SU PAN 2 HYDROPOWER JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM** **Independence – Freedom – Happiness**
No.: 13/TTr-SP2-HĐQT	*Lao Cai, August 17, 2026*

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 *(excluding transmission and distribution of the national power grid)*	Decree No. 61/2025/NĐ-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

M.S.D.N: 5300226455 - C.T.C.P
CÔNG TY CỔ PHẦN THỦY ĐIỆN SỬ PÁN 2

Nguyen Xuan Hong

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
			law on enterprises, securities, and the securities market.	
4	Article 4	Updated business lines in accordance with 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. _In particular, Shareholders shall approve the Company's annual financial statements and the financial budget for the following fiscal year. Independent_	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, _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._	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 in this manner, 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/NĐ-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, *electronic voting data, audio or video recordings, or other electronic data (if any),*	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.	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.	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.	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 provisio
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

No.: 14/TTr-SD11-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Lao Cai, 17 August 2026

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

M.S.D.N: 5300226455 - C.T.C.P
CÔNG TY
CỔ PHẦN
THỦY ĐIỆN
SỬ PÁN 2
X. BẢN HỒ - T. LÀO CAI

NGUYEN XUAN HONG