

DRAFT

**AGENDA OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIWACO JOINT STOCK COMPANY**

Time:

Starting at 08:00 AM on March 27, 2025 (Thursday)

Location:

Meeting room, 1st Floor, Building 17T6, Trung Hoa – Nhan Chinh urban area, Nhan Chinh Ward, Thanh Xuan District, Hanoi

	DETAILED CONTENTS	IMPLEMENTATION
I. OPENING PROCEDURES (08:00-09:00)		
1	- Reception and Delegate Registration.	Organizing Committee
2	- Verification Report on Delegate and Shareholder Eligibility and Announcement of the Number of Attending Delegates and Shareholders.	
3	- Flag Salute, Statement of Purpose, Introduction of Delegates, and Opening of the General Meeting. - Introduction and Approval of the List of the Presidium, Secretariat, and Vote Counting Committee - Invitation for the Presidium and Secretariat to Take Their Positions.	
4	- Approval of the working regulations and the agenda of the General Meeting.	Presidium
II. CONTENTS OF THE GENERAL MEETING (09:00-10:30)		
1	- Report of the Board of Management on Business Performance in 2024 and Business Plan for 2025.	Presidium
2	- Proposal of the Board of Directors on the Approval of the Audited 2024 Financial Statements.	
3	- Report of the Board of Directors on Governance and the Performance of the Board of Directors in 2024; Key Orientations for the Board of Directors' Activities in 2025	
4	- Report of the Supervisory Board at the General Meeting of Shareholders.	Board of Supervisors
5	- Proposal of the Supervisory Board to the General Meeting of Shareholders on the Recommendation for Approval of the Selection of an Independent Auditing Firm to Audit the Company's 2025 Financial Statements.	
6	- Proposal of the Board of Directors on the Profit Distribution Plan for 2024.	Presidium
7	- Proposal of the Board of Directors on the Approval of the Salary and Remuneration Plan for the Board of Directors and the Supervisory Board in 2024 and the Plan for 2025.	
8	- Proposal of the Board of Directors on the Approval of the 2024 Dividend Payment Plan in Shares.	

	DETAILED CONTENTS	IMPLEMENTATION
9	- Proposal of the Board of Directors on the Policy for Transactions with Vinaconex Corporation and/or Its Subsidiaries and Affiliates within the Vinaconex Group.	
10	- Proposal of the Board of Directors on the Policy for Transactions with Song Da Water Investment Joint Stock Company.	Presidium
11	- Proposal for Approval of the Information Disclosure Regulation	
12	- Discussion of the General Meeting of Shareholders (Based on the Discussion Registration Form or Shareholders' Voting Card).	
13	Approval of the Issues Presented to the General Meeting (10:30 – 11:00)	
13.1	- Report of the Board of Management on Business Performance in 2024 and Business Plan for 2025.	Presidium
13.2	- Proposal of the Board of Directors on the Approval of the Audited 2024 Financial Statements	
13.3	- Report of the Board of Directors on Governance and the Performance of the Board of Directors in 2024; Key Orientations for the Board of Directors' Activities in 2025.	
13.4	- Report of the Supervisory Board at the General Meeting of Shareholders.	
13.5	- Proposal of the Supervisory Board to the General Meeting of Shareholders on the Recommendation for Approval of the Selection of	
13.6	- Proposal of the Board of Directors on the Profit Distribution Plan for 2024.	
13.7	- Proposal of the Board of Directors on the Approval of the Salary and Remuneration Plan for the Board of Directors and the Supervisory Board in 2024 and the Plan for 2025.	
13.8	- Approval of Board of Directors of dividend payment plan for 2024 in shares.	
13.9	- Proposal of the Board of Directors on the Policy for Transactions with Vinaconex Corporation and/or Its Subsidiaries and Affiliates within the Vinaconex Group.	
13.10	- Proposal of the Board of Directors on the Policy for Transactions with Song Da Water Investment Joint Stock Company.	
13.11	- Proposal for Approval of the Information Disclosure Regulation	
14	BREAK (15 MINUTES)	
15	Election of the Board of Directors and the Supervisory Board (11:15-11:45)	
15.1	- Proposal for approval of the structure and number of members of the Board of Directors for the 2025–2030 term	Presidium

IG TY
PHÂN
WACC
PHÓ H

	DETAILED CONTENTS	IMPLEMENTATION
15.2	- Voting on the approval of the structure and number of members of the Board of Directors for the 2025–2030 term	
15.3	- Proposal for approval of the structure and number of members of the Supervisory Board for the 2025–2030 term	
15.4	- Voting on the approval of the structure and number of members of the Supervisory Board for the 2025–2030 term	
15.5	- Presentation of the Election Regulations for the Board of Directors and the Supervisory Board	Presidium
15.6	- Voting on the approval of the Election Regulations for the Board of Directors and the Supervisory Board	
15.7	- Introduction of candidates for the Board of Directors and the Supervisory Board nominated by shareholders	
15.8	- Approval of the list of candidates for the Board of Directors and the Supervisory Board	
15.9	- The Election Counting Committee guides shareholders on the voting process - The General Meeting proceeds with the election of the Board of Directors and the Supervisory Board.	Presidium
15.10	- Announcement of the election results for the Board of Directors and the Supervisory Board	
15.11	- Introduction of the newly elected members of the Board of Directors and the Supervisory Board to the General Meeting	
III. CLOSING OF THE GENERAL MEETING (11:45 – 12:15)		
1	- Approval of the Minutes and Resolutions of the General Meeting.	Secretariat
2	- Closing of the General Meeting.	Organizing Committee



VIWACO

VIWACO JOINT STOCK COMPANY



Hanoi, March 27, 2025

WORKING REGULATIONS

THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

OF VIWACO JOINT STOCK COMPANY

Pursuant to:

- ✚ Pursuant to the Enterprise Law No. 59/2020/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements, and implementing guidelines;
- ✚ Pursuant to the Securities Law No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its implementing guidelines;
- ✚ Pursuant to the Charter of Viwaco Joint Stock Company dated March 28, 2024;
- ✚ Pursuant to the Internal Regulation on Corporate Governance of VIWACO Joint Stock Company dated March 28, 2024.

The objective of the Regulations:

- ✚ To ensure the principles of transparency, fairness, and democracy;
- ✚ To facilitate the organization and conduct of the 2025 Annual General Meeting of Shareholders of VIWACO Joint Stock Company.

The Organizing Committee hereby submits the Working Regulations to the General Meeting of Shareholders for approval as follows:

I. ORDER OF THE GENERAL MEETING

1. Shareholders entering the meeting room must sit in the designated seats or areas as guided by the Organizing Committee. They must comply with the seating arrangement set by the Organizing Committee.
2. Private conversations and the use of mobile phones are prohibited during the meeting. All mobile phones must be turned off or set to silent mode.
3. Shareholders or shareholder representatives are responsible for attending the General Meeting from the beginning until its conclusion and for exercising their voting rights/obligations on all issues submitted for approval. In cases where a shareholder or shareholder representative must leave the meeting due to force majeure before its conclusion, they must contact the Organizing Committee to submit their written opinions on the issues to be voted on. If a shareholder or shareholder representative leaves the meeting without notifying the Organizing Committee or without submitting their voting ballot, they will be considered as having not exercised their voting rights on the issues for which they did not cast a vote.

II. CONDITIONS TO PROCEED THE GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders shall be conducted when the attending shareholders (either in person or by proxy) represent more than 50% of the total voting shares of the Company.
2. In case the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, the notice for the second meeting must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting shares.
3. In case the second meeting does not meet the quorum requirements as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares represented by the attending shareholders.

III. VOTING ON THE APPROVAL OF ISSUES AT THE MEETING

1. Eligible participants for voting

Shareholders or their authorized representatives who own voting shares (according to the consolidated list of securities holders No. V081/2025-VAV/VSDC-ĐK issued by the Vietnam Securities Depository and Clearing Corporation (VSDC) as of the final registration date, February 24, 2025) are eligible to directly attend the General Meeting of Shareholders.

2. Voting rules

All issues on the agenda of the General Meeting must be approved through direct voting at the General Meeting. Each shareholder/shareholder representative will be provided with a Voting Card and a Voting ballot, which include the attendee's full name, the number of voting shares they represent, and the official stamp of VIWACO Joint Stock Company.

A shareholder shall be considered as attending and voting at the General Meeting of Shareholders in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote directly at the meeting;
- c) Attending and voting via online conferencing, electronic voting, or other electronic means;
- d) Sending the Voting ballots to the meeting through mail, fax, or email.

3. The method of voting

Shareholders/their representatives shall vote on each issue by directly voting at the General Meeting under the direction of the Chairperson, using the method of raising the Voting Card and filling out the Voting Ballot.

In case of any discrepancy between the voting results from raising the Voting Card and filling out the Voting Ballot, the voting result at the General Meeting of Shareholders shall be determined based on the Voting Ballots collected at the Meeting.

3.1. Voting by raising Voting Cards

Shareholders/their representatives shall vote by raising the Voting Card (Approve /

Disapprove/ Abstain) for each issue. When voting, shareholders/their representatives shall raise their Voting Card high when asked by the Chairperson.

Under the Chairperson's direction, shareholders/their representatives who "Approve" shall raise their Voting Card first, followed by those who "Disapprove" or have "Abstain," respectively.

3.2. Voting by Filling Out the Voting Ballot

- Each content on the Voting Ballot contains three boxes for shareholders to select their voting preference, including:
 - o The voting box for "Approve";
 - o The voting box for "Disapprove";
 - o The voting box for "Abstain".

When voting on each content, shareholders or their representatives attending the meeting shall express their voting preference ("Approve", "Disapprove", or "Abstain") by marking an "X" or a "√" in one of the three voting boxes for the respective agenda content, signing, and clearly writing their full name on the Voting Ballot before submitting it to the Voting Counting Committee. An invalid voting issue refers to a case where the shareholder or the shareholder's representative does not mark any voting option or marks more than one option for the same voting issue. If a valid Voting Ballot contains one or several invalid voting issues, the remaining valid issues shall still be counted in the voting results for those valid issues.

- The voting process using the Voting Ballot shall commence upon the order of the Chairperson of the General Meeting or a representative of the Vote Counting Committee and shall conclude when the Vote Counting Committee has collected all Voting Ballots from the attending shareholders/their representatives or after fifteen (15) minutes from the time the Chairperson announces the start of the voting period, whichever comes first.
- In case a shareholder/their representative requests to exchange a Voting Ballot due to it being torn, damaged, or mistakenly marked with additional symbols, they shall have the right to directly contact the Vote Counting Committee to return the received Voting Ballot in exchange for a new one, provided that they have not yet cast their vote and the voting period has not ended. This ensures the rights of the shareholder/their representative. The Vote Counting Committee shall collect the old Voting Ballots and return them to the Chairperson of the General Meeting.
- The Vote Counting Committee shall be responsible for collecting and counting the Voting Ballots, preparing the vote-counting report, and presenting the results at the General Meeting. Any complaints regarding the voting results shall be reviewed and resolved by the Vote Counting Committee immediately at the General Meeting.

4. Circumstances under which votes are considered invalid:

4.1. Circumstances in which the vote by raising the Voting Card of a shareholder or their representative is considered invalid:

- A shareholder or their representative does not raise the Voting Card during all three voting instances of "Approve", "Disapprove", or "Abstain" on the same issue.
- A shareholder or their representative raises the Voting Card more than once when

voting on a single issue.

4.2. Circumstances in which the vote by Filling Out the Voting Ballot of a shareholder or their representative is considered invalid:

- The Voting Ballot does not follow the Company's prescribed format or does not bear the Company's seal.
- The Voting Ballot is erased or altered in a way that makes it impossible to clearly determine the shareholder's/their representative's voting intent for the corresponding issue.
- The Voting Ballot does not contain the signature of the shareholder/their representative.
- The voting ballot without a stamp affixed contains the information about the shareholder/representative of the shareholder.
- In case where a voting issue has two or more voting options, and the shareholder or their representative selects "Approve" for two or more of the voting options.
- In case a voting issue contains two or more different voting options ("Approve", "Disapprove" or "Abstain") marked, or with no voting option selected, the Voting Ballot for that particular agenda content shall be considered invalid.
- If a Voting Ballot contains multiple voting issues and one or more issues are deemed invalid, only those specific issues shall be considered invalid, without affecting the validity of the remaining issues in the Voting Ballot.

5. Conditions for Approval of Issues Submitted for Shareholders' Opinion at the General Meeting

- 5.1. Each share held by a shareholder or their representative attending the meeting and exercising voting rights at the General Meeting shall correspond to one vote.
- 5.2. Except for the issues specified in Sections 5.3 and 5.4 below, the decisions of the General Meeting of Shareholders are approved at the meeting when they are supported by shareholders (either directly or by proxy) representing more than 50% of the total voting shares of all shareholders or their representatives attending and voting at the meeting.
- 5.3. For the resolution of the General Meeting of Shareholders regarding (i) the type of shares and the total number of shares of each type; (ii) changes in the industry, business activities, and fields of operation; (iii) changes to the organizational structure of the Company's management; (iv) investment projects or the sale of assets valued at 35% or more of the total asset value as recorded in the most recent financial statements of the Company; and (v) the reorganization or dissolution of the Company, these decisions are approved at the meeting when they are supported by shareholders (either directly or by proxy) representing 65% or more of the total voting shares of all shareholders or their representatives attending and voting at the meeting.
- 5.4. For the approval of the proposal regarding contracts and transactions between the Company and the parties specified in Article 167 of the Enterprises Law in 2020 and Article 293 of Decree No. 155/2020/ND-CP, which fall under the decision-making authority of the General Meeting of Shareholders, shareholders who have an interest in the contracting parties are not entitled to vote. The proposal is

approved at the meeting when it is supported by shareholders (either directly or by proxy) representing 65% or more of the total voting shares of all shareholders or their representatives in attendance, who are entitled to vote on this issue and vote in favor at the meeting.

IV. PRESENTATION OF OPINIONS AT THE GENERAL MEETING

1. Rules:

Shareholders or their representatives attending the General Meeting who wish to express opinions for discussion must register their speaking content using the speech registration form provided by the Organizing Committee or raise their Voting Cards to request permission to speak, subject to the Chairperson's approval. The speech registration form will be distributed to each shareholder or their representative upon arrival at the meeting. Shareholders or their representatives must submit the speech registration form to the Secretariat of the General Meeting during the meeting or during the break. To ensure order during the discussion, shareholders or their representatives who have registered to speak using the registration form will be given priority to speak first, followed by those who raise their Voting Cards, in the order arranged by the Chairperson.

2. The manner of speaking:

The shareholder or their representative speaking must ensure:

- The speech should be concise and focused on the key issues that need to be discussed, in alignment with the agenda contents approved for the meeting. In case the proposed opinion is complex and requires more time for presentation, the shareholder may submit it in writing to the Organizing Committee two days prior to the General Meeting.
- Do not repeat issues that have already been addressed.
- Do not propose issues that fall under the authority of the Board of Directors.
- Do not propose issues that are beyond the scope of authority or outside the approved agenda of the meeting.
- The proposed content must not violate the law, relate to personal issues, or exceed the company's scope of authority for effective execution.

The Chairperson will arrange for shareholders or their representatives to speak in the order of registration, while also addressing any questions raised by shareholders or their representatives. The Chairperson of the meeting has the right to remind or request shareholders or their representatives to focus on the key issues to save time and ensure the quality of the discussion.

V. RIGHTS AND RESPONSIBILITIES OF THE CHAIRPERSON

1. To conduct the meeting in accordance with the agenda and the regulations that have been approved by the General Meeting. The Chairperson operates based on the principles of democratic centralism and makes decisions based on the majority.
2. To guide the General Meeting in discussing and obtaining voting opinions on the issues within the meeting agenda and related issues throughout the course of the meeting.
3. The Chairperson has the right to take necessary measures to conduct the General Meeting in a reasonable and orderly manner, in accordance with the approved

IG T
PHÁ
VAC
HỒ V

agenda, and to reflect the desires of the majority of shareholders or their representatives in attendance.

4. The Chairperson has the rights to:

- Require all shareholders or their representatives attending the meeting to undergo security checks or other security measures;
- Request the competent authorities to maintain order during the meeting; expel shareholders or their representatives who do not comply with the Chairperson's authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with security check requirements from the General Meeting of Shareholders.

5. The Chairperson has the right to adjourn the General Meeting of Shareholders, which has the required number of shareholders or their representatives registered to attend, to another time or change the meeting location in the following cases:

- The meeting location does not have sufficient seating for all shareholders or their representatives attending the meeting.
- The communication facilities at the meeting location do not ensure that shareholders or their representatives can participate, discuss, and vote.
- A person attending the meeting engages in disruptive behavior, posing a risk of hindering the fair and lawful conduct of the meeting.

The maximum adjournment period shall not exceed 03 working days from the scheduled date of the meeting's commencement.

6. To address any other issues that arise during the course of the General Meeting.

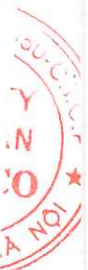
VI. RESPONSIBILITIES OF THE MEETING SECRETARY

1. To accurately and comprehensively record all proceedings of the meeting, including the issues that were approved or remained under consideration during the General Meeting.
2. To draft the minutes of the meeting and the resolutions on the issues that were approved during the General Meeting.

VII. RESPONSIBILITIES OF THE VOTE COUNTING COMMITTEE

1. To participate in welcoming and guiding the seating arrangements for shareholders.
2. To determine the voting results of shareholders on the issues approved at the General Meeting.
3. To promptly notify the Meeting Secretary of the voting results.
4. To organize the vote counting, prepare the vote counting report, and announce the voting results of the General Meeting of Shareholders.
5. To review and report to the General Meeting on decisions regarding any violations of the voting regulations or complaints related to the voting process at the General Meeting.

VIII. MINUTES AND RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS



All issues discussed at the General Meeting of Shareholders must be recorded by the Meeting Secretary in the minutes of the General Meeting of Shareholders.

The minutes and resolutions of the General Meeting of Shareholders must be read and approved before the meeting is adjourned.

The above constitutes the entire working Regulations of the 2025 Annual General Meeting of Shareholders of VIWACO Joint Stock Company.

Respectfully propose for the General Meeting's consideration and approval! 

ON BEHALF OF THE PRESIDIUM OF 
THE GENERAL MEETING

DUONG VAN MAU