

Lao Cai, 24 August 2026

RESOLUTION
OF THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
SU PAN 2 HYDROPOWER JOINT STOCK COMPANY

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *The Charter on the Organization and Operation of Su Pan 2 Hydropower Joint Stock Company;*
- *The Minutes of the 2026 Extraordinary General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company dated 24 August 2026,*

RESOLVES:

Article 1. The 2026 Extraordinary General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company approves the following contents:

1. To approve the changes and additions to the business lines and the amendments and supplements to the Charter on the Organization and Operation of Su Pan 2 Hydropower Joint Stock Company
 - 1.1. To approve the addition, revision and removal of the Company's business lines in accordance with Proposal No. 13/TTr-SP2-HDQT dated 17 August 2026.

The amended list of business lines shall serve as the basis for the Company to carry out the procedures for registering changes to its enterprise registration information in accordance with applicable laws.
 - 1.2. Approval of the full text of the amended and supplemented Charter on the organization and operation of Su Pan 2 Hydropower Joint Stock Company. The amended Charter shall take effect from the date of approval by the General Meeting of Shareholders and shall replace the current Charter.
2. To approve the transfer of voting shares in Su Pan 2 Hydropower Joint Stock Company held by REE Energy Company Limited to Ha Thanh Energy Development Joint Stock Company, resulting in Ha Thanh Energy Development Joint Stock Company reaching the ownership thresholds prescribed in Clause 1, Article 35 of the Law on Securities No. 54/2019/QH14 without conducting a public tender offer, with the following details:

2.1. Transferee:

- Ha Thanh Energy Development Joint Stock Company;

- Enterprise Registration Certificate No. 5300790005, initially issued by the Lao Cai Provincial Department of Planning and Investment on 17 December 2020 and amended for the third time on 27 December 2024;
- Head office address: House No. 041, Nguyen Thiep Street, Residential Group 27, Lao Cai Ward, Lao Cai Province.

• **Details of the shares proposed to be acquired:**

- Name of shares: Shares of Su Pan 2 Hydropower Joint Stock Company;
- Stock code: SP2;
- Type of shares: Ordinary shares;
- Par value: VND 10,000 per share;
- Current shareholding: 0 shares, representing 0% of the total voting shares;
- Number of shares registered for acquisition: 8,068,250 shares, representing 39.12% of the total voting shares.

2.2. *Transferor:*

- REE Energy Company Limited;
- Enterprise Registration Certificate No. 0316514160, initially issued by the Ho Chi Minh City Department of Finance on 30 September 2020 and amended for the sixth time on 17 November 2025;
- Head office address: 364 Cong Hoa Street, Tan Binh Ward, Ho Chi Minh City, Vietnam;
- Current shareholding: 8,068,250 shares, representing 39.12% of the total voting shares.

3. The General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company approves the removal of the following Members of the Board of Directors and the Supervisory Board for the 2025–2030 term:

1. Mr. Nguyen Xuân Hong - Chairman of the Board of Directors
2. Mr. Pham Sy Long - Member of the Board of Directors
3. Mr. Tran Đức Thanh - Member of the Board of Directors
4. Mr. Hoang Công Huan - Head of the Supervisory Board
5. Ms. Hà Thị Hai Yen - Member of the Supervisory Board

Reason: The above individuals have submitted resignation applications

Effective date: From 24 August 2026

4. **Approval of the list of qualified candidates nominated by shareholders for election as additional Members of the Board of Directors/Supervisory Board of the Company for the remaining 2025–2030 term, as follows:**

No.	Full name	Date of birth	Current residence
I	List of candidates for election as Board of Directors member		
1	Mr Le Duc Dung	04 December 1983	House No. 15, Nguyen Quang Thai Street, Hamlet 2, Van Ban Commune, Lao Cai Province

2	Mr Tran Van Hai	21 September 1989	Nghia Hung Hamlet, Nghia Lam Commune, Ninh Binh Province
3	Mr Pham Tuan Huy	03 December 1985	House No. 050, Da Tuong Street, Residential Group 33, Lao Cai Ward, Lao Cai Province
II	List of candidates for election as Supervisory Board member		
1	Ms Bui Ha Phuong Anh	06 January 1999	Residential Group 1, Lao Cai Ward, Lao Cai Province
2	Ms Pham Thi Thoi	14 November 1984	Residential Group 37, Lao Cai Ward, Lao Cai Province

5. Approval of the results of the election of additional Members of the Board of Directors and the Supervisory Board of the Company for the (2025–2030) term, as follows:

No.	Full name	Votes received	Percentage (%)	Result
I	Board of Directors member			
1	Mr Le Duc Dung	19.122.930	101,594	Elected
2	Mr Tran Van Hai	18.672.930	99,203	Elected
3	Mr Pham Tuan Huy	18.672.930	99,203	Elected
II	Supervisory Board member			
1	Ms Bui Ha Phuong Anh	18.822.930	100	Elected
2	Ms Pham Thi Thoi	18.822.930	100	Elected

Article 2. Implementation: The General Meeting of Shareholders assigns the Board of Directors to:

- Finalize the Company's Charter in accordance with the content approved by the General Meeting of Shareholders;
- Promulgate the amended Charter;
- Direct the General Director to carry out the registration of changes to the enterprise registration content, registration of changes to business lines, changes to the Company's managers, and related procedures in accordance with law;
- Carry out information disclosure and registration with the state management authorities, the Stock Exchange, and other competent authorities as required;
- Carry out all necessary work to implement this Resolution of the 2026 Extraordinary General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company in

compliance with the law and the Company's Charter, and report on the implementation results at the next General Meeting of Shareholders.

Article 3. This Resolution has been approved in full by the General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company at the 2026 Extraordinary General Meeting of Shareholders and takes effect from 24 August 2026./.

Recipients:

As stated in Article 3;

SSC; Hanoi Stock Exchange (HNX) (for disclosure)

Members of the BOD, Supervisory Board;

File: Board of Directors, Admin - HR

Dept

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF
DIRECTORS**



Nguyen Xuan Hong

Lao Cai, August 24, 2026

MINUTES
OF THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
THUY DIEN SU PAN 2 JOINT STOCK COMPANY

Company name: Thuy Dien Su Pan 2 Joint Stock Company
Address: Hoang Lien village, Ban Ho commune, Lao Cai province
Business Registration Certificate: No. 5300226455, issued by the Department of Finance, 23rd amendment, dated July 7, 2026.
Meeting time: Commenced at 8:30 a.m. on August 24, 2026.
Meeting venue: Head office of Thuy Dien Su Pan 2 Joint Stock Company - Hoang Lien village, Ban Ho commune, Lao Cai province

I. ATTENDEES

Shareholders/authorized representatives of shareholders (hereinafter collectively referred to as "Delegates") with voting rights, as determined by the Vietnam Securities Depository and Clearing Corporation's record of securities holders as of July 22, 2026.

II. AGENDA AND CONTENT OF THE MEETING

1. Report on the registration of attendance at the 2026 Extraordinary General Meeting of Shareholders by shareholders/authorized representatives of shareholders, as follows:

- Mr. Bui Manh Ha, on behalf of the Organizing Committee of the General Meeting, announced the attendance rate with the following results:
- As of 8:45 a.m., there were 09 delegates attending the meeting in person/by proxy, representing 18,822,930 shares out of a total of 20,623,000 voting shares, accounting for 91,27 %.
- Pursuant to the provisions of the 2020 Enterprise Law and the Company Charter, the General Meeting of Shareholders was lawfully, validly convened and permitted to proceed.

2. Approval of the Presidium, the Secretariat, and the Vote-Counting Committee:

- *Presidium:*
 - Mr. Nguyen Xuan Hong - Chairman of the Board of Directors - Presiding Chairman of the Meeting
 - Mr. Mai Dinh Nhat - Board of Directors member - Member
- *Secretariat of the Meeting:*
 - Mr. Bui Quang Chung - Company Secretary- Head
- *Vote-Counting Committee:*

Mr. Nguyen Duc Hanh	- Deputy General Director	- Head
Mr. Le Hong Quan	- Plant Director	- Member
Ms. Doan Thi Diep	- Staff	- Member

- Voting results: 100% of delegates present at the Meeting voted to approve the proposed composition of the Presidium, Secretariat, and Vote-Counting Committee as recommended by the Organizing Committee.

Under the direction of the Presidium, the 2026 Extraordinary General Meeting of Shareholders of 2026 Thuy Dien Su Pan 2 Joint Stock Company proceeded with the agenda.

III. PROCEEDINGS OF THE MEETING

1. Mr. Nguyen Xuan Hong, – Presiding Chairman of the Meeting, presented the agenda of the 2026 Extraordinary General Meeting of Shareholders, comprising the following contents:

On 31 July 2026, the Board of Directors of the Company sent the agenda and meeting materials for the 2026 Extraordinary General Meeting of Shareholders to the shareholders.

On 14 August 2026, the Board of Directors received a request from a group of shareholders holding 49.68% of the Company's total voting shares to revise and supplement the contents of Proposal No. 10/TTr-SP2-HĐQT dated 31 July 2026. After considering the shareholders' request, on 17 August 2026, the Board of Directors approved the revisions to the Proposal concerning the Company's business lines and Charter and, concurrently, updated and disclosed the meeting materials in accordance with applicable regulations.

On 18 August 2026, the Company received a further written request from Ha Thanh Energy Development Joint Stock Company to add to the agenda a proposal for the General Meeting of Shareholders to consider and approve the acquisition of SP2 shares without conducting a public tender offer. Upon consideration, the Board of Directors approved the inclusion of this matter in the Meeting Agenda and updated and disclosed the relevant meeting materials in accordance with applicable regulations.

Accordingly, the agenda of the 2026 Extraordinary General Meeting of Shareholders, as supplemented, comprises the following items:

- a. Approval of the Proposal on changing and supplementing business lines and amending and supplementing the Charter on Organization and Operation of Thuy Dien Su Pan 2 Joint Stock Company;
- b. Regarding the approval of additional items to the agenda of the 2026 Extraordinary General Meeting of Shareholders
- c. Approval of the dismissal from the positions of Board of Directors member and Supervisory Board member of the Company for the term 2025 – 2030;

- d. Approval of the list of self-nominated and nominated candidates for supplementary election of Board of Directors and Supervisory Board members of the Company for the remaining term of office 2025 – 2030
 - e. Supplementary election of Board of Directors/Supervisory Board members for the term (2025 -2030)
 - f. Election;
 - g. Discussion
 - h. 15-minute break
 - i. Announcement of voting results; Election results;
- The Presidium sought the opinion of the General Meeting of Shareholders; voting results: 100% of delegates present at the Meeting voted to approve the content of the Meeting's agenda.
2. Mr. Mai Dinh Nhat, on behalf of the Presidium, presented the Working Regulations of the 2026 Extraordinary General Meeting of Shareholders.
- (The Working Regulations are attached hereto.)*
- The Presidium invited the General Meeting of Shareholders to vote. Voting result: 100% of the delegates present at the Meeting voted in favor of approving the Meeting Agenda and Working Regulations.
3. Mr. Le Duc Dung, General Director of the Company, on behalf of the Presidium, presented the following matters:
- The Proposal on changes and additions to the Company's business lines and amendments and supplements to the Charter on the Organization and Operation of Su Pan 2 Hydropower Joint Stock Company.
- (For details, please refer to Proposal No. 13/TTr-SP2-HĐQT dated 17 August 2026 and the attached draft Charter.)*
- The Proposal on approval of the acquisition of SP2 shares without conducting a public tender offer.
- (For details, please refer to the attached Proposal No. 15/TTr - HĐQT dated 20 August 2026.)*
4. Mr. Bui Quang Chung, on behalf of the Presidium, presented: the Proposal on the dismissal of Board of Directors members and Supervisory Board members of the Company for the term (2025 – 2030):

The General Meeting of Shareholders of Thuy Dien Su Pan 2 Joint Stock Company approved the dismissal from the positions of Board of Directors member and Supervisory Board member for the term 2025 - 2030, for the following individuals:

- 1. Mr. Nguyen Xuan Hong - Chairman of the Board of Directors
- 2. Mr. Pham Sy Long - Board of Directors member
- 3. Mr. Tran Duc Thanh - Board of Directors member
- 4. Mr. Hoang Cong Huan - Head of the Supervisory Board

5. Ms. Ha Thi Hai Yen - Supervisory Board member

Reason: The individuals have submitted resignation letters

Effective date: From August 20, 2026

(Details in Proposal No.: 11 /TTr-SP2-HĐQT dated July 31, 2026, attached)

5. Mr. Nguyen Duc Hanh, Head of the Vote-Counting Committee, presented; the Regulations on self-nomination, nomination, and supplementary election of Board of Directors/Supervisory Board members for the term (2025-2030)
- The Meeting voted with a 100% approval rate to adopt the regulations on self-nomination, nomination, and supplementary election of Board of Directors and Supervisory Board members for the term (2025 - 2030)
6. **Mr. Bui Quang Chung, on behalf of the Presidium, presented:** the Proposal on approving the list of self-nominated and nominated candidates for supplementary election of Board of Directors and Supervisory Board members for the term (2025 - 2030)

The list of candidates who meet the standards and are recommended by shareholders for supplementary election as members of the Board of Directors/Supervisory Board of the Company for the remaining term of office 2025 – 2030 is as follows:

No.	Full name	Date of birth	Current residence
I	List of candidates for election as Board of Directors member		
1	Mr Le Duc Dung	04 December 1983	House No. 15, Nguyen Quang Thai Street, Hamlet 2, Van Ban Commune, Lao Cai Province
2	Mr Tran Van Hai	21 September 1989	Nghia Hung Hamlet, Nghia Lam Commune, Ninh Binh Province
3	Mr Pham Tuan Huy	03 December 1985	House No. 050, Da Tuong Street, Residential Group 33, Lao Cai Ward, Lao Cai Province
II	List of candidates for election as Supervisory Board member		
1	Ms Bui Ha Phuong Anh	06 January 1999	Residential Group 1, Lao Cai Ward, Lao Cai Province
2	Ms Pham Thi Thoi	14 November 1984	Residential Group 37, Lao Cai Ward, Lao Cai Province

(Details in Proposal No.: 14/TTr-SP2-HĐQT dated August 17, 2026, attached)

- The Meeting voted with a 100% approval rate to adopt the above list of self-nominated and nominated candidates for election as Board of Directors/Supervisory Board members for the term (2025 - 2030).

7. Supplementary election of Board of Directors/Supervisory Board members for the term 2025 – 2030:

- Mr. Nguyen Duc Hanh, Head of the Vote-Counting Committee, guided the election
- Shareholders proceeded with the supplementary election of Board of Directors/Supervisory Board members for the term (2025 – 2030) in accordance with the regulations approved by the General Meeting of Shareholders

IV. DISCUSSION

The shareholders agreed with all items on the Meeting Agenda and had no further comments or proposed additions.

V. VOTING TO APPROVE THE CONTENTS OF THE MEETING

As of 10o'clock 00 minutes, there were 09 delegates (attending the Meeting in person and by proxy) representing 18.822.930 shares with voting rights, accounting for 91,27% of the Company's total voting shares.

Mr. Nguyen Kim Hanh, Head of the Vote-Counting Committee, guided the shareholders in voting to approve the contents of the Meeting.

The shareholders proceeded to vote.

The Meeting's voting results are recorded in detail in the Vote Tabulation Minutes prepared by the Meeting's Vote-Counting Committee and read out before the entire Meeting.

VI. ANNOUNCEMENT OF VOTING RESULTS:

The Vote-Counting Committee announced the vote tabulation results as follows:

- 1) Approval of the Proposal on changing and supplementing business lines and amending and supplementing the Charter on Organization and Operation of Thuy Dien Su Pan 2 Joint Stock Company (*As per Proposal No.: 13/TTr-SP2-HĐQT dated August 17, 2026*)

Vote tabulation results	Voting shares	Percentage (%)
Total votes cast	18.822.930	100
Valid	18.822.930	100
Invalid	0	0
In favor	18.822.930	100
Against	0	0
Abstain	0	0

- 2) To approve the transfer of voting shares in Su Pan 2 Hydropower Joint Stock Company held by REE Energy Company Limited to Ha Thanh Energy Development Joint Stock Company, resulting in Ha Thanh Energy Development Joint Stock Company reaching the ownership thresholds prescribed in Clause 1, Article 35 of the Law on Securities No. 54/2019/QH14 without conducting a public tender offer, with the following details:

2.1. Transferee:

- Ha Thanh Energy Development Joint Stock Company;
- Enterprise Registration Certificate No. 5300790005, initially issued by the Lao Cai Provincial Department of Planning and Investment on 17 December 2020 and amended for the third time on 27 December 2024;
- Head office address: House No. 041, Nguyen Thiep Street, Residential Group 27, Lao Cai Ward, Lao Cai Province.
- **Details of the shares proposed to be acquired:**
 - Name of shares: Shares of Su Pan 2 Hydropower Joint Stock Company;
 - Stock code: SP2;
 - Type of shares: Ordinary shares;
 - Par value: VND 10,000 per share;
 - Current shareholding: 0 shares, representing 0% of the total voting shares;
 - Number of shares registered for acquisition: 8,068,250 shares, representing 39.12% of the total voting shares.

2.2. Transferor:

- REE Energy Company Limited;
- Enterprise Registration Certificate No. 0316514160, initially issued by the Ho Chi Minh City Department of Finance on 30 September 2020 and amended for the sixth time on 17 November 2025;
- Head office address: 364 Cong Hoa Street, Tan Binh Ward, Ho Chi Minh City, Vietnam;
- Current shareholding: 8,068,250 shares, representing 39.12% of the total voting shares.
- **Total number of shares represented at the Meeting:** 18.822.930 shares, of which:
 - Total number of non-voting shares: 8,068,250 shares (held by REE Energy Company Limited);
 - Total number of voting shares: 10.754.680 shares.

Vote tabulation results	Voting shares	Percentage (%)
Total votes cast	10.754.680	100
Valid	10.754.680	100
Invalid	0	0
In favor	10.754.680	100

Against	0	0
Abstain	0	0

(Details in Proposal No.: 15/TTr-HĐQT dated August 20, 2026, attached)

- 3) Approval of the Proposal on the dismissal of Board of Directors and Supervisory Board members for the term (2025 – 2030).

Voting results by show of voting cards were as follows:

Shareholders in favor: 09 Reaching: 100 %
Shareholders against: 0 Reaching: 0 %
Shareholders with other opinions: 0 Reaching: 0 %

- 4) Approval of the list of self-nominated and nominated candidates for supplementary election of Board of Directors and Supervisory Board members for the remaining term of office (2025 – 2030).

Voting results by show of voting cards were as follows:

5) Shareholders in favor: 09 Reaching: 100 %
6) Shareholders against: 0 Reaching: 0 %
7) Shareholders with other opinions: 0 Reaching: 0 %

- 8) Results of the supplementary election of Board of Directors and Supervisory Board members of the Company for the term (2025 - 2030) are as follows:

No.	Full name	Votes received	Percentage (%)	Result
I	Board of Directors member			
1	Mr Le Duc Dung	19.122.930	101,594	Elected
2	Mr Tran Van Hai	18.672.930	99,203	Elected
3	Mr Pham Tuan Huy	18.672.930	99,203	Elected
II	Supervisory Board member			
1	Ms Bui Ha Phuong Anh	18.822.930	100	Elected
2	Ms Pham Thi Thoi	18.822.930	100	Elected

(Details in Proposal No.: 14 /TTr-SP2-HĐQT dated August 14, 2026, attached)

VII. CONTENTS APPROVED:

1. Approval of the change and supplementation of business lines and amendment and supplementation of the Charter on Organization and Operation of Thuy Dien Su Pan 2 Joint Stock Company;
2. To approve the acquisition of SP2 shares without conducting a public tender offer;
3. Approval of the dismissal from the position of Board of Directors member for Mr. Nguyen Xuan Hong, Mr. Pham Sy Long, and Mr. Tran Duc Thanh, and from the position of Supervisory Board member for Mr. Hoang Cong Huan and Ms. Ha Thi Hai Yen, effective August 24, 2026;

4. Approval of the list of self-nominated and nominated candidates for Board of Directors/Supervisory Board membership of Thuy Dien Su Pan 2 Joint Stock Company for the remaining term of office 2025-2030
5. Approval of the results of the supplementary election of Board of Directors and Supervisory Board members of the Company for the term (2025 - 2030) as follows:

No.	Full name	Votes received	Percentage (%)	Result
I	Board of Directors member			
1	Mr Le Duc Dung	19.122.930	101,594	Elected
2	Mr Tran Van Hai	18.672.930	99,203	Elected
3	Mr Pham Tuan Huy	18.672.930	99,203	Elected
II	Supervisory Board member			
1	Ms Bui Ha Phuong Anh	18.822.930	100	Elected
2	Ms Pham Thi Thoi	18.822.930	100	Elected

VIII. APPROVAL OF THE MINUTES AND THE DRAFT RESOLUTION OF THE MEETING.

- Mr. Bui Quang Chung – Secretary of the Meeting presented the Minutes and the draft Resolution of the Extraordinary General Meeting of Shareholders for 2026 for the General Meeting of Shareholders' approval.
- **Approval of the Minutes and Resolution of the Meeting:** The Meeting voted by show of voting cards to approve the Minutes and Resolution of the 2026 Extraordinary General Meeting of Shareholders, with an approval rate of 100%.

The 2026 Extraordinary General Meeting of Shareholders of Thuy Dien Su Pan 2 Joint Stock Company concluded at 11:00 a.m. the same day and was publicly reported before the General Meeting of Shareholders.

SECRETARY OF THE MEETING



BUI QUANG CHUNG

PRESIDING CHAIRMAN OF THE MEETING



NGUYEN XUAN HONG

**VOTING VOTE COUNTING MINUTES
OF SU PAN 2 HYDROPOWER JOINT STOCK COMPANY AT EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS IN 2026**

Today, August 24, 2026, the 2026 Extraordinary General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company, held at the Company Headquarters - Hoang Lien Village, Ban Ho Commune, Lao Cai Province, held a meeting to approve the following matters:

1. The proposal approves changes and additions to the business activities and amendments and supplements to the Charter of Organization and Operation of Su Pan 2 Hydropower Joint Stock Company;
2. The Proposal on approval of the acquisition of SP2 shares without conducting a public tender offer.
3. Proposal regarding the dismissal of members of the Board of Directors and Supervisory Board for the term (2025 – 2030);
4. Through the list of candidates, additional members of the Board of Directors and Supervisory Board will be nominated for the remainder of the term (2025 - 2030);
5. By-election for Board of Directors and Supervisory Board members for the remainder of the term (2025 - 2030);

I. The Vote Counting Committee, elected by the Congress, consists of:

- | | | |
|------------------------|---------------------------|----------------------|
| 1. Mr. Nguyen Đức Hanh | - Deputy General Director | - Head of Department |
| 2. Mr. Le Hong Quan | - Factory Director | - Member |
| 3. Mrs. Doan Thi Diep | - Staff | - Member |

II. The congress proceeded with the vote:

- The total number of shares summoned to attend the general meeting : **20,623,000** share.
- Total number of shares attended the general meeting: 18.822.930 share
- Total number of ballots distributed: 18.822.930 share
- Total number of votes collected: 18.822.930 share
- + *Total number of valid votes:* 18.822.930 share
- + *Total number of invalid votes:* 0 share

III. The vote count results are as follows:

- 1) Through the Proposal on changes and additions to business sectors and amendments and additions to the Charter of Organization and Operation of Su Pan 2 Hydropower Joint Stock Company

Vote count results	Number of voting shares	Percentage (%)
Total number of votes	18.822.930	100
Valid	18.822.930	100
Invalid	0	0
Approved	18.822.930	100
Disapprove	0	0
No comment	0	0

- 2) To approve the transfer of voting shares in Su Pan 2 Hydropower Joint Stock Company held by REE Energy Company Limited to Ha Thanh Energy Development Joint Stock Company, resulting in Ha Thanh Energy Development Joint Stock Company reaching the ownership thresholds prescribed in Clause 1, Article 35 of the Law on Securities No. 54/2019/QH14 without conducting a public tender offer, with the following details:

2.1. Transferee:

- Ha Thanh Energy Development Joint Stock Company;
- Enterprise Registration Certificate No. 5300790005, initially issued by the Lao Cai Provincial Department of Planning and Investment on 17 December 2020 and amended for the third time on 27 December 2024;
- Head office address: House No. 041, Nguyen Thiep Street, Residential Group 27, Lao Cai Ward, Lao Cai Province.
- **Details of the shares proposed to be acquired:**
 - Name of shares: Shares of Su Pan 2 Hydropower Joint Stock Company;
 - Stock code: SP2;
 - Type of shares: Ordinary shares;
 - Par value: VND 10,000 per share;
 - Current shareholding: 0 shares, representing 0% of the total voting shares;
 - Number of shares registered for acquisition: 8,068,250 shares, representing 39.12% of the total voting shares.

2.2. Transferor:

- REE Energy Company Limited;
- Enterprise Registration Certificate No. 0316514160, initially issued by the Ho Chi Minh City Department of Finance on 30 September 2020 and amended for the sixth time on 17 November 2025;
- Head office address: 364 Cong Hoa Street, Tan Binh Ward, Ho Chi Minh City, Vietnam;
- Current shareholding: 8,068,250 shares, representing 39.12% of the total voting shares.

- **Total number of shares represented at the Meeting:** 18.822.930 shares, of which:
- Total number of non-voting shares: 8,068,250 shares (held by REE Energy Company Limited);
- Total number of voting shares: 10.754.680 shares.

Vote tabulation results	Voting shares	Percentage (%)
Total votes cast	10.754.680	100
Valid	10.754.680	100
Invalid	0	0
In favor	10.754.680	100
Against	0	0
Abstain	0	0

- 3) Through the Proposal to Dismiss Members of the Board of Directors and Supervisory Board for the term (2025 – 2030).

The results of the vote by raising the voting card are as follows:

Shareholders approve:	09	Pass: 100 %
Shareholders disagree:	0	Pass: 0 %
Shareholders have a different opinion:	0	Pass: 0 %

- 4) Through the list of candidates, nominate candidates for supplementary elections Members of the Board of Directors and Supervisory Board will serve the remainder of their term (2025 – 2030).

The results of the vote by raising the voting card are as follows:

Shareholders approve:	09	Pass: 100 %
Shareholders disagree:	0	Pass: 0 %
Shareholders have a different opinion:	0	Pass: 0 %

- 5) Results of the by-election for the Company's Board of Directors and Supervisory Board members for the term (2025 - 2030) as follows:

No.	Full name	Votes received	Percentage (%)	Result
I	Board of Directors member			
1	Mr Le Duc Dung	19.122.930	101,594	
2	Mr Tran Van Hai	18.672.930	99,203	
3	Mr Pham Tuan Huy	18.672.930	99,203	
II	Supervisory Board member			
1	Ms Bui Ha Phuong Anh	18.822.930	100%	
2	Ms Pham Thi Thoi	18.822.930	100%	

These minutes were prepared in two original copies, approved at 10h45' on August 24, 2026, and publicly announced at the Meeting.

VOTE COUNTING COMMITTEE

Head of Department

Member

Member



Nguyen Duc Hanh

Le Hong Quan

Doan Thi Diep

CHAIRMAN OF THE CONGRESS



Nguyen Xuan Hong



SU PÁN 2 HYDROPOWER JOINT STOCK COMPANY

DOCUMENTS FOR THE 2026 EXTRAORDINARY

Lao Cai - 2026

Lao Cai, 31 July 2026

**REGULATIONS
ON THE ORGANIZATION OF THE 2026 EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS
OF SU PAN 2 HYDROPOWER JOINT STOCK COMPANY**

**Chapter I:
GENERAL PROVISIONS**

Article 1. Scope and Subjects of Application

1. These Regulations apply to the organization of the 2026 Extraordinary General Meeting of Shareholders (hereinafter referred to as the “Meeting”) of Su Pan 2 Hydropower Joint Stock Company.
2. These Regulations specifically set out the conditions for organizing the Meeting, and the rights and obligations of shareholders, shareholder representatives, and other parties participating in the Meeting, as well as the voting procedures for matters within the Meeting’s authority.
3. Shareholders, shareholder representatives, and other parties participating in the 2026 Extraordinary General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company shall be responsible for complying with the provisions of these Regulations.

**Chapter II:
RIGHTS AND OBLIGATIONS OF PARTIES PARTICIPATING IN THE
MEETING**

Article 2. Shareholders Attending the General Meeting of Shareholders

1. Conditions for Attending the Meeting:

All shareholders who are individuals, or the written authorized representatives of shareholders who are individuals; authorized representatives of shareholders that are organizations; or persons authorized by the representative of an organization holding shares in Su Pan 2 Hydropower Joint Stock Company to attend the meeting (based on the Company’s shareholder list finalized by the Vietnam Securities Depository and Clearing Corporation on 22/7/2026).

2. Rights and Obligations of Eligible Shareholders Attending the Meeting:

a) Shareholders or authorized representatives attending the Meeting must bring the following documents:

- The meeting invitation notice;
- Identity Card, Citizen ID Card, or Passport;

- The power of attorney in the form enclosed with the meeting invitation notice (in case of authorized attendance at the Meeting).

b) Registration for Attendance at the Meeting:

Shareholders or authorized representatives shall present the above documents to the Credentials Verification Committee and receive the Meeting materials, one (01) white voting card and one (01) blue ballot paper, as follows:

- The white voting card (including the following details: Shareholder code; Full name of the shareholder; ID Card/Passport/Business Registration No.; Total number of voting shares (owned and/or authorized)): When voting to approve a matter presented at the Meeting, shareholders who agree shall raise their voting card. The Vote Counting Committee shall record the number of votes in favor corresponding to each shareholder. Similarly, under the guidance of the Chairperson, shareholders who disagree or have other opinions shall, in turn, raise their voting card.

- The blue ballot paper, bearing the Company's seal (including the following details: Shareholder code; Full name of the shareholder; ID Card/Passport/Business Registration No.; Address; Number of voting shares (owned and/or authorized)); matters to be voted on shall be marked with an X in the corresponding box (Approve, Disapprove, No opinion) on the ballot paper. A ballot paper with no marking shall be considered invalid.

c) Shareholders may authorize, in writing, another person to attend and vote at the General Meeting of Shareholders on their behalf. A person authorized to attend the Meeting may not further authorize another person to attend the Meeting.

d) Shareholders attending the Meeting who wish to speak or take part in discussions must first obtain the consent of the Chairperson of the Meeting; remarks should be brief and focused on the key issues to be discussed, in line with the Meeting's approved agenda. Matters already raised by a previous speaker should not be repeated, in order to avoid duplication. Shareholders attending the Meeting may also submit their comments in writing on a question form and forward it to the Secretariat of the Meeting.

d) Shareholders are entitled to vote on all matters within the authority of the General Meeting of Shareholders in accordance with the Law on Enterprises 2020.

e) At the Meeting, after hearing the reports and submissions on the matters to be approved, shareholders and shareholder representatives attending the General Meeting of Shareholders shall jointly discuss and approve each matter by raising their voting card or by casting their ballot paper.

g) During the Meeting, shareholders must comply with the guidance of the Presiding Board, behave in a civilized and courteous manner, refrain from causing disorder, dress appropriately, and refrain from wearing hats, smoking, engaging in private conversations, or using mobile phones during the Meeting. All mobile phones must be switched off or silenced.

h) Shareholders or authorized representatives who arrive late at the Meeting are entitled to register for attendance and, immediately thereafter, to participate and vote at the Meeting; however, the Chairperson shall not be obliged to suspend the Meeting for late registration, and the validity of matters already voted on shall not be affected.

i) Shareholders must properly comply with the rules on the use and safekeeping of Meeting materials, and must not copy or record such materials and share them with

persons outside the Meeting without the permission of the Presiding Board. Shareholders shall bear their own expenses for attending the Meeting (such as transportation, meals, accommodation, etc.).

Article 3. Chairperson of the Meeting

1. The Presiding Board of the Meeting shall consist of no more than three (03) members, including the Chairman of the Board of Directors and members of the Company's Board of Directors, and shall be responsible for conducting the Meeting. The Chairman of the Company's Board of Directors shall act as the Chairperson of the Meeting.

2. Rights and Obligations of the Chairperson of the Meeting:

a) To preside over and conduct the proceedings of the Meeting in accordance with the agenda approved by the General Meeting of Shareholders; to carry out the necessary work to ensure that the General Meeting of Shareholders is conducted in a proper and orderly manner and completes the proposed agenda.

b) To appoint the Secretariat of the Meeting.

c) The Chairperson's decisions on matters of procedure or on events arising outside the agenda of the General Meeting of Shareholders shall be final.

d) To guide shareholders/shareholder representatives in discussing and voting on matters within the agenda, and to decide on procedural matters and events arising outside the agenda of the Meeting.

e) To present drafts and conclusions on matters requiring a vote by the Meeting.

f) To respond to matters raised by shareholders/shareholder representatives.

g) The Chairperson may, at any time, postpone the Meeting to another time and place (in accordance with the Law on Enterprises No. 59/2020/QH14 of 2020 and the Charter of Su Pan 2 Hydropower Joint Stock Company) without seeking the Meeting's consent, if the Chairperson determines that:

- The conduct of the persons present obstructs, or is likely to obstruct, the orderly proceedings of the meeting;

- The postponement is necessary for the business of the Meeting to be conducted in a valid manner.

The postponement period shall not exceed three (03) days from the date on which the Meeting was originally scheduled to open.

Article 4. Credentials Verification Committee for Shareholders Attending the Meeting

The Credentials Verification Committee for shareholders attending the Meeting (hereinafter referred to as the "Credentials Verification Committee") shall consist of two (02) members appointed by the Board of Directors of Su Pan 2 Hydropower Joint Stock Company. The Credentials Verification Committee is responsible for verifying the credentials of shareholders or authorized representatives attending the meeting based on the documents they present: checking Citizen ID Cards, Passports, meeting invitation letters, powers of attorney, and accompanying documents (if any); issuing voting cards, ballot papers, and Meeting materials to shareholders or their authorized representatives; compiling the verification results and reporting to the Meeting on the results of the

credentials verification of attending shareholders; and being responsible for the credentials verification results before the Meeting is officially convened. If a person attending the meeting does not have full credentials to attend, the Credentials Verification Committee has the right to deny that person's attendance and to refuse to issue a voting card or ballot paper or to distribute Meeting materials to that person.

The Credentials Verification Committee shall, upon completion of its work, hand over all shareholder registration records, powers of attorney, and other related documents to the Chairperson.

Article 5. Secretariat of the Meeting

1. The Secretariat shall consist of one (01) member appointed by the Chairperson of the Meeting. The Secretariat shall be responsible to the Chairperson and the General Meeting of Shareholders for its duties, and shall operate under the direction of the Chairperson.

2. The Secretariat shall perform supporting tasks as assigned by the Chairperson, including:

a) To fully and accurately record the entire proceedings of the Meeting, as well as matters approved by shareholders or noted for attention, in the Minutes of the General Meeting of Shareholders.

b) To draft the Minutes and Resolutions on matters approved at the Meeting.

c) To assist the Chairperson in announcing draft documents, conclusions, and Resolutions of the Meeting, and the Chairperson's notices to shareholders, as required.

d) To receive and review shareholders' registration forms for speaking, and to forward them to the Chairperson for decision.

e) To assist the Chairperson of the Meeting in verifying the credentials of shareholders and shareholder representatives attending the meeting (when necessary).

f) Upon completion of its work, to hand over all minutes, records, draft resolutions, resolutions, decisions, and other related documents to the Chairperson of the Meeting.

Article 6. Rights and Obligations of the Vote Counting Committee

1. The Vote Counting Committee shall consist of one (01) Head and other members nominated by the Chairperson of the Meeting and approved by the General Meeting of Shareholders by a direct show of voting cards at the Meeting. Members of the Vote Counting Committee must not be persons named on the list of nominees or candidates for the Board of Directors and the Supervisory Board.

2. The Vote Counting Committee shall have the following duties:

a) To guide shareholders attending the Meeting on how to use the voting card, ballot paper, and election ballot; to supervise the voting of shareholders or representatives attending the Meeting and to accurately determine the voting results for each matter to be voted on at the Meeting;

b) To promptly compile the number of voting shares for each matter for the Chairperson to announce to the Meeting;

c) To prepare ballot boxes, explain the voting procedure, and guide shareholders in completing ballots;

d) To examine and report to the Meeting any violations of voting rules or complaints regarding voting results;

e) The Vote Counting Committee must prepare Minutes of the vote counting results and announce them to the Meeting; hand over the minutes and all ballot papers to the Chairperson of the Meeting; and be responsible to the Chairperson and the General Meeting of Shareholders in performing its duties.

Chapter III:

MEETING PROCEDURES

Article 7. Conditions for Convening the Meeting

The General Meeting of Shareholders shall be convened when the shareholders present in person or by authorized representative represent more than 50% of the total voting shares, according to the shareholder list of Su Pan 2 Hydropower Joint Stock Company.

Article 8. Manner of Discussion and Voting

1. Principles

- Discussions shall only take place within the prescribed time and shall be limited to matters within the agenda of the General Meeting of Shareholders;
- Shareholders wishing to raise comments for discussion shall register their content on a Question Form and submit it to the Secretary of the Meeting;
- The Secretary of the Meeting shall arrange shareholders' Question Forms in the order of registration and forward them to the Chairperson;
- Shareholders wishing to speak or engage in debate shall raise their hand and may only speak once permitted by the Chairperson. Each shareholder's remarks shall not exceed five (05) minutes and shall be concise, avoiding repetition.

2. Voting Method: Matters to be voted on in the Meeting's agenda shall be conducted as decided by the Chairperson, using a form appropriate to the proceedings of the Meeting, specifically:

a) Voting by Ballot:

- Voting on meeting matters shall be conducted by secret ballot. For each matter listed on the ballot paper, shareholders/authorized representatives shall vote by selecting an option (Approve, Disapprove, No opinion) for each item requiring a decision (shareholders/authorized representatives must sign the ballot paper).

- Shareholders shall vote in accordance with the following principles:

- + Voting shall commence upon the signal of the Chairperson of the meeting or the Head of the Vote Counting Committee, and shall end when the last shareholder has cast their ballot into the ballot box, or 30 minutes after voting begins, whichever occurs first. After voting ends, the ballot box shall be sealed, and shareholders who did not take part in the voting shall be deemed to have no opinion.

- + Vote counting shall be conducted immediately after voting ends and the ballot box has been sealed.

- The following invalid ballot papers shall not be counted:
 - + Ballot papers not in the form issued by the Organizing Committee or without the Company's seal;
 - + Ballot papers that are torn, crossed out, erased, or altered;
 - + If a ballot paper contains multiple different opinions on the same voting item, that portion of the vote shall be invalid.
 - + Ballot papers not bearing the signature of the shareholder/authorized representative of the shareholder.

Voting on each matter to be approved on the voting card is independent, and the validity of the vote on one matter shall not affect the validity of the votes on other matters.

- If a shareholder makes an error while completing the voting card, before it has been placed in the ballot box, the shareholder may approach the Head of the Vote Counting Committee directly to request a replacement voting card, in order to protect the rights and interests of the shareholder.

b) Direct Voting: Direct voting shall apply to cases not covered by the voting method specified in Point a, Clause 2 of this Article 8 above. In the case of direct voting at the meeting, shareholders/authorized representatives shall vote on the matter requiring a decision by raising their voting card or by another method as directed by the Chairperson. The Vote Counting Committee shall record the votes (Approve, Disapprove, No opinion) in order to announce the voting results to the Meeting.

3. Voting Rules:

The voting value of a ballot paper or voting card shall be determined by the number of voting shares owned by the relevant shareholder, or represented by an authorized representative attending the Meeting. Each share owned or represented corresponds to one voting unit.

a. Ballot papers and voting cards shall bear the Company's seal and shall be issued by the Credentials Verification Committee to shareholders or their authorized representatives attending the meeting. Ballot papers and voting cards shall record the code, full name, and signature of the shareholder or authorized representative, together with other technical details to facilitate accurate and convenient vote counting.

b. Resolutions of the General Meeting of Shareholders relating to: the classes of shares and the total number of shares of each class; changes to the Company's lines of business; changes to the management structure; reorganization or dissolution of the Company; and investment projects or sales of Company assets valued at 35% or more of the Company's total asset value as stated in its most recent financial statements, shall only be approved if adopted by 65% or more of the total votes of shareholders with voting rights present in person or represented by authorized representatives present at the General Meeting of Shareholders.

c. Except for the case specified in Point b, Clause 3 of this Article, all other resolutions of the General Meeting of Shareholders shall be approved if adopted by more than 50% of the total votes of shareholders with voting rights present in person or represented by authorized representatives present at the General Meeting of Shareholders.

Article 9. Regulations on Vote Counting for Voting by Ballot

- Organization of Vote Counting: Vote counting must be conducted by the Vote Counting Committee in a closed room immediately after voting ends. The Vote Counting Committee shall not cross out or alter any ballot paper.

- Announcement of Vote Counting Results: Upon completion of the vote counting process, the Vote Counting Committee shall prepare Minutes of the vote counting, signed by all members of the Committee. The Head of the Vote Counting Committee shall, on behalf of the Committee, read out the Minutes of the vote counting results to the Meeting.

Article 10. Adoption of Resolutions of the General Meeting of Shareholders

1. Except for the matters specified in Article 10.2, a Resolution of the General Meeting of Shareholders shall be adopted when approved by shareholders representing more than 50% (fifty percent) of the total votes of all shareholders attending the meeting.

2. A Resolution on the following matters shall be adopted if approved by shareholders representing 65% (sixty-five percent) or more of the total voting shares of all shareholders attending the meeting:

- a) The classes of shares and the total number of shares of each class;
- b) Changes to the Company's lines of business and business sectors;
- c) Investment projects or sales of assets valued at or exceeding 35% of the Company's total asset value as stated in its most recent financial statements.
- e) Changes to the Company's management structure;
- f) Reorganization or dissolution of the Company;

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises or the Company's Charter.

Article 11. Minutes and Resolutions of the General Meeting of Shareholders

1. The Minutes and Resolutions of the General Meeting of Shareholders must be read out and approved before the Meeting is adjourned.

2. The Minutes and Resolutions of the General Meeting of Shareholders must be kept at the Company by the Secretary of the Meeting.

Chapter IV:

IMPLEMENTATION PROVISIONS

Article 12. Implementation Provisions

These Regulations consist of 4 Chapters and 12 Articles and shall take effect immediately upon approval at the 2026 Extraordinary General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company.

Shareholders and authorized representatives attending the Meeting must strictly comply with these Working Regulations of the General Meeting of Shareholders. Any shareholder who violates these Regulations shall, depending on the severity of the

violation, be considered by the Presiding Board and dealt with in accordance with the Company's Charter and the Law on Enterprises 2020.

The General Meeting of Shareholders shall decide on any amendments or supplements to these Regulations./.

ON BEHALF OF THE BOARD OF
DIRECTORS CHAIRMAN



Nguyen Xuan Hong

**THUY DIEN SU PAN 2 JOINT
STOCK COMPANY**

No.: AA...../TTr – SP2- HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Lao Cai, July 31, 2026

PROPOSAL OF THE COMPANY'S BOARD OF DIRECTORS

Regarding Dismissal from the position of Board of Directors member/Supervisory Board member of Thuy Dien Su Pan 2 Joint Stock Company for the term 2025 -2030

To: The General Meeting of Shareholders of Thuy Dien Su Pan 2 Joint Stock Company

Pursuant to:

- *Enterprise Law No. 59/2020/QH14 dated June 17, 2020;*
- *The Charter on Organization and Operation of Thuy Dien Su Pan 2 Joint Stock Company;*
- *The resignation letters from the position of Board of Directors member of Thuy Dien Su Pan 2 Joint Stock Company submitted by Mr. Nguyen Xuan Hong, Mr. Tran Duc Thanh, and Mr. Pham Sy Long;*
- *The resignation letters from the position of Supervisory Board member of Thuy Dien Su Pan 2 Joint Stock Company submitted by Mr. Hoang Cong Huan and Ms. Thi Hai Yen.*

The Board of Directors of Thuy Dien Su Pan 2 Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the dismissal from the position of Board of Directors member and Supervisory Board member of Thuy Dien Su Pan 2 Joint Stock Company, term 2025 - 2030, for the following individuals:

1. Mr. Nguyen Xuan Hong - Chairman of the Company's Board of Directors
2. Mr. Pham Sy Long - Member of the Company's Board of Directors
3. Mr. Tran Duc Thanh - Member of the Company's Board of Directors
4. Mr. Hoang Cong Huan - Head of the Company's Supervisory Board
5. Ms. Ha Thi Hai Yen - Member of the Supervisory Board

Reason: The individuals have submitted resignation letters

Effective date: From August 24, 2026

Respectfully submitted for the General Meeting of Shareholders' approval./.

Recipients:

- Shareholders;
- Board of Directors and Supervisory Board members;
- Filed at BOD, Office.

ON BEHALF OF THE BOARD OF



Nguyen Xuan Hong

Lao Cai, 31 July 2026

**REGULATION
ON NOMINATION, CANDIDACY AND SUPPLEMENTARY ELECTION OF
BOARD OF DIRECTORS / SUPERVISORY BOARD MEMBERS FOR THE
TERM (2025-2030)
AT THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF SU PAN 2 HYDROPOWER JOINT STOCK COMPANY**

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated 17/06/2020; the Law on Securities No. 54/2019/QH14 dated 26/11/2019;
- Decree No. 155/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the 2019 Law on Securities;
- The Charter on the organization and operation of Su Pan 2 Hydropower Joint Stock Company as adopted by the General Meeting of Shareholders;

In order to ensure that the election of Board of Directors ("BOD") and Supervisory Board ("SB") members of Su Pan 2 Hydropower Joint Stock Company for the remaining period of the term (2025 - 2030) complies with the 2020 Law on Enterprises, the Company's Charter and applicable law, on the principles of fairness, transparency and democracy, and ensuring the lawful rights and interests of shareholders, we respectfully submit for adoption by the General Meeting of Shareholders the "Regulation on nomination, candidacy and supplementary election of BOD/SB members of Su Pan 2 Hydropower Joint Stock Company for the remaining period of the term (2025 - 2030) at the 2026 Extraordinary General Meeting of Shareholders" as follows:

Chapter I:

GENERAL PROVISIONS

Article 1. Purpose, scope and subjects of application

1. This Regulation applies to the nomination, candidacy and supplementary election of members of the Board of Directors and Supervisory Board of Su Pan 2 Hydropower Joint Stock Company for the remaining period of the term (2025-2030) at the 2026 Extraordinary General Meeting of Shareholders, ensuring compliance with the 2020 Law on Enterprises and applicable legal provisions.

2. This Regulation governs activities relating to the nomination, candidacy and election of Board of Directors/Supervisory Board members, including:

a) Provisions on nomination and candidacy of Board of Directors/Supervisory Board members.

b) Provisions on the election of Board of Directors/Supervisory Board members.

3. Subjects of application include: Shareholders holding voting shares and authorized representatives of shareholders holding voting shares (according to the shareholder list of Su Pan 2 Hydropower Joint Stock Company finalized by the Vietnam Securities Depository

and Clearing Corporation on 22/7/2026), and members of the Election Committee at the 2026 Extraordinary General Meeting of Shareholders.

Article 2. Rights and obligations of shareholders

1. Rights of shareholders when attending the Meeting:

Each shareholder or shareholder representative attending the session of the General Meeting of Shareholders shall receive 01 ballot for electing Board of Directors members and 01 ballot for electing Supervisory Board members. The ballot shall clearly state the number of shares held by that shareholder and the corresponding number of votes that shareholder may use.

2. Obligations of shareholders when attending the Meeting:

a) To comply with the voting conditions and procedures prescribed in this Regulation;

b) Shareholders and shareholder representatives attending the Meeting must complete the attendance registration procedures with the Organizing Committee of the Meeting;

c) Upon receiving the ballot, shareholders or shareholder representatives must check the number of shares recorded on the ballot and, if there is any error, must notify the Organizing Committee immediately upon receiving the ballot;

d) To strictly comply with the Regulation on nomination, candidacy and election at the session of the General Meeting of Shareholders, and to respect the voting results at the Meeting.

Chapter II:

PROVISIONS ON NOMINATION AND CANDIDACY OF BOARD OF DIRECTORS AND SUPERVISORY BOARD MEMBERS

Article 3. Nomination and candidacy for election to the Board of Directors

1. Standards and conditions for Board of Directors members

Board of Directors members must fully satisfy the standards and conditions prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company's Charter, as follows:

a. Not falling within the cases prescribed in Clause 2, Article 17 of the Law on Enterprises.

b. Having full civil act capacity, professional qualifications, management capability, and experience in business management. The Chairman of the Board of Directors must have at least three years' experience in managing or operating an enterprise in the Company's principal business line;

c. Being in good health, of good moral character, honest, incorruptible, knowledgeable of and conscientious in observing the law;

d. Not falling within the categories prohibited from holding managerial or executive positions in an enterprise under law;

e. A Board of Directors member of the Company may concurrently be a Board of Directors member of no more than 05 other companies;

2. Nomination and candidacy for election to the Board of Directors

In accordance with Clauses 1 and 2, Article 24 of the Charter of Su Pan 2 Hydropower Joint Stock Company

Article 4. Candidacy and nomination of Supervisory Board members.

1. Standards and conditions for the Supervisory Board;

The Supervisory Board must satisfy the following standards and conditions:

a) Not falling within the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Having been trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field relevant to the enterprise's business operations;

c) Not being a family member of a Board of Directors member, the Director or General Director, or another manager;

d) Not being a manager of the company; not necessarily required to be a shareholder or employee of the company, unless otherwise provided by the Company's Charter;

dd) Not working in the Company's accounting or finance department;

e) Not being a member or employee of the independent auditing firm that audited the company's financial statements in the preceding 03 consecutive years.

h) Other standards and conditions prescribed by other relevant law and the Company's Charter.

2. Nomination and candidacy for election to the Supervisory Board:

In accordance with Clause 2, Article 35 of the Charter of Su Pan 2 Hydropower Joint Stock Company.

Article 5. Application dossier for candidacy and nomination for election of Board of Directors and Supervisory Board members.

1. Application for nomination/candidacy for the position of Board of Directors or Supervisory Board member (01 original) using the form posted on the website www.supan2.net;

2. Personal curriculum vitae (or equivalent document) of the candidate (01 original) using the form posted on the website www.supan2.net;

3. Other documents proving that the candidate satisfies the conditions and standards prescribed by law (01 original or valid copy).

Article 6. Selection of candidates

Based on the applications for candidacy/nomination submitted by shareholders/groups of shareholders nominating or standing for election to the Board of Directors or Supervisory Board of Su Pan 2 Hydropower Joint Stock Company, the Meeting's Organizing Committee shall prepare a list of candidates who fully satisfy the prescribed conditions for inclusion in the list of candidates for election to the Board of Directors and Supervisory Board and shall submit the list for approval at the Meeting.

Article 7. Information for submission of dossiers

Nomination/candidacy dossiers should be sent to Su Pan 2 Hydropower Joint Stock Company before 4:30 p.m. on 14/8/2026 at the following address:

Su Pan 2 Hydropower Joint Stock Company

Hoang Lien Village, Ban Ho Commune, Lao Cai Province.

Telephone: 0912786658

Email: Chungbq@Supan2.com.vn

Chapter III:

ELECTION OF BOARD OF DIRECTORS AND SUPERVISORY BOARD MEMBERS

Article 8. Ballots and completion of ballots

1. Ballots:

- Ballots for electing Board of Directors and Supervisory Board members shall be printed and issued by the Meeting's Organizing Committee (blue ballots are for electing the Board of Directors, pink ballots are for electing Supervisory Board members), and shall bear the Company's suspended seal;

- Each ballot shall clearly list the candidates arranged in alphabetical order, the name of the shareholder or authorized representative, the number of shares, and the total number of votes;

- A shareholder or authorized representative present at the 2026 Extraordinary General Meeting of Shareholders of the Company shall be simultaneously issued 01 ballot for electing Board of Directors members and 01 ballot for electing Supervisory Board members.

2. Completing the ballot:

a) The shareholder or authorized representative must personally fill in the number of votes for each candidate in the corresponding blank box on the ballot. In the case of valid authorization (with a power of attorney), the authorized person shall have full voting rights;

b) Where the ballot is filled in incorrectly, the shareholder may request the Organizing Committee to issue a replacement ballot;

c) To sign to confirm that voting has been carried out.

3. Cases of invalid ballots:

a) A ballot not in the form prescribed by the Company, or without the Company's seal;

b) A ballot that has been crossed out, altered, or has additional entries or incorrect names written on it, or names not on the list of candidates already approved by the General Meeting of Shareholders prior to voting;

c) A ballot on which the total number of votes cast for candidates by a shareholder exceeds the total number of votes to which that shareholder is entitled (including shares owned and shares held under authorization);

d) A ballot on which no candidate is voted for, or on which votes are cast for more candidates than the prescribed number.

Article 9. Method of election

1. The election of Board of Directors members shall be conducted by secret ballot using the cumulative voting method;

2. The total number of votes of each shareholder shall correspond to the total number of voting shares held (including shares owned by the individual and shares held under authorization) multiplied by the number of Board of Directors members to be elected, or the number of Supervisory Board members to be elected.

3. Method of voting:

- A shareholder has the right to:

- + Cast all of its votes for one person, or

- + Divide its votes equally among all candidates on the list of nominees approved at the Meeting, or: allocate votes in different proportions.

- + Divide its votes among fewer than the total number of candidates on the list approved at the Meeting, in different proportions.

- A shareholder must ensure that the total number of votes cast on each ballot for electing Board of Directors or Supervisory Board members does not exceed the total number of votes prescribed.

- Where a shareholder does not vote for a particular person, the box for that person's share number shall be left blank.

Example for the election of the Board of Directors: Shareholder X holds and represents 2,000 shares at the Meeting (comprising 1,000 shares owned and 1,000 shares held under authorization) carrying voting rights. When participating in the election of Board of Directors members, that shareholder's number of votes is: $2,000 \times 3 \text{ persons} = 6,000$ votes (the list of nominees/candidates approved by the Meeting comprises 5 candidates). Shareholder X may cast cumulative votes using the following methods:

- + Case 1: Shareholder X casts all 6,000 votes for one candidate for the supplementary election of a Board of Directors member (in the example below, all votes are cast for Candidate 5):

No.	Full name of candidate	Number of votes
1	Candidate 1	6,000
2	Candidate 2	
3	Candidate 3	
4	Candidate 4	
5	Candidate 5	
	Total votes (Not exceeding 6,000 votes)	6,000

- + Case 2: Shareholder X divides its votes equally among the candidates for election to the Board of Directors as follows:

No.	Full name of candidate	Number of votes
1	Candidate 1	1,200
2	Candidate 2	1,200
3	Candidate 3	1,200
4	Candidate 4	1,200
5	Candidate 5	1,200
	Total votes (<i>Not exceeding 6,000 votes</i>)	6,000

+ Case 3: Shareholder X divides its votes among some candidates in different proportions, as follows:

No.	Full name of candidate	Number of votes
1	Candidate 1	1,500
2	Candidate 2	3,000
3	Candidate 3	500
4	Candidate 4	300
5	Candidate 5	700
	Total votes (<i>Not exceeding 6,000 votes</i>)	6,000

Example for the election of the Supervisory Board:

Shareholder X holds and represents 2,000 shares at the Meeting (comprising 1,000 shares owned and 1,000 shares held under authorization) carrying voting rights. When participating in the election of Supervisory Board members, that shareholder's number of votes is: $2,000 \times 2 \text{ persons} = 4,000 \text{ votes}$ (the list of nominees/candidates approved by the Meeting comprises 4 candidates). Shareholder X may cast cumulative votes using the following methods:

+ Case 1: Shareholder X casts all 4,000 votes for one candidate for the supplementary election of a Supervisory Board member (in the example below, all votes are cast for Candidate 3):

No.	Full name of candidate	Number of votes
1	Candidate 1	
2	Candidate 2	
3	Candidate 3 (Nguyen Van C)	4,000
4	Candidate 4	
	Total votes (<i>Not exceeding 4,000 votes</i>)	4,000

+ Case 2: Shareholder X divides its votes equally among the candidates for election to the Supervisory Board as follows:

No.	Full name of candidate	Number of votes
1	Candidate 1	1,000
2	Candidate 2	1,000
3	Candidate 3	1,000
4	Candidate 4	1,000
	Total votes (<i>Not exceeding 4,000 votes</i>)	4,000

+ Case 3: Shareholder X divides its votes among some candidates in different proportions, as follows:

No.	Full name of candidate	Number of votes
1	Candidate 1	1,000
2	Candidate 2	1,500
3	Candidate 3	500
4	Candidate 4	1,000
	Total votes (<i>Not exceeding 4,000 votes</i>)	4,000

Note:

- Where a shareholder does not vote for a particular person, the box for that person's share number shall be left blank.

- A shareholder must ensure that the total number of votes cast for candidates for the Board of Directors or Supervisory Board does not exceed the total number of votes that shareholder is entitled to cast.

Article 10. Election and Vote-Counting Committee, principles of voting and vote counting

1. Election and Vote-Counting Committee:

a) The Election and Vote-Counting Committee comprises (02-03) persons nominated by the Chair and approved by the General Meeting of Shareholders. Members of the Election and Vote-Counting Committee may not be on the list of nominees or candidates for the Board of Directors or Supervisory Board;

b) The Election and Vote-Counting Committee is responsible for carrying out the necessary procedures for the voting to elect the Board of Directors and Supervisory Board members, including: preparing the ballot boxes, explaining the election Regulation and the list of candidates for the Board of Directors and Supervisory Board and the voting procedure; guiding the completion of ballots; supervising the voting; and conducting the vote count and announcing the election results before the Meeting.

2. Principles of voting and vote counting:

a) The Election and Vote-Counting Committee shall inspect the ballot box in the presence of the shareholders;

b) Voting shall begin once the distribution of ballots is complete and shall end when the last shareholder has cast their ballot into the ballot box;

c) Vote counting must be carried out by the Election and Vote-Counting Committee in the counting room immediately after voting ends; the Vote-Counting Committee must compile statistics and prepare a vote-counting record in accordance with the Company's Charter and the 2020 Law on Enterprises. The Vote-Counting Committee may not cross out or alter any ballot.

d) The vote-counting results shall be prepared in writing and announced before the Meeting by the Head of the Vote-Counting Committee.

Article 11. Principles for determining election results for BOD/SB members

1. The candidates elected to the Board of Directors shall be the 03 candidates receiving the highest number of votes;

2. The candidates elected to the Supervisory Board shall be the 02 candidates receiving the highest number of votes;

3. Where the required number of Board of Directors or Supervisory Board members cannot be determined because multiple candidates receive an equal number of votes, a separate re-election shall be held among those candidates to select the one(s) with the higher number of votes.

Article 12. Preparation and announcement of the Vote-Counting Record

1. After counting the votes, the Election and Vote-Counting Committee must prepare a vote-counting record. The content of the vote-counting record shall include: the total number of shareholders attending the meeting, the total number of shareholders participating in the voting, the ratio of voting rights of participating shareholders to the total voting rights of shareholders attending the meeting (under the cumulative voting method), the number and ratio of valid ballots, invalid ballots and blank ballots; the number and ratio of voting rights cast for each candidate for the Board of Directors and Supervisory Board; and the list of elected Board of Directors and Supervisory Board members arranged in descending order of votes received.

2. The full text of the Vote-Counting Record must be announced before the Meeting.

Article 13. Complaints regarding the election and vote counting shall be resolved by the Chair of the Meeting and recorded in the Minutes of the General Meeting of Shareholders.

Article 14. This Regulation comprises 14 Articles and shall take effect from the date it is adopted by the 2026 Extraordinary General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company and shall apply only to the candidacy, nomination and supplementary election of Board of Directors and Supervisory Board members of the Company for the term (2025-2030) at the 2026 Extraordinary General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company./.

Recipients:

- General Meeting of Shareholders;
- Board of Directors, Supervisory Board;
- Filed: Board of Directors, Office

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS**

CHAIRMAN



Nguyễn Xuân Hong

SUBMISSION

“Re: Change and supplementation of business lines and amendment and supplementation of the Charter on the organization and operation of Su Pan 2 Hydropower Joint Stock Company

To: : The 2026 Extraordinary General Meeting of Shareholders

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its guiding documents;
- Decision No. 36/2025/QĐ-TTg dated 29 September 2025 of the Prime Minister promulgating the Vietnam Economic Sector System
- Decree No. 155/2020/NĐ-CP of the Government guiding the Law on Securities;
- Decree No. 245/2025/NĐ-CP amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP;
- The Charter on the organization and operation of Su Pan 2 Hydropower Joint Stock Company;
- The need to improve the Company's governance structure, organization, and operations in line with legal regulations and actual conditions.

In order to ensure that the Company's Charter and registered business lines comply with current legal regulations, meet the requirements of corporate governance and digital transformation in the governance of public companies, and are consistent with the Company's actual organizational and operational model following the reorganization of its management apparatus, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the change and supplementation of business lines and the amendment and supplementation of the Company's Charter, specifically as follows:

1. Change of the Company's Business Lines:

1.1 Adjustment and Addition of the Following Business Lines:

No.	Name of Business Line Added	Industry Code	Principal Business Line
1.	Electricity production from non-renewable energy sources	3511	
2.	Electricity production from renewable energy sources	3512	x
3.	Electricity transmission and distribution Details: Management and operation of electricity distribution for facilities; management and operation	3513 Articles 4 and 5 of	

	of small and medium hydropower plants; management and operation of electricity retail business; production and trading of commercial electricity <i>(excluding transmission and distribution of the national power grid)</i>	Decree No. 61/2025/N Đ-CP dated 4 March 2025	
4.	Hotels and similar accommodation services	5510	
5.	Other short-term accommodation services	5520	
6.	Restaurants and mobile food service activities	5610	
7.	Machining; treatment and coating of metals Details: Manufacturing, machining, fabrication and installation of mechanical products; trading in metal products.	2592	
8.	Manufacture of structural metal products	2511	
9.	Repair and maintenance of machinery and equipment	3312	

1.2. Removal of Business Lines:

No.	Name of Business Line Removed from the Registered List	Industry Code	Notes
1.	Management consultancy activities (Excluding legal, tax, and financial consultancy, and consultancy on marriages involving foreign elements)	7020	
2.	Electricity production	3511	
3.	Electricity transmission and distribution Details: Electricity distribution	3512	
4.	Short-term accommodation services Details - Hotels - Villas or apartments providing short-term accommodation services - Guest houses and inns providing short-term accommodation services - Boarding houses, rooms for rent, and similar short-term accommodation establishments	5510	
5.	Travel agency activities	7911	
6.	Reservation services and other support services related to tour promotion and organization	7990	
7.	Real estate consultancy, brokerage, and auction, and auction of land use rights Details:	6820	

	- Real estate consultancy services (Article 74 of the 2014 Law on Real Estate Business) - Real estate brokerage services (Article 62 of the 2014 Law on Real Estate Business)		
8.	Repair of fabricated metal products	3311	
9.	Repair of machinery and equipment	3312	
10.	Repair of electrical equipment	3314	
11.	Repair of electronic and optical equipment	3313	
12.	Repair and maintenance of transport equipment (excluding automobiles, motorcycles, mopeds, and other motor vehicles)	3315	
13.	Repair of other equipment	3319	
14.	Wholesale of other construction materials and installation equipment Details: - Wholesale of bamboo, rattan, timber, and processed wood - Wholesale of cement - Wholesale of bricks, tiles, stone, sand, and gravel - Wholesale of construction glass - Wholesale of paint and varnish - Wholesale of ceramic tiles and sanitary ware - Wholesale of hardware Wholesale of other construction materials and installation equipment	4663	
15.	Wholesale of metals and metal ores (Excluding wholesale of gold bars)	4662	
16.	Other mining and quarrying not elsewhere classified Details: Mining and extraction of other minerals and materials not elsewhere classified, including: Materials used for the manufacture of grinding stones, gemstones, minerals, natural graphite and other additives, etc.; Gemstones, quartz powder, mica, etc.	0899	
17.	Rental of motor vehicles (For conditional business lines, the Company shall only conduct business upon fully satisfying the conditions prescribed by law.)	7710	
18.	Manufacture of building materials from clay	2392	
19.	Sawmilling, planing and preservation of wood	1610	
20.	Manufacture of concrete and products from concrete, cement and plaster	2395	
21.	Construction of railways	4211	
22.	Construction of roads	4212	
23.	Construction of water projects	4291	

24.	Construction of mining facilities	4292	
25.	Construction of manufacturing and processing facilities	4293	
26.	Freight transport by road Details: Freight transport by specialized motor vehicles; Freight transport by other motor vehicles (excluding specialized motor vehicles).	4933	
27.	Warehousing and storage of goods	5210	
28.	Architectural and related technical consultancy activities Details: Architectural activities; Surveying and mapping activities; Geological and water resources exploration activities; Other related technical consultancy activities; Construction surveying (Article 91 of Decree No. 15/2021/ND-CP dated 03 March 2021); Preparation of construction planning designs (Article 92 of Decree No. 15/2021/ND-CP dated 03 March 2021); Construction design and appraisal of construction designs (Article 93 of Decree No. 15/2021/ND-CP dated 03 March 2021); Consultancy on management of construction investment projects (Article 94 of Decree No. 15/2021/ND-CP dated 03 March 2021); Construction works execution (Article 95 of Decree No. 15/2021/ND-CP dated 03 March 2021); Consultancy on supervision of construction works (Article 96 of Decree No. 15/2021/ND-CP dated 03 March 2021); Construction inspection and testing (Article 97 of Decree No. 15/2021/ND-CP dated 03 March 2021); Consultancy on construction investment cost management (Article 98 of Decree No. 15/2021/ND-CP dated 03 March 2021); Consultancy on supervision of construction of electrical works, including power plants: hydropower, wind power, solar power, thermal power (coal, gas, oil, biomass and solid waste), power transmission lines and substations with voltage levels of up to 110 kV (Article 3 of Decree No. 17/2020/ND-CP dated 05 February 2020).	7110	

29.	Real estate business involving land use rights owned, used or leased by the Company Details: Clause 1, Article 11 of the Law on Real Estate Business No. 66/2014/QH13 dated 25 November 2014.	6810	
30.	Installation of other building systems Details: Installation of industrial equipment systems in construction and civil engineering works, including: Elevators and escalators; Automatic doors; Lighting systems; Dust extraction systems; Sound systems; Equipment systems for amusement and entertainment facilities.	4329	
31.	Restaurants and mobile food service activities	5610	
32.	Tour operator activities	7912	
33.	General wholesale	4690	
34.	Water collection, treatment and supply	3600	

Reason for Change: The addition, adjustment, and removal of certain business lines are intended to update them in accordance with the Vietnam Economic Sector System issued together with Decision No. 36/2025/QĐ-TTg; to ensure that the Company's registered business lines comply with current legal regulations and the Company's business development orientation; and to facilitate the Company's investment, production, and business activities going forward.

2. Approval of the Entire Amended and Supplemented Charter on the Organization and Operation of Su Pan 2 Hydropower Joint Stock Company.

The amendments focus on the following groups of matters:

- Updating current legal regulations on enterprises and securities;
- Updating the system of business lines;
- Amending the provisions on the Company's legal representative(s);
- Adding provisions on organizing the General Meeting of Shareholders in person, online, or through a combination of both;
- Refining the provisions on electronic voting, electronic data storage, and corporate governance;
- Standardizing terminology and legal references, and improving the drafting technique of the Charter.

Details are set out in: the Draft Amended and Supplemented Charter; Appendix 01 - Comparison Table between the Current Charter and the Amended and Supplemented Charter,

3. Authorization

The General Meeting of Shareholders authorizes the Board of Directors to:

- Incorporate the comments of the General Meeting of Shareholders to finalize the Company's Charter;
- Promulgate the Charter after its approval by the General Meeting of Shareholders;
- Direct the General Director to carry out the registration of changes to the enterprise registration content, information disclosure, and other procedures with competent state authorities in accordance with the law;

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

Recipients:

- As above.
- Members of the Supervisory Board
- Filed: Administration Office, Supervisory Board.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN



Nguyễn Xuân Hồng

APPENDIX 01
COMPARISON TABLE BETWEEN THE CURRENT CHARTER AND THE AMENDED AND SUPPLEMENTED CHARTER

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
1	Article 1	References to the 2020 Law on Enterprises and Law on Securities.	Updated references to current legal documents, and provisions on application in the event such documents are amended or supplemented.	To align with current legal regulations.
2	Clause 3, Article 2	3. The Company's registered head office: - Address of head office: Hoang Lien Village, Ban Ho Commune, Sa Pa Town, Lao Cai Province, Vietnam	3. The Company's registered head office: - Address of head office: Hoang Lien Village, Ban Ho Commune, Lao Cai Province, Vietnam	To update the administrative boundary
3	Article 3: The Company's Legal Representative(s)	1. The Company has two (02) legal representatives: the Chairman of the Board of Directors and the General Director of the Company The powers and responsibilities of each legal representative are provided as follows: * First legal representative: The Chairman of the Company's Board of Directors, who has the functions, duties, and powers of the legal representative in respect of all aspects of the Company's operations. * Second legal representative: The General Director of the Company, who represents the Company in exercising the rights and performing the obligations arising from transactions related to plant operations and day-to-day activities, and represents the Company as petitioner, plaintiff, defendant, or interested party before arbitration or courts, together with	1. The Company has one (01) legal representative, who is the General Director of the Company. 2. The General Director is the legal representative of the Company and, on behalf of the Company, exercises the rights and performs the obligations arising from the Company's transactions; represents the Company as plaintiff, defendant, or interested party before arbitration or courts; and represents the Company in exercising other rights and performing other obligations in accordance with the law, the Company's Charter, and the lawful regulations, resolutions, and decisions of the General Meeting of Shareholders and the Board of Directors. 3. The General Director shall be responsible to the General Meeting of Shareholders, the Board of Directors, and before the law for the exercise of the rights and performance of the obligations of the legal representative in	To align with the Company's governance model

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		other rights and obligations as provided by law. 2. The legal representative(s) shall be responsible to the General Meeting of Shareholders and the Board of Directors of the Company for matters within their scope and authority in accordance with the law and this Charter.	accordance with the law and the Company's Charter. 4. If the General Director is absent from Vietnam or unable to exercise the rights and perform the obligations of the legal representative, the General Director must authorize, in writing, another individual residing in Vietnam to exercise such rights and perform such obligations in accordance with the Law on Enterprises. The authorization, termination of authorization, and the responsibilities of the authorized person shall comply with the law, the Company's Charter, and the Company's internal regulations. 5. If, upon expiry of the authorization period, the General Director has not returned to Vietnam or remains unable to exercise the rights and perform the obligations of the legal representative, and no further authorization has been granted, the authorized person shall continue to exercise such rights and perform such obligations until the General Director resumes work or the Board of Directors appoints a new legal representative in accordance with the law. 6. The Board of Directors is responsible for organizing the registration of the change of legal representative with the business registration authority and for carrying out information disclosure in accordance with the	

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
4	Article 4	Updated business lines in accordance with	law on enterprises, securities, and the securities market. Section 1 of this Submission	
5	Clause 3, Article 6	3. The shares of the Company as at the date of adoption of this Charter comprise ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in Articles 11 and 12 of this Charter.	3. As at the date of adoption of this Charter, the Company's shares consist solely of ordinary shares. The rights and obligations of shareholders holding ordinary shares are stipulated in Articles 11 and 12 of this Charter.	All shares currently issued by the Company are ordinary shares
6	Article 13	2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters provided for by law and this Charter. <u>In particular, Shareholders shall approve the Company's annual financial statements and the financial budget for the following fiscal year. Independent</u>	1. Addition: In addition to the Annual General Meeting of Shareholders, an Extraordinary General Meeting of Shareholders may be convened. The venue of the General Meeting of Shareholders shall be deemed to be the place where the Chairperson of the meeting attends the meeting and must be within the territory of Vietnam. 2. The Board of Directors shall convene the annual General Meeting of Shareholders and decide on the time, venue, and appropriate form of the meeting. The annual General Meeting of Shareholders shall decide on matters within its authority in accordance with the law and this Charter, <u>including the approval of the audited annual financial statements, the report of the Board of Directors, the report of the Supervisory Board, and other matters within its authority.</u>	To update new legal provisions and facilitate shareholder attendance. Renumbering of Clauses 3 and 4 as Clauses 6 and 7 - The Law on Enterprises 2020 no longer stipulates that "the Company's equity has decreased by 30% or more compared with the beginning-of-period balance" as a mandatory ground for convening an Extraordinary General Meeting of Shareholders. This provision is no longer consistent with the current

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		<u>auditors shall be invited to attend the Meeting to provide advice on the approval of the annual financial statements.</u> Point b, Clause 4: b) The annual balance sheet, quarterly or semi-annual financial statements, or the audited financial statements for the financial year indicate that the Company's equity has decreased by thirty percent (30%) or more compared with the beginning-of-period balance; Point a, Clause 5: a) Where the Board of Directors fails to convene the meeting referred to above, the Chairman of the Board of Directors shall be held legally liable and shall compensate the Company for any damage arising therefrom. Point c, Clause 5: c) Where the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, within the following thirty (30) days, the shareholder or group of shareholders making the request as prescribed at Point d, Clause 3 of this Article shall have the right, in place of the Board of Directors and the Supervisory Board, to convene the	Addition of Clauses 3, 4 and 5: 3. The General Meeting of Shareholders may be held in any of the following forms: a) An in-person meeting; b) An online meeting conducted via electronic means; c) A hybrid meeting combining in-person and online participation. The Board of Directors shall decide on the form of the meeting as appropriate to the actual circumstances, ensuring the verification of shareholders' eligibility and safeguarding shareholders' rights to attend, express opinions, vote, and exercise other rights in accordance with applicable laws and the Company's Charter. 4. A shareholder or his/her duly authorized representative attending the General Meeting of Shareholders via electronic means, an online meeting system, electronic voting, or other electronic methods shall be deemed to have attended and been present at the meeting, shall be counted toward the attendance rate for determining whether the quorum requirements for conducting the meeting are satisfied, and shall be entitled to fully exercise the rights to express opinions, discuss and vote in accordance with applicable regulations. 5. The verification of shareholders' eligibility, registration for attendance, authorization to attend, distribution of documents, discussion,	legislative framework and may give rise to interpretations that differ from those under the Law on Enterprises. - Full allocation of responsibility: Not only the Chairman of the Board of Directors but also the other members of the Board of Directors shall be held responsible for failure to perform the obligation to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises. - Avoiding a fixed reference to "Clause 3, Article 140 of the Law on Enterprises" and replacing it with the phrase "in accordance with the Law on Enterprises and the Company's Charter." This approach helps ensure that the Charter will not need to be amended solely due to future changes in the numbering of articles or clauses of the Law.

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises.	voting, vote counting, preparation of minutes, disclosure of resolutions, and data retention in respect of an online meeting or a hybrid meeting combining in-person and online participation shall be carried out in accordance with applicable laws, this Charter, and the Regulations on the Organization of the General Meeting of Shareholders issued by the Board of Directors. Clause 6, Article 13: Delete the following provision: “The annual balance sheet, quarterly or semi-annual financial statements, or the audited financial statements for the financial year indicate that the Company’s equity has decreased by thirty percent (30%) or more compared with the beginning-of-period balance.” Addition of Point f, Clause 6, Article 13: f) Other cases as prescribed by law. Point a, Clause 7: a) Where the Board of Directors fails to convene the meeting as prescribed, the Chairman of the Board of Directors and the members of the Board of Directors shall be held legally liable and shall compensate the Company for any damage arising therefrom in accordance with applicable laws. Point b, Clause 7: b) Where the Supervisory Board fails to convene the meeting as prescribed, the Head of the Supervisory Board and the members of	

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
			the Supervisory Board shall be held legally liable and shall compensate the Company for any damage arising therefrom in accordance with applicable laws.	
7	Article 16	Delete Clauses 2 and 3 of Article 16.		All shares currently issued by the Company are ordinary shares
8	Article 19	1. Before the meeting opens, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting and present have registered, in accordance with the following order: a) During shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card indicating the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each matter within the agenda. Voting shall be conducted by approval, disapproval, and abstention. At the Meeting, cards in favor of a	1. Before the meeting opens, the Company must carry out the registration of attending shareholders. For an in-person meeting, registration shall be conducted at the meeting venue. For an online meeting or a meeting combining in-person and online formats, registration may be conducted through an electronic system operated by the Company or by a service provider selected by the Company. 2. The organization of a General Meeting of Shareholders in an online format or a format combining in-person and online meetings must ensure the following principles: a) Identifying and verifying the status of shareholders or their lawfully authorized representatives attending the meeting; b) Enabling shareholders to follow the proceedings of the meeting, access meeting	To strengthen the legal basis for organizing online General Meetings.

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		resolution shall be collected first, followed by cards against, and the total votes in favor or against shall then be counted to reach a decision. The vote counting results shall be announced by the Chairperson immediately before the meeting is adjourned. The Meeting shall elect persons responsible for counting or supervising the counting of votes at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting; b) A shareholder, an authorized representative of a shareholder that is an organization, or an authorized person arriving after the meeting has opened is entitled to register immediately and, thereafter, to participate and vote at the meeting as soon as registration is completed. The Chairperson is not obliged to suspend the meeting for late shareholder registration, and the validity	materials, speak, discuss, and vote on matters within the meeting's agenda; c) Ensuring that voting, vote counting, and the determination of voting results are conducted accurately, openly, and transparently, and can be verified and cross-checked when necessary; d) Ensuring that data on attendance registration, authorization, electronic voting, vote counting results, meeting minutes, resolutions, and other related electronic data are stored in accordance with the law and the Company's internal regulations; dd) Having contingency plans to address technical failures, connection interruptions, or other arising situations, in order to protect the lawful rights and interests of shareholders. 3. During shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, access account, authentication code, voting code, or equivalent means of confirmation. A shareholder or authorized representative who is validly authenticated on the electronic system shall be deemed to have registered to attend the meeting.	

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		of matters already voted on shall remain unchanged. 2. The election of the chairperson, secretary, and vote counting committee shall be governed as follows: a) The Chairman of the Board of Directors shall act as chairperson, or shall authorize another member of the Board of Directors to act as chairperson, of a General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of their number to act as chairperson of the meeting by majority vote. If no chairperson can be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders can elect a chairperson from among those present, with the person receiving the highest number of votes acting as chairperson of the meeting. b) Except in the case provided in Point a of this Clause, the person who signed the	4. The Chairman of the Board of Directors shall act as chairperson, or shall authorize another member of the Board of Directors to act as chairperson, of a General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of their number to act as chairperson of the meeting by majority vote. If no chairperson can be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders can elect a chairperson from among those present, with the person receiving the highest number of votes acting as chairperson of the meeting. 5. The chairperson shall appoint one or more persons to act as secretary of the meeting. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the proposal of the chairperson of the meeting. Where an electronic vote counting system is used, the Company may engage an independent service provider to provide technical support and vote counting,	

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		notice convening the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders can elect a chairperson, with the person receiving the highest number of votes acting as chairperson of the meeting; c) The chairperson shall appoint one or more persons to act as secretary of the meeting; d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the proposal of the chairperson of the meeting. 3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically indicate the time allotted to each matter on the meeting's agenda. 4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved	as decided by the Board of Directors or the chairperson of the meeting. 6. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, ensuring shareholders' rights to attend, discuss, and vote. 7. The General Meeting of Shareholders shall discuss and vote on each matter within the agenda. Voting may be conducted by voting card, ballot paper, electronic ballot, or other valid means as provided in the Regulations on the Organization of the General Meeting of Shareholders. The vote counting results shall be announced immediately before the meeting is adjourned, unless the General Meeting of Shareholders decides otherwise. 8. A shareholder or authorized representative arriving after the meeting has opened may still register and shall be entitled to participate and vote immediately after valid registration; in such case, the validity of matters already voted on shall not be affected.	

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		agenda, and reflecting the wishes of the majority of those present. a) Arranging seating at the venue of the General Meeting of Shareholders; b) Ensuring the safety of all persons present at the meeting venue(s); c) Facilitating shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders has full authority to change the above measures and to apply any other necessary measures, which may include issuing admission passes or using other selective arrangements. 5. The General Meeting of Shareholders shall discuss and vote on each matter within the agenda. Voting shall be conducted by approval, disapproval, and abstention. The vote counting results shall be announced by the chairperson immediately before the meeting is adjourned. 6. A shareholder or authorized representative arriving after the meeting has opened may still register and shall be	9. The person convening the meeting or the chairperson has the right to require attendees to comply with the meeting rules and to submit to lawful and reasonable inspection or security measures; to request the competent authority to maintain order at the meeting; and to expel any person who fails to comply with the chairperson's direction, deliberately causes disorder, obstructs the normal proceedings of the meeting, or fails to comply with security inspection requirements. 10. The chairperson has the right to postpone a General Meeting of Shareholders for which a sufficient number of attendees have already registered, for a period not exceeding three (03) working days from the date the meeting was originally scheduled to open, in the cases provided by the Law on Enterprises and this Charter. For an online meeting or a meeting combining in-person and online formats, a serious technical failure affecting shareholders' rights to attend, discuss, or vote shall be considered grounds for the chairperson to consider suspending or postponing the meeting as provided.	

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		entitled to participate and vote immediately after registration; in such case, the validity of matters already voted on shall remain unchanged. 7. The person convening the meeting or the chairperson of the General Meeting of Shareholders has the following rights: a) To require all persons attending the meeting to submit to inspection or other lawful and reasonable security measures; b) To request the competent authority to maintain order at the meeting; and to expel from the General Meeting of Shareholders any person who fails to comply with the chairperson's direction, deliberately causes disorder, obstructs the normal proceedings of the meeting, or fails to comply with security inspection requirements. 8. The chairperson has the right to postpone a General Meeting of Shareholders for which a sufficient number of attendees have already registered, for a period not exceeding three (03) working days from the date	11. If the chairperson postpones or suspends the meeting in violation of these provisions, the General Meeting of Shareholders shall elect another person from among those present to replace the chairperson in conducting the meeting until its conclusion. All resolutions adopted at that meeting shall remain valid and effective. 12. The detailed procedures for attendance registration, shareholder verification, authorization, discussion, voting, electronic vote counting, preparation of minutes, data storage, and handling of technical failures when organizing an online meeting or a meeting combining in-person and online formats shall be provided in the Regulations on the Organization of the General Meeting of Shareholders issued by the Board of Directors and disclosed to shareholders before the meeting as provided.	

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		the meeting was originally scheduled to open, and may only postpone the meeting or change the meeting venue in the following cases: a) The meeting venue does not have sufficient convenient seating for all attendees; b) The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote; c) An attendee obstructs or disrupts order, creating a risk that the meeting cannot be conducted fairly and lawfully. 9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the chairperson in conducting the meeting until its conclusion; all resolutions adopted at that meeting shall remain valid and effective. 10. Where the Company applies modern technology to organize the General		

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.		
9	Clauses 1 and 4, Article 22: Resolutions and Minutes of the General Meeting of Shareholders	1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, <u>and may also be prepared in a foreign language</u>, and shall contain the following principal contents: 4. The Resolutions, the Minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend together with their signatures, the power(s) of attorney for attendance, all documents attached to the Minutes,	1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, <u>English</u>, and shall contain the following principal contents: 4. The Resolutions, the Minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend, the power(s) of attorney for attendance, the vote counting results, <u>electronic voting data, audio or video recordings, or other electronic data (if any)</u>,	To accommodate the online meeting format.

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		and related documents enclosed with the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.	and related documents enclosed with the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.	
10	Article 24	2. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates and stand for election to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.	2. A shareholder or group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total ordinary shares shall have the right to nominate up to one (01) candidate to the Board of Directors. A shareholder or group of shareholders holding from thirty percent (30%) to less than forty-five percent (45%) of the total ordinary shares shall have the right to nominate up to two (02) candidates to the Board of Directors. A shareholder or group of shareholders holding forty-five percent (45%) or more of the total ordinary shares shall have the right to nominate up to three (03) candidates to the Board of Directors.	To clearly specify the number of candidates that shareholders are entitled to nominate in proportion to their shareholding ratios and in accordance with the composition of the Board of Directors.
11	Article 29	c, Clause 9: Attending and voting via online conference, electronic voting, or other electronic means;	Addition of Point d, Clause 3: d) When the Chairman of the Board of Directors deems it necessary in the overall interests of the Company.	To align with corporate governance practice.

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in the event of an equality of votes, the final decision shall be determined by the vote of the Chairman of the Board of Directors.	Point c, Clause 9: c) Attend and vote via video conference, online meeting, electronic voting or other electronic means. A member of the Board of Directors attending a meeting via electronic means shall be deemed to have attended and been present at the meeting, provided that such member is able to hear, speak, communicate and vote on the matters considered at the meeting. Clause 12: 12. The Board of Directors shall adopt resolutions and decisions by voting at a meeting (whether held in person or online) or by obtaining written opinions. Each member of the Board of Directors shall have one (01) vote. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in the event of an equality of votes, the final decision shall be determined by the vote of the Chairman of the Board of Directors.	
12	Article 32. Management Structure	The Company's management system shall ensure that the management structure is accountable to the Board of Directors and	The Company's management system shall ensure unified and efficient operation of the executive management structure, which shall	To ensure proper legal authority and clearly delineate the respective

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		is subject to the supervision and direction of the Board of Directors in the Company's day-to-day business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, removal from office and dismissal of the aforementioned positions shall be approved by resolutions or decisions of the Board of Directors	be subject to the management and supervision of the Board of Directors and shall be directly organized and managed by the General Director in accordance with applicable laws and the Company's Charter. The Company shall have one (01) General Director, Deputy General Directors, a Chief Accountant and other managerial positions as required for the management and operation of the Company. The Board of Directors shall decide on the appointment, removal from office and dismissal of the General Director, as well as the execution, amendment and termination of the employment contract with the General Director; and shall also decide on the appointment, removal from office and dismissal of Deputy General Directors, the Chief Accountant and other managerial positions falling within the authority of the Board of Directors pursuant to this Charter or the Company's regulations on delegation of management authority. The appointment, removal from office and dismissal of managerial positions falling within the authority of the Board of Directors	levels of corporate governance and management: - Board of Directors: The governing body responsible for strategic direction, deciding matters within its authority, and supervising the Company's executive management activities. - General Director: The person responsible for managing the Company's day-to-day production and business operations and for managing and directing the entire executive and professional apparatus in accordance with the assignment and under the supervision of the Board of Directors.

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
			shall be effected by a Resolution of the Board of Directors duly adopted in accordance with the procedures, formalities and authority prescribed by the Company's Charter and applicable laws. Managerial personnel within the executive management structure shall be subject to the management and direction of the General Director and shall be accountable to the General Director, the Board of Directors (within the scope of their assigned duties), and before the law for the exercise of their respective rights and performance of their respective obligations.	
13	Clause 1, Article 32.	1. The nomination and self-nomination of members of the Supervisory Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 24 of this Charter.	1. The self-nomination and nomination of members of the Supervisory Board shall be carried out in the same manner as prescribed in Clause 1, Article 24 of this Charter. A shareholder or group of shareholders holding from ten percent (10%) to less than forty percent (40%) of the total ordinary shares shall have the right to nominate up to one (01) candidate to the Supervisory Board. A shareholder or group of shareholders holding forty percent (40%) or more of the total ordinary shares shall have the right to nominate up to two (02) candidates to the Supervisory Board.	To clearly specify the number of candidates that shareholders are entitled to nominate in proportion to their shareholding ratios and in accordance with the composition of the Supervisory Board.

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
14	Clause 1, Article 38.	1. To propose and recommend to the General Meeting of Shareholders for approval the list of approved audit firms to audit the Company's financial statements; to decide on the engagement of an approved audit firm to review the Company's operations; and to dismiss an approved auditor when deemed necessary. 2. The Company shall indemnify any person who is, was, or may become a party to any complaint, lawsuit or legal proceeding (including civil and administrative proceedings, but excluding proceedings initiated by the Company as plaintiff), where such person is or was a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee or an authorized representative of the Company who has performed or is performing duties as authorized by the Company, provided that such person has acted honestly, prudently and in the interests of the Company, in compliance with applicable laws, and there is no evidence establishing that such person has breached his or her responsibilities.	1. To propose and recommend to the General Meeting of Shareholders for approval the list of approved audit firms to audit the Company's financial statements.	To ensure consistency with the authority of the Supervisory Board.
15	Clause 2, Article 42.	1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, employee benefits,	2. The Company shall consider indemnifying any person who is a member of the Board of Directors, a member of the Supervisory Board, the General Director, another manager or an authorized representative of the Company and who has become a party to any complaint, denunciation or legal proceeding (including civil and administrative proceedings, but excluding proceedings initiated by the Company), provided that such person has acted honestly, prudently and in the interests of the Company, in compliance with applicable laws, and there is no evidence establishing that such person has breached his or her responsibilities.	To clarify the responsibilities of the relevant parties and the scope of persons subject to this provision
16	Clause 1, Article 44.	1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, employee benefits,	1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, employment and utilization of employees, working and rest periods, salaries and bonuses,	

No.	Article/Clause	Current Charter	Amended and Supplemented Content	Reason for Amendment
		commendation and disciplinary actions applicable to employees and executives of the Company.	social insurance, general welfare, commendation and disciplinary actions applicable to employees and enterprise managers, as a basis for the formulation and implementation of the Collective Labour Agreement within the Company in accordance with applicable laws.	
17	Other Articles	Certain terms and references were not yet consistent.	To review, standardize and revise certain technical provisions throughout the Charter; update terminology, names of competent authorities and references to applicable laws and regulations; ensure consistency in wording, structure, formatting, and the numbering of articles, clauses and points; correct typographical errors, incorrect legal references and other matters in order to ensure the overall consistency and coherence of the Charter. Details are set out in the attached Draft Amended and Supplemented Charter.	To ensure that the Charter is consistent with applicable laws and regulations; to ensure consistency in its content, form and legislative drafting techniques; and to facilitate its practical implementation.

**SU PAN 2 HYDROPOWER
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Lao Cai, 17 August 2026

No.: 14/TTr-SD11-HDQT

PROPOSAL OF THE BOARD OF DIRECTORS

(Regarding approval of the list of nominees and candidates for election to the Board of Directors and the Supervisory Board of Su Pan 2 Hydropower Joint Stock Company for the remainder of the 2025-2030 term)

To: The General Meeting of Shareholders of Su Pan 2 Hydropower Joint Stock Company

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Charter on Organisation and Operation of Su Pan 2 Hydropower Joint Stock Company;*
- *Notice No. 12/2026/TB-HDQT dated 31 July 2026 of the Board of Directors regarding the nomination and candidacy of personnel for additional election to the Board of Directors and the Supervisory Board for the remainder of the 2025-2030 term;*
- *The nomination letters and candidacy applications for membership of the Board of Directors and the Supervisory Board of Su Pan 2 Hydropower Joint Stock Company submitted by the Company's shareholders;*
- *Resolution No. 17.08/NQ-SP2-HDQT dated 17 August 2026 of the Board of Directors regarding approval of the list of candidates for additional election to the Board of Directors and the Supervisory Board, and amendments to the Proposal concerning the Company's business lines and Charter.*

The Board of Directors of Su Pan 2 Hydropower Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the following list of nominees and candidates for election to the Board of Directors and the Supervisory Board for the remainder of the 2025-2030 term:

1. List of nominees and candidates for election to the Board of Directors for the remainder of the 2025-2030 term:

The candidates who satisfy the applicable eligibility requirements and have been nominated by the shareholders for additional election as members of the Board of Directors for the remainder of the 2025-2030 term are as follows:

1.1. Mr. Le Duc Dung

Date of birth: 04 December 1983 Ethnicity: Kinh Nationality: Vietnamese
Citizen ID/ID Card/Passport No.: 015083005290 Date of issue: 11 January 2024
Place of issue: Police Department for Administrative Management of Social Order
Permanent address: No. 15 Nguyen Quang Thai Street, Village 2, Van Ban Commune, Lao Cai Province
Education: Bachelor's degree Major: Automation

Current shareholding: 0 shares (In words: Zero shares)

Current position at Su Pan 2 Hydropower Joint Stock Company: General Director

1.2. Mr. Tran Van Hai

Date of birth: 21 September 1989 Ethnicity: Kinh Nationality: Vietnamese

Citizen ID/ID Card/Passport No.: 036089022783 Date of issue: 04 August 2022

Place of issue: Police Department for Administrative Management of Social Order

Permanent address: Nghia Hung Village, Nghia Lam Commune, Ninh Binh Province

Education: University degree Major: Construction Engineering

Current shareholding: 0 shares (In words: Zero shares)

Current position at Su Pan 2 Hydropower Joint Stock Company: None

1.3. Mr. Pham Tuan Huy

Date of birth: 03 December 1985 Ethnicity: Kinh Nationality: Vietnamese

Citizen ID/ID Card/Passport No.: 010085003212 Date of issue: 07 March 2025

Place of issue: Ministry of Public Security

Permanent address: No. 050 Da Tuong Street, Residential Group 33, Lao Cai Ward, Lao Cai Province

Education: University degree Major: Construction

Current shareholding: 0 shares (In words: Zero shares)

Current position at Su Pan 2 Hydropower Joint Stock Company: Deputy General Director

2. List of nominees and candidates for election to the Supervisory Board for the remainder of the 2025-2030 term:

The candidates who satisfy the applicable eligibility requirements and have been nominated by the shareholders for additional election as members of the Supervisory Board for the remainder of the 2025-2030 term are as follows:

2.1. Ms. Bui Ha Phuong Anh

Date of birth: 06 January 1999 Ethnicity: Kinh Nationality: Vietnamese

Citizen ID/ID Card/Passport No.: 010199002831 Date of issue: 07 March 2023

Place of issue: Police Department for Administrative Management of Social Order

Permanent address: Residential Group 1, Lao Cai Ward, Lao Cai Province

Education: University degree Major: International Economics

Current shareholding: 0 shares (In words: Zero shares)

Current position at Su Pan 2 Hydropower Joint Stock Company: None

2.2. Ms. Pham Thi Thoi

Date of birth: 14 November 1984 Ethnicity: Kinh Nationality: Vietnamese

Citizen ID/ID Card/Passport No.: 030184016212 Date of issue: 20 November 2024

Place of issue: Ministry of Public Security

Permanent address: Residential Group 37, Lao Cai Ward, Lao Cai Province

Education: Intermediate diploma Major: Accounting

Current shareholding: 0 shares (In words: Zero shares)

Current position at Su Pan 2 Hydropower Joint Stock Company: None

The Board of Directors of Su Pan 2 Hydropower Joint Stock Company hereby reports and respectfully submits the above list to the General Meeting of Shareholders for approval and for the election of replacement members of the Board of Directors and the Supervisory Board for the 2025-2030 term in accordance with the election regulations adopted by the General Meeting of Shareholders of the Company./.

Respectfully submitted!

Recipients:

- General Meeting of Shareholders;
- Members of the Board of Directors and the Supervisory Board;
- Filed at: Office.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



NGUYEN XUAN HONG

No.: 15 /TTr-HDQT

Lao Cai, 20 August 2026

PROPOSAL

Re: Approval of the acquisition of SP2 shares without conducting a public tender offer

To: Shareholders of Su Pan 2 Hydropower Joint Stock Company

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 of the National Assembly of the Socialist Republic of Vietnam and its implementing regulations;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019 of the National Assembly of the Socialist Republic of Vietnam and its implementing regulations;*
- *Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented;*
- *The Charter of Su Pan 2 Hydropower Joint Stock Company;*
- *Request Letter No. 45/CV-HT dated 18 August 2026 of Ha Thanh Energy Development Joint Stock Company regarding the proposed addition of an item concerning approval of the share acquisition;*
- *The requirements of the relevant parties.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the transfer of voting shares in Su Pan 2 Hydropower Joint Stock Company held by REE Energy Company Limited to Ha Thanh Energy Development Joint Stock Company, resulting in Ha Thanh Energy Development Joint Stock Company reaching the ownership thresholds specified in Clause 1, Article 35 of the Law on Securities No. 54/2019/QH14 without being required to conduct a public tender offer, with the following details:

1. Transferee:

- Ha Thanh Energy Development Joint Stock Company
- Enterprise Registration Certificate No. 5300790005, initially issued by the Lao Cai Provincial Department of Planning and Investment on 17 December 2020 and amended for the third time on 27 December 2024.
- Head office address: No. 041 Nguyen Thiep Street, Residential Group 27, Lao Cai Ward, Lao Cai Province

• Information on the shares proposed to be acquired:

- Name of shares: Shares of Su Pan 2 Hydropower Joint Stock Company
- Ticker symbol: SP2
- Type of shares: Ordinary shares
- Par value: VND 10,000 per share
- Current shareholding: 0 shares, representing 0% of the total voting shares;



- Number of shares registered for acquisition: 8,068,250 shares, representing 39.12% of the total voting shares;

2. Transferor:

- REE Energy Company Limited.
 - Enterprise Registration Certificate No. 0316514160, initially issued by the Ho Chi Minh City Department of Finance on 30 September 2020 and amended for the sixth time on 17 November 2025.
 - Head office address: 364 Cong Hoa Street, Tan Binh Ward, Ho Chi Minh City, Vietnam.
 - Current shareholding: 8,068,250 shares, representing 39.12% of the total voting shares;
- Transaction method: Acquisition by transfer through order-matching transactions and/or put-through transactions in accordance with the regulations of the Stock Exchange.
 - Ha Thanh Energy Development Joint Stock Company shall not be required to conduct a public tender offer when acquiring voting shares of SP2, resulting in Ha Thanh Energy Development Joint Stock Company and its related persons directly or indirectly reaching or exceeding the ownership thresholds of 35%, 45% and 55% of the voting shares of Su Pan 2 Hydropower Joint Stock Company.
 - Implementation period: After approval by the General Meeting of Shareholders of SP2.
 - The General Meeting of Shareholders authorises the Board of Directors of the Company to decide on matters relating to the above share transfer in order to ensure the implementation of the matters approved by the General Meeting of Shareholders in compliance with applicable laws and the Company's Charter.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As stated above;
- Company's website (information disclosure);
- Filed at: Office.

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



NGUYEN XUAN HONG