

VIETNAM WATER AND ENVIRONMENT INVESTMENT CORPORATION - JSC

-VIWASEEN -



**INTERNAL REGULATIONS
ON CORPORATE GOVERNANCE**

April 23, 2026

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Hanoi,/...../2026

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

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

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

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

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

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

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

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

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

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

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. Scope of application:

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

2. Subjects of application:

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

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Article 2. Role of the General Meeting of Shareholders

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

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

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

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

member of the Board of Directors;

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

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

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

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

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

- b) The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days prior to the date of dispatch of the notice of invitation to the GMS.
3. Disclosure of Information on the Record Date for Determining Shareholders Entitled to Attend the GMS
 - a) The Corporation must disclose information on the preparation of the list of shareholders entitled to attend the GMS at least twenty (20) days prior to the record date.
 - b) Upon such disclosure, the Corporation must concurrently report to the State Securities Commission and the Stock Exchange where the Corporation's securities are listed or registered for trading regarding the disclosed information, ensuring full compliance with applicable regulations.
 - c) The Corporation must submit a complete and valid notification dossier for the exercise of shareholders' rights to the Vietnam Securities Depository (VSD) no later than eight (08) working days prior to the record date, or within such other time limit as prescribed by the VSD. Such dossier must specify, at a minimum, the following information:
 - i) Information on the record date (the record date is the working day determined by the issuer or by the VSD under authorization from the issuer to identify the list of securities holders entitled to exercise rights in accordance with the issuer's notice, VSD regulations, and applicable laws);
 - ii) Purpose of using the list;
 - iii) Detailed information on the rights to be exercised (execution ratio, implementation date, venue, etc.).
4. Dispatch of the Notice of Invitation to the GMS
 - a) The convener of the GMS must send the notice of invitation to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent, prepaid, or properly delivered).
 - b) The notice of invitation must include the name, head office address, enterprise registration number of the Corporation; the name and contact address of the shareholder; the time and venue of the meeting; and other requirements applicable to attendees.
 - c) The notice of invitation shall be delivered to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and shall simultaneously be published on the Corporation's website and disclosed to the State Securities Commission and the Stock Exchange where the Corporation's shares are listed or registered for trading. Where deemed necessary, the Corporation may also publish the notice in a central or local daily newspaper.
 - d) The notice of invitation must be accompanied by the meeting agenda and documents relating to matters to be voted on at the meeting, which shall be sent to shareholders and/or published on the Corporation's website. Where such documents are not enclosed, the notice must clearly indicate the link to access all meeting documents, including:
 - i) Meeting agenda and materials;
 - ii) List and detailed information of candidates in case of election of members of the Board of Directors and/or the Supervisory Board (if any);
 - iii) Voting ballots;
 - iv) Draft resolutions for each item on the agenda.
5. Requests for Addition to the Meeting Agenda and Contents

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

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

1. A shareholder, or an authorized representative of an institutional shareholder, may attend the General Meeting of Shareholders ("GMS") in person or authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through any of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises. In cases where more than one authorized representative is appointed, the number of shares and corresponding voting rights authorized to each representative must be clearly specified.
2. The authorization of a representative to attend the GMS must be made in writing in accordance with the Corporation's prescribed form and shall include the following particulars: name of the authorizing shareholder; name of the authorized individual or organization; number of shares authorized; scope and contents of the authorization; term of authorization; signatures of both the authorizing party and the authorized party; and the seal (if either the authorizing party or the authorized party is an organization possessing a seal). The authorized representative must submit the power of attorney upon registration for attendance at the meeting. In the case of re-authorization, the attendee must additionally present the original power of attorney granted by the shareholder or the authorized representative of an institutional shareholder (if such document has not been previously registered with the Corporation).
3. Voting ballots cast by an authorized representative within the scope of authorization shall remain valid even in any of the following circumstances:
 - a) The authorizing party has died, or has limited legal capacity or has lost legal capacity;
 - b) The authorizing party has revoked the authorization;
 - c) The authorizing party has revoked the authority of the person granting such authorization.
 This provision shall not apply if the Corporation has received notice of any of the above events prior to the opening of the GMS or prior to the reconvening of the meeting.

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

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

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

Article 8. Conditions for Conducting the General Meeting of Shareholders

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

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

1. The Chairperson of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one person among them to act as the Chairperson of the meeting based on the majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting so that the General Meeting of Shareholders may elect a Chairperson from among the attendees, and the person with the highest number of votes shall act as the Chairperson;
2. Except for the cases stipulated in Clause 1 of this Article, the person who signed the notice to convene the General Meeting of Shareholders shall preside over the meeting to elect a Chairperson, and the person with the highest number of votes shall be appointed as the Chairperson;
3. The Chairperson shall appoint one or several persons to act as the Secretary of the meeting;
4. The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee based on the nomination of the Chairperson;
5. The Chairperson of the meeting has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees:

- a) Arrange seating at the meeting venue;
 - b) Ensure safety for everyone present at the meeting venues;
 - c) Facilitate conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing entry permits or using other forms of selection.
6. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:
- a) Require all attendees to undergo inspection or other legal and reasonable security measures;
 - b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairperson's executive authority, intentionally cause disorder, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.
7. The Chairperson has the right to adjourn a General Meeting of Shareholders for which a sufficient number of attendees have registered for a maximum of no more than 03 working days from the scheduled opening date, and may only adjourn the meeting or change the meeting venue in the following cases:
- a) The meeting venue does not have enough convenient seating for all attendees;
 - b) The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
 - c) There are attendees who obstruct or disrupt order, posing a risk that the meeting might not be conducted fairly and legally.
8. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to preside over the meeting until its conclusion; all resolutions adopted at such meeting shall be valid and effective.

Article 10. Formalities for Conducting the General Meeting of Shareholders

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

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

1. Voting shall be conducted by voting "for," "against," or "abstention" (no opinion).
2. At the Meeting, voting cards "for" the resolution shall be collected first, followed by "against" cards; finally, the total number of "for" or "against" votes shall be counted to determine the decision.

3. Vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.
4. Voting and vote counting for the election of members of the Board of Directors and the Supervisory Board shall be conducted using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises.

Article 12. Conditions for Passing Resolutions

1. Resolutions on the following contents shall be passed if approved by a number of shareholders representing at least 65% of the total voting shares of all attending and voting shareholders, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
 - a) Classes of shares and the total number of shares of each class;;
 - b) Changes in business lines and sectors;
 - c) Changes in the management organizational structure of the Corporation;
 - d) Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
 - e) Reorganization or dissolution of the Corporation.
2. Other resolutions shall be passed when approved by a number of shareholders owning more than 50% of the total voting shares of all attending and voting shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises..
3. The election of members of the Board of Directors and the Supervisory Board shall be conducted in accordance with Clause 3, Article 148 of the Law on Enterprises.
4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and valid even if the sequence and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Corporation's Charter.

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

1. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must include the following primary contents:
 - a) Name, headquarters address, and enterprise identification number;
 - b) Time and venue of the General Meeting of Shareholders;
 - c) Meeting agenda and contents;
 - d) Full names of the chairperson and secretary;
 - e) A summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the meeting agenda;
 - f) The number of shareholders and total voting shares of attending shareholders, an appendix listing registered shareholders and shareholder representatives attending the meeting with their corresponding number of shares and votes;
 - g) Total voting shares for each issue voted upon, clearly stating the voting method, the total number of valid votes, invalid votes, votes "for," "against," and "abstentions"; and the

corresponding percentage relative to the total voting shares of attending shareholders;

- h) Issues that have been passed and the corresponding percentage of approving votes;
 - i) Full names and signatures of the chairperson and secretary. In the event that the chairperson or secretary refuses to sign the minutes, the minutes shall be valid if signed by all other attending members of the Board of Directors and if they contain all the contents required under this Clause. The minutes must clearly state the refusal of the chairperson or secretary to sign..
2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
 3. Minutes prepared in Vietnamese and a foreign language (if any) shall have equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.

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

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

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

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

1. The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Corporation, except for the cases prescribed in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion forms. The requirements and methods for sending opinion forms and accompanying documents shall comply with the provisions of Clause 3, Article 18 of the Corporation's Charter.
3. The opinion form must contain the following primary contents:
 - a) Name, head office address, and enterprise identification number of the Corporation;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, and number of legal identification documents for individual shareholders; name, enterprise identification number or number of legal identification documents of the organization, and head office address for organizational shareholders; or full name, contact address, nationality, and number of legal identification

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

8. A resolution passed via written opinions shall be valid if approved by a number of shareholders owning more than 50% of the total voting shares of all shareholders with voting rights, and shall have the same value as a resolution passed at a General Meeting of Shareholders.

CHAPTER III. BOARD OF DIRECTORS

Article 16 . Role of the Board of Directors

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

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

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

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

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

1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant legislation, the Corporation's Charter, these Regulations, Resolutions of the General Meeting of Shareholders, and the Operating Regulations of the Board of Directors, including the right to be provided with information and documents regarding the financial status and business activities of the Corporation and its constituent units.
2. Members of the Board of Directors have obligations as prescribed in the Company's Charter and the following:

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

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

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

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

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

- a) Not currently working for the Corporation, its parent company, or its subsidiaries; and has not worked for the Corporation, its parent company, or its subsidiaries for at least 03 consecutive years prior;
- b) Not currently receiving a salary or remuneration from the Corporation, except for the allowances they are entitled to as a Board member;
- c) Does not have a spouse, biological parent, adoptive parent, biological child, adoptive child, or biological sibling who is a major shareholder of the Corporation, or a manager of the Corporation or its subsidiaries;
- d) Does not directly or indirectly own at least 01% of the total voting shares of the Corporation;
- e) Has not served as a member of the Board of Directors or the Supervisory Board of the Corporation for at least 05 consecutive years prior, except in cases of being appointed for 02 consecutive terms.

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

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

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

- a) A shareholder or group of shareholders holding from 10% to less than 20% of the total ordinary shares of the Corporation may nominate one (01) candidate;
- b) A shareholder or group of shareholders holding from 20% to less than 30% of the total ordinary shares of the Corporation may nominate a maximum of two (02) candidates;
- c) A shareholder or group of shareholders holding from 30% to less than 40% of the total ordinary shares of the Corporation may nominate a maximum of three (03) candidates;
- d) A shareholder or group of shareholders holding from 40% to less than 50% of the total ordinary shares of the Corporation may nominate a maximum of four (04) candidates;
- e) A shareholder or group of shareholders holding from 50% to less than 60% of the total ordinary shares of the Corporation may nominate a maximum of five (05) candidates;
- f) A shareholder or group of shareholders holding from 60% to less than 70% of the total ordinary shares of the Corporation may nominate a maximum of six (06) candidates;
- g) A shareholder or group of shareholders holding from 70% to less than 80% of the total ordinary shares of the Corporation may nominate a maximum of seven (07) candidates;
- h) A shareholder or group of shareholders holding from 80% to less than 90% of the total ordinary shares of the Corporation may nominate a maximum of eight (08) candidates;
- i) A shareholder or group of shareholders holding 90% or more of the total ordinary shares of the Corporation may nominate a maximum of nine (09) candidates or the entire number of candidates if the structure of the Board of Directors has more than nine (09) members.

2. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, according to the provisions in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors introduces additional candidates or organizes nominations in accordance with the Corporation's Charter, the Internal Regulations on

Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with legal regulations.

3. Method of Introducing Candidates:

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

4. Method of Election:

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

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

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

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

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

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

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

- 1. The Corporation has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
- 2. Members are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required and the daily rate. The Board of Directors shall determine remuneration for each member on a consensus basis. Total remuneration and bonuses shall be decided by the General Meeting of Shareholders.
- 3. Remuneration shall be recorded as business expenses in accordance with corporate income tax regulations and disclosed as a separate item in the annual financial statements and reported to the General Meeting of Shareholders.
- 4. Members holding executive positions or performing additional duties may receive additional remuneration in lump sum, salary, commission, profit percentage or other forms as decided by the Board.

5. Members are entitled to reimbursement of all reasonable travel, accommodation and related expenses incurred in performing their duties.
6. Members may be covered by liability insurance subject to approval of the General Meeting of Shareholders, excluding liabilities arising from violations of law or the Charter.

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

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

6. Voting methods

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

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

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

7. Adoption of resolutions

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

8. Authorization to attend meetings

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

Article 25. Minutes of Meetings of the Board of Directors

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

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

2. If the Chairperson or minute-taker refuses to sign but all other attending members sign and approve, the minutes remain valid. Those signing are jointly responsible for accuracy. The Chairperson and minute-taker bear personal liability for damages caused by refusal to sign.

3. Signatories are responsible for the truthfulness and accuracy of the minutes.

4. Minutes and documents must be stored at the head office.

5. Vietnamese and foreign language versions have equal legal validity; in case of discrepancy, the Vietnamese version prevails.

6. Notification of resolutions

- a) The Chairman signs and issues resolutions on behalf of the Board.
- b) Resolutions must be sent to relevant parties within 3 working days after signing.
- c) Contents subject to disclosure must be disclosed in accordance with law.

Article 26. Subcommittees of the Board of Directors

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

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

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

CHAPTER IV. BOARD OF SUPERVISORS

Article 28. Rights and Obligations of the Board of Supervisors

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

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

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

1. Members have rights under the Law on Enterprises, relevant laws and the Charter, including access to information and documents. The Board of Directors, General Director and other executives must provide information promptly and fully upon request.
2. Members have the following responsibilities:
 - a) To comply with laws, the Charter, resolutions of the General Meeting of Shareholders and professional ethics;
 - b) To perform duties honestly, prudently and in the best interests of the Corporation;
 - c) To be loyal and not abuse position, information, business opportunities or assets for personal gain;
 - d) Other obligations as prescribed by law;
 - e) To be personally or jointly liable for damages caused by violations; any benefits gained must be returned;
 - f) To report violations by other members in writing and request corrective actions.

Article 30. Composition of the Board of Supervisors

1. Term and number of members comply with Clause 1 Article 37 of the Charter.
2. Members must meet conditions under Article 169 of the Law on Enterprises and must not:

- a) Work in accounting or finance departments of the Corporation
- b) Be members or employees of the audit firm auditing the Corporation in the last three (03) years.

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

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

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

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

2. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, according to the provisions in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors introduces additional candidates or organizes nominations in accordance with the Corporation's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with legal regulations.

3. Method of Introducing Candidates:

- a) In the event that candidates for the Board of Supervisors have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting;

- b) Candidates must provide a written commitment regarding the truthfulness and accuracy of their personal information and a commitment to perform duties honestly and for the best interests of the Corporation;
- c) Disclosed information related to Board of Supervisors candidates includes:
 - i) Full name, date of birth;
 - ii) Professional qualifications;
 - iii) Work history;
 - iv) Other management titles (including Board of Supervisors titles in other companies); v) Interests related to the Corporation and related parties of the Corporation;
 - vi) Other information (if any);
 - vii) The Corporation is responsible for disclosing information about the companies in which the candidate is holding the position of Board of Supervisors member, other management titles, and interests related to the Corporation of the Board of Supervisors candidate (if any).

4. Method of Election:

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

5. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be decided by majority vote. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the company's business activities.

A member of the Board of Supervisors shall be dismissed in the following cases:

- a) No longer satisfies the qualifications and conditions to serve as a member of the Board of Supervisors as prescribed in Clause 2, Article 30 of this Regulation;
- b) Submits a resignation letter and it is accepted;
- c) Other cases as prescribed by law and the Company's Charter.

A member of the Board of Supervisors shall be removed in the following cases:

- a) Fails to fulfill assigned duties and responsibilities;
- b) Fails to exercise his/her rights and perform obligations for six (06) consecutive months, except in cases of force majeure;

- c) Repeatedly violates or commits serious violations of the obligations of a Board of Supervisors member as prescribed by the Law on Enterprises and the Company's Charter;
- d) Other cases as decided by the General Meeting of Shareholders.

Notification of changes, appointment, dismissal, and removal of members of the Board of Supervisors

The Corporation must disclose information in accordance with the laws on securities when there are changes, new appointments, reappointments, or removals of members of the Board of Supervisors, or upon receipt of resignation letters from members of the Board of Supervisors.

Article 32. Meetings of the Board of Supervisors

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

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

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

CHAPTER V. GENERAL DIRECTOR

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

1. The General Director is responsible for managing the day-to-day business operations of the Company in accordance with the law, the Company's Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors.
2. The General Director shall have the following rights and obligations:

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

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

1. Term not exceeding five (05) years; may be reappointed.
2. Must meet legal conditions.
3. Appointed by the Board; contract defines salary and benefits.
4. May be dismissed by majority vote of the Board.
5. Appointment/dismissal must be disclosed in accordance with law.
6. Salary and benefits:
 - a) Entitled to salary, bonus and benefits;
 - b) Determined by the Board;

- c) Recorded as business expenses and disclosed in financial statements.

CHAPTER VI. OTHER ACTIVITIES

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

1. The Board of Directors and the Supervisory Board shall closely and regularly coordinate with each other in performing their rights and duties in accordance with the Company's Charter and applicable laws.
2. Responsibilities of the Board of Directors in coordination with the Supervisory Board:
 - a) The Chairperson of the Board of Directors shall invite the Supervisory Board to attend all meetings of the Board of Directors;
 - b) Notices of meetings and accompanying documents shall be sent to the Controllers at the same time as they are sent to members of the Board of Directors;
 - c) All resolutions, decisions of the Board of Directors, and general governance documents issued by the Board of Directors shall be sent to the Supervisory Board within the time limits prescribed in this Regulation and the Company's Charter;
 - d) When the Supervisory Board proposes the selection of an independent auditor, the Board of Directors must provide feedback in accordance with internal regulations;
 - e) Other matters requiring the opinion of the Supervisory Board must be sent within the prescribed time limits, and the Supervisory Board shall be responsible for responding within such time limits.
3. Responsibilities of the Supervisory Board in coordination with the Board of Directors:
 - a) To regularly inform the Board of Directors of its operational results and to consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
 - b) In addition to periodic reports, members of the Supervisory Board have the right to request the Board of Directors to provide information and documents related to corporate governance, management, and business operations of the Company at any time. The procedures and time limits for provision shall comply with applicable laws and the Company's internal regulations;
 - c) At meetings of the Supervisory Board, the Supervisory Board has the right to request members of the Board of Directors (and concurrently request the General Director and independent auditors) to attend and respond to matters of concern raised by the Controllers;
 - d) Periodic and ad hoc inspections conducted by the Supervisory Board must have written conclusions (no later than 15 working days from the completion of the inspection) sent to the Board of Directors to provide additional basis for the Board of Directors in managing the Company. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
 - e) In the event that the Supervisory Board detects violations of law or of the Company's Charter by members of the Board of Directors, it shall notify the Board of Directors in writing within 48 hours, request the violator to cease the violation and take remedial measures, and simultaneously report to the General Meeting of Shareholders and disclose information in accordance with applicable laws;
 - f) For recommendations related to the Company's operations and financial situation, the Supervisory Board must send them in writing together with relevant documents at least 15 working days prior to the expected date of receiving a response;

- g) Other matters requiring the opinion of the Board of Directors must be sent at least 7 working days in advance, and the Board of Directors shall respond within 7 working days.

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

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

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

1. At meetings of the Supervisory Board, the Supervisory Board has the right to request the General Director (or concurrently request members of the Board of Directors and the independent auditor) to attend and respond to matters of concern raised by the Controllers;
2. Periodic and ad hoc inspections conducted by the Supervisory Board must have written conclusions (no later than 15 working days from the completion of the inspection) sent to the General Director to provide additional basis for assisting the General Director in managing and operating the Company. Depending on the extent and results, the Supervisory Board may consult the General Director before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
3. In the event that the Supervisory Board detects violations of law or of the Company's Charter by members of the Executive Board (Board of Management), it shall notify the Board of Directors and the General Director in writing within 48 hours, request the violator to cease the violation and take remedial measures, and simultaneously report to the General Meeting of Shareholders and disclose information in accordance with applicable laws;

4. Controllers/Supervisors have the right to request the General Director to facilitate access to files and documents related to the Company's business operations at the Company's head office or at locations where such documents are stored;
5. For information and documents related to management, administration, business operations, business performance reports, and financial statements, written requests from the Supervisory Board must be sent to the Company at least 48 hours in advance. The Supervisory Board must not use undisclosed information of the Company or disclose it to others to conduct related transactions.

Article 39. Annual Evaluation for Rewards and Discipline

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

CHAPTER VII. IMPLEMENTATION

Article 40. Effectiveness

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