

Số: /TTr-TCS-KH

Cam Pha, day month year 2025

DRAFT

PROPOSAL

Regarding the approval of the report on the implementation of contracts and transactions in 2024 and the proposal for the approval of contracts and transactions in 2025

To: The 2025 Annual General Meeting of Shareholders
Cao Son Coal Joint Stock Company

- Pursuant to the Law on Enterprise No.59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Organization of Cao Son Coal Joint Stock Company;

The Board of Directors of Cao Son Coal Joint Stock Company hereby reports and submits to the General Meeting of Shareholders for approval regarding the signing of contracts and transactions in accordance with Articles 164 and 167 of the Law on Enterprise dated June 17, 2020, with the details as follows:

I. Report on the Performance of Contracts and Transactions in 2024

Based on Resolution No. 01/NQ-TCS-DHDCD dated April 26, 2024, of the Annual General Meeting of Shareholders 2024, the Cao Son Coal Joint Stock Company has approved the transactions and contracts. The Company reports the results of the execution of these contracts and transactions for 2024 as follows:

(1) Coal mining, screening, and processing contract for 2024, No. 363-2023/HDKD dated December 29, 2023, between the Company and the Vietnam Coal and Mineral Industries Holding Corporation Limited:

+ Signing Party: the Vietnam Coal and Mineral Industries Holding Corporation Limited

+ Value of Execution (excluding VAT): 9,032.6 billion VND.

Accordingly, the contract between the Company and TKV (*the TKV Group is a major shareholder, holding 65% of the Company's charter capital*).

The execution of this contract between the Company and TKV mentioned above has been included/and includes through contracts with TKV branches:

(2) Contract No. 05/HD-TTCO dated January 2, 2024, regarding the sale and purchase of coal from the mines for 2024 (transported by rail) between the Company and the Subsidiary of the Vietnam Coal and Mineral Industries Holding Corporation Limited – Vinacomin - Cua Ong Coal Preparation Company: Value of Execution (excluding VAT): 5,090.8 billion VND.

(3) Contract No. 07/HD-TTCO dated January 2, 2024, regarding the sale and purchase of coal from the mines for 2024 (transported by feeder conveyor to Coal Preparation Plant No. 4 – Vinacomin - Cua Ong Coal Preparation Company) between the Company and the Subsidiary of the Vietnam Coal and Mineral Industries Holding Corporation Limited - Vinacomin - Cua Ong Coal Preparation Company. Value of Execution (excluding VAT): 2,382.3 billion VND.

(4) Contract No. 09/HD-TTCO dated January 2, 2024, regarding the sale and purchase of raw coal for 2024 (direct delivery of raw coal) between the Company and the Subsidiary of the Vietnam Coal and Mineral Industries Holding Corporation Limited – Vinacomin - Cua Ong Coal Preparation Company. Value of Execution (excluding VAT): 543.3 billion VND.

(5) Coal Sale and Purchase Contract for 2024, No. 04/2024/HD/KVCP-TCS dated January 1, 2024, between the Company and Vinacomin – Cam Pha Port and Logistics Company. Value of Execution (excluding VAT): 1,016.2 billion VND.

(6) Fuel Sale and Purchase Contract No. 02/HDMB/VTCP-TCS/2024 dated February 29, 2024, between the Company and the Vinacomin - Material Trading Joint Stock Company, authorized to the Cam Pha Material Enterprise. Value of Execution for 2024 (excluding VAT): 1,133.8 billion VND.

(7) Contract No. 1278/HD-TCS-KH dated February 2, 2025, Bid Package No. 03-TN 2024: Outsourced excavation and transportation of earth and rock for 2024, between the Company and the Consortium of Contractors: Tan Tien - Quang Hung - Nam Dong Son - Hoa Son - Trung Nghia - Van Don D&T. Value of Execution (excluding VAT): 1,249.9 billion VND.

(8) Transactions in 2024 under the Appendix of Contract dated December 29, 2023 - Contract No. 1968/HD-TCS-KH>SP dated April 8, 2014, regarding the hire of earth and rock transportation by conveyor belt system, between the Company and Tan Phu Xuan Joint Stock Company. Value of Execution (excluding VAT): 1,003.6 billion VND.

II. Proposal for the General Meeting of Shareholders to Approve Contracts and Transactions in 2025.

The General Meeting of Shareholders is requested to approve the contracts and transactions to be executed in 2025 that involve shareholders, as well as contracts and transactions with a value of $\geq 35\%$ of the Company's total assets, as recorded in the latest financial statements (the total value of the company's assets as of December 31, 2024 in the financial statements is: 2,652.9 billion VND). The contracts and transactions proposed for approval at the 2025 General meeting of Shareholders are as follows:

(1) Approval of the contract with TKV Group's shareholders: Coal mining , screening and processing contract in 2025 No. 293-2024 /HDKD dated December 26, 2024 with Vietnam National Coal and Mineral Industries Holding Corporation Limited.

(2) Through contracts and transactions between the Company and Vinacomin - Cua Ong Coal Preparation Company (a related organization), including:

+ Contract No.: 714 /HD-TTCO date December 24 , 2024 Regarding the sale and purchase of coal from the mines in 2025 (transported by rail) between the Company and Vinacomin - Cua Ong Coal Preparation Company;

+ Contract No. 715 /HD-TTCO dated December 24 , 2024, Regarding the sale and purchase of coal from the mines in 2025 (transported by feeder conveyor to Coal Preparation Plant No. 4 – Vinacomin - Cua Ong Coal Preparation Company) between the Company and Cua Ong Coal Preparation Company;

(3) Approve contracts and transactions between the Company and Enterprises whose value of contracts and transactions is greater than 35% of the Company's total assets as per the financial statements as of December 31, 2024:

+ Coal sale and purchase contract for 2025 No. 04 /2025/HD/KVCP-TCS dated December 25, 2024 between the Company and Vinacomin – Cam Pha Port and Logistics Company.

+ Fuel sale and purchase contract 2025 between the Company and Vinacomin - Material Trading Joint Stock Company;

+ Contract No.: 881/HD-TCS-KH dated January 22 , 2025 Package No. 01 - TN 2025: Outsourced excavation and transportation of earth and rock for 2024, between the Company and the Consortium of Contractors Tan Tien - Quang Hung - Nam Dong Son - Hoa Son - Trung Nghia - Van Don D&T.

+ Transactions in 2025 of the Contract Appendix dated December 30, 2024 - Contract 1968/HD-TCS-KH>SP dated April 8, 2014, regarding the hire of earth and rock transportation by conveyor belt system, between the Company and Tan Phu Xuan Joint Stock Company.

We respectfully request the Annual General Meeting of Shareholders in 2025 to approve the Company's compliance with the current regulations.

Recipients:

- The 2025 GMS of Cao Son Coal Joint Stock Company;
- Shareholders;
- BOD, BOS;
- Information disclosure;
- Archived: Administrative.

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

Vu Van Khan