

**VIETCREDIT GENERAL FINANCE
JOINT STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

No.: 1789/2026/VietCredit-TT

Hanoi, October 29, 2026

PROPOSAL ON ADJUSTMENT TO THE 2026 CHARTER CAPITAL INCREASE PLAN

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated 18/01/2024 and its amendments and supplements;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 and its amendments and supplements;
- Pursuant to Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements;
- Pursuant to Decree No. 245/2025/ND-CP dated 11/09/2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31/12/2025 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 118/2020/TT-BTC dated 31/12/2020 guiding certain matters concerning public offerings and issuance of securities, public tender offers, share repurchases, registration of public companies and cancellation of public company status, and its amendments and supplements;
- Pursuant to Circular No. 49/2025/TT-NHNN dated 23/12/2025 prescribing dossiers and procedures for approval of changes to non-bank credit institutions;
- Pursuant to the Charter of Vietcredit General Finance Joint Stock Company ("VietCredit");
- Pursuant to Resolution No. 496/2026/VietCredit-NQ dated 24/04/2026 of the 2026 Annual General Meeting of Shareholders of Vietcredit General Finance Joint Stock Company;
- Pursuant to Resolution No. 1786/2026/VietCredit-NQ dated 29/10/2026 of the Board of Directors on approval of the contents and documents for the second solicitation of shareholders' written opinions in 2026;
- Pursuant to the Company's actual business operations.

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for approval the adjustment to the 2026 Charter Capital Increase Plan of Vietcredit General Finance Joint Stock Company, with the following contents:

1. Basis for proposal

- 1) Pursuant to Proposal No. 1787/2026/VietCredit-TT dated 29/10/2026, the remaining undistributed profit available for use in the issuance of shares to increase share capital from owners' equity is submitted to the GMS for approval of adjustment as follows:

Unit: VND

Adjustment item	Plan approved by the GMS	Proposed adjusted plan
Issuance of shares to existing shareholders to increase charter capital from the remaining distributable profit	830,215,120,000	822,366,680,000

⇒ **Consequently, the value of shares to be issued to existing shareholders to increase share capital from owners' equity must be adjusted correspondingly.**

2) Regarding the adjustment to the issuance price and transfer restriction conditions applicable to shares issued under the ESOP:

❖ **Regarding the issuance price adjustment, pursuant to Clause 1, Article 64 of Decree No. 155/2020/ND-CP, as amended and supplemented by Decree No. 245/2025/ND-CP:**

"Conditions for a public company to issue shares under an employee stock ownership plan:

An employee stock issuance plan must be approved by the General Meeting of Shareholders and must specify the eligible participants, number of shares to be issued, eligibility criteria for employees participating in the plan, issuance price or principles for determining the issuance price, and authorization for the Board of Directors to determine the issuance price."

⇒ **The issuance plan under the ESOP must be submitted to the GMS for approval with a specific issuance price or principles for determining the issuance price and authorization for the Board of Directors to determine the issuance price.**

❖ **The adjustment to the transfer restriction conditions applicable to shares issued under the ESOP is intended to encourage employees' contributions and long-term commitment to the Company.**

2. Adjustments to the 2026 Charter Capital Increase Plan submitted to the GMS for approval:

1) Approval of the 2026 Charter Capital Increase Plan (Adjusted Plan), as detailed in Appendix No. 01 attached to this Proposal, with the following summary:

a) *Approval of the adjustment to the number of shares to be issued and the expected increase in charter capital under the 2026 Charter Capital Increase Plan, summarized as follows*

No.	Eligible persons and form of issuance/offering	Contents approved by the GMS		Proposed adjustments submitted to the GMS for approval	
		Maximum planned number of shares to be issued	Maximum planned increase in charter capital at par value (VND 1,000)	Maximum planned number of shares to be issued	Maximum planned increase in charter capital at par value (VND 1,000)
1	Issuance of shares to existing shareholders to increase share capital from owners' equity	83,849,250	838,492,500	83,064,406	830,644,060

	- Capital increase from undistributed profit after tax	83,021,512	830,215,120	82,236,668	822,366,680
	- Capital increase from the Reserve Fund for Supplementing Charter Capital	827,738	8,277,380	827,738	8,277,380
2	Issuance of shares under the Employee Stock Ownership Plan (ESOP)	920,894	9,208,933,1	920,893	9,208,930
	Total	84,770,144	847,701,433,1	83,985,299	839,852,990

- b) Approval of the adjustment to the issue price and transfer restriction conditions applicable to shares issued under the ESOP

No	Adjustment	Contents approved by the GMS	Proposed adjustments submitted to the GMS for approval
1	Issue price and price determination principles	The GMS authorizes the BOD to determine the issue price, provided that it is not lower than VND 10,000 per share	The BOD is authorized to determine the share issue price based on actual circumstances and in accordance with the following principles: <u>The issue price shall be determined within a range of 20% to 50% of the average closing price of TIN shares on the UPCoM market over the 60 trading sessions immediately preceding the date on which the BOD issues the resolution determining the issue price, but shall not be lower than the par value of VND 10,000 per share.</u>
2	Transfer restrictions	The issued shares shall be subject to a transfer restriction for one year from the completion date of the issuance (being the closing date for collection of share purchase payments from employees)	Shares issued under the Employee Stock Ownership Plan (ESOP) shall be subject to transfer restrictions for three years from the completion date of the issuance and shall be released gradually as follows: - <u>40% of the ESOP shares shall become freely transferable after one year from the completion date of the issuance;</u> - <u>30% of the ESOP shares shall become freely transferable after two years from the completion date of the issuance;</u> - <u>30% of the ESOP shares shall become freely transferable after three years from the completion date of the issuance.</u>

- 2) **Approval of the amendment to the Company's Charter with respect to charter capital upon completion of the issuances under the Revised Plan approved by the GMS and based on the actual results of each issuance.**

- 3) ***Approval of the registration for depository of all additional shares issued in each issuance with the Vietnam Securities Depository and Clearing Corporation (VSDC), and the registration of such shares for trading on the UPCoM market in accordance with applicable laws.***

- 4) ***Authorization of the BOD to carry out the following matters:***

In addition to the matters assigned and authorized to the BOD under the Revised Plan, the GMS authorizes the BOD to decide all matters relating to the charter capital increase, specifically as follows:

- Adjust the plan for use of proceeds from the issuances, where necessary, to align with actual circumstances, the Company's investment strategy and development orientation, and to ensure compliance with applicable laws. In the event of any change to the plan for use of proceeds from an issuance/offering, the BOD shall report such change to the GMS at its nearest meeting;
- Accurately calculate figures; amend, supplement, prepare and explain the application dossier for the share issuance to increase charter capital for submission to the State Bank of Vietnam and the State Securities Commission of Vietnam; and proactively adjust the issuance plan and related dossiers as required by the State Bank of Vietnam, the State Securities Commission of Vietnam and other competent authorities;
- Adjust the charter capital increase amount and the planned number of shares to be issued in each issuance, where necessary, to reflect actual circumstances, provided that the charter capital increase amount does not exceed the maximum amount approved by the GMS;
- Decide the timing of the share issuances and adjust the sequence of the above two issuances (if necessary) to increase charter capital under the approved Plan;
- Issue the Regulations on the Issuance of Shares under the Employee Stock Ownership Plan (ESOP Regulations) to implement the Plan;
- Approve the list of officers and employees eligible to participate in the ESOP and the number of shares to be allocated to each officer and employee;
- Decide the specific charter capital increase based on the approval of the competent State authority in accordance with applicable laws and the actual issuance results;
- Decide the plan to ensure that the share offering in each issuance complies with legal requirements on foreign ownership ratios; complies with legal limits on share ownership by shareholders and their affiliated persons; and complies with legal requirements applicable to major shareholders and their affiliated persons;
- Decide and supervise the implementation of procedures following completion of the Charter Capital Increase Plan;
- Carry out the necessary procedures to report the results of each offering/issuance to the State Securities Commission of Vietnam;

- Carry out the procedures for amending and supplementing the License of Establishment and Operation and the Company's Charter to reflect the new charter capital upon completion of the share issuance to increase charter capital;
- Update the registered number of securities with the Vietnam Securities Depository and Clearing Corporation (VSDC) and amend the trading registration on the UPCoM market at the Hanoi Stock Exchange (HNX) for all shares actually issued;
- Perform other related tasks necessary to complete the assigned matters;
- Depending on the specific circumstances, the BOD may authorize the Chief Executive Officer to perform one or more of the specific tasks stated above.

Respectfully submitted for approval!

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

Recipients:

- GMS;
- Members of the BOD and BOS;
- Archived: Admin Dept., BOD's Office.



Nguyễn Duc Phuong

**APPENDIX NO. 01
2026 CHARTER CAPITAL INCREASE PLAN**

1. Overview of the 2026 Charter Capital Increase Plan

No	Eligible persons and form of issuance/offering	Maximum planned shares to be issued	Maximum planned increase in charter capital at par value (VND)
1	Issuance of shares to increase share capital from owners' equity	83,064,406	830,644,060,000
-	<i>Capital increase from undistributed profit after tax</i>	<i>82,236,668</i>	<i>822,366,680,000</i>
-	<i>Capital increase from the Reserve Fund for Supplementing Charter Capital</i>	<i>827,738</i>	<i>8,277,380,000</i>
2	Issuance of shares under the Employee Stock Ownership Plan (ESOP)	920,893	9,208,930,000
Total		83.985.299	839,852,990,000

2. Details of the Charter Capital Increase Plan

2.1. Issuance of shares to increase share capital from owners' equity

No	Plan	Contents (As adjusted)
1	Issuer	Vietcredit General Finance Joint Stock Company
2	Name of shares	Shares of Vietcredit General Finance Joint Stock Company
3	Stock symbol	TIN
4	Listing/trading registration market	UPCoM
5	Type of shares	Ordinary shares
6	Par value	VND 10,000/share
7	Current charter capital	VND 920,893,310,000 (charter capital upon the SBV's issuance of the decision amending and supplementing the License of Establishment and Operation following completion of the 2025 ESOP)
8	Number of outstanding shares	92,089,331 shares (number of outstanding shares following the SBV's issuance of the decision amending and supplementing the License of Establishment and Operation)
9	Number of treasury shares	0 shares
10	Charter capital before the issuance	VND 920,893,310,000 (charter capital upon the SBV's issuance of the decision amending and supplementing the License of Establishment and Operation following completion of the 2025 ESOP)

No	Plan	Contents (As adjusted)
11	Planned number of shares to be issued	Up to 83,064,406 shares
12	Total planned issuance value at par value	Up to VND 830,644,060,000
13	Purpose of issuance	Issuance of shares to increase share capital from owners' equity
14	Entitlement ratio/Issuance ratio	90%, corresponding to an entitlement ratio of 100:90. On the record date for exercising the entitlement, a shareholder holding 01 (one) share shall receive 01 (one) right to receive additional shares, and every 100 (one hundred) rights shall entitle the holder to receive 90 (ninety) additional shares. Treasury shares (if any) shall not be entitled to receive additional shares.
15	Method of implementation	Existing shareholders shall receive additional shares by exercising their entitlements. The right to receive additional shares issued from owners' equity is non-transferable.
16	Eligible recipients	All existing shareholders whose names appear on the Company's shareholder list on the record date for exercising the right to receive additional shares.
17	Source of capital for the issuance	Owners' equity based on the audited 2025 financial statements, comprising undistributed profit after tax and the Reserve Fund for Supplementing Charter Capital, specifically: <ul style="list-style-type: none"> - VND 822,366,680,000 from undistributed profit after tax; - VND 8,277,380,000 from the Reserve Fund for Supplementing Charter Capital.
18	Rounding principles and plan for handling fractional shares (if any)	<p>The number of additional shares to be issued shall be rounded down to the nearest whole share. Fractional shares (if any) shall be cancelled.</p> <p>Example: On the record date for the issuance of shares from owners' equity, shareholder Nguyen Van A holds 987 shares. At the entitlement ratio of 100:90, Shareholder A is entitled to receive $(987/100) \times 90 = 888.3$ additional shares.</p> <p>Under the rounding principles and the plan for handling fractional shares, the number of shares to be received by shareholder Nguyen Van A after rounding down to the nearest whole share is 888 shares; the fractional 0.3 share shall be cancelled.</p>
18	Expected implementation time	Before the 2027 Annual General Meeting of Shareholders. The BOD is assigned to determine the specific timing.
19	Related restrictions	Shares subject to transfer restrictions (if any) shall remain entitled to receive additional shares from the

No	Plan	Contents (As adjusted)
		issuance. Additional shares issued from owners' equity shall not be subject to transfer restrictions.

2.2. Issuance of shares under the ESOP

No	Plan	Contents (As adjusted)
1	Issuer	Vietcredit General Finance Joint Stock Company
2	Name of shares	Shares of Vietcredit General Finance Joint Stock Company
3	Stock symbol	TIN
4	Listing/trading market registration	UPCoM
5	Type of shares	Ordinary shares
6	Par value	VND 10,000/share
7	Current charter capital	VND 920,893,310,000 (charter capital upon the SBV's issuance of the decision amending and supplementing the License of Establishment and Operation following completion of the 2025 ESOP)
8	Number of outstanding shares	92,089,331 shares (number of outstanding shares following the SBV's issuance of the decision amending and supplementing the License of Establishment and Operation)
9	Number of treasury shares	0 shares
10	Charter capital before the issuance	VND 920,893,310,000 (charter capital upon the SBV's issuance of the decision amending and supplementing the License of Establishment and Operation following completion of the 2025 ESOP)
11	Planned number of shares to be issued	Up to 920,893 shares
12	Total planned issuance value at par value	Up to VND 9,208,930,000
13	Purpose of issuance	<p>The Company's Employee Stock Ownership Plan share issuance is intended to:</p> <ul style="list-style-type: none"> - Recognize the contributions of officers and employees to the Company; - Motivate officers and employees to achieve excellent performance; - Encourage and enhance the roles, responsibilities and interests of officers and employees who strive together and share in the Company's success; - Attract and retain dedicated key officers and employees with strong professional capabilities and experience.

No	Plan	Contents (As adjusted)
14	Eligible share purchasers	Officers and employees of the Company included in the list approved by the Board of Directors (collectively referred to as the "Employees"). The GMS authorizes the Board of Directors to decide and issue the Regulations and the list of Employees eligible to purchase shares issued under the ESOP. Employees participating in this issuance shall not be entitled to receive shares from the issuance to increase share capital from owners' equity referred to in Section 2.1 above.
15	Eligibility criteria for Employees participating in the ESOP	<p>The criteria for evaluating employees under the ESOP shall be based on:</p> <ul style="list-style-type: none"> ▪ Length of service with the Company; ▪ Position and role held at the Company; ▪ Development potential and ability to contribute to the Company's future operations.
16	Principles for determining the number of shares allocated to each Employee	Details are provided in Appendix No. 02 attached to this Proposal
17	Issue price and price determination principles	<p>The BOD is authorized to determine the share issue price based on actual circumstances and in accordance with the following principles:</p> <p>The issue price shall be determined within a range of 20% to 50% of the average closing price of TIN shares on the UPCoM market over the 60 trading sessions immediately preceding the date on which the BOD issues the resolution determining the issue price, but shall not be lower than the par value of VND 10,000 per share.</p>
18	Transfer restrictions	<p>Shares issued under the Employee Stock Ownership Plan (ESOP) shall be subject to transfer restrictions for three years from the completion date of the issuance and shall be released gradually as follows:</p> <ul style="list-style-type: none"> - 40% of the ESOP shares shall become freely transferable after one year from the completion date of the issuance; - 30% of the ESOP shares shall become freely transferable after two years from the completion date of the issuance; - 30% of the ESOP shares shall become freely transferable after three years from the completion date of the issuance.
19	Plan for handling shares not fully subscribed where employees do not purchase or	The GMS authorizes the Board of Directors to reallocate the Shares for Reallocation to other employees on the original ESOP list at the same issue

No	Plan	Contents (As adjusted)
	purchase only part of their allocated shares ("Shares for Reallocation")	price.
20	Expected implementation time	Before the 2027 Annual General Meeting of Shareholders and concurrently with the issuance to increase share capital from owners' equity referred to in Section 2.1 above. The BOD is assigned to determine the specific timing.
21	Plan to ensure the share issuance complies with foreign ownership ratio requirements	The GMS authorizes the Board of Directors to decide the plan to ensure that the share issuance complies with foreign ownership ratio requirements.
22	Plan for handling shares subject to transfer restrictions held by Employees who leave the Company	<p>The GMS authorizes the Board of Directors to decide the circumstances in which the Company may repurchase ESOP shares subject to transfer restrictions from employees who leave the Company. ESOP shares repurchased by the Company while subject to transfer restrictions shall no longer be subject to such restrictions; the Company may resell the repurchased shares in accordance with applicable laws.</p> <p>The GMS authorizes the BOD to determine the details of the plan for resale of ESOP shares repurchased by the Company in accordance with the Regulations on the Issuance of Shares under the Employee Stock Ownership Plan issued by the BOD.</p>

3. Plan for Use of Proceeds from the Issuances

The entire charter capital increase from the two issuances above, estimated at VND 839,852,990,000, will be used to supplement working capital for the Company's lending activities.

APPENDIX NO. 02

**Principles for Determining the Number of Shares Allocated to Each Employee
Participating in the Employee Stock Ownership Plan (ESOP) Share Issuance**

The number of shares allocated to each eligible person shall be determined based on the converted scores for the following criteria: (i) length of service, (ii) position, and (iii) level of contribution and development potential for each group of eligible persons, as follows:

1.1. Eligible persons who are members of the BOD:

Position	Length of service	Converted score		
		Development potential	High development potential	Very high development potential
BOD member	Over 7 years	4.00	12.00	36.00
BOD member	From 3 to 7 years	4.00	12.00	24.00
BOD member	Under 3 years	4.00	8.00	12.00

1.2. Eligible persons who are members of the Board of Supervisors:

Position	Length of service	Converted score		
		Development potential	High development potential	Very high development potential
BOS member	Over 7 years	4.00	12.00	24.00
BOS member	From 3 to 7 years	4.00	6.00	12.00
BOS member	Under 3 years	4.00	6.00	8.00

1.3. Eligible persons who are members of the Board of Management (Chief Executive Officer, Deputy Chief Executive Officer and Chief Accountant):

Position	Length of service	Converted score			
		Development potential	High development potential	Very high development potential	Outstanding development potential
BOM member	Over 7 years	12.00	40.00	60.00	120.00
BOM member	From 3 to 7 years	12.00	32.00	40.00	100.00
BOM member	Under 3 years	8.00	20.00	24.00	80.00
BOM member	Under 1 year	4.00	12.00	20.00	40.00

1.4. Eligible persons who are Directors:

Position	Length of service	Converted score			
		Development potential	High development potential	Very high development potential	Outstanding development potential
Director	Over 5 years	8.00	10.00	12.00	14.00
Director	From 3 to 5 years	6.00	8.00	10.00	12.00
Director	From 1 to 3 years	4.00	6.00	8.00	10.00
Director	Under 1 year	2.80	4.00	6.00	8.00

1.5. Eligible persons who are Deputy Directors/Department Heads/Deputy Department Heads:

Position	Length of service	Converted score			
		Development potential	High development potential	Very high development potential	Outstanding development potential
Deputy Director / Dept. Head / Deputy Dept. Head	Over 3 years	2.80	4.00	8.00	10.00
Deputy Director / Dept. Head / Deputy Dept. Head	From 1.5 to 3 years	2.80	4.00	6.00	8.00
Deputy Director / Dept. Head / Deputy Dept. Head	From 1 to 1.5 years	2.00	2.80	6.00	8.00
Deputy Director / Dept. Head / Deputy Dept. Head	Under 1 year	1.00	2.80	4.00	6.00

1.6. Eligible persons who are Unit Heads/Project Managers (PM)/Specialists:

Position	Length of service	Converted score			
		Development potential	High development potential	Very high development potential	Outstanding development potential
Unit Head / PM / Specialist	Over 5 years	2.00	2.80	4.80	6.00
Unit Head / PM / Specialist	From 3 to 5 years	2.00	2.80	4.40	4.80
Unit Head / PM / Specialist	From 1 to 3 years	2.00	2.80	4.00	4.40
Unit Head / PM / Specialist	Under 1 year	1.00	2.00	2.80	4.00

1.7. Formula for Calculating the Number of Shares Each Eligible Person May Purchase

Number of shares each employee may purchase = Total number of shares issued under the ESOP x converted score of each employee participating in the ESOP / Total converted scores of

all employees participating in the ESOP.

1.8. Principles for Rounding the Number of Shares

The number of shares allocated to each employee shall be rounded to the nearest hundred shares. If the aggregate number of shares after rounding is lower than the total number of shares issued under the ESOP, the remaining shares (if any) shall be allocated to the employee with the highest converted score. If the aggregate number of shares allocated to all employees participating in the ESOP after rounding exceeds the total number of shares issued under the ESOP, the excess shares (if any) shall be deducted from the ESOP shares allocated to the employee with the highest converted score.

