**TDN: Extraordinary General Mandate 2023**

On December 28, 2023, Vinacomin - DeoNai Coal JSC announced General Mandate No. 22/NQ-DHDCD/2023 as follows:

‎‎Article 1. Approve the consolidation plan of Vinacomin - Coc Sau Coal JSC and Vinacomin - DeoNai Coal JSC;

‎‎Article 2. Approve the draft consolidation contract between Vinacomin - Coc Sau Coal JSC and Vinacomin - DeoNai Coal JSC. The General Meeting of Shareholders authorizes the Board of Directors of the Company to negotiate, supplement and complete the consolidation contract in accordance with the actual situation and the relevant legal regulations;

‎‎Article 3. Approve the Charter of the Company after the consolidation and the supplement to the business lines of the Consolidated Company;

‎‎Article 4. Approve the share issuance Plan for swapping

Plan on share issuance for swapping

1. Plan on share issuance to carry out business consolidation

* Name of Issuer: Công ty cổ phần Than Đèo Nai – Cọc Sáu – TKV (tentatively translated as Deo Nai - Coc Sau Coal JSC)
* Share name: Shares of Deo Nai - Coc Sau Coal JSC
* Share type: Common share
* Share par value: VND 10,000/share.
* Number of shares expected to be issued: 61,935,202 shares
* Total expected value of issuance at par value: VND 619,352,020,000
* Subject of the issuance: Existing shareholders of Coc Sau Coal Joint Stock Company - Vinacomin and Vinacomin - Deo Nai Coal Joint Stock Company according to the list of shareholders at the record date for the list of shareholders to swap.
* Issue method: The Consolidated Company will issue 61,935,202 shares to swap for all shares of shareholders in the Consolidated Company, in which:
* Swap rate for shareholders of Coc Sau Coal Joint Stock Company - Vinacomin: 1:1

01 share of Coc Sau Coal Joint Stock Company - Vinacomin will be swapped with 01 share of the Consolidated Company.

* Swap rate for shareholders of Vinacomin - Deo Nai Coal Joint Stock Company: 1:1.

01 share of Vinacomin - Deo Nai Coal Joint Stock Company will be swapped with 01 share of the Consolidated Company.

Example 1: On the record date for the list of TC6 shareholders to swap for shares, shareholder Nguyen Van A owns 123 TC6 shares. At that time, shareholder A will be entitled to 123 rights. These 123 rights will be entitled to swap for the corresponding number of shares of the Consolidated Company: 123 X 1 = 123 shares.

Example 2: On the record date for the list of TDN shareholders to swap for shares, shareholder Nguyen Van B owns 123 TDN shares. At that time, shareholder B will be entitled to 123 rights. These 123 rights will be entitled to swap for the corresponding number of shares of the Consolidated Company: 123 X 1 = 123 shares.

* Meeting regulations on foreign ownership rate: The General Meeting of Shareholders authorizes the Board of Directors to approve a plan to ensure that the share issuance meets the regulations on foreign ownership rate as prescribed by law.
* Transfer restrictions: All shares issued for swap are not subject to transfer restrictions.
* Expected implementation time: In 2024, after approval from State Securities Commission. The General Meeting of Shareholders authorizes the Board of Directors to select and decide on the appropriate implementation time.
* Registration for depository and trading of issued shares: Issued shares will be registered at the Vietnam Securities Depository and Clearing Corporation and registered for trading at Upcom of the Hanoi Stock Exchange in accordance with the provisions of law.

‎‎Article 5. Approve the production and business Plan of the Consolidated Company: The General Meeting of Shareholders authorizes the Board of Directors of the Company to coordinate with Vinacomin - Coc Sau Coal JSC to implement the relevant contents to ensure the highest efficiency for the Consolidated Company.

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| STT | Target | 2024 Plan |
| 1 | Revenue (Million VND) | 5,824,582 |
| 2 | Profit after tax (million VND) | 67,766 |
| 3 | Profit after tax/revenue (%) | 1.16% |
| 4 | Profit after tax/owners’ equity (ROE) (%) | 9.47% |
| 5 | Dividend rate (calculated on par value) (%) | 6% |

‎‎Article 6. Approve the expected Plan on profit distribution of 2023 of Vinacomin - DeoNai Coal JSC, specifically as follows:

* There will be no appropriation for investment and development funds.
* The cumulative profit after tax as of December 31, 2023 (in which the undistributed cumulative profit as of June 30, 2023 is: VND 26,473,017,011); funds that are not under the owners’ equity according to the Audited Financial Statements as of December 31, 2023 (if any) belong to the decision-making right of the shareholders of Vinacomin - DeoNai Coal JSC after being reversed to the deferred tax assets (if any). The specific profit distribution plan and the dividend distribution plan will be approved at the Annual General Meeting of Shareholders 2024 of Vinacomin - DeoNai Coal JSC.

Article 7. Approve the number of members of the Board of Directors as 5 members, acknowledge the voting results and decide that the following persons have been elected as members of the Board of Directors of Deo Nai - Coc Sau Coal JSC (term of 5 years) from the date the Company officially operates.

1. Mr. Nguyen Trong Tot - Member of the Board of Directors;
2. Mr. Dang Thanh Binh - Member of the Board of Directors;
3. Mr. Nguyen Van Thuan - Member of the Board of Directors
4. Mr. Vu Trong Hung - Member of the Board of Directors;
5. Mr. Nguyen Tan Long - Member of the Board of Directors;

‎‎Article 8. Approve the number of members of the Supervisory Board as 3 members, acknowledge the voting results and decide that the following persons have been elected as members of the Supervisory Board of Deo Nai - Coc Sau Coal JSC (term of 5 years) from the date the Company officially operates.

1. Ms. Nguyen Thi Luong Anh - Member of the Supervisory Board
2. Ms. Nguyen Thi Yen - Member of the Board of Directors
3. Ms. Tran Thi Diep - Member of the Board of Directors

‎‎Article 9. Acknowledge the voting results and decide that the following persons have been elected as the Chair of the Board of Directors and the Chief of the Supervisory Board of Deo Nai - Coc Sau Coal JSC (term of 5 years) from the date the Company officially operates.

1. Mr. Nguyen Trong Tot - Holds the position of Chair of the Board of Directors
2. Ms. Nguyen Thi Luong Anh - Holds the position of Chief of the Supervisory Board

‎‎Article 10. Acknowledge the voting results and elect Mr. Dang Thanh Binh to the position of Manager of Deo Nai - Coc Sau Coal JSC (term of 5 years) from the date the Company officially operates.

‎‎Article 11. The Extraordinary General Meeting of Shareholders authorizes the Board of Directors of Vinacomin - DeoNai Coal JSC to actively complete the procedures, documents related to the consolidation of Vinacomin - Coc Sau Coal JSC and Vinacomin - DeoNai Coal JSC.

‎‎Article 12. Terms of enforcement:

The Extraordinary General Meeting of Shareholders in 2023 of Vinacomin - DeoNai Coal JSC was conducted publicly, transparently, and legally.

This General Mandate takes effect from the date of its signing. The General Meeting authorized the Board of Directors of Vinacomin - DeoNai Coal JSC to be responsible for the implementation of tasks approved by the Meeting, ensuring the benefits of Shareholders and the Company as per the law.