities under this Agreement;

1.3. facilitate Party B in the delivery process, and to guide and supervise Party B's receiving representatives (including any carrier engaged by Party B, if applicable) while they are within the delivery area under Party A's control;

1.4. ensure that the electronic scales or other weighing equipment owned, managed, or used by Party A meet the conditions for use required by law;

1.5. remain ultimate responsible for the quality of the goods and of products manufactured from the goods supplied to Party B's customers, and cooperate with Party B and other relevant parties in resolving any complaint from Party B's customers;

1.6. update and promptly notify Party B of any unusual change in the volume or quality of goods produced;

1.7. At Party B's request, provide Party B with the manufacturer's/domestic material supplier's certificate of origin, in the form prescribed in Appendix X to Circular No. 05/2018/TT-BCT of the Ministry of Industry and Trade dated 3 April 2018 on the origin of goods (and/or any amending, supplementing, or replacing regulations issued by the Ministry of Industry and Trade during the course of performing this Agreement, if any);

1.8. confirm the actual volume of goods delivered, and work with Party B on a record confirming the value of each shipment/contract in accordance with the terms of this Agreement;

1.9. 1cooperate closely with Party B in resolving any issue arising during delivery or performance of this Agreement;

1.10. issue VAT invoices for the goods as required;

1.11. perform in full such other obligations and responsibilities as are agreed in this Agreement and required by applicable law.

2. Party B shall

2.1. notify Party A of its delivery and receipt plan;

2.2. pay Party A for the goods in accordance with the quality and volume actually received, as provided in this Agreement;

2.3. facilitate Party A in the delivery process, and guide and supervise Party A's delivery representatives (including any carrier engaged by Party A, if applicable) while they are within the delivery area under Party B's control;

2.4.ensure that the electronic scales or other weighing equipment owned, managed, or used by Party B meet the conditions for use required by law;

2.5. confirm the actual volume of goods delivered, and to work with Party A to prepare a record confirming the value of each shipment/contract in accordance with the terms of this Agreement;

2.6. cooperate closely with Party A [sic] in resolving any issue arising in the course of delivery or performance of this Agreement; and

2.7. perform in full such other obligations and responsibilities as are agreed in this Agreement and required by applicable law.

Article 9. Force Majeure

1. A force majeure event is an event, circumstance, or situation arising after execution of this Agreement that is beyond a Party's control and could not reasonably have been foreseen or remedied, and that prevents the affected Party from performing its obligations, in whole or in part, despite its taking all reasonable measures

2. Force majeure events include the following, or events, circumstances, or situations of a similar nature, provided they satisfy the requirements of Clause 1 of this Article:

(a) Storm, whirlwind, flood, drought, earthquake, tsunami, unusually severe weather, or any other natural disaster;

(b) Fire, explosion, or epidemic requiring quarantine under the regulations of the competent authorities;

(c) War (declared or undeclared), invasion, armed conflict, or hostile acts of a foreign power;

(d) Acts of terrorism, blockade, embargo, riot, insurrection, or sabotage;

(e) Strikes, work stoppages, or plant blockades; or

(f) A decision of a competent State authority.

3. On the occurrence of a force majeure event, the affected Party shall notify the other Party as soon as possible. Within 5 (five) days of the event first occurring, the affected Party shall give the other Party full written particulars of the event and its impact on the affected Party's performance of the Agreement, together with proposed remedial measures. The written notice shall be accompanied by confirmation from a competent authority in the place where the force majeure event occurred, verifying that the event took place.

Within 2 (two) days of the force majeure event ceasing, the affected Party shall notify the other Party in writing of its cessation. Within the following 7 (seven) days, the affected Party shall provide the other Party with written confirmation of the force majeure event issued by a competent authority in the place where it occurred, describing the event, its location, its duration, and its consequences and impact on performance of the Agreement.

A Party affected by a force majeure event that fails to give the notices and provide the documents required under this Clause shall forfeit the right to be relieved of liability under Clause 5 of this Article.

4. During a force majeure event, the affected Party shall provide the other Party with regular reports on the remedial measures being taken to prevent or mitigate its impact, and such other information as the other Party reasonably requests. The Parties shall continue to perform their obligations under this Agreement to the extent actual circumstances permit, and shall use all reasonable means to perform those parts of the Agreement not affected by the force majeure event.

5. Except for the obligation to pay for goods or services already supplied before the force majeure event occurred, and/or any other amounts due (if any), a Party in breach of its obligations under this Agreement as a result of a force majeure event shall be relieved of liability for that breach.

6. If a Party is unable, owing to a force majeure event, to perform its obligations under this Agreement for a continuous period of 90 days from the date the force majeure event occurs, either Party may give the other at least 15 (fifteen) days' written notice of unilateral termination. The Agreement shall be deemed terminated on the date specified in the notice.

After such notice of termination, the Parties shall continue to perform any outstanding obligations up to the date of termination, except for obligations from which they are relieved. For the avoidance of doubt, in no circumstances shall either Party be released from the payment obligations referred to in Clause 5 of this Article, whether the Agreement has terminated.

Article 10. Penalty for Breach of Contract

Where Party A fails to deliver on time for reasons other than a force majeure event under Article 9 or a fault attributable to Party B, Party A shall pay Party B a penalty of 0.5% of the value of the delayed shipment for each day of delay, provided that the aggregate penalty shall not exceed 8% of the value of the delayed shipment.

Where a Party's breach of this Agreement causes loss to the other Party, the Party in breach shall compensate the other Party for the actual loss suffered.

Article 11. Dispute Resolution

1. The Parties shall first attempt to resolve any dispute by negotiation.

2. If the dispute remains unresolved, either Party may, within 60 working days of the failure of negotiations, refer the matter to the competent Vietnamese court in accordance with the law of Vietnam. The court's judgment shall be final and binding on both Parties. The costs of the court proceedings (including legal fees) shall be borne by the losing Party.

Article 12. Other Agreements

1. Neither Party may amend or supplement this Agreement without the other's consent. Any amendment or supplement shall take effect only upon the written agreement of both Parties.

2. A Party that unilaterally amends, breaches, cancels, or terminates this Agreement without good cause and without the other's consent shall compensate the other Party in full for the resulting loss.

3. Effectiveness

3.1. This Agreement takes effect on the date of execution by the Parties.

3.2. Where this Agreement is not extended:

This Agreement remains in effect from the date of execution until 30 June 2035, or until the Parties have held their 2035 Annual General Meeting of Shareholders, or until 6 years and 6 months have expired from the date Party B's steel rolling plant commences operation — whichever occurs last. A Party that does not wish to extend the Agreement shall give the other Party at least 10 (ten) working days' written notice of termination before the expiry date.

3.3. Where this Agreement is extended:

This Agreement remains in effect from the date of execution until 30 June of the year following the final year of the extension period, or until the Parties have held their Annual General Meeting of Shareholders for that following year — whichever occurs last — up to a maximum of 30 June 2049, or until the Parties have held their 2049 Annual General Meeting of Shareholders, whichever occurs last.

4. This Agreement is made in 8 (eight) copies in Vietnamese, of equal legal validity, with each Party retaining 4 (four) copies for implementation.

IN WITNESS WHEREOF, the Parties have executed this Agreement on the date first stated above./.

FOR PARTY A DIRECTOR	FOR PARTY B GENERAL DIRECTOR
Tran Van Chuong	**Trinh Van Tue**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

APPENDIX 01

(to the Framework Agreement for the Sale and Purchase of Steel Billet No. ....../VIMICO-CISCO/20.........)

Pursuant to the Civil Code dated 24 November 2015;

Pursuant to the Commercial Law dated 14 June 2005, as amended in 2017 and 2019;

Pursuant to the Law on Enterprises dated 17 June 2020;

Pursuant to the Framework Agreement for the Sale and Purchase of Steel Billet No. ..../VIMICO-CISCO/20.... dated .../.../20... between Vinacomin – Minerals Holding Corporation and Cao Bang Cast Iron and Steel Joint Stock Company,

This Appendix is made on this .... day of ...., 20...., at the head office of Vinacomin – Minerals Holding Corporation, by and between:

SELLER: CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY

("Party A" or "CISCO")

Address: 52 Kim Dong Street, Thuc Phan Ward, Cao Bang Province, Vietnam.

Tel: 0206.3953.369; Fax: 0206.3953.268

Tax code: 4800162247

Bank accounts:

- No. 33000.17892, BIDV, Cao Bang Branch
- No. 35256660666666, MB Bank, Hoan Kiem Branch
- No. 39476789, VP Bank

Represented by: Mr. Tran Van Chuong, Director.

BUYER: VINACOMIN – MINERALS HOLDING CORPORATION

("Party B" or "VIMICO")

Address: No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City, Vietnam.

Tel: 0462 876666; Fax: 0462883333

Tax code: 0100103087

Bank accounts:

- No. 112000054351, VietinBank, Hai Ba Trung Branch
- No. 1600073585, BIDV, Head Office Transaction Branch
- No. 0021000243133, Vietcombank, Hanoi Branch
- No. 0571104010005, MB Bank, Hoan Kiem Branch
- No. 17011485100017, EximBank, Long Bien Branch, Hanoi
- No. 4522666888, VP Bank

Represented by: Mr. Trinh Van Tue, General Director.

The Parties agree to execute this Appendix 01 to the Framework Agreement for the Sale and Purchase of Steel Billet No. ....../VIMICO-CISCO/20.... (the "Framework

Agreement"), setting out the specific procedure for delivery, measurement, and inspection of steel billet measuring 152×152×6,050 mm at a temperature of approximately 700°C (the "Procedure") between the Parties, as follows:

Article 1. Scope

This Appendix 01 forms an integral part of the Framework Agreement.

Article 2. Objective of the Procedure

This Procedure is designed to maximise the effectiveness of direct hot-charging of steel billet at high temperature (approximately 700°C) from CISCO's steelmaking shop (continuous casting stage) to VIMICO's rolling shop, while maintaining strict control over the quality of the input billet and its dimensions, volume, weight, and geometric profile, in accordance with applicable law and the technical standards referenced in this Appendix.

The control procedure is specifically designed for the harsh operating conditions involved — billet temperature maintained at approximately 700°C, scale dust, and high vibration on the continuous conveyor/roller system linking the casting shop to the rolling shop — so as to ensure accurate delivery and early detection of billet defects before the billet enters Party B's induction furnace.

Article 3. Confirmation of Volume under Clause 5, Article 4 of the Framework Agreement

Method

Volume shall be determined using in-motion weighing technology integrated into the roller conveyor system carrying the hot billet. The billet, measuring 152×152×6,050 mm — the dimensions to which a 150×150×6,000 mm billet at room temperature expands at approximately 700°C, given the linear thermal expansion coefficient of ordinary carbon steel of approximately 12 µm/m·°C at 20°C — shall pass through the sensor zone at a synchronized speed without stopping, so as to maintain a continuous production rate.

Core Technical Requirements

- Load cells shall be installed beneath the load-bearing support structure, physically isolated and protected by heat shields rated for high temperatures to prevent measurement errors caused by sensor thermal expansion.

- The system shall incorporate a digital filter and a dynamic compensation algorithm to eliminate the effects of mechanical vibration arising from the roller drive train and the thermal elongation of the 6-metre billet.

Applicable Verification Standard

VMI 31:2019 (ĐLVN 31:2019, the State verification procedure for automatic belt-conveyor scales), ensuring an equipment accuracy class of ±0.5% or better. For direct manual verification, operators shall be equipped with specialized glare-filtering eyewear to observe the billet surface from a safe working position.

Article 4. Specification and Quality of the Goods under Clause 3, Article 2 of the Framework Agreement

1. Specification under Point 3.1, Clause 3, Article 2 of the Framework Agreement

Method

A 3D laser profile scanner shall be used to perform a multi-dimensional scan of the hot billet's profile.

Core Technical Requirements

- The laser scan head shall continuously measure the cross-sectional dimensions (152×152 mm), the billet length (6,050 mm), and the squareness of the cross-section.

- The system shall automatically calculate bow, warp, and twist using a mathematical model measuring the distance between the billet's point of maximum curvature and the theoretical straight line connecting its two ends.

- The sensor housing shall incorporate forced cooling, by clean compressed air or circulating coolant, to keep the laser scan head's operating temperature below 50°C.

Applicable Standard

TCVN 11384:2016 (the national standard for steel billet for hot rolling), under which the permitted side-dimension tolerance shall not exceed ±2.0 mm and bow shall not exceed 1.0% of billet length (equivalent to a maximum of 60 mm for a 6-metre billet).

2. Surface Quality under Point 3.2, Clause 3, Article 2 of the Framework Agreement

Method

A combination of automated high-temperature thermal imaging and semi-automated ultrasonic testing ("UT") shall be used.

Core Technical Requirements

- The thermal imaging camera shall detect anomalous temperature points on the surface of the hot billet (surface cracks and gas holes typically exhibit a different radiative-heat signature from that of sound, homogeneous steel).

- For internal gas holes, inclusions, and subsurface cracks: a dedicated ultrasonic testing instrument equipped with a heat-resistant probe shall be used. Ultrasonic waves transmitted through the billet's cross-section shall be used to determine the precise location and size of any internal shrinkage defects.

Applicable Standard

TCVN 11384:2016, on the surface quality of hot-rolled steel billets: no surface crack shall exceed 2 mm in depth; no open gas hole shall exceed 3 mm; and internal shrinkage defects shall not exceed the technical limits applicable to the rolling of special-purpose (SVP) structural steel sections.

Article 5. Savings Provisions

1. If a standard referenced in this Appendix is amended or replaced, the corresponding amended or replacement standard in force at the relevant time shall apply.

2. Where the equipment, technology, and/or methods available to VIMICO and/or CISCO for measuring or determining volume, quality, specifications, or defects differ from those listed in this Appendix, the equipment, technology, and/or methods actually available may be used, provided they conform to the applicable Vietnamese and/or international standards for that equipment, technology, or method.

This Appendix is executed in 8 (eight) Vietnamese-language copies of equal legal validity, 4 (four) held by each Party./.

FOR PARTY A **DIRECTOR**	**FOR PARTY B** **GENERAL DIRECTOR**
Tran Van Chuong	**Trinh Van Tue**

VINACOMIN – MINERALS HOLDING CORPORATION	**SOCIALIST REPUBLIC OF VIETNAM**
	Independence – Freedom – Happiness
No.: /BB-VIMICO	*Hanoi, 2026*

DRAFT

MINUTES
OF THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF VINACOMIN – MINERALS HOLDING CORPORATION

At 8:00 a.m. on 9 October 2026, at Meeting Room No. 1, 29th Floor, No. 3 Duong Dinh Nghe, Yen Hoa Ward, Hanoi City, Vinacomin – Minerals Holding Corporation held its 2026 Extraordinary General Meeting of Shareholders (the "EGM").

A. NAME, REGISTERED HEAD OFFICE ADDRESS, AND ENTERPRISE REGISTRATION NUMBER

Name: Vinacomin – Minerals Holding Corporation.

Registered head office address: No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City.

Enterprise registration number: 0100103087, first issued by the Hanoi Department of Planning and Investment on 1 July 2010, with its 10th amendment registered on 27 May 2026.

B. ATTENDANCE AT THE MEETING

Shareholders and authorised representatives eligible to attend numbered 2,526, representing 299,999,812 shares, or 100% of the total voting shares of Vinacomin – Minerals Holding Corporation.

Attendees at the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation comprised:

- The Vietnam National Coal - Mineral Industries Holding Corporation, as shareholder, represented by Mr. Nguyen Van Hai, Head of Department at TKV and Chairman of the Board of Directors of the Corporation;

- Other shareholders and their representatives (list attached);

- Other delegates, comprising:

  + Mr. Trinh Van Tue, Secretary of the Party Committee and General Director of the Corporation;

  + Mr. Luong Van Linh, Head of the Supervisory Board of the Corporation;

  + Members of the Board of Directors and the Supervisory Board, the Deputy Secretary of the Party Committee, the Deputy General Directors, the Chief Accountant, the Chairman and Vice Chairman of the Trade Union, the Secretary of the Ho Chi Minh Communist Youth Union, the heads of the Corporation's functional departments, and the directors of the Corporation's member units.

C. BUSINESS AND AGENDA OF THE 2026 EXTRAORDINARY GENERAL MEETING

The 2026 Extraordinary General Meeting of Shareholders discussed, considered, and approved the following matters:

- Recognition of charter capital following completion of the 2025 dividend share issuance.

- Approval of the policy for amendment and supplement of the Charter of Vinacomin – Minerals Holding Corporation.

- Approval of the Corporation's Five-Year (2026–2030) Business Cooperation Plan.

- Approval of the Framework Agreement for the purchase of steel billet produced by Cao Bang Cast Iron and Steel JSC for the structural steel rolling line investment project with a capacity of 70,000 tonnes/year.

- Other matters within the authority of the General Meeting of Shareholders.

D. PROCEEDINGS OF THE MEETING

I. Flag Salute, Opening Remarks, and Introduction of Delegates

Mr. Hoang Van Ha, Chief of Office of the Corporation, conducted the flag salute, gave the opening remarks, and introduced the delegates.

II. Report on Verification of Shareholders' Credentials

Ms. Nguyen Thi Thanh Loan, Head of the Shareholder Verification Committee, presented the results of the credentials verification and declared the EGM eligible to proceed. The principal findings were as follows:

As at 5:00 p.m. on 7 September 2026, as confirmed by the Vietnam Securities Depository and Clearing Corporation ("VSDC"):

- Total number of shareholders of Vinacomin – Minerals Holding Corporation: 2,526, comprising 9 institutions, 2,516 domestic individuals, and 1 foreign nominee/broker.

- Total voting shares of Vinacomin – Minerals Holding Corporation: 299,999,812 shares.

- Total shareholders invited to attend the meeting: 2,526, holding 299,999,812 shares (representing 100% of total voting shares).

- Under the Law on Enterprises No. 59/2020/QH14, its implementing regulations, and the Corporation's Charter, the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation is lawfully and validly convened, and eligible to proceed.

(The Credentials Verification Record is attached.)

III. Introduction of the Chairperson

On behalf of the Organising Committee, Mr. Hoang Van Ha, Chief of Office of the Corporation, introduced Mr. Nguyen Van Hai, Chairman of the Board of Directors of the Corporation, as Chairperson of the EGM. Mr. Nguyen Van Hai, as Chairperson, in turn invited Mr. Trinh Van Tue, Board Member and General Director of the Corporation, to join him in chairing the Meeting.

IV. Introduction and Election of the Secretariat of the EGM

1. Introduction of the Secretariat

To record the proceedings of the EGM, the Chairperson introduced the following members of the Secretariat:

- Ms. Nguyen Thi Phuong Thao, Corporate Secretary of the Corporation – Head;

- Mr. Lai Tri Cuong, Head of the Corporation's Planning Department – Member.

2. Election of the Secretariat

Mr. Nguyen Van Hai, Chairperson, presided over the vote to elect the Secretariat:

** Method of voting: voting cards.*

** Voting results:*

- Total votes with voting rights: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total valid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total invalid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes for: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes against: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Abstentions: ____ votes, ____% of the total votes of shareholders attending the meeting.

Result: ____% of voting shares approved the composition of the Secretariat of the Meeting.

V. Introduction and Election of the Vote-Counting Committee

1. Introduction of the Proposed Members of the Vote-Counting Committee

To count the votes cast at the EGM, the Chairperson introduced the following five persons — one Head and four members — for the EGM's approval:

1. Mr. Nguyen Thanh Long, Deputy Head of the Corporation's Internal Control and Legal Department – Head;

2. Mr. Le Thanh Tung, Secretary of the Youth Union and Officer of the Finance-Accounting Department – Member;

3. Mr. Do Hoang Thai, Officer of the Corporation's Mechanical and Electrical Department – Member;

4. Ms. Nguyen Ngoc Diep, Officer of the Corporation's Internal Control and Legal Department – Member;

5. Ms. Nguyen Thi Van Anh, Officer of the Corporation's Finance-Accounting Department – Member.

2. Election of the Number and Members of the Vote-Counting Committee

Mr. Nguyen Van Hai, Chairperson, presided over the vote to elect the number and members of the Vote-Counting Committee.

** Method of voting: voting cards.*

** Voting results:*

- Total votes with voting rights: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total valid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total invalid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes for: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes against: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Abstentions: ____ votes, ____% of the total votes of shareholders attending the meeting.

Result: ____% of voting shares approved the composition of the Vote-Counting Committee.

VI. The EGM Programme and the Rules of Procedure for the 2026 Extraordinary General Meeting

1. The 2026 Extraordinary General Meeting Programme

Ms. Nguyen Thi Thanh Loan, Head of the Corporation's Organisation and Labour Department, presented the Programme for the 2026 Extraordinary General Meeting of Shareholders (the detailed Programme is attached).

Mr. Nguyen Van Hai, Chairperson, presided over the approval of the 2026 Extraordinary General Meeting Programme.

** Method of voting: voting cards.*

** Voting results:*

- Total votes with voting rights: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total valid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total invalid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes for: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes against: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Abstentions: ____ votes, ____% of the total votes of shareholders attending the meeting.

Result: ____% of voting shares approved the 2026 Extraordinary General Meeting Programme.

2. The Rules of Procedure for the 2026 Extraordinary General Meeting

Ms. Nguyen Thi Thanh Loan, Head of the Corporation's Organisation and Labour Department, presented the draft Rules of Procedure for the 2026 Extraordinary General Meeting of Shareholders (the detailed Rules of Procedure are attached).

Mr. Nguyen Van Hai, Chairperson, presided over the approval of the Rules of Procedure for the 2026 Extraordinary General Meeting.

** Method of voting: voting cards.*

** Voting results:*

- Total votes with voting rights: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total valid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total invalid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes for: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes against: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Abstentions: ____ votes, ____% of the total votes of shareholders attending the meeting.

Result: ____% of voting shares approved the Rules of Procedure for the 2026 Extraordinary General Meeting.

VII. Recognition of Charter Capital following Completion of the 2025 Dividend Share Issuance

Mr. Trinh Van Tue, Board Member and General Director of the Corporation, presented Submission No. 2471/TTr-VIMICO dated 9 September 2026 on the recognition of charter capital following completion of the 2025 dividend share issuance.

The 2026 Extraordinary General Meeting of Shareholders unanimously approved the recognition of the Corporation's charter capital and total number of shares following completion of the 2025 dividend share issuance, specifically:

a) Recognition of the results of the 2025 dividend share issuance:

- Total shares issued: 99,999,812 shares.
- Total issue value at par: VND 999,998,120,000.

b) Recognition of the Corporation's new charter capital:

- Charter capital: VND 2,999,998,120,000;
- Total number of shares: 299,999,812 shares;
- Par value: VND 10,000 per share;
- Class of shares: Ordinary shares.

c) Amendment and supplement of the Corporation's Charter: amending the provisions on charter capital and total number of shares in the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation to reflect the results set out above.

d) Authorising the General Director of the Corporation:

- To carry out all legal procedures relating to registration of the change in charter capital with the business registration authority;
- To carry out the additional securities registration and additional listing/trading registration for the entire number of newly issued shares, as required by law.

VIII. Approval of the Change of the Corporation's Registered Head Office Address and the Amendment and Supplement of the Charter of Vinacomin – Minerals Holding Corporation

Mr. Trinh Van Tue, Board Member and General Director of the Corporation, presented Submission No. 2472/TTr-VIMICO dated 9 September 2026 on the change of the Corporation's registered head office address and the amendment and supplement of the Charter of Vinacomin – Minerals Holding Corporation.

The 2026 Extraordinary General Meeting of Shareholders unanimously approved the change of the Corporation's registered head office address and the amendment and supplement of the Charter, as follows:

1. Change of the Corporation's Registered Head Office Address

The 2026 Extraordinary General Meeting of Shareholders unanimously approved the change of the Corporation's registered head office address, specifically:

From: No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City.

To: 29th and 30th Floors, Vinacomin Tower, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi City, Vietnam.

The General Director of the Corporation is authorised to register the change of the registered head office address under Article 40 of Decree No. 168/2025/ND-CP and other applicable regulations.

2. Amendment and Supplement of the Corporation's Charter

a) Change of the Corporation's registered head office address

The 2026 Extraordinary General Meeting of Shareholders approved the amendment and supplement of the Corporation's Charter regarding the change of registered head office address, specifically:

- Registered head office address (as stated in the Charter): No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City.
- Amended to: 29th and 30th Floors, Vinacomin Tower, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi City, Vietnam.

The General Director is authorised to amend and supplement the Charter with respect to the change of registered head office address, ensuring consistency between the Charter, the Enterprise Registration Certificate, and the Corporation's actual registered head office.

b) Change of the Corporation's charter capital

The 2026 Extraordinary General Meeting of Shareholders approved the amendment and supplement of the Corporation's Charter regarding charter capital and the number of shares, specifically:

- Charter capital: VND 2,999,998,120,000;
- Total number of shares: 299,999,812 shares;
- Par value: VND 10,000 per share.

The General Director of the Corporation is authorised to register the change in charter capital under Article 44 of Decree No. 168/2025/ND-CP and to update the corresponding provisions of the Corporation's Charter.

The draft Charter, as amended and supplemented for the eighth time, is attached to the Submission.

IX. Approval of the Corporation's Five-Year (2026–2030) Business Cooperation Plan

Mr. Trinh Van Tue, Board Member and General Director of the Corporation, presented Submission No. 2473/TTr-VIMICO dated 9 September 2026 on the approval of the Corporation's Five-Year (2026–2030) Business Cooperation Plan.

The 2026 Extraordinary General Meeting of Shareholders unanimously approved the Five-Year (2026–2030) Business Cooperation Plan, with the following principal content:

1. Revenue

- Consolidated revenue of the Corporation for the whole period is projected at VND 74,821 billion, comprising: mineral production revenue of VND 72,279 billion; and other production revenue of VND 2,542 billion.

- Revenue of the Parent Company for the whole period is projected at VND 50,897 billion, comprising: copper mineral revenue of VND 50,209 billion; and other revenue of VND 688 billion.

2. Profit

- Consolidated profit of the Corporation for the whole period is projected at VND 9,718 billion, comprising: profit from minerals of VND 9,682 billion; and profit from other business of VND 36 billion.

- Profit of the Parent Company for the whole period is projected at VND 9,168 billion, comprising: profit from minerals of VND 8,581 billion; and profit from other business of VND 587 billion.

3. Labour and Wages

- Average headcount across the Corporation over this period is projected at approximately 5,142 employees/year, of which the Parent Company accounts for an average of 2,812 employees/year.

- Average wages across the Corporation over this period are projected at approximately VND 20.693 million per person per month; for the Parent Company, VND 24.315 million per person per month.

In the event of changes in business conditions, the General Meeting of Shareholders authorises the Corporation's Board of Directors to manage the Five-Year Plan in a manner consistent with actual business conditions and TKV's directional guidance.

X. Approval of the Framework Agreement for the Purchase of Steel Billet Produced by Cao Bang Cast Iron and Steel JSC for the Structural Steel Rolling Line Investment Project with a Capacity of 70,000 Tonnes/Year

Mr. Trinh Van Tue, Board Member and General Director of the Corporation, presented Submission No. 2475/TTr-VIMICO dated 9 September 2026 on the approval of the Framework Agreement for the purchase of steel billet produced by Cao Bang Cast Iron and

Steel JSC for the structural steel rolling line investment project with a capacity of 70,000 tonnes/year.

The 2026 Extraordinary General Meeting of Shareholders unanimously approved the execution of the Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet between VIMICO and Cao Bang Cast Iron and Steel JSC ("CISCO"), as follows:

a) To approve the draft Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet between VIMICO and CISCO;

b) To authorise the General Director of the Corporation to execute the Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet with Cao Bang Cast Iron and Steel JSC, on the terms set out in Section II ("Principal Terms of the Framework Agreement") of Submission No. 2475/TTr-VIMICO dated 9 September 2026 of the General Director, and consistent with the schedule and procedures for formulating, approving, and implementing the 70,000-tonne/year structural steel rolling line investment project. The Agreement shall have a delivery term of at least 6 years, extendable to the full 20 years from the date the project's steel rolling plant commences operation.

(The draft Steel Billet Sale and Purchase Agreement is attached.)

c) To authorise the General Director to implement the Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet with CISCO, ensuring openness, transparency, and consistency with market developments.

The General Director shall decide, within his authority, on matters or changes relating to performance of the Agreement, specifically: entering into and implementing the annual steel billet sale and purchase contracts and their appendices; adjusting the delivery schedule to reflect the actual progress of the steel rolling line investment project; changing the mode of transport and delivery/receipt arrangements, or the delivery location; and any other changes — provided that any such matter or change complies with the applicable regulations of law, TKV, and VIMICO, and falls within the authority of VIMICO's Board of Directors.

XI. Discussion

XII. Voting on Each of the Above Matters

XIII. Report on Voting Results

Mr. Nguyen Thanh Long, Head of the Vote-Counting Committee, presented the Vote-Counting Record (a detailed compilation of the results on each matter voted on is attached). The results were as follows:

XXIV. Summary of Matters Approved by the Meeting

No.	Matter Voted On	Approval Rate
1	Recognition of charter capital following completion of the 2025 dividend share issuance.	100%
2	Approval of amendment and supplement of the Charter of Vinacomin – Minerals Holding Corporation.	100%

3	Approval of the Corporation's Five-Year (2026–2030) Business Cooperation Plan.	**100%**
4	Approval of the Framework Agreement for the purchase of steel billet produced by Cao Bang Cast Iron and Steel JSC for the structural steel rolling line investment project with a capacity of 70,000 tonnes/year.	**100%**

XIV. Approval of the Minutes and Resolution of the EGM

Mr. Lai Tri Cuong, member of the EGM Secretariat, presented the full text of the draft Minutes and Resolution of the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation.

1. Approval of the Minutes of the EGM

Discussion on the Minutes: none.

Mr. Nguyen Van Hai, Chairperson, presided over the vote to approve the Minutes of the 2026 Extraordinary General Meeting.

** Method of voting: voting cards.*

** Voting results:*

- Total votes with voting rights: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total valid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total invalid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes for: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes against: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Abstentions: ____ votes, ____% of the total votes of shareholders attending the meeting.

Result: ____% of voting shares approved the "Minutes of the 2026 Extraordinary General Meeting of Shareholders".

2. Approval of the Resolution of the EGM

Discussion on the Resolution: none.

Mr. Nguyen Van Hai, Chairperson, presided over the vote to approve the Resolution of the 2026 Extraordinary General Meeting.

** Method of voting: voting cards.*

** Voting results:*

- Total votes with voting rights: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total valid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Total invalid votes: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes for: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Votes against: ____ votes, ____% of the total votes of shareholders attending the meeting.

- Abstentions: ____ votes, ____% of the total votes of shareholders attending the meeting.

Result: ____% of voting shares approved the "Resolution of the Extraordinary General Meeting of Shareholders".

XV. Closing of the EGM

Mr. Nguyen Van Hai, Chairperson, declared the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation closed.

The full text of the Minutes and the Resolution of the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation was approved by the General Meeting of Shareholders, with the approval of 100% of the voting shares represented at the Meeting.

These Minutes were prepared at 12:00 p.m. on 9 October 2026, immediately upon conclusion of the agenda of the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation.

These Minutes are prepared in 4 (four) copies of equal legal validity: 1 (one) copy to be sent to the State Securities Commission, and 3 (three) copies to be kept at the head office of Vinacomin – Minerals Holding Corporation.

The Extraordinary General Meeting of Shareholders closed at 12:00 on 9 October 2026./.

ON BEHALF OF THE SECRETARIAT HEAD	ON BEHALF OF THE PRESIDING BOARD OF THE EGM CHAIRPERSON
Nguyễn Thị Phương Thảo	**Nguyễn Văn Hải**

VINACOMIN – MINERALS HOLDING CORPORATION	SOCIALIST REPUBLIC OF VIETNAM
	Independence – Freedom – Happiness
No. /NQ-VIMICO	*Hanoi, 2026*

DRAFT

RESOLUTION
OF THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF VINACOMIN – MINERALS HOLDING CORPORATION

THE GENERAL MEETING OF SHAREHOLDERS OF VINACOMIN – MINERALS HOLDING CORPORATION

Pursuant to the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation;

Pursuant to the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, at its 9th session on 17 June 2020;

Pursuant to the Rules of Procedure for the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation, approved by the General Meeting of Shareholders on 9 October 2026;

Pursuant to the Minutes of the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation dated 9 October 2026,

HEREBY RESOLVES:

Article 1. Recognition of Charter Capital following Completion of the 2025 Dividend Share Issuance

The 2026 Extraordinary General Meeting of Shareholders approves the recognition of the Corporation's charter capital and total number of shares following completion of the 2025 dividend share issuance, specifically:

a) Recognition of the results of the 2025 dividend share issuance:

- Total shares issued: 99,999,812 shares.
- Total issue value at par: VND 999,998,120,000.

b) Recognition of the Corporation's new charter capital:

- Charter capital: VND 2,999,998,120,000;
- Total number of shares: 299,999,812 shares;
- Par value: VND 10,000 per share;
- Class of shares: Ordinary shares.

c) Amendment and supplement of the Corporation's Charter: amending the provisions on charter capital and total number of shares in the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation to reflect the results set out above.

d) Authorising the General Director of the Corporation:

- To carry out all legal procedures relating to registration of the change in charter capital with the business registration authority;

- To carry out the additional securities registration and additional listing/trading registration for the entire number of newly issued shares, as required by law.

This Article was approved by 100% of the total voting shares represented at the General Meeting.

Article 2. Approval of the Change of the Corporation's Registered Head Office Address and the Amendment and Supplement of the Charter of Vinacomin – Minerals Holding Corporation

The 2026 Extraordinary General Meeting of Shareholders approves the change of the Corporation's registered head office address and the amendment and supplement of the Charter, as follows:

1. Change of the Corporation's Registered Head Office Address

The 2026 Extraordinary General Meeting of Shareholders approves the change of the Corporation's registered head office address, specifically:

From: No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City.

To: 29th and 30th Floors, Vinacomin Tower, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi City, Vietnam.

The General Director is authorised to register this change under Article 40 of Decree No. 168/2025/ND-CP and other applicable regulations.

2. Amendment and Supplement of the Corporation's Charter

a) Change of the Corporation's registered head office address

The 2026 Extraordinary General Meeting of Shareholders approves the amendment and supplement of the Corporation's Charter regarding the change of registered head office address, specifically:

- Registered head office address (as stated in the Charter): No. 193 Nguyen Huy Tuong Street, Thanh Xuan Ward, Hanoi City.

- Amended to: 29th and 30th Floors, Vinacomin Tower, No. 3 Duong Dinh Nghe Street, Yen Hoa Ward, Hanoi City, Vietnam.

The General Director is authorised to amend and supplement the Charter with respect to the change of registered head office address, ensuring consistency between the Charter, the Enterprise Registration Certificate, and the Corporation's actual registered head office.

b) Change of the Corporation's charter capital

The 2026 Extraordinary General Meeting of Shareholders approves the amendment and supplement of the Corporation's Charter regarding charter capital and the number of shares, specifically:

- Charter capital: VND 2,999,998,120,000;

- Total number of shares: 299,999,812 shares;

- Par value: VND 10,000 per share.

The General Director of the Corporation is authorised to register the change in charter capital under Article 44 of Decree No. 168/2025/ND-CP and to update the corresponding provisions of the Corporation's Charter.

The draft Charter, as amended and supplemented for the eighth time, is attached.

This Article was approved by 100% of the total voting shares represented at the General Meeting.

Article 3. Approval of the Corporation's Five-Year (2026–2030) Business Cooperation Plan

The 2026 Extraordinary General Meeting of Shareholders approves the Five-Year (2026–2030) Business Cooperation Plan, with the following principal content:

1. Revenue

- Consolidated revenue of the Corporation for the whole period is projected at VND 74,821 billion, comprising: mineral production revenue of VND 72,279 billion; and other production revenue of VND 2,542 billion.

- Revenue of the Parent Company for the whole period is projected at VND 50,897 billion, comprising: copper mineral revenue of VND 50,209 billion; and other revenue of VND 688 billion.

2. Profit

- Consolidated profit of the Corporation for the whole period is projected at VND 9,718 billion, comprising: profit from minerals of VND 9,682 billion; and profit from other business of VND 36 billion.

- Profit of the Parent Company for the whole period is projected at VND 9,168 billion, comprising: profit from minerals of VND 8,581 billion; and profit from other business of VND 587 billion.

3. Labour and Wages

- Average headcount across the Corporation over this period is projected at approximately 5,142 employees/year, of which the Parent Company accounts for an average of 2,812 employees/year.

- Average wages across the Corporation over this period are projected at approximately VND 20.693 million per person per month; for the Parent Company, VND 24.315 million per person per month.

In the event of changes in business conditions, the General Meeting of Shareholders authorises the Corporation's Board of Directors to manage the Five-Year Plan in a manner consistent with actual business conditions and TKV's directional guidance.

This Article was approved by 100% of the total voting shares represented at the General Meeting.

Article 4. Approval of the Framework Agreement for the Purchase of Steel Billet Produced by Cao Bang Cast Iron and Steel JSC for the Structural Steel Rolling Line Investment Project with a Capacity of 70,000 Tonnes/Year

The 2026 Extraordinary General Meeting of Shareholders approves the execution of the Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet between VIMICO and Cao Bang Cast Iron and Steel JSC ("CISCO"), as follows:

a) To approve the draft Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet between VIMICO and CISCO;

b) To authorise the General Director of the Corporation to execute the Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet with Cao Bang Cast Iron and Steel JSC, on the terms set out in Section II ("Principal Terms of the Framework Agreement") of Submission No. 2475/TTr-VIMICO dated 9 September 2026 of the General Director, and consistent with the schedule and procedures for formulating, approving, and implementing the 70,000-tonne/year structural steel rolling line investment project. The Agreement shall have a delivery term of at least 6 years, extendable to the full 20 years from the date the project's steel rolling plant commences operation.

(The draft Steel Billet Sale and Purchase Agreement is attached.)

c) To authorise the General Director to implement the Framework Agreement for the sale and purchase of St5ps (CT5пс) steel billet with CISCO, ensuring openness, transparency, and consistency with market developments.

The General Director shall decide, within his authority, on matters or changes relating to performance of the Agreement, specifically: entering into and implementing the annual steel billet sale and purchase contracts and their appendices; adjusting the delivery schedule to reflect the actual progress of the steel rolling line investment project; changing the mode of transport and delivery/receipt arrangements, or the delivery location; and any other changes — provided that any such matter or change complies with the applicable regulations of law, TKV, and VIMICO, and falls within the authority of VIMICO's Board of Directors.

This Article was approved by 100% of the total voting shares represented at the General Meeting.

Article 5. Implementing Provisions

1. This Resolution was approved by the 2026 Extraordinary General Meeting of Shareholders of Vinacomin – Minerals Holding Corporation with 100% of the total voting shares of shareholders present at the Meeting.

2. This Resolution takes effect from the date of its approval by the General Meeting of Shareholders.

3. Members of the Board of Directors, the Supervisory Board, the General Director, and all shareholders of the Corporation are responsible for implementing this Resolution. The General Meeting of Shareholders authorises the Board of Directors and the Executive Board to organise its implementation, within their respective authority and functions and in accordance with applicable law and the Charter on the Organisation and Operation of Vinacomin – Minerals Holding Corporation./.

Recipients:
- *TKV; State Securities Commission (for report);*
- *Board of Directors; Supervisory Board (e-copy);*
- *Party Committee; Trade Union; Youth Union (e-copy);*
- *Member units and departments (e-copy);*
- *Shareholders of the Corporation;*
- *Corporation website;*
- *Filed: Records Office, Board of Directors.*

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON

Nguyễn Văn Hải

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

TỔNG CÔNG TY KHOÁNG SẢN - TKV
M.S.D.N: 0100103087 - C.T.C.P
VIMICO

2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
VINACOMIN – MINERALS HOLDING CORPORATION

QUESTION SUBMISSION FORM

Full name of Shareholder/Authorized Representative (if any): ....

Code: ....

Shares held: ....

Shares authorized under proxy: ....

Permanent address: ....

Email: ....

Telephone: ....

Question:

....

....

....

....

....

SHAREHOLDER

(Signature and full name)

Note: *If a question falls outside the agenda of the Extraordinary General Meeting of Shareholders, or if the Chair does not have sufficient time to answer all questions raised by shareholders, the Board of Directors will respond to shareholders in writing, by email or by telephone.*

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TỔNG CÔNG TY KHOÁNG SẢN - TKV
M.S.D.N: 0100103087 - C.T.C.P
VIMICO

VIMICO

2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
VINACOMN – MINERALS HOLDING CORPORATION

VOTING BALLOT

Shareholder code:

Full Name:

TOTAL VOTING SHARES:

NUMBER OF SHARES HELD

NO. OF SHARES AUTHORISED UNDER PROXY