

VIETNAM WATER AND ENVIRONMENT INVESTMENT CORPORATION - JSC

- VIWASEEN -



CHARTER OF ORGANIZATION AND OPERATION

APRIL 23, 2026

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INTRODUCTION

This Charter was adopted pursuant to Resolution No./2026/NQ-DHDCD 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. “ 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;
2. 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.
 3. 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.
 4. 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.
 5. 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;

- 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 AND 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 day month year 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.

