

No: 2764/TTr-PPC

Hai Duong, June 4, 2025

PROPOSAL

**Regarding the amendment and supplementation of the Company's
Charter on Organization and Operations; The Internal Regulations on
Corporate Governance; and the Regulations on the Operations of
the Company's Board of Directors**

To: Annual General Meeting of Shareholders

Based on the Securities Law No. 54/2019/QH14;

Based on the Enterprise Law No. 59/2020/QH14;

Based on the Charter of Pha Lai Thermal Power Joint Stock Company;

*Based on Circular No. 116/2020 dated December 31, 2020, of the Ministry
of Finance, guiding several articles on corporate governance applicable to public
companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the
Government, detailing the implementation of several articles of the Securities Law;*

*Based on Resolution No. 128/NQ-HDQT dated June 3, 2025 of the Board of
Directors of Pha Lai Thermal Power Joint Stock Company, approving the voting
agenda for the 2025 Annual General Meeting of Shareholders.*

The Board of Directors of Pha Lai Thermal Power Joint Stock Company respectfully submits to the Company's 2025 Annual General Meeting of Shareholders for approval the proposed amendments and additions to the Company's Charter on Organization and Operations, the Internal Regulations on Corporate Governance, and the Regulations on the Operations of the Company's Board of Directors.

*The appendix with proposed amendments and the draft Charter and
Regulations are enclosed.*

We respectfully submit to the General Meeting of Shareholders to consider and vote for approval.

Sincerely./.

To:
- As above;
- File: Office,
Administrative and Labor
Department.

**ON BEHALF OF THE BOD
CHAIRMAN**



Mai Quốc Long

Appendix I
PROPOSED AMENDMENTS AND ADDITIONS TO THE CHARTER
OF PHA LAI THERMAL POWER JOINT STOCK COMPANY

No.	Article/ Clause	Current Content of PPC's Charter (2024)	Amended/Supplemented Content	Reason for Amendment/Supplement
1.	Article 28	Article 28. Powers and obligations of the Board of Directors 1. The business activities and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors <u>is the body with full power to exercise the rights and obligations of the Company that are not under the authority of the General Meeting of Shareholders.</u> 2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations: a. Decide on the Company's strategy, medium-term development plan, and annual business plan; b. Determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders; c. Appoint and dismiss, sign contracts, and terminate contracts with the General Director and other executives, and decide on their salaries; d. Supervise and direct the General Director and	Article 28. Powers and obligations of the Board of Directors 1. The business operations and affairs of the Company must be under the supervision and direction of the Board of Directors. The Board of Directors <u>is the Company's management body, fully authorized to decide and exercise the Company's rights and obligations on behalf of the Company, except for powers belonging to the General Meeting of Shareholders.</u> 2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations: a) Decide on the Company's strategy, medium-term development plan, and annual business plan; b) Propose the types of shares and the total number of shares authorized for offering for each type; c) Decide on the sale of unsold shares within the authorized offering limit for each type; decide on additional capital mobilization through other forms;	This is in accordance with Clause 1, Article 153 of the Enterprise Law, and Clauses 2 and 3, Article 27 of the mẫu Điều lệ (model Charter) issued with Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance.

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		other executives; e. Resolve the Company's complaints against its executives and decide on the Company's representation to handle legal procedures related to such executives; f. Decide on the Company's organizational structure, the establishment of subsidiaries, branches, representative offices, and capital contributions or share purchases in other enterprises; g. Propose the reorganization or dissolution of the Company; h. Decide on the internal corporate governance regulations after approval by the General Meeting of Shareholders for effective shareholder protection; i. Approve the agenda and content of documents for General Meeting of Shareholders meetings, convene General Meeting of Shareholders meetings, or seek opinions for the General Meeting of Shareholders to approve decisions; j. Propose the annual dividend rate; decide on the timing and procedures for dividend payment; k. Propose the types of shares to be issued and the total number of shares to be issued for each type; l. Propose the issuance of convertible bonds and bonds with warrants; m. Decide on the offering price of shares and bonds in cases authorized by the General Meeting of Shareholders;	d) Decide on the selling price of the Company's shares and bonds; e) Decide on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Enterprise Law; f) Decide on investment plans and projects within the authority and limits prescribed by law; g) Decide on market solutions and technology development; h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, excluding contracts and transactions falling under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138 and Clauses 1, 3, Article 167 of the Enterprise Law; i) Elect, dismiss, and remove the Chair of the Board of Directors; appoint, dismiss, sign contracts with, and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, and other positions as stipulated in the Company's internal management regulations; decide on the salaries, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Members' Council/Board of Directors or General Meeting of Shareholders in other companies, and decide	

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		n. Submit audited annual financial reports and corporate governance reports to the General Meeting of Shareholders; o. Report to the General Meeting of Shareholders on the Board of Directors' appointment of the General Director; p. Other rights and obligations (if any). 3. The following matters must be approved by the Board of Directors: a. Establishment of the Company's branches or representative offices; b. Establishment of the Company's subsidiaries; c. Within the scope prescribed in Clause 2, Article 153 of the Enterprise Law, and except for cases prescribed in Clause 2, Article 138 and Clauses 1, 3, Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the execution, amendment, and cancellation of the Company's contracts falling under the Board of Directors' authority; d. Appointment and dismissal of persons authorized by the Company as its commercial representatives and lawyers; e. The Company's borrowing, lending, and the execution of mortgages, guarantees, suretyships, and indemnities; approval of commercial electricity purchase and sale contracts with Vietnam Electricity Group and other contracts valued at VND 5,000,000,000 (five billion) or more;	on their remuneration and other benefits;; j) Supervise and direct the General Director and other executives in the daily business operations of the Company; k) Decide on the Company's organizational structure, the Company's internal management regulations, decide on the establishment of subsidiaries, branches, representative offices, and capital contributions or share purchases in other enterprises; l) Approve the agenda, content, and documents for General Meeting of Shareholders meetings; convene General Meeting of Shareholders meetings or solicit opinions for the General Meeting of Shareholders to approve resolutions; m) Submit the audited annual financial statements to the General Meeting of Shareholders; n) Propose the annual dividend rate, decide on the timing and procedures for dividend payment or handling losses arising from business operations; o) Propose the reorganization or dissolution of the Company, and request the Company's bankruptcy; p) Decide on the promulgation of the Board of Directors' Operating Regulations, the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide on the promulgation of the Company's Information Disclosure Regulations;	

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		f. Investments not included in the business plan and budget of VND 500 million or more, or <u>investments exceeding 10% of the value of the annual business plan and budget</u>; g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad; h. The valuation of assets contributed to the Company other than in cash during the Company's share or bond issuance, including gold, land use rights, intellectual property rights, technology, and technological know-how; i. Decisions on the repurchase price or redemption of the Company's shares; j. Business matters or transactions that the Board decides require approval within its powers and responsibilities. 4. The Board of Directors must report to the General Meeting of Shareholders on its operations, specifically the Board's supervision of the General Director and other executives during the fiscal year. If the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements will be considered invalid and not approved by the Board of Directors. 5. Unless otherwise stipulated by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to act on behalf of the Company.	q) Decide on the establishment of Board of Directors sub-committees after approval by the General Meeting of Shareholders; define the functions and duties of sub-committees under the Board of Directors; r) Approve the organizational and operational charter, financial management regulations, and supervisor operational regulations at 100% wholly-owned subsidiaries of the Company; approve the organizational and operational regulations of the Company's affiliated units; s) Other rights and obligations as stipulated by the Enterprise Law, Securities Law, other legal provisions, the Company's Charter, and the Company's internal management regulations. 3. The Board of Directors must report to the General Meeting of Shareholders on the Board's operational results as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of several articles of the Securities Law.	
2.	Clause 3	Article 36. Appointment, Dismissal, Duties,	Article 36. Appointment, Dismissal, Duties,	This is applied in accordance

No.	Article/ Clause	Current Content of PPC's Charter (2024)	Amended/Supplemented Content	Reason for Amendment/Supplement
	Article 36	and Powers of the General Director 1. The Board of Directors appoints one (01) member of the Board of Directors or another individual as General Director; signs a contract specifying their remuneration, salary, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the annual General Meeting of Shareholders, presented as a separate item in the annual Financial Statements, and stated in the Company's Annual Report. 2. The General Director's term of office shall not exceed five (05) years and may be reappointed. The appointment may become void based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the general standards and conditions prescribed by law, the company's Charter, and ensure the following conditions: b) Must not have a family relationship with a business manager or Controller of the company and its parent company; or with a representative of state capital or a representative of enterprise capital in the company and its parent company; c) Possess professional qualifications and experience in the company's business management. 3. The General Director has the following rights and obligations: a. Implement the resolutions of the Board of	and Powers of the General Director 1. The Board of Directors appoints a member of the Board of Directors or hires another person to serve as General Director. 2. The General Director manages the Company's daily business operations; is under the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for exercising the assigned rights and obligations. 3. The term of office for the General Director is 05 (five) years and they may be reappointed for an unlimited number of terms. The General Director must meet the conditions and standards as prescribed by law, the company's Charter, and the standards and conditions set forth in the Company's Internal Corporate Governance Regulations and/or the Company's Personnel Regulations (if any). 4. The General Director has the following rights and obligations: a) Decide on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors; b) Organize the implementation and evaluate the results of resolutions of the Board of Directors; c) Organize the implementation of the Company's production and business plan and investment proposals; d) Propose the Company's organizational structure plan and internal management	with the provisions of Article 162 of the Enterprise Law, Article 35 of the model Charter issued with Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance, and Article 35 of EVNGENCO2's Charter.

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	Directors and the General Meeting of Shareholders, and the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders; b. Decide on matters that do not require a decision from the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and conducting the Company's daily business operations according to best management practices; c. Propose to the Board of Directors the Company's organizational structure plan and internal management regulations; d. Propose measures to enhance the Company's operations and management; e. Propose the number of executives and management positions from department head level or equivalent upwards for the Board of Directors to appoint or dismiss according to internal regulations, and propose remuneration, salary, and other benefits for the Board of Directors to decide;; f. <u>Decide on the number of employees, their appointment, dismissal, salary, allowances, benefits, and other terms related to labor contracts for positions from Deputy Department Head level or equivalent downwards;</u> g. By October 5th annually, the General Director must submit to the Board of Directors for	regulations; e) Appoint, dismiss, and remove management positions within the Company, except for those positions under the authority of the Board of Directors; f) Decide on salaries and other benefits for employees within the Company, including managers appointed by the General Director; g) Recruit labor; h) Propose plans for dividend distribution or handling business losses of the Company; i) By September 20th annually, the General Director shall submit to the Board of Directors for approval a detailed production and business plan for the subsequent fiscal year, based on meeting the requirements of the appropriate budget as well as the Company's 05-year and long-term financial plans; j) Propose extraordinary meetings of the Board of Directors as stipulated in this Charter; k) Sign contracts and agreements on behalf of the Company within their authority; l) Other rights and duties as prescribed by law, this Charter, the Company's internal regulations, and decisions of the Board of Directors. 5. he Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve and appoint a new General Director as a replacement..		

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		approval a detailed business plan for the next fiscal year, based on meeting the requirements of the corresponding budget and the five (05) year financial plan; h. Prepare the Company's long-term, annual, and quarterly forecasts (hereinafter referred to as forecasts) to serve the Company's long-term, annual, and quarterly management activities according to the business plan. The annual forecast (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations; i. Other rights and obligations as stipulated by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and labor contracts signed with the Company. 4. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested. 5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve and appoint a new General Director as a replacement.		

**PROPOSED AMENDMENTS AND ADDITIONS
TO PPC'S BOARD OF DIRECTORS OPERATING REGULATIONS
AND PPC'S INTERNAL CORPORATE GOVERNANCE REGULATIONS**

No.	Article/ Clause	Current Content	Amended/Supplemented Content	Reason for Amendment/Sup- plement
I	Board of Directors operating regulations			
1.	Article 15	Article 15. Rights and obligations of the Board of Directors 1. The Board of Directors is the Company's governing body, fully authorized to act on behalf of the Company to decide and exercise its rights and obligations, except for those powers and obligations falling under the authority of the General Meeting of Shareholders. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations: a. Decide on the Company's strategy, medium-term development plan, and annual business plan; b. Propose the types of shares and the total number of shares authorized for offering for each type; c. Decide on the sale of unsold shares within the authorized offering limit for each type; decide on additional capital mobilization through other forms; d. Decide on the selling price of the Company's	Article 15. Rights and obligations of the Board of Directors 1. The business operations and affairs of the Company must be under the supervision and direction of the Board of Directors. The Board of Directors is the Company's managing body, fully authorized to decide and exercise the Company's rights and obligations on behalf of the Company, except for those powers belonging to the General Meeting of Shareholders. 2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations: a) Decide on the Company's strategy, medium-term development plan, and annual production and business plan; b) Propose the types of shares and the total number of shares authorized for offering for each type; c) Decide on the sale of unsold shares within the authorized offering limit for each type; decide on additional capital mobilization through other forms; d) Decide on the selling price of the Company's	Adjustment for consistency with Amendments in Article 28 of PPC's Charter

No.	Article/ Clause	Current Content	Amended/Supplemented Content	Reason for Amendment/Sup plement
		shares and bonds; e. Decide on share repurchases as stipulated in Clauses 1 and 2, Article 133 of the Enterprise Law; f. Decide on investment plans and projects within the authority and limits prescribed by law; g. Decide on market development, marketing, and technology solutions; h. Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions as decentralized in the Company's Charter; i. Elect, dismiss, and remove the Chair of the Board of Directors; appoint, dismiss, sign contracts with, and terminate contracts with the Director or General Director and other important managers as stipulated by the company's Charter;; decide on the salaries, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, and decide on their remuneration and other benefits; j. Supervise and direct the Director or General Director and other managers in the daily business operations of the Company;	shares and bonds; e) Decide on share repurchases as stipulated in Clauses 1 and 2, Article 133 of the Enterprise Law; f) Decide on investment plans and projects within the authority and limits prescribed by law; g) Decide on market solutions and technology development; h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, excluding contracts and transactions falling under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138 and Clauses 1, 3, Article 167 of the Enterprise Law; i) Elect, dismiss, and remove the Chair of the Board of Directors; appoint, dismiss, sign contracts with, and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, and other positions as stipulated in the Company's internal management regulations; decide on the salaries, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Members' Council/Board of Directors or General Meeting of Shareholders in other companies, and decide on their remuneration and other benefits; j) Supervise and direct the General Director and other executives in the daily business operations of the	

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		k. Decide on the Company's organizational structure, the Company's internal management regulations, decide on the establishment of subsidiaries, branches, representative offices, and capital contributions or share purchases in other enterprises; l. Approve the agenda, content, and documents for General Meeting of Shareholders meetings; convene General Meeting of Shareholders meetings or solicit opinions for the General Meeting of Shareholders to approve resolutions; m. Submit audited annual financial statements to the General Meeting of Shareholders; n. Propose the dividend payout rate; decide on the timing and procedures for dividend payment or handling losses incurred during business operations; o. Propose the reorganization or dissolution of the Company; request the Company's bankruptcy; p. Decide on the promulgation of the Board of Directors' Operating Regulations, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; decide on the promulgation of the Operating Regulations of the Audit Committee under the Board of Directors, the Company's Information Disclosure	Company; k) Decide on the Company's organizational structure, the Company's internal management regulations, decide on the establishment of subsidiaries, branches, representative offices, and capital contributions or share purchases in other enterprises; l) Approve the agenda, content, and documents for General Meeting of Shareholders meetings; convene General Meeting of Shareholders meetings or solicit opinions for the General Meeting of Shareholders to approve resolutions; m) Submit audited annual financial statements to the General Meeting of Shareholders; n) Propose the annual dividend rate, decide on the timing and procedures for dividend payment or handling losses incurred during business operations; o) Propose the reorganization or dissolution of the Company, request the Company's bankruptcy; p) Decide on the promulgation of the Board of Directors' Operating Regulations, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; decide on the promulgation of the Company's Information Disclosure Regulations; q) Decide on the establishment of Board of Directors sub-committees after approval by the General Meeting of Shareholders; Regulate the functions and duties of sub-committees under the Board of Directors; r) Approve the organizational and operational	

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		Regulations (if any); q. Decide on investment plans and carry out investor duties as stipulated by Law; r. Be responsible before the Law and before the GMS for operational results as well as for mismanagement, violations of the Charter, and violations of Law causing damage to the Company; s. Submit to the GMS for decision the contents specified in the Company's Charter; t. Direct the implementation of strategies, production and business plans, and 5-year development investment plans; decide on the Company's annual production and business plans and development investment plans; u. Approve the production and business operation plan proposed by the General Director for GMS approval; v. Approve financial reports, profit distribution, appropriation and use of funds to be submitted to the GMS for approval; w. Appoint, dismiss, remove, reappoint, rotate, transfer, etc., the General Director, Deputy General Directors, Chief Accountant, person in charge of the company, Company Secretary, Department Head or equivalent and above, while	charter, financial management regulations, and supervisor operational regulations at wholly-owned subsidiaries of the Company; approve the organizational and operational regulations of the Company's affiliated units; s) Other rights and obligations as stipulated by the Enterprise Law, Securities Law, other legal provisions, the Company's Charter, and the Company's internal management regulations; 3. The Board of Directors must report to the General Meeting of Shareholders on the Board's operational results as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of several articles of the Securities Law. 4. The Board of Directors passes resolutions and decisions by voting at meetings, soliciting opinions in writing, or other forms as stipulated by the company's Charter. Each member of the Board of Directors has one vote. 5. If a resolution or decision adopted by the Board of Directors violates legal provisions, a resolution of the General Meeting of Shareholders, or the company's Charter, causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally liable for that resolution or decision and must compensate the Company for damages; members who voted against the said resolution or decision shall be exempted from liability. In this case, the Company's	

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		ensuring the principle of not exceeding the approved/sanctioned organizational structure and staffing limits by competent authorities; x. Decide on the appointment of representatives to manage the Company's capital contributions in subsidiaries and associated companies; y. Nominate management personnel to run as candidates for members of the Board of Directors, Supervisory Board at subsidiaries, and associated companies; z. Promulgate internal management operational regulations; aa. <u>Borrowing, lending, and the execution of mortgages, guarantees, suretyships, and indemnities by the Company. Approve commercial electricity purchase and sale contracts with Vietnam Electricity Group and other contracts valued at VND 5 billion or more;</u> bb. <u>Approve the contractor selection plan for all bidding packages regardless of value; approve the Estimate, contractor selection plan, bid invitation documents, and contractor selection results for values of VND 5 billion or more;</u> cc. <u>Investments not included in the production and business plan of VND 500 million or more;</u> dd. The purchase or sale of shares, capital	shareholders have the right to request the Court to suspend or annul the said resolution or decision.	

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		contributions in other companies established in Vietnam or abroad; ee. Decide on the amount of bonuses to be distributed to each member of the Board of Directors, members of the Company's Executive Board based on the total bonus amount approved by the GMS; ff. Decide on the salary scale, payroll, unit labor cost or salary fund, and salary payment regime for the Company's employees and management personnel as stipulated by Law; gg. Decide or authorize the General Director to decide on investment projects, capital mobilization plans, lending, leasing, purchasing, selling fixed assets, outward investment projects, and other contracts within the Board of Directors' authority as stipulated by law; hh. Based on relevant legal provisions, approve or endorse: (i) The Company's labor norms; (ii) The Company's unit labor cost or salary fund. ii. Decide on the organizational management plan, business organization, staffing, and use of the management apparatus, planning, and labor training;		

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		jj. Other rights and obligations as stipulated by the Enterprise Law, Securities Law, other legal provisions, and the Company's Charter. The Board of Directors passes resolutions and decisions by voting at meetings, soliciting opinions in writing, or other forms as stipulated by the company's Charter. Each member of the Board of Directors has one vote. If a resolution or decision adopted by the Board of Directors violates legal provisions, a resolution of the General Meeting of Shareholders, or the company's Charter, causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally liable for that resolution or decision and must compensate the Company for damages; members who voted against the said resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the said resolution or decision.		
2.	Article 26	Article 26. Relationship with the Executive Board 1. The Board of Directors (BOD) leads the Company's Executive Board in managing its operational apparatus to achieve the Company's production and business goals. This leadership is exercised through Resolutions and directives based on the General Meeting of Shareholders' (GMS) Resolutions and orientations.	Article 26. Relationship with the Executive Board 1. The Board of Directors (BOD) leads the Company's Executive Board in managing the operational apparatus to achieve the Company's production and business objectives. This is done through Resolutions and directives based on the General Meeting of Shareholders' (GMS) Resolutions and orientations. 2. The BOD is responsible for supervising and	Content point 6 is not within the scope of PPC's Board of Directors Operating Regulations.

No.	Article/ Clause	Current Content	Amended/Supplemented Content	Reason for Amendment/Sup plement
		2. The BOD is responsible for supervising and directing the General Director's operational activities. It has the right to request information from the General Director regarding these operations. 3. The General Director carries out operational activities within the scope of duties and powers defined in the Company's Charter or other authorizations from the BOD. This is done to implement the Resolutions of the GMS and BOD, and the production, business, and investment plans approved by the GMS and BOD. 4. The General Director is responsible for proposing and recommending to the BOD matters that fall outside the General Director's authority. The General Director also reports to the Chairman of the BOD to seek guidance on resolving difficulties and issues that arise during management and operations to fulfill the Company's objectives. 5. The Company's General Director must submit monthly reports to the BOD on the results of production, business, investment, and other related Company matters. 6. <u>The General Director signs and approves:</u> a. <u>Estimates, procurement procedures, and contracts valued at less than VND 5 billion;</u> b. <u>Investments not included in the production and business plan, valued at less than VND 500 million;</u>	directing the General Director's operational activities. It has the right to request information from the General Director regarding these operations. 3. The General Director carries out operational activities within the scope of duties and powers defined in the Company's Charter or other authorizations from the BOD. This is to implement the Resolutions of the GMS and BOD, and the production, business, and investment plans approved by the GMS and BOD. 4. The General Director is responsible for proposing and recommending to the BOD matters that fall outside the General Director's authority. The General Director also reports to the Chairman of the BOD to seek guidance on resolving difficulties and issues that arise during management and operations to fulfill the Company's objectives. 5. The Company's General Director must submit monthly reports to the BOD on the results of production, business, investment, and other related Company matters. Drop Clause 6.	

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		c. Incurred items with a value of less than VND 1 billion within the annual plan; d. <u>Appointment, dismissal, removal, reappointment, rotation, transfer, etc., of Deputy Department Heads or equivalent positions downwards, after receiving policy consensus from the BOD, provided that the approved/sanctioned organizational structure and staffing limits by competent authorities are not exceeded.</u>		
II	Internal Regulations on Corporate Governance			
1.	Article 3	Article 3. The Board of Directors 1. Role, rights, and obligations of the Board of Directors; responsibilities of Board members a) The Board of Directors is the Company's management body, fully authorized to act on behalf of the Company to decide and exercise the Company's rights and obligations, except for those powers and obligations falling under the authority of the General Meeting of Shareholders. b) The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations: - The Company's business operations and affairs must be under the supervision and direction of the Board of Directors. The Board of Directors is the body fully empowered to exercise the Company's rights and obligations not falling under the authority of the General Meeting of Shareholders.	Article 3. The Board of Directors 1. The Company's business operations and affairs must be under the supervision and direction of the Board of Directors. The Board of Directors is the Company's governing body, fully authorized to act on behalf of the Company to decide and exercise the Company's rights and obligations, except for those powers belonging to the General Meeting of Shareholders. 2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations: a) Decide on the Company's strategy, medium-term development plan, and annual production and business plan; b) Propose the types of shares and the total number of shares authorized for offering for each type; c) Decide on the sale of unsold shares within the	In line with the amendment to Article 28 of PPC's Charter.

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		- The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations: + Decide on the Company's strategy, medium-term development plan, and annual business plan; + Determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders; + Appoint and dismiss, sign contracts with, and terminate contracts with the General Director and other executives, and decide on their salaries; + Supervise and direct the General Director and other executives; + Resolve the Company's complaints against its executives and decide on the Company's representation to handle legal procedures related to such executives; + Decide on the Company's organizational structure, the establishment of subsidiaries, branches, representative offices, and capital contributions or share purchases in other enterprises; + Propose the reorganization or dissolution of the Company; + Decide on the internal corporate governance regulations after approval by the General Meeting of Shareholders for effective shareholder protection;	authorized offering limit for each type; decide on additional capital mobilization through other forms; d) Decide on the selling price of the Company's shares and bonds; e) Decide on share repurchases as stipulated in Clauses 1 and 2, Article 133 of the Enterprise Law; f) Decide on investment plans and projects within the authority and limits prescribed by law; g) Decide on market solutions and technology development; h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, excluding contracts and transactions falling under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138 and Clauses 1, 3, Article 167 of the Enterprise Law; i) Elect, dismiss, and remove the Chair of the Board of Directors; appoint, dismiss, sign contracts with, and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, and other positions as stipulated in the Company's internal management regulations; decide on the salaries, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Members' Council/Board of Directors or General Meeting of Shareholders in other companies, and decide on their remuneration	

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		+ Approve the agenda and content of documents for General Meeting of Shareholders meetings, convene General Meeting of Shareholders meetings, or seek opinions for the General Meeting of Shareholders to approve decisions; + Propose the annual dividend rate; decide on the timing and procedures for dividend payment; + Propose the types of shares to be issued and the total number of shares to be issued for each type; + Propose the issuance of convertible bonds and bonds with warrants; + Decide on the offering price of shares and bonds in cases authorized by the General Meeting of Shareholders; + Submit audited annual financial reports and corporate governance reports to the General Meeting of Shareholders; + Report to the General Meeting of Shareholders on the Board of Directors' appointment of the General Director; + Other rights and obligations (if any). - The following matters must be approved by the Board of Directors: + Establishment of the Company's branches or representative offices; + Establishment of the Company's subsidiaries; + Within the scope prescribed in Clause 2, Article 153 of the Enterprise Law, and except for cases prescribed in Clause 2, Article 138 and Clauses 1,	and other benefits; j) Supervise and direct the General Director and other executives in the daily business operations of the Company; k) Decide on the Company's organizational structure, the Company's internal management regulations, decide on the establishment of subsidiaries, branches, representative offices, and capital contributions or share purchases in other enterprises; l) Approve the agenda, content, and documents for General Meeting of Shareholders meetings; convene General Meeting of Shareholders meetings or solicit opinions for the General Meeting of Shareholders to approve resolutions; m) Submit audited annual financial statements to the General Meeting of Shareholders; n) Propose the annual dividend rate, decide on the timing and procedures for dividend payment or handling losses incurred during business operations; o) Propose the reorganization or dissolution of the Company, request the Company's bankruptcy; p) Decide on the promulgation of the Board of Directors' Operating Regulations, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; decide on the promulgation of the Company's Information Disclosure Regulations; q) Decide on the establishment of Board of Directors sub-committees after approval by the General	

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		3, Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the execution, amendment, and cancellation of the Company's contracts falling under the Board of Directors' authority; + Appointment and dismissal of persons authorized by the Company as its commercial representatives and lawyers; + The Company's borrowing, lending, and the execution of mortgages, guarantees, suretyships, and indemnities; approve commercial electricity purchase and sale contracts with Vietnam Electricity Group and other contracts valued at VND 5,000,000,000 (five billion) or more; + Investments not included in the business plan and budget of VND 500 million or more, or investments exceeding 10% of the value of the annual business plan and budget; + The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad; + The valuation of assets contributed to the Company not in cash during the Company's share or bond issuance, including gold, land use rights, intellectual property rights, technology, and technological know-how; + The repurchase or redemption of not more than 10% of the total number of shares of each type offered within twelve (12) months;	Meeting of Shareholders; Regulate the functions and duties of sub-committees under the Board of Directors; r) Approve the organizational and operational charter, financial management regulations, and supervisor operational regulations at wholly-owned subsidiaries of the Company; approve the organizational and operational regulations of the Company's affiliated units; s) Other rights and obligations as stipulated by the Enterprise Law, Securities Law, other legal provisions, the Company's Charter, and the Company's internal management regulations. 3. The Board of Directors passes resolutions and decisions by voting at meetings, soliciting opinions in writing, or other forms as stipulated by the company's Charter. Each member of the Board of Directors has one vote. 4. If a resolution or decision adopted by the Board of Directors violates legal provisions, a resolution of the General Meeting of Shareholders, or the company's Charter, causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally liable for that resolution or decision and must compensate the Company for damages; members who voted against the said resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the said resolution or decision.	

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		+ Decide on the repurchase price or redemption of the Company's shares; + Business matters or transactions that the Board decides require approval within its powers and responsibilities. - The Board of Directors must report to the General Meeting of Shareholders on its operations, specifically the Board's supervision of the General Director and other executives during the fiscal year. If the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements will be considered invalid and not approved by the Board of Directors. - Unless otherwise stipulated by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to act on behalf of the Company.	5. The Board of Directors must report to the General Meeting of Shareholders on the Board's operational results as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of several articles of the Securities Law, specifically as follows: The report on the Board of Directors' operations submitted to the annual General Meeting of Shareholders as stipulated in Point c, Clause 3, Article 139 of the Enterprise Law and the company's Charter must ensure the following contents: a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as stipulated in Clause 3, Article 163 of the Enterprise Law and the company's Charter. b. Summary of Board of Directors' meetings and decisions. c. Report on transactions between the company, its subsidiaries, and companies controlled by the public company with over 50% of charter capital, with members of the Board of Directors and their related parties; transactions between the company and companies in which a Board of Directors member was a founding member or business manager within the last 03 years prior to the transaction date. d. Activities of independent Board of Directors members and independent members' evaluation results of the Board of Directors' operations (for	

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			listed companies). e. Activities of the Audit Committee under the Board of Directors in cases where the public company operates under the model specified in Point b, Clause 1, Article 137 of the Enterprise Law. f. Activities of other sub-committees under the Board of Directors (if any). g. Results of supervision over the General Director. h. Results of supervision over other executives. i. Future plans.	
2.	Clause 5	Clause 5. General Director 1. Role, responsibilities, rights, and obligations of the company's General Director a) The General Director is responsible for the Company's daily business operations. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for fulfilling assigned duties and powers, and must report to these bodies when requested. a) The General Director has the following rights and obligations: - Implement resolutions from the Board of Directors and the General Meeting of Shareholders, as well as the Company's business and investment plans approved by these bodies; - Decide on matters not requiring Board of Directors approval, including signing financial and commercial contracts on behalf of the Company, and organizing and operating the	Clause 5. General Director 1. The Board of Directors shall appoint a member of the Board of Directors or hire another individual to serve as General Director. 2. The General Director is responsible for the Company's daily business operations. They are subject to the supervision of the Board of Directors and are accountable to the Board of Directors and to the law for exercising their assigned rights and obligations. 3. The General Director's term of office is five (05) years and they may be reappointed for an unlimited number of terms. The General Director must meet the conditions and standards prescribed by law, the company's Charter, and the standards and conditions set forth in the Company's Internal Corporate Governance Regulations and/or the Company's Personnel Regulations (if any). 4. The General Director has the following rights and	Adjustments for consistency with Article 36 of PPC's Charter

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		Company's daily business in line with best management practices; - Propose to the Board of Directors organizational structure plans and internal management regulations for the Company; - Suggest measures to improve the Company's operations and management; - Propose the number of executives and management positions from department head level or equivalent upwards for the Board of Directors to appoint or dismiss according to internal regulations, and recommend their remuneration, salaries, and other benefits for Board of Directors' decision; - Decide on the number of employees, their appointment, dismissal, salaries, allowances, benefits, and other terms related to labor contracts for positions from Deputy Department Head level or equivalent downwards; - By October 5th annually, the General Director must submit to the Board of Directors for approval a detailed business plan for the next fiscal year, ensuring it meets relevant budget requirements and the five-year financial plan; - Prepare the Company's long-term, annual, and quarterly forecasts (hereinafter referred to as "forecasts") to support the Company's long-term, annual, and quarterly management activities in line with the business plan. The annual forecast	obligations: a) Decide on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors; b) Organize and evaluate the implementation of resolutions of the Board of Directors; c) Organize the implementation of the Company's production and business plan and investment proposals; d) Propose the Company's organizational structure plan and internal management regulations; e) Appoint, dismiss, and remove management positions within the Company, except for those positions under the authority of the Board of Directors; f) Decide on salaries and other benefits for employees within the Company, including managers appointed by the General Director; g) Recruit labor; h) Propose plans for dividend distribution or handling business losses of the Company; i) By September 20th annually, the General Director shall submit to the Board of Directors for approval a detailed production and business plan for the subsequent fiscal year, based on meeting the requirements of the appropriate budget as well as the Company's 05-year and long-term financial plans; j) Propose extraordinary meetings of the Board of Directors as stipulated in the Company's Charter;	



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		(including projected balance sheets, income statements, and cash flow statements) for each fiscal year must be submitted to the Board of Directors for approval and must include information stipulated in the Company's regulations; - Exercise other rights and obligations as stipulated by law, the Company's Charter, the Company's internal regulations, resolutions of the Board of Directors, and labor contracts signed with the Company.	k) Sign contracts and agreements on behalf of the Company within their authority; l) Other rights and duties as stipulated by law, the Company's Charter, the Company's internal regulations, and decisions of the Board of Directors. 5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve and appoint a new General Director as a replacement.	