

(VIWASEEN)

Ref.: 30/TTr-HĐQT

Hanoi, April 02, 2026



PROPOSAL

**Re: Regarding the Amendment and Supplement
of the Internal Governance Regulations**

To: The Annual General Meeting of Shareholders 2026.

Pursuant to:

- Enterprise Law No. 59/2020/QH14 dated 17/06/2020 and its guiding documents, as amended and supplemented from time to time;
- Securities Law No. 54/2019/QH14 dated 26/11/2019 and its guiding documents, as amended and supplemented from time to time;
- Charter of the Vietnam Water and Environment Investment Corporation – JSC;
- The practical needs arising from the business operations of the Vietnam Water and Environment Investment Corporation – JSC;

In order to ensure compliance with current legal regulations and practical operations, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following:

1. Approval of the full text of the Internal Governance Regulations of the Vietnam Water and Environment Investment Corporation – JSC (*the details of the amended Internal Governance Regulations are attached to this Submission Report*).

2. Chairman of the Board of Directors of the Corporation is authorized to sign and promulgate the Internal Governance Regulations of the Corporation after approval by the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for review and approval.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

To Dung



VIETNAM WATER AND ENVIRONMENT INVESTMENT CORPORATION - JSC

-VIWASEEN -

**INTERNAL REGULATIONS
ON CORPORATE GOVERNANCE**

April 23, 2026

TABLE OF CONTENTS

CHAPTER I. GENERAL PROVISIONS	1
Article 1. Scope and subjects of application.....	1
CHAPTER II. GENERAL MEETING OF SHAREHOLDERS	2
Article 2. Role of the General Meeting of Shareholders	2
Article 3. Rights and obligations of the General Meeting of Shareholders.....	2
Article 4. Authority to convene a General Meeting of Shareholders.	4
Article 5. Procedures for Convening a General Meeting of Shareholders (Adoption of Resolutions by Voting at the Meeting).....	4
Article 6 Authorization of Representatives to Attend the General Meeting of Shareholders	6
Article 9. Election of the Chairperson, Secretary, and Vote Counting Committee.....	8
Article 10. Formalities for Conducting the General Meeting of Shareholders	9
Article 11. Methods of Voting, Counting Votes, and Announcing Vote Counting Results	9
Article 12. Conditions for Passing Resolutions.....	9
Article 13. Preparation of Minutes of the General Meeting of Shareholders.....	10
Article 14. Disclosure of Minutes and Resolutions of the General Meeting of Shareholders.	11
Article 15. Authority and procedures for collecting written opinions from shareholders to pass resolutions of the General Meeting of Shareholders	11
CHAPTER III. BOARD OF DIRECTORS.....	12
Article 16 . Role of the Board of Directors	12
Article 17. Rights and obligations of the Board of Directors.	13
Article 18. Rights and obligations of Members of the Boards of Directors.....	14
Article 19. Term, Structure, and Number of Members of the Board of Directors	15
Article 20. Standards and Conditions for Members of the Board of Directors	15
Article 21. Nomination, Candidacy, Election, Dismissal, and Removal of Members of the Board of Directors	16
Article 22. Election, Removal and Dismissal of the Chairman of the Board of Directors.....	18
Article 23. Remuneration and Other Benefits of Members of the Board of Directors.....	18
Article 24. Procedures for Convening and Conducting Meetings of the Board of Directors.....	19
Article 25. Minutes of Meetings of the Board of Directors	20
Article 26. Subcommittees of the Board of Directors	21
Article 27. Selection, Appointment and Dismissal of the Person in Charge of Corporate Governance	21
CHAPTER IV. BOARD OF SUPERVISORS	22
Article 28. Rights and Obligations of the Board of Supervisors	22
Article 29. Rights and Responsibilities of Members of the Board of Supervisors.....	22

Article 30. Composition of the Board of Supervisors	23
Article 33. Salaries, Remuneration and Benefits of Members of the Board of Supervisors	25
Article 34. Role, Responsibilities, Rights and Obligations of the General Director	27
Article 35. Appointment, Dismissal and Contract of the General Director	27
CHAPTER VI. OTHER ACTIVITIES	28
Article 37. Coordination between the Board of Supervisors and the General Director	29
CHAPTER VII. IMPLEMENTATION.....	30
Article 40. Effectiveness.....	30

Hanoi,/...../2026

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
VIETNAM WATER AND ENVIRONMENT INVESTMENT CORPORATION – JSC**

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022, amending and supplementing a number of articles of the Law on Public Investment, Law on Investment under Public-Private Partnership Method, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Excise Tax, and Law on Civil Judgment Enforcement;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Vietnam Water and Environment Investment Corporation;

Pursuant to the Resolution of the General Meeting of Shareholders No..... /2026/NQ-DHDCD dated ... month ... year 2026;

The Board of Directors issues the Internal Regulations on Corporate Governance of Vietnam Water and Environment Investment Corporation - JSC;

The Internal Regulations on Corporate Governance of Vietnam Water and Environment Investment Corporation - JSC include the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. Scope of application:

These Internal Regulations on Corporate Governance provide for the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for the General Meeting of Shareholders; the nomination, candidacy, election, removal, and dismissal of members of the Board of Directors, the Supervisory Board, the General Director, and other activities in accordance with the Charter of the Corporation and other current legal provisions.

2. Subjects of application:

These Internal Regulations on Corporate Governance apply to members of the Board of Directors, the Supervisory Board, the General Director, and related persons of the Corporation.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Article 2. Role of the General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Corporation.
2. Form of adoption of resolution
 - a) The General Meeting of Shareholders adopts resolutions within its authority by voting at meetings or by collecting written opinions.
 - b) In case the Corporation applies modern technology to organize online General Meetings of Shareholders, it must ensure shareholders can attend and vote electronically or by other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP.
3. The meeting location is the place where the Chairperson attends and must be within the territory of Vietnam.

Article 3. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:
 - a) Approval of the development orientation of the Corporation;
 - b) Decide on the types of shares and the total number of shares of each type authorized to be offered; decide on the annual dividend rate for each type of share;
 - c) Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
 - d) Decide on investments or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation.
 - e) Decide on the amendment and supplement of the Corporation's Charter;
 - f) Approve annual financial statements;
 - g) Decide share repurchase exceeding 10%;
 - h) Handle violations of Board members or Supervisory Board members causing damage;
 - i) Decide reorganization or dissolution;
 - j) Decide remuneration and benefits of governance bodies;
 - k) Approve governance regulations and operational regulations;
 - l) Approve list of audit firms and appoint auditors;
 - m) Other rights under law and Charter.

2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The annual business plan of the Corporation;
 - b) The audited annual financial statements;
 - c) The report of the Board of Directors on corporate governance and on the performance results of the Board of Directors and each member thereof;
 - d) The report of the Supervisory Board on the business performance of the Corporation and on the performance results of the Board of Directors and the General Director;
 - e) The self-assessment report on the performance results of the Supervisory Board and each of its members;
 - f) The dividend rate for each share of each class of shares;
 - g) The number of members of the Board of Directors and the Supervisory Board;
 - h) The election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
 - i) The decision on the budget or the total remuneration, bonuses, and other benefits of the Board of Directors and the Supervisory Board;
 - j) The approval of the list of accepted auditing firms; and the decision on the accepted auditing firm to conduct inspection of the Corporation's activities where deemed necessary;
 - k) Amendments and supplements to the Charter of the Corporation;
 - l) The classes of shares and the number of new shares to be issued for each class, and the transfer of shares of founding shareholders within the first three (03) years from the date of establishment;
 - m) The division, separation, consolidation, merger, or conversion of the Corporation;
 - n) The reorganization and dissolution (liquidation) of the Corporation and the appointment of the liquidator;
 - o) Decisions on investment or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets as recorded in the most recent financial statements of the Corporation;
 - p) Decisions on the repurchase of more than ten percent (10%) of the total number of issued shares of each class;
 - q) The Corporation entering into contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding thirty-five percent (35%) of the total assets of the Corporation as recorded in the most recent financial statements;
 - r) Approval of transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s) Approval of the Internal Regulations on Corporate Governance of the Corporation, the Regulations on operation of the Board of Directors, and the Regulations on operation of the Supervisory Board;
 - t) Other matters as prescribed by law and the Charter of the Corporation.

3. The Annual General Meeting of Shareholders discusses and approves the following matters:
 - a) The annual business plan of the Corporation;
 - b) The annual financial statements;
 - c) The report of the Board of Directors on its governance and performance, and that of each member of the Board of Directors;
 - d) The report of the Supervisory Board on the Corporation's business performance and the performance of the Board of Directors and the General Director;
 - e) The self-assessment report on the performance of the Supervisory Board and Supervisors;
 - f) The dividend level for each class of shares;
 - g) Other matters within its authority.
4. Matters that have been approved in previous resolutions of the General Meeting of Shareholders but have not yet been implemented must be reported by the Board of Directors to the General Meeting of Shareholders at the nearest annual meeting. In case there are any changes to matters falling within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit such changes to the General Meeting of Shareholders for approval at the nearest meeting prior to implementation.

Article 4. Authority to convene a General Meeting of Shareholders.

1. The Board of Directors shall convene the Annual General Meeting of Shareholders once per year, within four (04) months from the end of the fiscal year. Where necessary, the Board of Directors may decide to extend the convening of the Annual General Meeting; however, such extension shall not exceed six (06) months from the end of the fiscal year.
2. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of the Company's Charter.
3. The Supervisory Board shall convene an Extraordinary General Meeting of Shareholders in accordance with Point (b), Clause 4, Article 14 of the Company's Charter.
4. A shareholder or a group of shareholders shall convene an Extraordinary General Meeting of Shareholders in accordance with Point (c), Clause 4, Article 14 of the Company's Charter.

Article 5. Procedures for Convening a General Meeting of Shareholders (Adoption of Resolutions by Voting at the Meeting)

1. Responsibilities of the Convener of the General Meeting of Shareholders
The convener of the General Meeting of Shareholders ("GMS") shall perform the following tasks:
 - a) Prepare the list of shareholders eligible to attend and vote at the GMS of the Corporation;
 - b) Prepare the meeting agenda and contents;
 - c) Prepare meeting documents;
 - d) Prepare draft resolutions of the GMS in accordance with the proposed agenda;
 - e) Determine the time and venue of the meeting;
 - f) Notify and send the notice of invitation to attend the GMS to all shareholders entitled to

- attend;
- g) Perform other tasks necessary for the organization of the meeting.
2. Preparation of the List of Shareholders Entitled to Attend the Meeting
 - a) The convener of the GMS must prepare a list of shareholders eligible to attend and vote at the GMS of the Corporation.
 - b) The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days prior to the date of dispatch of the notice of invitation to the GMS.
 3. Disclosure of Information on the Record Date for Determining Shareholders Entitled to Attend the GMS
 - a) The Corporation must disclose information on the preparation of the list of shareholders entitled to attend the GMS at least twenty (20) days prior to the record date.
 - b) Upon such disclosure, the Corporation must concurrently report to the State Securities Commission and the Stock Exchange where the Corporation's securities are listed or registered for trading regarding the disclosed information, ensuring full compliance with applicable regulations.
 - c) The Corporation must submit a complete and valid notification dossier for the exercise of shareholders' rights to the Vietnam Securities Depository (VSD) no later than eight (08) working days prior to the record date, or within such other time limit as prescribed by the VSD. Such dossier must specify, at a minimum, the following information:
 - i) Information on the record date (the record date is the working day determined by the issuer or by the VSD under authorization from the issuer to identify the list of securities holders entitled to exercise rights in accordance with the issuer's notice, VSD regulations, and applicable laws);
 - ii) Purpose of using the list;
 - iii) Detailed information on the rights to be exercised (execution ratio, implementation date, venue, etc.).
 4. Dispatch of the Notice of Invitation to the GMS
 - a) The convener of the GMS must send the notice of invitation to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent, prepaid, or properly delivered).
 - b) The notice of invitation must include the name, head office address, enterprise registration number of the Corporation; the name and contact address of the shareholder; the time and venue of the meeting; and other requirements applicable to attendees.
 - c) The notice of invitation shall be delivered to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and shall simultaneously be published on the Corporation's website and disclosed to the State Securities Commission and the Stock Exchange where the Corporation's shares are listed or registered for trading. Where deemed necessary, the Corporation may also publish the notice in a central or local daily newspaper.
 - d) The notice of invitation must be accompanied by the meeting agenda and documents

relating to matters to be voted on at the meeting, which shall be sent to shareholders and/or published on the Corporation's website. Where such documents are not enclosed, the notice must clearly indicate the link to access all meeting documents, including:

- i) Meeting agenda and materials;
- ii) List and detailed information of candidates in case of election of members of the Board of Directors and/or the Supervisory Board (if any);
- iii) Voting ballots;
- iv) Draft resolutions for each item on the agenda.

5. Requests for Addition to the Meeting Agenda and Contents

- a) A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Corporation's Charter has the right to request the inclusion of additional matters in the GMS agenda. Such request must be made in writing and sent to the Corporation at least three (03) working days prior to the opening date of the meeting. The request must include: full name, permanent address, nationality, and identification details (Citizen ID card, ID card, passport or other lawful personal identification) for individual shareholders; name, enterprise registration number or establishment decision number, and head office address for institutional shareholders; number and class of shares held; and the proposed agenda item.
- b) The convener of the GMS has the right to reject a request specified in point (a) above in any of the following cases:
 - i) The request is not submitted in accordance with point (a) above;
 - ii) At the time of the request, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 2, Article 12 of the Corporation's Charter;
 - iii) The proposed matter falls outside the decision-making authority of the GMS;
 - iv) Other cases as prescribed by law and the Corporation's Charter.
- c) The convener of the GMS must accept and include valid requests specified in point (a) into the proposed agenda and contents of the meeting, except for the cases specified in point (b). Such requests shall be officially included in the agenda and contents of the meeting upon approval by the GMS.

Article 6 Authorization of Representatives to Attend the General Meeting of Shareholders

1. A shareholder, or an authorized representative of an institutional shareholder, may attend the General Meeting of Shareholders ("GMS") in person or authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through any of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises. In cases where more than one authorized representative is appointed, the number of shares and corresponding voting rights authorized to each representative must be clearly specified.
2. The authorization of a representative to attend the GMS must be made in writing in accordance with the Corporation's prescribed form and shall include the following particulars: name of the authorizing shareholder; name of the authorized individual or organization; number of shares authorized; scope and contents of the authorization; term

of authorization; signatures of both the authorizing party and the authorized party; and the seal (if either the authorizing party or the authorized party is an organization possessing a seal).

The authorized representative must submit the power of attorney upon registration for attendance at the meeting. In the case of re-authorization, the attendee must additionally present the original power of attorney granted by the shareholder or the authorized representative of an institutional shareholder (if such document has not been previously registered with the Corporation).

3. Voting ballots cast by an authorized representative within the scope of authorization shall remain valid even in any of the following circumstances:
 - a) The authorizing party has died, or has limited legal capacity or has lost legal capacity;
 - b) The authorizing party has revoked the authorization;
 - c) The authorizing party has revoked the authority of the person granting such authorization.This provision shall not apply if the Corporation has received notice of any of the above events prior to the opening of the GMS or prior to the reconvening of the meeting.

Article 7 Procedures for Registration to Attend the General Meeting of Shareholders

Prior to the opening of the meeting, the Corporation must conduct shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting who are present have finished registering, according to the following sequence:

1. The person convening the meeting establishes the Shareholder Status Check Committee;
2. During the shareholder registration process, the Shareholder Status Check Committee issues to each shareholder or authorized representative entitled to vote a voting card, which records the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting shares of that shareholder.
3. Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late shareholders to register, and the validity of voting contents conducted previously remains unchanged.

Article 8. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting shares.
2. In case the first meeting is not eligible to be conducted as prescribed in Clause 1 of this Article, the notice of the second meeting must be sent within thirty (30) days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares.
3. In case the second meeting is not eligible to be conducted as prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

Article 9. Election of the Chairperson, Secretary, and Vote Counting Committee

1. The Chairperson of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one person among them to act as the Chairperson of the meeting based on the majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting so that the General Meeting of Shareholders may elect a Chairperson from among the attendees, and the person with the highest number of votes shall act as the Chairperson;
2. Except for the cases stipulated in Clause 1 of this Article, the person who signed the notice to convene the General Meeting of Shareholders shall preside over the meeting to elect a Chairperson, and the person with the highest number of votes shall be appointed as the Chairperson;
3. The Chairperson shall appoint one or several persons to act as the Secretary of the meeting;
4. The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee based on the nomination of the Chairperson;
5. The Chairperson of the meeting has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees:
 - a) Arrange seating at the meeting venue;
 - b) Ensure safety for everyone present at the meeting venues;
 - c) Facilitate conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing entry permits or using other forms of selection.
6. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:
 - a) Require all attendees to undergo inspection or other legal and reasonable security measures;
 - b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairperson's executive authority, intentionally cause disorder, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.
7. The Chairperson has the right to adjourn a General Meeting of Shareholders for which a sufficient number of attendees have registered for a maximum of no more than 03 working days from the scheduled opening date, and may only adjourn the meeting or change the meeting venue in the following cases:
 - a) The meeting venue does not have enough convenient seating for all attendees;
 - b) The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
 - c) There are attendees who obstruct or disrupt order, posing a risk that the meeting might not be conducted fairly and legally.

8. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to preside over the meeting until its conclusion; all resolutions adopted at such meeting shall be valid and effective.

Article 10. Formalities for Conducting the General Meeting of Shareholders

1. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders during the opening session.
2. The agenda must clearly and specifically define the timeframe for each issue within the meeting agenda.
3. The General Meeting of Shareholders shall discuss and vote on each issue included in the agenda.
4. All resolutions and issues that have been included in the meeting agenda must be brought for discussion and voting at the General Meeting of Shareholders.

Article 11. Methods of Voting, Counting Votes, and Announcing Vote Counting Results

1. Voting shall be conducted by voting "for," "against," or "abstention" (no opinion).
2. At the Meeting, voting cards "for" the resolution shall be collected first, followed by "against" cards; finally, the total number of "for" or "against" votes shall be counted to determine the decision.
3. Vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.
4. Voting and vote counting for the election of members of the Board of Directors and the Supervisory Board shall be conducted using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises.

Article 12. Conditions for Passing Resolutions

1. Resolutions on the following contents shall be passed if approved by a number of shareholders representing at least 65% of the total voting shares of all attending and voting shareholders, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
 - a) Classes of shares and the total number of shares of each class;;
 - b) Changes in business lines and sectors;
 - c) Changes in the management organizational structure of the Corporation;
 - d) Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
 - e) Reorganization or dissolution of the Corporation.
2. Other resolutions shall be passed when approved by a number of shareholders owning more than 50% of the total voting shares of all attending and voting shareholders, except for the

cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises..

3. The election of members of the Board of Directors and the Supervisory Board shall be conducted in accordance with Clause 3, Article 148 of the Law on Enterprises.
4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and valid even if the sequence and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Corporation's Charter.

Article 13. Preparation of Minutes of the General Meeting of Shareholders

1. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must include the following primary contents:
 - a) Name, headquarters address, and enterprise identification number;
 - b) Time and venue of the General Meeting of Shareholders;
 - c) Meeting agenda and contents;
 - d) Full names of the chairperson and secretary;
 - e) A summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the meeting agenda;
 - f) The number of shareholders and total voting shares of attending shareholders, an appendix listing registered shareholders and shareholder representatives attending the meeting with their corresponding number of shares and votes;
 - g) Total voting shares for each issue voted upon, clearly stating the voting method, the total number of valid votes, invalid votes, votes "for," "against," and "abstentions"; and the corresponding percentage relative to the total voting shares of attending shareholders;
 - h) Issues that have been passed and the corresponding percentage of approving votes;
 - i) Full names and signatures of the chairperson and secretary. In the event that the chairperson or secretary refuses to sign the minutes, the minutes shall be valid if signed by all other attending members of the Board of Directors and if they contain all the contents required under this Clause. The minutes must clearly state the refusal of the chairperson or secretary to sign..
2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and a foreign language (if any) shall have equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.

Article 14. Disclosure of Minutes and Resolutions of the General Meeting of Shareholders.

Resolutions and Minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting with their signatures, written authorizations to attend the meeting, all documents attached to the Minutes (if any), and relevant documents attached to the meeting notice must be disclosed in accordance with the law on information disclosure in the securities market and must be archived at the head office of the Corporation.

Article 15. Authority and procedures for collecting written opinions from shareholders to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from shareholders to pass resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Corporation, except for the cases prescribed in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion forms. The requirements and methods for sending opinion forms and accompanying documents shall comply with the provisions of Clause 3, Article 18 of the Corporation's Charter.
3. The opinion form must contain the following primary contents:
 - a) Name, head office address, and enterprise identification number of the Corporation;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, and number of legal identification documents for individual shareholders; name, enterprise identification number or number of legal identification documents of the organization, and head office address for organizational shareholders; or full name, contact address, nationality, and number of legal identification documents for the representative of an organizational shareholder; the number of shares of each class and the number of voting shares of the shareholder;
 - d) Issues for which opinions are collected to pass a resolution;
 - e) Voting options, including "for," "against," and "abstention" (no opinion) for each issue;
 - f) Deadline for returning the completed opinion forms to the Corporation;
 - g) Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may send their completed opinion forms to the Corporation via the following methods:
 - a) By mail: The completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational

- shareholder. Opinion forms sent to the Corporation must be placed in a sealed envelope, and no one is permitted to open it before the vote counting;
- b) By fax or email: Opinion forms sent to the Corporation must be kept confidential until the time of vote counting;
 - c) Opinion forms sent to the Corporation after the deadline specified in the form, or those opened (in the case of mail) or disclosed (in the case of fax or email) are considered invalid. Opinion forms that are not returned shall be considered as non-participating in the voting.
5. The Board of Directors shall count the votes and prepare a vote-counting minutes under the supervision of the Supervisory Board or shareholders who do not hold management positions in the Corporation. The vote-counting minutes must contain the following primary contents:
- a) Name, head office address, and enterprise identification number;
 - b) Purpose and issues for which opinions were collected to pass the resolution;
 - c) Number of shareholders with the total number of voting shares participating in the voting, distinguishing between valid and invalid votes and the method of submission, accompanied by an appendix listing the participating shareholders;
 - d) Total number of votes "for," "against," and "abstentions" for each issue;
 - e) Issues that have been passed and the corresponding percentage of approving votes;
 - f) Full names and signatures of the Chairperson of the Board of Directors, the vote counters, and the vote-counting supervisors.
 - g) Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes; and shall be jointly liable for any damages arising from decisions passed due to dishonest or inaccurate vote counting.
6. The vote-counting minutes and the resolution shall be sent to shareholders or replaced by posting on the Corporation's website within 24 hours from the time the vote counting concludes.
7. Returned opinion forms, vote-counting minutes, passed resolutions, and relevant documents attached to the opinion forms must be archived at the head office of the Corporation.
8. A resolution passed via written opinions shall be valid if approved by a number of shareholders owning more than 50% of the total voting shares of all shareholders with voting rights, and shall have the same value as a resolution passed at a General Meeting of Shareholders.

CHAPTER III. BOARD OF DIRECTORS

Article 16 . Role of the Board of Directors

The Board of Directors is the management body of the Corporation, having full authority in the name of the Corporation to decide on and exercise the rights and obligations of the Corporation, except for those falling under the authority of the General Meeting of Shareholders.

Article 17. Rights and obligations of the Board of Directors.

1. The powers of the Board of Directors are prescribed by law, the Corporation's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers:
 - a) Decide on the strategy, medium-term development plans, and annual business plans of the Corporation;
 - b) Recommend classes of shares and the total number of shares of each class authorized to be offered;
 - c) Decide on the sale of unsold shares within the authorized number of shares of each class; decide on raising additional capital in other forms;
 - d) Decide on the selling price of the Corporation's shares and bonds;
 - e) Decide on the buyback of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f) Decide on investment plans and investment projects within its authority and limits prescribed by law;
 - g) Decide on solutions for market development, marketing, and technology;
 - h) Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation, except for contracts and transactions under the deciding authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
 - i) Elect, dismiss, or remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts with, or terminate contracts for the General Director and other key managers as prescribed in the Corporation's Charter; decide on salaries, remuneration, bonuses, and other benefits for such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits for such persons;
 - j) Supervise and direct the General Director and other managers in the day-to-day business operations of the Corporation;
 - k) Decide on the organizational structure and internal management regulations of the Corporation; decide on the establishment of subsidiaries, branches, and representative offices, and the capital contribution or purchase of shares in other enterprises;
 - l) Approve the agenda and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions to pass resolutions;
 - m) Submit audited annual financial statements to the General Meeting of Shareholders;
 - n) Recommend the dividend rate to be paid; decide on the timing and procedures for dividend payment (after approval by the Annual General Meeting of Shareholders) or handle losses arising during the business process;
 - o) Recommend the reorganization or dissolution of the Corporation; or file for bankruptcy of the Corporation;
 - p) Decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide on the issuance of the Information Disclosure Regulations of the Corporation;

- q) Decide on business issues or transactions that require Board approval within its scope of authority and responsibility;
 - r) Other powers as prescribed by the Law on Enterprises, Law on Securities, other legal regulations, and the Corporation's Charter.
2. The Board of Directors must fully comply with its responsibilities and obligations as prescribed by the Law on Enterprises, the Corporation's Charter, and the following responsibilities and obligations:
- a) Be accountable to shareholders for the Corporation's activities;
 - b) Treat all shareholders equally and respect the interests of parties with related interests to the Corporation;
 - c) Ensure that the Corporation's activities comply with legal regulations, the Charter, and internal regulations of the Corporation;
 - d) Develop the Operating Regulations of the Board of Directors to be submitted to the General Meeting of Shareholders for approval and post them on the company's website;
 - e) Supervise and prevent conflicts of interest among members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including the misuse of Corporation assets and abuse of related-party transactions;
 - f) Develop the Internal Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree 155/2020/ND-CP dated December 31, 2020;
 - g) Appoint the Corporate Governance Officer;
 - h) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer, and other managers of the Corporation. [A1]
 - i) Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 280 of Decree 155/2020/ND-CP dated December 31, 2020 (and its amending or supplementing documents);
 - j) Other obligations as prescribed by the Law on Enterprises, Law on Securities, other legal regulations, and the Corporation's Charter.

Article 18. Rights and obligations of Members of the Boards of Directors

- 1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant legislation, the Corporation's Charter, these Regulations, Resolutions of the General Meeting of Shareholders, and the Operating Regulations of the Board of Directors, including the right to be provided with information and documents regarding the financial status and business activities of the Corporation and its constituent units.
- 2. Members of the Board of Directors have obligations as prescribed in the Company's Charter and the following:
 - a) Perform their duties honestly and prudently for the best interests of the shareholders and the Corporation;
 - b) Attend all meetings of the Board of Directors and provide opinions on issues brought for discussion;

- c) Attend the Annual General Meeting of Shareholders to answer shareholders' questions (if any); in cases of force majeure where attendance is not possible, the member must report in writing to the Board of Directors;
 - d) Report timely and fully to the Board of Directors on remuneration received from subsidiaries, associates, and other organizations;
 - e) Report at the nearest meeting of the Board of Directors on transactions between the Corporation, its subsidiaries, or companies in which the Corporation controls 50% or more of the charter capital and the Board member or their related persons; and transactions between the Corporation and companies in which the Board member was a founding member or manager during the 03 years prior to the transaction date;
 - f) Notify the Corporation timely, fully, and accurately of enterprises in which the Board member or their related persons are owners or hold a controlling stake/capital contribution;
 - g) Board members and their related persons must report and disclose information regarding their transactions involving the Corporation's shares in accordance with the law;
 - h) Register and notify the Board of Directors of any changes to personal information, contact info, telephone, email, electronic signature (if any), and other personal details. Board members are responsible for the confidentiality of their registered personal email and are liable for their votes cast via the email registered with the Board;
 - i) Other duties as prescribed by the Corporation's Charter and legal regulations.
3. Each independent member of the Board of Directors of a listed company must prepare a report evaluating the performance of the Board of Directors.

Article 19. Term, Structure, and Number of Members of the Board of Directors

The term, number, and structure of members of the Board of Directors of the Corporation shall comply with Article 26 of the Corporation's Charter.

Article 20. Standards and Conditions for Members of the Board of Directors

- 1. Member of the Board of Directors must meet the following standards and conditions:
 - a) Not belong to the categories specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Possess professional qualifications and experience in business administration or in the fields, sectors, or industries of the Corporation, and not necessarily be a shareholder of the Corporation;
 - c) A member of the Board of Directors of the Corporation may concurrently serve as a member of the Board of Directors or Board of Members of other companies, but is limited to a maximum of 05 other companies.
- 2. An independent member of the Board of Directors must meet the following standards and conditions:
 - a) Not currently working for the Corporation, its parent company, or its subsidiaries; and has not worked for the Corporation, its parent company, or its subsidiaries for at least 03 consecutive years prior;

- b) Not currently receiving a salary or remuneration from the Corporation, except for the allowances they are entitled to as a Board member;
- c) Does not have a spouse, biological parent, adoptive parent, biological child, adoptive child, or biological sibling who is a major shareholder of the Corporation, or a manager of the Corporation or its subsidiaries;
- d) Does not directly or indirectly own at least 01% of the total voting shares of the Corporation;
- e) Has not served as a member of the Board of Directors or the Supervisory Board of the Corporation for at least 05 consecutive years prior, except in cases of being appointed for 02 consecutive terms.

Article 21. Nomination, Candidacy, Election, Dismissal, and Removal of Members of the Board of Directors

1. Nomination and Candidacy for members of the Board of Directors

Shareholders or groups of shareholders holding 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors as follows:

- a) A shareholder or group of shareholders holding from 10% to less than 20% of the total ordinary shares of the Corporation may nominate one (01) candidate;
 - b) A shareholder or group of shareholders holding from 20% to less than 30% of the total ordinary shares of the Corporation may nominate a maximum of two (02) candidates;
 - c) A shareholder or group of shareholders holding from 30% to less than 40% of the total ordinary shares of the Corporation may nominate a maximum of three (03) candidates;
 - d) A shareholder or group of shareholders holding from 40% to less than 50% of the total ordinary shares of the Corporation may nominate a maximum of four (04) candidates;
 - e) A shareholder or group of shareholders holding from 50% to less than 60% of the total ordinary shares of the Corporation may nominate a maximum of five (05) candidates;
 - f) A shareholder or group of shareholders holding from 60% to less than 70% of the total ordinary shares of the Corporation may nominate a maximum of six (06) candidates;
 - g) A shareholder or group of shareholders holding from 70% to less than 80% of the total ordinary shares of the Corporation may nominate a maximum of seven (07) candidates;
 - h) A shareholder or group of shareholders holding from 80% to less than 90% of the total ordinary shares of the Corporation may nominate a maximum of eight (08) candidates;
 - i) A shareholder or group of shareholders holding 90% or more of the total ordinary shares of the Corporation may nominate a maximum of nine (09) candidates or the entire number of candidates if the structure of the Board of Directors has more than nine (09) members.
2. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, according to the provisions in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors introduces additional candidates or organizes nominations in accordance with the Corporation's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The

introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with legal regulations.

3. Method of Introducing Candidates:

- a) In the event that candidates for the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting;
- b) Candidates must provide a written commitment regarding the truthfulness and accuracy of their personal information and a commitment to perform duties honestly and for the best interests of the Corporation;
- c) Disclosed information related to Board of Directors candidates includes:
 - i) Full name, date of birth;
 - ii) Professional qualifications;
 - iii) Work history;
 - iv) Other management titles (including Board of Directors titles in other companies);
 - v) Interests related to the Corporation and related parties of the Corporation;
 - vi) Other information (if any);
 - vii) The Corporation is responsible for disclosing information about the companies in which the candidate is holding the position of Board of Directors member, other management titles, and interests related to the Corporation of the Board of Directors candidate (if any).

4. Method of Election:

The voting for electing members of the Board of Directors must be performed according to the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of owned shares multiplied by the number of members to be elected for the Board of Directors, and the shareholder has the right to concentrate all or part of their total votes for one or several candidates. Persons elected as members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest votes until the number of members specified in the Corporation's Charter is sufficient. In the event there are 02 or more candidates reaching the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with equal votes or selected according to the criteria prescribed in the election regulations or the Corporation's Charter

5. Cases of dismissal, removal and supplementation of members of the Board of Directors

- a) The General Meeting of Shareholders shall dismiss members of the Board of Directors in the following cases:
 - i) Failing to meet standards and conditions as prescribed in Article 155 of the Law on Enterprises;

- ii) Resignation and acceptance thereof;
 - iii) Other cases as stipulated in the Charter of the Corporation.
- b) The General Meeting of Shareholders shall remove members of the Board of Directors in the following cases:
 - c) Failure to participate in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
 - d) Other cases as stipulated in the Charter of the Corporation.
 - c) Where necessary, the General Meeting of Shareholders shall decide to replace, dismiss or remove members of the Board of Directors beyond the cases specified above.
 - d) The Board of Directors must convene a General Meeting of Shareholders to elect additional members in case the number of members decreases by more than one-third compared to that prescribed in the Charter. In such case, the meeting must be convened within 60 days from the date the number falls below such threshold;
 - e) Except for the case specified in point d, the General Meeting of Shareholders shall elect new members to replace dismissed or removed members at the nearest meeting.
6. Announcement of changes, appointment, dismissal and removal of members of the Board of Directors
The Corporation must disclose information in accordance with securities laws when there are changes, new appointments, re-appointments, removals of members of the Board of Directors or upon receipt of resignation letters.

Article 22. Election, Removal and Dismissal of the Chairman of the Board of Directors

- 1. The Chairman of the Board of Directors shall be elected, dismissed and removed by the Board of Directors from among its members.
- 2. The Chairman shall be elected at the first meeting of the term within seven (07) working days from the completion of the election of the Board of Directors. This meeting shall be convened by the member with the highest number or highest ratio of votes. If there are more than one such member, they shall elect by majority one (01) person to convene the meeting.

Article 23. Remuneration and Other Benefits of Members of the Board of Directors

- 1. The Corporation has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
- 2. Members are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required and the daily rate. The Board of Directors shall determine remuneration for each member on a consensus basis. Total remuneration and bonuses shall be decided by the General Meeting of Shareholders.
- 3. Remuneration shall be recorded as business expenses in accordance with corporate income tax regulations and disclosed as a separate item in the annual financial statements and reported to the General Meeting of Shareholders.

4. Members holding executive positions or performing additional duties may receive additional remuneration in lump sum, salary, commission, profit percentage or other forms as decided by the Board.
5. Members are entitled to reimbursement of all reasonable travel, accommodation and related expenses incurred in performing their duties.
6. Members may be covered by liability insurance subject to approval of the General Meeting of Shareholders, excluding liabilities arising from violations of law or the Charter.

Article 24. Procedures for Convening and Conducting Meetings of the Board of Directors

1. Minimum number of meetings per month/quarter/year
The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.
2. Cases requiring extraordinary meetings of the Board of Directors
 - e) The Chairman of the Board of Directors shall convene a meeting in the following cases:
 - i) At the request of the Board of Supervisors or an independent member of the Board of Directors;
 - ii) At the request of the General Director or at least 05 other managers;
 - iii) At the request of at least 02 members of the Board of Directors;
 - b) Requests specified in point a must be made in writing, clearly stating the purpose, matters to be discussed and decided within the authority of the Board of Directors.
 - c) The Chairman must convene a meeting within seven (07) working days from the date of receiving the request. In case of failure to convene, the Chairman shall be responsible for any damage caused to the Corporation; the requesting party has the right to replace the Chairman to convene the meeting.
3. Notice of Board of Directors meeting
 - a) The Chairman or the convener must send the meeting notice at least three (03) working days prior to the meeting date. The notice must specify time, venue, agenda, matters for discussion and decision, and must be accompanied by relevant documents and voting forms.
 - b) The notice may be sent by invitation letter, telephone, fax, electronic means or other methods as prescribed in the Charter and must reach the registered contact address of each member.
 - c) In urgent cases, the meeting may be held immediately upon approval and attendance of all (100%) members.
4. Right of members of the Board of Supervisors to attend meetings
 - a) The Chairman or convener shall send notices and documents to members of the Board of Supervisors similar to members of the Board of Directors.
 - b) Members of the Board of Supervisors have the right to attend and discuss but do not have voting rights.
5. Conditions for holding meetings

The meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members are present. In the event that a meeting convened in accordance with this provision does not have a sufficient number of attending members as required, it shall be reconvened within seven (07) days from the date initially scheduled for the first meeting. In such case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

6. Voting methods

Meetings may be conducted via online conference when members are in different locations, provided that each member can:

- a) Hear other members speaking;
- b) Speak simultaneously with all participants.

Members attending in this manner are deemed present. The meeting location is where the largest number of members are present or where the Chairperson is located. Decisions made via telephone meetings are valid immediately after the meeting but must be confirmed by signatures in the minutes of all attending members.

7. Adoption of resolutions

- a) Resolutions are adopted by majority vote; in case of tie, the Chairman's opinion prevails.
- b) Written resolutions are adopted based on majority approval and have the same validity as those adopted at meetings.

8. Authorization to attend meetings

A member may authorize another person to attend and vote if approved by the majority of the Board of Directors.

Article 25. Minutes of Meetings of the Board of Directors

1. Meetings must be minuted and may be recorded and stored electronically. Minutes must be in Vietnamese and may also be in a foreign language, including:

- a) Name, head office address, enterprise code;
- b) Time and place;
- c) Purpose, agenda and content;
- d) Names of attending members or authorized representatives and method of attendance; names of absent members and reasons;
- e) Matters discussed and voted;
- f) Summary of opinions;
- g) Voting results;
- h) Approved matters and corresponding voting ratio;
- i) Names and signatures of the Chairperson and minute-taker, except as specified in Clause 2.

2. If the Chairperson or minute-taker refuses to sign but all other attending members sign and approve, the minutes remain valid. Those signing are jointly responsible for accuracy. The Chairperson and minute-taker bear personal liability for damages caused by refusal to sign.
3. Signatories are responsible for the truthfulness and accuracy of the minutes.
4. Minutes and documents must be stored at the head office.
5. Vietnamese and foreign language versions have equal legal validity; in case of discrepancy, the Vietnamese version prevails.
6. Notification of resolutions
 - a) The Chairman signs and issues resolutions on behalf of the Board.
 - b) Resolutions must be sent to relevant parties within 3 working days after signing.
 - c) Contents subject to disclosure must be disclosed in accordance with law.

Article 26. Subcommittees of the Board of Directors

1. The Board may establish subcommittees on development policy, personnel, remuneration, internal audit and risk management.
2. Each subcommittee has at least three (03) members including Board members and external members. Independent/non-executive members should constitute the majority, and one shall be appointed as Head.
3. Subcommittees operate under Board regulations. Resolutions are valid when approved by a majority of attending members.
4. Implementation must comply with applicable laws and internal regulations.

Article 27. Selection, Appointment and Dismissal of the Person in Charge of Corporate Governance

1. Standards
The person must not work for the audit firm auditing the Corporation's financial statements.
2. Appointment
The Board must appoint at least one (01) person in charge of corporate governance, who may concurrently act as Company Secretary.
3. Dismissal
The Board may dismiss such person in compliance with labor laws.
4. Announcement
Appointment/dismissal must be disclosed in accordance with the Charter and securities laws.
5. Rights and obligations
 - a) Advise the Board on organizing General Meetings of Shareholders;
 - b) Prepare meetings;
 - c) Advise on procedures;
 - d) Attend meetings;
 - e) Advise on drafting resolutions;

- f) Provide information and documents;
- g) Supervise disclosure activities;
- h) Act as liaison;
- i) Ensure confidentiality;
- j) Other rights and obligations as prescribed by law.

CHAPTER IV. BOARD OF SUPERVISORS

Article 28. Rights and Obligations of the Board of Supervisors

The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises, the Charter of the Corporation and the following:

1. To propose and recommend the General Meeting of Shareholders to approve the list of approved audit firms to audit the Corporation's financial statements; to decide on the approved audit firm to inspect the Corporation's operations and to dismiss the approved auditor when necessary.
2. To be responsible to shareholders for its supervisory activities.
3. To supervise the financial situation of the Corporation and the compliance with laws in the operations of the Board of Directors, the General Director and other managers.
4. To ensure coordination with the Board of Directors, the General Director and shareholders.
5. Upon detecting violations of law or the Charter by members of the Board of Directors, the General Director or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours and request termination and remedial measures.
6. To develop its operating regulations and submit to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020.
8. To access documents and records at the head office, branches and other locations; to access workplaces of managers and employees during working hours.
9. To request the Board of Directors, its members, the General Director and other managers to provide full, accurate and timely information.
10. Other rights and obligations as prescribed by law and the Charter.

Article 29. Rights and Responsibilities of Members of the Board of Supervisors

1. Members have rights under the Law on Enterprises, relevant laws and the Charter, including access to information and documents. The Board of Directors, General Director and other executives must provide information promptly and fully upon request.
2. Members have the following responsibilities:
 - a) To comply with laws, the Charter, resolutions of the General Meeting of Shareholders and professional ethics;

- b) To perform duties honestly, prudently and in the best interests of the Corporation;
- c) To be loyal and not abuse position, information, business opportunities or assets for personal gain;
- d) Other obligations as prescribed by law;
- e) To be personally or jointly liable for damages caused by violations; any benefits gained must be returned;
- f) To report violations by other members in writing and request corrective actions.

Article 30. Composition of the Board of Supervisors

- 1. Term and number of members comply with Clause 1 Article 37 of the Charter.
- 2. Members must meet conditions under Article 169 of the Law on Enterprises and must not:
 - a) Work in accounting or finance departments of the Corporation
 - b) Be members or employees of the audit firm auditing the Corporation in the last three (03) years.

Article 31. Nomination, Election, Dismissal and Removal of Members of the Board of Supervisors

- 1. Nomination and Candidacy for members of the Board of Supervisors
Shareholders or groups of shareholders holding 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Supervisors as follows:
 - j) A shareholder or group of shareholders holding from 10% to less than 20% of the total ordinary shares of the Corporation may nominate one (01) candidate;
 - k) A shareholder or group of shareholders holding from 20% to less than 30% of the total ordinary shares of the Corporation may nominate a maximum of two (02) candidates;
 - l) A shareholder or group of shareholders holding from 30% to less than 40% of the total ordinary shares of the Corporation may nominate a maximum of three (03) candidates;
 - m) A shareholder or group of shareholders holding from 40% to less than 50% of the total ordinary shares of the Corporation may nominate a maximum of four (04) candidates;
 - n) A shareholder or group of shareholders holding from 50% to less than 60% of the total ordinary shares of the Corporation may nominate a maximum of five (05) candidates;
 - o) A shareholder or group of shareholders holding from 60% to less than 70% of the total ordinary shares of the Corporation may nominate a maximum of six (06) candidates;
 - p) A shareholder or group of shareholders holding from 70% to less than 80% of the total ordinary shares of the Corporation may nominate a maximum of seven (07) candidates;
 - q) A shareholder or group of shareholders holding from 80% to less than 90% of the total ordinary shares of the Corporation may nominate a maximum of eight (08) candidates;
 - r) A shareholder or group of shareholders holding 90% or more of the total ordinary shares of the Corporation may nominate a maximum of nine (09) candidates.

2. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, according to the provisions in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors introduces additional candidates or organizes nominations in accordance with the Corporation's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with legal regulations.
3. Method of Introducing Candidates:
 - a) In the event that candidates for the Board of Supervisors have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting;
 - b) Candidates must provide a written commitment regarding the truthfulness and accuracy of their personal information and a commitment to perform duties honestly and for the best interests of the Corporation;
 - c) Disclosed information related to Board of Supervisors candidates includes:
 - i) Full name, date of birth;
 - ii) Professional qualifications;
 - iii) Work history;
 - iv) Other management titles (including Board of Supervisors titles in other companies); v) Interests related to the Corporation and related parties of the Corporation;
 - vi) Other information (if any);
 - vii) The Corporation is responsible for disclosing information about the companies in which the candidate is holding the position of Board of Supervisors member, other management titles, and interests related to the Corporation of the Board of Supervisors candidate (if any).
4. Method of Election:

The voting for electing members of the Board of Supervisors must be performed according to the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of owned shares multiplied by the number of members to be elected for the Board of Supervisors, and the shareholder has the right to concentrate all or part of their total votes for one or several candidates. Persons elected as members of the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest votes until the number of members specified in the Corporation's Charter is sufficient. In the event there are 02 or more candidates reaching the same number of votes for the last member of the Board of Supervisors, a re-election will be conducted among the candidates with equal votes or selected according to the criteria prescribed in the election regulations or the Corporation's Charter
5. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be decided by majority vote.

The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the company's business activities.

6. A member of the Board of Supervisors shall be dismissed in the following cases:
 - a) No longer satisfies the qualifications and conditions to serve as a member of the Board of Supervisors as prescribed in Clause 2, Article 30 of this Regulation;
 - b) Submits a resignation letter and it is accepted;
 - c) Other cases as prescribed by law and the Company's Charter.
7. A member of the Board of Supervisors shall be removed in the following cases:
 - a) Fails to fulfill assigned duties and responsibilities;
 - b) Fails to exercise his/her rights and perform obligations for six (06) consecutive months, except in cases of force majeure;
 - c) Repeatedly violates or commits serious violations of the obligations of a Board of Supervisors member as prescribed by the Law on Enterprises and the Company's Charter;
 - d) Other cases as decided by the General Meeting of Shareholders.
8. Notification of changes, appointment, dismissal, and removal of members of the Board of Supervisors
The Corporation must disclose information in accordance with the laws on securities when there are changes, new appointments, reappointments, or removals of members of the Board of Supervisors, or upon receipt of resignation letters from members of the Board of Supervisors.

Article 32. Meetings of the Board of Supervisors

1. The Board of Supervisors shall convene at least two (02) meetings per year, and a meeting shall be conducted when at least two-thirds (2/3) of its members are present.
2. Minutes of the Board of Supervisors meetings must be prepared in a detailed and clear manner. The minute-taker and the attending members of the Board of Supervisors must sign the meeting minutes.
3. Minutes of the Board of Supervisors meetings must be retained to determine the responsibilities of each member of the Board of Supervisors.
4. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and respond to issues requiring clarification.

Article 33. Salaries, Remuneration and Benefits of Members of the Board of Supervisors

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for accommodation, meals, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements.

CHAPTER V. GENERAL DIRECTOR

Article 34. Role, Responsibilities, Rights and Obligations of the General Director

1. The General Director is responsible for managing the day-to-day business operations of the Company in accordance with the law, the Company's Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors.
2. The General Director shall have the following rights and obligations:
 - a) To decide on matters relating to the daily business operations of the Company that do not fall within the authority of the Board of Directors, including representing the Company in signing financial and commercial contracts, and organizing and managing the Company's daily operations in accordance with best management practices;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To implement the Company's business plans and investment plans;
 - d) To propose organizational structures and internal management regulations of the Company
 - e) To appoint, dismiss, and remove managerial positions within the Company, except those under the authority of the Board of Directors
 - f) To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director
 - g) To recruit employees;
 - h) To propose dividend distribution plans or measures for handling business losses;
 - i) To propose the number and candidates for executive positions that the Company needs to recruit for appointment or dismissal by the Board of Directors in accordance with internal regulations, and to propose remuneration, salaries, and other benefits for such executives for the Board's decision;
 - j) On December 31 each year, to submit to the Board of Directors for approval a detailed business plan for the next fiscal year, based on meeting the requirements of the appropriate budget as well as the five (05)-year financial plan;
 - k) To prepare long-term, annual, and quarterly budgets of the Company (hereinafter referred to as "budgets") to support the Company's long-term, annual, and quarterly management in accordance with the business plan. The annual budget (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 as required by the Company's regulations;
 - l) To perform other rights and obligations in accordance with the law, the Company's Charter, internal regulations of the Company, resolutions of the Board of Directors, and the labor contract signed with the Company.
 - m) The General Director shall be responsible 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 upon request.

Article 35. Appointment, Dismissal and Contract of the General Director

1. Term not exceeding five (05) years; may be reappointed.

2. Must meet legal conditions.
3. Appointed by the Board; contract defines salary and benefits.
4. May be dismissed by majority vote of the Board.
5. Appointment/dismissal must be disclosed in accordance with law.
6. Salary and benefits:
 - a) Entitled to salary, bonus and benefits;
 - b) Determined by the Board;
 - c) Recorded as business expenses and disclosed in financial statements.

CHAPTER VI. OTHER ACTIVITIES

Article 36. Coordination between the Board of Supervisors and the Board of Supervisors

1. The Board of Directors and the Supervisory Board shall closely and regularly coordinate with each other in performing their rights and duties in accordance with the Company's Charter and applicable laws.
2. Responsibilities of the Board of Directors in coordination with the Supervisory Board:
 - a) The Chairperson of the Board of Directors shall invite the Supervisory Board to attend all meetings of the Board of Directors;
 - b) Notices of meetings and accompanying documents shall be sent to the Controllers at the same time as they are sent to members of the Board of Directors;
 - c) All resolutions, decisions of the Board of Directors, and general governance documents issued by the Board of Directors shall be sent to the Supervisory Board within the time limits prescribed in this Regulation and the Company's Charter;
 - d) When the Supervisory Board proposes the selection of an independent auditor, the Board of Directors must provide feedback in accordance with internal regulations;
 - e) Other matters requiring the opinion of the Supervisory Board must be sent within the prescribed time limits, and the Supervisory Board shall be responsible for responding within such time limits.
3. Responsibilities of the Supervisory Board in coordination with the Board of Directors:
 - a) To regularly inform the Board of Directors of its operational results and to consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
 - b) In addition to periodic reports, members of the Supervisory Board have the right to request the Board of Directors to provide information and documents related to corporate governance, management, and business operations of the Company at any time. The procedures and time limits for provision shall comply with applicable laws and the Company's internal regulations;
 - c) At meetings of the Supervisory Board, the Supervisory Board has the right to request members of the Board of Directors (and concurrently request the General Director and independent auditors) to attend and respond to matters of concern raised by the Controllers;
 - d) Periodic and ad hoc inspections conducted by the Supervisory Board must have written

- conclusions (no later than 15 working days from the completion of the inspection) sent to the Board of Directors to provide additional basis for the Board of Directors in managing the Company. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- e) In the event that the Supervisory Board detects violations of law or of the Company's Charter by members of the Board of Directors, it shall notify the Board of Directors in writing within 48 hours, request the violator to cease the violation and take remedial measures, and simultaneously report to the General Meeting of Shareholders and disclose information in accordance with applicable laws;
 - f) For recommendations related to the Company's operations and financial situation, the Supervisory Board must send them in writing together with relevant documents at least 15 working days prior to the expected date of receiving a response;
 - g) Other matters requiring the opinion of the Board of Directors must be sent at least 7 working days in advance, and the Board of Directors shall respond within 7 working days.

Article 37. Coordination between the Board of Supervisors and the General Director

1. Based on its functions, duties, and powers, the Board of Directors shall determine policies, strategies, orientations, and governance regulations as a basis for the General Director to implement business operations; at the same time, it shall approve business plans, operational plans, reports, and proposals submitted by the General Director that fall within the authority of the Board of Directors for consideration and decision.
2. The Board of Directors shall establish information/reporting mechanisms as a basis for monitoring the Company's operations and making decisions; the General Director is responsible for maintaining timely, complete, and accurate information and reporting to the Board of Directors, thereby facilitating the Board of Directors in overseeing the Company's operations.
3. The General Director is responsible for managing operations in accordance with the Company's Charter, resolutions, and authorizations/assignments/directives of the Board of Directors/Chairperson of the Board of Directors, in compliance with applicable laws.
4. In the event that the General Director does not agree with a resolution/decision of the Board of Directors, the General Director has the right to discuss and reserve his/her opinion but must still comply with and implement the directives of the Board of Directors.
5. With respect to organizing the annual General Meeting of Shareholders, the Board of Directors must notify the General Director regarding coordination and the use of resources within a reasonable time in accordance with the Company's Charter.
6. The Board of Directors shall decide on rewards or disciplinary actions based on the General Director's fulfillment or non-fulfillment of resolutions and other matters authorized by the Board of Directors.

Article 38. Coordination between the Board of Supervisors and the General Director

1. At meetings of the Supervisory Board, the Supervisory Board has the right to request the General Director (or concurrently request members of the Board of Directors and the independent auditor) to attend and respond to matters of concern raised by the Controllers;

2. Periodic and ad hoc inspections conducted by the Supervisory Board must have written conclusions (no later than 15 working days from the completion of the inspection) sent to the General Director to provide additional basis for assisting the General Director in managing and operating the Company. Depending on the extent and results, the Supervisory Board may consult the General Director before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
3. In the event that the Supervisory Board detects violations of law or of the Company's Charter by members of the Executive Board (Board of Management), it shall notify the Board of Directors and the General Director in writing within 48 hours, request the violator to cease the violation and take remedial measures, and simultaneously report to the General Meeting of Shareholders and disclose information in accordance with applicable laws;
4. Controllers/Supervisors have the right to request the General Director to facilitate access to files and documents related to the Company's business operations at the Company's head office or at locations where such documents are stored;
5. For information and documents related to management, administration, business operations, business performance reports, and financial statements, written requests from the Supervisory Board must be sent to the Company at least 48 hours in advance. The Supervisory Board must not use undisclosed information of the Company or disclose it to others to conduct related transactions.

Article 39. Annual Evaluation for Rewards and Discipline

Annual evaluation for rewards and discipline of members of the Board of Supervisors, Board of Supervisors, General Director and other executives shall be conducted in accordance with the Corporation's regulations issued from time to time.

CHAPTER VII. IMPLEMENTATION

Article 40. Effectiveness

1. The Internal Regulations on Corporate Governance of Vietnam Water Investment and Environment Corporation - JSC consist of 7 Chapters and 40 Articles and take effect from April 23, 2026.
2. This Regulation is the sole and official version of the Corporation.
3. Copies or extracts are valid when signed by the Chairman of the Board of Supervisors or at least one-half (1/2) of the total members of the Board of Supervisors.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

To Dung

Ref.: 31/TTr-HDQT

Hanoi, April 02, 2026



PROPOSAL

Re: Regarding the Amendment and Supplement of the Operating Regulations of the Board of Directors

To: The Annual General Meeting of Shareholders 2026.

Pursuant to:

- Enterprise Law No. 59/2020/QH14 dated 17/06/2020 and its guiding documents, as amended and supplemented from time to time;
- Securities Law No. 54/2019/QH14 dated 26/11/2019 and its guiding documents, as amended and supplemented from time to time;
- Charter of the Vietnam Water and Environment Investment Corporation – JSC;
- The practical needs arising from the business operations of the Vietnam Water and Environment Investment Corporation – JSC;

In order to ensure compliance with current legal regulations and practical operations, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following:

1. Approval of the full text of the Operating Regulations of the Board of Directors of the Vietnam Water and Environment Investment Corporation – JSC (the details of the amended Operating Regulations of the Board of Directors are attached to this Proposal).

2. Chairman of the Board of Directors of the Corporation is authorized to sign and promulgate the Operating Regulations of the Board of Directors of the Corporation after approval by the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for review and approval.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

To Dung



VIETNAM WATER AND ENVIRONMENT INVESTMENT CORPORATION - JSC
- VIWASEEN -

**REGULATIONS ON OPERATIONS
OF THE BOARD OF DIRECTORS**

April 23, 2026

TABLE OF CONTENTS

CHAPTER I: GENERAL PROVISIONS	1
Article 1. Scope of regulation and subjects of application.....	1
Article 2. Operating principles of the Board of Directors	1
CHAPTER II: MEMBERS OF THE BOARD OF DIRECTORS	2
Article 3. Rights and obligations of members of the Board of Directors	2
Article 4. Right to be provided with information of members of the Board of Directors	2
Article 5. Term and number of members of the Board of Directors	2
Article 6. Standards and conditions for members of the Board of Directors	3
Article 7. Chairman of the Board of Directors	3
Article 8. Dismissal, removal, replacement, and addition of members of the Board of Directors.....	4
Article 9. Methods of election, dismissal, and removal of members of the Board of Directors	5
Article 10. Notification of election, dismissal, and removal of members of the Board of Directors..	6
CHAPTER III: THE BOARD OF DIRECTORS.....	6
Article 11. Rights and obligations of the Board of Directors.....	6
Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts.....	8
Article 13. Responsibilities of the Board of Directors in convening Extraordinary General Meetings of Shareholders	8
Article 14. Sub-committees assisting the Board of Directors.	9
CHAPTER IV: MEETINGS OF THE BOARD OF DIRECTORS	10
Article 15. Meetings of the Board of Directors.....	10
Article 16. Minutes of Board of Directors meetings	12
CHAPTER V: REPORTING AND DISCLOSURE OF INTERESTS	12
Article 17. Submission of annual reports	12
Article 18. Remuneration, bonuses, and other benefits of Board members	13
Article 19. Disclosure of related interests	13
CHAPTER VI: RELATIONSHIPS OF THE BOARD OF DIRECTORS	14
Article 20. Relationships between Board members.....	14
Article 21. Relationship with the Management Board	14
Article 22. Relationship with the Supervisory Board or Audit Committee.....	14
CHAPTER VII: ENFORCEMENT PROVISIONS	15
Article 23. Effectiveness.....	15

Hanoi, April 2026

**REGULATIONS
ON OPERATIONS OF THE BOARD OF DIRECTORS**

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Law amending and supplementing a number of articles of the Law on Public Investment, Law on Investment under Public-Private Partnership method, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Excise Tax, and Law on Enforcement of Civil Judgments No. 03/2022/QH15 dated January 11, 2022;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government;

Pursuant to the Charter of Vietnam Water and Environment Investment Corporation (Corporation/VIWASEEN);

Pursuant to the Resolution of the General Meeting of Shareholders No./2026/NQ-ĐHĐCĐ dated [date] [month] [year] 2026; The Board of Directors issues the Regulations on Operations of the Board of Directors of VIWASEEN Corporation. The Regulations on Operations of the Board of Directors of VIWASEEN include the following contents:

CHAPTER I: GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulations on Operations of the Board of Directors stipulate the personnel organizational structure, operating principles, powers, and obligations of the Board of Directors and its members to operate in accordance with the Law on Enterprises, the Corporation's Charter, and other relevant legal provisions.
2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and the General Director (in case of being authorized by the Board of Directors to exercise the rights and obligations of the Board of Directors).

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on the principle of collectivism. Members of the Board of Directors are individually responsible for their assigned work and collectively responsible to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the development of the Corporation.
2. The Board of Directors assigns the General Director the responsibility to organize and manage the implementation of the Board's resolutions and decisions.

CHAPTER II: MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, and the Corporation's Charter, including the right to be provided with information and documents regarding the financial situation and business activities of the Corporation and its units.
2. Members of the Board of Directors have obligations as prescribed in the Corporation's Charter and the following obligations:
 - a) Perform their duties honestly and prudently for the best interest of the shareholders and the Company;
 - b) Attend all meetings of the Board of Directors and provide opinions on issues brought for discussion;
 - c) Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, affiliates, and other organizations (if any);
 - d) Report to the Board of Directors at the nearest meeting on transactions between the Corporation, subsidiaries, or other companies where the Corporation holds control over 50% of the charter capital, with the Board member and their related persons; and transactions between the Corporation and companies where the Board member was a founding member or manager within the last 03 years prior to the transaction time.
 - e) Perform information disclosure when conducting transactions of the Corporation's shares in accordance with the law.
3. Each independent member of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors.

Article 4. Right to be provided with information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers in the Corporation to provide information and documents regarding the financial situation and business activities of the Corporation and its units.
2. Requested managers must provide information and documents promptly, fully, and accurately as requested by the Board member. The sequence and procedures for requesting and providing information are prescribed by the Corporation's Charter.

Article 5. Term and number of members of the Board of Directors

1. The Board of Directors of the Corporation has from 03 to 11 members. The specific number of members is stipulated in the Corporation's Charter.
2. The term of a Board member shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Board member of the Corporation for no more than 02 consecutive terms.
3. In case all Board members finish their terms at the same time, they shall continue to be Board members until new members are elected to replace them and take over the work, unless otherwise provided by the Corporation's Charter.
4. The Corporation's Charter specifies the number, rights, obligations, organizational methods, and coordination of activities of independent Board members.

Article 6. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:
 - a) Not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Have professional qualifications and experience in business administration or in the fields, sectors, and business lines of the Corporation, and not necessarily be a shareholder of the Corporation, unless otherwise provided by the Charter;
 - c) A Board member of the Corporation may concurrently be a Board member of another company but can only be a Board member or Member of the Members' Council at a maximum of 05 other companies;
2. Other standards and conditions prescribed in the Corporation's Charter (if any).
 - a) Independent Board members of the Corporation must meet the following standards and conditions:
 - b) Not be a person currently working for the Corporation, parent company, or subsidiary of the Corporation; not have worked for the Corporation, parent company, or subsidiary for at least the 03 preceding years;
 - c) Not be a person receiving salary or remuneration from the Corporation, except for allowances that Board members are entitled to according to regulations;
 - d) Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological older/younger brother or sister is a major shareholder of the Corporation; or is a manager of the Corporation or its subsidiary;
 - e) Not be a person directly or indirectly owning at least 01% of the total voting shares of the Corporation;
 - f) Not have been a member of the Board of Directors or Supervisory Board of the Corporation for at least the 05 preceding years, except in the case of being appointed for 02 consecutive terms;
 - g) Other standards and conditions according to the Company's Charter (if any).
3. Independent Board members must notify the Board of Directors if they no longer meet the standards and conditions stipulated in Clause 2 of this Article and shall automatically cease to be independent members from the date they fail to meet the standards. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an addition or replacement for the independent member of the Board of Directors within 06 months from the date of receiving the notice from the relevant independent member of the Board of Directors.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors of the Corporation shall not concurrently hold the position of General Director.
3. The Chairman has the following rights and obligations:
 - a) Establish the program and activity plan of the Board of Directors;

- b) Prepare programs, content, and documents for meetings; convene, chair, and preside over Board meetings;
 - c) Organize the passing of Board resolutions and decisions;
 - d) Supervise the implementation of Board resolutions and decisions;
 - e) Preside over the General Meeting of Shareholders;
 - f) Other rights and obligations as prescribed by the Law on Enterprises and the Corporation's Charter (if any).
4. If the Chairman resigns or is dismissed/removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or being dismissed or removed. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles prescribed in the Corporation's Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory detoxification facility or a compulsory educational institution, flees from his/her place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, then the remaining members shall elect one person among the members to hold the position of Chairman of the Board of Directors according to the principle of a majority of the remaining members' approval until there is a new decision of the Board of Directors
5. When deemed necessary, the Board appoints a Corporation Secretary with rights to:
- a) Support convening meetings of the GMS and BOD; record minutes;
 - b) Support members in exercising their rights and duties;
 - c) Support the Board in applying corporate governance principles;
 - d) Support building shareholder relations and protecting their rights; ensuring compliance with information disclosure obligations.
 - e) Other rights and obligations as prescribed in the Charter.

Article 8. Dismissal, removal, replacement, and addition of members of the Board of Directors

1. The General Meeting of Shareholders dismisses a Board member in the following cases:
- a) Fails to meet the standards and conditions prescribed in Article 155 of the Law on Enterprises;
 - b) Submits a resignation letter which is accepted by the GMS;
 - c) Other cases as prescribed in the Company's Charter (if any).
2. The General Meeting of Shareholders removes a Board member in the following cases:
- a) Fails to participate in Board activities for 06 consecutive months, except in cases of force majeure;
 - b) Other cases as prescribed in the Corporation's Charter (if any).

3. When deemed necessary, the GMS decides to replace, dismiss, or remove members beyond the cases in clauses 1 and 2.
4. The Board must convene a GMS to elect additional members if:
 - a) The number of members is reduced by more than one-third compared to the number prescribed in the Charter. In this case, the Board must convene the GMS within 60 days.
 - b) Except for point (a) above, the GMS elects new members to replace those dismissed or removed at the nearest meeting.

Article 9. Methods of election, dismissal, and removal of members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of total ordinary shares (or a smaller ratio as per the Charter) have the right to nominate candidates.
Procedures:
 - a) Ordinary shareholders joining together in a group to nominate persons to the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause are entitled to nominate one or more persons according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors. The nomination is performed in accordance with the provisions of the Corporation's Charter and the Internal Regulations on Corporate Governance of the Corporation. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination in accordance with the provisions of the company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of the law.
3. The voting to elect members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has a total number of voting shares corresponding to the total number of owned shares multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The person elected as a member of the Board of Directors is determined according to the number of votes from high to low, starting from the candidate with the highest number of votes until reaching the sufficient number of members stipulated in the Corporation's Charter and the decision of the General Meeting of Shareholders. In case there are 02 or more candidates reaching the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with equal votes or selected according to the criteria stated in the Election Regulations approved by the General Meeting of Shareholders.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders according to the principle of balloting.

Article 10. Notification of election, dismissal, and removal of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the website of the Corporation so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties in an honest and prudent manner and for the best interest of the Corporation if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:
 - a) Full name, DOB;
 - b) Professional qualifications;
 - c) Work history;
 - d) Other management positions (including Board of Directors positions in other companies);
 - e) Interests related to the Corporation and related parties of the Corporation;
 - f) Other information (if any) as prescribed in the Corporation's Charter;
 - g) Public companies must be responsible for disclosing information about companies where the candidate holds Board of Directors positions, other management positions, and interests related to the company of the Board of Directors candidate (if any).
2. The notification of election, dismissal, and removal results of Board of Directors members shall be carried out in accordance with the guiding regulations on information disclosure.

CHAPTER III: THE BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Corporation, having full authority in the name of the Corporation to decide and exercise the rights and obligations of the Corporation, except for the rights and obligations belonging to the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Corporation's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) Decide on the strategy, medium-term development plan, and annual business plan of the Corporation;
 - b) Propose types of shares and the total number of shares entitled to be offered for each type;
 - c) Decide on the sale of unsold shares within the scope of shares entitled to be offered for each type; decide on raising additional capital in other forms;
 - d) Decide on the selling price of shares and bonds of the Corporation;

- e) Decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f) Decide on investment plans and investment projects within its authority and limits as 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 valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions belonging to the decision-making authority of the General Meeting of Shareholders as prescribed by the Law on Enterprises and the Corporation's Charter.
 - i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director and other important managers as prescribed by the Corporation's Charter; decide on the salary, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Board of Directors, Members' Council, or General Meeting of Shareholders at other companies, and decide on the remuneration levels and other benefits of those persons;
 - j) Supervise and direct the General Director and other managers in the day-to-day management of the Corporation's business;
 - k) Decide on the organizational structure and internal management regulations of the Corporation, decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
 - l) Approve programs and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
 - m) Submit audited annual financial reports to the General Meeting of Shareholders;
 - n) Propose the dividend rate to be paid; decide on the timing and procedures for paying dividends or handling losses arising during the business process;
 - o) Propose reorganization, dissolution of the Corporation; request bankruptcy of the Corporation;
 - p) Decide on the issuance of the Regulations on Operations of the Board of Directors and Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide on the issuance of the Regulations on Operations of the Audit Committee under the Board of Directors and the Regulations on Information Disclosure of the Corporation;
 - q) Other rights and obligations as prescribed by the Law on Enterprises, Law on Securities, other legal provisions, and the Company's Charter.
3. Within the scope of the rights and obligations of the Company's Board of Directors as prescribed by law, the Company's Charter, and the Regulations on Operations of the Board of Directors, the Board of Directors may authorize the Chairman of the Board of Directors and the General Director of the Corporation to perform one or several rights and obligations of the Board of Directors. The authorization is approved through a Resolution/Decision of the Board of Directors. The Chairman of the Board of Directors and the General Director are responsible to the Board of Directors and the law for the implementation of the contents authorized by the Board of Directors. Members of the Board of Directors who pass the Resolution/Decision of authorization

shall be jointly responsible for the implementation of the authorized contents by the authorized person.

4. The Board of Directors passes resolutions and decisions by voting at meetings, collecting written opinions, or in other forms as prescribed by the Corporation's Charter. Each member of the Board of Directors has one vote
5. In case part or all of a resolution or decision passed by the Board of Directors is contrary to legal provisions, resolutions of the General Meeting of Shareholders, or the Corporation's Charter, causing damage to the Corporation, the members who voted in favor of passing such illegal part or whole of the resolution or decision must be jointly and personally liable for that resolution or decision and must compensate the Corporation for damages; members who opposed the passing of the said part or whole of the resolution or decision are exempted from liability. In this case, shareholders of the Corporation have the right to request the Court to suspend the implementation or cancel the said illegal part or whole of the resolution or decision.
6. For projects or transactions exceeding the approval limit of the Management Board, the Board of Directors shall pass a Resolution approving the general policy, including: objectives, scale, investment limit, and master plan. Based on the approved policy, the Board of Directors authorizes the Management Board to decide on detailed implementation contents, sign relevant contracts, and be fully responsible to the Board of Directors and the law for the effectiveness and compliance of implementation.

Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors approves contracts and transactions valued at less than 35%, or transactions leading to a total value of transactions arising within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the most recent financial statements, or another smaller ratio or value as prescribed in the Corporation's Charter, between the Company and one of the following subjects:
 - a) Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;
 - b) Shareholders or authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Company and their related persons;
 - c) Enterprises related to the subjects prescribed in Clause 2, Article 164 of the Law on Enterprises.
2. The representative of the Corporation signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the related subjects regarding that contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Corporation's Charter prescribes another time limit; members of the Board of Directors with related interests to the parties in the contract or transaction shall not have voting rights.

Article 13. Responsibilities of the Board of Directors in convening Extraordinary General Meetings of Shareholders

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a) The Board of Directors deems it necessary for the interests of the Corporation;

- b) The number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number of members as prescribed by law;
 - c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be expressed in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request document may be made in multiple copies and collect sufficient signatures of the relevant shareholders;
 - d) At the request of the Supervisory Board;
 - e) Other cases as prescribed by law and the Corporation's Charter.
2. Unless the Corporation's Charter prescribes otherwise, the Board of Directors must convene the Extraordinary General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number as prescribed in the Corporation's Charter or from receiving the request prescribed in point c and point d, Clause 1 of this Article;
 3. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders entitled to attend the meeting;
 - b) Provide information and resolve complaints related to the shareholder list;
 - c) Prepare the agenda and content of the meeting;
 - d) Prepare documents for the meeting;
 - e) Draft the resolution of the General Meeting of Shareholders according to the intended content of the meeting; the list and detailed information of candidates in case of electing members of the Board of Directors or members of the Supervisory Board;
 - f) Determine the time and venue for the meeting;
 - g) Send the meeting invitation notice to each shareholder entitled to attend in accordance with the Law on Enterprises;
 - h) Other tasks serving the meeting.

Article 14. Sub-committees assisting the Board of Directors.

1. The Board of Directors may establish subordinate sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a Sub-committee is decided by the Board of Directors and must be at least 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should account for the majority in the Sub-committee and one of these members shall be appointed as the Head of the Sub-committee by decision of the Board of Directors. The activities of the Sub-committee must comply with the regulations of the Board of Directors. A resolution of the Sub-committee is only effective when a majority of members attend and vote to pass it at a meeting of the Sub-committee.
2. The implementation of decisions of the Board of Directors, or of a Sub-committee subordinate to the Board of Directors, must comply with current legal provisions and the provisions of the Corporation's Charter and the Internal Regulations on Corporate Governance of the Corporation.

CHAPTER IV: MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected in the first meeting of the Board of Directors within 07 business days from the date of the conclusion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or highest percentage of votes, the members shall elect according to the principle of majority to select 01 person among them to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a Board of Directors meeting in the following cases:
 - a) There is a proposal from the Supervisory Board or an independent member of the Board of Directors;
 - b) There is a proposal from the General Director or at least 05 other managers;
 - c) There is a proposal from at least 02 members of the Board of Directors;
 - d) Other cases as prescribed in the Corporation's Charter (if any).
4. The proposal prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene the Board of Directors meeting within 07 business days from the date of receiving the proposal prescribed in Clause 3 of this Article. In case of failure to convene the Board of Directors meeting as requested, the Chairman of the Board of Directors must be responsible for the damages occurring to the Corporation; the requester has the right to replace the Chairman of the Board of Directors to convene the Board of Directors meeting.
6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation notice at least 03 business days before the meeting date. The meeting invitation notice must specify the time and venue of the meeting, the agenda, the issues for discussion and decision. The meeting invitation notice must be accompanied by documents to be used at the meeting and voting ballots for members.

The Board of Directors meeting invitation notice may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Corporation's Charter and must ensure it reaches the contact address of each member of the Board of Directors registered at the Corporation.

In case of emergency, a Board of Directors meeting may be held immediately when all (100%) members of the Board of Directors agree and attend the meeting.

7. The Chairman of the Board of Directors or the convener sends the meeting invitation notice and accompanying documents to the members of the Supervisory Board in the same way as to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

8. A Board of Directors meeting is conducted when there are 3/4 or more of the total members attending. In case the meeting convened according to this clause does not have sufficient members attending as prescribed, it shall be convened for a second time within 07 days from the first intended meeting date. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend the meeting and vote as prescribed in Clause 12 of this Article;
 - c) Attending and voting through an online conference, electronic voting, or other electronic forms;
 - d) Sending voting ballots to the meeting via mail, fax, or email;
 - e) Sending voting ballots by other means.
10. In case of sending voting ballots to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots shall only be opened in the presence of all attendees.
11. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations provided that each participating member can:
 - a) Hear each other member of the Board of Directors participating and speaking in the meeting;
 - b) Speak to all other participating members simultaneously. Discussion among members can be carried out directly via telephone or other communication means or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The venue of the meeting organized under this provision is the place where there is the largest number of Board members present, or the place where the Chairperson of the meeting is present.
 - c) Decisions passed in a meeting via telephone organized and conducted properly are effective immediately at the end of the meeting but must be confirmed by signatures in the minutes of all members of the Board of Directors attending this meeting.
12. Members of the Board of Directors must fully attend Board of Directors meetings. A member of the Board of Directors may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.
13. A resolution or decision of the Board of Directors is passed if approved by a majority of the attending members; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.
14. A resolution in the form of collecting written opinions is passed on the basis of the approval of a majority of members of the Board of Directors. In case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. This resolution has the same effect and value as a resolution passed at a meeting.

Article 16. Minutes of Board of Directors meetings

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be additionally prepared in a foreign language, including the following main contents:
 - a) Name, head office address, enterprise code;
 - b) Time and venue of the meeting;
 - c) Purpose, agenda, and content of the meeting;
 - d) Full name of each member attending or person authorized to attend and the method of attendance; full names of members not attending and the reasons;
 - e) Issues discussed and voted on at the meeting;
 - f) Summary of the statements of each member attending according to the sequence of the meeting;
 - g) Voting results clearly stating members in favor, against, and with no opinion;
 - h) Issues passed and the corresponding percentage of votes;
 - i) Full name and signature of the chairperson and the person recording the minutes, except for the case prescribed in Clause 2 of this Article.
2. In case the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to pass the meeting minutes sign and the minutes contain all the contents as prescribed in points a, b, c, d, e, f, g, and h, Clause 1 of this Article, then these minutes are effective. The meeting minutes must clearly state that the chairperson or the person recording the minutes refused to sign the meeting minutes. The person signing the meeting minutes is jointly liable for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The chairperson and the person recording the minutes are personally liable for damages occurring to the enterprise due to refusing to sign the meeting minutes as prescribed by the Law on Enterprises, the Company's Charter, and relevant laws.
3. The chairperson, the person recording the minutes, and the persons signing the minutes must be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
4. Board of Directors meeting minutes and documents used in the meeting must be stored at the main headquarters of the Corporation.
5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of any discrepancy in content between the Vietnamese minutes and the foreign language minutes, the content in the Vietnamese minutes shall apply.

CHAPTER V: REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
 - a) Report on the Company's business results;
 - b) Financial reports;
 - c) Report evaluating the management and executive work of the Corporation;

- d) Verification report of the Supervisory Board.
2. The reports prescribed in points a, b, and c, Clause 1 of this Article must be sent to the Supervisory Board for verification at least 30 days before the opening date of the Annual General Meeting of Shareholders if the Corporation's Charter does not prescribe otherwise.
3. The reports prescribed in Clauses 1 and 2 of this Article, the verification report of the Supervisory Board, and the audit report must be stored at the head office of the Corporation at least 10 days before the opening date of the Annual General Meeting of Shareholders if the Corporation's Charter does not prescribe a longer time limit. Shareholders owning shares of the Corporation continuously for at least 01 year have the right to directly review the reports prescribed in this Article by themselves or together with a lawyer, accountant, or auditor who has a practicing certificate.

Article 18. Remuneration, bonuses, and other benefits of Board members

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated according to the number of working days necessary to complete the duties of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration level for each member on the principle of consensus. The total level of remuneration and bonuses of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is recorded into the business expenses of the Corporation in accordance with the law on corporate income tax, shown as a separate item in the annual financial statements of the Corporation, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in Sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profit, or in another form as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, meal, accommodation expenses, and other reasonable expenses that they had to pay when performing their responsibilities as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or Sub-committees of the Board of Directors.
6. Members of the Board of Directors may have liability insurance purchased for them by the Corporation after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to the violation of law and the Corporation's Charter.

Article 19. Disclosure of related interests

1. Members of the Board of Directors of the Corporation must declare to the Corporation their related interests, including:

- a) Name, enterprise code, head office address, and business lines of the enterprise in which they own capital contribution or shares; the ratio and the time of owning such capital contribution or shares;
 - b) Name, enterprise code, head office address, and business lines of the enterprise in which their related persons jointly own or separately own capital contribution or shares of more than 10% of the charter capital.
2. The declaration prescribed in Clause 1 of this Article must be made within 07 business days from the date the related interest arises; amendments and supplements must be notified to the Corporation within 07 business days from the date of the corresponding amendment or supplement.
 3. Members of the Board of Directors who, in their own name or in the name of others, perform work in any form within the scope of the Corporation's business must explain the nature and content of that work before the Board of Directors and may only perform it when approved by a majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income obtained from that activity belongs to the Corporation.

CHAPTER VI: RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationships between Board members

1. The relationship between members of the Board of Directors is a coordination relationship; members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling assigned tasks.
2. In the process of handling work, the member of the Board of Directors assigned as primarily responsible must proactively coordinate the handling if there are issues related to the field overseen by another member of the Board of Directors. In case there are differing opinions among members of the Board of Directors, the primarily responsible member shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority or organize a meeting or collect opinions of members of the Board of Directors as prescribed by law, the Corporation's Charter, and these Regulations.
3. In case of re-assignment among members of the Board of Directors, the members of the Board of Directors must hand over the work and related records and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding that handover.

Article 21. Relationship with the Management Board

In its management role, the Board of Directors issues resolutions and decisions for the General Director and the management apparatus to implement. At the same time, the Board of Directors checks and supervises the implementation of those resolutions and decisions.

Article 22. Relationship with the Supervisory Board or Audit Committee

1. The relationship between the Board of Directors and the Supervisory Board or the Audit Committee is a coordination relationship. The working relationship between the Board of Directors and the Supervisory Board or the Audit Committee follows the principles of equality and independence, while coordinating closely and supporting each other in the process of performing duties.

2. When receiving inspection minutes or general reports from the Supervisory Board or the Audit Committee, the Board of Directors is responsible for researching and directing relevant departments to build plans and implement timely rectifications.

CHAPTER VII: ENFORCEMENT PROVISIONS

Article 23. Effectiveness

1. The Regulations on Operations of the Board of Directors of the Corporation consist of 07 Chapters, 23 Articles and are effective from April 23, 2026
2. During the implementation process, the Board of Directors has the right to propose to the General Meeting of Shareholders for consideration of amendments and supplements to the Regulations on the basis of compliance with legal provisions, the Company's Charter, and suitability with the actual production and business activities of the Company

**FOR THE BOARD OF DIRECTORS
CHAIRMAN**

(signed and sealed)



TO DUNG

(VIWASEEN)

Ref.: 04/TTr-HDQT

Hanoi, April 02, 2026

PROPOSAL

**Re: Amendment and Supplement of the Operating Regulations
of the Board of Supervisors**

To: The Annual General Meeting of Shareholders 2026.

Pursuant to:

- Enterprise Law No. 59/2020/QH14 dated 17/06/2020 and its guiding documents, as amended and supplemented from time to time;
- Securities Law No. 54/2019/QH14 dated 26/11/2019 and its guiding documents, as amended and supplemented from time to time;
- Charter of the Vietnam Water and Environment Investment Corporation – JSC;
- The practical needs arising from the business operations of the Vietnam Water and Environment Investment Corporation – JSC;

To ensure compliance with current legal regulations and practical operations, the Board of Supervisors respectfully submits to the General Meeting of Shareholders for consideration and approval the following matters:

1. Approval of the full text of the Operating Regulations of the Board of Supervisors of Vietnam Water and Environment Investment Corporation – JSC (details of the amended Operating Regulations of the Board of Supervisors are attached to this Proposal).

2. The Head of the Board of Supervisors of the Corporation is authorized to sign and promulgate the Operating Regulations of the Board of Supervisors upon approval by the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for review and approval.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE BOARD**

(signed and sealed)

Vu Van Manh



VIETNAM WATER AND ENVIRONMENT INVESTMENT CORPORATION - JSC
- VIWASEEN -

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**REGULATIONS ON OPERATIONS
OF THE BOARD OF SUPERVISORS**

April 23, 2026

TABLE OF CONTENTS

Chapter I.....	3
GENERAL PROVISIONS	3
Article 1. Scope of regulation and subjects of application	3
Article 2. Operating principles of the Board of Supervisors.....	3
Chapter II	4
MEMBERS OF THE BOARD OF SUPERVISORS (SUPERVISORS).....	4
Article 3. Rights, obligations, and responsibilities of members of the Board of Supervisors ...	4
Article 4. Term of office and number of members of the Board of Supervisors	4
Article 5. Standards and conditions for members of the Board of Supervisors	4
Article 6. Head of the Board of Supervisors.....	5
Article 7. Nomination and candidacy for members of the Board of Supervisors	5
Article 8. Method of electing, dismissing, and removing members of the Board of Supervisors.....	5
Article 9. Cases of dismissal and removal of members of the Board of Supervisors	6
Article 10. Notification of election, dismissal, and removal of members of the Board of Supervisors.....	6
Chapter III.....	6
THE BOARD OF SUPERVISORS.....	6
Article 11. Rights, obligations, and responsibilities of the Board of Supervisors	6
Article 12. Right to be provided with information of the Board of Supervisors.....	8
Article 13. Responsibility of the Board of Supervisors in convening extraordinary General Meetings of Shareholders	8
Chapter IV.....	9
MEETINGS OF THE BOARD OF SUPERVISORS	9
Article 14. Meetings of the Board of Supervisors.....	9
Article 15. Minutes of Board of Supervisors meetings	9
Chapter V	9
REPORTING AND DISCLOSURE OF INTERESTS	9
Article 16. Submission of annual reports.....	9
Article 17. Salaries and other benefits.....	10
Article 18. Disclosure of related interests.....	10
Chapter VI.....	11
RELATIONSHIPS OF THE BOARD OF SUPERVISORS	11
Article 19. Relationship between members of the Board of Supervisors.....	11
Article 20. Relationship with the Executive Board.....	11
Article 21. Relationship with the Board of Directors	11
Chapter VII.....	11
AMENDMENTS, SUPPLEMENTS AND REPLACEMENTS OF THE OPERATIONAL REGULATIONS OF THE BOARD OF SUPERVISORS	11



Article 22. Amendments, supplements, and replacements of the Operational Regulations of
the Board of Supervisors..... 11
Chapter VIII 11
IMPLEMENTATION PROVISIONS 11
Article 23. Effectiveness..... 11

Hanoi, April 2026

**REGULATIONS ON OPERATIONS OF THE BOARD OF SUPERVISORS
VIETNAM WATER AND ENVIRONMENT INVESTMENT CORPORATION – JSC**

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Vietnam Investment for Water and Environment Corporation - JSC (hereinafter referred to as the "Corporation" or "VIWASEEN");

Pursuant to the Resolution of the General Meeting of Shareholders No. /2026/NQ-DHĐCĐ dated month year 2026;

The Board of Supervisors issues the Operational Regulations of the Board of Supervisors of Vietnam Investment for Water and Environment Corporation - JSC.

The Operational Regulations of the Board of Supervisors of Vietnam Investment for Water and Environment Corporation - JSC includes the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Operational Regulations of the Board of Supervisors stipulates the organizational structure, personnel, standards, conditions, rights, and obligations of the Board of Supervisors and members of the Board of Supervisors in accordance with the Law on Enterprises, the Corporation's Charter, and other relevant regulations.

2. Subjects of application: The Operational Regulations of the Board of Supervisors applies to the Board of Supervisors and its members.

Article 2. Operating principles of the Board of Supervisors

The Board of Supervisors works on the principle of collectivism. Members of the Board of Supervisors are individually responsible for their assigned parts of work and are jointly responsible to the General Meeting of Shareholders and before the law for the tasks and decisions of the Board of Supervisors.

Chapter II

MEMBERS OF THE BOARD OF SUPERVISORS (SUPERVISORS)

Article 3. Rights, obligations, and responsibilities of members of the Board of Supervisors

1. Comply with the law, the Corporation's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.
2. Exercise assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the maximum legal interests of the Corporation.
3. Be loyal to the interests of the Corporation and shareholders; do not abuse their position, title, or use information, secrets, business opportunities, or other assets of the Corporation for personal gain or to serve the interests of other organizations or individuals.
4. Other obligations as prescribed by the Law on Enterprises and the Corporation's Charter.
5. In case of violating the provisions of Clauses 1, 2, 3, and 4 of this Article, causing damage to the Corporation or others, the members of the Board of Supervisors must be individually or jointly responsible for compensating for such damage. Any income and other benefits obtained by a member of the Board of Supervisors due to the violation must be returned to the Corporation.
6. If a member of the Board of Supervisors is found to have violated the exercise of assigned rights and obligations, a written notice must be sent to the Board of Supervisors, requesting the violator to terminate the violation and remedy the consequences.

Article 4. Term of office and number of members of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Corporation is stipulated by the Corporation's Charter. The term of office of a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors are not necessarily shareholders of the Corporation.
3. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam.
4. In the event that members of the Board of Supervisors have their terms end at the same time but new members have not yet been elected, the members whose terms have expired shall continue to exercise their rights and obligations until new members are elected and take over the duties.

Article 5. Standards and conditions for members of the Board of Supervisors

1. Members of the Board of Supervisors must meet the following standards and conditions:
 - a) Not belonging to the subjects prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b) Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the Corporation;
 - c) Not being a family member of members of the Board of Directors, the General Director, and other managers;
 - d) Not being a manager of the Corporation, not necessarily being a shareholder or an employee of the Corporation, unless otherwise stipulated by the Corporation's Charter;
 - đ) Not working in the accounting or finance department of the Corporation;
 - e) Not being a member or employee of the auditing organization approved to audit the financial statements of the Corporation in the 03 consecutive preceding years;
 - g) Other standards and conditions as

prescribed by other relevant laws and the Corporation's Charter.

2. In addition to the standards and conditions prescribed in Clause 1 of this Article, members of the Board of Supervisors of the Corporation must not be a family member of a manager of the Corporation and the Corporation's parent company.

Article 6. Head of the Board of Supervisors

1. The Head of the Board of Supervisors must have a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Corporation, unless the Corporation's Charter stipulates higher standards.

2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall follow the majority principle.

3. The rights and obligations of the Head of the Board of Supervisors are stipulated by the Corporation's Charter.

Article 7. Nomination and candidacy for members of the Board of Supervisors

1. A shareholder or a group of shareholders owning 10% or more of the total number of ordinary shares, or another smaller percentage as stipulated in the Corporation's Charter, has the right to nominate candidates for the Board of Supervisors. Unless otherwise stipulated by the Corporation's Charter, the nomination for the Board of Supervisors is carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Supervisors must notify the group formation to the attending shareholders before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Supervisors, shareholders or groups of shareholders prescribed in this Clause are entitled to nominate one or several candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated by the shareholder or group of shareholders is lower than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

2. In the event that the number of candidates for the Board of Supervisors through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall introduce additional candidates or organize nominations as prescribed by the Corporation's Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 8. Method of electing, dismissing, and removing members of the Board of Supervisors

1. The election, dismissal, and removal of members of the Board of Supervisors fall under the authority of the General Meeting of Shareholders.

2. Unless otherwise stipulated by the Corporation's Charter, the voting for members of the Board of Supervisors must be conducted by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and

shareholders have the right to cast all or part of their total votes for one or several candidates. The persons elected as members of the Board of Supervisors shall be determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members stipulated in the Corporation's Charter is reached. If there are 02 or more candidates reaching the same number of votes for the last member of the Board of Supervisors, a re-election shall be held among the candidates with equal votes or selection shall be based on the criteria stipulated in the election regulations or the Corporation's Charter.

Article 9. Cases of dismissal and removal of members of the Board of Supervisors

1. The General Meeting of Shareholders dismisses a member of the Board of Supervisors in the following cases: a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises, the Corporation's Charter, and Article 5 of these Regulations; b) Having a resignation letter and being approved; c) Other cases as prescribed by the Corporation's Charter.

2. The General Meeting of Shareholders removes a member of the Board of Supervisors in the following cases: a) Failing to complete assigned tasks and work; b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure; c) Committing repeated or serious violations of the obligations of a Board of Supervisors member as prescribed by the Law on Enterprises and the Corporation's Charter; d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 10. Notification of election, dismissal, and removal of members of the Board of Supervisors

1. If candidates for the Board of Supervisors have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Supervisors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and for the best interests of the Corporation if elected. Information disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other management positions; d) Interests related to the Corporation and related parties of the Corporation;
- e) Other information (if any) as prescribed by the Corporation's Charter;
- g) The Corporation is responsible for disclosing information about the companies in which the candidate is holding management positions and the candidate's interests related to the Corporation (if any).

2. The notification of election, dismissal, and removal results of members of the Board of Supervisors is carried out according to guiding regulations on information disclosure.

Chapter III

THE BOARD OF SUPERVISORS

Article 11. Rights, obligations, and responsibilities of the Board of Supervisors

1. The Board of Supervisors supervises the Board of Directors and the General Director in managing and operating the Corporation.

2. Check the reasonableness, legality, truthfulness, and level of care in managing and operating business activities; the systematic nature, consistency, and appropriateness of accounting, statistics, and financial reporting.

3. Appraise the completeness, legality, and truthfulness of the annual and 06-month business situation reports and financial statements of the Corporation, the management evaluation report of the Board of Directors, and submit appraisal reports at the annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions requiring approval.

4. Review, check, and evaluate the effectiveness and efficiency of the Corporation's internal control system, internal audit, risk management, and early warning systems.

5. Examine accounting books, accounting records, and other documents of the Corporation, the management and operation of the Corporation when deemed necessary or according to a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

6. Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the end date of the inspection, the Board of Supervisors must report on the requested issues to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as prescribed in this Clause must not obstruct the normal activities of the Board of Directors and must not cause interruption to the business management of the Corporation.

7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the management, supervision, and operational structure of the Corporation's business.

8. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, must immediately notify the Board of Directors in writing, requesting the violator to cease the violation and provide solutions to remedy the consequences.

9. Attend and participate in discussions at General Meetings of Shareholders, meetings of the Board of Directors, and other meetings of the Corporation.

10. Use independent consultants and the internal audit department of the Corporation (if any) to perform assigned tasks.

11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. Inspect specific issues related to the management and operation of the Corporation's activities at the proposal of shareholders.

13. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.

14. Replace the Board of Directors in convening the General Meeting of Shareholders within 30 days if the Board of Directors fails to convene the meeting as prescribed in Clause 3, Article 140 of the Law on Enterprises.

15. Request the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.

16. Review, extract, and copy part or all of the content of the List of Related Persons and related interests disclosed as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.

17. Propose and recommend to the General Meeting of Shareholders for approval the list of auditing organizations approved to audit the Corporation's Financial Statements; auditing organizations approved to inspect the Corporation's activities when deemed necessary.

18. Be responsible to shareholders for its supervisory activities.
19. Supervise the Corporation's financial situation, the compliance with the law of members of the Board of Directors, the General Director, and other managers in their activities.
20. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
21. Upon discovering acts violating the law or the Corporation's Charter by a member of the Board of Directors, the General Director, or other corporate executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.
22. Formulate the Operational Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
23. Witness the Board of Directors organizing the vote counting and preparing the vote-counting minutes if requested by the Board of Directors in case of collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders.
24. The Head of the Board of Supervisors shall moderate for the General Meeting of Shareholders to elect a chairperson for the meeting in the event that the Chairperson is absent or temporarily loses working capacity and the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.
25. Exercise other rights and obligations as prescribed by the Law on Enterprises, the Corporation's Charter, and Resolutions of the General Meeting of Shareholders.

Article 12. Right to be provided with information of the Board of Supervisors

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as for members of the Board of Directors, including:
 - a) Meeting invitations, opinion collection forms for Board of Directors members, and accompanying documents;
 - b) Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors;
 - c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Corporation.
2. Members of the Board of Supervisors have the right to access the Corporation's records and documents kept at the head office, branches, and other locations; have the right to visit the working locations of the Corporation's managers and employees during working hours.
3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents on the management, operation, and business activities of the Corporation as requested by a member of the Board of Supervisors or the Board of Supervisors.

Article 13. Responsibility of the Board of Supervisors in convening extraordinary General Meetings of Shareholders

1. The Board of Supervisors is responsible for replacing the Board of Directors in convening the General Meeting of Shareholders within 30 days if the Board of Directors fails to convene the meeting in the following cases:
 - a) The remaining number of members of the Board of Directors or the Board of Supervisors is less than the number required by law;
 - b) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;

c) When there is a request to convene an extraordinary General Meeting of Shareholders from the Board of Supervisors but the Board of Directors fails to do so, unless otherwise stipulated by the Corporation's Charter.

2. If the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate for the damages arising for the Corporation.

3. Costs for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article will be reimbursed by the Corporation.

Chapter IV

MEETINGS OF THE BOARD OF SUPERVISORS

Article 14. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least two (02) times a year, with a quorum of at least two-thirds (2/3) of the members of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer issues that need clarification.

Article 15. Minutes of Board of Supervisors meetings

Minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The minutes taker and attending members of the Board of Supervisors must sign the meeting minutes. Board of Supervisors meeting minutes must be archived to determine the responsibility of each member.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 16. Submission of annual reports

Reports of the Board of Supervisors at the annual General Meeting of Shareholders include the following contents:

1. Report on the Corporation's business results and the performance of the Board of Directors and the General Director to be submitted for approval at the annual General Meeting of Shareholders.

2. Self-evaluation report on the performance of the Board of Supervisors and its members.

3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member.

4. Summary of Board of Supervisors meetings and its conclusions and recommendations; results of monitoring the operational and financial situation of the Corporation.

5. Evaluation report on transactions between the Corporation, its subsidiaries, and other companies in which the Corporation holds control of more than fifty percent (50%) of the charter capital with members of the Board of Directors, the General Director, and their related persons; transactions between the Corporation and companies in which members of the Board of Directors were founding members or corporate managers in the most recent 03 years before the transaction time.

6. Results of supervision of the Board of Directors, the General Director, and other corporate executives.

Chapter VI

RELATIONSHIPS OF THE BOARD OF SUPERVISORS

Article 19. Relationship between members of the Board of Supervisors

Members of the Board of Supervisors have an independent relationship, not dependent on each other, but coordinate and cooperate in common work to ensure the successful fulfillment of the responsibilities, rights, and duties of the Board of Supervisors in accordance with the law and the Corporation's Charter. The Head of the Board of Supervisors coordinates the general work of the Board of Supervisors but does not have the right to dominate the members.

Article 20. Relationship with the Executive Board

The Board of Supervisors has an independent relationship with the Executive Board of the Corporation and functions as the unit supervising the activities of the Executive Board.

Article 21. Relationship with the Board of Directors

The Board of Supervisors has an independent relationship with the Board of Directors of the Corporation and functions as the unit supervising the activities of the Board of Directors.

Chapter VII

AMENDMENTS, SUPPLEMENTS AND REPLACEMENTS OF THE OPERATIONAL REGULATIONS OF THE BOARD OF SUPERVISORS

Article 22. Amendments, supplements, and replacements of the Operational Regulations of the Board of Supervisors

1. The amendment, supplement, or replacement of these Regulations shall be considered and decided by the General Meeting of Shareholders of the Corporation.
2. In the event that legal provisions or the Corporation's Charter related to the Board of Supervisors are not mentioned in these Regulations, or in the event that new legal provisions or the Corporation's Charter differ from the provisions in these Regulations, such legal provisions or the Corporation's Charter shall automatically apply and govern the activities of the Board of Supervisors.

Chapter VIII

IMPLEMENTATION PROVISIONS

Article 23. Effectiveness

1. The Operational Regulations of the Board of Supervisors of Vietnam Investment for Water and Environment Corporation - JSC consist of 8 chapters and 23 articles and shall take effect from April 23, 2026.
2. These Regulations were passed by the General Meeting of Shareholders of Vietnam Investment for Water and Environment Corporation - JSC on April 23, 2026.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE BOARD**

(signed and sealed)

Vu Van Manh

(VIWASEEN)

Ref: 28/TTr-HĐQT

Hanoi, April 02, 2026



PROPOSAL

**Re: Private placement of shares to increase the charter capital
of Vietnam Water and Environment Investment Corporation (VIWASEEN)**

To: The Annual General Meeting of Shareholders 2026.

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its guiding documents;
- Pursuant to Securities Law No. 54/2019/QH14 dated 26/11/2019 and its guiding documents, as amended and supplemented from time to time;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter on Organization and Operations of Vietnam Water and Environment Investment Corporation – JSC;

According to the audited separate financial statements of the parent company for the fiscal year ended December 31, 2025, of Vietnam Water, Sanitation and Environment Investment Corporation – JSC (VIWASEEN), the fully paid charter capital of the Corporation is VND 580.186 billion. Of this charter capital, VND 218 billion has been used for long-term financial investments in subsidiaries, joint ventures and associates; VND 138 billion has been invested in fixed assets and investment properties; and the remaining amount has been allocated to supplement working capital for other production and business activities of the Corporation.

Based on the Corporation's production and business plan, as well as its development investment plan for 2026 and subsequent years, which focuses on the construction project of the VIWASEEN office building at No. 52 Quoc Tu Giam Street, Van Mieu – Quoc Tu Giam Ward, Hanoi, the Corporation is required to ensure a large scale of charter capital and equity capital to participate in this project. In addition, the Corporation also needs to supplement capital to contribute to its member units in order to enhance their financial capacity. Therefore, the increase of VIWASEEN's charter capital is necessary and of significant importance.

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amendments (the "Law on Securities"), the increase of charter capital of a public company can be carried out in two forms: (1) public offering of shares (including offering shares to existing shareholders), or (2) private placement of shares. However, a public offering of shares must satisfy the conditions specified in Clause 2, Article 15 of the Law on Securities, including the requirement that "the issuing organization must have profitable business results in the year preceding the year of registration for the offering, and must not have accumulated losses up to the year of



registration for the offering.” According to the Corporation’s audited consolidated financial statements for 2025, VIWASEEN has accumulated losses of VND (9.37) billion. Therefore, the Corporation is currently unable to increase its charter capital through a public offering of shares. In accordance with legal regulations, the Corporation is eligible to increase its charter capital through a private placement of shares.

Accordingly, the Board of Directors respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval the plan for a private placement of shares to increase charter capital as follows:

1. Information on the offered shares

Name of shares:	Shares of Vietnam Water and Environment Investment Corporation – JSC
Stock code:	VIW
Type of shares:	Ordinary shares
Par value:	VND 10,000/share
Total issued shares:	58.018.600 shares
<i>Of which:</i>	
+ <i>Outstanding shares:</i>	58.018.600 shares
+ <i>Treasury shares:</i>	0 share
Expected number of shares to be issued	91.981.400 shares
Total expected shares after issuance:	150.000.000 shares

2. Offering plan

Total number of shares offered	Maximum of 91,981,400 shares (<i>In words: Ninety-one million nine hundred eighty-one thousand four hundred shares</i>).
Total offering value expected at par value	Maximum of VND 919,814,000,000 (<i>In words: Nine hundred nineteen billion eight hundred fourteen million Vietnamese dong</i>).
Offering method:	Private placement of shares
Target investors	Professional securities investors in accordance with the law
Number of investors	Offered to fewer than 100 investors
Offering price	- The offering price is determined based on the book value of VIW shares as at December 31, 2025: + According to the audited consolidated financial statements for the fiscal year

	<p>ended December 31, 2025, the book value per VIW share is VND 10,653/share.</p> <p>+ According to the audited separate financial statements for the fiscal year ended December 31, 2025, the book value per VIW share is VND 10,634/share.</p> <p>- Based on the share price of VIW determined by the above method, the Board of Directors proposes an offering price of: VND 10,700 per share.</p>
Investor selection criteria	Domestic investors who meet the criteria of professional securities investors in accordance with the provisions of law.
List of target investors	The General Meeting of Shareholders authorizes the Board of Directors to determine professional securities investors in accordance with applicable laws, to select and approve the list of such investors, and to decide on the number of shares to be offered to each investor, while ensuring compliance with regulations on foreign ownership limits and cross-ownership among enterprises.
Transfer restrictions	The transfer restriction period shall be 01 year from the completion date of the offering.
Method for handling unsubscribed shares	In the event that the offered shares are not fully subscribed by investors, the Board of Directors shall continue to offer the remaining shares to other professional securities investors (ensuring that they meet the above-mentioned investor selection criteria). In the event that the Board of Directors is still unable to identify suitable investors, it shall adjust and reduce the total number of shares offered in accordance with the actual number of shares successfully distributed.
Minimum successful offering ratio	Not applicable.
Expected implementation timeline	In 2026, upon obtaining approval from the State Securities Commission for the Corporation to conduct a private placement of shares, the General Meeting

	of Shareholders authorizes the Board of Directors to determine the appropriate timing of the issuance in accordance with applicable laws and in a manner that ensures maximum benefits for the shareholders and the Corporation.
Approval related to changes in charter capital and the Enterprise Registration Certificate	The General Meeting of Shareholders authorizes the Board of Directors to carry out procedures in accordance with applicable laws, including: + Amending the charter capital and other relevant contents in the Charter on organization and operation of the Corporation in accordance with the results of the offering; + Carrying out procedures to amend/adjust the Enterprise Registration Certificate to reflect the new charter capital after completion of the offering.
Approval related to registration and additional listing of newly issued shares	The General Meeting of Shareholders approves the registration and additional depository of the entire number of shares issued in the offering with the Vietnam Securities Depository and Clearing Corporation, and the additional listing of all such shares on the UPCoM trading system where VIWASEEN shares are listed, and authorizes the Board of Directors to proactively implement and complete all related procedures immediately after the completion of the offering.

3. Plan for use of proceeds from the private placement

3.1 Total proceeds from the offering: VND 984,200,980,000

3.2 Planned use of proceeds:

- + The expected proceeds of VND 984,200,980,000 will be used as follows:
 - Investment in the construction project of the VIWASEEN Office Building at No. 52 Quoc Tu Giam, Van Mieu – Quoc Tu Giam Ward, Hanoi: VND64,200,980,000 (In words: *Sixty-four billion two hundred million nine hundred eighty thousand Vietnamese dong*).
 - Capital contributions to subsidiaries, joint ventures and affiliated companies: VND 120,000,000,000 (In words: *One hundred and twenty billion dong*)

- Acquisition of shares or capital contributions in companies to carry out mergers and acquisitions (M&A) of businesses with strong potential and aligned with the Corporation's business activities, with a total value of: VND 800,000,000,000 (In words: *Eight hundred billion Vietnamese dong*).

+ The General Meeting of Shareholders authorizes the Board of Directors to develop detailed plans and/or adjust the capital utilization plan for each purpose depending on actual conditions, in line with the Corporation's development strategy at the time of the share offering, while ensuring the interests of shareholders and compliance with applicable laws. The Board of Directors shall implement such adjustments and report them at the nearest General Meeting of Shareholders.

+ To ensure flexibility and efficiency in the use of capital, as well as to safeguard the interests of shareholders and the Corporation, the Board of Directors is authorized to decide on depositing the proceeds from the private placement of shares in banks during the period in which such funds have not yet been utilized for the approved purposes.

3.3 Plan to address any shortfall in proceeds: In the event that the Corporation does not fully complete the offering and fails to raise sufficient capital as planned, the General Meeting of Shareholders authorizes the Board of Directors to use lawful funds/reserves of the Corporation or other funding sources in accordance with applicable laws and the Corporation's Charter.

4. Matters authorized to the Board of Directors

The General Meeting of Shareholders authorizes and assigns the Board of Directors to decide on the detailed issuance plan, organize and implement such plan in accordance with the actual operational needs of VIWASEEN, in compliance with applicable laws and guidance of competent authorities, on the basis of harmonizing the interests of shareholders, and to carry out all relevant procedures with competent authorities for the implementation of the Corporation's share issuance plan in accordance with the Resolution of the General Meeting of Shareholders and legal regulations, including but not limited to the following matters:

- To prepare a detailed share offering plan for submission to the State Securities Commission and other competent authorities
- To determine the timing of the offering in accordance with the Corporation's needs and in compliance with legal regulations
- To select advisory firms and underwriting institutions (if deemed necessary)
- To supplement, amend and finalize the share offering plan (if deemed necessary or as required by competent state authorities) to ensure that the share offering is conducted in compliance with applicable laws and completed in accordance with the approved plan.
- To select and decide on professional securities investors eligible to purchase the privately placed shares; determine the number of shares to be allocated to each investor; negotiate and decide on terms and conditions relating to the offering. The selection of investors must ensure compliance with the maximum foreign ownership ratio of the Corporation in accordance with prevailing laws.
- The General Meeting of Shareholders authorizes the Board of Directors to develop detailed plans and/or adjust the capital utilization plan for each purpose depending on actual conditions, in line with the Corporation's development strategy at the time

of the share offering, while ensuring the interests of shareholders and compliance with applicable laws. The Board of Directors shall implement such adjustments and report them at the nearest General Meeting of Shareholders.

- To ensure flexibility and efficiency in the use of capital, as well as to safeguard the interests of shareholders and the Corporation, the General Meeting of Shareholders authorizes the Board of Directors to decide on depositing the proceeds from the private placement of shares in banks during the period in which such funds have not yet been utilized for the approved purposes.
- To amend and supplement the Charter of the Corporation in relation to charter capital and to update business registration contents with competent authorities to reflect the actual charter capital after completion of the offering
- To carry out necessary procedures for additional registration with the Vietnam Securities Depository and Clearing Corporation and additional listing on the stock exchange where the Corporation's shares are listed
- To perform other necessary tasks and procedures to complete the offering in accordance with the plan approved by the General Meeting of Shareholders

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

To Dung

Hanoi, April 02, 2026

PROPOSAL

**Re: Approval of the Policy for Transactions between VIWASEEN and
VINACONEX JSC, its member companies in 2026.**

To: The Annual General Meeting of Shareholders 2026.

Enterprise Law No. 59/2020/QH14 dated 17/06/2020 and its guiding documents, as amended and supplemented from time to time;

Securities Law No. 54/2019/QH14 dated 26/11/2019 and its guiding documents, as amended and supplemented from time to time;

Charter of the Vietnam Water and Environment Investment Corporation – JSC;

VIWASEEN Corporation is currently a subsidiary in which Vietnam Construction and Import-Export JSC. (“VINACONEX JSC”) holds 98.16% of the charter capital.

VIWASEEN, together with VINACONEX JSC and its other member units, operates in a group/corporate model, forming a group of companies that are related through share ownership, capital contributions, or other affiliations.

Under this group/corporate operating model, VINACONEX JSC plays the role of setting strategic directions for business operations, market development, and brand development for the entire corporation. Subsidiaries and affiliated companies within the system receive comprehensive support in their respective areas of expertise and carry out business activities in line with the Corporation’s overall strategic orientation.

In order to continue promoting the strengths of the corporate model while ensuring connectivity and coordination between VINACONEX JSC and VIWASEEN, as well as enhancing coordinated operations within the VINACONEX system, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the following matters:

1. To approve the policy for entering into future contracts and transactions between VIWASEEN Corporation and VINACONEX JSC and/or its member units (*as detailed in the Appendix attached hereto*), in accordance with Article 167 of the 2020 Law on Enterprises and Article 293 of Decree No. 155/2020/ND-

CP dated December 31, 2020 of the Government detailing the implementation of the Law on Securities.

2. The General Meeting of Shareholders authorizes the Board of Directors of the Corporation to decide on specific terms and conditions of the contracts and transactions mentioned in Item 1 above, including any amendments, supplements, termination, or replacement of such contracts and transactions.

Respectfully submitted to the General Meeting of Shareholders for review and approval.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

To Dung

APPENDIX
LIST OF SUBSIDIARIES AND AFFILIATED COMPANIES
OF VINACONEX JSC.

(Attached to the Proposal No. 32/TTr-HDQT dated April 02, 2026)

No.	Name	Registered Charter Capital (VND)	Notes
I	SUBSIDIARIES OF VINACONEX JSC		
1	Vinaconex Construction One Member Ld. Co.	800.000.000.000	
2	Vinaconex Investment Co., Ltd	1.500.000.000.000	
3	Bohemian Company	136.973.815.950	Subsidiary of Vinaconex Investment Co., Ltd
4	Vinaconex Real Estate Company	440.000.000.000	Subsidiary of Vinaconex Investment Co., Ltd
5	Construction Joint Stock Company No. 01 (VINACONEX 1)	120.000.000.000	
6	Construction Joint Stock Company No. 17 (VINACONEX 17)	15.075.836.146	
7	Công ty CP Vinaconex 25	240.000.000.000	
8	Viwaco Joint Stock Company	479.999.950.000	
9	Vinaconex Dung Quat Joint Stock Company	47.980.430.000	
10	Vinaconex Saigon Joint Stock Company	61.014.930.000	
11	Ly Thai To Education One Member Co., Ltd	137.568.882.884	
12	Bach Thien Loc Joint Stock Company	500.000.000.000	
13	Vinaconex Capital One Company Ltd.	600.000.000.000	
14	Northern Power Development and Investment Joint Stock Company 2 (NEDI2)	499.939.607.633	

15	Sa Pa Clean Water BOO Joint Stock Company			58.650.000.000	
16	Construction Joint Stock Company No. 16 (VINACONEX 16)			15.000.000.000	
17	Construction Joint Stock Company No. 27 (VINACONEX 27)			17.792.770.000	
18	Construction Joint Stock Company No. 04 (VINACONEX 4)			3.500.000.000	
19	Other subsidiaries of VINACONEX JSC. (to join VINACONEX group in the future through new establishment or via mergers and acquisitions conducted by VINACONEX).				
II	AFFILIATED COMPANIES OF VINACONEX JSC				
1	Construction Joint Stock Company No. 12			116.360.000.000	
2	Cam Pha Cement Joint Stock Company			2.000.000.000.000	
3	Vietnam Urban Investment and Services Joint Stock Company			160.000.000.000	
4	Vinaconex Trading Development Joint Stock Company			147.780.000.000	
5	Hanoi – Bac Giang BOT Investment Joint Stock Company			496.322.400.000	
6	Vinaconex – Tan Loc Asphalt Concrete Company Limited			30.000.000.000	
7	VIMECO Joint Stock Company			287.470.170.000	
8	Vinaconex Quang Ninh Investment Joint Stock Company			380.550.000.000	

Hanoi, April 02, 2026

PROPOSAL

Re: Approval of the Policy for Transactions between VIWASEEN and its member and affiliated companies in 2026.

To: The Annual General Meeting of Shareholders 2026.

Persuant to the Enterprise Law No. 59/2020/QH14 dated 17/06/2020 and its guiding documents, as amended and supplemented from time to time;

Persuant to the Securities Law No. 54/2019/QH14 dated 26/11/2019 and its guiding documents, as amended and supplemented from time to time;

Persuant to the Charter of the Vietnam Water and Environment Investment Corporation – JSC;

VIWASEEN and its subsidiaries and affiliated companies operate in a Mother company – subsidiary model, forming a group of companies that are related through share ownership, capital contributions, or other affiliations.

In order to continue promoting the strengths of the corporate model while ensuring connectivity and coordination between VIWASEEN and its subsidiaries and affiliated companies, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the following matters:

1. To approve the policy for entering into future contracts and transactions between VIWASEEN Corporation and its subsidiaries and affiliated companies in 2026 (*as detailed in the Appendix attached hereto*), in accordance with Article 167 of the 2020 Law on Enterprises and Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of the Law on Securities.

2. To authorize the General Meeting of Shareholders to delegate to the Board of Directors of the Corporation the authority to decide on specific terms and conditions of the contracts and transactions mentioned in Item 1 above, including any amendments, supplements, termination, or replacement of such contracts and transactions.

Respectfully submitted to the General Meeting of Shareholders for review and approval.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

To Dung

APPENDIX
LIST OF SUBSIDIARIES AND AFFILIATED COMPANIES
OF VIWASEEN JSC.

(Attached to the Proposal No. 33/TTr-HDQT dated April 02, 2026 of BOD)

No.	Name	Registered Charter Capital (VND)	Notes
I	SUBSIDIARIES OF VIWASEEN JSC.		
1	Water Supply and Sewerage Investment and Construction Joint Stock Company – WASECO	132.000.000.000	
2	Southeast Asia Mekong – Rach Gia Water Supply and Consultancy Joint Stock Company	72.500.000.000	Subsidiary of WASECO
3	Water Supply and Sewerage Construction Joint Stock Company No. 1 – VIWASEEN.1	10.000.000.000	
4	Water Supply and Sewerage Mechanical Construction Joint Stock Company – VIWASEEN.2	10.000.000.000	
5	VIWASEEN 3 Joint Stock Company	20.000.000.000	
6	Water, Electrical Installation and Construction Joint Stock Company – VIWASEEN.4	15.000.000.000	
7	VIWASEEN 6 Joint Stock Company	15.000.000.000	
8	Drilling and Water Supply and Sewerage Construction Joint Stock Company – VIWASEEN.11	9.300.000.000	
9	Water Supply and Sewerage Construction Joint Stock Company No. 12 – VIWASEEN.12	15.000.000.000	
10	Water Equipment Manufacturing, Construction and Installation Joint Stock Company – VIWASEEN.14	10.000.000.000	
11	Water Supply and Sewerage Construction Joint Stock	10.000.000.000	

	Company No. 15 – VIWASEEN.15		
12	VIWASEEN Manpower Supply, Commercial and Tourism Joint Stock Company (VIWASEEN.TMC)	12.098.910.000	
13	VIWASEEN Phuong Huong Environmental Development Investment Joint Stock Company	10.000.000.000	
14	Other subsidiaries of VIWASEEN (to join VIWASEEN group in the future through new establishment or via mergers and acquisitions conducted by VIWASEEN).		
II AFFILIATED COMPANIES OF VIWASEEN JSC			
15	Suoi Dau Water Supply, Sewerage Construction and Investment JSC (SUOIDAUWACO)	80.000.000.000	
16	Petrowaco Real Estate Joint Stock Company – PETROWACO	100.000.000.000	
17	TSC Technical Services Joint Stock Company	7.000.000.000	
18	Dai Viet – Wahsin Ductile Iron Pipe Company Limited	28.671.000.000	
19	Phu Tho PetroVietnam Oil Joint Stock Company (PV OIL Phu Tho)	50.000.000.000	
20	Truong An – VIWASEEN Construction and Investment Joint Stock Company	10.000.000.000	
21	VIWASEEN Infrastructure Construction Investment Joint Stock Company – VIWASEEN.7	5.000.000.000	