

**VIETNAM WATER AND ENVIRONMENT
INVESTMENT CORPORATION - JSC
(VIWASEEN)**



**DOCUMENTS
FOR 2026 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

Hanoi, April 23, 2026

AGENDA
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
April 23, 2026



No.	Time	Agenda
1	8h00' - 8h30'	Reception and registration of shareholders and delegates
2	8h30' - 8h35'	Report on verification of shareholders' eligibility and announcement of the number of shareholders/authorized representatives attending the Meeting
3	8h35' - 8h40'	Flag salute, statement of purpose, and introduction of delegates.
4	8h40' - 8h45'	Approval of the composition of the Presidium, the Secretariat, the Vote Counting Committee
5	8h45' - 8h55'	Approval of the agenda and the Working Regulations of the General Meeting of Shareholders.
6	8h55' - 9h10'	Report of the Management on the business performance in 2025 and the business plan for 2026
7	9h10' - 9h15'	Proposal of the Board of Directors on the approval of the audited Financial Statements for 2025
8	9h15' - 9h30'	Report of the Board of Directors on corporate governance and the performance of the Board of Directors and each member of the Board
9	9h30' - 9h45'	Report of the Supervisory Board to the General Meeting of Shareholders
10	9h45' - 9h50'	Proposal of the Board of Directors on the approval of remuneration for the Board of Directors and the Supervisory Board in 2025 and the remuneration plan for 2026
11	9h50' - 9h55'	Proposal of the Supervisory Board on the approval of the selection of an independent auditing firm to audit and review the Financial Statements of the Corporation for 2026
12	9h55' - 10h00'	Proposal of the Board of Directors on the plan for distribution of after-tax profit for the fiscal year 2025
13	10h00' - 10h15'	Proposal on amendments and supplements to the Charter and the Regulations: - The Internal Regulations on Corporate Governance



		<p>- The Regulations on organization and operation of the Board of Directors</p> <p>- The Regulations on organization and operation of the Supervisory Board</p> <p>Proposal of the Board of Directors regarding a non-public offering of shares to increase the Corporation's charter capital</p>
14	10h15'-10h20'	Proposal of the Board of Directors on the private placement of shares to increase the Corporation's charter capital
15	10h20'-10h25'	Proposal of the Board of Directors on the approval in principle for transactions between VIWASEEN and VINACONEX and VINACONEX's subsidiaries and affiliated companies
16	10h25'-10h30'	Proposal of the Board of Directors on the approval in principle for transactions between VIWASEEN and its subsidiaries and affiliated companies within the VIWASEEN Corporation
17	10h30'-10h45'	BREAK TIME
18	10h45'-11h05'	Shareholders' remarks
19	11h05'-11h15'	Summary of and responses to shareholders' comments and discussions
20	11h15''-11h25'	Voting to approve the Reports and Proposals
21	11h25'-10h35'	Approval of the Minutes and the Resolution
22	11h35'	Closing of the Meeting





VIETNAM WATER AND ENVIRONMENT INVESTMENT CORPORATION – JSC (VIWASEEN)

Hanoi, April 23, 2026

WORKING REGULATIONS OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS VIETNAM WATER AND ENVIRONMENT INVESTMENT CORPORATION – JSC

Backgrounds:

- ✦ The Law on Enterprises No. 59/2020/QH14 adopted by the 14th National Assembly of the Socialist Republic of Viet Nam on June 17, 2020, and its amendments, supplements, and guiding documents for implementation;
- ✦ The Law on Securities No. 54/2019/QH14 adopted by the 14th National Assembly of the Socialist Republic of Viet Nam on November 26, 2019, and its guiding documents for implementation;
- ✦ The Charter of Vietnam Water and Environment Investment Corporation – Joint Stock Company, approved by the General Meeting of Shareholders (GMS) on February 26, 2021;
- ✦ The Internal Regulations on Corporate Governance of Vietnam Water and Environment Investment Corporation – Joint Stock Company, approved by the General Meeting of Shareholders (GMS) on June 25, 2021.

Objectives of the Regulation:

- ✦ To ensure the principles of transparency, fairness, and democracy;
- ✦ To facilitate the organization and conduct of the 2026 Annual General Meeting of Shareholders of Vietnam Water and Environment Investment Corporation – Joint Stock Company.

The Organizing Committee respectfully submits to the General Meeting of Shareholders (GMS) for approval the Working Regulations of the General Meeting of Shareholders as follows:

I. ORDER OF THE MEETING

- 1.1 Shareholders attending the Meeting must sit in the seats or areas designated by the Organizing Committee and comply with the seating arrangements made by the Organizing Committee.
- 1.2 Private conversations and the use of mobile phones are not allowed during the meeting. All mobile phones must be turned off or set to silent mode.
- 1.3 Shareholders/authorized representatives of shareholders are responsible for attending the General Meeting of Shareholders from the beginning until the end of the meeting and for exercising their voting rights and obligations on all matters submitted to the Meeting for approval. In case any shareholder/authorized



representative must leave the meeting before it ends due to force majeure reasons, such shareholder/authorized representative must contact the Organizing Committee to submit their written opinions on matters to be voted on at the Meeting. If a shareholder/authorized representative leaves the meeting before it ends without notifying the Organizing Committee or without submitting voting ballots on the matters of the Meeting, such shareholder/authorized representative shall be deemed not to have exercised their voting rights at the Meeting (with respect to the matters on which the shareholder/authorized representative did not vote).

II. CONDITIONS FOR CONVENING THE GENERAL MEETING OF SHAREHOLDERS

- 2.1. The General Meeting of Shareholders shall proceed when the number of attending shareholders (in person or by proxy) represents more than 50% of the total voting shares of the Corporation.
- 2.2. If the first meeting does not meet the conditions specified in Clause 2.1 of this Article, a Notice of Invitation for the second meeting must be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall proceed when the attending shareholders represent at least 33% of the total voting shares.
- 2.3. If the second meeting does not meet the conditions specified in Clause 2.2 of this Article, a Notice of Invitation for the third meeting must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall proceed regardless of the total number of voting shares represented by the attending shareholders.

III. VOTING AND APPROVAL OF ITEMS PRESENTED AT THE GENERAL MEETING

3.1 Persons entitled to vote

Shareholders or authorized representatives of shareholders holding voting shares (according to the consolidated list of securities holders prepared by the Vietnam Securities Depository and Clearing Corporation as of the record date March 26, 2026) who attend the General Meeting of Shareholders are entitled to vote.

3.2 Voting principles

- 3.2.1 All items included in the agenda of the Meeting must be approved through voting at the Meeting. Each shareholder/representative of a shareholder shall be issued a Voting Card and Ballot, which specify the attendance code, the number of voting rights of the shareholder, and bear the seal of Vietnam Water Environment and Investment Corporation - JSC.
- 3.2.2 A shareholder shall be deemed to have attended and voted at the General Meeting of Shareholders in the following cases:
 - a) Attending and voting directly at the Meeting;
 - b) Authorizing another individual or organization to attend and vote directly at the Meeting;

- c) Attending and voting through online conference, electronic voting, or other electronic means;
- d) Sending the voting ballot to the Meeting via mail, fax, or email.

3.3 Voting Methods

3.3.1 Shareholders/authorized representatives of shareholders shall vote on each matter by direct voting at the Meeting under the direction of the Chairperson, using the methods of raising the Voting Card and marking the Voting Ballot. In the event of any discrepancy between the voting results obtained through the raising of Voting Cards and the Voting Ballots, the final voting result of the General Meeting of Shareholders shall be determined based on the Voting Ballots collected at the Meeting.

3.3.2 Voting by Raising Voting Cards

Shareholders/authorized representatives of shareholders shall vote by raising their Voting Cards (*For/Against/No Opinion*) for each item. When voting, shareholders/authorized representatives shall raise their Voting Cards clearly when requested by the Chairperson. Under the direction of the Chairperson, shareholders/authorized representatives who vote "For" shall raise their Voting Cards first, followed by those who vote "Against" or "No Opinion."

3.3.3 Voting by marking the Voting Ballot:

a) Each item on the Voting Ballot contains three options for shareholders to select their voting opinion, including:

- "For"
- "Against"
- "No Opinion"

b) When voting on each item, the attending shareholder/authorized representative shall indicate their voting opinion ("For," "Against," or "No Opinion") by marking "X" or "√" in one of the three boxes corresponding to the voting item, and signing and clearly stating their full name on the Voting Ballot before submitting to the Vote Counting Committee. A voting item shall be considered invalid if the shareholder/representative does not mark any box or marks more than one box for the same voting item. If a Voting Ballot is valid but contains one or several invalid voting items, the remaining valid items shall still be counted in the voting results for those valid items.

c) The voting process shall begin upon the signal of the Chairperson of the Meeting or a representative of the Vote Counting Committee, and shall end when the Vote Counting Committee has collected all Voting Ballots from the attending shareholders/representatives or after 15 (fifteen) minutes from the time the Chairperson announces the start of the voting period, whichever occurs first.

d) If a shareholder/authorized representative requests to replace a Voting Ballot due to damage, tearing, or accidental markings on the ballot, and the ballot has not yet been cast and the voting period has not ended, the shareholder/representative

may directly contact the Vote Counting Committee to return the received ballot and obtain a new one to ensure their voting rights. The Vote Counting Committee shall collect the returned ballots and submit them to the Chairperson of the Meeting.

e) The Vote Counting Committee shall be responsible for collecting the Voting Ballots, counting the votes, preparing the vote counting minutes, and reporting the results to the Meeting. Any complaints regarding the voting results shall be reviewed and resolved immediately at the Meeting by the Vote Counting Committee.

3.4 Cases Where Voting Is Considered Invalid:

3.4.1 Cases where voting by raising the Voting Card by a shareholder/authorized representative shall be considered invalid:

a) The shareholder/authorized representative does not raise the Voting Card in any of the three voting options (“For”, “Against”, or “No Opinion”) for the same item.

b) The shareholder/authorized representative raises the Voting Card more than once when voting on a single item

3.4.2 Cases where voting by marking the Voting Ballot by a shareholder/authorized representative shall be considered invalid:

a) The Voting Ballot does not follow the form prescribed by the Corporation or does not bear the seal of the Corporation.

b) The Voting Ballot contains erasures or alterations that make it impossible to clearly determine the shareholder’s/representative’s voting intention for the relevant voting item.

c) The Voting Ballot does not bear the signature of the shareholder/authorized representative.

d) The Voting Ballot does not contain the information of the shareholder/authorized representative.

e) Where a voting item has two or more voting options, and the shareholder/authorized representative selects “For” for two or more options.

f) For a voting item where two different voting opinions (“For”, “Against”, or “No Opinion”) are indicated, or no opinion is selected, the vote for that item shall be considered invalid.

g) If a Voting Ballot contains multiple voting items, and one or several items are invalid, only those specific items shall be considered invalid, and this shall not affect the validity of the other voting items on the same Voting Ballot.

IV. CONDITIONS FOR APPROVAL OF ITEMS SUBMITTED TO SHAREHOLDERS AT THE GENERAL MEETING

4.1 Each share held by a shareholder/authorized representative attending the Meeting and exercising voting rights at the Meeting shall be entitled to one vote

- 4.2 Resolutions of the General Meeting of Shareholders shall be adopted at the Meeting when they are approved by shareholders (attending in person or by proxy) representing more than 50% of the total voting rights of all shareholders/authorized representatives attending and voting at the Meeting, except for the matters specified in Sections 4.3, 4.4, 4.5, 4.6 and 4.7 below.
- 4.3. Resolutions on the following matters shall be approved when approved by shareholders representing at least 65% of the total voting rights of all shareholders/authorized representatives attending and voting at the Meeting
 - a. The types of shares and the total number of shares of each type;
 - b. Changes to business lines and business sectors;
 - c. Changes to the organizational and management structure of the Corporation;
 - d. Investment projects or the sale of assets with a value of 35% or more of the total assets recorded in the most recent financial statements of the Corporation;
 - đ. Reorganization or dissolution of the Corporation;
 - e. Amendments or supplements to the Charter of the Corporation.
- 4.4 For the approval of the Proposal regarding contracts and transactions between the Corporation and related parties as prescribed in Article 167 of the Law on Enterprises and Article 293 of Decree No. 155/2020/ND-CP, which fall under the decision-making authority of the General Meeting of Shareholders: shareholders having related interests with the parties to such contracts or transactions shall not have voting rights. The proposal shall be approved at the meeting when it is agreed upon by shareholders (directly or through authorized representatives) representing 65% or more of the total voting votes of all attending shareholders/shareholder representatives who have the right to vote on this matter and vote in favor at the meeting.
- 4.5. Voting for the election of members of the Board of Directors and the Supervisory Board must be conducted by the cumulative voting method in accordance with the Regulation on election of members of the Board of Directors and the Supervisory Board.
- 4.6. In the case where a resolution is approved in the form of written opinion collection, the resolution of the General Meeting of Shareholders shall be approved if it is agreed upon by shareholders holding more than 50% of the total voting votes of all shareholders having voting rights.
- 4.7. A resolution of the General Meeting of Shareholders on contents that adversely change the rights and obligations of shareholders holding preferred shares shall only be approved if it is agreed upon by shareholders holding the same class of preferred shares attending the meeting representing 75% or more of the total number of such preferred shares, or by shareholders holding 75% or more of the total number of such preferred shares in the case where the resolution is approved in the form of written opinion collection.

V. SPEECHES AT THE GENERAL MEETING

5.1 Principles:

Shareholders/shareholder representatives attending the General Meeting who wish to speak and present opinions must register the content of their speech using the Speech Registration Form provided by the Organizing Committee, or raise their Voting Card to request permission to speak and obtain the approval of the Chairperson. The Speech Registration Form will be distributed to each shareholder/shareholder representative upon arrival at the Meeting. Shareholders/shareholder representatives shall submit the Speech Registration Form to the Secretariat of the Meeting during the Meeting or during the break time. To ensure order during discussions, shareholders/shareholder representatives who register their speeches using the prescribed form will be given priority to speak first; afterwards, shareholders/shareholder representatives raising their Voting Cards will be invited to speak in the order arranged by the Chairperson.

5.2 Method of speaking:

Shareholders/shareholder representatives making speeches must ensure that:

- a) Their speeches are concise and focus on the key matters to be discussed, in line with the agenda of the Meeting as approved. In case the proposed opinion is complex and requires more time to present, the shareholder may submit it in writing to the Organizing Committee two (02) days before the date of the Meeting.
- b) They do not repeat issues that have already been mentioned previously.
- c) They do not propose matters that fall within the authority of the Board of Directors.
- d) They do not propose items that are beyond the authority or outside the approved agenda of the Meeting.
- e) The proposed contents must not violate the law, relate to personal matters, or exceed the authority of the enterprise to effectively implement.
- f) The Chairperson will arrange for shareholders/shareholder representatives to speak according to the order of registration and will respond to their questions. The Chairperson of the Meeting has the right to remind or request shareholders/shareholder representatives to focus on the key issues to save time and ensure the quality of the discussion.

VI. RIGHTS AND RESPONSIBILITIES OF THE CHAIRPERSON

- 6.1. The Chairperson shall preside over the General Meeting in accordance with the approved agenda and the regulations adopted by the Meeting. The Chairperson shall operate based on the principle of democratic centralism and make decisions by majority.
- 6.2. Guide the Meeting in discussing and voting on matters included in the Meeting agenda and other related matters throughout the course of the Meeting.
- 6.3. The Chairperson has the right to take necessary measures to conduct the Meeting in a reasonable and orderly manner, in accordance with the approved agenda and

reflecting the wishes of the majority of attending shareholders/shareholder representatives.

6.4. The Chairperson has the right to:

- a) Request all attending shareholders/shareholder representatives to comply with inspection or other security measures;
- b) Request competent authorities to maintain order at the Meeting; expel shareholders/shareholder representatives who do not comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal progress of the Meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

6.5. The Chairperson has the right to postpone a General Meeting of Shareholders that has already met the required quorum of registered shareholders/shareholder representatives to another time or change the meeting venue in the following cases:

- a) The meeting venue does not have sufficient convenient seating for all attending shareholders/shareholder representatives;
- b) Communication facilities at the meeting venue do not ensure that attending shareholders/shareholder representatives can participate in discussions and voting;
- c) Any attendee engages in obstructive or disruptive behavior that may prevent the Meeting from being conducted fairly and lawfully.

The maximum postponement period shall not exceed three (03) working days from the originally scheduled opening date of the Meeting.

6.6. Resolve other issues arising throughout the course of the Meeting.

VII. RESPONSIBILITIES OF THE SECRETARY OF THE MEETING

- 7.1 Fully and accurately record all contents and proceedings of the Meeting, as well as the matters approved by the Meeting or those noted during the Meeting.
- 7.2. Draft the Minutes of the General Meeting and the Resolution on matters approved at the Meeting.

VIII. RESPONSIBILITIES OF THE VOTE COUNTING COMMITTEE

- 8.1 Participate in welcoming shareholders and guiding them to their seats.
- 8.2. Determine the voting results of shareholders on matters to be approved at the Meeting.
- 8.3. Promptly notify the Secretariat of the voting results.
- 8.4. Organize the vote counting, prepare the vote counting minutes, and announce the voting results of the Meeting.
- 8.5. Review and report to the Meeting for decision on cases of violations of voting regulations or complaints related to voting at the Meeting.

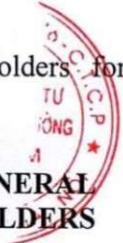
IX. MINUTES AND RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

- 9.1. All contents of the General Meeting of Shareholders must be recorded fully and accurately in the Minutes of the General Meeting of Shareholders by the Secretary of the Meeting.
- 9.2. The Minutes and the Resolution of the General Meeting of Shareholders must be approved before the closing of the Meeting and published on the Corporation's website after the conclusion of the General Meeting of Shareholders."

The above constitutes the Working Regulations of the 2026 Annual General Meeting of Shareholders of Vietnam Water and Environment Investment Corporation – JSC.

We respectfully submit this to the General Meeting of Shareholders for consideration and approval.

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON**



(signed and sealed)

**To Dung
Chairman of the BOD**

(VIWASEEN)

No.: 227/2026/BC-VIW

Hanoi, April 02, 2026



REPORT

ON IMPLEMENTATION OF PRODUCTION & BUSINESS, INVESTMENT & DEVELOPMENT IN 2025 PLAN FOR PRODUCTION & BUSINESS, INVESTMENT & DEVELOPMENT IN 2026

To: **The 2026 Annual General Meeting of Shareholders**

Pursuant to the Charter on the Organization and Operation of Vietnam Water and Environment Investment Corporation – JSC;

Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders and the Resolutions and Decisions of the Board of Directors of the Corporation in 2025;

The General Director of the Corporation respectfully reports to the General Meeting of Shareholders on the results of production and business activities and development investment in 2025, and the proposed plan for 2026, as follows:

PART I RESULTS OF PRODUCTION, BUSINESS, INVESTMENT AND DEVELOPMENT IN 2025

VIWASEEN Corporation entered the implementation of its production and business tasks in 2025 with many difficulties and challenges. In addition to the workload carried forward from the previous year not meeting the requirements, the new workload in the planned year also faced difficulties, while the internal limitations of the enterprise had not yet been remedied, greatly affecting the production situation, results and efficiency of production and business activities. Although the management and employees made many efforts and attempts to implement the production and business plan tasks, the planned targets achieved during the year were not high. The results of the implementation of production and business activities and development investment in 2025 of the Corporation are as follows:

1. Summary of key indicators achieved in 2025

Unit: VND billion

Indicator	Planned for 2025	Actually performed in 2025	% performed /planned 2025
1. Consolidated Corporation			
- Production and business value	1.255,7	1.146,9	91,3%

- Development investment value	56,2	9,6	17,1%
- Total revenue and income	1.143,3	981,9	85,9%
- Profit before tax	27,7	38,1	137,5%
- State budget contribution	42,3	47,1	111,3%
2. Mother company			
- Production and business value	487,8	345,0	70,7%
- Development investment value	22,9	4,6	20,1%
- Total revenue and income	503,9	285,1	56,6%
- Profit before tax	2,6	1,2	46,2%
- State budget contribution	12,0	15,6	130,0%
- Dividend rate (%) (%)	0%	0%	

2. Overall assessment of the efficiency of production and business activities in 2025

- Consolidated business results: Total revenue of VND 981.9 billion, reaching 85.9% of the 2025 plan. Profit before tax of VND 38.1 billion, reaching 137.5% of the 2025 plan.

- Parent Company business results: Total revenue of VND 285.1 billion, reaching 56.6% of the 2025 plan. Profit before tax of VND 1.2 billion, reaching 46.2% of the 2025 plan.

- Assessment: In 2025, for the entire Corporation, consolidated revenue did not reach the planned target; however, the profit before tax indicator compared with the annual plan reached and exceeded the planned level. For the Parent Company, the efficiency of production and business and development investment remains low; both revenue and profit indicators compared with the annual plan did not meet the requirements.

3. Construction activities

In 2025, at member units WASECO and VIWASEEN14, construction activities achieved relatively good results. The remaining member units, due to difficulties in work sources, achieved low results.

For the Mother Company: the settlement, capital recovery and handover for putting into operation of the packages of the Le Dai Hanh water supply pipeline in Ho Chi Minh City, the DHW1/DHW3 package – Quang Binh drainage project, etc., have been completed. However, the results of construction activities of the Parent Company were not high, mainly due to the lack of work sources; projects carried forward from the previous year did not ensure implementation progress.

The implementation status of several key projects of the Parent Company is as follows:

- Techo Airport project: completed, items handed over for use. Currently completing settlement dossiers and recovering capital from the Investor.

- Siem Reap project: completed, handed over for use. Settlement and capital recovery have been completed; warranty work is currently being carried out.

- Mat Son Water Plant project – Thanh Hoa: the actual construction progress is slow due to various reasons such as site clearance issues, design adjustments, weather conditions, etc. The project has now entered the settlement stage.

- Thanh Van – Tan Uoc project: only 02 items have been implemented (site leveling; transport works, soft soil treatment, rainwater drainage). However, due to difficulties in materials for backfilling and unfavorable weather conditions in the past period, construction has currently been suspended and acceptance, payment, settlement and contract liquidation with the Investor are being carried out.

4. Industrial production, real estate exploitation and services

During the year, the Corporation's industrial production sector focused on the production and business of clean water, raw water and solar lighting electricity. In this sector, the units maintained stable operations, ensuring safe water supply to customers and meeting the set production and business targets.

Real estate exploitation and services: mainly focused on office leasing and building service management at the Mother Company and WASECO. Business results in this segment were good, contributing to the efficiency of the units' production and business activities.

5. Investment activities

Investment activities of the whole Corporation in 2025 did not complete the plan approved by the Annual General Meeting of Shareholders.

Mother Company: Investment value reached VND 4.6/22.9 billion, equal to 20.1% of the annual plan. Investment activities did not meet the planned targets due to the following reasons:

- Real estate investment projects: the projects at 52 Quoc Tu Giam and 56–58 Ha Dinh have not yet resolved project difficulties and obstacles such as procedures for determining financial obligations to calculate additional land rent according to the new master plan at the 52 Quoc Tu Giam project; procedures for terminating the cooperation contract with Tien Dai Phat Company at the 56–58 Ha Dinh project, etc

- Water supply construction investment projects: in 2025, the Corporation implemented the project of relocating the clean water treatment station supplying the DEEP-C Industrial Park from 31 October 2025. The project progress generally met the planned schedule. For the projects Investment in construction and installation of Raw Water Pipeline No.2 and Investment in construction and installation of raw water pipeline

at DEEP-C1 Industrial Park, Hai Phong City, the approval of the investment project and contractor selection plan has been completed; however, implementation has not yet started due to the lack of capital arrangement.

At member units, except WASECO, which continued renovating, repairing and upgrading building facilities and carrying out annual maintenance of the Dak Mil Water Plant according to plan; the investment project in District 9, Ho Chi Minh City focused on finding directions for implementation, but during the year only the annual land use fee payment was made. The remaining units had no investment activities in 2025.

6. Financial and accounting activities

Accounting work, preparation, audit and disclosure of quarterly, semi-annual and annual financial statements were carried out fully in compliance with accounting standards and legal regulations. However, the preparation and audit of the consolidated financial statements still have issues because the financial statements of some subsidiaries (Viwaseen.2, Viwaseen.4, Viwamex, Viwaseen Phuong Huong) and some associates have not been audited; therefore the audited financial statements received qualified opinions. The Corporation has also directed its capital representatives at member units to review, assess and report on the financial situation of enterprises in which the Corporation has invested capital.

Payment, settlement and debt recovery work has been directed and assigned specific responsibilities; however, revenue from construction activities was slow and not in accordance with the planned schedule and business plan, greatly affecting the financial plan and bank debt repayment.

Restructuring work: implementing the direction of SCIC regarding the divestment of SCIC's capital at the unit, the Corporation completed coordination with the consulting unit – AASC Auditing Firm Ltd. in valuation work. The State capital divestment was successfully carried out, and the transfer of ownership between SCIC and Vinaconex was completed in December 2025.

7. Other activities

a) Restructuring of production organization and management apparatus

Implementing the resolutions of the Party Committee and the Board of Directors of the Corporation on reorganizing the structure of departments and affiliated units. From 19 November 2025, 04 departments of the Corporation were established and consolidated and tasks were assigned to department leaders.

The Executive Board has implemented the development of staffing plans and personnel structure for departments in accordance with their functions and duties after reorganization and consolidation, especially after VINACONEX Corporation received the transfer of ownership from SCIC.

Departments continue to develop and complete regulations on functions and duties in line with the unified governance orientation from VINACONEX Corporation.

b) Amendment, supplementation and issuance of new regulations of the Corporation

- In 2025, the Executive Board drafted amendments and supplements submitted to the Board of Directors, which were approved and issued: Regulation on Information Disclosure; and gave opinions on: (1) Regulation on Capital Representatives at enterprises; (2) Regulation on the operation of the Board of General Directors; (3) Regulation on management of construction activities.

- After VINACONEX Corporation took over, departments continue reviewing to submit to the Board of Directors for amendment of the entire internal legal document system of the Corporation to suit the new governance model.

PART II

PLAN FOR PRODUCTION AND BUSINESS - INVESTMENT AND DEVELOPMENT IN 2026

Based on the results achieved in 2025 and development orientations in 2026, the Corporation plans several production, business and development investment targets for 2026 as follows:

1. Planned targets for 2026

Unit: VND billion

Indicator	Planned for 2025	Actually performed in 2025	% performed /plan 2025
3. Consolidated Corporation			
- Production and business value	886,8	1.146,9	77,3%
- Development investment value	152,3	9,6	1586,5%
- Total revenue and income	846,2	981,9	86,2%
- Profit before tax	52,4	38,1	137,5%
- State budget contribution	38,7	47,1	82,2%
4. Mother company			
- Production and business value	105,3	345,0	30,5%
- Development investment value	118,7	4,6	2580,4%
- Total revenue and income	133,5	285,1	46,8%
- Profit before tax	1,25	1,23	101,6%
- State budget contribution	9,7	15,6	62,2%
- Dividend rate (%) (%)	0%	0%	

2. Orientation and solutions for implementation of the 2026 production and business plan

- Conduct research, surveys, and explore investment opportunities in the Corporation's core business areas—its traditional strengths—including water supply and drainage infrastructure, wastewater treatment, and environmental services based on advanced technologies (with priority given to PPP projects). Set the goal of gradually restoring and reclaiming the Corporation's leading position in the water supply, drainage, and environmental sectors;

- Promote digital transformation across all areas to enhance transparency in governance and operations; gradually complete automation and SCADA systems at plants to reduce labor costs, optimize operations, expand water distribution networks to increase operational capacity, reduce water loss rates, effectively control input costs, and improve overall business efficiency;

- For the real estate and service sectors: Continue reviewing and effectively utilizing assets to optimize revenue streams. Proceed with investment procedures for projects: urgently complete legal procedures for the project at 52 Quoc Tu Giam, with construction expected to commence in May 2026, and continue completing procedures for other projects;

- Focus intensively on final settlement processes to thoroughly recover receivables from completed construction and installation projects. For ongoing projects carried over from 2025: expedite remaining tasks, ensure completion in line with committed schedules, urge investors to carry out acceptance and final settlement to promptly recover capital, and ensure efficiency in accordance with the approved financial plans;

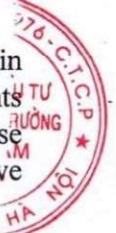
- Restructure and strengthen departmental organization and staffing to enhance professionalism, specialization, capacity, and effectiveness in advisory and project implementation in the new phase; gradually improve employee income; revise, finalize, and promulgate regulations and internal policies in alignment with the new governance model.

The above are the results of production and business and development investment activities in 2025 and the implementation plan for 2026 of VIWASEEN Corporation. The General Director respectfully reports and submits to the General Meeting of Shareholders for consideration and approval.

GENERAL DIRECTOR

(signed and sealed)

Nguyen Hai Dang



(VIWASEEN)

Ref.: 25/2026/TT-HĐQT

Hanoi, April 2, 2026



PROPOSAL

Re: Approval of the Audited Separate and Consolidated Financial Statements for 2025

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;

Based on the Charter on Organization and Operations of Vietnam Water and Environment Investment Corporation – JSC;

Based on the Separate and Consolidated Financial Statements for 2025 of Vietnam Water and Environment Investment Corporation – JSC audited by An Viet Auditing Co., Ltd.;

The separate financial statements and consolidated financial statements for 2025 have been disclosed by Vietnam Water and Environment Investment Corporation - JSC on the information portal of Hanoi Stock Exchange and on the Corporation's website.

The Board of Directors of Vietnam Water and Environment Investment Corporation – JSC respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the Separate and Consolidated Financial Statements for 2025 of the Corporation.

Respectfully submitted!

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

To Dung

No.: 24/BC-HĐQT

Hanoi, April 02, 2026



REPORT

Operation of the Board of Directors in 2025; Directions and Tasks for 2026

The Board of Directors (BOD) of Vietnam Water, Investment and Environment Joint Stock Corporation respectfully submits to the General Meeting of Shareholders (GMS) the results of activities in 2025 and the key tasks of the 2026 operational plan as follows:

Part I

ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025

I. ORGANIZATION AND PERSONNEL OF THE BOD

In 2025, the Board of Directors of the Corporation consisted of 05 members with the same term of office from 2024 to 2029:

No.	Name	Position
1	Le Minh Duc	Chairman of the Board of Directors (full-time)
2	Ngo Van Dung	Member of the Board of Directors, General Director
3	Vu Doan Chung	Member of the Board of Directors, Deputy General Director
4	Nguyen Duy Hung	Member of the Board of Directors (non-executive)
5	Nguyen Anh Tung	Member of the Board of Directors (non-executive)

At the Extraordinary General Meeting of Shareholders held on 05 March 2026, the 05 members of the Board of Directors for the 2024–2029 term were dismissed. The General Meeting of Shareholders elected 05 members of the Board of Directors for the 2026–2031 term, and the Board of Directors held its first meeting to elect the Chairman of the Board of Directors. Currently, the Board of Directors consists of 05 members who do not participate in executive management:

No	Name	Position
1	To Dung	Chairman of the Board of Directors
2	Nguyen Xuan Dong	Member of the Board of Directors
3	Nguyen Hai Dang	Member of the Board of Directors
4	Phan Quang Khai	Member of the Board of Directors



5	Hoang Thieu Bao	Member of the Board of Directors
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II – ACTIVITIES OF THE BOARD OF DIRECTORS

In 2025, the Board of Directors (BOD) held 06 meetings (including 01 joint meeting with the Party Standing Committee) and 38 written consultations to approve matters within the authority of the BOD; issued 14 resolutions and 32 decisions to direct the Executive Board and affiliated units to implement the production, business and investment tasks in 2025. The resolutions, decisions and minutes of meetings were archived and disclosed in accordance with regulations. Some basic activities of the BOD in 2025 are as follows:

- Developing, issuing and implementing the 2025 work program.
- Approving the audited Financial Statements for 2024, successfully organizing the 2025 Annual General Meeting of Shareholders of the Parent Company and member companies in accordance with legal regulations.
- Directing the Executive Board to focus on acceptance and payment of completed work volumes, implementation of internal settlement, review, recovery and handling of debts, and proposals for handling assets and inventories... within its authority.
- Approving the Project on relocation of the clean water treatment plant supplying Deep CI and Deep CI II Industrial Parks; approving the Project for construction and installation of the raw water pipeline at Deep CI Industrial Park, Hai Phong City; approving the final settlement of the completed project of the clean water treatment plant supplying DeepCI and DeepCII Industrial Parks – Phase 2; approving contractor selection plans and contractor selection results during project implementation...
- Approving the dismissal and appointment of the General Director, change of the legal representative of the Corporation, change of the corporate seal specimen, appointment of Deputy General Directors, and decisions on personnel under management at affiliated units...
- Directing coordination with SCIC and related units during the process of SCIC's divestment from the Corporation.
- Appointing capital representatives of the Corporation and introducing candidates to participate in the Boards of Directors and Boards of Supervisors at member companies. Directing capital representatives to coordinate with member companies to strengthen corporate governance, management and operation of production and business activities, and to coordinate in organizing annual and extraordinary General Meetings of Shareholders in accordance with legal regulations.

(Details of resolutions and decisions attached to the 2025 Corporate Governance Report of the Corporation are published on the website: viwaseen.com.vn.)

III – ACTIVITIES OF EACH MEMBER OF THE BOARD OF DIRECTORS

In 2025, the Board of Directors of the Corporation consisted of five members: Mr. Le Minh Duc, Mr. Ngo Van Dung, Mr. Nguyen Anh Tung, Mr. Vu Doan Chung, and Mr. Nguyen Duy Hung (*who was dismissed at the Extraordinary General Meeting of Shareholders on March 5, 2026*). The Board members performed their duties in accordance with the Corporation's Charter, Internal Governance Regulations, and the Regulations on the Organization and Operation of the Board of Directors.

The Board members implemented their responsibilities in line with the 2025 work program and ensured compliance with the assigned duties of each member.

IV – SUPERVISION OF THE EXECUTIVE BOARD

1. Supervision of the Executive Board's activities

The production and business management activities of the Corporation are directed and supervised by the BOD; such supervision is conducted in accordance with authority and regulations and does not hinder the Executive Board's management activities.

The BOD has supervised the Executive Board in the following activities:

- Implementation of the Resolution of the 2025 Annual General Meeting of Shareholders and the Resolutions/Decisions of the BOD; deployment of measures/solutions in: bidding, construction organization, settlement and finalization of construction volumes, recovery of project capital; internal settlement; project investment and construction; consolidation of organizational structure and management personnel; strengthening corporate governance; practicing thrift and cost reduction... in order to effectively implement production, business and investment tasks.

- Monitoring compliance with the Charter, regulations and internal rules of the Corporation in financial management, asset utilization, borrowing and use of capital in production and business activities; implementation of periodic inventory checks, handling of inventory results, and preparation of financial statements.

2. Evaluation of the Executive Board's performance

The BOD agrees with the assessment and evaluation of the Executive Board regarding the situation and performance results in each field as presented in the report of the General Director.

2.1. Implementation results of production, business and development investment targets in 2025

Overall assessment: the results did not complete the plan assigned by the 2025 Annual General Meeting of Shareholders.

The Corporation operates in three main sectors: construction, water production and business, and services. The construction sector, which is the traditional

business area, still accounts for a large proportion of output and revenue (about 81%) but is not effective and carries many risks. In addition, competition in this market is fierce and further limited as the Corporation has not yet been released from the World Bank's ban. The industrial production, services and real estate sectors remain stable and contribute positively to production and business results and the current financial situation. Specific results are as follows:

Unit: VND billion

No.	Indicator	Mother company			Consolidated Corporation		
		Planned	Performed	% performed	Planned	Performed	% performed
1	Production and Business Value	487,8	345,0	70,7%	1.255,7	1.146,9	91,3%
2	Development Investment	22,9	4,6	20,1%	56,2	9,6	17,1%
3	Total Revenue and Income	503,9	285,1	56,6%	1.143,3	981,9	85,9%
4	Profit Before Tax	2,6	1,2	46,2%	27,7	38,1	137,5%
5	State Budget Contribution	12,0	15,6	130,0%	42,3	47,1	111,3%
6	Dividend	0%			-		

2.2. Management, use, preservation and development of capital

As of 31 December 2025, total liabilities were VND 480.8 billion, accounting for 43.8% of total capital sources; equity was VND 617 billion, accounting for 56.2%. The debt ratio remained within a safe range (0.78) and the capital preservation level was 1.002 times. Although financial indicators remained within safe thresholds, the Corporation's production, business and financial situation faced significant difficulties during the year.

Construction organization, payment and settlement of work volumes, capital recovery and debt collection still had many limitations and were inefficient, leading to high receivables and prolonged construction progress, resulting in increased costs. Capital was tied up significantly in the production stage and the payment stage; together with inadequate capital planning and capital operation, this led at times to cash flow difficulties for production and business needs and for payment of due debts, greatly affecting the ability to control the financial situation and the task of capital preservation in the past year.

Mobilization of capital from banks and credit institutions was carried out in accordance with legal regulations and BOD resolutions; however, repayment of due debts still encountered difficulties.

2.3. Implementation of restructuring

- Restructuring of production organization and management apparatus: In 2025, the Corporation implemented the rearrangement and restructuring of departments and affiliated units, and carried out staffing rationalization toward a streamlined and efficient model. Currently, the organizational structure includes 04 departments, 01 board, 07 branches; Actual working employees as of 31 December 2025: 117 people (mechanical reduction of 41 people). As of 20 March 2026: 103 people (mechanical reduction of 55 people) compared to 01 January 2025. This work will continue to be implemented in 2026.

- The BOD directed the Executive Board and functional departments to coordinate with SCIC and consulting units during SCIC's divestment process at Viwaseen. On 8 December 2025, the handover of ownership rights from SCIC to Vietnam Construction and Import-Export Joint Stock Corporation (Vinaconex) was completed.

V – SALARY AND REMUNERATION OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS IN 2025 AND THE PLAN FOR 2026

(Details according to Proposal No.27/TTr-HĐQT dated April 02, 2026 submitted by the BOD to the General Meeting of Shareholders.)

VI – SOME EXISTING ISSUES AND CAUSES

- Production and business results were low and did not meet the AGM plan; construction organization, construction progress, settlement of work volumes and capital recovery were slow and not decisive; some financial investments at member units were ineffective or low-efficiency.

- Financial statements contained many audit qualifications; financial situation was difficult, with potential risks in capital preservation, and no dividends for shareholders.

- The corporate governance regulation system is incomplete, with several regulations still in draft form to comply with legal requirements and the Corporate Compliance Program.

- Management professionalism remains limited; shortage of qualified managers and specialized employees, especially in the construction sector. That shortfall has directly affected management, supervision, and operations, particularly in the construction and installation sector.

- The compliance program under the agreement with the World Bank has not yet been completed, and the World Bank's debarment imposed on the Corporation has not been lifted, affecting bidding activities and the search for new projects/work.

PART II
ORIENTATION AND TASKS FOR 2026

2026 marks the first year the Corporation operates within the Vinaconex ecosystem. In a context of both opportunities and challenges, to enable Viwaseen to achieve a strong transformation in terms of organization, finance, and governance, and to ensure efficient operations in the coming period, the Board of Directors has identified the key tasks for 2026 as follows:

- Effectively organize the implementation of tasks in accordance with the Resolution of the 2026 Annual General Meeting of Shareholders, ensuring alignment with the set objectives and priorities. Direct and supervise the Management Board in implementing the 2026 production and business plan targets as follows:

Unit: VND billion

No.	Production and Business Indicators	Mother Company	Consolidated Corporation
1	Production and Business Value	105,3	886,8
2	Investment Value	118,7	152,3
3	Revenue and Other Income	133,5	846,2
4	Profit Before Tax	1,25	52,4
5	State Budget Contribution	9,7	38,7
6	Dividend	0%	-

- Continue to supervise the Management Board in implementing the Corporation's restructuring roadmap toward a streamlined, transparent, and efficient model that meets governance and operational requirements; direct the Management Board to research and seek opportunities to promote investment in water supply and drainage infrastructure, wastewater treatment, and environmental sectors based on advanced technologies; and complete procedures to implement investment projects in line with the Corporation's orientation and development strategy in the new phase;

- Accelerate digital transformation by applying artificial intelligence (AI) as a foundation in the management and supervision activities of the Board of Directors as well as in production and business operations, thereby enabling governance, analysis, forecasting, and decision-making to be carried out quickly, accurately, and scientifically, maximizing efficiency;

- Continue to direct the Management Board to intensify finalization and settlement work, aggressively recover receivables, and resolve outstanding issues in projects to increase business capital, strengthen financial management capacity, effectively control cash flow, and proactively secure resources for production and business activities in the coming years.

The above is the report on the activities of the Board of Directors in 2025 and the orientation and tasks for 2026.

The Board of Directors respectfully submits to the General Meeting of Shareholders.

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

(signed and sealed)

To Dung



(VIWASEEN)

No.: 02/BC-BKS

Hanoi, April 02, 2026



REPORT OF THE SUPERVISORY BOARD

Operation of the Supervisory Board in 2025; Review results of Business, Operation of the BOD and Management Board in 2025

To: The 2026 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its guiding documents;

Pursuant to the Charter of Vietnam Water and Environment Investment Corporation – JSC; the Regulation on the Organization and Operation of the Supervisory Board of Vietnam Water and Environment Investment Corporation – JSC;

The Supervisory Board respectfully submits to the General Meeting of Shareholders of Vietnam Water and Environment Investment Corporation – JSC the performance of the Supervisory Board, review the results of business and operation of the BOD and the Management Board in 2025 in the following critical aspects:

I. OPERATION OF THE SUPERVISORY BOARD

The Supervisory Board of the Corporation consists of 3 members, including:

- Ms. **Bui Khanh Linh** - Head of the Board
- Ms. **Nguyen Thi Ngoc Diep** - Member
- Mr. **Vu Thanh Cong** - Member

The Extraordinary General Meeting of Shareholders held on March 5, 2026 of the Corporation dismissed the above-mentioned members of the Supervisory Board and elected a new Supervisory Board. From March 5, 2026, the Corporation's Supervisory Board consists of the following members:

- Mr. **Vu Van Manh** - Head of the Supervisory Board
- Mr. **Bui Anh Duy** - Member
- Ms. **Tran Thi Kim Oanh** - Member

1. Operating Results

During the year, the Supervisory Board held periodic meetings, mainly to approve the supervision plan, implement monitoring activities, and perform its rights, duties, and responsibilities as stipulated in the Charter, specifically as follows:

- Implemented and carried out supervision over the management activities of the Board of Directors in complying with the Charter and resolutions of the General Meeting of Shareholders; and over the executive activities of the Board of Management in



implementing the resolutions of the Board of Directors as well as the internal rules and regulations of the Corporation.

- Attended meetings of the Board of Directors and meetings of the Executive Board; reviewed financial and accounting work; examined and assessed quarterly, semi-annual, and annual financial statements and business performance reports.

- Coordinated with Internal Audit to conduct audits and provide recommendations regarding the establishment of credit limits consistent with the business and production plan; the development of regulations in line with internal governance needs, contract management, project cost management.

- In 2025, the Supervisory Board did not receive any written requests from shareholders or groups of shareholders requesting the inspection of any specific matters related to the management and operation of the Corporation.

During its operations, the Supervisory Board received coordination and support from the Board of Directors, the Board of Management, and the Corporation's affiliated units in providing documents, records, and information to enable the Supervisory Board to perform the duties assigned by the General Meeting of Shareholders.

2. Operational Plan for 2026

The Supervisory Board will continue to coordinate with the Board of Directors and the Board of Management in management and executive activities, and will effectively carry out regular and periodic supervision and control in accordance with regulations.

3. Remuneration, Operating Expenses, and Other Benefits of the Supervisory Board

For remuneration and operating expenses of the Supervisory Board in 2025, shareholders are kindly requested to refer to the report on remuneration payments to members of the Board of Directors and the Supervisory Board of the Corporation submitted to the General Meeting of Shareholders.

III. RESULTS OF SUPERVISION OVER MANAGEMENT AND EXECUTIVE ACTIVITIES

1. Assessment of the implementation of tasks assigned by the 2025 Annual General Meeting of Shareholders

Under Resolution No. 01/2025/NQ-ĐHĐCĐ dated June 20, 2025, the General Meeting of Shareholders assigned the Board of Directors to direct the Executive Board to implement strong measures to improve operational efficiency, enhance the financial situation, and exceed the profit targets approved by the General Meeting of Shareholders. However, the implementation results were very limited. Specifically as follows:

Unit: VND billion

No.	Indicator	Mother company			Consolidated (Corporation)		
		Planned	Actually performed	% completed	Planned	Actually performed	% completed
1	Production and Business Value	487,8	345,0	70,7%	1.255,7	1.146,9	91,3%
2	Development Investment	22,9	4,6	20,1%	56,2	9,6	17,1%
3	Total Revenue	503,9	285,1	56,6%	1.143,3	981,9	85,9%
4	Profit Before Tax	2,6	1,2	46,2%	27,7	38,1	137,5%
5	Payment to the State Budget	12,0	15,6	130,0%	42,3	47,1	111,3%
6	Dividends	0%	0%	-	-	-	-

- Mother Company: Apart from exceeding the planned target for state budget contributions, all other targets were not achieved.

- Consolidated Corporation: The targets for production and business value, development investment, and total revenue were not achieved; however, the Company exceeded the planned targets for profit before tax and state budget contributions.

2. Management Activities of the Board of Directors

The Board of Directors (BOD) held meetings in accordance with legal regulations and the Company's Charter regarding procedures for convening meetings, providing opinions, and voting. Minutes of the meetings were prepared and archived in accordance with regulations. The resolutions and decisions of the BOD were issued through direct meetings or through written consultations, consistent with the voting results. Details of the resolutions and decisions of the Board of Directors are available for shareholders in the Corporate Governance Report for 2025 of the Corporation published on the Corporation's website.

The activities of the Board of Directors in 2025 focused on the following key matters:

- Developing work programs and specifying tasks to organize, manage, and supervise the Executive Board in implementing the resolutions of the General Meeting of Shareholders.

- Approving the agenda, contents, and organization of the 2025 Annual General Meeting of Shareholders.

- Supervising the Executive Board in production, business, and investment activities; directing the review and recovery of receivables, classification of inventories, and handling of outstanding work-in-progress costs; directing the implementation of the compliance program to remove the World Bank's debarment; approving investment in the DeepC clean water treatment plant relocation project; approving investment in the raw water pipeline installation project at Deep CI Industrial Park; and directing the Executive Board to continue studying and proposing options to terminate the investment cooperation contract with Tien Dai Phat Co., Ltd. and to implement investment/cooperation for the Ha Dinh project in accordance with legal regulations.

- Guiding the Executive Board in merging departments, streamlining the management structure, and reorganizing branches to better align with the Corporation's production and business situation.

- Managing capital contributions in member companies by appointing or dismissing capital representatives and nominating them to participate in the Boards of Directors and Supervisory Boards of such companies; and authorizing capital representatives to vote on production and business plans, investment policies, and asset procurement of member companies.

- Regarding the 2021–2025 restructuring plan, the first phase of the planned divestment list, consisting of 7 units, has not yet been implemented because the Corporation must complete the arrangement and handling of housing and land facilities in accordance with Decree No. 167/2017/ND-CP and Decree No. 67/2021/ND-CP, and the divestment process has been temporarily suspended to conduct a review following the instruction of SCIC under Official Letter No. 21/ĐTKDV-KHTH dated January 7, 2025.

3. Executive Management of the Board of Management

The Board of Management of the Corporation has directly managed production and business activities in accordance with the functions and duties stipulated in the Corporation's Charter, and implemented such activities in line with the resolutions of the General Meeting of Shareholders, as well as the resolutions and decisions of the Board of Directors.

Regarding the implementation of production and business targets:

- Mother Company: Total revenue reached VND 285.1 billion, achieving 56.6% of the 2025 plan and 92.7% compared to the 2024 actual figure. Profit before tax reached VND 1.2 billion, achieving 46.2% of the 2025 plan and 51.4% compared to the 2024 actual figure.

- Consolidated Corporation: Total revenue reached VND 981.9 billion, achieving 85.9% of the 2025 plan and 110.7% compared to the 2024 actual figure. Profit before tax reached VND 38.1 billion, achieving 137.5% of the 2025 plan and 161.1% compared to the 2024 actual figure.

The main reasons for the low production and business results and the failure to meet the targets assigned by the General Meeting of Shareholders, especially for the Parent Company, are primarily due to shortcomings in construction and installation activities:

- The failure to complete the World Bank compliance program prevented the Corporation from accessing projects funded by foreign capital, resulting in a limited workload.

- In the bidding process: the quality of bid documents was not satisfactory, and potential risks related to additional work volumes and construction methods were not fully anticipated.

- In construction management: the management structure was cumbersome with multiple layers; contract management and project administration did not closely follow the business plan, resulting in a "pay-as-you-go" situation; accumulated difficulties from previous years caused cash flow constraints, sometimes failing to meet project requirements in time, affecting progress and leading to delays in acceptance and payment.

- In final settlement: internal settlement with contractors and subcontractors was not carried out in parallel with the settlement process with project owners, resulting in delayed handling and exclusion of costs. Some construction, subcontracting, and procurement contracts lacked risk-sharing clauses, leading to risks such as reduced settlement values, delayed payments, additional work volumes, and contract penalties being largely borne by the Corporation.

- In acceptance and receivables collection: insufficient determination in debt recovery resulted in working capital being tied up in difficult-to-collect receivables and work-in-progress costs, making working capital heavily dependent on borrowed funds.

III. RESULTS OF SUPERVISION OVER THE FINANCIAL SITUATION IN 2025

1. Preparation of Financial Statements

The Corporation prepared and disclosed its separate financial statements and consolidated financial statements on a quarterly, semi-annual, and annual basis for 2025 in accordance with legal regulations and in compliance with the prevailing Accounting Standards and Law on Accounting. These financial statements were audited by An Viet Auditing Co., Ltd., one of the auditing firms approved by the 2025 General Meeting of Shareholders.

According to the auditor's opinion, the financial statements fairly present, in all material respects, the financial position of the Corporation as at December 31, 2025, as well as the results of its business operations and cash flows for the financial year ended on the same date, except for the effects of certain issues related to incomplete reconciliation of some receivables, prepaid expenses, and overdue advances; outstanding and prolonged work-in-progress costs of certain construction contracts; incomplete offsetting of internal receivable and payable balances; and the completeness of provisions for financial investments in member companies.

2. Asset, Capital Structure, and Business Performance of the Mother Company

2.1. Asset Situation

As at December 31, 2025, the total assets of the Mother Company amounted to VND 1,097 billion, representing a 3% decrease compared to the previous year in both short-term and long-term asset categories, specifically as follows:

Unit: VND million

Indicator	As at 31/12/2024	As at 31/12/2025	Ratio 2025 / 2024
I. Short-term Assets	705.395	685.263	97,1%
1. Cash and cash equivalents	8.948	31.574	352,8%
2. Short-term receivables	395.618	362.197	91,6%
<i>Of which: Short-term receivables from customers</i>	202.995	181.255	89,3%
<i>Provision for doubtful short-term receivables</i>	-20.421	-32.684	160,1%
<i>Advances to suppliers</i>	89.229	89.969	100,8%
<i>Other short-term receivables</i>	123.364	123.207	99,9%
3. Inventories	294.154	286.905	97,5%
<i>Of which: Work-in-progress (production and business costs)</i>	6.675	4.587	68,7%
4. Other short-term assets	426.830	412.540	96,7%
II. Long-term Assets	100	100	100,0%
1. Fixed assets	136.498	128.330	94,0%
2. Investment property	10.636	10.374	97,5%
3. Long-term work-in-progress assets	39.121	43.783	111,9%
4. Long-term financial investments	227.895	218.388	95,8%
<i>Of which: Provision for long-term financial investments</i>	-37.655	-47.162	125,2%
Total Assets	1.132.225	1.097.803	97,0%

- Compared with 2024, short-term assets decreased by nearly 3%. Low revenue resulted in fewer new receivables arising. The recovery of old receivables remained limited: out of VND 362 billion in short-term receivables, more than VND 100 billion had been outstanding for over three years. In 2025, the Corporation made an additional provision of VND 12.2 billion for these doubtful debts.

- Inventories as at December 31, 2025 amounted to VND 286 billion, of which work-in-progress (construction and business costs) accounted for VND 279 billion (representing over 25% of total assets), mainly related to projects such as Techo Airport (VND 92 billion), Song Da EPC-02 (VND 12 billion), and TV-TC11 Song Da (VND 13.7 billion), among others. Many projects have already been completed and no longer generate revenue but still have prolonged outstanding work-in-progress costs.

- Long-term work-in-progress assets increased insignificantly, mainly consisting of land lease payments for the 52 Quoc Tu Giam project and the Ha Dinh project.

- Regarding long-term financial investments, the Corporation has invested in 12 subsidiaries, 7 joint ventures/associates, and 2 other entities, with a total investment capital of VND 265.55 billion, accounting for 24% of total assets and equivalent to 45.8% of charter capital. Among these, only 1 out of 12 subsidiaries (Waseco) and 1 out of 7 associates (Suoi Dau Water Supply Construction Investment) operate effectively and generate stable dividend income. The remaining entities operate with low efficiency or incur losses, failing to preserve or even losing all of their equity capital. In 2025, the Corporation continued to increase the provision for financial investments to VND 47.2 billion (additional provision of VND 9.5 billion).

2.2. Capital Structure

Unit: VND million

Indicator	As at 31/12/2024	As at 31/12/2025	Ratio 2025/2024
Liabilities	516.731	480.778	93,0%
1. Short-term liabilities	488.913	456.004	93,3%
<i>Of which: Short-term borrowings and debts</i>	<i>149.404</i>	<i>89.582</i>	<i>60,0%</i>
<i> Accounts payable to suppliers</i>	<i>222.657</i>	<i>223.339</i>	<i>100,3%</i>
<i> Advances from customers</i>	<i>42.737</i>	<i>52.778</i>	<i>123,5%</i>
<i> Other short-term payables</i>	<i>33.678</i>	<i>53.011</i>	<i>157,4%</i>
2. Long-term liabilities	27.818	24.774	89,1%
<i>Of which: Long-term borrowings and debts</i>	<i>3.044</i>	<i>0</i>	<i>0,0%</i>
<i> Other long-term payables</i>	<i>24.774</i>	<i>24.774</i>	<i>100,0%</i>
Owner's Equity	615.494	617.024	100,2%
1. Owner's investment capital	580.186	580.186	100,0%
2. Foreign exchange rate differences	2.394	3.008	125,6%
3. Development investment fund	1.410	1.410	100,0%
4. Undistributed after-tax profits	31.504	32.420	102,9%
Total Capital	1.132.225	1.097.803	97,0%

Total capital decreased by 3% compared to the previous year due to a reduction in liabilities, including both short-term and long-term debts.

In 2025, the Corporation borrowed VND 136 billion from VietinBank, BIDV, and several other institutions, and repaid VND 199 billion, reducing the outstanding loan balance from VND 152 billion to VND 89 billion.

2.3. Business Performance

In 2025, the Parent Company continued to maintain business operations in the fields of construction, industrial production (raw water and clean water supply), and office services, with the following results:

Unit: VND million

No.	Indicator	2024	2025	2025/2024
1	Net Revenue	290.327	266.176	91,7%
	<i>From sale of raw water and clean water</i>	36.589	32.999	90,2%
	<i>From provision of services</i>	18.467	16.797	91,0%
	<i>From construction contracts</i>	235.271	216.380	92,0%
2	Cost of Sales	269.215	234.907	87,3%
	<i>Cost of goods sold</i>	15.182	15.164	99,9%
	<i>Cost of services provided</i>	11.880	11.384	95,8%
	<i>Construction contracts</i>	242.152	208.359	86,0%
3	Financial Income	17.295	18.196	105,2%
	<i>Of which: Dividends and profit distributed</i>	16.817	17.683	105,2%
4	Financial Expenses	14.746	17.783	120,6%
	<i>Of which: Interest expenses</i>	13.541	8.250	60,9%
5	Administrative Expenses	20.459	30.003	146,7%
6	SXKD Profit from Production and Business Activities	3.202	1.678	52,4%
7	Other Profit	(806)	(447)	55,4%
8	Total Accounting Profit Before Tax	2.396	1.231	51,4%
9	Profit After Tax	1.529	916	60,0%
10	Gross Profit Margin	7,27%	11,75%	
	<i>From sales activities</i>	58,51%	54,05%	
	<i>From service provision</i>	35,67%	32,22%	
	<i>From construction contracts</i>	-2,92%	3,71%	
11	Net Profit Margin	0,53%	0,34%	
12	Interest Expense / Revenue Ratio	4,66%	3,10%	
13	Administrative Expenses / Revenue Ratio	7,05%	11,27%	

The Parent Company's revenue in 2025 decreased by nearly 9% compared with 2024, with declines across all business sectors. Construction activities recorded the lowest gross profit margin, which was insufficient to cover interest expenses and general administrative expenses.

Financial income in 2025 increased slightly, as the Parent Company received dividends from 5 out of its 12 subsidiaries, namely WASECO, VIWASEEN3, VIWASEEN.11, VIWASEEN.14, and Suoi Dau Company.

Financial expenses in 2025 increased by VND 3.04 billion, mainly due to the provision for financial investment losses of VND 9.51 billion (no such provision was made in 2024).

Administrative expenses increased due to the provision for doubtful receivables amounting to VND 12.26 billion (no such provision was made in 2024), while all other expense items were reduced compared with the previous year.

3. Business Results in the Consolidated Financial Statements

The consolidated financial statements of the Corporation are consolidated from the Parent Company, 10 out of 12 directly invested subsidiaries, and 1 indirectly invested subsidiary. The results are as follows:

Unit: VND million

No.	Indicator	2024	2025	2025/2024
I	Business Performance Results			
1	Total Revenue	885.143	980.943	110,8%
	<i>Net revenue from sales of goods and provision of services</i>	881.583	976.732	110,8%
	<i>Financial income</i>	3.560	4.211	118,3%
2	Share of profit or loss from joint ventures and associates	3.934	5.831	148,2%
3	Total accounting profit before tax	23.682	38.151	161,1%
4	Profit after tax	15.297	26.133	170,8%
5	Profit after tax attributable to the parent company	4.344	15.383	354,1%
II	Assets = Liabilities and Equity	1.983.127	1.959.693	98,8%
1	Short-term assets	1.392.685	1.394.413	100,1%
2	Long-term assets	590.442	565.280	95,7%
3	Liabilities	1.266.049	1.229.396	97,1%
	<i>Short-term liabilities</i>	1.097.100	1.076.506	98,1%
	<i>Long-term liabilities</i>	168.949	152.890	90,5%
4	Equity	717.078	730.297	101,8%
	<i>Of which: Undistributed after-tax profits</i>	(22.581)	(9.378)	41,5%

Among the 12 subsidiaries of the Corporation, only 3 out of 12 companies operate effectively; 1 company operates with low efficiency, while the remaining 8 out of 12 subsidiaries are loss-making and have lost capital, with some units having to temporarily suspend operations. This situation has affected the consolidated financial statements of the Corporation, resulting in accumulated undistributed after-tax losses of VND 9.37 billion as of December 31, 2025.

IV. RECOMMENDATIONS OF THE SUPERVISORY BOARD

The Supervisory Board recommends that the Board of Directors and the Board of Management:

1. Strengthen the work of project acceptance, settlement, and debt recovery in order to reduce financial pressure and avoid the risk of capital loss. Review and address the issues raised by the auditor in the "Basis for Qualified Opinion" section of the 2025 Financial Statements Audit Report.

2. Enhance control over revenue sources and strictly manage costs across all business sectors in order to improve operational efficiency.

3. Develop economic plans for each construction project from the bidding stage to the construction stage; regularly monitor the implementation of these plans and the cash

flow of each project; promptly issue warnings and implement corrective measures when factors arise that may affect the effectiveness of the economic plan during project execution.

4. Review and resolve obstacles related to investment projects; promote investment in projects that generate efficiency for the Corporation, such as real estate projects and clean water supply projects.

5. Review all assets of the Corporation, optimize the exploitation and use of existing assets, and liquidate assets that are no longer needed.

6. Continue optimizing the organizational structure and human resources; develop salary and bonus regulations that ensure fairness and encourage employee capability and performance.

7. Review, amend, and supplement internal regulations, rules, and procedures, especially those related to the Corporation's core production and business activities, ensuring compliance with current legal regulations and the World Bank's Integrity Compliance Program (ICP), while meeting the Corporation's internal governance requirements.

8. Strengthen supervision over the business operations of units in which the Corporation has invested capital, and develop a plan for restructuring the Corporation's investment capital in these entities for the next phase.

The above is the Report on the operational results of the Supervisory Board in 2025. The Supervisory Board respectfully submits this report to the General Meeting of Shareholders for consideration and approval.

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

(signed and sealed)

Vu Van Manh



(VIWASEEN)

Ref.: 27/TT-HĐQT

Hanoi, April 02, 2026

PROPOSAL

Re: Approval of the Finalization of Salary and Remuneration of the Board of Directors and the Board of Supervisors for 2025 and the Plan for 2026

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;

Based on the Charter on Organization and Operations of Vietnam Water and Environment Investment Corporation – JSC;

Pursuant to Resolution No. 01/2025/NQ-GMS dated 25/06/2025 of the 2025 Annual General Meeting of Shareholders.

The Board of Directors of the Corporation respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the finalization of Salary and remuneration of the Board of Directors and the Board of Supervisors for 2025, and the plan for 2026 as follows:

1. Finalization of Salary and remuneration of the members of the Board of Directors and the members of the Board of Supervisors for 2025:

Position	Salary for Full-time Members (VND)	Remuneration for Part-time Members (VND)	Total (VND)
Board of Directors	430.747.352	144.000.000	430.747.352
Board of Supervisors	309.182.290	24.000.000	309.182.290
TOTAL	739.929.642	168.000.000	907.929.642

2. Salary and remuneration Plan for Members of the Board of Directors and the Board of Supervisors for 2026:

a) Salary and remuneration for members of the Board of Directors and the Board of Supervisors for the period from 01/01/2026 to 28/02/2026



Position	Salary for Full-time Members (VND)	Remuneration for Part-time Members (VND)	Total (VND)
Board of Directors	65.000.000	80.000.000	145.000.000
Supervisory Board	44.000.000	20.000.000	64.000.000
TOTAL	109.000.000	100.000.000	209.000.000

b) Salary and remuneration for members of the Board of Directors and the Board of Supervisors for the period from 03/2026 đến 31/12/2026

Position	Number of Months	Remuneration (VND/month)	Total (VND)
Chairman of the BOD	10	15.000.000	150.000.000
Members of the BOD (04 members)	10	10.000.000	400.000.000
Head of the BOD	10	10.000.000	100.000.000
Members of the BOD (02 members)	10	5.000.000	100.000.000
TOTAL			750.000.000

The total remuneration of the members of the Board of Directors and the Board of Supervisors for 2026 is VND **959,000,000**

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

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

To Dung



(VIWASEEN)

Ref: 03/2026/TTr-BKS

Hanoi, April 02, 2026



PROPOSAL

Re: Selection of the Auditing Firm for the 2026 Financial Statements

To: The Annual General Meeting of Shareholders 2026.

Background:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its guiding documents;
- Pursuant to the Charter of Vietnam Water and Environment Investment Corporation – JSC (the Corporation) and the Regulation on the Operation of the Board of Supervisors of the Corporation;
- Pursuant to the Board of Supervisors' review results regarding the preparation and audit of the Corporation's 2025 Financial Statements.

The Board of Supervisors respectfully submits to the General Meeting of Shareholders of Vietnam Water and Environment Investment Corporation – JSC for approval the following proposal:

The General Meeting of Shareholders authorizes the Board of Directors of the Corporation to select an auditing firm from the List of audit firms approved to audit public interest entities in the securities sector in 2026 to conduct the review and audit of the Corporation's 2026 Financial Statements.

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

**FOR THE BOARD OF SUPERVISORS
HEAD OF THE SUPERVISORY BOARD**

(signed and sealed)

Vu Van Manh

(VIWASEEN)

Ref.: 26/TTr-HDQT

Hanoi, April 02, 2026

PROPOSAL

Re: Approval of the 2025 Profit Distribution Plan

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

Pursuant to the 2025 separate financial statements and consolidated financial statements of Vietnam Water and Environment Investment Corporation – JSC audited by An Viet Auditing Co., Ltd.;

1. Mother Company Profit

- Undistributed profit after tax for 2025: VND 916,486,715
- Cumulative undistributed profit after tax as of 31/12/2025: VND 32,420,354,748

2. Consolidated Profit of the Corporation

- Cumulative undistributed profit after tax as of 31/12/2025: (VND 9,377,677,264)

As the cumulative consolidated undistributed profit after tax of the Corporation as of 31/12/2025 amounts to (VND 9,377,677,264), the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval not to distribute the profit after tax for this period.

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

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

To Dung



(VIWASEEN)

Ref.: 29/TTr-HĐQT

Hanoi, April 02, 2026

PROPOSAL

**Re: Regarding the Amendment and Supplement
of the Charter on Organization and Operation**

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 Charter on Organization and Operation of Vietnam Water and Environment Investment Corporation – JSC (*the details of the amended Charter are attached to this Submission Report*).

2. General Director – the legal representative of the Corporation is authorized to sign and promulgate the Charter on Organization and Operation of the Corporation as soon as approved 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 -

CHARTER OF ORGANIZATION AND OPERATION

APRIL 23, 2026

VIWASEEN

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INTRODUCTION

This Charter was adopted pursuant to Resolution No. .../2026/NQ-ĐHĐCĐ of the General Meeting of Shareholders of the Corporation dated month year 2026.

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be understood as follows:
 - a) "Charter Capital" means the total par value of shares sold or registered for purchase upon the establishment of the enterprise and as prescribed in Article 6 of this Charter;
 - b) "Voting Capital" means the share capital under which the owner has the right to vote on matters within the deciding competence of the General Meeting of Shareholders;
 - c) "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) "Law on Securities" means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e) "Date of Establishment" means the date on which Vietnam Water and Environment Investment Corporation - JSC was first granted the Enterprise Registration Certificate (Business Registration Certificate and papers of equivalent value);
 - f) "Enterprise Manager" means the manager of the Corporation, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, and individuals holding other management positions appointed by the Board of Directors of the Corporation;
 - g) "Enterprise Executive" means the General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, and other executives as prescribed by the Charter of the Corporation;
 - h) "Non-executive Member of the Board of Directors" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Financial Officer, Chief Accountant, and other executives as prescribed by the Charter of the Corporation;
 - i) "Independent Member of the Board of Directors" means a member as prescribed in Clause 2, Article 155 of the Law on Enterprises;
 - j) "Person in charge of corporate governance of the Corporation" means the person whose responsibilities and powers are prescribed in Article 281 of Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
 - k) "Related Person" means individuals and organizations as prescribed in Clause 46, Article 4 of the Law on Securities;
 - l) "Shareholder" means an individual or organization owning at least one share of the Corporation;
 - m) "Major Shareholder" means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
 - n) "Operating Term" means the duration of the Corporation's operation as prescribed in Article 2 of this Charter;
 - o) "Vietnam" means the Socialist Republic of Vietnam.

- p) “ Corporation ” means Vietnam Water and Environment Investment Corporation - JSC.
- q) “ VIWASEEN ” is the abbreviation of Vietnam Water and Environment Investment Corporation - JSC.
- 2. In this Charter, references to one or several other regulations or documents include amendments or replacement documents.
- 3. The headings (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE CORPORATION

Article 2. Name, form, headquarters, branches, representative offices, and operating term of the Corporation

- 1. Name of the Corporation Vietnamese name: TỔNG CÔNG TY ĐẦU TƯ NƯỚC VÀ MÔI TRƯỜNG VIỆT NAM - CTCP
 - ✚ English name: VIETNAM WATER AND ENVIRONMENT INVESTMENT CORPORATION - JSC
 - ✚ Abbreviation: VIWASEEN
 - ✚ Stock code: VIW
- 2. The Corporation is a joint-stock company with legal entity status in accordance with the current laws of Vietnam.
- 3. Registered headquarters of the Corporation: Address of the head office: No. 52 Quoc Tu Giam, Van Mieu Ward – Quoc Tu Giam, Hanoi City, Vietnam.
 - ✚ Telephone: (024) 62849234
 - ✚ Fax: (024) 6284 9208
 - ✚ Email: info@viwaseen.com.vn;
 - ✚ Website: www.viwaseen.com.vn
- 4. The Corporation may establish branches and representative offices in business locations to perform the operating objectives of the Corporation in accordance with the decision of the Board of Directors and within the scope permitted by law.
- 5. Unless terminated in accordance with the provisions of Article 55, the operating term of the Corporation is indefinite from the date of establishment.

Article 3. Legal representative of the Corporation

- 1. The Corporation has 01 (one) legal representative, who is the General Director of the Corporation.
- 2. The powers and obligations of the legal representative are as prescribed in Article 12 and Article 13 of the Law on Enterprises.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE CORPORATION

Article 4. Operating objectives of the Corporation

1. The business lines of the Corporation are:

a. Main business lines

- Investment in construction and business of water supply, drainage, wastewater treatment, and environmental sanitation systems; pollution treatment and other waste management activities;
- Construction, EPC general contractor for water supply and drainage works, environmental sanitation, and urban technical infrastructure works, other industrial and civil projects;
- Investment in and business of industrial park infrastructure, urban areas, housing, office for rent, and commercial services;
- Architectural and consulting activities, general contractor for design consultancy of water supply, drainage, wastewater treatment, and environmental sanitation systems; Geodetic surveys, hydrogeological and hydrological surveys for civil, industrial, transport, irrigation, and hydropower works, evaluation of groundwater reserves; Urban development and landscape architecture planning; Supervision of construction and installation of equipment for water plants and drainage and environmental systems, supervision of construction and completion of civil and industrial works; Completion of construction works; Management consulting activities.

b. Related business lines

- Construction of transport, irrigation works, transmission line works, and stations under 35kV; Installation of electrical systems; Exploratory drilling, groundwater extraction drilling, bored pile drilling, and treatment and reinforcement of project foundations;
- Commercial trading and import-export of materials, machinery, and specialized equipment for water supply, drainage, and the environment; Leasing of machinery, equipment, and other supplies;
- Production of concrete, products from cement, and metal components; Production of plastic pipes, hoses, and installation equipment; Fabrication of steel structure products and electromechanical equipment for works, specialized equipment for water supply, drainage, and the environment; Collection of waste and disposal of non-hazardous waste; production of measuring, testing, navigating, and controlling equipment;
- Organizing scientific research, application, and technology transfer; Vocational training for the specialized field of water supply, drainage, and environment.

c. Other business lines permitted by law and approved by the General Meeting of Shareholders.

2. During its operation, the Corporation may change its business lines in accordance with the law; after being approved by the General Meeting of Shareholders, the Corporation has notified the change of registration contents to the business registration authority and has been accepted by the business registration authority to supplement the enterprise registration dossier and published on the National Business Registration Portal.

3. The Corporation must fully meet the business conditions when conducting business in conditional investment and business lines as prescribed by law and ensure the maintenance of those investment and business conditions throughout the business operation process.
4. Operating objectives of the Corporation:

The Corporation is established to mobilize and use capital effectively in developing the registered production and business lines, aiming at maximum profit, increasing dividends for shareholders, creating stable jobs for employees, contributing to the State budget, and developing the Corporation.

Article 5. Business scope and activities of the Corporation

The Corporation is permitted to plan and conduct all business activities according to the business lines of the Corporation published on the National Business Registration Portal and this Charter, in accordance with current legal regulations, and to implement appropriate measures to achieve the objectives of the Corporation.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Charter Capital of the Corporation is 580,186,000,000 VND (Five hundred eighty billion, one hundred eighty-six million Vietnamese Dong). The total Charter Capital of the Corporation is divided into 58,018,600 (Fifty-eight million, eighteen thousand, six hundred) shares with a par value of 10,000 (ten thousand) VND/share.
2. The Corporation may change the Charter Capital when approved by the General Meeting of Shareholders and in accordance with the law.
3. The shares of the Corporation on the date of adoption of this Charter include common shares. The rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.
4. The Corporation may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with the law.
5. The name, address, number of shares, and other information about founding shareholders as prescribed by the Law on Enterprises are set out in Appendix 01 attached hereto. This Appendix is part of this Charter.
6. Common shares must be prioritized for offering to existing shareholders in proportion to their ownership of common shares in the Corporation, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to purchase in full shall be decided by the Board of Directors of the Corporation. The Board of Directors may distribute those shares to shareholders and others on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Corporation may repurchase shares issued by the Corporation itself in the manners prescribed in this Charter and current laws. Shares repurchased by the Corporation are treasury shares, and the Board of Directors may offer them in manners consistent with the Law on Securities, relevant guiding documents, and the provisions of this Charter.
8. The Corporation may issue other types of securities in accordance with the law.

Article 7. Share certificates

1. Shareholders of the Corporation may be granted share certificates corresponding to the number and type of shares owned.
2. A share is a type of security confirming the legal rights and interests of the owner in a part of the issuer's share capital. Shares issued by the Corporation, book entries, or electronic data confirm ownership of one or several shares of the Corporation. Shares must have all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 20 (twenty) days from the date of submission of a complete dossier requesting the transfer of share ownership as prescribed by the Corporation, or within 02 months (or another time limit according to the terms of issue) from the date of full payment for the shares as prescribed in the share issuance plan of the Corporation, the owner of the shares may be granted a share certificate. The shareholder does not have to pay the Corporation for the cost of printing the share certificate.
4. In case a share certificate is lost, destroyed, or damaged, the owner of that share certificate may request the issuance of a new share certificate. The shareholder's request must include the following contents:
 - a) Information about the share certificate that was lost, damaged, or destroyed in another form;
 - b) Commitment to take responsibility for disputes arising from the re-issuance of the new share certificate

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Corporation are issued with the signature of the legal representative and the seal of the Corporation.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed or registered for trading on the Stock Exchange are transferred according to the laws on securities and the stock market.
2. Shares that have not been fully paid for cannot be transferred and are not entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase new shares offered, and other benefits in accordance with the law.

Article 10. Forfeiture of shares

1. In case a shareholder fails to pay in full and on time the amount due for the purchase of shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and be responsible corresponding to the total par value of shares registered for purchase for the financial obligations of the Corporation arising from the failure to pay in full.
2. The above payment notice must clearly state the new payment term (minimum of seven (07) days from the date of sending the notice), the place of payment, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be forfeited.
3. The Board of Directors has the right to forfeit shares that have not been paid in full and on time in case the requirements in the above notice are not implemented.

4. Forfeited shares are considered shares entitled to be offered as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution in such conditions and manners as the Board of Directors deems appropriate.
5. Shareholders holding forfeited shares must give up their shareholder status for those shares, but must still be responsible corresponding to the total par value of shares registered for purchase for the financial obligations of the Corporation arising at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the forced payment of the entire value of shares at the time of forfeiture.
6. The forfeiture notice is sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture still takes effect even in case of error or negligence in sending the notice.

CHAPTER V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organizational, governance, and control structure

The management, governance, and control organizational structure of the Corporation is selected in accordance with point a, Clause 1, Article 137 of the Law on Enterprises, including:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board; and
4. General Director.

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Common shareholders have the following rights:
 - a) Attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the Charter of the Corporation and the law. Each common share has one vote;
 - b) Receive dividends at the rate according to the decision of the General Meeting of Shareholders;
 - c) Prioritized to purchase new shares offered in proportion to the percentage of common shares owned in the Corporation;
 - d) Freely transfer their shares to others, except for the cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises, and other relevant legal regulations;
 - e) Review, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their incorrect information;
 - f) Review, look up, extract, or photocopy the Charter of the Corporation, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g) When the Corporation is dissolved or bankrupt, receive a portion of the remaining

- assets in proportion to the share ownership ratio in the Corporation;
- h) Request the Corporation to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;
 - i) Be treated equally. Each share of the same type gives shareholders owning them equal rights, obligations, and interests. In case the Corporation has types of preferred shares, the rights and obligations attached to the types of preferred shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
 - j) Be provided full access to periodic information and extraordinary information announced by the Corporation in accordance with the law;
 - k) Be protected for their legal rights and interests; propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors as prescribed by the Law on Enterprises;
 - l) Other rights as prescribed by law and this Charter.
2. A shareholder or group of shareholders owning 5% or more of the total number of common shares has the following rights:
- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) Review, look up, and extract the minutes book and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be passed by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Corporation;
 - c) Request the Supervisory Board to inspect specific issues related to the management and operation of the Corporation when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for shareholders who are individuals; name, enterprise code or number of legal papers of the organization, head office address for shareholders that are organizations; number of shares and time of registration of shares of each shareholder, total number of shares of the whole group of shareholders and ownership ratio in the total number of shares of the Corporation; issues to be inspected, purpose of inspection;
 - d) Recommend issues to be included in the agenda of the General Meeting of Shareholders. The recommendation must be in writing and sent to the Corporation at least 03 working days before the opening date. The recommendation must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue recommended to be included in the meeting agenda;
 - e) Other rights as prescribed by law and this Charter.
3. A shareholder or group of shareholders owning 10% or more of the total common shares has the right to nominate candidates for the Board of Directors and the Supervisory Board. The nomination of candidates for the Board of Directors and the Supervisory Board is carried out as follows:
- a) Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the meeting of the group to the attending shareholders before the opening of the General Meeting of Shareholders;

- b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders prescribed in this Clause has the right to nominate one or several persons according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group 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, the Supervisory Board, and other shareholders.

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. Pay in full and on time for the shares committed to be purchased.
2. Do not withdraw the capital contributed by common shares from the Corporation in any form, except for the case where the shares are repurchased by the Corporation or others. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and the person with related interests in the Corporation must be jointly and severally responsible for the debts and other property obligations of the Corporation within the scope of the value of the shares withdrawn and the damages occurred.
3. Comply with the Charter of the Corporation and the Internal Management Regulations of the Corporation.
4. Execute Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential information provided by the Corporation as prescribed in the Charter of the Corporation and the law; only use provided information to exercise and protect one's legal rights and interests; strictly prohibit the distribution or copying/sending of information provided by the Corporation to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise the right to vote through the following forms:
 - a) Attend and vote directly at the meeting;
 - b) Authorize another individual or organization to attend and vote at the meeting;
 - c) Attend and vote through online conferences, electronic voting, or other electronic forms;
 - d) Send voting ballots to the meeting via mail, fax, or email;
 - e) Send voting ballots by other means as prescribed in the Charter of the Corporation.
7. Take personal responsibility when acting in the name of the Corporation in any form to perform one of the following acts:
 - a) Violate the law;
 - b) Conduct business and other transactions for self-interest or to serve the interests of other organizations or individuals;
 - c) Pay debts that are not yet due before financial risks for the Corporation.
8. Fulfill other obligations in accordance with current laws.

Article 14. 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. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end date of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders in case of necessity, but not more than six (06) months from the end date of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders decides on issues in accordance with the law and the Charter of the Corporation, especially adopting the audited annual financial statements. In case the Audit Report on the annual financial statements of the Corporation has material exceptions, adverse opinions, or disclaimers, the Corporation must invite representatives of the approved audit organization performing the audit of the Corporation's financial statements to attend the annual General Meeting of Shareholders, and the representative of the above-mentioned approved audit organization is responsible for attending the annual General Meeting of Shareholders of the Corporation.
3. 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 and the Supervisory Board is less than the minimum number of members as prescribed by law;
 - c) At the request of the shareholder or group of shareholders prescribed in Clause 2, Article 12 of this Charter; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with enough signatures of the relevant shareholders, or the request document is made in multiple copies and gathers enough signatures of the relevant shareholders;
 - d) At the request of the Supervisory Board;
 - e) Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders
 - a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining Board members or Supervisory Board members is as prescribed in point b, Clause 3 of this Article, or upon receiving a request as prescribed in point c and point d, Clause 3 of this Article;
 - b) In case the Board of Directors does not convene a General Meeting of Shareholders as prescribed in point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
 - c) In case the Supervisory Board does not convene a General Meeting of Shareholders as prescribed in point b, Clause 4 of this Article, then the shareholder or group of shareholders prescribed in point c, Clause 3 of this Article has the right to request the representative of the Corporation to convene a General Meeting of Shareholders as prescribed in the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Corporation. These costs do not include costs spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel costs.

- d) Procedures for organizing a General Meeting of Shareholders are as prescribed in Clause 5, Article 140 of the Law on Enterprises and as prescribed in this Charter..

Article 15. Rights and obligations of the General Meeting of Shareholders

The General Meeting of Shareholders has the following rights and obligations:

- a) Adopt the development orientation of the Corporation;
 - b) Decide on the types of shares and the total number of shares of each type entitled to be offered; decide on the annual dividend rate of each type of share;
 - c) Elect, dismiss, or remove members of the Board of Directors and members of the Supervisory Board;
 - d) Decide on investments or the sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statement of the Corporation.
 - e) Decide on the amendment and supplement to the Charter of the Corporation;
 - f) Adopt the annual financial statements;
 - g) Decide to repurchase more than 10% of the total sold shares of each type;
 - h) Consider and handle violations of members of the Board of Directors and members of the Supervisory Board causing damage to the Corporation and its shareholders;
 - i) Decide on the reorganization and dissolution of the Corporation;
 - j) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - k) Approve the Internal Regulations on Corporate Governance; the Operating Regulations of the Board of Directors and the Supervisory Board;
 - l) Approve the list of approved audit firms; decide on the approved audit firm to perform the audit of the Corporation's activities, dismiss the approved auditor when deemed necessary;
 - m) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discusses and adopts the following issues:
- a) The annual business plan of the Corporation;
 - b) The audited annual financial statements;
 - c) Reports of the Board of Directors on governance and operating results of the Board of Directors and each member of the Board of Directors;
 - d) Reports of the Supervisory Board on the business results of the Corporation and the operating results of the Board of Directors and the General Director;
 - e) Self-assessment report on the operating results of the Supervisory Board and members of the Supervisory Board;
 - f) Dividend rate for each share of each type;

- g) The number of members of the Board of Directors and the Supervisory Board;
 - h) Elect, dismiss, or remove members of the Board of Directors and members of the Supervisory Board;
 - i) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j) Approve the list of approved audit firms; decide on the approved audit firm to perform inspection of the Corporation's activities when deemed necessary;
 - k) Supplement and amend the Charter of the Corporation;
 - l) The types of shares and the number of new shares issued for each type of share and the transfer of shares of founding members within the first 03 years from the date of establishment;
 - m) Division, separation, consolidation, merger, or conversion of the Corporation;
 - n) Reorganization and dissolution (liquidation) of the Corporation and appointment of a liquidator;
 - o) Decide on investments or the sale of assets with a value of 35% or more of the total asset value recorded in the most recent Financial Statement of the Corporation;
 - p) Decide to repurchase more than 10% of the total sold shares of each type;
 - q) The Corporation signing contracts and transactions with the subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Corporation recorded in the most recent financial statement;
 - r) Approval of transactions 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) Approve the Internal Regulations on Governance of the Corporation, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
 - t) Other issues as prescribed by law and this Charter.
3. The annual General Meeting of Shareholders discusses and adopts the following issues:
- a) The annual business plan of the Corporation;
 - b) The annual financial statements;
 - c) Reports of the Board of Directors on governance and operating results of the Board of Directors and each member of the Board of Directors;
 - d) Reports of the Supervisory Board on business results of the Corporation and operating results of the Board of Directors and the General Director;
 - e) Self-assessment report on operating results of the Supervisory Board and Supervisors;
 - f) Dividend rate for each share of each type;
 - g) Other issues within its competence.
4. All resolutions and issues included in the meeting agenda must be brought out for discussion and voting at the meeting of the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders that are organizations may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. Authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the form of the Corporation, including the following contents: name of the authorizing shareholder, name of the authorized individual or organization, number of authorized shares, content of authorization, scope of authorization, term of authorization, signatures of the authorizing party and the authorized party, and seal (if the authorizing or authorized party is an organization with a seal).

The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In case of re-authorization, the person attending the meeting must also present the original authorization document of the shareholder or the authorized representative of the shareholder that is an organization (if not previously registered with the Corporation).

3. The voting ballot of the person authorized to attend the meeting within the scope of authorization still takes effect when one of the following cases occurs:
 - a) The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
 - b) The authorizing person has canceled the appointment of authorization;
 - c) The authorizing person has canceled the authority of the person performing the authorization.

In case the Corporation receives notice of one of the above events before the opening hour of the General Meeting of Shareholders or before the meeting is re-convened, the provisions of this Clause shall not apply.

Article 17. Variation of rights

1. The change or cancellation of special rights attached to a type of preferred share takes effect when approved by shareholders representing 65% or more of the total votes of all attending shareholders. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by a number of preferred shareholders of the same type attending the meeting owning 75% or more of the total preferred shares of that type, or approved by preferred shareholders of the same type owning 75% or more of the total preferred shares of that type in case of passing a resolution in the form of collecting written opinions.
2. The organization of a meeting of shareholders holding a type of preferred share to approve the change of rights mentioned above is only valid when there are at least 02 shareholders (or their authorized representatives) and they hold at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as stated above, the meeting shall be re-organized within the next 30 days and those holding shares of that type (regardless of the number of people and number of shares) present in person or through an authorized representative are considered to have a sufficient number of requested delegates. At the meetings of shareholders holding preferred shares mentioned above, those holding shares of that type present in person or through a representative may request a secret ballot. Each share of the same type

has equal voting rights at the above-mentioned meetings.

3. Procedures for conducting such separate meetings are carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.
4. Unless the terms of share issuance provide otherwise, special rights attached to types of shares with preference rights over some or all matters related to the distribution of profits or assets of the Corporation are not changed when the Corporation issues additional shares of the same type.

Article 18. Convocation, agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders according to the cases prescribed in Clause 3, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders of the Corporation. The list of shareholders entitled to attend the General Meeting of Shareholders is established no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Corporation must announce information on the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date;
 - b) Prepare the agenda and content of the meeting;
 - c) Prepare documents for the meeting;
 - d) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;
 - e) Determine the time and venue of the meeting;
 - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g) Other tasks serving the meeting.
3. The notice of the General Meeting of Shareholders is sent to all shareholders by a guaranteed method, and simultaneously published on the website of the Corporation, the State Securities Commission, and the Stock Exchange where the Corporation's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send invitations to all shareholders in the List of Shareholders entitled to attend at least twenty-one (21) days before the opening date of the meeting (counted from the date the notice is validly sent or moved, postage paid, or put into a mailbox). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting are sent to shareholders and/or posted on the Corporation's website. In case documents are not attached to the notice of the General Meeting of Shareholders, the invitation must clearly state the link to all meeting documents so that shareholders can access them, including:
 - a) The meeting agenda and documents used in the meeting;
 - b) List and detailed information of candidates in case of election of members of the Board of Directors and the Supervisory Board (if any);
 - c) Voting ballots;

- d) Draft resolution for each issue in the meeting agenda.
4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to recommend issues to be included in the agenda of the General Meeting of Shareholders. Recommendations must be in writing and must be sent to the Corporation at least three (03) working days before the opening date of the General Meeting of Shareholders. The recommendation must include the full name of the shareholder, permanent address, nationality, Citizen Identity Card number, ID Card number, Passport or other legal personal identification for individual shareholders; name, enterprise code or number of establishment decision, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the content of the recommendation to be included in the meeting agenda.
5. The person convening the General Meeting of Shareholders has the right to refuse the recommendation prescribed in Clause 4 of this Article if it falls into one of the following cases:
 - a) The recommendation is sent not in accordance with Clause 4 of this Article;
 - b) At the time of recommendation, the shareholder or group of shareholders does not hold enough from 5% or more of common shares as prescribed in Clause 2, Article 12 of this Charter;
 - c) The recommended issue is not within the deciding competence of the General Meeting of Shareholders;
 - d) Other cases as prescribed by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include the recommendation prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the recommendation is officially supplemented to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders is conducted when there are a number of attending shareholders representing over 50% of the total votes.
2. In case the first meeting does not meet the conditions to be conducted as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders is conducted when there are attending shareholders representing from 33% or more of the total votes.
3. In case the second meeting does not meet the conditions to be conducted as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes of the attending shareholders.

Article 20. Procedures for conducting and voting at the GMS

1. Before opening the meeting, the Corporation must conduct shareholder registration procedures and must perform registration until all shareholders entitled to attend have registered according to the following order:
 - a) When conducting shareholder registration, the Corporation grants each shareholder or authorized representative entitled to vote a voting card, on which is recorded the

registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda content. Voting is conducted by voting for, against, and no opinion. At the General Meeting, the number of cards in favor of the resolution is collected first, the number of cards against the resolution is collected later, and finally, the total number of for or against votes is counted to decide. The counting results are announced by the Chairperson immediately before the closing of the meeting. The Meeting elects those responsible for counting votes or supervising the vote counting at the proposal of the Chairperson. The number of members of the vote-counting committee is decided by the General Meeting of Shareholders based on the proposal of the Meeting Chairperson.

- b) 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 meeting right after registration. The Chairperson is not responsible for stopping the meeting for late shareholders to register, and the validity of contents voted on previously remains unchanged.
2. The election of the Chairperson, Secretary, and Vote Counting Committee is prescribed as follows:
 - a) The Chairman of the Board of Directors acts as Chairperson or authorizes another member of the Board of Directors to act as Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily loses his working ability, the remaining members of the Board of Directors elect one person among them to act as Chairperson of the meeting on a majority principle. In case a Chairperson cannot be elected, the Head of the Supervisory Board shall manage so that the General Meeting of Shareholders elects a Chairperson from among the attendees, and the person with the highest number of votes shall act as Chairperson of the meeting;
 - b) Except for the case prescribed in point a of this Clause, the person who signed to convene the General Meeting of Shareholders directs the General Meeting of Shareholders to elect a Chairperson, and the person with the highest number of votes is appointed as Chairperson of the meeting
 - c) The Chairperson appoints one or several persons as Secretary of the meeting;
 - d) The General Meeting of Shareholders elects one or several persons to the Vote Counting Committee at the proposal of the Chairperson.
 3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and in detail define the time for each issue in the meeting agenda content.
 4. The Meeting Chairperson has the right to implement necessary and reasonable measures to manage the General Meeting of Shareholders in an orderly manner, according to the approved agenda, and reflecting the wishes of the majority of attendees.
 - a) Arrange seating at the venue of the General Meeting of Shareholders;
 - b) Ensure safety for everyone present at the meeting venues;
 - c) Create conditions for shareholders to attend (or continue attending) the meeting. The person convening the General Meeting of Shareholders has full authority to change

the above measures and apply all necessary measures. The applied measures may be the issuance of entry passes or the use of other selection forms.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda content. Voting is conducted by voting for, against, and no opinion. Counting results are announced by the chairperson immediately before the closing of the meeting.
6. Shareholders or authorized persons arriving after the meeting has opened are still registered and have the right to participate in voting immediately after registration; in this case, the validity of contents voted on previously remains unchanged.
7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:
 - a) Request all attendees to undergo checks 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 directing authority, intentionally disturb order, prevent the normal progress of the meeting, or fail to comply with security check requirements from the General Meeting of Shareholders.
8. The Chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered participants for no more than 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:
 - a) The meeting venue does not have enough convenient seats for all attendees;
 - b) Communication means at the meeting venue do not ensure for attending shareholders to participate, discuss, and vote;
 - c) There are attendees obstructing, disturbing order, threatening to make the meeting unable to be conducted fairly and legally.
9. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the Chairperson to direct the meeting until the end; all resolutions passed at that meeting take effect for implementation.
10. In case the Corporation applies modern technology to organize the General Meeting of Shareholders through online meetings, the Corporation is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for passing Resolutions of the General Meeting of Shareholders

1. Resolutions on the following contents are passed if they are approved by a number of shareholders representing from 65% or more of the total votes of all attending and voting shareholders, except for cases prescribed in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
 - a) Type of shares and total number of shares of each type;
 - b) Change of business lines and fields;
 - c) Change of management organizational structure of the Corporation;

- d) Investment projects or the sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statement of the Corporation;
 - e) Reorganization or dissolution of the Corporation.
2. Resolutions are passed when approved by a number of shareholders owning over 50% of the total votes of all attending and voting shareholders, except for the case prescribed 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 is carried out 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 when the order and procedures for convening the meeting and passing those resolutions violate the provisions of the Law on Enterprises and the Charter of the Corporation.

Article 22. Competence and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders

The competence and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to collect written opinions of shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Corporation, except for the case prescribed in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the opinion poll form, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion poll forms. Requirements and methods for sending opinion poll forms and attached documents are as prescribed in Clause 3, Article 18 of this Charter.
3. The opinion poll form must have the following main contents:
 - a) Name, head office address, enterprise code of the Corporation;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, head office address for organizational shareholders or full name, contact address, nationality, number of legal papers of the individual for the representative of organizational shareholders; number of shares of each type and number of votes of the shareholder;
 - d) Issues requiring opinions to pass a resolution;
 - e) Voting options including for, against, and no opinion for each issue;
 - f) Deadline for sending the answered opinion poll form back to the Corporation;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders can send the answered opinion poll form back to the Corporation in the following forms:
 - a) In case of mail: the answered opinion poll form must have the signature of the

individual shareholder, the authorized representative or the legal representative of the organizational shareholder. The opinion poll form sent back to the Corporation must be in a sealed envelope and no one has the right to open it before counting;

- b) In case of fax or email, the opinion poll form sent back to the Corporation must be kept secret until the time of counting;
 - c) Opinion poll forms sent back to the Corporation after the deadline specified in the content of the form, or those opened in case of mail and disclosed in case of fax or email, are invalid. Opinion poll forms not sent back are considered as not participating in voting.
5. The Board of Directors counts votes and establishes a vote-counting minutes under the witness of the Supervisory Board or of a shareholder not holding a management position in the Corporation. The vote-counting minutes must have the following main contents:
- a) Name, head office address, enterprise code;
 - b) Purpose and issues requiring opinions to pass a resolution;
 - c) Number of shareholders with the total number of votes participated in voting, distinguishing valid and invalid votes and the method of sending votes, attached with an appendix listing shareholders participating in voting;
 - d) Total number of votes for, against, and no opinion for each issue;
 - e) Issues that have been passed and the corresponding voting approval ratio;
 - f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, vote counters, and vote-counting supervisors must be jointly and severally responsible for the truthfulness and accuracy of the vote-counting minutes; jointly and severally responsible for damages arising from decisions passed due to untruthful or inaccurate vote counting.

6. The vote-counting minutes and resolutions are sent to shareholders or replaced by posting on the website of the Corporation within 24 hours from the time of finishing the vote counting.
7. The answered opinion poll forms, vote-counting minutes, passed resolutions, and related documents sent with the opinion poll forms must all be stored at the head office of the Corporation.
8. A resolution is passed in the form of collecting written opinions of shareholders if approved by shareholders owning over 50% of the total votes of all shareholders with voting rights and has value as a resolution passed at a General Meeting of Shareholders.

Article 23. Resolutions, Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be recorded by sound or recorded and stored in other electronic forms. Minutes must be made in Vietnamese, may additionally be made in a foreign language, and have the following main contents:
 - a) Name, head office address, enterprise code;
 - b) Time and venue of the General Meeting of Shareholders;
 - c) Meeting agenda and content;

- d) Full names of the chairperson and secretary;
 - e) Summary of the meeting developments and opinions expressed at the meeting for each issue in the agenda;
 - f) Number of shareholders and total votes of attending shareholders, appendix of the shareholder registration list, shareholder representatives attending with the number of shares and corresponding votes;
 - g) Total votes for each issue voted on, clearly stating the voting method, total valid, invalid, for, against, and no opinion votes; corresponding ratio on the total votes of attending shareholders;
 - h) Issues that have been passed and the corresponding voting approval ratio;
 - i) Full names and signatures of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign the meeting minutes, this minutes takes effect if signed by all other members of the Board of Directors attending the meeting and contains all contents as prescribed in this Clause. The meeting minutes clearly states that the Chairperson or Secretary refused to sign the minutes.
2. Meeting minutes must be completed and passed before the end of the meeting. The Chairperson and Secretary of the meeting or other persons signing the meeting minutes must be jointly and severally responsible for the truthfulness and accuracy of the content of the minutes.
 3. Minutes made in Vietnamese and a foreign language (if any) both have equal legal validity. In case of difference in content between the Vietnamese minutes and the foreign language minutes, the content in the Vietnamese minutes shall apply.
 4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend with signatures, authorization documents to attend the meeting, all documents attached to the Minutes (if any), and related documents attached to the invitation must be announced in accordance with legal regulations on information disclosure on the stock market and must be stored at the head office of the Corporation.

Article 24. Request for cancellation of resolutions of the GMS

Within ninety (90) days from the date of receiving the Resolution or Minutes of the General Meeting of Shareholders or the Minutes of vote-counting results for written opinions of shareholders, the shareholder or group of shareholders prescribed in Clause 2, Article 12 of this Charter has the right to request the Court or Arbitration to consider and cancel the resolution or a part of the resolution content of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting written opinions and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case prescribed in Clause 4, Article 21 of this Charter.
2. The content of the Resolution violates the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination and candidacy for members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Corporation must announce 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 on the truthfulness and accuracy of the disclosed personal information and must commit to perform duties honestly, prudently, and for the highest 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, date of birth;
 - 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);
 - g) The Corporation must be responsible for disclosing information about companies in which the candidate is holding the position of member of the Board of Directors, other management positions, and interests related to the Corporation of the candidate for the Board of Directors (if any).
2. Shareholders or groups of shareholders holding from 10% of the total common shares or more have the right to nominate candidates for the Board of Directors, specifically as follows:
- a) Shareholders or groups of shareholders holding from 10% to less than 20% of the total common shares of the Corporation may nominate one (01) candidate;
 - b) Shareholders or groups of shareholders holding from 20% to less than 30% of the total common shares of the Corporation may nominate a maximum of two (02) candidates;
 - c) Shareholders or groups of shareholders holding from 30% to less than 40% of the total common shares of the Corporation may nominate a maximum of three (03) candidates;
 - d) Shareholders or groups of shareholders holding from 40% to less than 50% of the total common shares of the Corporation may nominate a maximum of four (04) candidates;
 - e) Shareholders or groups of shareholders holding from 50% to less than 60% of the total common shares of the Corporation may nominate a maximum of five (05) candidates;
 - f) Shareholders or groups of shareholders holding from 60% to less than 70% of the total common shares of the Corporation may nominate a maximum of six (06) candidates;
 - g) Shareholders or groups of shareholders holding from 70% to less than 80% of the total common shares of the Corporation may nominate a maximum of seven (07) candidates;
 - h) Shareholders or groups of shareholders holding from 80% to less than 90% of the total common shares of the Corporation may nominate a maximum of eight (08) candidates;

- i) Shareholders or groups of shareholders holding from 90% or more of the total common shares of the Corporation may nominate a maximum of nine (09) candidates or the entire number of candidates if the Board structure has more than nine (09) members.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize nomination according to the provisions of the Charter of the Corporation, the Internal Regulations on corporate governance, and the Operating Regulations of the Board of Directors. The introduction of more 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 as prescribed by law.

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is at least 03 people and at most 11 people. The specific number of members of the Board of Directors for each term shall be decided by the General Meeting of Shareholders depending on each time.
2. The term of office of members of the Board of Directors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of the Corporation for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, those members continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
3. Board member composition structure
 - a) The Board structure of the Corporation must ensure that at least 1/3 of the total members of the Board of Directors are non-executive members.
 - b) The total number of independent members of the Board of Directors must ensure the following regulations:
 - i. Have at least 01 independent member in case the Corporation has a Board of Directors from 03 to 05 members;
 - ii. Have at least 02 independent members in case the Corporation has a Board of Directors from 06 to 08 members;
 - iii. Have at least 03 independent members in case the Corporation has a Board of Directors from 09 to 11 members.
4. A member of the Board of Directors no longer has the status of a Board member in case of being dismissed, removed, or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed according to the legal regulations on securities and the stock market.
6. Members of the Board of Directors may not necessarily be shareholders of the Corporation.

Article 27. Powers 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 perform the rights and obligations of the Corporation, except for the rights and obligations within the

competence of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Charter of the Corporation, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) Decide on strategies, medium-term development plans, and annual business plans of the Corporation;
 - b) Recommend the type 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 mobilizing more capital in other forms;
 - d) Decide on the selling price of shares and bonds of the Corporation;
 - e) Decide on repurchasing 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 competence 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 with a value of 35% or more of the total asset value recorded in the most recent financial statement of the Corporation, except for contracts and transactions within the deciding competence of the General Meeting of Shareholders as prescribed in point d, Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Law on Enterprises;
 - i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, or terminate contracts for the General Director and other important managers as prescribed by the Charter of the Corporation; decide on salaries, remuneration, bonuses, and other benefits for those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, decide on the remuneration and other benefits for those persons;
 - j) Supervise and direct the General Director and other managers in the daily business operation of the Corporation;
 - k) Decide on the organizational structure, internal management regulations of the Corporation, decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares of other enterprises;
 - l) Approve the agenda and document content for General Meetings of Shareholders, convene General Meetings of Shareholders, or collect opinions for the General Meeting of Shareholders 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 term and procedures for paying dividends or handling losses arising during the business process;
 - o) Recommend the reorganization or dissolution of the Corporation; request bankruptcy of the Corporation;
 - p) Decide on the issuance of the Operating Regulations of the Board of Directors, Internal Regulations on corporate governance after being approved by the General

Meeting of Shareholders; decide on the issuance of the Regulations on information disclosure of the Corporation;

- q) Business issues or transactions that the Board of Directors deems necessary to have approval within the scope of its powers and responsibilities;
 - r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the Charter of the Corporation.
3. The Board of Directors must report to the General Meeting of Shareholders on the operating results of the Board of Directors as prescribed in Article 280 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.

Article 28. Remuneration, salaries, 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 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 workdays necessary to fulfill the duties of members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on a principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. Remuneration for each member of the Board of Directors is included in the business costs of the Corporation as prescribed by the law on corporate income tax, presented 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 normal duties of a Board member may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation, and other reasonable costs they had to spend when performing their Board member responsibilities, including costs arising in attending General Meetings of Shareholders, Board of Directors meetings, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be provided liability insurance by the Corporation after obtaining approval from the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Charter of the Corporation.

Article 29. Chairman of the Board of Directors

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

- b) Prepare the agenda, content, and documents for meetings; convene, preside over, and act as chairperson of Board of Directors meetings;
 - c) Organize the passing of resolutions and decisions of the Board of Directors;
 - d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e) Chair General Meetings of Shareholders;
 - f) Other rights and obligations as prescribed by the Law on Enterprises and the Charter of the Corporation.
4. In case the Chairman of the Board of Directors submits a resignation letter 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.
 5. In case the Chairman of the Board of Directors is absent or unable to perform his duties, he must authorize in writing another member to perform the rights and obligations of the Chairman. In case no one is authorized or the Chairman dies, is missing, is detained, is serving a prison sentence, is serving administrative handling measures at a mandatory detoxification facility or mandatory educational facility, has fled his place of residence, has limited or lost civil act capacity, has difficulty in perception or controlling behavior, is banned by the Court from holding positions, banned from practicing a profession or doing certain work, the remaining members shall elect one person among them to hold the position of Chairman on a majority principle of remaining members until there is a new decision from the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors will be elected in the first meeting of the Board term within seven (07) working days from the date of finishing the Board election for that term. This meeting is convened by the member with the highest number of votes or the highest vote ratio. In case more than one (01) member has the highest number of votes or the highest vote ratio, the members shall elect on a majority principle to choose one (01) person among them to convene the Board meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors convenes Board meetings in the following cases:
 - a) At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b) At the request of the General Director or at least 05 other managers;
 - c) At the request of at least 02 members of the Board of Directors;
4. The request prescribed in Clause 3 of this Article must be in writing, clearly stating the purpose, issues to be discussed, and decisions within the competence of the Board of Directors.
5. The Chairman of the Board of Directors must convene a Board meeting within seven (07) working days from the date of receiving the request prescribed in Clause 3 of this Article. In case the Chairman does not convene a Board meeting as requested, the Chairman must be responsible for damages occurring to the Corporation; the

requester has the right to replace the Chairman to convene the Board meeting.

6. The Chairman of the Board of Directors or the person convening the Board meeting must send the invitation at least three (03) working days before the meeting date. The invitation must specifically define the time and venue, agenda, issues to be discussed, and decided.

The invitation must be accompanied by documents used at the meeting and voting ballots of members. Invitations to Board meetings can be sent by invitation letter, phone, fax, electronic means, or other methods prescribed by the Charter of the Corporation and ensure they reach the contact address of each Board member registered with the Corporation.

In case of emergency, a Board meeting may be organized immediately when approved and attended by all (100%) members of the Board of Directors.

7. The Chairman or the convener sends invitations and attached documents to members of the Supervisory Board just as for Board members.

Members of the Supervisory Board have the right to attend Board meetings, have the right to discuss but do not have the right to vote.

8. A Board meeting is conducted when there are 3/4 or more of the total number of members attending. In case the meeting convened as prescribed in this Clause does not have enough members attending as required, it shall be convened for the second time within seven (07) days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the Board members attend.

9. A Board member is considered attending and voting at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend and vote as prescribed in Clause 12 of this Article;
- c) Attend and vote through online conferences, electronic voting, or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email;
- e) Send voting ballots by other means.

10. In case of sending voting ballots to the meeting via mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before opening. Voting ballots are only opened before the witness of all attendees.

11. Board meetings can be organized in the form of online conferences 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 Board member participating in speaking in the meeting;
- b) Speak to all other participating members simultaneously. Discussion among members can be performed directly via phone or other communication means or a combination of these methods. A Board member participating in such a meeting is considered "present" at that meeting. The venue of the meeting organized according to this regulation is the location where the most Board members are, or the location where the Chairperson is present.

Decisions passed in a meeting via phone organized and conducted properly are

effective immediately at the end of the meeting but must be confirmed by signatures in the minutes of all Board members attending this meeting.

12. Members must fully attend Board meetings. A member is allowed to authorize another person to attend and vote if approved by a majority of Board members.
13. Resolutions and decisions of the Board of Directors are passed if approved by a majority of attending members; in case of tied votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.
14. Resolutions in the form of collecting written opinions are passed on the basis of approval from a majority of Board members. In case of tied votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. This resolution has effect and value as a resolution passed at a meeting.
15. Board meeting minutes are established according to Article 158 of the Law on Enterprises.

Article 31. Sub-committees under the Board of Directors

1. The Board of Directors may establish sub-committees under it to be in charge of development policy, personnel, salaries and bonuses, internal audit, and risk management. The number of sub-committee members is decided by the Board of Directors with at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members should account for the majority in the sub-committee and one of these members is appointed as the Head of the sub-committee according to the decision of the Board of Directors. The sub-committee's activities must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only valid when a majority of members attend and vote to pass at the sub-committee meeting.
2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must be in accordance with current legal regulations and the provisions of the Charter of the Corporation and the Internal Regulations on corporate governance.

Article 32. Person in charge of corporate governance of the Corporation

1. The Board of Directors of the Corporation must appoint at least 01 person in charge of corporate governance to support governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Secretary of the Corporation as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance shall not simultaneously work for the approved audit organization performing audits of the Corporation's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
 - a) Advise the Board of Directors in organizing General Meetings of Shareholders according to regulations and related work between the Corporation and shareholders;
 - b) Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c) Advise on procedures for meetings;
 - d) Attend meetings;

- e) Advise on procedures for establishing Board resolutions in accordance with the law;
- f) Provide financial information, copies of Board meeting minutes, and other information to Board members and Supervisory Board members;
- g) Supervise and report to the Board of Directors on the information disclosure activities of the Corporation;
- h) Act as a focal point for contact with parties having related interests;
- i) Keep information confidential in accordance with the law and the Charter of the Corporation;
- j) Other rights and obligations as prescribed by law and the Charter of the Corporation.

CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

1. The management system of the Corporation must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Corporation.
2. The Corporation has a General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above positions must be approved by a Board resolution.

Article 34. Executives of the Corporation

1. Executives of the Corporation include the General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, and other executives according to the decision of the Board of Directors.
2. At the proposal of the General Director and with the approval of the Board of Directors, the Corporation is permitted to recruit other executives with quantities and standards appropriate to the structure and management regulations of the Corporation prescribed by the Board of Directors. Enterprise executives must be responsible for diligence to support the Corporation in achieving the set objectives in operations and organization.
3. Remuneration, salaries, benefits, and other terms in labor contracts for the General Director are decided by the Board of Directors, and contracts with other executives are decided by the Board of Directors after consulting the General Director.
4. Salaries of Corporation executives are included in the business costs of the Corporation as prescribed by corporate income tax law, presented 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.

Article 35. Appointment, dismissal, duties, and powers of the General Director

1. The Board of Directors appoints one (01) Board member or hires another person as General Director of the Corporation; signs a contract specifying remuneration, salary, and other benefits.
2. The General Director is the person who executes the daily business of the Corporation in accordance with the law, the Charter of the Corporation, the labor contract signed with the Corporation, and the resolutions and decisions of the Board of Directors. In case of execution contrary to this Clause causing damage to the

- Corporation, the General Director must be responsible before the law and must compensate for damages to the Corporation.
3. The term of office of the General Director shall not exceed five (05) years and he may be re-appointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director is not a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Charter of the Corporation.
 4. The General Director has the following rights and obligations:
 - a) Decide on issues related to the daily business operations of the Corporation that do not fall under the competence of the Board of Directors, including signing financial and commercial contracts on behalf of the Corporation, organizing and directing the daily business operations of the Corporation according to best management practices;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of business plans and investment schemes of the Corporation;
 - d) Recommend the organizational structure scheme and internal management regulations of the Corporation;
 - e) Appoint, dismiss, or remove management positions in the Corporation, except for positions within the competence of the Board of Directors;
 - f) Decide on salaries and other benefits for employees in the Corporation and managers under the deciding/appointing competence of the General Director;
 - g) Recruit labor;
 - h) Recommend schemes for dividend payment or handling business losses;
 - i) Recommend the number and enterprise executives the Corporation needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and recommend remuneration, salaries, and other benefits for enterprise executives for the Board of Directors to decide;
 - j) On December 31 each year, submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting appropriate budget requirements as well as the five (05) year financial plan;
 - k) Prepare long-term, annual, and quarterly estimates of the Corporation (hereinafter referred to as estimates) serving long-term, annual, and quarterly management activities of the Corporation according to the business plan. Annual estimates (including expected balance sheets, income statements, and cash flow reports) for each fiscal year must be submitted for Board approval and must include information prescribed in the Corporation's regulations;
 - l) Other rights and obligations as prescribed by law, this Charter, internal regulations of the Corporation, Board resolutions, and labor contracts signed with the Corporation.
 5. The General Director is responsible to the Board of Directors, the General Meeting of Shareholders, and the law for the performance of assigned duties and powers and must report to these levels when requested.
 6. The Board of Directors of the Corporation may dismiss the General Director when a majority of Board members with voting rights attending the meeting approve and appoint a new General Director as a replacement.

CHAPTER IX. SUPERVISORY BOARD

Article 36. Nomination and candidacy for Members of the Supervisory Board (Supervisors)

1. The nomination and candidacy for Members of the Supervisory Board are carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of this Charter.
2. In case the number of candidates for the Supervisory Board through nomination and candidacy is still not enough, the incumbent Supervisory Board may nominate more candidates or organize nomination as prescribed in the Charter of the Corporation, the Internal Regulations on corporate governance, and the Operating Regulations of the Supervisory Board. The introduction of more candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board as prescribed by law.

Article 37. Composition of the Supervisory Board

1. The number of Members of the Supervisory Board of the Corporation is at least 03 people and at most 05 people. The term of office of Members of the Supervisory Board shall not exceed five (05) years and they may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and not fall into the following cases:
 - a) Working in the accounting or finance departments of the Corporation;
 - b) Being a member or employee of the independent audit firm performing audits of the Corporation's financial statements in the three (03) consecutive years prior.
3. Members of the Supervisory Board are dismissed in the following cases:
 - a) No longer meeting the standards and conditions to be a Member of the Supervisory Board as prescribed in Clause 2 of this Article;
 - b) Having a resignation letter and being approved;
 - c) Other cases as prescribed by law and this Charter.
4. Members of the Supervisory Board are removed in the following cases:
 - a) Failure to complete assigned duties and work;
 - b) Failure to exercise their rights and obligations for six (06) consecutive months, except for force majeure cases;
 - c) Multiple violations or serious violations of the obligations of Supervisory Board members as prescribed by the Law on Enterprises and the Charter of the Corporation;
 - d) Other cases according to the decision of the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board among the members of the Supervisory Board; election, dismissal, and removal are based on a majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major related to the business operations of the enterprise.
2. Rights and obligations of the Head of the Supervisory Board:

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, General Director, and other executives to provide relevant information to report to the Supervisory Board;
- c) Establish and sign the report of the Supervisory Board after consulting the Board of Directors to submit to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Supervisory Board

The Supervisory Board has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of approved audit organizations to perform the audit of the Corporation's Financial Statements; decide on the approved audit organization to perform inspection of the Corporation's activities, dismiss approved auditors when deemed necessary.
2. Be responsible to shareholders for its supervisory activities.
3. Supervise the financial situation of the Corporation, the compliance with the law in the activities of Board members, the General Director, and other managers.
4. Ensure coordination of activities with the Board of Directors, General Director, and shareholders.
5. In case of discovering acts of law violation or violation of the Charter of the Corporation by Board members, the General Director, and other executives of the enterprise, the Supervisory Board must notify in writing to the Board of Directors within 48 hours, requesting the violator to stop the violation and have solutions to overcome consequences.
6. Develop the Operating Regulations of the Supervisory Board and submit to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as prescribed in Article 290 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.
8. Have the right to access files and documents of the Corporation stored at the head office, branches, and other locations; have the right to visit the working locations of managers and employees of the Corporation during working hours.
9. Have the right to request the Board of Directors, Board members, General Director, and other managers to provide full, accurate, and timely information and documents on management, execution, and business activities of the Corporation.
10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice (02) a year and the meeting is conducted when there are from two-thirds (2/3) or more of the members of the Supervisory Board attending. Minutes of Supervisory Board meetings are established in detail and clearly. The minutes taker and attending members of the Supervisory Board must sign the meeting minutes.
2. Supervisory Board meeting minutes must be stored to determine the responsibility of each member of the Supervisory Board. The Supervisory Board has the right to request Board members, the General Director, and representatives of approved audit organizations to attend and answer issues that need to be clarified.

Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board are reimbursed for food, accommodation, travel, and costs for using independent consulting services at a reasonable rate. The total amount of this remuneration and costs shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, except for cases where the General Meeting of Shareholders decides otherwise.
3. Salaries and operating costs of the Supervisory Board are included in the business costs of the Corporation as prescribed by corporate income tax law, other relevant legal regulations, and must be established as a separate item in the annual financial statements of the Corporation.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR, AND OTHER EXECUTIVES

Article 42. Responsibility for prudence

Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including duties as members of Board sub-committees, in an honest and prudent manner for the interests of the Corporation.

Article 43. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose related interests as prescribed by the Law on Enterprises and related legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of the Corporation.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers have the obligation to notify in writing the Board of Directors and the Supervisory Board of transactions between the Corporation, subsidiaries, or other companies in which the Corporation holds control over 50% or more of charter capital with the subjects themselves or with related persons of those subjects as prescribed by law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must perform information disclosure on these resolutions in accordance with securities law on information disclosure.
4. Board members are not allowed to vote on transactions bringing benefit to that member or their related persons as prescribed by the Law on Enterprises and the Charter of the Corporation.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons must not use or disclose to others internal information to perform related transactions.

6. Transactions between the Corporation and one or more Board members, Supervisory Board members, the General Director, other executives, and individuals/organizations related to these subjects are not void in the following cases:
 - a) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, important contents of the contract or transaction as well as relationships and interests of Board members, Supervisory Board members, the General Director, and other executives have been reported to the Board of Directors and approved by a majority vote of Board members who have no related interest;
 - b) For transactions with a value greater than 35% or transactions leading to a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, important contents of this transaction as well as relationships and interests of Board members, Supervisory Board members, the General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders with voting ballots of shareholders who have no related interest.

Article 44. Responsibility for damages and compensation

1. Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other executives violating the obligations and responsibilities of honesty and prudence, or failing to complete their obligations with diligence and professional capacity, must be responsible for damages caused by their violations.
2. The Corporation compensates those who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil and administrative cases and not cases where the Corporation is the plaintiff) if that person was or is a Board member, Supervisory Board member, General Director, other executive, employee, or authorized representative of the Corporation, or that person was or is acting at the request of the Corporation as a Board member, enterprise executive, employee, or authorized representative of the Corporation provided that person has acted honestly, prudently, and diligently for the interest or not in conflict with the interest of the Corporation, based on compliance with the law and there is no evidence confirming that person has violated their responsibilities.
3. Compensation costs include arising costs (including attorney fees), judgment costs, fines, and amounts actually paid or considered reasonable when resolving these cases within the framework permitted by law. The Corporation may purchase insurance for these persons to avoid the above-mentioned compensation responsibilities.

CHAPTER XI. RIGHT TO ACCESS BOOKS & RECORDS OF THE CORPORATION

Article 45. Right to access books and records

1. Common shareholders have the right to access books and records, specifically as follows:
 - a) Common shareholders have the right to review, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their incorrect information; review, look up, extract, or photocopy the Charter of the Corporation, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning from 05% of total common shares or more have the right to review, look up, and extract the minutes book and resolutions/decisions of the Board of Directors, semi-annual and annual financial

statements, reports of the Supervisory Board, contracts, and transactions that must be passed by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Corporation.

2. In case an authorized representative of a shareholder or group of shareholders requests to access books and records, it must be accompanied by the authorization letter of the shareholder or group of shareholders that the person represents or a notarized copy of this authorization letter.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to access the shareholder register of the Corporation, list of shareholders, other books and records of the Corporation for purposes related to their positions provided that this information must be kept confidential.
4. The Corporation must store this Charter and amendments/supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.
5. The Charter of the Corporation must be published on the website of the Corporation.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

1. The General Director must establish plans for Board approval on issues related to recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline for employees and enterprise executives.
2. The General Director must establish plans for Board approval on issues related to the Corporation's relationship with trade union organizations according to best standards, practices, and management policies, practices, and policies prescribed in this Charter, regulations of the Corporation, and current legal regulations.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of annual dividend payout from the retained earnings of the Corporation.
2. The Corporation does not pay interest on dividend payments or payments related to a type of share.
3. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of dividends in shares, and the Board of Directors is the body to execute this decision.
4. In case dividends or other amounts related to a type of share are paid in cash, the Corporation must pay in Vietnamese Dong. Payment can be performed directly or through banks on the basis of bank account details provided by shareholders. In case the Corporation has transferred according to the correct bank details provided by a shareholder and that shareholder does not receive the money, the Corporation is not responsible for the amount the Corporation has transferred to this shareholder.

Dividend payment for shares listed/registered for trading at the Stock Exchange can be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors passes resolutions and decisions determining a specific date to close the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, and receive notices or other documents.
6. Other issues related to profit distribution are performed in accordance with the law.

CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 48. Bank accounts

1. The Corporation opens accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.
2. With prior approval from competent authorities, in case of necessity, the Corporation may open bank accounts abroad according to legal regulations.
3. The Corporation conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where the Corporation opens accounts.

Article 49. Fiscal year

The fiscal year of the Corporation starts from the first day of January each year and ends on the 31st day of December each year. The first fiscal year starts from the date of first issuance of the Enterprise Registration Certificate (01/12/2006) and ends on the 31st day of December 2007.

Article 50. Accounting system

1. The accounting system used by the Corporation is the corporate accounting system or a specific accounting system issued and approved by competent authorities.
2. The Corporation establishes accounting books in Vietnamese and stores accounting records according to legal regulations on accounting and related laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the transactions of the Corporation.
3. The Corporation uses Vietnamese Dong as the currency unit in accounting. In case the Corporation has economic operations arising mainly in a type of foreign currency, it is entitled to choose that foreign currency as the currency unit in accounting, take responsibility for that choice before the law, and notify the direct tax management authority.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 51. Annual, semi-annual, and quarterly financial statements

1. The Corporation must establish annual financial statements and the annual financial statements must be audited according to the law. The Corporation announces audited annual financial statements according to legal regulations on information disclosure on the stock market and submits them to competent state agencies.
2. Annual financial statements must include full reports, appendices, and notes

according to legal regulations on corporate accounting. Annual financial statements must reflect truthfully and objectively the operating situation of the Corporation.

3. The Corporation must establish and announce reviewed semi-annual financial statements and quarterly financial statements according to legal regulations on information disclosure on the stock market and submit them to competent state agencies.

Article 52. Annual report

The Corporation must establish and announce Annual Reports according to legal regulations on securities and the stock market.

CHAPTER XVI. AUDIT OF THE CORPORATION

Article 53. Audit

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to decide on selecting one of these units to conduct the audit of the Corporation's financial statements for the next fiscal year based on terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the annual financial statements of the Corporation.
3. Independent auditors performing the audit of the Corporation's financial statements are entitled to attend General Meetings of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and are entitled to express opinions at the meeting on issues related to the audit of the Corporation's financial statements.

CHAPTER XVII. CORPORATE SEAL

Article 54. Corporate seal

1. The seal includes a seal made at a seal carving facility or a seal in the form of a digital signature as prescribed by law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Corporation, its branches, and representative offices.
3. The Board of Directors and the General Director use and manage the seal according to current legal regulations.

CHAPTER XVIII. DISSOLUTION OF THE CORPORATION

Article 55. Dissolution of the Corporation

1. The Corporation may be dissolved in the following cases:
 - a) According to the resolution or decision of the General Meeting of Shareholders;
 - b) Having the Enterprise Registration Certificate revoked, except for cases where the Law on Tax Administration provides otherwise;
 - c) Other cases as prescribed by law.
2. The dissolution of the Corporation is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by a competent authority (if mandatory) as prescribed.

Article 56. Liquidation

1. At least 06 months after the decision to dissolve the Corporation, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee prepares its operating regulations. Members of the Liquidation Committee can be selected from among employees of the Corporation or independent experts. All costs related to liquidation are prioritized for payment by the Corporation before other debts of the Corporation.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee represents the Corporation in all work related to the liquidation of the Corporation before the Court and administrative agencies.
3. Money collected from liquidation is paid in the following order:
 - a) Liquidation costs;
 - b) Debts for salaries, severance allowances, social insurance, and other benefits for employees according to signed collective labor agreements and labor contracts;
 - c) Tax debts;
 - d) Other debts of the Corporation;
 - e) The remainder after paying all debts from items (a) to (d) above is divided among shareholders. Preferred shares are prioritized for payment first.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal dispute resolution

1. In case of disputes or claims related to the operations of the Corporation, or rights and obligations of shareholders as prescribed in the Law on Enterprises, the Charter of the Corporation, other legal regulations, or agreements between:
 - a) Shareholders and the Corporation;
 - b) Shareholders and the Board of Directors, Supervisory Board, General Director, or other executives;

The parties involved shall attempt to resolve that dispute through negotiation and conciliation. Except for cases where the dispute relates to the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution and request each party to present information related to the dispute within 15 working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board, any party may request the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.
2. In case a conciliation decision is not reached within 06 weeks from the start of the conciliation process, or if the mediator's decision is not accepted by the parties, a party may bring that dispute to Arbitration or the Court.
3. Parties bear their own costs related to negotiation and conciliation procedures. The payment of Court costs is performed according to the judgment of the Court.

CHAPTER XX. AMENDMENT AND SUPPLEMENT TO THE CHARTER

Article 58. Charter of the Corporation

1. The amendment and supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are legal regulations related to the operations of the Corporation not yet mentioned in this Charter, or in case there are new legal regulations different from the terms in this Charter, those legal regulations automatically apply and adjust the operations of the Corporation.

CHAPTER XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 21 Chapters and 59 Articles unanimously passed by the General Meeting of Shareholders of Vietnam Water and Environment Investment Corporation - JSC on April 23, 2026 in Hanoi and collectively approved the full validity of this Charter.
2. The Charter is made in ten (10) copies of equal value and must be stored at the head office of the Corporation.
3. This Charter is the unique and official one of the Corporation.
4. Copies or extracts of the Charter of the Corporation are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

Full name and signature of the legal representative of the Corporation.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

To Dung

