

**CÔNG TY CỔ PHẦN  
CẤP NƯỚC SÓC TRĂNG  
SOC TRANG WATER SUPPLY  
JOINT STOCK COMPANY**

Số/No.: 2.42./CN-CBTT

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
SOCIALIST REPUBLIC OF VIETNAM  
Độc lập - Tự do - Hạnh phúc  
Independence - Freedom - Happiness**

Cần Thơ, ngày 29... tháng 5... năm 2026  
Can Tho, May, 29..., 2026

**CÔNG BỐ THÔNG TIN  
INFORMATION DISCLOSURE**

Kính gửi/To:

- Ủy ban Chứng khoán Nhà nước/State Securities Commission;
- Sở Giao dịch Chứng khoán Hà Nội/Hanoi Stock Exchange.
- Tên công ty/Name of the Company: **CÔNG TY CỔ PHẦN CẤP NƯỚC SÓC TRĂNG/SOC TRANG WATER SUPPLY JOINT STOCK COMPANY**
- Mã chứng khoán/Stock code: **STW**
- Trụ sở chính/Head office: Số 16 Nguyễn Chí Thanh, phường Sóc Trăng, thành phố Cần Thơ/No. 16 Nguyen Chi Thanh Street, Soc Trang Ward, Can Tho City
- Điện thoại/Telephone: (0292) 3820943 Fax/Fax: (0299) 3821278
- Người công bố thông tin/Information Discloser: **Đặng Văn Ngo** - Tổng Giám đốc/General Director of the Company
- Loại thông tin công bố/Type of Information Disclosure: 24h.
- Nội dung thông tin công bố/Content of disclosed information: Nghị quyết cuộc họp Đại hội đồng cổ đông thường niên 2026/Annual General Meeting Resolutions 2026.

Thông tin về nội dung trên được công bố trên trang thông tin điện tử của Công ty tại địa chỉ/Information regarding the above content is disclosed on the website of the Company at the link: <https://soctrangwaco.vn>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/We hereby commit that the information disclosed above is true and accurate and we take full legal responsibility before the law for the content of the disclosed information.

Trân trọng kính chào/Sincerely./.

**Nơi nhận/Recipients:**

- Như trên/As above;
- Lưu/Archived: CBTT/Information Disclosure.

**THỰC HIỆN CÔNG BỐ THÔNG TIN  
INFORMATION DISCLOSER**

**TỔNG GIÁM ĐỐC**

**GENERAL DIRECTOR**



**Đặng Văn Ngo**

**Tài liệu đính kèm/Attached documents:**

- Nghị quyết cuộc họp ĐHĐCĐ thường niên năm 2026/Annual General Meeting Resolutions 2026.



**RESOLUTION**  
**2026 Annual General Meeting of Shareholders**  
**of Soc Trang Water Supply Joint Stock Company**

**GENERAL MEETING OF SHAREHOLDERS OF SOC TRANG WATER  
SUPPLY JOINT STOCK COMPANY**

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

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

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company;*

*Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders of  
Soc Trang Water Supply Joint Stock Company, dated May 28, 2026.*

**RESOLVES:**

**Article 1.** To approve the following Reports:

1. Report No. 233/BC-CN dated May 22, 2026, of the General Director on production and business operation in 2025 and operational plan for 2026.
2. Report No. 17/BC-HĐQT dated March 26, 2026, of the Board of Directors on corporate governance and operation in 2025.
3. Report No. 16/BC-BKS dated May 20, 2026, of the Board of Supervisors operation in 2025 and summary of the Audited Financial Statements of 2025.

**Article 2.** To approve the following Proposals:

1. Proposal No. 10/TTr-HĐQT dated March 26, 2026, of the Board of Directors regarding the Audited Financial Statements of 2025.
2. Proposal No. 11/TTr-HĐQT dated March 26, 2026, of the Board of Directors regarding the Remuneration and Remuneration for the Board of Directors and Board of Supervisors in 2025, and the regarding the Remuneration and Remuneration Plan for the Board of Directors and Board of Supervisors in 2026.
3. Proposal No. 25/TTr-HĐQT dated May 21, 2026, of the Board of Directors regarding the Profit distribution in 2025.

4. Proposal No. 13/TTr-HĐQT dated March 26, 2026, of the Board of Directors regarding the Business and financial plan for 2026.

5. Proposal No. 14/TTr-HĐQT dated March 26, 2026, of the Board of Directors regarding the investment plan for water supply infrastructure development in 2026.

6. Proposal No. 15/TTr-HĐQT dated March 26, 2026, of the Board of Directors regarding the amendments and supplements to the Charter of Organization and Operation of the Company.

7. Proposal No. 13/TTr-BKS dated March 27, 2026, of the Board of Supervisors regarding the selection of an audit firm for the Financial Statements of 2026.

8. Proposal No. 16/TTr-HĐQT dated March 26, 2026, of the Board of Directors regarding dismissal of members of the Board of Directors for the 2024 – 2029 term.

9. Proposal of the Presidium at the General Meeting of Shareholders dated May 28, 2026 regarding supplementary election of members of the Board of Directors for the 2024 – 2029 term (*replace the Proposal No. 28/TTr-HĐQT dated May 22, 2026, of the Board of Directors regarding supplementary election of members of the Board of Directors for the 2024 – 2029 term*).

10. Proposal No. 22/TTr-HĐQT dated May 04, 2026, of the Board of Directors regarding the amendments and supplements to the Internal Regulations on Corporate Governance.

11. Proposal No. 23/TTr-HĐQT dated May 04, 2026, of the Board of Directors regarding the amendments and supplements to the Regulations on Operations of the Board of Directors.

12. Proposal No. 14/TTr-BKS dated March 27, 2026 of the Board of Supervisors regarding the amendments and supplements to the Regulations on Operations of the Board of Supervisors.

**Article 3.** To approve the results of the supplementary election of members of the Board of Directors for the 2024 – 2029 term.

Full name	Title	Number of votes	Election rate
<b>BOARD OF DIRECTORS</b>			
1. Tran Thanh Nhan	Member of the BOD	16,433,234	103.7692%

2. Nguyen Quang Mai	Member of the BOD	11,580,879	73.1285%
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**Article 4.** This Resolution takes effect from the date of signing. The Board of Directors, the Board of Supervisors, the Board of Executives, affiliated units, and shareholders of Soc Trang Water Supply Joint Stock Company are responsible for implementing this Resolution./.

***Recipients:***

- As Article 4;
- State Securities Commission;
- Hanoi Stock Exchange;
- Information disclosure on website of Company;
- Archived: Office, Documents of GMS.

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





No.: 01/BB-ĐHĐCĐ

*Can Tho, May 28, 2026*

**MINUTES OF THE  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**- Nam of the Company: SOC TRANG WATER SUPPLY JOINT STOCK COMPANY (“Company”)**

**- Head office:** No. 16 Nguyen Chi Thanh Street, Soc Trang Ward, Can Tho City

**- Enterprise registration number:** No. 2200107297, first issued by the Department of Finance of Soc Trang Province on 23 December 2009, and issued the 10th time by the Business Registration Office - Can Tho City Department of Finance on 17 August 2025.

**- Telephone:** 02993.820943; **Email:** info.stwaco@gmail.com

**- Time:** 8:00 a.m., 28 May 2026

**- Venue:** Meeting Hall of Soc Trang Water Supply Joint Stock Company – No. 16 Nguyen Chi Thanh Street, Soc Trang Ward, Can Tho City.

**I. PARTICIPANTS**

**1. Representatives of delegates from the Departments and sectors of Can Tho City:**

- Mr. Tieu Minh Duong – Deputy Director of the Department of Home Affairs of Can Tho City;

- Mr. Nguyen Thanh Hai – Deputy Director of the Department of Finance of Can Tho City;

- Mr. Tran Khanh Trinh – Deputy Director of the Department of Construction of Can Tho City;

- Mr. Nguyen Thanh Liem – Deputy Head of the Economic Security Department - Can Tho City Police.

**2. The Board of Directors of the Company, comprising the following members:**

- Mr. Tran Anh Hoa

- Chairman of the Board of Directors;

- Mr. Dang Van Ngo

- Member of the Board of Directors;

- Mr. Ong Hai Phuoc

- Member of the Board of Directors;

- Mr. Nguyen Trong Kien

- Member of the Board of Directors;

- Mr. Duong Ngo Hiep

- Member of the Board of Directors.

**3. The Board of Supervisors of the Company, comprising the following members:**

- Mr. Nguyen Hoai Bao Khanh      - Head of the Board of Supervisors;
- Mr. Nguyen Van Ghip              - Deputy Head of the Board of Supervisors;
- Mr. Nguyen Minh Phuong        - Member of the Board of Supervisors.

**4. The Board of Executives of the Company, comprising the following members:**

- Mr. Dang Van Ngo                  - General Director;
- Mr. Tran Anh Hoa                  - Deputy General Director;
- Mr. Ong Hai Phuoc                - Deputy General Director;
- Mr. Tran Thanh Nhan              - Deputy General Director;
- Ms. Vo Thi Phuong Dieu          - Chief Accountant.

**5. Attending delegates:**

Including shareholders/authorized representatives of shareholders who have completed the registration procedures for attendance in accordance with the Charter on organization and operation of the Company.

**6. Representative of the independent audit firm: A&C Auditing and Consulting Co., Ltd., Can Tho Branch**

**7. Representative of the service provider supporting the organization of the General Meeting: FPT Securities Joint Stock Company**

**II. OPENING OF THE GENERAL MEETING**

**1. Report on Delegate Eligibility Verification**

- Reporter: Mr. Chau Phuoc Loc - Head of Delegate Eligibility Verification Committee
- Report content:

- Total number of shareholders invited: All shareholders listed in the shareholder register as of 04/05/2026, owning 15.863.133 shares equivalent to 15.863.133 voting shares of Soc Trang Water Supply Joint Stock Company.

- At 08:00 AM, the number of delegates attending the General Meeting: 53 delegates, representing 15,836,333 voting shares, accounting for 99.8311 % of the total voting shares of all shareholders with voting rights.

Based on the provisions of current Law and the Charter of the Company, 2026 Annual General Meeting of Shareholders Soc Trang Water Supply Joint Stock Company is eligible to proceed.

**2. Introduction of the Presidium, including:**

- Mr. Tran Anh Hoa                  - Chairman of the Board of Directors, Chairperson;
- Mr. Dang Van Ngo                  - Member of the Board of Directors;
- Mr. Ong Hai Phuoc                - Member of the Board of Directors;

The General Meeting conducted voting by electronic ballot, specifically as follows:

From the opening time until 08:11 AM, the number of delegates attending the General Meeting: 53 delegates, representing 15,836,333 voting shares, accounting

for 99.8311% of the total voting shares of all shareholders with voting rights.

➤ Statistics on ballots issued, ballots collected, and ballots not collected:

- *Total number of ballot papers issued: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers collected: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers not collected: 0 representing 0 voting shares, accounting for 0.0000% of the total voting shares of shareholders attending the General Meeting.*

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 1 representing: 3,803,213 voting shares, accounting for: 24.0157% of the total voting shares of shareholders present.*

- *Total number of abstentions: 3 representing: 3,814,453 voting shares, accounting for: 24.0867% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

Therefore, the Presidium was approved with a rate of 51.8975%.

**3. The Chairperson introduces the General Meeting Secretariat, including:**

- Mr. Dang Tri Dung                      - Head of the Committee
- Ms. Nguyen Ngoc My Hong       - Member

**4. Chairperson introduces and approves the Ballot Counting Committee, including:**

- Mr. Nguyen Van Ghip                      - Head of the Committee
- Ms. Tran Nha Kha                      - Member
- Mr. Trinh Quoc Huy                      - Member
- Ms. Duong Thi Tu Anh                      - Member
- Mr. Huynh Thanh Thuan                      - Member

The General Meeting conducted voting by electronic ballot, specifically as follows:

From the opening time until 08:18 AM, the number of delegates attending the General Meeting: 53 delegates, representing 15,836,333 voting shares, accounting for 99.8311% of the total voting shares of all shareholders with voting rights.

➤ Statistics on ballots issued, ballots collected, and ballots not collected:

- *Total number of ballot papers issued: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers collected: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers not collected: 0 representing 0 voting shares, accounting for 0.0000% of the total voting shares of shareholders attending the General Meeting.*

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 1 representing: 3,803,213 voting shares, accounting for: 24.0157% of the total voting shares of shareholders present.*

- *Total number of abstentions: 3 representing: 3,814,453 voting shares, accounting for: 24.0867% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

Therefore, the Ballot Counting Committee was approved with a rate of 51.8975%.

**5. Mr. Dang Van Ngo on behalf of the Presidium presented the Regulations on Organization at the General Meeting:**

The General Meeting conducted voting by electronic ballot, specifically as follows:

From the opening time until 08:39 AM, the number of delegates attending the General Meeting: 53 delegates, representing 15,836,333 voting shares, accounting for 99.8311% of the total voting shares of all shareholders with voting rights.

➤ Statistics on ballots issued, ballots collected, and ballots not collected:

- *Total number of ballot papers issued: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers collected: 52 representing 15,835,433 voting shares, accounting for 99.9943% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers not collected: 1 representing 900 voting shares, accounting for 0.0057% of the total voting shares of shareholders attending the General Meeting.*

➤ Voting results:

- Total number of valid ballots: 52 representing: 15,835,433 voting shares, accounting for: 99.9943% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 48 representing: 8,217,767 voting shares, accounting for: 51.8919% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 1 representing: 3,803,213 voting shares, accounting for: 24.0157% of the total voting shares of shareholders present.*

- *Total number of abstentions: 3 representing: 3,814,453 voting shares, accounting for: 24.0867% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

Therefore, the Regulations on Organization was approved with a rate of 51.8919%.

**6. Mr. Tran Anh Hoa - Chairperson presented the Agenda of the General Meeting:**

The General Meeting conducted voting by electronic ballot, specifically as follows:

From the opening time until 08:44 AM, the number of delegates attending the General Meeting: 53 delegates, representing 15,836,333 voting shares, accounting for 99.8311% of the total voting shares of all shareholders with voting rights.

➤ Statistics on ballots issued, ballots collected, and ballots not collected:

- *Total number of ballot papers issued: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers collected: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers not collected: 0 representing 0 voting shares, accounting for 0.0000% of the total voting shares of shareholders attending the General Meeting.*

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*



- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- *Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

Therefore, the Agenda of the General Meeting was approved with a rate of 51.8975%.

### **III. MEETING CONTENT**

#### **A. THE GENERAL MEETING HEARS THE PRESENTATION OF REPORTS**

**Content 01:** Report No. 233/BC-CN dated 22/5/2026 of the General Director on production and business operation in 2025 and operational plan for 2026.

*Presenter: Mr. Dang Van Ngo - Member of the Board of Directors and General Director*

**Content 02:** Report No. 17/BC-HĐQT dated 26/3/2026 of the Board of Directors on corporate governance and operation in 2025.

*Presenter: Mr. Ong Hai Phuoc - Member of the Board of Directors*

**Content 03:** Report No. 16/BC-BKS dated 20/5/2026 of the Board of Supervisors operation in 2025 and summary of the Audited Financial Statements of 2025.

*Presenter: Mr. Nguyen Hoai Bao Khanh - Head of the Board of Supervisors*

#### **B. THE GENERAL MEETING HEARS THE PRESENTATION OF PROPOSALS**

**Content 04:** Proposal No. 10/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding the Audited Financial Statements of 2025.

*Presenter: Mr. Tran Anh Hoa - Chairman of the Board of Directors*

**Content 05:** Proposal No. 11/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding the Remuneration and Remuneration for the Board of Directors and Board of Supervisors in 2025, and the regarding the Remuneration and Remuneration Plan for the Board of Directors and Board of Supervisors in 2026.

*Presenter: Mr. Tran Anh Hoa - Chairman of the Board of Directors*

**Content 06:** Proposal No. 25/TTr-HĐQT dated 21/5/2026 of the Board of Directors regarding the Profit distribution in 2025.

*Presenter: Mr. Tran Anh Hoa - Chairman of the Board of Directors*

**Content 07:** Proposal No. 13/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding the Business and financial plan for 2026.

*Presenter: Mr. Tran Anh Hoa - Chairman of the Board of Directors*

**Content 08:** Proposal No. 14/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding the investment plan for water supply infrastructure development in 2026.

*Presenter: Mr. Tran Anh Hoa - Chairman of the Board of Directors*

**Content 09:** Proposal No. 15/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding the amendments and supplements to the Charter of Organization and Operation of the Company.

*Presenter: Mr. Tran Anh Hoa - Chairman of the Board of Directors*

**Content 10:** Proposal No. 13/TTr-BKS dated 27/3/2026 regarding the selection of an audit firm for the Financial Statements of 2026.

*Presenter: Mr. Nguyen Hoai Bao Khanh - Head of the Board of Supervisors*

**Content 11:** Proposal No. 16/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding dismissal of members of the Board of Directors for the 2024 – 2029 term.

*Presenter: Mr. Tran Anh Hoa - Chairman of the Board of Directors*

**Content 12:** Proposal No. 28/TTr-HĐQT dated 22/5/2026 of the Board of Directors regarding supplementary election of members of the Board of Directors for the 2024 – 2029 term.

*Presenter: Mr. Tran Anh Hoa - Chairman of the Board of Directors*

**Content 13:** Proposal No. 22/TTr-HĐQT dated 04/5/2026 of the Board of Directors regarding the amendments and supplements to the Internal Regulations on Corporate Governance.

*Presenter: Mr. Tran Anh Hoa - Chairman of the Board of Directors*

**Content 14:** Proposal No. 23/TTr-HĐQT dated 04/5/2026 of the Board of Directors regarding the amendments and supplements to the Regulations on Operations of the Board of Directors.

*Presenter: Mr. Tran Anh Hoa - Chairman of the Board of Directors*

**Content 15:** Proposal No. 14/TTr-BKS dated 27/3/2026 of the Board of Supervisors regarding the amendments and supplements to the Regulations on Operations of the Board of Supervisors.

*Presenter: Mr. Nguyen Hoai Bao Khanh – Head of the Board of Supervisors*

### **C. ADDING CANDIDATES TO THE CANDIDATES LIST FOR BOARD OF DIRECTORS FOR THE 2024 - 2029 TERM**

#### **1. Mr. Tran Anh Hoa - Chairperson presented the following content:**

At 4:00 p.m. on 25 May 2026, the Organizing Committee of the General Meeting received the nomination dossiers from the shareholder group comprising Nguyen Minh Phuong and Le Quang Hai nominating Mr. Vu Tien Bo, and the nomination dossier from shareholder VBIC Vietnam Joint Stock Company nominating Mr. Nguyen Quang Mai, to stand for election as members of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024–2029 term.

The receipt of the above 02 candidacy/nomination dossiers was recorded by the Organizing Committee after the prescribed deadline and did not allow sufficient time for the Board of Directors to send invitations to Members of the Board of Directors to attend a meeting to review the candidates' dossiers for submission to the 2026 Annual General Meeting of Shareholders (*The invitation to the meeting of the Board of Directors must be sent at least 03 days before the meeting date*).

Therefore, today, the Presidium would like to seek the General Meeting's opinion on the adding candidates to the Candidates List for Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024–2029 term, as follows:

- Approval of the dossier submitted by the shareholder group nominating Mr. Vu Tien Bo;
- Approval of the dossier submitted by VBIC Company nominating Mr. Nguyen Quang Mai.

The General Meeting conducted voting by electronic ballot, specifically as follows:

From the opening time until 09:33 AM, the number of delegates attending the General Meeting: 53 delegates, representing 15,836,333 voting shares, accounting for 99.8311% of the total voting shares of all shareholders with voting rights.

➤ Statistics on ballots issued, ballots collected, and ballots not collected:

- *Total number of ballot papers issued: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers collected: 49 representing 15,782,401 voting shares, accounting for 99.6594% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers not collected: 4 representing 53,932 voting shares, accounting for 0.3406% of the total voting shares of shareholders attending the General Meeting.*

➤ Voting results:

- Total number of valid ballots: 49 representing: 15,782,401 voting shares, accounting for: 99.6594% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 16 representing: 15,441,701 voting shares, accounting for: 97.5081% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 32 representing: 339,100 voting shares, accounting for: 2.1413% of the total voting shares of shareholders present.*

- *Total number of abstentions: 1 representing: 1,600 voting shares, accounting for: 0.0101% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

Therefore, the Addition of candidates to the Candidates List for Board of Directors for the 2024 - 2029 term was approved with a rate of 97.5081%.

#### IV. SHAREHOLDER OPINION

**Mr. Tran Anh Hoa moderated the discussion session:** The documents have been posted on the website [www.soctrangwaco.vn](http://www.soctrangwaco.vn) under the “**Shareholder Relations**” section and have been printed and sent to the Delegates attending the General Meeting. Shareholders are requested to refer to them and provide comments.

**1. Mr. Tran Anh Hoa responded to the comments regarding the petition from Mr. Nguyen Trong Kien and Mr. Duong Ngo Hiep**

Regarding the comments on the 2nd Extraordinary General Meeting of Shareholders held on May 16, 2024, this matter has already been ruled upon by the Vietnam International Arbitration Center and decided by the People's Court of Hanoi and the People's Court of Can Tho City; therefore, the General Meeting will not provide any further explanations.

**2. Shareholder/Shareholder Representative Nguyen Van Nam stated:**

- Most of the performance targets for 2025 were not met compared to the plan approved by the 2025 Annual General Meeting of Shareholders. Simultaneously, total assets decreased by VND 31,572,920,651, and liabilities increased by VND 2,734,271,238, resulting in a decrease of VND 34,307,191,934 in equity. The Executive Board's explanation—that the Company withdrew a portion of its term deposits to invest in production and business activities, primarily for fixed asset investments such as purchasing transport vehicles, machinery and equipment, and renovating, upgrading, and expanding projects and facilities—is inappropriate. This is because even if deposit funds are used for investment and asset procurement, the total assets and total capital remain unchanged, merely shifting from one type of asset to another. I request that the Executive Board explain, clarify, and provide the relevant documents to shareholders.

- Although revenue from sales and service provision in 2025 grew by 5% compared to 2023 and by 0.5% compared to 2024, profit after tax in 2025 dropped abruptly by 57.6% compared to 2023 (VND 50,501,586,964) and by 47.8% compared to 2024 (VND 41,019,732,951). This is an abnormal decline in profit. I request that the Executive Board explain, clarify, and provide the relevant documents to shareholders.

- Regarding the 2025 dividend distribution plan

In addition to allocating 30% to the development investment fund, the Board of Directors and the Executive Board have proposed allocating up to 46.8% of the Company's total profit after tax to the welfare reward fund and the Executive Board reward fund. Such profit distribution is entirely baseless and directly affects and infringes upon the rights of shareholders, especially state shareholders (Can Tho City People's Committee). In reality, all targets for 2025 were missed; therefore, there is no basis for rewarding the Board of Directors and the Executive Board for 2025.

- Regarding the 2026 production and business plan

According to the 2025 Production and Business Activity Report and 2026 Direction and Tasks Report No. 159/BC-CN, signed and issued by Mr. Tran Anh Hoa on March 26, 2026, the Company's profit after tax target for 2026 is VND 14,000,000,000.

I believe this profit target is inappropriate and negatively impacts the rights of shareholders, especially major shareholders, including state shareholders holding 49% of the Company's charter capital. In reality, the Company's profit after tax in 2023 was VND 50,501,586,964. In 2024, although the Company had to pay additional corporate income tax, value-added tax, and resource tax (per the Provincial Inspectorate's conclusion) amounting to VND 14,999,965,781, the profit after tax still reached VND 41,019,732,951. Accordingly, the actual profit after tax from 2024 production and

business results (excluding tax arrears from previous years) would have been VND 56,019,698,732. The 2026 profit after tax target of VND 14,000,000,000 is inappropriate in the context of the 2026 commercial water output plan of 24,500,000m<sup>3</sup>, which is a 4.2% increase from 23,438,315m<sup>3</sup> in 2025 and a 5.2% increase from 23,279,221m<sup>3</sup> in 2024.

Mr. Tran Anh Hoa acknowledged the comments and provided the following explanations:

- The issues raised by shareholders have many causes that the Company has already explained in periodic reports and audit reports. Regarding specific details requiring clarification on assets and fund allocations, I request that the relevant professional departments provide written explanations after the General Meeting, as the current time is reserved for the meeting's agenda.

- The factors contributing to the decline in revenue and profit are due to objective, force majeure causes, such as difficulties in water source extraction due to depletion and reduction, for which the Executive Board has a roadmap for remediation and replacement, though it requires time and procedures. Furthermore, the transition of agencies and departments upon merging into Can Tho City also reduced output and revenue. Regarding profit, resources had to be focused on investing in improving water quality and increasing plant capacity to ensure service to the public. Therefore, although the Board of Directors and the Executive Board have exercised maximum responsibility, these factors were due to unavoidable force majeure causes. The assessment and allocation of the aforementioned funds are entirely appropriate, and I request the General Meeting of Shareholders to consider them.

## V. SHAREHOLDER VOTING

1. From the opening time until 10:03 AM, the number of delegates attending the General Meeting: 53 delegates, representing 15,836,333 voting shares, accounting for 99.8311% of the total voting shares of all shareholders with voting rights.

2. Statistics on ballots issued, ballots collected, and ballots not collected:

- Total number of ballot papers issued: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.

- Total number of ballot papers collected: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.

- Total number of ballot papers not collected: 0 representing 0 voting shares, accounting for 0.0000% of the total voting shares of shareholders attending the General Meeting.

3. The General Meeting heard the presentation and voted by electronic ballot on the following contents:

\* **Content 01:** Approval of Report No. 233/BC-CN dated 22/5/2026 of the General Director on production and business operation in 2025 and operational plan for 2026.



➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:
  - *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*
  - *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*
  - *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*
- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 01 was approved with a rate of 51.8975%**

\* **Content 02:** Approval of Report No. 17/BC-HDQT dated 26/3/2026 of the Board of Directors on corporate governance and operation in 2025.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:
  - *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*
  - *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*
  - *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*
- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 02 was approved with a rate of 51.8975%**

\* **Content 03:** Approval of Report No. 16/BC-BKS dated 20/5/2026 of the Board of Supervisors operation in 2025 and summary of the Audited Financial Statements of 2025.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:
  - *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*
  - *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*
  - *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 03 was approved with a rate of 51.8975%**

\* **Content 04:** Approval of Proposal No. 10/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding the Audited Financial Statements of 2025.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

• *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

• *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

• *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 04 was approved with a rate of 51.8975%**

\* **Content 05:** Approval of Proposal No. 11/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding the Remuneration and Remuneration for the Board of Directors and Board of Supervisors in 2025, and the regarding the Remuneration and Remuneration Plan for the Board of Directors and Board of Supervisors in 2026.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

• *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

• *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

• *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 05 was approved with a rate of 51.8975%**

\* **Content 06:** Approval of Proposal No. 25/TTr-HĐQT dated 21/5/2026 of the Board of Directors regarding the Profit distribution in 2025.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

• *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 06 đã được thông qua với tỷ lệ 51.8975%**

\* **Content 07:** Approval of Proposal No. 13/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding the Business and financial plan for 2026.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 07 was approved with a rate of 51.8975%**

\* **Content 08:** Approval of Proposal No. 14/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding the investment plan for water supply infrastructure development in 2026.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 08 đã được thông qua với tỷ lệ 51.8975%**

\* **Content 09:** Approval of Proposal No. 15/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding the amendments and supplements to the Charter of Organization and Operation of the Company.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 09 was approved with a rate of 51.8975%**

\* **Content 10:** Approval of Proposal No. 13/TTr-BKS dated 27/3/2026 of the Board of Supervisors regarding the selection of an audit firm for the Financial Statements of 2026.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 10 was approved with a rate of 51.8975%**

\* **Content 11:** Approval of Proposal No. 16/TTr-HĐQT dated 26/3/2026 of the Board of Directors regarding dismissal of members of the Board of Directors for the 2024 – 2029 term.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 11 was approved with a rate of 51.8975%**

\* **Content 12:** Approval of Proposal dated 28/05/2026 regarding supplementary election of members of the Board of Directors for the 2024 – 2029 term (*replace the Proposal No. 28/TTr-HĐQT dated 22/5/2026 of the Board of Directors regarding supplementary election of members of the Board of Directors for the 2024 – 2029 term*).

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

• *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

• *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

• *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 12 was approved with a rate of 51.8975%**

\* **Content 13:** Approval of Proposal No. 22/TTr-HĐQT dated 04/5/2026 of the Board of Directors regarding the amendments and supplements to the Internal Regulations on Corporate Governance.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

• *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

• *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

• *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 13 was approved with a rate of 51.8975%**

\* **Content 14:** Approval of Proposal No. 23/TTr-HĐQT dated 04/5/2026 of the Board of Directors regarding the amendments and supplements to the Regulations on Operations of the Board of Directors.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

• *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*



- *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 14 was approved with a rate of 51.8975%**

\* **Content 15:** Approval of Proposal No. 14/TTr-BKS dated 27/3/2026 of the Board of Supervisors regarding the amendments and supplements to the Regulations on Operations of the Board of Supervisors.

➤ Voting results:

- Total number of valid ballots: 53 representing: 15,836,333 voting shares, accounting for: 100.0000% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 4 representing: 7,617,666 voting shares, accounting for: 48.1025% of the total voting shares of shareholders present.*

- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

**Therefore, Content 15 was approved with a rate of 51.8975%**

## **VI. SHAREHOLDER ELECTION**

1. Mr. Dang Van Ngo on behalf of Presidium presented Regulations on Election of members of the Board of Directors for the 2024 – 2029 term

The General Meeting conducted voting by electronic ballot, specifically as follows:

From the opening time until 10:26 AM, the number of delegates attending the General Meeting: 53 delegates, representing 15,836,333 voting shares, accounting for 99.8311% of the total voting shares of all shareholders with voting rights.

➤ Statistics on ballots issued, ballots collected, and ballots not collected:

- *Total number of ballot papers issued: 53 representing 15,836,333 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers collected: 49 representing 8,218,667 voting shares, accounting for 51.8975% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers not collected: 4 representing 7,617,666 voting shares, accounting for 48.1025% of the total voting shares of shareholders attending the General Meeting.*

➤ Voting results:

- Total number of valid ballots: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8,218,667 voting shares, accounting for: 51.8975% of the total voting shares of shareholders present (100% of the total votes of shareholders presenting and voting at the meeting).*

- *Total number of votes disapprove: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0.0000% of the total voting shares of shareholders present.

Therefore, the Regulations on Election of members of the Board of Directors for the 2024 – 2029 term was approved with a rate of 51.8975%.

2. Mr. Nguyen Van Ghip - **Head of Ballot Counting Committee** presented the instruction for Election of members of the Board of Directors for the 2024-2029 term

### 3. Election results

The General Meeting conducted electing by electronic ballot, specifically as follows:

Full name	Title	Number of votes	Election rate
<b>BOARD OF DIRECTORS</b>			
1. Tran Thanh Nhan	Member of the BOD	16,433,234	103.7692%
2. Nguyen Quang Mai	Member of the BOD	11,580,879	73.1285%

## VII. APPROVAL OF THE MINUTES AND RESOLUTION OF THE GENERAL MEETING

From the opening time until 11:18, the number of delegates attending the General Meeting: 53 delegates, representing 15,836,333 voting shares, accounting for 99,8311% of the total voting shares of all shareholders with voting rights.

1. Presenter: Mr. **Dang Tri Dung** - Head of the Secretariat read the Draft Minutes and Resolution of the 2026 Annual General Meeting of Shareholders

2. Mr. Tran Anh Hoa - Chairperson presided General Meeting conducted voting by electronic ballot, specifically as follows:

➤ Statistics on ballots issued, ballots collected, and ballots not collected:

- *Total number of ballot papers issued: 53 representing 15.836.333 voting shares, accounting for 100,0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers collected: 53 representing 15.836.333 voting shares, accounting for 100,0000% of the total voting shares of shareholders attending the General Meeting.*

- *Total number of ballot papers not collected: 0 representing 0 voting shares, accounting for 0,0000% of the total voting shares of shareholders attending the General Meeting.*

➤ Voting results:

- Total number of valid ballots: 53 representing: 15.836.333 voting shares, accounting for: 100,0000% of the total voting shares of shareholders present, in which:

- *Total number of votes approve: 49 representing: 8.218.667 voting shares, accounting for: 51,8975% of the total voting shares of shareholders present.*

- *Total number of votes disapprove: 4 representing: 7.617.666 voting shares, accounting for: 48,1025% of the total voting shares of shareholders present.*

- *Total number of abstentions: 0 representing: 0 voting shares, accounting for: 0,0000% of the total voting shares of shareholders present.*

- Total number of invalid votes: 0 representing: 0 voting shares, accounting for: 0,0000% of the total voting shares of shareholders present.

Therefore, Minutes and Resolution of the 2026 Annual General Meeting of Shareholders was approved with a rate of 51,8975%.

## **VIII. FINISH**

This document is made in 02 copies and is archived at head office of Soc Trang Water Supply Joint Stock Company.

The General Meeting concluded at 11:20 on the same day./.

**SECRETARIAT  
HEAD OF COMMITTEE**

**ON BEHALF OF THE PRESIDIUM  
CHAIRPERSON**

**Dang Tri Dung**

**Tran Anh Hoa**

SOC TRANG WATER SUPPLY  
JOINT STOCK COMPANY  
**2026 ANNUAL GENERAL  
GENERAL MEETING**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**



**AGENDA**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Time:** At 08:00, May 28, 2026.

**- Venue:** Soc Trang Water Supply Joint Stock Company - No. 16 Nguyen Chi Thanh, Soc Trang Ward, Can Tho City.

TIME	CONTENT
07:30-08:00	<b>I. Preparatory work</b> <ul style="list-style-type: none"><li>- Welcoming delegates;</li><li>- Registering to attend the General Meeting.</li></ul>
08:00-08:30	<b>II. Opening</b> <ol style="list-style-type: none"><li>1. Stating the purpose, introducing delegates;</li><li>2. Report on delegate eligibility verification of the General Meeting;</li><li>3. Introduction of the Presidium of the General Meeting;</li><li>4. Chairperson introduces the Secretary of the General Meeting;</li><li>5. Chairperson introduces the Ballot Counting Committee;</li><li>6. Chairperson introduces the Agenda and the Working Regulations of the General Meeting.</li><li>7. Approval of the Presidium, the Vote Counting Committee, the Agenda, and the Working Regulations of the General Meeting.</li></ol>
08:30-09:00	<b>III. Content of the General Meeting</b> <ol style="list-style-type: none"><li>1. Approval of reports:<ul style="list-style-type: none"><li>- Report on Business results in 2025 and Business plan in 2026;</li><li>- Report of the Board of Directors on Governance and Operating results in 2025;</li><li>- Report of the Board of Supervisors on Operating results in 2025 and Operational plan for 2026.</li></ul></li></ol>
09:00-09:30	<ol style="list-style-type: none"><li>2. Approval of proposals:<ul style="list-style-type: none"><li>- Proposal regarding the Audited Financial Statements of 2025;</li><li>- Proposal regarding the Remuneration and Remuneration and Salary plan for the Board of Directors and Board of Supervisors;</li><li>- Proposal regarding the Profit distribution in 2025;</li><li>- Proposal regarding the Business and financial plan for 2026;</li><li>- Proposal regarding the investment plan for water supply infrastructure development in 2026;</li><li>- Proposal regarding the amendments and supplements to the Charter of Organization and Operation of the Company;</li><li>- Proposal regarding the selection of an audit firm for the Financial Statements of 2026;</li><li>- Proposal regarding the dismissal of members of Board of Directors;</li><li>- Proposal regarding the supplementary of members of Board of Directors;</li><li>- Proposal on the Amendment and Supplementation of the Internal Regulations on Corporate Governance of the Company;</li></ul></li></ol>

<b>TIME</b>	<b>CONTENT</b>
	<ul style="list-style-type: none"> <li>- Proposal on the Amendment and Supplementation of the Operating Regulations of the Board of Directors;</li> <li>- Proposal on the Amendment and Supplementation of the Operating Regulations of the Board of Supervisors;</li> <li>- Other matters falling within the authority of the General Meeting of Shareholders (if any).</li> </ul>
09:30-10:00	3. Discussion.
10:00 - 11:00	4. Voting to approve reports and proposals; 5. Approval of the Election Regulations for Members of the Board of Directors for the 2024–2029 Term (if any); 6. Additional Election of Members of the Board of Directors for the 2024–2029 Term (if any); 7. Approval of the Minutes and Resolution of the General Meeting.
	<b>IV. Closing of the General Meeting</b>

## **ORGANIZING COMMITTEE**



*Can Tho, May 28, 2026*



**REGULATIONS ON ORGANIZATION  
AT 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
SOC TRANG WATER SUPPLY JOINT STOCK COMPANY**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing, and guiding documents;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its subordinate documents, including amending, supplementing, and guiding documents;*
- *Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities, passed on December 31, 2020;*
- *Charter on Organization and Operation of Soc Trang Water Supply Joint Stock Company;*
- *Internal Regulations on Corporate Governance of Soc Trang Water Supply Joint Stock Company.*

To ensure the compliance with the law and success of the 2026 Annual General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company, the Board of Directors has established the following regulations, principles of conduct, and voting procedures for the General Meeting to be approved by the General Meeting of Shareholders as follows:

**1. PURPOSE**

- To ensure that the sequence, procedures, principles of conduct, and voting at the 2026 Annual General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company are conducted in accordance with regulations and result in a successful meeting.
- Resolutions of the General Meeting of Shareholders shall reflect the unified will of the General Meeting of Shareholders, meet the aspirations and interests of shareholders, and comply with the law.

**2. SUBJECT AND SCOPE**

- ***Subjects of application:*** *All shareholders, authorized representatives of shareholders owning shares of Soc Trang Water Supply Joint Stock Company, and guests attending the Annual General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company must comply with and observe the provisions of these Regulations, the Charter of the Company, and current legal regulations.*
- ***Scope of application:*** *These Regulations are used for organizing the 2026 Annual General Meeting of Shareholders of An Giang Fruit-Vegetables & Foodstuff Joint Stock Company.*

**3. EXPLANATION OF TERMS/ABBREVIATIONS**

- Company : Soc Trang Water Supply Joint Stock Company
- BOD : Board of Directors
- BOS : Board of Supervisors
- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Delegate : Shareholder, representative (authorized person)
- General Meeting : General Meeting of Shareholders

**4. CONTENT OF THE REGULATIONS**

**4.1 Conditions for conducting the General Meeting of Shareholders**

- The General Meeting of Shareholders shall be conducted when the shareholders attending represent at least 51% of the total voting shares.
- In the event that the first (01) meeting does not meet the conditions for proceeding as stipulated in Clause 1, Article 35 of the Charter of the Company, a second (02) meeting shall be convened within 30 (thirty) days from the intended date of the first (01) meeting. The second (02) General Meeting of Shareholders shall be conducted when the shareholders attending represent at least 33% of the total voting shares.
- In the event that the second (02) meeting does not meet the conditions for proceeding as stipulated in Clause 2, Article 35 of the Charter of the Company, a third (03) meeting shall be convened within 20 (twenty) days from the intended date of the second (02) meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending.

**4.2 Conditions for shareholders to attend the General Meeting**

Shareholders with voting rights of the Company according to the list finalized on May 04, 2026, have the right to attend the General Meeting of Shareholders; they may attend in person or authorize their representatives to attend. In the event that there is more than one authorized representative as prescribed by law, the specific number of shares for each representative must be determined.

**4.3 Guests at the General Meeting**

- These are management positions of the Company, guests, and members of the General Meeting Organizing Committee who are not shareholders of the Company but are invited to attend the General Meeting.
- Guests shall not participate in discussions at the General Meeting (*unless invited by the Chairperson of the General Meeting, or registered in advance with the General Meeting Organizing Committee and approved by the Chairperson of the General Meeting*).

**4.4 Delegates attending the General Meeting must comply with the following regulations**

- Be punctual, wear formal and appropriate attire, and comply with security checks (if any), identification document checks, etc., as requested by the General Meeting Organizing Committee.
- Receive documents and papers for the General Meeting at the reception desk outside the General Meeting hall.
- Delegates arriving late have the right to register immediately and subsequently have the right to participate and vote/elect at the General Meeting. The Chairperson is not responsible for stopping the General Meeting to allow late delegates to register; the results of voting/elections on contents that have already been conducted before the delegate's arrival will not be affected.
- Keep mobile phones in silent mode or turned off; step outside if a call is necessary.
- Do not smoke and maintain order in the General Meeting room.
- Comply with the regulations of the Organizing Committee and the Chairperson presiding over the General Meeting.
- In the event that a delegate fails to comply with the regulations regarding inspection or the aforementioned measures and regulations, the Chairperson, after careful consideration, may refuse or expel said delegate from the venue of the General Meeting to ensure that the General Meeting proceeds normally in accordance with the planned agenda.

**4.5 Chairperson and Presidium**

- The Presidium consists of 01 Chairperson and members. The Organizing Committee of the General Meeting nominates the Presidium of the General Meeting, which is then approved by the General Meeting through voting.

- 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 accordance with the law;
- In the event that the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to act as the Chairperson of the General Meeting based on the majority principle. In the event that a Chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the election of a Chairperson for the General Meeting by the General Meeting of Shareholders from among those present, and the person with the highest number of votes shall act as the Chairperson of the General Meeting;
- In other cases, the person who signed the notice to convene the General Meeting of Shareholders shall preside over the election of a Chairperson for the General Meeting by the General Meeting of Shareholders, and the person with the highest number of votes shall be appointed as the Chairperson of the General Meeting.
- The Chairperson of the General Meeting has the right to take 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.
- The Chairperson has the right to postpone the General Meeting of Shareholders, which has sufficient registered attendees, for a maximum of 03 working days from the intended opening date, and may only postpone the General Meeting or change the General Meeting venue in accordance with Clause 8, Article 146 of the Law on Enterprises.
- Duties of the Chairperson and the Presidium:
  - Conduct the General Meeting in accordance with the agenda, regulations, and regulations approved by the General Meeting;
  - Direct and guide the General Meeting in discussing and collecting voting opinions on issues within the agenda of the General Meeting and related issues throughout the duration of the General Meeting;
  - Present drafts and conclude necessary issues for the General Meeting to vote/elect;
  - Resolve issues arising during the General Meeting (if any).
  - Have the right to request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the Chairperson's authority to preside, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security check requirements;
  - And other rights and responsibilities as stipulated by the Charter of the Company and the Law on Enterprises.
- Working principles of the Presidium: The Presidium works on the principle of collective leadership, democratic centralism, and decision-making by majority.

#### **4.6 Secretariat of the General Meeting**

- The Secretariat of the General Meeting consists of 2-3 people appointed by the Chairperson of the General Meeting and introduced to the General Meeting, who are responsible to the Presidium and the General Meeting of Shareholders for their duties and work under the direction of the Presidium.
- Duties and rights:
  - Record the contents of the General Meeting fully and truthfully;
  - Receive registration forms for speaking from Delegates;
  - Prepare the General Meeting Minutes and draft the Resolution of the General Meeting of Shareholders;
  - Assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notifying Shareholders in accordance with the provisions of law and the

Charter of the Company.

- Other duties as requested by the Chairperson.

#### **4.7 Ballot Counting Committee**

- The Ballot Counting Committee of the General Meeting consists of 01 Head and other members. The General Meeting of Shareholders shall elect one or more persons to the Ballot Counting Committee upon the proposal of the Chairperson of the General Meeting. Candidates participating in candidacy or nomination (when conducting elections) shall not participate in the Ballot Counting Committee.
- Duties of the Ballot Counting Committee:
  - Disseminate the principles, regulations, and instructions on how to vote and elect;
  - Count, record, prepare the vote/election counting minutes, and announce the results; transfer the minutes to the Chairperson;
  - Promptly notify the Secretariat of the voting and election results;
  - Review and report to the General Meeting on cases of violation of voting/election regulations or complaints regarding voting/election results.

#### **4.8 Delegate Eligibility Verification Committee**

- Before the General Meeting of Shareholders opens, the Delegate Eligibility Verification Committee established by the Board of Directors is responsible for checking the credentials of the shareholders/delegates attending, preparing a confirmation report and supervising the organization throughout the General Meeting.
- The Delegate Eligibility Verification Committee of the General Meeting consists of 01 Head and other members, introduced to the General Meeting by the Chairperson.
- Duties of the Delegate Eligibility Verification Committee:
  - Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
  - The Head of the Delegate Eligibility Verification Committee reports to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right to attend representing at least 51% of the total voting shares, the General Meeting of Shareholders of the Company shall be conducted.

#### **4.9 Speaking at the General Meeting**

- Delegates attending the General Meeting wishing to express their opinions must obtain the consent of the Chairperson of the General Meeting. Delegates shall speak for no more than 05 minutes; the content must be concise and focused on the key issues to be discussed, consistent with the agenda approved by the General Meeting, or submit opinions in writing to the Secretariat of the General Meeting for compilation and reporting to the Chairperson.
- The Chairperson of the General Meeting will arrange for delegates to speak in the order of registration and will address shareholders' inquiries at the General Meeting or record them for a written response later.

#### **4.10 Voting on contents at the General Meeting**

##### **4.10.1 Principles**

- All issues in the agenda and meeting content must be discussed and voted on publicly by the General Meeting of Shareholders.
- Delegates shall register their attendance at the venue specified in the Notice of Meeting sent to all shareholders listed in the shareholder finalized on May 04, 2026. After registering with the Organizing Committee of the General Meeting, delegates will be provided with an account and password to log in and vote on all contents submitted to the General Meeting via electronic ballot at the link: [www.ezgsm.fpts.com.vn](http://www.ezgsm.fpts.com.vn).

- If a delegate encounters difficulties during the login and voting/election process, the Organizing Committee will provide technical support and guidance. Delegates must carefully check their information and are responsible for their own votes.

#### **4.10.2 Voting method**

- Electronic voting method:
  - o Delegates shall select 01 (*one*) of the 03 (*three*) voting options: “**Agree**”, “**Disagree**”, or “**No opinion**” for each matter submitted to the General Meeting as configured in the electronic voting system.
  - o Thereafter, the Delegate shall confirm the “**vote**” for the electronic voting system to record the result.
- Other regulations when performing electronic voting:
  - o In the event that a Delegate does not complete the voting/election for all contents according to the General Meeting agenda, the contents not yet voted/elected shall be considered as the Delegate not having cast a vote/election for those contents.
  - o In the event that contents arise outside the sent agenda, the Delegate may cast an additional vote/election. If the Delegate does not cast a vote/election for the arising contents, it shall be considered as the Delegate not having cast a vote/election for those arising contents.
  - o The Delegate may change the voting/election result (but cannot cancel the voting/election result); this includes the results of additional voting/election for contents arising outside the General Meeting agenda. The system only records the vote count for the final voting/election result at the time of closing the electronic voting for each vote counting session as stipulated in the Regulations on Organization of the General Meeting of Shareholders.
- Electronic voting duration for contents requiring a vote at the General Meeting:
  - o Delegates shall cast their votes/elections from the time of completing the General Meeting registration procedure until before the Organizing Committee announces the end of the electronic voting time for the voting contents.
  - o Upon the expiration of the voting time, the system will not record any further electronic voting results from the Delegates.

#### **4.10.3 Voting regulations**

Every 01 (*one*) common share is equivalent to one voting right. Each attending delegate represents one or more voting rights.

- As of the date of finalizing the list of shareholders (May 04, 2026), the total number of voting shares of the Company is: 15.863.133 shares, equivalent to 15.863.133 voting rights.
- Issues requiring a vote at the General Meeting are only approved when approved by shareholders owning at least 51% of the total voting shares of all attending shareholders. Specifically, for certain voting issues stipulated in Clause 1, Article 38 of the Charter of the Company, the consent of 65% or more of the total voting shares of all shareholders attending and voting at the meeting is required.
- Note:
  - Shareholders/ authorized representatives with related interests do not have the right to vote on contracts and transactions with a value from 35% (*of the total value of the Company's assets recorded in the most recent financial statements*); these contracts or transactions shall only be approved when shareholders/authorized representatives owning 65% of the remaining total voting shares approve (*pursuant to Clause 4, Article 167 Law on Enterprises 2020*).
  - Shareholders/authorized representatives of shareholders owning 51% or more of the total voting shares or related persons of such shareholders do not have the right to vote on contracts and transactions with a value greater than 10% (*of the total value of the Company's*

*assets recorded in the most recent financial statements) between the Company and such shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167, Law on Enterprises 2020).*

#### **4.10.4 Recording voting/election results**

- At the General Meeting, the General Meeting of Shareholders shall approve the Ballot Counting Committee.
- The Ballot Counting Committee shall check the number of votes for approval, disapproval, and abstention for each content and is responsible for recording, compiling, and reporting the voting/election results at the General Meeting of Shareholders.

#### **4.11 Election of the Board of Directors**

The election of members of the Board of Directors must be carried out in accordance with the Regulations on Election for members of the Board of Directors and approved by the General Meeting of Shareholders at the meeting.

#### **4.12 Minutes and Resolution of the General Meeting of Shareholders**

All contents at the General Meeting of Shareholders must be recorded by the Secretariat in the Minutes of the General Meeting of Shareholders. The Minutes of the General Meeting of Shareholders must be read and approved before the closing of the General Meeting.

### **5. Implementation**

- All delegates, representatives, and guests attending the General Meeting are responsible for fully complying with the contents stipulated in these Regulations, the current regulations, internal regulations, and management regulations of the Company, and relevant legal provisions.
- The convener of the General Meeting of Shareholders has the right to:
  - Require all attendees to undergo inspection or other security measures;
  - Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairperson's management rights, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with inspection requirementssecurity from the General Meeting of Shareholders.
- Contents not detailed in these regulations shall be uniformly applied in accordance with the provisions of the Charter of the Company, the Law on Enterprises 2020, and current legal documents of the State.

***These regulations shall take effect immediately after being approved by the General Meeting of Shareholders of the Company.***

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRPERSON**

**Tran Anh Hoa**



No: 233/BC-CN

Can Tho, May 22, 2026

**REPORT**  
**on Business results in 2025 and Business plan in 2026**

**A. BUSINESS RESULTS IN 2025**

**I. General Information**

- Trading name: SOC TRANG WATER SUPPLY JOINT STOCK COMPANY
- Abbreviated name: SOCTRANGWACO
- Business Registration Certificate No. 2200107297 issued by the Business Registration Office of the Department of Finance of Can Tho City, first issued on December 23, 2009, with the 10th amendment on August 17, 2025.
- Charter capital: 158.631.330.000 VND (*One hundred fifty-eight billion, six hundred thirty-one million, three hundred thirty thousand VND*).
- Address: No. 16 Nguyen Chi Thanh, Soc Trang Ward, Can Tho City
- Phone number: (0299) 3820 943 - Fax number: (0299) 3821278
- Website: [www.soctrangwaco.vn](http://www.soctrangwaco.vn) - Email: [info.stwaco@gmail.com](mailto:info.stwaco@gmail.com)
- Stock code: STW

**II. Results of implementing the production and business plan**

**1. Output volume and revenue of each production activity**

No.	Description	Unit	Result in 2024	2025		Rate (%)	
				Plan	Actual	Compared to 2024	Compared to Plan
<b>I</b>	<b>Production and business output volume</b>						
1.	Commercial Water	m <sup>3</sup>	23.279.221	24.250.000	23.438.315	100,7	96,65
2.	Number of customers	house holds	101.843	103.843	103.790	102,0	99,95
<b>II</b>	<b>Loss rate</b>	%	<b>12,99</b>	<b>&lt;13</b>	<b>16,8</b>		
<b>III</b>	<b>Total revenue</b>	VND	<b>240.813.380.584</b>	<b>241.000.000.000</b>	<b>228.966.985.306</b>	<b>95,08</b>	<b>95,00</b>
1.	Revenue from sales and service rendered	VND	220.089.037.479	235.000.000.000	221.150.566.701	100,5	94,11
1.1	Water supply	“	212.857.672.990	227.300.000.000	214.272.303.236	100,7	94,27
1.2	Installation	“	2.895.879.578	3.000.000.000	2.879.880.800	99,45	96,0
1.3	Bottled Water	“	4.158.286.587	4.500.000.000	3.707.260.181	89,15	82,38

No.	Description	Unit	Result in 2024	2025		Rate (%)	
				Plan	Actual	Compared to 2024	Compared to Plan
1.4	Other	“	177.198.324	200.000.000	291.122.484	164,3	145,6
2.	Financial revenue	VND	13.018.794.678	4.000.000.000	4.961.175.154	38,12	124,03
3.	Other income	VND	7.705.548.427	2.000.000.000	2.855.243.451	37,05	142,8

- Total revenue is 228.966.985.306 VND, reaching 95,08% compared to 2024 and 95.0% of the plan.

- Revenue from sales and service rendered is 221.150.566.701 VND, an increase of 0,5% compared to 2024 and reaching 94,11% of the plan.

*In which:*

+ Water supply revenue: 214.272.303.236 VND, accounting for 96,89%.

+ Installation revenue: 2.879.880.800 VND, accounting for 1,3%.

+ Bottled water revenue: 3.707.260.181 VND, accounting for 1,68%.

+ Other revenue: 291.122.484 VND, accounting for 0,13%.

## **2. Results of plan implementation by units**

No.	Unit	Unit	Result in 2025	Plan for 2025	Percentage (%) compared to plan	Result in 2024	Percentage (%) compared to 2024
<b>Total commercial water output of the company</b>		m <sup>3</sup>	<b>23.438.315</b>	<b>24.250.000</b>	<b>96,65</b>	<b>23.279.221</b>	<b>100,68</b>
1	Nguyen Chi Thanh	m <sup>3</sup>	8.898.272	8.960.000	99,31	8.672.871	102,60
2	Phu Loi	"	5.538.237	5.845.000	94,75	5.663.884	97,78
3	My Xuyen	"	1.327.035	1.380.000	96,16	1.308.680	101,40
4	Vinh Chau	"	1.289.610	1.350.000	95,53	1.275.413	101,11
5	Long Phu	"	762.791	775.000	98,42	735.635	103,69
6	My Tu	"	576.652	590.000	97,74	560.431	102,89
7	Tran De	"	1.424.205	1.520.000	93,70	1.436.884	99,12
8	Dai Ngai	"	727.218	750.000	96,96	712.779	102,03
9	Ke Sach	"	1.061.501	1.150.000	92,30	1.086.321	97,72
10	Thanh Tri	"	1.076.795	1.145.000	94,04	1.084.579	99,28
11	Nga Nam	"	755.999	785.000	96,31	741.744	101,92

The commercial water output volume of the entire company in 2025 increased by 0,68% compared to 2024, reaching 96,65% of the plan. In which, 07 units had an increase in output compared to 2024 and 04 units did not complete the assigned targets for 2025.



The non-revenue water rate for the entire company at the end of 2025 was 16,8%.

### ***3. Business revenue results in 2025***

<b>No.</b>	<b>INDICATOR</b>	<b>2024 ACTUAL</b>	<b>2025</b>	<b>Plan for 2025</b>	<b>% 2025/ 2024 (%)</b>	<b>Compared to Plan for 2025 (%)</b>
1.	Revenue from sales and service rendered	220.089.037.479	221.150.566.701	235.000.000.000	0,5%	94,1%
2.	Net revenue from sales and service rendered	220.089.037.479	221.150.566.701	235.000.000.000	0,5%	94,1%
3.	Cost of goods sold	115.463.848.983	130.683.897.338		13,2%	
4.	Gross profit from sales and service rendered	104.625.188.496	90.466.669.363		-13,5%	
5.	Financial activity revenue	13.018.794.678	4.961.175.154	4.000.000.000	-61,9%	124,0%
6.	Sales expenses	25.291.914.553	20.626.528.077		-18,4%	
7.	General and administrative expenses	32.133.137.795	31.210.994.451		-2,9%	
8.	Net profit from business activities	60.218.930.826	43.590.321.989		-27,6%	
9.	Other income	7.705.548.427	2.855.243.451	2.000.000.000	-62,9%	142,8%
10.	Other expenses	5.861.261.985	15.486.152.295		164,2%	
11.	Other profit	1.844.286.442	(12.630.908.844)		- 784,9%	
12.	Total accounting profit before tax	62.063.217.268	30.959.413.145	38.000.000.000	-50,1%	81,5%
13.	Current corporate income tax expense	21.043.484.317	9.546.856.393	8.000.000.000	-54,6%	119,3%
14.	Profit after corporate income tax	41.019.732.951	21.412.556.752	30.000.000.000	-47,8%	71,4%
15.	Basic earnings per share	2.146	983	1.891	-54,2%	52,0%
16.	Diluted earnings per share	2.146	983	1.891	-54,2%	52,0%

- Profit before tax in 2025 is 30.959.413.145 VND; profit after tax in 2025 is 21.412.556.752 VND.

### **III. Financial situation in 2025**

#### ***1. Financial position and capital sources***

No.	INDICATOR	2025	2024	2025/2024 (%)
<b>1</b>	<b>Total assets</b>	<b>275.686.646.448</b>	<b>307.259.567.099</b>	89,7%
	In which			
	- Current assets	124.480.267.310	141.751.884.297	87,8%
	- Non-current assets	151.206.379.138	165.507.682.802	91,4%
<b>2</b>	<b>Total capital</b>	<b>275.686.646.448</b>	<b>307.259.567.099</b>	89,7%
	In which			
<b>2.1</b>	<b>Liabilities</b>	<b>37.135.740.376</b>	<b>34.401.469.093</b>	107,9%
	- Short-term debt	36.154.551.006	33.503.279.723	107,9%
	- Long-term liabilities	981.189.370	898.189.370	109,2%
<b>2.2</b>	<b>Owner's equity</b>	<b>238.550.906.072</b>	<b>272.858.098.006</b>	87,4%
	In which			
	- Owner's contributed capital	158.631.330.000	158.631.330.000	100,0%
	- Development and investment fund	36.611.992.114	24.292.828.144	150,7%
	- Profit after tax	43.307.583.958	89.933.939.862	48,2%
	+ Retained earnings accumulated to the end of the previous period	21.895.027.206	27.019.179.705	
	+ Retained earnings of this period	21.412.556.752	62.914.760.157	

Compared to 2024, total assets and capital sources in 2025 decreased by 10,3% (equivalent to a decrease of 31,5 billion VND) because the Company proactively used a portion of term deposits to invest in production and business activities, mainly for fixed asset investment items such as purchasing transport vehicles, machinery, and equipment; renovating and upgrading water treatment technology at plants; and expanding water supply pipelines in the service area.

## 2. Regarding financial obligations

No.	Description	Unit	Result in 2024	2025		Performance rate	
				Plan	Actual	vs 2024	vs Plan
	<b>Financial obligations</b>	<i>VND</i>	<b>61.754.868.538</b>	<b>47.000.000.000</b>	<b>45.689.217.429</b>	74,0%	97,2%
1	VAT payment	<i>VND</i>	5.931.785.763	6.000.000.000	2.243.521.334	37,8%	37,4%
2	CIT	<i>VND</i>	24.282.012.386	8.000.000.000	9.709.392.014	40,0%	121,4%
3	Other tax payments	<i>VND</i>	11.152.079.033	12.000.000.000	11.859.276.258	106,3%	98,8%
4	Pay insurance payments	<i>VND</i>	10.398.152.796	11.000.000.000	11.873.638.238	114,2%	107,9%
5	Other payables	<i>VND</i>	9.990.838.560	10.000.000.000	10.003.389.585	100,1%	100,0%
	<i>Domestic wastewater fee</i>	<i>VND</i>	<i>9.990.838.560</i>	<i>10.000.000.000</i>	<i>10.003.389.585</i>		

### 3. Regarding the use of development investment capital

No.	DESCRIPTION	SOURCE	USE	REMAINING
1	Carried forward from 2024	57.796.778.254		57.796.778.254
2	Year 2025	35.355.423.297	49.741.270.889	-14.385.847.592
2.1	Fixed asset depreciation source	23.668.421.647		
2.2	Development Investment Fund source	11.687.001.650		
2.3	Repay ODA loans			
2.4	Exchange rate difference included in cost			
2.5	Investing, purchasing equipment and assets		49.741.270.889	
	In which			
	- Buildings and structures		6.377.257.608	
	- Machinery and equipment		25.229.639.271	
	- Transmission equipment		13.649.958.245	
	- Transport vehicles		4.343.854.856	
	- Management tools and equipment		140.560.909	
	<b>Total</b>	<b>93.152.201.551</b>	<b>49.741.270.889</b>	<b>43.410.930.662</b>

- Reinvestment capital carried over from 2024: 57.796.778.254 VND;
- Depreciation in 2025: 23.668.421.647 VND;
- Development investment fund in 2025: 11.687.001.650 VND;
- Used for development investment in 2025: 49.741.270.889 VND;
- Remaining: 43.410.930.662 VND.

### 4. Profit distribution plan for 2025

The Company implements the following in accordance with Resolution No. 02/2025/NQ-AGM dated May 28, 2025, at the 2025 Annual General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company:

- a) Dividend payment: Maximum 43% of Profit
- b) Appropriation for funds maximum 57% of Profit, in which:
  - Appropriation for Development Investment Fund: 30% of Profit
  - Appropriation for reward and welfare fund: 25% of Profit (*maximum not exceeding 03 months of the average actual salary of employees in 2025*)
  - Appropriation for Executive Board reward fund: 2% of Profit (*maximum not exceeding 1.5 months of the average actual salary and remuneration of Managers and Executives in 2025*).

## B. MAIN TASKS ORIENTATION FOR 2026

### I. Production and business targets

#### 1. Production and revenue plan for 2026

No.	Description	Unit	Result in 2025	Plan for 2026	vs 2025 (%)
<b>I</b>	<b>Production and business output</b>				
1	Commercial water	<i>m3</i>	23.438.315	23.500.000	+4,53
2	Number of customers	<i>households</i>	103.790	105.870	+2,00
<b>II</b>	<b>Loss rate</b>	<b>%</b>	16,8		
<b>III</b>	<b>Total revenue</b>	<b>VND</b>	<b>228.966.985.306</b>	<b>224.000.000.000</b>	<b>97,83</b>
1	Sales and service revenue	<i>VND</i>	221.150.566.701	221.000.000.000	99,93
	- <i>Water supply</i>	<i>VND</i>	214.272.303.236	215.000.000.000	100,34
	- <i>Installation - transfer of materials</i>	<i>VND</i>	2.879.880.800	2.000.000.000	69,45
	- <i>Bottled water</i>	<i>VND</i>	3.707.260.181	3.900.000.000	105,2
	- <i>Other revenue</i>	<i>VND</i>	291.122.484	100.000.000	34,35
2	Revenue from financial activities	<i>VND</i>	4.961.175.154	1.000.000.000	20,16
3	Other income	<i>VND</i>	2.855.243.451	2.000.000.000	70,05

#### 2. Detailed assignment of the 2026 production plan

No.	Unit	Result in 2025		Plan for 2026		
		Output (m <sup>3</sup> )	Customers (households)	Customer output (m3/year)	Output (m3/month)	Customers (households)
1	Nguyen Chi Thanh Water Supply Enterprise	8.898.272	24.373	8.921.700	743.475	24.733
2	Phu Loi Water Supply Enterprise	5.538.237	24.710	5.552.900	462.742	25.210
3	My Xuyen Water Supply Enterprise	1.327.035	7.342	1.330.500	110.875	7.502
4	Vinh Chau Industrial Enterprise	1.289.610	7.204	1.293.000	107.750	7.384
5	Long Phu Water Supply Enterprise	762.791	4.452	764.790	63.733	4.552
6	My Tu Water Supply Enterprise	576.652	2.958	578.170	48.181	3.018
7	Tran De Water Supply Enterprise	1.424.205	8.699	1.427.900	118.992	8.879

8	Dai Ngai Industrial Enterprise	727.218	4.891	729.130	60.761	5.061
9	Ke Sach Industrial Enterprise	1.061.501	7.460	1.064.290	88.691	7.660
10	Thanh Tri Water Supply Enterprise	1.076.795	7.156	1.079.620	89.968	7.276
11	Nga Nam Water Supply Enterprise	755.999	4.545	758.000	63.167	4.595
	<b>Total</b>	<b>23.438.315</b>	<b>103.790</b>	<b>23.500.000</b>	<b>1.958.333</b>	<b>105.870</b>
12	Installation	Revenue 2.879.880.800 VND		Revenue plan is 2.000.000.000 VND		
13	Bottled Water	Revenue 3.707.260.181 VND		Revenue plan is 3.900.000.000 VND		
14	Other	Revenue 291.122.484 VND		Revenue plan of 100.000.000 VND		
	<b>Revenue</b>	<b>6.878.263.465 VND</b>		<b>6.000.000.000 VND</b>		

### 3. Financial targets for 2026

No.	DESCRIPTION	Unit	RESULT IN 2024	RESULT IN 2025	Plan for 2026	% Plan 2026/ 2025
<b>I</b>	<b>Business targets</b>					
1	Total accounting profit before tax	VND	62.063.217.268	30.959.413.145	17.500.000.000	56,5%
2	Current corporate income tax expenses	VND	21.043.484.317	9.546.856.393	3.500.000.000	36,7%
3	Profit after corporate income tax	VND	41.019.732.951	21.412.556.752	14.000.000.000	65,4%
4	Basic earnings per share	VND	2.146	983	882	89,7%
5	Diluted earnings per share	VND	2.146	983	882	89,7%
<b>II</b>	<b>Charter capital</b>	VND	<b>158.631.330.000</b>	<b>158.631.330.000</b>	<b>158.631.330.000</b>	100,0%
<b>III</b>	<b>Financial obligations</b>	VND	<b>61.754.868.538</b>	<b>45.689.217.429</b>	<b>52.000.000.000</b>	113,8%
1	VAT payment	VND	5.931.785.763	2.243.521.334	2.200.000.000	98,1%
2	Corporate income tax	VND	24.282.012.386	9.709.392.014	5.800.000.000	59,7%
3	Other tax payments	VND	11.152.079.033	11.859.276.258	22.000.000.000	185,5%
4	Pay insurance payments	VND	10.398.152.796	11.873.638.238	12.000.000.000	101,1%
5	Other payables	VND	9.990.838.560	10.003.389.585	10.000.000.000	100,0%

	<i>Domestic wastewater fee</i>	<i>VND</i>	<i>9.990.838.560</i>	<i>10.003.389.585</i>	<i>10.000.000.000</i>	100,0%
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#### 4. Salary plan for 2026

No.	Description	Unit	Result in 2024	Result in 2025	Plan for 2026	So 2025 (%)
1	<b>Number of employees</b>	<b>persons</b>	<b>294</b>	<b>295</b>	<b>305</b>	103,4%
	Specialized management position	persons	9	10	10	100,0%
	Non-full-time Management Position	persons	-			
	Employees (including Bottled Water Enterprise)	persons	285	285	295	103,5%
2	<b>Salary fund</b>	<b>VND</b>	<b>46.846.826.239</b>	<b>49.909.821.683</b>	<b>49.221.284.000</b>	98,6%
	Specialized management position	VND	4.233.681.426	4.122.315.483	4.421.284.000	107,3%
	Employees (including Bottled Water Enterprise)	VND	42.613.144.813	45.787.506.200	44.800.000.000	97,8%
3	<b>Shift meal allowance</b>	<b>VND</b>	<b>2.458.148.641</b>	<b>2.501.750.804</b>	<b>3.610.000.000</b>	144,3%
	Specialized management position	VND	78.840.000	50.370.000	84.000.000	166,8%
	Employees	VND	2.379.308.641	2.451.380.804	3.540.000.000	144,4%
4	<b>Total Income</b>	<b>VND</b>	<b>49.304.974.880</b>	<b>52.411.572.487</b>	<b>52.881.284.000</b>	100,9%
	Specialized management position	VND	4.312.521.426	4.172.685.483	4.541.284.000	108,8%
	Employees	VND	44.992.453.454	48.238.887.004	48.340.000.000	100,2%
5	<b>Average Income</b>	<b>VND/ person/ month</b>				
	Specialized management position	/	39.930.754	34.772.379	37.544.033	108,8%

No.	Description	Unit	Result in 2024	Result in 2025	Plan for 2026	So 2025 (%)
	Employees	/	13.155.688	14.104.938	13.655.367	96,8%

### **5. Development investment plan**

*(According to the content of Proposal No 14/TTr-BoD dated 26/3/2026 of the Board of Directors submitted at the 2026 Annual General Meeting of Shareholders)*

- The Company will balance its own capital and borrow from commercial banks to implement projects at each time depending on the availability of capital sources.

- Investment projects and works ensure feasibility based on necessity, efficiency, alignment with the enterprise's financial balancing capacity at the time of investment, and the preservation of owner's equity.

- Regarding investment procedures, the Company will comply with the provisions of the law.

## **II. Implementation solutions**

### **1. Solutions for improving production and business efficiency**

- Review the entire production and business process to optimize the operation of plants and water supply networks, ensuring stable, continuous production and meeting the water usage needs of customers.

- Proactively expand the service area, develop new customers in residential areas, urban areas, and industrial zones; simultaneously strengthen service and customer care activities to improve satisfaction levels.

- Strictly manage water revenue, control water loss, and increase the rate of timely water bill collection, contributing to improving business efficiency.

### **2. Solutions for technology application and digital transformation**

- Promote the application of information technology in the operation management of the water supply system, step by step implement automation solutions, remote monitoring, and pressure and flow management on the water supply network to detect leaks early, reduce water loss, and improve operational efficiency.

- Research and apply new technological solutions in water treatment and water quality control; apply customer management software, electronic payments, electronic invoices, and online customer care channels to improve service quality and create convenience for water users.

### **3. Solutions for production cost savings**

- Strengthen cost management throughout the entire production process, especially electricity costs and water treatment chemicals.

- Operate pumping stations and machinery and equipment optimally according to appropriate modes to save electricity and extend equipment life.

- Proactively develop periodic maintenance and repair plans for the machinery, equipment, and water supply network system to limit incidents and reduce unexpected repair costs.

- Implement procurement of materials and equipment according to a centralized plan, and strengthen competitive bidding to save input costs.

### **4. Solutions for improving water quality and safe operation of the water supply system**

- Strictly control water quality according to current standards, ensuring that the water supplied to the public always meets quality standards.

- Strengthen water quality monitoring on the network, regularly inspect and take samples for analysis to detect and handle risks affecting water quality in a timely manner.

- Develop and implement plans to ensure safe water supply, prevent and respond to incidents that may occur during the operation of the water supply system.

- Invest in renovating and upgrading old, degraded pipelines to limit leaks and water loss and ensure stable water supply pressure.

**5. Solutions for improving corporate governance efficiency**

- Continue to perfect the internal management regulation system, improving transparency and efficiency in corporate governance and management.

- Strengthen internal inspection and supervision to timely detect and overcome limitations in production and business activities.

- Improve the quality of human resources through training, fostering expertise, management skills, and application of new technologies.

- Develop salary and bonus regulations to encourage and motivate employees with high professional qualifications who are capable of assuming and solving important and complex tasks. Salary must be linked to the results of assigned tasks.

- Regularly care for the material and spiritual life of employees. Implement the grassroots democracy regulation well, create a good working environment, and encourage employees to promote their own capabilities to complete assigned tasks well, contributing to the overall development of the company.

Sincerely./.

***Recipient:***

- Shareholders;
- Board of Directors, Board of Executives, Board of Supervisors;
- Filed: Office, Office of the General Meeting of Shareholders.

**GENERAL DIRECTOR**

**Dang Van Ngo**



*Can Tho, March 26, 2026*

No: 17/BC-HĐQT



**REPORT**  
**on Governance and Operating results in 2025**

To: 2026 Annual General Meeting of Shareholders

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the Annual General Meeting of Shareholders on May 16, 2024;*

*Pursuant to the Operating Regulations of the Board of Directors of Soc Trang Water Supply Joint Stock Company issued in conjunction with Resolution No. 02/2024/NQ-AGM dated August 16, 2024 of the Annual General Meeting of Shareholders;*

*Pursuant to the Operating results in 2025.*

The Board of Directors of Soc Trang Water Supply Joint Stock Company hereby reports on the corporate governance and the performance of rights and obligations of the Members of Board of Directors in 2025 as follows:

**I. BOARD OF DIRECTORS (BOD)**

**1. Information on members of the Board of Directors for the 2024-2029 term**

No.	Member of the Board of Directors	Position	Date of becoming a member of the Board of Directors
1	Tran Anh Hoa	Chairman of the Board of Directors; Executive Member of the Board of Directors	16/05/2024
2	Dang Van Ngo	Executive Member of the Board of Directors	16/05/2024
3	Ong Hai Phuoc	Executive Member of the Board of Directors	16/05/2024
4	Duong Ngo Hiep	Non-executive Member of the Board of Directors	16/05/2024

5	Nguyen Trong Kien	Non-executive Member of the Board of Directors	16/05/2024
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**2. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors**

No.	Full name	Salary	Remuneration	Total
1	Tran Anh Hoa	561.848.575	299.987.564	861.836.139
2	Dang Van Ngo	555.939.000	285.727.870	841.666.870
3	Ong Hai Phuoc	464.348.760	285.727.870	750.076.630
4	Duong Ngo Hiep	-	256.674.647	256.674.647
5	Nguyen Trong Kien	-	256.674.647	256.674.647

**3. Summary of meetings and decisions of the Board of Directors in 2025**

**3.1. Meetings of Board of Directors:**

- Face-to-face meetings: 08 meetings.
- Consolidate opinions of Board of Directors via the Board of Directors email regarding documents and proposals from the Board of Directors and the Board of Executives: prepared 04 Minutes of opinion consolidation.

No.	Member of the Board of Directors	Number of meetings Board of Directors attended	Attendance rate	Reason for absence
1	Tran Anh Hoa	8/8	100%	
2	Dang Van Ngo	8/8	100%	
3	Ong Hai Phuoc	7/8	87,5%	Unexpected business
4	Duong Ngo Hiep	0/8	0%	No reason provided
5	Nguyen Trong Kien	0/8	0%	No reason provided

**3.2. Resolutions/Decisions of the Board of Directors:**

No.	Resolution/Decision No.	Date	Content
1.	Resolution No. 07/2025/NQ-	05/03/2025	Appointment of the position of Deputy General Director of the Company for the 2024-2029 term for

No.	Resolution/Decision No.	Date	Content
	HĐQT		Mr. Tran Thanh Nhan
2.	Resolution No. 08/2025/NQ-HĐQT	05/03/2025	Additional appointment of members of the Company Secretariat for Ms. Nguyen Ngoc My Hong
3.	Resolution No. 09/2025/NQ-HĐQT	05/03/2025	Consolidating the Vote Counting Team to consolidate opinions of the Board of Directors and the Supervisory Board through written and email consultation
4.	Resolution No. 10/2025/NQ-HĐQT	05/03/2025	Termination of operations of the Business Department
5.	Resolution No. 11/2025/NQ-HĐQT	06/03/2025	Convening the 2025 Annual General Meeting of Shareholders
6.	Resolution No. 12/2025/NQ-HĐQT	04/04/2025	Extension of the 2025 Annual General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company
7.	Resolution No. 26/2025/NQ-HĐQT	20/05/2025	Implementation of contents approved at the Board of Directors meeting on 20 May 2025
8.	Resolution No. 31/2025/NQ-HĐQT	13/06/2025	Approval of the Company's 2025 Salary Fund
9.	Resolution No. 32/2025/NQ-HĐQT	13/06/2025	Approval of the 2024 profit distribution plan for Sotraco Bottled Water Production Enterprise
10.	Resolution No. 33/2025/NQ-HĐQT	13/06/2025	Approval of the agreement on output and unit price for wholesale purchase of clean water
11.	Resolution No. 36/NQ-HĐQT	10/09/2025	Implementation of contents approved at the Board of Directors meeting on 10 September 2025
12.	Resolution No. 37/NQ-HĐQT	10/09/2025	Issuance of the Company's Welfare Fund Management Regulations
13.	Resolution No. 38/NQ-HĐQT	10/09/2025	Issuance of the Company's Reward Fund Management Regulations

No .	Resolution/Decision No.	Date	Content
14.	Resolution No. 39/NQ-HĐQT	15/09/2025	Payment of 2024 cash dividends to Company shareholders

#### **4. Evaluation of activities the Board of Directors**

In 2025, the Board of Directors led the affairs of the Company and implemented the Resolutions of the Annual General Meeting of Shareholders. During its leadership, the Board of Directors complied with legal regulations, the Company Charter, and internal regulations. The Board of Directors reviewed, supervised, and timely adjusted and supplemented the work program, ensuring strict leadership over the company's production, business, and financial activities.

The Board of Directors organized periodic meetings, in which 3/5 members attended regularly, while 2/5 members (Mr. Duong Ngo Hiep and Mr. Nguyen Trong Kien) did not attend and provided no reason, despite meeting invitations being sent to each member in accordance with regulations.

Consequently, the failure of Mr. Nguyen Trong Kien and Mr. Duong Ngo Hiep to attend meetings and activities of the Board of Directors since being elected as Board of Directors members by the Annual General Meeting of Shareholders on 16 May 2025 has seriously violated the Company Charter, causing difficulties in assigning tasks to individual Board of Directors members, discussing and seeking opinions for resolutions on important business issues, and extending the duration of Board of Directors meetings due to the requirement to issue a second meeting notice as per regulations.

Based on the above assessment, the Board of Directors will continue to review responsibilities and propose to the Annual General Meeting of Shareholders to consider the status of individuals who do not comply with the Company Charter for dismissal. At the same time, the Board of Directors requests that Board of Directors members continue to uphold their sense of responsibility, implement the Resolutions set forth by the Annual General Meeting of Shareholders, and fully participate in all Board of Directors activities in accordance with the law and the Company Charter.

## **II. REPORT ON INTERNAL TRANSACTIONS**

### **1. Transactions between the company and related parties of the company or between the company and major shareholders and between the company and internal persons**

- Name of organization: Soc Trang Water Supply Joint Stock Company
- Business Registration Certificate: 2200680885
- Relationship with the company: Associate company.
- Content, quantity, and total transaction value: Wholesale purchase and sale contract for clean water with a total transaction value of 15,451,991,550 VND.

### **2. Transactions between company internal persons, or related parties of company internal persons, and subsidiaries or companies controlled by the company: None.**

## 3. Transactions of internal persons and related parties regarding company shares:

No.	The person performing the transaction	Relationship with company insider	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reason for increase/decrease
			Shares	Ratio	Shares	Ratio	
1	Joint Stock Company VBIC Vietnam	Related person of Mr. Nguyen Trong Kien	3.013.213	18,995%	3.803.213	23,98%	Purchase
3	Nguyen Quang Mai	Chairman of the Board of Directors of VBIC Vietnam JSC	0	0%	160.000	1,009%	Purchase
2	Nguyen Minh Phuong	Member of the Supervisory Board	801.401	5,05%	637.301	4,02%	Sale

**III. ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS**

The company has no independent members of the Board of Directors.

**IV. ACTIVITIES OF THE AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

The company operates under a model without an Audit Committee under the Board of Directors.

**V. ACTIVITIES OF SUBCOMMITTEES UNDER THE BOARD OF DIRECTORS**

The company has not established any sub-committees under the Board of Directors.

**VI. RESULTS OF SUPERVISION OF THE GENERAL DIRECTOR**

The General Director performs duties according to the Resolutions set forth by the Annual General Meeting of Shareholders and the Board of Directors; maintains stable company operations, ensures profitability, and preserves shareholder capital.

Through monthly production and business results, at Board of Directors meetings, the Board of Directors also requested the General Director to report on the company's operational status, as well as explain pending tasks for the Board of Directors

to provide direction; for tasks beyond their authority, the General Director submits documents to seek the Board of Directors' approval before implementation.

## **VII. RESULTS OF SUPERVISION OF OTHER EXECUTIVES**

The Board of Directors supervises other members of the Board of Executives in accordance with the Charter and internal regulations of the Company. In addition, the Chairman of the Board of Directors also regularly participates in Board of Executives meetings and briefing meetings to hear reports on the production and business situation of the Company, while providing direct instructions at the meetings to ensure the Board of Executives implements tasks to achieve the best results.

## **VIII. PLAN FOR THE NEXT TIME**

In the past and according to upcoming forecasts, the climate situation and saltwater intrusion phenomena remain complex, affecting the water source serving the needs of the people. Given the requirements for water source conditions to serve political, economic, cultural, and social goals and the demand for clean domestic water for the people in the coming period, the Board of Directors continues to submit to the Annual General Meeting of Shareholders a plan to invest in the construction of water supply projects, aiming to ensure the capacity to provide safe clean water for the people in 2026 and subsequent years.

Balance self-owned capital and loans from commercial banks to implement projects to develop the water supply system, increase the clean water extraction capacity of plants with an appropriate and effective investment roadmap, ensuring safe and sufficient water supply for the people and businesses in the business area.

Strengthen management, supervision, and direction of the company's activities, ensuring the correct implementation of the contents approved by the Resolutions of the Annual General Meeting of Shareholders and the Board of Directors; maintain profitability and preserve shareholder capital.

The above is the Report on corporate governance and activities of the Board of Directors of Soc Trang Water Supply Joint Stock Company in 2025, submitted to the Meeting.

Sincerely./.

### ***Recipients:***

- As above;
- Archived: Office, Office of the General Meeting of Shareholders.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Tran Anh Hoa**

*Can Tho, May 20, 2026*

No: 16/TTr-BKS



## **REPORT**

### **of the Board of Supervisors on Operating results in 2025 and Operational plan for 2026**

At the 2026 Annual General Meeting of Shareholders  
Soc Trang Water Supply Joint Stock Company

To: General Meeting of Shareholders of Soc Trang Water Supply Joint  
Stock Company.

The Board of Supervisors of Soc Trang Water Supply Joint Stock Company hereby reports to the 2026 Annual General Meeting of Shareholders (GMS) on the operating results of the Board of Supervisors in 2025 as follows:

#### **1.1. Members of the Board of Supervisors**

On May 16, 2024, the 2024 Extraordinary General Meeting of Shareholders (2nd session) was successfully held, during which the Board of Supervisors for the 2024-2029 term, consisting of 03 members, was elected;

Through the course of operations and in accordance with task requirements, members of the Board of Supervisors have been dismissed and newly elected; currently, the members of the Board of Supervisors are as follows:

- Mr. Nguyen Hoai Bao Khanh - Head of the Committee
- Mr. Nguyen Van Ghip - Deputy Head of the Board of Supervisors
- Mr. Nguyen Minh Phuong - Controller

#### **1.2. Activities of the Board of Supervisors**

In 2025, the Board of Supervisors (2024-2029 term) performed the following tasks:

- Organized periodic meetings of the Board of Supervisors and ad-hoc meetings to implement tasks according to assigned functions, duties, and powers; consistently adhered to the Charter of the Company and Resolutions of GMS during the performance of duties;

- Regular exchanges are held between members of the Board of Supervisors as well as with the Board of Directors (BOD) and the Board of Executives (BOE) to ensure that the activities are of the Company appropriate and meet the interests of shareholders;

- Inspected compliance with regulations on accounting standards and tax laws, and evaluated the validity of accounting vouchers in accordance with the Company's regulations;

- Reviewed the periodic quarterly, semi-annual, and annual consolidated Financial Statements of the Company, which were reviewed by A&C Auditing and Consulting Co., Ltd.;

- Attended all BOD meetings; provided feedback to the BOD within the authority of the Board of Supervisors;

- Monitored the activities of the BOD, the BOE, and other managers of the Company to ensure compliance with the functions and duties of each department;

- The Head of the Board of Supervisors attended the “Corporate Governance” course organized by the Institute of Human Resource Development and Business – University of Economics Ho Chi Minh City on June 26-27, 2025.

- The Board of Supervisors for the 2024-2029 term held 02 meetings in 2025, during which Board of Supervisors member Nguyễn Minh Phương did not participate in any activities of the Board of Supervisors from the date of election per Resolution No. 01/2024/NQ-ĐHĐCĐ dated May 16, 2024, to date.

- Furthermore, the lawsuits requesting the cancellation of the Resolution of the Extraordinary General Meeting of Shareholders held on May 16, 2024, filed by shareholder Nguyen Minh Phuong and VBIC Vietnam JSC, were addressed by the Vietnam International Arbitration Centre, which issued an award on March 28, 2025, to “reject in full the claims of the plaintiff, Mr. Nguyễn Minh Phương,” and were also ruled upon by the People's Court of Can Tho City on September 22, 2025: “Suspend the resolution of the case regarding the claims of VBIC Vietnam JSC.” Based on the above grounds, it is evident that the results of the Extraordinary General Meeting of Shareholders held on May 16, 2024, are entirely legal, valid, and have been approved for information disclosure by the Hanoi Stock Exchange in accordance with regulations.

### **1.3. Remuneration and operating expenses of the Board of Supervisors**

- The total remuneration paid to members of the Board of Supervisors in 2025 was: 572.343.828 VND, equivalent to 0,25% of the total revenue of the Company.

- Operating expenses: 0 VND

## **2. Results of monitoring the operations and financial situation of the Company**

Based on archived records and production and business results, the Board of Supervisors summarizes the following contents:

### **2.1. Results of monitoring business activities**

The Board of Supervisors has supervised the organization and appraisal of the Company's 2025 performance report and unanimously provides the following assessment:



- Commercial water output: 23.438.315 m<sup>3</sup>, reaching 96,7% of the plan for 2025, an increase of 0.68% compared to 2024.

- Total revenue reached 228.966.985.306 VND, reaching 95,1% compared to 2024 and 95% compared to the plan for 2025.

*In which:*

- + Water supply revenue: 214.272.303.236 VND, accounting for 93,6%.

- + Installation revenue: 2.879.880.800 VND, accounting for 1,3%.

- + Bottled water revenue: 3.707.260.181 VND, accounting for 1,6%.

- + Other revenue: 291.122.484 VND, accounting for 0,1%.

- + Financial revenue: 4.961.175.154 VND, accounting for 2,2%.

- + Other income: 2.855.243.451 VND, accounting for 1,2%.

- In 2025, the Company achieved a profit after tax of 21.412.556.752 VND, reaching 71,4% of the annual plan and 52,2% compared to 2024.

## **2.2. Results of monitoring the implementation of the 2025 Annual GMS Resolution**

- In 2025, the Company made efforts to effectively implement the 2025 production and business plans and the set targets.

- The investment plan according to the Resolution of 2025 GMS still has many items that have not been implemented as planned.

- Regarding the payment of remuneration to the BOD and the Board of Supervisors, the Company has paid and finalized it according to the rates approved by the 2025 GMS.

- Selected the independent auditor, A&C Auditing and Consulting Co., Ltd. - Can Tho Branch, to audit the 2025 financial statements.

- The BOD and the BOE have seriously implemented the decisions of the GMS as recorded in the Resolution.

## **2.3. Results of the appraisal of the 2024 Financial Statements**

Based on the 2025 Financial Statements audited by A&C Auditing and Consulting Co., Ltd. - Can Tho Branch, the Board of Supervisors has appraised and unanimously reports to the GMS as follows:

- Agreed with the 2025 Financial Statements audited by A&C Auditing and Consulting Co., Ltd. - Can Tho Branch.

- The report accurately reflects the financial position as of December 31, 2025, and the results of business operations and cash flows for the financial period from January 1, 2025, to December 31, 2025, in accordance with the regulations of the current accounting system, with no material errors occurring in 2025 regarding accounting practices.

According to the audited financial statements, as of December 31, 2025, the basic indicators achieved in 2025 are as follows:

*a) Regarding business results:*

No.	Indicator	Value (VND)	Note
1	Revenue from sales and services	221.150.566.701	Accounts for 96.6% of the Company's total revenue.
2	Profit before tax	30.959.413.145	
3	Profit after tax	21.412.556.752	

*b) Regarding assets:*

No.	Indicator	Value (VND)	Note
1	Current assets	124.480.267.310	
2	Non-current assets	151.206.379.138	
3	Total assets	275.686.646.448	

*c) Owner's equity: 238.550.906.072 VND.*

### **3. Results of monitoring the BOD, BOE, and managers**

#### **3.1. Evaluation of BOD activities**

- The BOD has complied with the provisions of the law and the Charter of the Company regarding meeting procedures, summoning procedures, minutes recording, and the issuance of meeting resolutions.

- The contents of the resolutions passed by the BOD are in accordance with the functions, duties, and powers of the BOD, consistent with the resolutions of the GMS, not contrary to the provisions of the law or the Company's Charter, and meet the development requirements as well as the tasks of the Company.

- The BOD has closely monitored and provided timely direction to the BOE in production and business management, and monitored the implementation of BOD and Resolutions of GMS.

- In 2025, the Board of Supervisors did not receive any petitions or complaints from shareholders regarding misconduct by the BOD during the performance of its duties.

- During the performance of its duties, the Board of Supervisors was supported by the BOD, which created favorable conditions for the Board of Supervisors to complete its tasks.

- The BOD for the 2024-2029 term issued 14 resolutions in 2025 and held 08 meetings with 3/5 BOD members in attendance; 02 BOD members were absent without reason: Mr. Dương Ngô Hiệp and Mr. Nguyễn Trọng Kiên.

- The fact that Mr. Nguyễn Trọng Kiên, Mr. Dương Ngô Hiệp (BOD members), and Mr. Nguyễn Minh Phương (Board of Supervisors member) have not attended meetings and activities of the BOD and Board of Supervisors since being elected by the GMS on May 16, 2025, to date, constitutes a serious violation of the Charter of the Company, causing difficulties in assigning tasks to each member of the BOD and Board of Supervisors.

### **3.2. Evaluation of the activities of the BOE and other managers**

- The Board of Supervisors acknowledges and confirms the efforts and endeavors of the Company's BOE in managing production and business activities; despite facing many difficulties in domestic water production, they have ensured the full implementation of the BOD and Resolutions of GMS.

- The BOE has demonstrated a spirit of solidarity and high responsibility in its work, frequently organizing meetings to set development, management, and operational directions, as well as addressing important issues and issuing new regulations to enhance management and facilitate production and business operations.

- The Company has complied with administrative penalty decision No. 04/QĐ-XPHC dated January 20, 2025, of the Chief Inspector of the Department of Planning and Investment of Soc Trang Province regarding business registration; decisions No. 06/QĐ-XPHC, 07/QĐ-XPHC, 08/QĐ-XPHC, 09/QĐ-XPHC, and 10/QĐ-XPHC dated January 24, 2025, of the Chairman of the People's Committee of Soc Trang Province due to the lack of an approved decision on the appraisal results of the Environmental Impact Assessment (EIA) report under the authority of the provincial People's Committee; and decision No. 27/QĐ-XPHC dated June 26, 2025, of the People's Committee of Soc Trang Province in the fields of water resource exploitation and usage, and tax and invoices.

- Fully fulfilled obligations to the State and social policies for employees.

### **3.3. Monitoring and inspection of the implementation of the Company's internal management regulations**

- The BOD has directed and supervised the BOE and the executive apparatus in complying with internal management regulations; the BOE has made significant efforts in organizing and implementing production and business activities, while performing internal governance quite well, thereby limiting many potential risks and violations.

- The Board of Supervisors has regularly carried out inspection and monitoring activities regarding the compliance with internal management regulations of the Company, the signing and execution of contracts and transactions in accordance with regulations, and has conducted physical counts and inspections of fixed assets,

inventory, and construction projects of the Company alongside relevant departments.

#### **4. Conclusion**

Through the performance of tasks assigned by the GMS in 2025, the Board of Supervisors observes that the BOD and the BOE have clearly demonstrated a spirit of solidarity and high responsibility in managing production and business activities, and have strived to successfully achieve the set plan targets.

It is recommended that the BOD request the GMS to review the responsibilities of 02 BOD members, Mr. Nguyen Trong Kien and Mr. Duong Ngo Hiep, for failing to comply with the Charter of the Company. Additionally, the Board of Supervisors will continue to review the responsibilities of its member, Mr. Nguyen Minh Phuong, in the coming time.

#### **5. 2026 Operational Plan of the Board of Supervisors**

To effectively perform its duties in accordance with the Law on Enterprises, the Company's Charter, and the Board of Supervisors's operational regulations, the Board of Supervisors sets the following goals and operational plan for 2026:

- Supervise the implementation of resolutions and decisions of the GMS and the BOD in accordance with regulations;
- Attend meetings of the BOD;
- Hold periodic and regular meetings of the Board of Supervisors to contribute opinions on matters within its authority and propose measures to increase the effectiveness of the operations of the Board of Supervisors;
- Periodically review and inspect business plans and contribute opinions to the BOD and the BOE within the scope of its responsibilities and authority;
- Review quarterly financial statements and reviewed financial statements during the year;

The above is the Report on the activities of the Board of Supervisors in 2025 and the operational plan for 2026. Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

***Recipients:***

- As above;
- BOD, BOE;
- Board of Supervisors;
- Archived: Document of Board of Supervisors

**ON BEHALF OF BOARD OF SUPERVISORS  
HEAD OF THE BOARD**

**Nguyen Hoai Bao Khanh**

*Can Tho, March 26, 2026*



No: 10 /TTr-HĐQT

**PROPOSAL**

**Regarding the Audited Financial Statements of 2025**

To: 2026 Annual General Meeting of Shareholders

*Pursuant to the Law on Enterprises dated June 17, 2020; the Law amending and supplementing a number of articles of the Law on Enterprises dated June 17, 2025;*

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Minutes No. 09/BB-HĐQT dated March 25, 2026, regarding the meeting of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the Financial Statements for 2025 of Soc Trang Water Supply Joint Stock Company, prepared on March 9, 2026, and audited by A&C Auditing and Consulting Co., Ltd.

*(The Financial Statements was published on March 12, 2026, on the website of the Company at <http://www.soctrangwaco.vn> under the Periodic Reports section)*

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

Sincerely./.

**Recipients:**

- As above;
- Archived: Office, Office of the General Meeting of Shareholders.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Tran Anh Hoa**

*Can Tho, March 26, 2026*

No.:11/TTr-HĐQT

## **PROPOSAL**

### **Regarding the Remuneration for the Board of Directors and Board of Supervisors and Salary plan for the Board of Directors and Board of Supervisors for 2026**

To: 2026 Annual General Meeting of Shareholders

*Pursuant to the Law on Enterprises dated June 17, 2020; the Law amending and supplementing a number of articles of the Law on Enterprises dated June 17, 2025;*

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Minutes No. 09/BB-HĐQT dated March 25, 2026, regarding the meeting of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the finalization of salary and remuneration for the Board of Directors (BOD) and the Board of Supervisors (BOS), and the salary and remuneration plan for the BOD and BOS for 2026, as follows:

#### **1. IMPLEMENTATION IN 2025**

a) The salary fund for the Chairman of the Board of Directors is 560,000,000 VND. The average salary is 46,666,667 VND/month.

b) The remuneration for the Board of Directors is 0.5% of revenue  
 $228.966.985.306 \times 0.5\% = 1.144.687.655$  VND (*One billion, one hundred forty-four million, six hundred eighty-seven thousand, six hundred fifty-five VND*).

c) The remuneration for the Board of Supervisors is 0.25% of revenue  
 $228.966.985.306 \times 0.25\% = 572.343.827$  VND (*Five hundred seventy-two million, three hundred forty-three thousand, eight hundred twenty-seven VND*).

#### **2. PLAN FOR 2026**

Referring to and applying the salary levels from the Government's Decree No. 248/2025/NĐ-CP: Regulating the salary, remuneration, and bonus regime for direct owner representatives, state capital representatives, and Controllers in state-owned enterprises.

a) The salary fund for the Chairman of the Board of Directors is 560.000.000 VND. The average salary is 46.666.667 VND/month, equivalent to 2025.

b) The remuneration for the Board of Directors is 0.6% of revenue

$224.000.000.000 \times 0,6\% = 1.344.000.000$  VND (*One billion, three hundred forty-four million VND*), an increase of 17.4% compared to 2025 and a decrease of 7% compared to 2024).

c) The remuneration for the Board of Supervisors is 0.3% of revenue

$224.000.000.000 \times 0,3\% = 672.000.000$  VND (*Six hundred seventy-two million VND*), an increase of 17.4% compared to 2025 and a decrease of 7% compared to 2024).

Sincerely./.

***Recipients:***

- As above;
- Archived: Office, Office of the General Meeting of Shareholders.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Tran Anh Hoa**

*Can Tho, May 21, 2026*



No. 25/TTr-HĐQT

**PROPOSAL**  
**Regarding the Profit distribution in 2025**

To: 2026 Annual General Meeting of Shareholders

*Pursuant to the Law on Enterprises dated June 17, 2020; the Law amending and supplementing a number of articles of the Law on Enterprises dated June 17, 2025;*

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Minutes No. 09/BB-HĐQT dated March 25, 2026, regarding the meeting of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the profit distribution in 2025 of Soc Trang Water Supply Joint Stock Company, as follows:

No.	CONTENT	UNIT	AMOUNT	RATIO
	<b>Undistributed profit after tax</b>	VND	<b>21.412.556.752</b>	
1	<i>Allocation to development and investment fund</i>	VND	6.423.767.026	30,0%
2	<i>Allocation to bonus and welfare fund (equivalent to 2.5 months of actual salary of employees in 2025)</i>	VND	9.529.578.638	44,5%
3	<i>Allocation to Board of Executives reward fund (equivalent to 1.5 months of actual salary and remuneration of the Board of Executives in 2025)</i>	VND	494.050.459	2,3%
4	<i>Dividend ratio of 3,13% charter capital (equivalent to 313 VND/share)</i>	VND	4.965.160.629	23,2%

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

Sincerely./.

**Recipients:**

- As above;
- Archived: Office, Office of the General Meeting of Shareholders.

**ON BEHALF OF BOARD OF DIRECTORS**  
**CHAIRMAN**

**Tran Anh Hoa**



*Can Tho, March 26, 2026*

No: 13/TTr-HĐQT



**PROPOSAL**  
**regarding the Business and financial plan for 2026**

To: 2026 Annual General Meeting of Shareholders

*Pursuant to the Law on Enterprises dated June 17, 2020; the Law amending and supplementing a number of articles of the Law on Enterprises dated June 17, 2025;*

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Minutes No. 09/BB-HĐQT dated March 25, 2026, regarding the meeting of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

The Board of Directors respectfully submits the Business and financial plan for 2026 to the General Meeting of Shareholders for approval, as follows:

**I. PRODUCTION AND BUSINESS PLAN FOR 2026**

- **Commercial water output: 23.500.000 m<sup>3</sup>;**
- Total revenue: VND 224.000.000.000 (*Two hundred and twenty-four billion VND*);
- Profit after tax: VND 14.000.000.000 (*Fourteen billion VND*).

**II. EXPLANATORY NOTES**

- The basis for developing the Business and financial plan for 2026 is determined by the actual situation of the managed area, water supply sources, customer demand, and the level of permitted investment for development and expansion, while focusing on improving the quality of supplied water. Regarding output and revenue, the company will continue to maintain levels corresponding to 2025, ensuring a balanced profit and the preservation of equity;

- In 2026, output and revenue are expected to decline due to the relocation of provincial administrative agency headquarters to Can Tho City, as well as reduced consumption by business establishments, services, restaurants, and hotels. Furthermore, climate change and severe water scarcity in the region have led to a shortage of raw water available for customer supply.

- Profit after tax is projected to decrease by 34,6% compared to 2025 due to changes in revenue structure and increased input costs, specifically:

+ The company will experience a reduction in financial income as it utilizes term deposits to invest in and supplement capital for business operations.

+ Operating costs for the water supply system will increase due to rising prices for electricity, water treatment chemicals, and maintenance costs for water production technology.

+ Continued investment and upgrades to the water supply and treatment system, such as automation in operational management, water quality monitoring, and depreciation costs...

Given these objective reasons and unforeseen force majeure factors, the Board of Directors respectfully submits the aforementioned business and financial plan to the 2026 Annual General Meeting of Shareholders for consideration and approval.

Sincerely./.

***Recipients:***

*- As above;*

*- Archived: Office, Office of the  
General Meeting of Shareholders.*

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Tran Anh Hoa**



No: 14/TTr-HĐQT

Can Tho, March 26, 2026

## **PROPOSAL**

### **Regarding the investment plan for water supply infrastructure development in 2026**

To: 2026 Annual General Meeting of Shareholders

*Pursuant to the Law on Enterprises dated June 17, 2020; the Law amending and supplementing a number of articles of the Law on Enterprises dated June 17, 2025;*

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Minutes No. 09/BB-HĐQT dated March 25, 2026, regarding the meeting of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the investment plan for water supply infrastructure development in 2026, as follows:

#### **I. INVESTMENT AND DEVELOPMENT PLAN**

1. Total expected investment: VND 95.000.000.000 (Ninety-five billion VND).  
In which:

1.1. Investment in construction, renovation of treatment technology, capacity expansion, and drilling of extraction wells for water supply plants (*including An Nghiep, Phu Tuc, Ke Sach, Hung Loi, etc.*) with an expected investment value of: VND 45.000.000.000 (*Forty-five billion VND*).

1.2. New investment in several main water transmission pipeline segments in the Soc Trang and Phu Loi Ward areas; expansion of water supply pipelines, with an expected investment value of VND 50.000.000.000 (*Fifty billion VND*).

2. Investment capital sources: The Company will balance its own capital, commercial loans, and other sources. Investment projects will be considered for implementation at different times depending on the availability of capital and in accordance with actual situations and arising needs.

3. The Board of Directors and the Board of Executives shall proactively balance capital sources to determine the priority order based on the necessity of the project items and practical needs. The order and procedures for investment shall be carried out in accordance with the provisions of the law.

#### **II. REQUEST FOR POLICY ON WHOLESALE PURCHASE OF CLEAN WATER**

Given the current difficulties in water sources and the urgent need for clean water to serve the public (*in the former Soc Trang city area*), supplementing the surface water supply for the area through wholesale purchases from a partner is necessary, as this area is currently experiencing a shortage of domestic clean water. This also reduces the pressure on the company's investment capital if it were to invest in multiple projects.

At the same time, it implements the policy of using surface water to gradually replace groundwater in the current area.

The Board of Directors of Soc Trang Water Supply Joint Stock Company unanimously submits to the Annual General Meeting of Shareholders for approval the policy and authorizes the Board of Directors to negotiate and sign a wholesale clean water purchase agreement with Cuu Long Capital Infrastructure Investment and Development Joint Stock Company, the entity that will invest in the Chau Khanh Water Plant (*Tan Thanh Commune, Can Tho City*) with a capacity of 29.500 m<sup>3</sup>/day.

- + Wholesale clean water volume: 29.500 m<sup>3</sup>/day and night;
- + Initial wholesale unit price: VND 6.900 đồng/m<sup>3</sup> (*including VAT*).
- + Price increase plan:

a. When Soc Trang Water Supply Joint Stock Company is approved by competent authorities to increase the retail clean water consumption price, but the average price remains below VND 13.000/m<sup>3</sup>, the wholesale unit price of Cuu Long Capital Company shall be adjusted to increase by VND 500/m<sup>3</sup> compared to the initial wholesale unit price.

b. When Soc Trang Water Supply Joint Stock Company is approved by competent authorities to increase the average clean water consumption price above VND 13.000/m<sup>3</sup>, the adjustment to the wholesale unit price of Cuu Long Capital Company shall be equal to 30% of the difference between the newly approved average clean water consumption price and the current average clean water consumption price.

+ Connection system: Cuu Long Capital Company is responsible for installing flow meters and constructing clean water transmission pipelines from the Chau Khanh Plant to Ring Road 1 (Pham Hung Street, Soc Trang Ward, Can Tho City) and the closed-loop transmission pipeline along the entire Ring Road 1 to connect to the distribution system to customers (*Pham Hung Street – Le Duan Street – Phu Loi Street – Vo Van Kiet Street – Tran Quoc Toan Street – Ton Duc Thang Street – Pham Hung Street*).

- The proposed wholesale unit price for clean water mentioned above will be reviewed, appraised, and approved by competent authorities to serve as the basis for signing the purchase and sale contract in accordance with the law.

- Expected time to receive the water source: April 2027.

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

Sincerely./.

**Recipients:**

- As above;
- Archived: Office, Office of the General Meeting of Shareholders.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Tran Anh Hoa**



*Can Tho, March 26, 2026*

## **PROPOSAL**

### **Regarding the amendment and supplementation of the Charter of Soc Trang Water Supply Joint Stock Company**

To: 2026 Annual General Meeting of Shareholders

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and subsequent amendments and guiding documents to the Law on Enterprises;*

*Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*

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

*Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles 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;*

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

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Minutes No. 09/BB-HĐQT dated March 25, 2026, regarding the meeting of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

Considering the organizational and operational situation of Soc Trang Water Supply Joint Stock Company and several amendments and guiding documents to the Law on Enterprises in accordance with current regulations in the securities market.

In order to ensure increasingly rigorous corporate management in compliance with the law and guiding documents for implementation, the Board of Directors of Soc Trang Water Supply Joint Stock Company hereby submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the amendment and

supplementation of the Charter on Organization and Operation of Soc Trang Water Supply Joint Stock Company (*draft Charter and comparison table of amendments and supplementations are attached*).

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

Sincerely./.

***Recipients:***

- As above;
- Archived: Office, Office of the General Meeting of Shareholders.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Tran Anh Hoa**



## INTRODUCTION

This Charter is adopted pursuant to Resolution No. 02/NQ-ĐHĐCĐ dated 28/5/2026 of the General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company.

### 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 joint stock company and in accordance with the provisions of Article 6 of this Charter;

b) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

c) *Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d) *Date of establishment* means the date on which the Company is granted the initial Enterprise Registration Certificate (*Business Registration Certificate and equivalent valid documents*);

đ) *Executive* means the General Director, Deputy General Director, Chief Accountant, and other titles appointed by the Board of Directors;

e) *Manager* means a manager of the Company, including the chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;

g) *Related party* means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;

h) *Internal person* means the Chairman of the Board of Directors, members of the Board of Directors, the legal representative, the General Director, Deputy General Directors, the Chief Financial Officer, the Chief Accountant, and equivalent management titles elected by the General Meeting of Shareholders or appointed by the Board of Directors; the Head of the Board of Supervisors and members of the Board of Supervisors (*Supervisors*), members of the Internal Audit Committee; the secretary of the Company, the person in charge of corporate governance, and the person authorized to disclose information;

i) *Shareholder* means an individual or organization owning at least one share of the joint stock company;

k) *Founding shareholder* means a shareholder who owns at least one ordinary share and has signed the list of founding shareholders of the joint stock company;

l) *Major shareholder* means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

m) *Member of the Board of Supervisors* means a Supervisor;

n) *Operating term* means the duration of the Company's operation as prescribed in Article 2 of this Charter;

o) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

p) *VSDC* means the Vietnam Securities Depository and Clearing Corporation.



q) *Contact address* means the registered head office address for an organization; the permanent residence, workplace, or other address of an individual that such person has registered with the enterprise as a contact address.

r) *Trade secrets and business secrets* mean information regarding detailed business plans for each product and each customer; records and detailed information regarding the list of customers and suppliers; information for which Soc Trang Water Supply Joint Stock Company has made a confidentiality commitment to customers; inventory levels, costs, and profits; production processes; information technology solutions; information regarding research and product development activities; management and business software; and other contents as decided by the Board of Directors;

2. In this Charter, references to one or more provisions or other documents include amendments, supplements, or replacement documents.

3. Headings (*Sections, clauses, articles of this Charter*) are used for convenience in understanding the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branches, representative offices, business locations, and operating term of the Company**

1. Name of the Company:

- Vietnamese name: SOC TRANG WATER SUPPLY JOINT STOCK COMPANY

- English name: SOCTRANG WATER SUPPLY JOINT STOCK COMPANY

- Abbreviated name of the Company: SOCTRANGWACO

2. The Company is a joint stock company with legal personality in accordance with the current laws of Vietnam.

3. Registered head office of the Company:

- Head office address: No. 16 Nguyen Chi Thanh, Soc Trang Ward, Can Tho City, Vietnam.

- Telephone: (0292) 3820.943

- Fax: (0292) 3821.278

- Email: [info.stwaco@gmail.com](mailto:info.stwaco@gmail.com)

- Website: [www.soctrangwaco.vn](http://www.soctrangwaco.vn)

4. The Company may establish branches and representative offices in the business area to carry out the operational objectives of the Company in accordance with the decisions of the Board of Directors and within the scope permitted by law.

5. Unless terminated before the term prescribed in Clause 2, Article 55 of this Charter, the operating term of the Company shall be indefinite from the date of establishment.

### **Article 3. Legal representative of the Company**

1. The Company has two (02) legal representatives, namely the Chairman of the Board of Directors and the General Director. The division of rights and obligations between the two representatives shall be implemented in accordance with the Law on Enterprises, the Charter of the Company, and the Regulations on Decentralization and Internal Regulations on Corporate Governance.



2. The legal representative of the Company is an individual representing the Company to exercise rights and perform obligations arising from the transactions of the Company, and representing the Company as a plaintiff, defendant, or person with related interests and obligations before Arbitration or Courts. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

3. The Company must ensure that there is always at least one (01) legal representative residing in Vietnam. When only one (01) legal representative residing in Vietnam remains, this person must authorize in writing another individual residing in Vietnam to exercise the rights and perform the duties of the legal representative upon exiting Vietnam. In this case, the legal representative shall still be responsible for the exercise of the authorized rights and duties.

4. In case the authorization expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized party shall continue to exercise the rights and perform the duties of the legal representative of the Company within the scope of the authorization until the legal representative of the Company returns to work or until the Board of Directors decides to appoint a replacement.

5. In case of absence from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the duties of the legal representative of the Company, the Board of Directors shall appoint another person to act as the legal representative of the Company.

### **III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

#### **Article 4. Operational objectives of the Company**

1. The main business lines of the Company are:

<b>No.</b>	<b>Business line</b>	<b>Code</b>
1.	Production of non-alcoholic beverages, mineral water	1104
2.	Water collection, treatment and supply ( <i>main business line</i> )	3600
3.	Production and extraction not elsewhere classified <i>Details: Manufacturing of water industry equipment</i>	3290
4.	Electricity production <i>Details: Solar power</i>	3511
5.	Wholesale of other construction materials and installation equipment <i>Details: Sale of water industry materials and equipment</i>	4663
6.	Construction of residential buildings	4101
7.	Construction of non-residential buildings	4102
8.	Construction of railway works	4211
9.	Construction of road works	4212
10.	Construction of hydraulic works	4291
11.	Construction of mining works	4292

No.	Business line	Code
12.	Construction of processing and manufacturing works	4293
13.	Construction of other civil engineering works <i>Details:</i> Construction of industrial, irrigation, and technical infrastructure works	4299
14.	Installation of electrical systems	4321
15.	Installation of water supply and drainage, heating and air conditioning systems	4322
16.	Agency, brokerage, and auction of goods <i>Details:</i> Buying agency, selling agency, and consignment of goods	4610
17.	Other specialized wholesale not elsewhere classified <i>Details:</i> Sale of water industry chemicals, excluding state-prohibited chemicals	4669
18.	Road freight transport	4933
19.	Warehousing and storage of goods	5210
20.	Other support service activities related to transport <i>Details:</i> Freight forwarding and transport agency	5229
21.	Real estate business, land use rights of owners, users or lessees	6810
22.	Real estate consulting, brokerage, and auction <i>Details:</i> - Real estate consulting services - Real estate auction service - Real estate advertising services - Real estate management services	6820
23.	Management consulting activities <i>Details:</i> Consulting on investment project formulation and construction investment project management	7020
24.	Technical testing and analysis <i>Details:</i> Water meter calibration and testing services	7120
25.	Other business support service activities not elsewhere classified <i>Details:</i> - Import and export of items traded by the company - Entrusting and receiving entrustment for import and export of goods	8299

2. The operational objective of the Company is to mobilize and effectively use capital and other resources in production and business activities to bring maximum profit to shareholders, create jobs and income for employees, contribute to the State budget, and develop the company to become increasingly strong.

**Article 5. Scope of business and operations of the Company**

The Company is permitted to conduct business activities in the business lines specified in this Charter that have been registered, notified of changes to the business registration authority, and announced on the National Business Registration Portal.

#### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

##### **Article 6. Charter capital, shares, founding shareholders**

1. The charter capital of the Company is 158.631.330.000 VND (*One hundred fifty-eight billion, six hundred thirty-one million, three hundred thirty thousand VND*).

The total charter capital of the Company is divided into 15.863.133 shares, with a par value of 10.000 VND/share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of adoption of this Charter include ordinary shares and preference shares (*if any*). The rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.

5. The Company was equitized from a State-owned enterprise - Soc Trang Water Supply One Member Limited Liability Company, therefore it has no founding shareholders.

##### **6. Offering of shares**

Offering of shares means the company increases the number of shares authorized to be offered and sells those shares during its operation to increase charter capital.

Offering of shares may be carried out in one of the following forms:

- a) Offering to existing shareholders;
- b) Public offering;
- c) Private share issuance;
- d) Other forms as decided by the General Meeting of Shareholders.

Ordinary shares shall be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not registered for purchase by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on terms no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or provided otherwise by securities laws.

7. The Company may purchase its own issued shares in the manners prescribed in this Charter and current laws.

8. The Company may issue other types of securities in accordance with the provisions of law.

##### **Article 7. Share certificate**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.

2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the charter capital of the issuing organization. A share certificate must contain all the information prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. A shareholder shall be issued a share certificate within seven (07) days from the date VSDC notifies that it has received a complete application for transfer of share ownership in accordance with the law, or within two (02) months from the date of full payment for the shares as prescribed in the Company's share issuance plan (*or another period as specified in the Issuance Terms*). The shareholder shall not be charged for the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be issued a replacement share certificate by the Company upon the request of shareholder. The request of shareholder must include the following information:

a) Information regarding the share certificate that has been lost, damaged, or destroyed in any other form;

b) A commitment to be responsible for any disputes arising from the issuance of the new share certificate.

5. In case the Company cancels its securities registration at VSDC, the Company shall reissue share certificates to shareholders within thirty (30) days from the effective date of the cancellation of securities registration as notified by VSDC.

#### **Article 8. Other securities certificates**

Bond certificates or other securities certificates of the Company shall be issued with the signature of the Legal Representative and the seal of the Company.

#### **Article 9. Share transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and the law; shares registered for trading on the Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the stock market.

2. Shares that have not been fully paid for may not be transferred and shall not enjoy 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 newly offered shares, and other benefits as prescribed by law.

#### **Article 10. Share redemption**

1. In case a shareholder does not pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to require such shareholder to pay the remaining amount and be responsible for the financial obligations of the Company arising from the failure to make full payment, corresponding to the total par value of the shares registered for purchase.

2. The aforementioned payment notice must clearly state the new payment deadline (*at least seven (07) days from the date of sending the notice*), the place of payment, and must clearly state that if payment is not made as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time in case the requirements in the aforementioned notice are not met.

4. Forfeited shares are considered shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.

5. A shareholder holding forfeited shares must relinquish their status as a shareholder with respect to those shares, but shall remain responsible for the financial obligations of the Company arising at the time of forfeiture, corresponding to the total par value of the shares registered for purchase, 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 enforcement of payment for the entire value of the shares at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture remains effective even in the event of errors or negligence in sending the notice.

## **V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

### **Article 11. Organizational structure, governance and control**

The organizational, governance, and control structure of the Company includes:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;
4. The General Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of shareholders**

1. Ordinary shareholders have the following rights:
  - a) To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or in other forms as prescribed by the Charter of the Company and the law. Each share has one vote;
  - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) To have priority in purchasing new shares in proportion to each shareholder's ownership of ordinary shares in the Company;
  - d) To freely transfer their shares to others, except in cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
  - đ) To examine, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request the correction of inaccurate information. The provision of information shall follow the process detailed in the Internal Regulations on Corporate Governance;
  - e) To examine, look up, extract, or copy the Charter of the Company, minutes of meetings of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders. The provision of information shall follow the process detailed in the Internal Regulations on Corporate Governance;

g) Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their share ownership ratio in the Company;

h) To request the Company to repurchase shares in cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same type grants the owning shareholder equal rights, obligations, and benefits. In case the Company has different types of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

l) To have their legal rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the following rights:

a) To examine, look up, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, and contracts and transactions that must be approved by the Board of Directors, excluding documents related to the trade secrets and business secrets of the Company. The provision of information shall follow the process detailed in the Internal Regulations on Corporate Governance;

b) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

c) To request the Board of Supervisors to inspect specific contents related to the management and administration of the operations of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number, and head office address for institutional shareholders; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the entire group of shareholders, and the ownership ratio in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

d) To propose contents to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least five (05) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed to be included in the agenda of the General Meeting;

đ) Other rights as prescribed by law and this Charter.

3. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and

the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be carried out as follows:

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

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more candidates for the Board of Directors and the Board of Supervisors in accordance with Article 25 and Article 37 of this Charter. 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 as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders in accordance with Article 25 and Article 37 of this Charter.

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To pay for the subscribed shares in full and on time.
2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except where shares are repurchased by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and the related parties in the Company shall be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and any damages incurred.
3. To comply with the Charter of the Company and the Internal Regulations of the Company approved by the General Meeting of Shareholders.
4. To comply with the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Charter of the Company and the law; to use the provided information only for the purpose of exercising and protecting their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
  - a) Attending and voting/electing directly at the General Meeting;
  - b) Authorizing other individuals or organizations to attend and vote/elect at the General Meeting;
  - c) Attending and voting/electing via online conference, electronic voting, or other electronic forms;
  - d) Sending voting/election ballots to the General Meeting via mail, fax, or email.
7. Major shareholders must not take advantage of their position to influence the rights and interests of the Company or other shareholders in accordance with the law

and the Charter of the Company; they have the obligation to disclose information as required by law;

8. To be personally liable when acting on behalf of the Company in any form to perform any of the following acts:

- a) Violating the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Paying undue debts before financial risks to the Company.
9. To fulfill other obligations as prescribed by current law.

#### **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 Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders shall be determined as the place where the chairperson attends the General Meeting and must be within the territory of Vietnam, ensuring that the majority of shareholders can attend conveniently and economically (*the office of the headquarters, or a branch, business location of the Company, or another rented location in the area where the Company is based*).

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Charter of the Company. In case the audit report of the annual financial statements of the Company contains material exceptions, adverse opinions, or disclaimers, the Company must invite the representative of the approved auditing organization that audited the financial statements of the Company to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved auditing organization has the responsibility to attend the annual General Meeting of Shareholders of the Company.

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 Company;
- b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) Upon the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the General Meeting, and must bear sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and aggregated with sufficient signatures of the relevant shareholders;
- d) Upon the request of the Board of Supervisors;
- đ) Other cases as prescribed by law and this Charter.



#### 4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must determine the opening date of the General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors or the Board of Supervisors is as specified in Point b, Clause 3 of this Article or from the date of receiving the request as specified in Point c and Point d, Clause 3 of this Article. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and the members of the Board of Directors shall be responsible before the law and must compensate for any damages incurred by the Company.

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next thirty (30) days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors shall be responsible before the law and must compensate for any damages incurred by the Company.

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article has the right to request the representative of the Company to convene the General Meeting of Shareholders in accordance with 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 General 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 Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) The procedure for organizing the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) To approve the development orientation of the Company;
- b) To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of share;
- c) To elect, dismiss, or remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;
- đ) To decide on amendments and supplements to the Charter of the Company;

e) To approve the annual financial statements and the reports of the Board of Directors and the Board of Supervisors;

g) To decide on the repurchase of more than 10% of the total sold shares of each type;

h) To review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;

i) To decide on the reorganization or dissolution of the Company and appoint a liquidator;

k) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

l) To approve, supplement, and adjust the Internal Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors; and the Regulations on Operation of the Board of Supervisors;

m) To approve the list of approved auditing firms; to decide on the approved auditing firm to perform the audit of the operations of the Company; to dismiss the approved auditor when deemed necessary;

n) The number of members of the Board of Directors and the Board of Supervisors;

o) To split, separate, consolidate, merge, or convert the Company;

p) For the Company to sign contracts or transactions with subjects specified 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 Company recorded in the most recent financial statements;

q) To approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

r) Other rights and obligations as prescribed by law.

2. The annual General Meeting of Shareholders shall discuss and approve the following matters:

a) The annual business plan of the Company;

b) The audited annual financial statements;

c) The report of the Board of Directors on the governance and performance results of the Board of Directors and each member of the Board of Directors;

d) The report of the Board of Supervisors on the Company's business results and the performance results of the Board of Directors and the General Director;

d) Self-assessment report on the performance of the Board of Supervisors and Supervisors;

e) Dividend rate for each share of each class;

g) Other matters within the authority;

3. All resolutions and matters included in the agenda of the General Meeting must be discussed and voted upon at the General Meeting of Shareholders.

#### **Article 16. Authorization to attend the General Meeting of Shareholders**

1. A shareholder or an authorized representative of a corporate shareholder may attend the General Meeting in person or authorize one or more other individuals or

organizations to attend the General Meeting or attend via one of the forms specified in Clause 3, Article 144 of the Law on Enterprises, in accordance with the following specific regulations:

a) For individual shareholders, they may only authorize a maximum of one (01) authorized representative to attend the General Meeting. The shareholder who has made this authorization shall not be entitled to attend the General Meeting, even in the case of partial authorization to the authorized representative.

b) For corporate shareholders, authorization shall be carried out as follows:

- Shareholders holding less than 10% of the total ordinary shares have the right to authorize a maximum of one (01) person to attend the General Meeting;
- Shareholders holding from 10% to less than 30% of the total ordinary shares have the right to authorize a maximum of two (02) persons to attend the General Meeting;
- Shareholders holding from 30% to less than 45% of the total ordinary shares have the right to authorize a maximum of three (03) persons to attend the General Meeting;
- Shareholders holding from 45% or more of the total ordinary shares have the right to authorize a maximum of four (04) persons to attend the General Meeting.

In case there is more than one (01) authorized representative, the number of shares and votes authorized for each representative must be specifically determined. In case the number of shares and corresponding votes for each authorized representative is not specifically determined, the number of shares and votes shall be divided equally among the number of authorized representatives; any fractional shares (*if any*) shall be prioritized in the order of a, b, c for the names of the authorized representatives.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must contain the following principal contents:

a) Name and shareholder code; legal identification documents of the individual for individual shareholders; name, enterprise code or legal identification documents of the organization, and address of the head office for corporate shareholders;

b) Number of authorized shares and the proportion of authorized shares corresponding to each authorized representative;

c) Full name, permanent residence address, nationality, and legal identification documents of the authorized representative who is an individual; name, enterprise code or legal identification documents of the organization, and address of the head office for an authorized representative that is an organization;

d) Content and scope of authorization;

d) Term of authorization corresponding to each authorized representative;

e) Signature, full name (*handwritten*), and seal (*if an organization*) of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit the power of attorney when registering to attend the General Meeting.

*An authorized party* may re-authorize another person if there is written consent from the original authorizing shareholder. This document shall be presented by the re-authorized party when attending the General Meeting, along with the original power of attorney from the shareholder. The re-authorized party may not authorize another person.

3. The voting ballot/election ballot of an authorized party attending the General Meeting within the scope of authorization remains valid in the event of any of the following cases:

- a) The authorizing party has died, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizing party has revoked the authorization designation;
- c) The authorizing party has revoked the authority of the person performing the authorization.

This provision does not apply in cases where the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the General Meeting is reconvened.

4. An authorized representative must meet the following standards and conditions:

- a) Having full civil act capacity;
- b) Not being subject to a ban on establishing and managing enterprises;
- c) A shareholder that is a company with shares held by the State exceeding 50% of its charter capital may not appoint the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling of the managers of the Company (*Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant*) as its authorized representative at the company.

#### **Article 17. Change of rights**

1. The change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting. A resolution of the General Meeting of Shareholders regarding the content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by shareholders of the same class of preference shares attending the General Meeting who own 75% or more of the total preference shares of that class, or approved by shareholders of the same class of preference shares owning 75% or more of the total preference shares of that class in the case of approving a resolution in the form of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the change of rights mentioned above is only valid when there are at least two (02) shareholders (*or their authorized representatives*) holding at least 1/3 of the par value of the issued shares of that class. In case there is an insufficient number of delegates as mentioned above, the General Meeting shall be reconvened within the next thirty (30) days, and those holding shares of that class (*regardless of*

*the number of persons and number of shares*) present in person or through an authorized representative shall be considered a sufficient number of delegates as required. At the General Meetings of shareholders holding the aforementioned preference shares, those holding shares of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided by the terms of share issuance, special rights attached to classes of preference shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company contents additional shares of the same class.

### **Article 18. Convening procedure, agenda, and invitation letter to the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified 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 attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the invitation letter to the General Meeting of Shareholders. The Company must disclose information about the preparation 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 General Meeting;

c) Prepare documents for the General Meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the General Meeting;

d) Determine the time and venue for the General Meeting;

e) Notify and send the invitation to the General Meeting of Shareholders to all shareholders entitled to attend the General Meeting;

g) Other tasks serving the General Meeting.

3. The invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the contact address of shareholders, and simultaneously published on the website of the Company and the State Securities Commission, and the Stock Exchange where the shares of the Company are registered for trading. The person convening the General Meeting of Shareholders must send the invitation to all shareholders on the List of shareholders entitled to attend the General Meeting at least twenty-one (21) days before the opening date of the General Meeting (*calculated from the date the notice is validly sent or dispatched*). The invitation must contain the name, head office address, enterprise code; name, contact address of the shareholder, time, venue of the General

Meeting, and other requirements for attendees. The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the General Meeting shall be sent to shareholders and/or posted on the website of the Company. In case documents are not sent with the invitation to the General Meeting of Shareholders, the invitation must clearly state the link to all documents of the General Meeting so that shareholders can access them, including:

- a) Agenda and documents used in the General Meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors and members of the Board of Supervisors;
- c) Voting/election ballot;
- d) Draft resolution for each matter in the agenda of the General Meeting.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose contents to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than five (05) working days before the opening date of the General Meeting. The proposal must clearly state the name of the shareholder, contact address, nationality, number of the Citizen Identity Card, Identity Card, Passport, or other lawful personal identification documents for individual shareholders; name, enterprise code or decision on establishment number, and head office address for institutional shareholders; the quantity and type of shares held by such shareholder, and the issue proposed to be included in the agenda of the General Meeting.

5. In case the convener of the General Meeting of Shareholders rejects the proposal prescribed in Clause 2 of this Article, they must respond in writing and clearly state the reasons no later than two (02) working days before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders has the right to reject the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article in the proposed agenda and content of the General Meeting, except for the cases prescribed in Clause 5 of this Article; the proposal is officially added to the agenda and content of the General 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 shall be conducted when the number of shareholders attending the General Meeting represents at least 51% of the total voting shares.

2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice of the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the General Meeting represents at least 33% of the total voting shares.

3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within thirty (30) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders attending the General Meeting.

## **Article 20. Procedures for conducting and voting at the General Meeting of Shareholders**

1. Before opening the General Meeting, the Company must conduct shareholder registration procedures and must perform registration until all shareholders entitled to attend the General Meeting are registered in the following order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/election ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda content. Voting shall be conducted by voting approve, against, or abstaining. The ballot counting results shall be announced by the Chairperson/Ballot Counting Committee immediately before the closing of the General Meeting. The General Meeting shall elect the persons responsible for counting or supervising the counting of votes at the request of the Chairperson. The number of members of the Ballot Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the General Meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized partys arriving after the General Meeting has opened have the right to register immediately and then have the right to participate and vote/elect at the General Meeting immediately after registration. The Chairperson is not responsible for stopping the General Meeting to allow late-arriving shareholders to register, and the validity of the contents already voted/elected previously shall not change.

2. The election of the chairperson, secretary, Delegate Eligibility Verification Committee, and Ballot Counting Committee is prescribed as follows:

a) 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 case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the General Meeting by majority principle. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to

elect a Chairperson of the General Meeting from among the attendees, and the person with the highest number of votes shall act as the Chairperson of the General Meeting;

b) Except for the case prescribed in Point a of this Clause, the person signing the convocation of the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a Chairperson of the General Meeting, and the person with the highest number of votes shall act as the Chairperson of the General Meeting;

c) The Chairperson shall appoint one or more persons to act as meeting secretary; the convener of the General Meeting of Shareholders shall appoint one or more persons to act as the Delegate Eligibility Verification Committee to serve the General Meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the Ballot Counting Committee at the request of the Chairperson of the General Meeting.

3. The agenda and content of the General Meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time for each issue in the agenda of the General Meeting content.

4. The Chairperson of the General Meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

a) Arranging seating at the venue of the General Meeting of Shareholders;

b) Ensuring safety for everyone present at the General Meeting venues;

c) Creating conditions for shareholders to attend (*or continue to attend*) the General Meeting. The convener of the General Meeting of Shareholders has full authority to change the above-mentioned measures and apply all necessary measures. The applied measures may include issuing entry passes or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda content. Voting shall be conducted by voting approve, against, or abstaining. The ballot counting results shall be announced by the Chairperson/Ballot Counting Committee immediately before the closing of the General Meeting.

6. Shareholders or authorized partys attending the General Meeting arriving after the General Meeting has opened may still register and have the right to participate in voting immediately after registration; in this case, the validity of the contents already voted upon previously shall not change.

7. The convener of the General Meeting or the chairperson of the General Meeting of Shareholders has the following rights:

a) Requiring all attendees to undergo inspection or other lawful and reasonable security measures;

b) Requesting competent authorities to maintain order at the General Meeting; expelling from the General Meeting of Shareholders those who do not comply with the chairperson's right to preside, intentionally cause disorder, hinder the normal



progress of the General Meeting, or do not comply with security inspection requirements.

8. The Chairperson has the right to postpone the General Meeting of Shareholders that has sufficient registered attendees for a maximum of no more than three (03) working days from the intended opening date of the General Meeting and may only postpone the General Meeting or change the General Meeting venue in the following cases:

a) The General Meeting venue does not have enough convenient seating for all attendees;

b) Communication facilities at the General Meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c) There are attendees who hinder or cause disorder, risking the General Meeting not being conducted fairly and lawfully.

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 from among the attendees to replace the chairperson to preside over the General Meeting until its conclusion; all resolutions approved at that meeting shall be effective for implementation.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company 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. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Article 21. Conditions for approving Resolution of the General Meeting of Shareholders**

1. A resolution on the following contents shall be approved if approved by shareholders representing at least 65% of the total voting shares of all shareholders **attending and voting at the General Meeting** approve, except for cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Changing business lines and fields;
- c) Changing the management organizational structure of the Company;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, except where the Charter of the Company provides for a different ratio or value;
- đ) Reorganization or dissolution of the Company;

2. Resolutions shall be approved when approved by shareholders owning at least 51% of the total voting shares of all shareholders **attending and voting at the General Meeting** approve, except for cases prescribed in Clauses 1, 3, 4, and 6 of this Article.

3. Voting for members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the

Board of Supervisors, and the shareholder has the right to aggregate all or part of their total votes for one (01) or more candidates. The elected members of the Board of Directors or Supervisors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Charter of the Company is reached. In case two (02) or more candidates receive the same number of votes for the final position on the Board of Directors or the Board of Supervisors, a re-vote shall be conducted among such candidates with equal votes or selection shall be made based on criteria specified in the election regulations.

Note that in the case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be conducted by the cumulative voting method as above or by the voting method (*approve, disapprove, no opinion*). The approval ratio for the voting method shall be implemented in accordance with Clause 2, Article 21 of the Charter of the Company.

4. In case of approving a resolution in the form of written opinion collection, the resolution of the General Meeting of Shareholders shall be approved if it is approved by shareholders owning 51% of the total voting shares of all shareholders with voting rights.

5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of approval; in case the company has a website, the sending of the resolution may be replaced by posting it on the website of the Company.

6. A resolution of the General Meeting of Shareholders regarding contents that adversely change the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by shareholders of the same class of preferred shares attending the General Meeting who own 75% or more of the total preferred shares of that class, or approved by shareholders of the same class of preferred shares who own 75% or more of the total preferred shares of that class in case of approving the resolution in the form of written opinion collection.

7. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the order and procedures for convening the General Meeting and approving such resolution violate the provisions of the Law on Enterprises and the Charter of the Company.

## **Article 22. Authority and procedures for collecting opinion of shareholders via writting to approve a Resolution of the General Meeting of Shareholders**

1. The Board of Directors has the authority to collect opinion of shareholders via writting to approve a resolution of the General Meeting of Shareholders on the following contents:

- a) Amending and supplementing the contents of this Charter;
- b) Approving/amending and supplementing the Internal Regulations on Corporate Governance; Regulations on Operation of the Board of Directors; Regulations on Operation of the Board of Supervisors;

- c) Development orientation of the Company;
- d) Types of shares and total number of shares of each type;
- đ) Election, dismissal, and removal members of the Board of Directors and the Board of Supervisors;
- e) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
- g) Annual financial statements;
- h) Reorganization or dissolving the company;
- i) Change of business lines and fields;
- k) Change of management organizational structure of the Company;
- l) Other contents as deemed necessary by the Board of Directors for the benefit of the Company.

2. The Board of Directors must prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution, and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the opinion collection form. The requirements and methods for sending the opinion collection form and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following main contents:

- a) Name, address of the head office, enterprise identification number;
- b) Purpose of opinion collection;
- c) Full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, enterprise identification number or legal document number of the organization, and head office address for shareholders who are organizations, or full name, contact address, nationality, and legal document number of the individual for the representative of a shareholder that is an organization; number of shares of each type and number of voting/election rights of the shareholder;
- d) Issue requiring opinion collection for decision approval;
- đ) Voting options including approve, disapprove, and no opinion for each issue collected;
- e) Election options (*if any*);
- g) Deadline for returning the completed opinion collection form to the Company;
- h) Full name and signature of the Chairman of the Board of Directors or the person authorized to collect opinion of shareholders.

4. Shareholders may send the completed opinion collection form to the Company by post, fax, or email according to the information registered with the Vietnam Securities Depository and Clearing Corporation in accordance with the following regulations:

- a) In case of sending by post, the completed opinion collection form must bear the signature of the shareholder who is an individual, or of the authorized representative or legal representative of the shareholder that is an organization. The

opinion collection form sent to the Company must be enclosed in a sealed envelope and no one has the right to open it before the ballot counting;

b) In case of sending by fax or email, the opinion collection form sent to the Company must be kept confidential until the time of ballot counting;

c) Opinion collection forms sent to the Company after the deadline specified in the opinion collection form, or those that have been opened in the case of post or disclosed in the case of fax or email, are invalid. Opinion collection forms not sent back are considered as not participating in the vote.

5. The Board of Directors shall organize the ballot counting and prepare a ballot counting report under the witness of the Board of Supervisors or a shareholder not holding a management position in the Company. The ballot counting report must contain the following main contents:

a) Name, address of the head office, enterprise identification number;

b) Purpose and contents requiring opinion collection for resolution approval;

c) Number of shareholders with the total number of voting/election rights who participated in the vote/election, distinguishing between valid and invalid votes/elections and the method of sending the vote/election, accompanied by an appendix of the list of shareholders participating in the vote/election;

d) Total number of votes for approve, disapprove, and no opinion for each issue, and total number of votes for each candidate (*if any*);

đ) Issue approved and the corresponding approval voting ratio;

e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the ballot counting supervisor.

Members of the Board of Directors, the vote counter, and the ballot counting supervisor shall be jointly liable for the honesty and accuracy of the ballot counting report; and jointly liable for damages arising from decisions approved due to dishonest or inaccurate ballot counting.

6. The ballot counting report and the resolution must be sent to shareholders within fifteen (15) days from the date of completion of ballot counting. The sending of the ballot counting report and the resolution may be replaced by posting them on the website of the Company within 24 hours from the time of completion of ballot counting.

7. The completed opinion collection forms, the ballot counting report, the approved resolution, and related documents sent with the opinion collection form must all be kept at the Company's head office.

8. A resolution approved in the form of written shareholder opinion collection has the same validity as a resolution approved at a General Meeting of Shareholders.

### **Article 23. Resolution, Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:

a) Name, address of the head office, enterprise identification number;

b) Time and location of the General Meeting of Shareholders;

c) Agenda of the General Meeting and content;

- d) Full name of the chairperson and secretary;
- d) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue on the agenda;
- e) Number of shareholders and total voting rights of shareholders attending the General Meeting, appendix of the list of registered shareholders and shareholder representatives attending the General Meeting with the corresponding number of shares and votes;
- g) Total number of voting rights for each issue, clearly stating the voting method, total number of valid and invalid votes, approve, disapprove, and no opinion; corresponding ratio of the total voting rights of shareholders attending the General Meeting;
- h) Summary of votes for each candidate (*if any*);
- i) Contents approved and the corresponding approval voting ratio;
- k) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the Minutes of the General Meeting, such minutes shall be effective if signed by all other members of the Board of Directors attending the General Meeting and contain full contents as prescribed in this Clause. The Minutes of the General Meeting shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the General Meeting. The chairperson and secretary of the General Meeting or other persons signing the minutes shall be jointly liable for the honesty and accuracy of the contents of the minutes.

3. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, the attached list of shareholders registered to attend the General Meeting, powers of attorney for meeting attendance, all documents attached to the Minutes (*if any*), and relevant documents accompanying the General Meeting invitation must be kept at the Company's headquarters.

Resolutions, Minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

#### **Article 24. Request for cancellation of a Resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receiving the resolution, the minutes of the General Meeting of Shareholders, or the minutes of the ballot counting results for the General Meeting of Shareholders, a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening and making decisions at the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises

and the Charter of the Company, except for the case specified in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

In case a shareholder or group of shareholders requests a Court or Arbitration to cancel a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain in effect until the decision of the Court or Arbitration to cancel the resolution takes effect, except where temporary emergency measures are applied pursuant to the decision of a competent authority.

## **VII. BOARD OF DIRECTORS**

### **Article 25. Candidacy and nomination of members of the Board of Directors**

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the website of the Company so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (*including positions on the Board of Directors of other companies*);
- dd) Interests related to the Company and related parties of the Company;
- e) Other information as required by law (*if any*).

The Company is responsible for disclosing information about companies where the candidate currently holds the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (*if any*).

2. A shareholder or group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Charter of the Company. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors.

The principles for nomination and candidacy for the Board of Directors are as follows:

- a) A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate;
- b) A shareholder or group of shareholders holding from 20% to less than 35% of the total voting shares is entitled to nominate a maximum of two (02) candidates;
- c) A shareholder or group of shareholders holding 35% or more of the total voting shares is entitled to nominate a maximum of three (03) candidates.

The nomination and candidacy of members of the Board of Directors shall be carried out in accordance with the following regulations:

- The written nomination of a candidate must clearly state the name of the shareholder or group of shareholders, the number of each type of share held by the shareholder or group of shareholders at the time of nominating the candidate for the Board of Directors, and information related to the candidate (*candidate profile*) in accordance with Article 25 of the Charter of the Company.

- Nomination of candidates for the General Meeting of Shareholders format:

- + In case a shareholder or group of shareholders sends a written request for the nomination of a candidate for the Board of Directors at least fifteen (15) days before the opening of the General Meeting of Shareholders, the Board of Directors is responsible for considering and approving it within five (05) days from the date of receiving the nomination and candidacy request, and disclosing information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders. If there is a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within five (05) days from the date of the Board's decision and must clearly state the reasons for the rejection.

- + In case a shareholder or group of shareholders nominates a candidate without ensuring the minimum 15-day period before the opening date of the General Meeting of Shareholders, the Board of Directors shall send a notice regarding the time for reviewing the candidate's profile to the shareholder or group of shareholders within three (03) days from the date of receiving the nomination and candidacy. During the aforementioned review period, the Board of Directors will disclose the candidate's information as soon as the Board of Directors approves the candidate's profile. In case the Board of Directors does not have enough time to review as notified, the Board of Directors will present this nomination and candidacy information at the General Meeting of Shareholders.

- Nomination of candidates for the format of collecting shareholders' opinions in writing:

- + The Board of Directors is responsible for disclosing the Regulations on nomination of candidates for the Board of Directors (*forms and information related to nomination and candidacy*) as soon as the Board of Directors decides to collect opinion of shareholders in writing regarding the election.

- + In case a shareholder or group of shareholders sends a written request for the nomination of a candidate for the Board of Directors at least five (05) days before the company sends the ballot and accompanying documents to all shareholders with voting rights, the Board of Directors is responsible for considering and approving it within five (05) days from the date of receiving the nomination and candidacy request. If there is a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within five (05) days from the date of the Board's decision and must clearly state the reasons for the rejection.

- + In case a shareholder or group of shareholders nominates a candidate without ensuring the minimum five (05) days before the company sends the ballot and

accompanying documents to all shareholders with voting rights, the Board of Directors will not accept the nomination request and will report it at the nearest General Meeting of Shareholders (*if any*).

3. In case the number of candidates for the Board of Directors through nomination and candidacy in accordance with Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The additional nomination of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. In case the number of candidates nominated additionally by the incumbent Board of Directors pursuant to Clause 3 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficient number of candidates for the Board of Directors no later than five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization of additional nominations by the incumbent Board of Directors for other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. Members of the Board of Directors must meet the standards and conditions specified in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Charter of the Company.

#### **Article 26. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors is five (05) persons. The term of a member of the Board of Directors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

2. The number of non-executive members of the Board of Directors of a public company must ensure the following requirements:

- a) There is at least one (01) non-executive member in case the company has from three (03) to five (05) members of the Board of Directors;
- b) There are at least two (02) non-executive members in case the company has from six (06) to eight (08) members of the Board of Directors;
- c) There are at least three (03) non-executive members in case the company has from nine (09) to eleven (11) members of the Board of Directors.

3. Members of the Board of Directors must meet the following standards and conditions:

- a) Having full civil act capacity, and not being among the subjects prohibited from establishing and managing enterprises as specified in Clause 2, Article 17 of the Law on Enterprises;



b) Having professional qualifications and experience in business administration or in the field, industry, or business line of the company;

c) A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or the Board of Members of at most five (05) other companies.

4. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failing to meet the standards and conditions as prescribed in Clause 3 of this Article;

b) Submitting a resignation letter which is then approved;

c) Other cases as prescribed by law and this Charter.

5. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

a) Failing to complete assigned tasks and duties;

b) Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;

c) Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Charter of the Company;

d) Other cases as per the resolution of the General Meeting of Shareholders.

6. A member of the Board of Directors shall lose their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

A member of the Board of Directors shall continue to fully exercise their rights and perform their obligations until the dismissal of the member of the Board of Directors is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of a member of the Board of Directors immediately upon the receipt of the Company of notification regarding the following cases:

- The member of the Board of Directors has limited civil act capacity, has lost civil act capacity, or has difficulty in cognition and behavior control;

- The member of the Board of Directors is being prosecuted for criminal liability, is being detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs;

- The Board of Directors has a decision approving the receipt of the resignation letter of the member of the Board of Directors in accordance with the following regulations:

+ To notify the resignation, the resigning member of the Board of Directors must submit a Resignation Letter to the Board of Directors, including the following main contents:

○ Position being resigned from;

○ Reason for resignation;

○ Effective date (*clearly stating the date of commencement*);

- Signature and full name (*handwritten*) of the member of the Board of Directors.

+ The procedure for processing the resignation letter of the member of the Board of Directors prescribed in point a of this clause is as follows:

- The Company shall disclose extraordinary information within 24 hours from the time of receiving the resignation letter.

- The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting notice to the members of the Board of Directors within seven (07) working days from the date the Company receives the resignation letter and at the latest three (03) working days before the meeting date.

- The meeting of the Board of Directors must be held no later than ten (10) working days from the date the Company receives the resignation letter.

- ✓ In case the Board of Directors approves the receipt of the resignation letter, the resigning member of the Board of Directors shall continue to exercise their rights and perform their obligations until the decision to dismiss the member of the Board of Directors is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of a member of the Board of Directors.

- ✓ In case the Board of Directors does not approve the receipt of the resignation letter, the resigning member of the Board of Directors shall continue to exercise their rights and perform their obligations until the decision to dismiss the member of the Board of Directors is approved by the General Meeting of Shareholders. The Board of Directors must notify the resigning member of the Board of Directors in writing, clearly stating the reasons for refusing to accept the resignation letter, no later than two (02) working days after the date of the decision.

- The Resolution of the Board of Directors regarding the acceptance of the resignation letter must be disclosed as extraordinary information within twenty-four (24) hours from the date of the decision.

+ The member of the Board of Directors may not withdraw their resignation letter, except in cases where the Board of Directors has decided not to accept the resignation letter.

7. The appointment of a member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

8. A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

### **Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Charter of the Company, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) Deciding on the strategy, medium-term development plans, and annual business plans of the Company;
- b) Proposing the types of shares and the total number of shares authorized to be offered for each type;
- c) Deciding on the sale of unsold shares within the authorized number of shares for each type; deciding on raising additional capital in other forms;
- d) Deciding on the selling price of the Company's shares and bonds;
- đ) Deciding on share buybacks in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) Deciding on investment plans and investment projects with a value of less than 35% of the total asset value recorded in the Company's most recent audited Financial Statements;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Approving 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 statements of the Company, except for contracts and transactions falling under the decision-making 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) Electing, dismissing, and removing the Chairman of the Board of Directors and Vice Chairmen (*if any*); appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as prescribed by the Charter of the Company at the proposal of the Chairman of the Board of Directors; deciding on the salary, remuneration, bonuses, and other benefits of such managers at the proposal of the Chairman of the Board of Directors; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of such persons; appointing and dismissing commercial representatives and the Company's lawyers, and deciding on their salary, remuneration, bonuses, and other benefits;
- k) Supervising and directing the General Director and other managers in the daily business operations of the Company;
- l) Deciding on the organizational structure and internal management regulations of the Company, and deciding on the establishment of subsidiaries, branches, and representative offices, as well as capital contribution and purchase of shares of other enterprises;
- m) Approving the program and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or obtaining opinions for the General Meeting of Shareholders to approve resolutions;
- n) Submitting the annual audited Financial Statements to the General Meeting of Shareholders;
- o) Proposing the dividend payout ratio; deciding on the time limit and procedures for dividend payment or handling losses incurred during business operations;

p) Proposing the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;

q) Deciding on the issuance of the Regulations on Operation of the Board of Directors and Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; and the Company's Information Disclosure Regulations;

r) Organizing training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other managers of the Company;

s) Executing dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders;

t) Requesting the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. The requested managers must provide information and documents promptly, fully, and accurately as requested by members of the Board of Directors. The sequence and procedures for requesting and providing information are specifically prescribed in the Internal Regulations on Corporate Governance;

u) Other rights and obligations as prescribed by the Law on Enterprises, the Securities Law, other provisions of law, and the Charter of the Company.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Securities Law.

#### **Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for liabilities of members of the Board of Directors related to violations of the law and the Charter of the Company.

#### **Article 29. Chairman of the Board of Directors**

1. The Chairman and Vice Chairmans of the Board of Directors (*if any*) shall be elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) To develop the program and operational plan of the Board of Directors;
- b) To prepare the program, content, and documents for meetings; to convene, preside over, and Chairman meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- đ) To chair meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or the dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member of the Board of Directors in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized party or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, flees from their place of residence, is restricted or loses their civil act capacity, has difficulty in perception or controlling their behavior, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

#### **Article 30. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of

completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the same highest number of votes or highest percentage of votes, the members shall elect one (01) person among them to convene the meeting of the Board of Directors based on the majority principle.

In case the member with the highest number of votes or the highest percentage of votes does not convene the first meeting within the aforementioned time limit, the remaining members shall appoint one (01) member based on the majority principle to convene the first meeting of the Board of Directors to elect the Chairman of the Board of Directors.

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 shall convene a meeting of the Board of Directors in the following cases:

- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least five (05) other managers;
- c) At the request of at least two (02) members of the Board of Directors;
- d) At the request of the independent auditor currently auditing the financial statements of the Company;
- đ) Other cases when deemed necessary.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, contents to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must send a meeting invitation notice to the members of the Board of Directors within seven (07) working days from the date the Company receives the request specified in Clause 3 of this Article and at least three (03) working days before the meeting date. The meeting of the Board of Directors must be held no later than ten (10) working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors, with the convening procedure being similar to that of the Chairman of the Board of Directors convening upon request.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation notice at least three (03) working days before the meeting date. The invitation letter to the meeting must specify the time and location of the meeting, the form of the meeting, the program, and the contents to be discussed and decided. The invitation letter to the meeting must be accompanied by documents used at the meeting and the voting ballots of the members.

The invitation letter to the meeting for the Board of Directors may be sent via paper, telephone, fax, electronic means, or other methods as prescribed by the Charter,

ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the meeting invitation notice and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. In case the meeting convened in accordance with this Article does not have enough members to attend as prescribed, the Chairman of the Board of Directors must send a second meeting invitation notice to the members of the Board of Directors within seven (07) days from the intended date of the first meeting and at least three (03) working days before the meeting date. The meeting of the Board of Directors must be held no later than ten (10) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than 1/2 of the total number of members of the Board of Directors attend.

9. The Board of Directors adopts resolutions and decisions by voting at the meeting, collecting opinions in writing, or by other forms as prescribed by the Charter of the Company. Each member of the Board of Directors has one vote. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- đ) Sending a voting ballot by other means as prescribed by law (*if any*).

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are adopted if approved by the majority of the members attending the meeting (*more than 50%*); in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. Note: A member of the Board of Directors may not vote on transactions that bring benefits to that member or their related parties in accordance with the Law on Enterprises and Article 43 of the Charter of the Company.

### **Article 31. Sub-committees of the Board of Directors**

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal

audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of two (02) people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only effective when a majority of its members attend and vote approve 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, the Charter of the Company, and the Internal Regulations on Corporate Governance.

### **Article 32. Person in charge of corporate governance**

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support corporate governance work. The person in charge of corporate governance may concurrently serve as the Secretary of the Company in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance shall not concurrently work for an approved audit organization that is currently auditing the financial statements of the Company.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;

b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c) Advise on meeting procedures;

d) Attend meetings;

dd) Advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

e) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;

g) Supervise and report to the Board of Directors on the Company's information disclosure activities;

h) Act as the contact point with related parties;

i) Maintain confidentiality of information in accordance with the provisions of law and the Charter of the Company;

k) Other rights and obligations as prescribed by law and this Charter.

## **VIII. GENERAL DIRECTOR, OTHER EXECUTIVES, SECRETARY OF THE COMPANY**

### **Article 33. Organization of the management apparatus**



The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has a General Director, Deputy General Directors, and a Chief Accountant appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned titles must be approved by a resolution or decision of the Board of Directors.

**Article 34. Executive**

1. Executives include the General Director, Deputy General Directors, Chief Accountant, and other titles appointed by the Board of Directors;

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other corporate executives with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors. Corporate executives shall be responsible for assisting the Company in achieving the objectives set out in its operations and organization.

3. Corporate executives shall be paid salaries, bonuses, and other benefits as decided by the Board of Directors.

4. The salaries of corporate executives shall be included in the business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

**Article 35. Appointment, dismissal, rights, and obligations of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person as the General Director.

2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.

3. The term of the General Director shall not exceed five (05) years and they may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Charter of the Company.

Standards and conditions of the General Director:

a) Possess full civil act capacity and not be among the subjects prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Have legal knowledge and hold a university degree or higher;

c) Have professional qualifications and experience in corporate management and administration; not be the Chairman of the Board of Directors, General Director, Deputy General Director, or Chief Accountant of enterprises that have incurred losses for three (03) consecutive years prior to the time of appointment, or of enterprises that have gone bankrupt within the five (05) years immediately preceding the time of appointment;

d) Not be a person with family relations to corporate managers, supervisors of the company and the parent company, representatives of State capital, or representatives of enterprise capital at the company and the parent company.

4. The General Director has the following rights and obligations:

a) Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors and the Chairman of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors;

c) Organize the implementation of the Company's business plans and investment schemes;

d) Propose the organizational structure and internal management regulations of the Company;

đ) Decide on salaries, bonuses, and other benefits for employees in the Company, except for management titles under the authority of the Board of Directors and the Chairman of the Board of Directors;

e) Recruit, transfer, dismiss, reward, and discipline employees, except for management titles under the authority of the Board of Directors and the Chairman of the Board of Directors;

g) Propose plans for dividend payment or handling of business losses;

h) The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers, and must report to these levels when requested.

i) Propose personnel for the Board of Directors to consider appointing to senior management positions of the Company, including: Deputy General Director, Chief Accountant, Director of subsidiaries, heads of branches, Heads of representative offices, representatives managing the investment capital of the Company in other enterprises, and the lawyer of the Company.

k) Other rights and obligations as prescribed by law, the Charter, Internal Regulations on Corporate Governance, and by Resolutions and Decisions of the Board of Directors, the General Meeting of Shareholders, Decisions of the Chairman of the Board of Directors, and the labor contract signed with the Company.

5. The General Director must manage the daily business operations of the Company in accordance with the provisions of law, the Charter of the Company, the labor contract signed with the Company, and resolutions of the Board of Directors. In case of managing contrary to these regulations, causing damage to the Company, they shall be responsible before the law and must compensate the Company for damages.

6. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting agree, and appoint a new General Director as a replacement.

### **Article 36. Secretary of the Company**

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Secretary of the Company for the term of the Board of Directors. The Board of Directors may remove the Secretary of the Company

when necessary, provided it is not contrary to current labor laws. The Secretary of the Company has the following rights and obligations:

- a) Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; record minutes of the meeting;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing corporate governance principles;
- d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with obligations to provide information, disclose information, and administrative procedures;
- dd) Other rights and obligations as prescribed in the Charter of the Company and Internal Regulations of the Company.

## **IX. BOARD OF SUPERVISORS**

### **Article 37. Candidacy and nomination of members of the Board of Supervisors**

1. The nomination and candidacy of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter.

Principles for nomination and candidacy to the Board of Supervisors:

- a) A shareholder or group of shareholders holding from 10% to less than 35% of the total voting shares may nominate a maximum of 01 (one) candidate;
- b) A shareholder or group of shareholders holding from 35% to less than 50% of the total voting shares may nominate a maximum of 02 (two) candidates;
- c) A shareholder or group of shareholders holding from 50% of the total voting shares may nominate a maximum of 03 (three) candidates.

The nomination and candidacy of members of the Board of Supervisors shall be conducted in a manner similar to the provisions of Clause 1, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy under Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Supervisors under Clause 2 of this Article is still insufficient, the Board of Supervisors shall announce the information regarding the insufficient number of candidates for the Board of Supervisors no later than five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization of additional nominations by the incumbent Board of Supervisors must

be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

**Article 38. Composition of the Board of Supervisors**

1. The number of Supervisors of the Company is three (03) persons. The term of office of a member of the Board of Supervisors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the following standards and conditions:

a) Having full civil act capacity, and not being among the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b) Having been trained in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the Company;

c) Not being a person with family relations with members of the Board of Directors, the Director or General Director, and other managers;

d) Not being a manager of the company; not necessarily being a shareholder or employee of the company, unless otherwise provided by the Charter of the Company;

dd) Not working in the accounting or finance department of the Company;

e) Not being a member or employee of an independent audit firm performing audits of the financial statements of the Company in the three (03) preceding consecutive years.

g) Other standards and conditions as prescribed by other relevant laws and the Charter of the Company.

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

a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) Having submitted a resignation letter which has been accepted;

c) Other cases as prescribed by law and this Charter.

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

a) Failing to complete assigned tasks and duties;

b) Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;

c) Violating the obligations of a member of the Board of Supervisors multiple times or seriously violating such obligations as prescribed by the Law on Enterprises and the Charter of the Company;

d) Other cases as per the resolution of the General Meeting of Shareholders.

5. A member of the Board of Supervisors shall continue to fully exercise their rights and perform their obligations until the General Meeting of Shareholders approves their dismissal, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration as a member of the Board of Supervisors immediately upon the Company's receipt of notification regarding the following cases:

- The member of the Board of Supervisors has restricted civil act capacity, has lost civil act capacity, or has difficulties in cognition or behavior control;
- The member of the Board of Supervisors is being prosecuted for criminal liability, is being temporarily detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation facility or compulsory education facility, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs;
- The Board of Supervisors has a decision approving the resignation letter of the member of the Board of Supervisors, implemented in a manner similar to the provisions of Clause 6, Article 26 of this Charter.

### **Article 39. Head of the Board of Supervisors**

1. 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 based on the majority principle. The Board of Supervisors must have more than half of its members residing permanently in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the Company.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) Developing the work program and plan of the Board of Supervisors;
- b) Preparing the agenda, content, and documents for meetings; convening and chairing meetings of the Board of Supervisors;
- c) Chairing meetings of the General Meeting of Shareholders convened by the Board of Supervisors;
- d) Requesting the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;
- dd) Preparing and signing reports of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

### **Article 40. Rights and obligations of the Board of Supervisors**

In addition to the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Board of Supervisors has the following rights and obligations:

- 1. Proposing and recommending the General Meeting of Shareholders to approve the list of authorized audit firms to audit the financial statements of the Company; deciding on the authorized audit firm to inspect the operations of the Company; and removing authorized auditors when deemed necessary.
- 2. Being responsible to shareholders for its supervisory activities.
- 3. Supervising the financial situation of the Company and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
- 4. Ensuring coordination with the Board of Directors, the General Director, and shareholders.
- 5. In case of detecting violations of the law or the Charter of the Company by members of the Board of Directors, the General Director, or other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing

within 48 hours, requesting the violating person to terminate the violation and take measures to remedy the consequences.

6. Developing the Regulations on Operation of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.

7. Reporting at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. Having the right to access records and documents of the Company kept at the head office, branches, and other locations related to the performance of assigned tasks of members of the Board of Supervisors if approved by the Board of Supervisors, provided that such information does not fall within the scope of the company's business secrets. Persons provided with information are responsible for keeping the information confidential and using it for the correct purposes of their assigned work; having the right to visit the workplaces of the Company's managers and employees during working hours. The provision of information shall follow the procedures detailed in the Internal Regulations on Corporate Governance.

9. Having the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company. The order and procedures for requesting and providing information are specified in the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Supervisors.

10. Other rights and obligations as prescribed by law and this Charter.

11. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as for members of the Board of Directors, including:

a) Invitation letter, ballots for members of the Board of Directors, and accompanying documents;

b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;

c) Reports of the General Director submitted to the Board of Directors or other documents issued by the company.

12. The Board of Supervisors has the following responsibilities:

a) Strictly complying with the law, the Charter of the Company, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations;

b) Exercising assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the company;

c) Being loyal to the interests of the company and shareholders; not using information, know-how, business opportunities of the company, or their position, title, and assets of the company for personal gain or to serve the interests of other organizations or individuals;

d) Other obligations as prescribed by law.

13. In case of detecting violations of the law or the Charter of the Company by other members of the Board of Supervisors, a member of the Board of Supervisors

must notify the Board of Directors in writing within 48 hours, requesting the violating person to terminate the violation and take measures to remedy the consequences.

**Article 41. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least two (02) times per year, with at least 2/3 of its members in attendance. Minutes of the Board of Supervisors meetings shall be prepared in a detailed and clear manner. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

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

**Article 42. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors**

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide 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 food, accommodation, travel, and independent consulting service expenses. The total amount of such remuneration and expenses shall not exceed the total 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 included in the business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal regulations, and must be recorded as a separate item in the annual financial statements of the Company.

**X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTORS AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the responsibility to perform their duties, including duties in their capacity as members of sub-committees of the Board of Directors, honestly and prudently in the best interests of the Company.

**Article 43. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies over which the Company holds control of more than 50% of the charter capital, and themselves or their related parties in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on any transaction that brings benefits to that member or their related parties in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related parties shall not use or disclose internal information to others to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and individuals or organizations related to these persons shall not be void in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager, have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value from 35% or transactions resulting in a total transaction value arising within twelve (12) months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager, have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

c) Contracts or transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares, or their related parties, have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

#### **Article 44. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers who violate their duties, the duty of honesty and prudence, or fail to fulfill their obligations shall be liable for damages caused by their violations.



2. The Company shall indemnify persons who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (*including civil, administrative, and non-Company-initiated lawsuits*) if that person is or was a member of the Board of Directors, member of the Board of Supervisors, General Director, other manager, employee, or authorized representative of the Company who has been or is performing duties under the authorization of the Company, acting honestly and prudently in the best interests of the Company on the basis of compliance with the law, and there is no evidence confirming that the person has breached their responsibilities.

3. Compensation costs include judgment costs, fines, and payments actually incurred (*including legal fees*) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

## **XI. RIGHT TO INSPECT DOCUMENTS AND RECORDS OF THE COMPANY**

### **Article 45. Right to inspect documents and records**

1. Ordinary shareholders have the right to inspect documents and records, specifically as follows:

a) Ordinary shareholders have the right to examine, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; examine, inspect, extract, or copy the Charter of the Company, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the right to examine, inspect, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors, and other documents, excluding documents related to the trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect documents and records, they must attach a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the right to inspect the Company's register of shareholders, the list of shareholders, and other documents and records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must keep this Charter and its amendments and supplements, the Business Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the

Business Registration Authority are notified of the location where these documents are stored.

5. The Charter of the Company must be published on the website of the Company.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 46. Employees and trade union**

1. The General Director has the authority to recruit, pay salaries, and provide other social welfare benefits to employees according to the authority specified in the Charter of the Company.

2. The General Director is responsible for complying with labor laws in the employment of the labor of the Company. The General Director has the right to propose the Internal Regulations on Labor of the Company, which employees must comply with, and which must be approved by the Board of Directors before issuance.

3. Annually, the General Director must prepare a plan regarding contents related to labor recruitment, salaries, allowances, social insurance, and other social welfare benefits for managers and employees for the Board of Directors to approve.

## **XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit distribution**

1. The General Meeting of Shareholders shall decide the dividend payment rate and the form of annual dividend payment from the Company's retained earnings.

2. The Board of Directors may decide to pay interim dividends upon authorization by the General Meeting of Shareholders if it deems such payment consistent with the profitability of the Company.

3. The Company shall not pay interest on dividend payments or payments related to a class of shares.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for executing this decision.

5. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares registered for trading on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall approve a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, or receive notices or other documents.

7. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

## **XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME**

#### **Article 48. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. Subject to prior approval by the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company may conduct payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 49. Financial year**

The financial year of the Company begins on the first day of January each year and ends on the 31st day of December. The first financial year begins on the date of issuance of the Business Registration Certificate and ends on the 31st day of December of the year in which that Business Registration Certificate is issued.

#### **Article 50. Accounting system**

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system issued or approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses Vietnamese Dong as the currency unit in accounting. In case the Company has economic operations arising mainly in a foreign currency, it may select that foreign currency as the currency unit in accounting, be responsible for such selection before the law, and notify the direct tax management agency.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 51. Annual financial statement**

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state agency.

2. The annual financial statements must include full reports, appendices, and notes as required by the law on corporate accounting. The annual financial statements must reflect the Company's operational situation in a truthful and objective manner.

#### **Article 52. Annual report**

The Company must prepare and disclose an Annual Report in accordance with the provisions of the law on securities and the securities market.

### **XVI. AUDIT**

#### **Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to

decide on the selection of one of these entities to audit the financial statements of the Company for the following financial year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the annual financial statements of the Company.

3. The independent auditor performing the audit of the financial statements of the Company shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and express opinions at the meeting on matters related to the audit of the financial statements of the Company.

## **XVII. SEAL OF THE COMPANY**

### **Article 54. Seal of the Company**

1. The seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (*if any*).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 55. Dissolution of the Company**

1. The Company may be dissolved in the following cases:

a) Pursuant to a resolution or decision of the General Meeting of Shareholders;  
b) The Company no longer has the minimum number of members or shareholders as prescribed by this Law for a period of six (06) consecutive months without carrying out procedures for business type conversion;

c) The Business Registration Certificate is revoked, except where the Law on Tax Administration provides otherwise;

d) Other cases as prescribed by law.

2. The dissolution of the Company before the deadline shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (*if required*) in accordance with regulations.

### **Article 56. Liquidation**

1. Within five (05) working days from the date of the decision on the dissolution of the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall

represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

- a) Liquidation costs;
- b) Debts for salaries, severance pay, social insurance, and other benefits of employees under the signed collective labor agreement and labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- dd) The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid first.

## **XIX. RESOLVE INTERNAL DISPUTE**

### **Article 57. Resolve internal disputes**

1. In case of disputes or complaints arising related to the operations of the Company, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Charter of the Company, other legal regulations, or agreements between:

- a) A shareholder and the Company;
- b) A shareholder and the Board of Directors, the Board of Supervisors, the General Director, or other managers;

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within thirty (30) working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a mediation decision is not reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or the Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Court costs shall be made according to the Court's judgment.

## **XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

### **Article 58. Charter of the Company**

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law contains provisions related to the operations of the Company that are not mentioned in this Charter, or in case there are new legal provisions different from the clauses in this Charter, those provisions shall apply to govern the operations of the Company.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective date**

1. This Charter consists of 21 sections and 59 articles, unanimously approved by the General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company on ..... and they collectively agree to the full validity of this Charter.

2. The Charter is made in ten (10) copies, having equal validity, and must be kept at the Company's headquarters.

3. This Charter is the sole and official Charter of the Company.

4. Copies or extracts of the Charter of the Company are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

<b>Full name and signature of the legal representative</b>	
<b>CHAIRMAN OF THE BOARD</b>	<b>GENERAL DIRECTOR</b>
<b>OF DIRECTORS</b>	

**Tran Anh Hoa**

**Dang Van Ngo**

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## COMPARATIVE EXPLANATION OF CERTAIN ARTICLES, CLAUSES, AND POINTS OF THE DRAFT CHARTER ON ORGANIZATION AND OPERATION SOC TRANG WATER SUPPLY JOINT STOCK COMPANY

*The amended and supplemented Charter is developed based on the Charter approved by the General Meeting of Shareholders on 16/05/2024 with contents in accordance with the law, in which:*

- Adjusted the layout in accordance with the Model Charter issued under Circular 116/2020/TT-BTC dated 31/12/2020 on guidelines for a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities.


- Adjusted the wording of certain articles, clauses, and points to be consistent with current law without changing the content, nature, or meaning (*this section has no detailed explanation as it is fundamental and clear; shareholders are requested to review the draft directly*).

- Adjusted, amended, and supplemented certain articles, clauses, and points that are currently missing or no longer consistent with current law. The adjusted, amended, and supplemented contents ensure objectivity, generality, and harmony of the rights and interests of all shareholders on the basis of legal provisions and current guiding documents (*this section is presented in a table for shareholders to review and provide voting opinions*).

After reaching a consensus, the amended and supplemented Charter will be officially issued based on the attached draft.

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
1	Clause 1, Article 1. Interpretation of terms	Article 1. Definitions	
	a) Charter capital means the total par value of shares sold or registered for purchase upon the establishment of the joint stock company <b>and in accordance with the provisions of Article 6 of this Charter;</b>	3. Charter capital is the total par value of shares sold or registered for purchase upon the establishment of the company.	Article 6 provides more specific regulations on Charter capital (value, division, etc.)
	d) Executive means the General Director, Deputy General Director, Chief Accountant, <b>and other titles appointed by the Board of Directors;</b>	12. Company executive means the General Director, Deputy General Director, Chief Accountant, and other executives under the appointment authority of the Board of Directors.	Expressed concisely and clearly
	e) Manager means a manager of the Company, including the chairman of the Board of Directors, members of the Board of Directors, and the General	11. Company manager means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General	Expressed concisely and fully

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	Director <b>appointed by the General Meeting of Shareholders or the Board of Directors;</b>	Directors, and other individuals holding management titles with the authority to sign contracts and transactions on behalf of the company.	
	g) Related party means an individual or organization <b>as prescribed in Clause 46, Article 4 of the Law on Securities;</b>	14. Related party means an organization or individual that has a direct or indirect relationship with the company in the following cases: a) Parent company, managers and legal representative of the parent company, and persons with the authority to appoint managers of the parent company; b) Subsidiary, managers and legal representative of the subsidiary; c) An individual, organization, or group of individuals or organizations capable of controlling the operation of that enterprise through ownership, acquisition of shares, capital contributions, or through the company's decision-making; d) Enterprise managers, legal representatives, Controllers; dd) Spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological younger sibling, brother-in-law, sister-in-law of the company manager, legal representative, Supervisor, member, and shareholder owning controlling capital contributions or shares; e) An individual who is the authorized representative of the company or organization specified in Points a, b, and c of this Clause; g) An enterprise in which the individuals, companies, or organizations specified in Points a, b, c, d, dd, and e of this Clause own a controlling interest in the company's decision-making; h) Other organizations or individuals that are related parties as prescribed by the Law on Securities.	Citing the regulation concisely; this is convenient for the future if Clause 46, Article 4 of the Law on Securities is amended, as there will be no need to amend the Charter again
	l) Major shareholder means a shareholder <b>as prescribed in Clause 18, Article 4 of the Law on Securities;</b>	6. Major shareholder means a shareholder who directly or indirectly owns 05% or more of the company's voting shares.	Currently, it has not been determined what constitutes "indirect ownership"
	d) Date of establishment means the date on which the Company is granted the initial Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents); m) Member of the Board of Supervisors means a Supervisor; n) Operating term means the duration of the Company's operation as prescribed in Article 2 of this Charter; o) Stock Exchange means the Vietnam Stock Exchange and its subsidiaries. p) VSDC means the Vietnam Securities Depository and Clearing Corporation. q) Contact address means the registered head office address for an organization; the permanent residence, workplace, or other address of an individual that such person has registered with the enterprise as a contact address. r) Trade secrets and business secrets mean information regarding detailed business plans for each product and each customer; records and detailed	None	These terms are used in the Charter, so they need to be defined specifically and clearly

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	information regarding the list of customers and suppliers; information for which Soc Trang Water Supply Joint Stock Company has made a confidentiality commitment to customers; inventory levels, costs, and profits; production processes; information technology solutions; information regarding research and product development activities; management and business software; and other contents as decided by the Board of Directors;		
2	<b>Article 2. Name, form, head office, branches, representative offices, business locations, and operating term of the Company</b>	<b>Article 2. Name, headquarters, telephone, fax, email, website, logo, branches, representative offices, and term of operation of the company</b>	
	3. Registered head office of the Company:... <b>None</b>	2. Headquarters, telephone, fax, email, website, logo:... - <b>Logo:</b> 	The Charter does not require regulations on the logo of the Company; STW should consider that in case of changing the logo, it needs to be approved by the GMS and the Charter must be amended
	4. The Company may establish branches and representative offices in the business area to carry out the operational objectives of the Company in accordance with the decisions of the Board of Directors and within the scope permitted by law. 5. Unless terminated before the term prescribed in Clause 2, Article 55 of this Charter, the operating term of the Company shall be indefinite from the date of establishment.	3. Branches and representative offices of the company: The Board of Directors decides on the establishment and dissolution of the company's branches and representative offices. 4. Term of operation: Indefinite.	Expressed clearly and covering all cases fully
3	<b>Article 3. Legal representative of the Company</b>	<b>Article 3. Legal representative of the company</b>	
	1. The Company has two (02) legal representatives, namely the Chairman of the Board of Directors and the General Director. <b>The division of rights and obligations between the two representatives shall be implemented in accordance with the Law on Enterprises, the Charter of the Company, and the Regulations on Decentralization and Internal Regulations on Corporate Governance ...</b>	4. The Company has 02 (two) legal representatives, including: a) Chairman of the Board of Directors of the company; b) General Director of the company.	
	2. The responsibilities of the legal representative <b>shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.</b>	3. Responsibilities of the company's legal representative a) The company's legal representative has the responsibility to: - Exercise assigned rights and obligations honestly, carefully, and in the best manner to ensure the lawful interests of the company; - Be loyal to the interests of the company; not use information, know-how, or business opportunities of the company, not abuse their position or title, and not use the company's assets for personal gain or to serve the interests of other organizations or individuals; - Notify the company promptly, fully, and accurately about the fact that the legal representative and their related parties own or have controlling shares or capital contributions in other enterprises. b) The company's legal representative shall be personally responsible for damages caused to the company due to violations of the obligations specified in Point a of this Clause.	Citing the regulation concisely, convenient for the future if Article 13 of the Law on Enterprises regarding the responsibilities of the legal representative of the Company is amended, as there will be no need to amend the Charter again

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>3. The Company must ensure that there is always at least one (01) legal representative residing in Vietnam. When only one (01) legal representative residing in Vietnam remains, this person must authorize in writing another individual residing in Vietnam to exercise the rights and perform the duties of the legal representative upon exiting Vietnam. In this case, the legal representative shall still be responsible for the exercise of the authorized rights and duties.</p> <p>4. In case the authorization expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized party shall continue to exercise the rights and perform the duties of the legal representative of the Company within the scope of the authorization until the legal representative of the Company returns to work or until the Board of Directors decides to appoint a replacement.</p> <p>5. In case of absence from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the duties of the legal representative of the Company, the Board of Directors shall appoint another person to act as the legal representative of the Company.</p>	<p>2. The Company's legal representative must reside in Vietnam; in case of absence from Vietnam for more than 30 days, they must authorize in writing another person to exercise the rights and perform the obligations of the Company's legal representative. In this case, the legal representative shall remain responsible for the exercise of the authorized rights and performance of the authorized obligations.</p>	<p>Amended and supplemented to comply with the provisions of Article 12 of the Law on Enterprises regarding the legal representative of the Company.</p>
4	<p><b>Article 5. Scope of business and operations of the of the Company</b></p> <p>The Company is permitted to conduct business activities in the business lines specified in this Charter that have been registered, notified of changes to the business registration authority, and announced on the National Business Registration Portal.</p>	None	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC
5	<p><b>Article 6. Charter capital, shares, founding shareholders</b></p> <p>1. The charter capital of the Company is 158.631.330.000 VND (One hundred fifty-eight billion, six hundred thirty-one million, three hundred thirty thousand VND). The total charter capital of the Company is divided into 15.863.133 shares, with a par value of 10.000 VND/share.</p>	<p><b>Article 6. Charter capital</b></p> <p>1. The Charter of the Company capital is: 158,631,330,000 VND (One hundred fifty-eight billion, six hundred thirty-one million, three hundred thirty thousand Vietnamese Dong)</p> <ul style="list-style-type: none"> <li>- Total number of shares: 15,863,133 shares</li> <li>- Par value of shares: 10,000 VND/share</li> <li>- Type of shares:               <ul style="list-style-type: none"> <li>+ Ordinary shares: 15,863,133 shares</li> <li>+ Preference shares: None</li> </ul> </li> <li>- Number of shares, type of shares sold:               <ul style="list-style-type: none"> <li>+ Ordinary shares: 15,863,133 shares</li> <li>+ Preference shares: None</li> </ul> </li> <li>- Number of shares, type of shares expected to be offered: None</li> </ul>	Adjusted to comply with the Model Charter issued under Circular 116/2020/TT-BTC
	<p>3. The shares of the Company on the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.</p> <p>4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.</p>	None	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>...</p> <p>6. Offering of shares Offering of shares means the company increases the number of shares authorized to be offered and sells those shares during its operation to increase charter capital. Offering of shares may be carried out in one of the following forms: a) Offering to existing shareholders; b) Public offering; c) Private share issuance; d) Other forms as decided by the General Meeting of Shareholders. Ordinary shares shall be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not registered for purchase by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on terms no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or provided otherwise by securities laws. 7. The Company may purchase its own issued shares in the manners prescribed in this Charter and current laws. 8. The Company may issue other types of securities in accordance with the provisions of law.</p>		
6	<b>Article 7. Share certificates</b>	<b>None</b>	
	<p>1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own. 2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the charter capital of the issuing organization. A share certificate must contain all the information prescribed in Clause 1, Article 121 of the Law on Enterprises. 3. A shareholder shall be issued a share certificate within seven (07) days from the date VSDC notifies that it has received a complete application for transfer of share ownership in accordance with the law, or within two (02) months from the date of full payment for the shares as prescribed in the Company's share issuance plan (or another period as specified in the Issuance Terms). The shareholder shall not be charged for the cost of printing the share certificate. 4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be issued a replacement share certificate by the Company upon the request of shareholder. The request of shareholder must include the following information: a) Information regarding the share certificate that has been lost, damaged, or destroyed in any other form;</p>		<p>Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC - Added the basis for issuing share certificates in various cases (already deposited, lost, STW cancels securities registration at VSDC)</p>

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>b) A commitment to be responsible for any disputes arising from the issuance of the new share certificate.</p> <p>5. In case the Company cancels its securities registration at VSDC, the Company shall reissue share certificates to shareholders within thirty (30) days from the effective date of the cancellation of securities registration as notified by VSDC.</p>		
7	<p><b>Article 8. Other securities certificates</b></p> <p>Bond certificates or other securities certificates of the Company shall be issued with the signature of the Legal Representative and the seal of the Company.</p>	None	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC
8	<p><b>Article 9. Share transfer</b></p> <p>1. All shares are freely transferable unless otherwise provided by this Charter and the law; shares registered for trading on the Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the stock market.</p> <p>2. Shares that have not been fully paid for may not be transferred and shall not enjoy 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 newly offered shares, and other benefits as prescribed by law.</p>	None	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC
9	<p><b>Article 10. Share redemption</b></p> <p>1. In case a shareholder does not pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to require such shareholder to pay the remaining amount and be responsible for the financial obligations of the Company arising from the failure to make full payment, corresponding to the total par value of the shares registered for purchase.</p> <p>2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and must clearly state that if payment is not made as required, the unpaid shares will be forfeited.</p> <p>3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time in case the requirements in the aforementioned notice are not met.</p> <p>4. Forfeited shares are considered shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.</p> <p>5. A shareholder holding forfeited shares must relinquish their status as a shareholder with respect to those shares, but shall remain responsible for the financial obligations of the Company arising at the time of forfeiture, corresponding to the total par value of the shares registered for purchase, as decided by the Board of Directors from the date of forfeiture until the date of</p>	None	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>payment. The Board of Directors has full authority to decide on the enforcement of payment for the entire value of the shares at the time of forfeiture.</p> <p>6. A forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture remains effective even in the event of errors or negligence in sending the notice.</p>		
10	<p><b>Article 11. Organizational structure, governance, and control</b></p> <p>The organizational, governance, and control structure of the Company includes:</p> <ol style="list-style-type: none"> <li>1. The General Meeting of Shareholders;</li> <li>2. The Board of Directors;</li> <li>3. The Board of Supervisors;</li> <li>4. <b>The General Director.</b></li> </ol>	<p><b>Article 28. Company management organizational structure</b></p> <p>The management and executive apparatus of the company is organized according to the following model:</p> <ol style="list-style-type: none"> <li>1. General Meeting of Shareholders;</li> <li>2. Board of Directors;</li> <li>3. Board of Supervisors;</li> <li>4. Executive Board (General Director, Deputy General Directors, Chief Accountant);</li> <li>5. Professional and specialized departments;</li> <li>6. Affiliated units.</li> </ol>	<p>Amended to comply with the provisions of Point a, Clause 1, Article 137 of the Law on Enterprises regarding the organizational structure of a joint stock company</p>
11	<p><b>Article 12. Rights of shareholders</b></p> <p>1. Ordinary shareholders have the following rights:</p> <p>đ) To examine, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request the correction of inaccurate information. <b>The provision of information shall follow the process detailed in the Internal Regulations on Corporate Governance;</b></p> <p>e) To examine, look up, extract, or copy the Charter of the Company, minutes of meetings of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders. <b>The provision of information shall follow the process detailed in the Internal Regulations on Corporate Governance;</b></p> <p>i) To be treated equally. <b>Each share of the same type grants the owning shareholder equal rights, obligations, and benefits. In case the Company has different types of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;</b></p> <p>2. A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the following rights: <b>(deleted)</b></p>	<p><b>Article 9. Rights of ordinary shareholders</b></p> <p>1. Ordinary shareholders have the following rights:</p> <p>dd) To review, search, and extract information regarding the names and contact addresses in the list of shareholders with voting rights and to request the correction of inaccurate information; (none)</p> <p>e) To review, search, extract, or copy the Charter of the Company, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders; (none)</p> <p>h) To be treated equally; (none)</p> <p>2. A shareholder or group of shareholders holding 05% (five percent) or more of the total number of ordinary shares has the following rights:</p> <p>a) To nominate candidates to the Board of Directors and the Board of Supervisors of the company;</p>	<p>The Internal Regulations on Corporate Governance shall include an Appendix specifying the procedures for providing information to serve as a basis for implementation of STW</p> <p>Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC</p> <p>Clause 2, Article 115 of the Law on Enterprises stipulates the rights of ordinary shareholders in cases of shareholding ratios of 05% or more. - The current number of members of the Board of Directors is 05; 02 groups of major shareholders are entitled to nominate a maximum of 03 persons/group (already sufficient for election)</p>

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
			- STW has no shareholders holding 5% < shareholding ratio < 10% -> Proposal: The right to nominate to the Board of Directors and Board of Supervisors shall apply to shareholding ratios of 10% or more
	a) To examine, look up, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, and contracts and transactions that must be approved by the Board of Directors, excluding documents related to the trade secrets and business secrets of the Company. <b>The provision of information shall follow the process detailed in the Internal Regulations on Corporate Governance;</b>	b) To review and extract the minute books and resolutions of the Board of Directors, semi-annual and annual financial statements according to the templates of the Vietnamese accounting system, and reports of the Board of Supervisors; (none)	The Internal Regulations on Corporate Governance shall include an Appendix specifying the procedures for providing information to serve as a basis for Implementation of STW
	b) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of <b>Clause 3, Article 115 and Article 140 of the Law on Enterprises;</b>	c) To request the Board of Directors to convene a General Meeting of Shareholders in the cases specified in Clause 3 of this Article;	Article 140 of the Law on Enterprises also specifically stipulates cases where a shareholder/group of shareholders requests the Board of Directors to convene a General Meeting of Shareholders
	d) To propose contents to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least five (05) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed to be included in the agenda of the General Meeting;	None	Supplemented to comply with the provisions of Clause 2, Article 142 of the Law on Enterprises regarding the agenda and content of the General Meeting of Shareholders
	3. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Board of Supervisors.	Applying the shareholding ratio according to Clause 2 of the Charter as 05%	Applying Clause 5, Article 115 of the Law on Enterprises, the right to nominate to the Board of Directors and Board of Supervisors shall apply to shareholders holding a shareholding ratio of 10% or more.
	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 as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders <b>in accordance with Article 25 and Article 37 of this Charter.</b>	In case the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.	Articles 25 and 37 provide more specific regulations on cases where the number of nominations is less than the number required for election
12	<b>Article 13. Obligations of shareholders</b> 3. To comply with the Charter of the Company <b>and the Internal Regulations of the Company approved by the General Meeting of Shareholders.</b>	<b>Article 10. Obligations of ordinary shareholders</b> 3. To comply with the Charter and the Internal Management Regulations of the company.	Shareholders are investors who own STW shares; they are not necessarily employees, so they are not required to comply with STW's management regulations



No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>6. To attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:</p> <p>a) Attending and voting/electing directly at the General Meeting;</p> <p>b) Authorizing other individuals or organizations to attend and vote/elect at the General Meeting;</p> <p>c) Attending and voting/electing via online conference, electronic voting, or other electronic forms;</p> <p>d) Sending voting/election ballots to the General Meeting via mail, fax, or email;</p>	None	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC
	<p>8. To be personally liable when acting on behalf of the Company in any form to perform any of the following acts:</p> <p>a) Violating the law;</p> <p>b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;</p> <p><b>c) Paying undue debts before financial risks to the Company.</b></p>	<p>7. To be personally liable when acting on behalf of the company in any form to perform any of the following acts:</p> <p>a) Violating the law;</p> <p>b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals.</p>	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC
13	<p><b>Article 14. General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders shall be determined as the place where the chairperson attends the General Meeting and must be within the territory of Vietnam, <b>ensuring that the majority of shareholders can attend conveniently and economically (the office of the headquarters, or a branch, business location of the Company, or another rented location in the area where the Company is based).</b></p> <p>2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Charter of the Company. In case the audit report of the annual financial statements of the Company contains material exceptions, adverse opinions, or disclaimers, the Company must invite the representative of the approved auditing organization that audited the financial statements of the Company to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved auditing organization has the responsibility to attend the annual General Meeting of Shareholders of the Company.</p>	<p><b>Article 29. Rights and obligations of the General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam, (none)</p> <p>None</p>	<p>Supplemented to ensure that the majority of shareholders can attend the meeting conveniently and economically</p> <p>Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC and Clause 4, Article 273 of Decree 155/2020/NĐ-CP regarding General Meetings of Shareholders</p>

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:</p> <p>a) The Board of Directors deems it necessary for the interests of the Company;</p> <p>b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;</p> <p>c) Upon the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; <b>the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the General Meeting, and must bear sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and aggregated with sufficient signatures of the relevant shareholders;</b></p> <p>d) Upon the request of the Board of Supervisors;</p> <p>d) Other cases as prescribed by law and this Charter.</p>	<p>3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:</p> <p>a) The Board of Directors deems it necessary for the interests of the Company;</p> <p>b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the number of members as prescribed by law;</p> <p>c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 9 of this Charter; (none)</p> <p>d) At the request of the Board of Supervisors;</p> <p>dd) Other cases as prescribed by law and the Charter of the Company.</p>	<p>Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC</p>
	<p>4. Convening an extraordinary General Meeting of Shareholders</p> <p>a) The Board of Directors <b>must determine the opening date of the General Meeting of Shareholders</b> within sixty (60) days from the date the number of remaining members of the Board of Directors or the Board of Supervisors is as specified in Point b, Clause 3 of this Article or from the date of receiving the request as specified in Point c and Point d, Clause 3 of this Article.</p> <p>...</p> <p><b>d) The procedure for organizing the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.</b></p>	<p>4. The Board of Directors must convene the General Meeting of Shareholders within 30 (thirty) days from the date the number of remaining members of the Board of Directors is as prescribed in Point b, or from the date of receiving the request as prescribed in Point c and Point d, Clause 3 of this Article.</p> <p>...</p> <p>7. The convener must perform the following tasks to organize the General Meeting of Shareholders:</p> <p>a) Prepare a list of shareholders entitled to attend the meeting;</p> <p>b) Provide information and resolve complaints related to the list of shareholders;</p> <p>c) Prepare the agenda and content of the meeting;</p> <p>d) Prepare documents for the meeting;</p> <p>dd) Draft the resolution of the General Meeting of Shareholders based on the expected content of the meeting; provide a list and detailed information of candidates in the case of electing members of the Board of Directors or Supervisors;</p> <p>e) Determine the time and venue of the meeting;</p> <p>g) Send the meeting invitation notice to each shareholder entitled to attend the meeting in accordance with this Charter;</p> <p>h) Other tasks to support the meeting.</p>	<p>- The term "convene" can be interpreted in different ways: "date of issuing the meeting invitation notice" or "date of holding the meeting" =&gt; Clearly defining "convene" as "date of sending the meeting invitation notice/determining the meeting date" can provide the Company with a basis to avoid disputes or complaints regarding the failure to convene the GMS on time</p> <p>- The responsibilities of the convener are prescribed in Clause 2, Article 18</p> <p>- Proposed adjustment to 60 days (according to Point a, Clause 4, Article 160 of the Law on Enterprises) -&gt; To allow the City People's Committee time to nominate new personnel</p>
14	<p><b>Article 15. Rights and obligations of the General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders has the following rights and obligations:</p> <p>...</p> <p>i) To decide on the reorganization or dissolution of the Company <b>and appoint a liquidator;</b></p>	<p><b>Article 29. Rights and obligations of the General Meeting of Shareholders</b></p> <p>2. The General Meeting of Shareholders has the following rights and obligations:</p> <p>...</p> <p>i) Decide on the reorganization or dissolution of the Company (none);</p>	<p>Clause 2, Article 208 of the Law on Enterprises: "The owner of a private enterprise, the Board of Members or the company owner, or the <b>Board of Directors shall directly organize the</b></p>

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
			<b>liquidation of the assets of the Company</b> , unless the Charter of the Company provides for the establishment of a separate liquidation organization;"
	l) To approve, supplement, and adjust the Internal Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors; and the Regulations on Operation of the Board of Supervisors;	l) Approve the internal governance regulations; the operating regulations of the Board of Directors and the Board of Supervisors;	Clearly and fully express the regulations that need to be approved by the GMS
	m) To approve the list of <b>approved auditing firms; to decide on the approved auditing firm to perform the audit of the operations of the Company; to dismiss the approved auditor when deemed necessary;</b>	m) Approve the list of independent audit organizations; decide on the selection of an audit organization to audit the financial statements;	Supplemented to comply with the Model Charter under Circular 116/2020/TT-BTC and the provisions of Point 1, Clause 1, Article 107 of Decree 155/2020/NĐ-CP: "Annual financial statements must be audited by an approved audit organization." to align with public companies
	o) To split, separate, consolidate, merge, or convert the Company; p) For the Company to sign contracts or transactions with subjects specified 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 Company recorded in the most recent financial statements; q) To approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;	None	Supplemented to comply with the provisions of Articles 199, 200, and 201 of the Law on Enterprises regarding the division, splitting, consolidation, and merger of the Company, and Article 293 of Decree 155/2020/NĐ-CP regarding transactions with shareholders, enterprise managers, and related parties
	2. The Annual General Meeting of Shareholders shall discuss and approve the following matters: ... b) The <b>audited</b> annual financial statements;	2. The Annual General Meeting of Shareholders shall discuss and approve the following matters: ... b) Annual financial statements (not available);	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC
	3 All resolutions and matters included in the agenda of the General Meeting must be discussed and voted upon at the General Meeting of Shareholders.	None	Supplemented to comply with the Model Charter under Circular 116/2020/TT-BTC
15	<b>Article 16. Authorization to attend the General Meeting of Shareholders</b>	<b>Article 27. Authorized representative of shareholders</b>	

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>1. A shareholder or an authorized representative of a corporate shareholder may attend the General Meeting in person or authorize one or more other individuals or organizations to attend the General Meeting or attend via one of the forms specified in Clause 3, Article 144 of the Law on Enterprises, in accordance <b>with the following specific regulations:</b></p> <p><b>a) For individual shareholders, they may only authorize a maximum of one (01) authorized representative to attend the General Meeting. The shareholder who has made this authorization shall not be entitled to attend the General Meeting, even in the case of partial authorization to the authorized representative.</b></p> <p><b>b) For corporate shareholders, authorization shall be carried out as follows:</b></p> <ul style="list-style-type: none"> <li>• Shareholders holding less than 10% of the total ordinary shares have the right to authorize a maximum of one (01) person to attend the General Meeting;</li> <li>• Shareholders holding from 10% to less than 30% of the total ordinary shares have the right to authorize a maximum of two (02) persons to attend the General Meeting;</li> <li>• Shareholders holding from 30% to less than 45% of the total ordinary shares have the right to authorize a maximum of three (03) persons to attend the General Meeting;</li> <li>• Shareholders holding from 45% or more of the total ordinary shares have the right to authorize a maximum of four (04) persons to attend the General Meeting.</li> </ul> <p>In case there is more than one (01) authorized representative, the number of shares and votes authorized for each representative must be specifically determined. In case the number of shares and corresponding votes for each authorized representative is not specifically determined, the number of shares and votes shall be divided equally among the number of authorized representatives; <b>any fractional shares (if any) shall be prioritized in the order of a, b, c for the names of the authorized representatives.</b></p>	<p>2. The appointment of an authorized representative shall be implemented in accordance with the following provisions:</p> <p>a) Shareholders owning less than 10% of the total shares of the company may authorize a maximum of 01 representative.</p> <p>b) Shareholders owning from 10% to less than 30% of the total shares of the company may authorize a maximum of 02 representatives.</p> <p>c) Shareholders owning from 30% to less than 45% of the total number of shares of the company may authorize a maximum of 03 representatives.</p> <p>d) Shareholders owning from 45% of the total number of shares of the company or more may authorize a maximum of 04 representatives.</p> <p>3. In case a shareholder appoints multiple authorized representatives, the number of shares for each representative must be specifically determined. In case the shareholder does not specify the number of shares corresponding to each authorized representative, the number of shares shall be divided equally among the number of authorized representatives.</p>	<p>- Only allow individual shareholders to authorize 01 person</p> <p>- Add specific handling plan for cases with multiple authorized partys and fractional shares</p>
	<p>2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing (<b>deleted</b>). The power of attorney shall be prepared in accordance with civil law and must contain the following principal contents:</p> <p>a) Name and shareholder code; legal identification documents of the individual for individual shareholders; name, enterprise code or legal identification documents of the organization, and address of the head office for corporate shareholders;</p> <p>b) Number of authorized shares and the proportion of authorized shares corresponding to each authorized representative;</p> <p>c) Full name, permanent residence address, nationality, and legal identification documents of the authorized representative who is an individual; name,</p>	<p>4. The appointment of an authorized representative must be in writing, must be notified to the company, and shall only take effect from the date the company receives the notification. The power of attorney must contain the following main contents:</p> <p>a) Name and shareholder code; legal identification document number for individual shareholders; name, enterprise code, or legal identification document number for organizational shareholders, and address of the head office for organizational shareholders;</p> <p>b) Number of authorized representatives and the proportion of shares corresponding to each authorized representative;</p> <p>c) Full name, permanent residence address, nationality, and legal identification document number of each individual authorized representative for other legal individual shareholders;</p>	<p>Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC</p>

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>enterprise code or legal identification documents of the organization, and address of the head office for an authorized representative that is an organization;</p> <p>d) Content and scope of authorization;</p> <p>d) Term of authorization corresponding to each authorized representative <b>(deleted)</b>;</p> <p>e) Signature, full name (handwritten), and seal (if an organization) of the authorizing party and the authorized party.</p>	<p>d) Corresponding term of authorization for each authorized representative; clearly stating the start date of the authorization;</p> <p>dd) Full name and signature of the shareholder/legal representative of the shareholder and of the authorized representative.</p>	
	<p>The person authorized to attend the General Meeting of Shareholders must submit the power of attorney when registering to attend the General Meeting. <i>An authorized party</i> may re-authorize another person if there is written consent from the original authorizing shareholder. This document shall be presented by the re-authorized party when attending the General Meeting, along with the original power of attorney from the shareholder. The re-authorized party may not authorize another person.</p>	None	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC
<b>16</b>	<b>Article 17. Variation of rights</b>	<b>None</b>	
	<p>1. 1. The change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting. A resolution of the General Meeting of Shareholders regarding the content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by shareholders of the same class of preference shares attending the General Meeting who own 75% or more of the total preference shares of that class, or approved by shareholders of the same class of preference shares owning 75% or more of the total preference shares of that class in the case of approving a resolution in the form of written opinion collection.</p> <p>2. The organization of a meeting of shareholders holding a class of preference shares to approve the change of rights mentioned above is only valid when there are at least two (02) shareholders <i>(or their authorized representatives)</i> holding at least 1/3 of the par value of the issued shares of that class. In case there is an insufficient number of delegates as mentioned above, the General Meeting shall be reconvened within the next thirty (30) days, and those holding shares of that class <i>(regardless of the number of persons and number of shares)</i> present in person or through an authorized representative shall be considered a sufficient number of delegates as required. At the General Meetings of shareholders holding the aforementioned preference shares, those holding shares of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.</p> <p>3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.</p>		Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	4. Unless otherwise provided by the terms of share issuance, special rights attached to classes of preference shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company contents additional shares of the same class.		
17	<p><b>Article 18. Convening procedure, agenda, and invitation letter to the General Meeting of Shareholders</b></p> <p>a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the invitation letter to the General Meeting of Shareholders. <b>The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date; (deleted)</b></p>	<p><b>Article 31. List of shareholders entitled to attend the General Meeting of Shareholders</b></p> <p>1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the company's share register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders. (none)</p> <p>2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise code, or legal identification document number for organizational shareholders, and address of the head office for organizational shareholders; the number of shares of each class, and the number and date of shareholder registration of each shareholder.</p> <p>3. Shareholders have the right to inspect, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; and request the correction of incorrect information or the addition of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The company manager must provide information in the share register in a timely manner, and correct or supplement incorrect information at the request of shareholders; and shall be responsible for compensating for damages arising from the failure to provide or the untimely or inaccurate provision of information from the share register as requested. The sequence and procedures for requesting information from the share register shall be carried out in accordance with the provisions of this Charter.</p>	<p>- Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Point b, Clause 4, Article 11 of Circular 96/2020/TT-BTC regarding the obligation of extraordinary information disclosure</p> <p>- The list of shareholders is provided by VSDC according to the form, so the Charter does not need to stipulate requirements for the list of shareholders</p> <p>- The right to inspect and extract shareholder information in the list of shareholders is stipulated in Clause 1, Article 45</p>
18	<p><b>Article 18. Convening procedure, agenda, and invitation letter to the General Meeting of Shareholders</b></p> <p>3. The invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the contact address of shareholders, <b>and simultaneously published on the website of the Company and the State Securities Commission, and the Stock Exchange where the shares of the Company are registered for trading.</b></p> <p>The person convening the General Meeting of Shareholders must send the invitation to all shareholders on the List of shareholders entitled to attend the General Meeting at least twenty-one (21) days before the opening date of the General Meeting (<i>calculated from the date the notice is validly sent or dispatched</i>). The invitation must contain the name, head office address, enterprise code; name, contact address of the shareholder, time, venue of the</p>	<p><b>Article 33. Invitation to the General Meeting of Shareholders</b></p> <p>2. The notice shall be sent by a method ensuring it reaches the shareholder's contact address; and simultaneously posted on the company's website and published in a central or local daily newspaper when deemed necessary.</p> <p>1. The person who convenes the General Meeting of Shareholders must send a meeting invitation to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date of the meeting. The meeting invitation must include the name, address of the head office, enterprise identification number; the name and contact address of the shareholder, the time, location of the meeting, and</p>	<p>The obligation of information disclosure regarding invitation letters and documents for the General Meeting of Shareholders is carried out on the website and HNX</p> <p>Adjusted to comply with the Model Charter issued under Circular 116/2020/TT-BTC, as a list of candidates and resumes are required for shareholders to review before voting at the GMS.</p>

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>General Meeting, and other requirements for attendees. The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the General Meeting shall be sent to shareholders and/or posted on the website of the Company. In case documents are not sent with the invitation to the General Meeting of Shareholders, the invitation must clearly state the link to all documents of the General Meeting so that shareholders can access them, including:</p> <p><b>a) Agenda and documents used in the General Meeting;</b>  <b>b) List and detailed information of candidates in case of electing members of the Board of Directors and members of the Board of Supervisors;</b>  <b>c) Voting/election ballot;</b>  <b>d) Draft resolution for each matter in the agenda of the General Meeting.</b></p>	<p>other requirements for attendees.</p> <p>3. The meeting invitation must be sent with the following documents attached:</p> <p>a) The meeting agenda, documents used in the meeting, and draft resolutions for each issue in the meeting agenda;</p> <p>b) Voting ballots;</p> <p>c) A form for appointing an authorized representative to attend the meeting.</p> <p>4. In case the company has a website, the sending of meeting documents along with the meeting invitation as prescribed in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the meeting invitation must clearly state the location and method for downloading the documents, and the company must send the meeting documents to shareholders if they so request.</p>	
19	<p><b>Article 18. Convening procedure, agenda, and invitation letter to the General Meeting of Shareholders</b></p>	<p><b>Article 32. Agenda and content of the General Meeting of Shareholders</b></p>	
	<p>4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose contents to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than <b>five (05) working days</b> before the opening date of the General Meeting. The proposal must clearly state the name of the shareholder, <b>contact address, nationality, number of the Citizen Identity Card, Identity Card, Passport, or other lawful personal identification documents for individual shareholders; name, enterprise code or decision on establishment number, and head office address for institutional shareholders; the quantity and type of shares held by such shareholder, and the issue proposed to be included in the agenda of the General Meeting.</b></p>	<p>1. The person who convenes the General Meeting of Shareholders must prepare the agenda and content of the meeting.</p> <p>2. A shareholder or group of shareholders as prescribed in Clause 2, Article 9 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the company at least 03 (three) working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each type of shares held by the shareholder or equivalent information, and the issue proposed to be included in the meeting agenda.</p>	<p>- Requires 03 working days to send the BOD meeting invitation + 02 days for review and response</p> <p>- Supplement specific shareholder information to verify identity</p>
	<p>5. In case the convener of the General Meeting of Shareholders rejects the proposal prescribed in Clause 2 of this Article, they must respond in writing and clearly state the reasons no later than two (02) working days before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders has the right to reject the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:</p> <p>a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;</p> <p><b>b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;</b></p> <p>c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;</p> <p>d) Other cases as prescribed by law and this Charter.</p>	<p>3. In case the person who convenes the General Meeting of Shareholders refuses the proposal prescribed in Clause 2 of this Article, they must respond in writing and state the reasons at least 02 (two) working days before the opening date of the General Meeting of Shareholders. The person who convenes the General Meeting of Shareholders may only refuse the proposal if it falls into one of the following cases:</p> <p>a) The proposal was not sent in accordance with the provisions of Clause 2 of this Article;</p> <p>(none)</p> <p>b) The proposed issue does not fall within the decision-making authority of the GMS;</p> <p>c) Other cases as prescribed in the Charter of the Company.</p> <p>4. The person who convenes the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 2 of this Article in the expected agenda and content of the meeting, except for the cases prescribed in Clause 3 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.</p>	<p>This is the minimum condition for a shareholder/group of shareholders to have the right to propose issues to be added to the Agenda of the GMS</p>

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
20	None	<b>Article 34. Exercising the right to attend the General Meeting of Shareholders</b>	
		<p>1. Shareholders, or authorized representatives of institutional shareholders, may attend the meeting in person, authorize one or more other individuals or organizations in writing to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3 of this Article.</p> <p>2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders must be made in writing. The power of attorney shall be established in accordance with civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares. The individual or organization authorized to attend the General Meeting of Shareholders must present the power of attorney when registering to attend before entering the meeting room.</p> <p>3. A shareholder is considered to have attended and voted at the General Meeting of Shareholders in the following cases:</p> <p>a) Attending and voting directly at the meeting;</p> <p>b) Authorizing another individual or organization to attend and vote at the meeting;</p> <p>c) Attending and voting via online conference, electronic voting, or other electronic forms;</p> <p>d) Sending voting ballots to the meeting via mail, fax, or email.</p>	Clause 6, Article 13 provides specific regulations on forms of attending the GMS, and Article 16 provides specific regulations on cases of authorization
21	<b>Article 19. Conditions for conducting the General Meeting of Shareholders</b>	<b>Article 35. Conditions for conducting the General Meeting of Shareholders</b>	
	<p>1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the General Meeting represents at least 51% of the total voting shares.</p> <p>2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the <b>notice of the second meeting</b> shall be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the General Meeting represents at least 33% of the total voting shares.</p> <p>3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the <b>notice of the third meeting</b> must be sent within thirty (30) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders attending the General Meeting. <b>(deleted)</b></p>	<p>1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents at least 51% of the total voting shares.</p> <p>2. In case the 01st (first) meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the 02nd (second) meeting shall be convened within 30 (thirty) days from the intended date of the 01st (first) meeting. The 02nd (second) convened General Meeting of Shareholders shall be conducted when the number of shareholders attending represents at least 33% of the total voting shares.</p> <p>3. In case the 02nd (second) convened meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the 03rd (third) meeting shall be convened within 20 (twenty) days from the intended date of the 02nd (second) meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.</p> <p>4. Only the General Meeting of Shareholders has the right to decide on changes to the meeting agenda that was sent with the meeting invitation as prescribed in Article 33 of this Charter.</p>	<p>- The term "convene" can be understood in several different ways: "date of issuing the meeting invitation" or "date of holding the meeting"</p> <p>=&gt; Clearly defining "convene" as "date of sending the meeting invitation/determining the meeting date" can provide the Company with a basis for implementation to avoid disputes and complaints regarding the failure to convene the GMS on time</p> <p>- Clause 3, Article 20 provides regulations on the authority to decide and approve the Agenda of the GMS</p>



No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
22	<b>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders</b>	<b>Article 36. Procedures for conducting meetings and voting at the General Meeting of Shareholders</b>	
	<p>1. Before opening the General Meeting, the Company must conduct shareholder registration procedures and must perform registration until all shareholders entitled to attend the General Meeting are registered in the following order:</p> <p>a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/election ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda content. Voting shall be conducted by voting approve, disapprove, or no opinion. The ballot counting results shall be announced by the Chairperson/Ballot Counting Committee immediately before the closing of the General Meeting. The General Meeting shall elect the persons responsible for counting or supervising the counting of votes at the request of the Chairperson. The number of members of the Ballot Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the General Meeting;</p> <p>b) Shareholders, authorized representatives of institutional shareholders, or authorized partys arriving after the General Meeting has opened have the right to register immediately and then have the right to participate and vote/elect at the General Meeting immediately after registration. The Chairperson is not responsible for stopping the General Meeting to allow late-arriving shareholders to register, and the validity of the contents already voted/elected previously shall not change.</p> <p>2. The election of the chairperson, secretary, <b>Delegate Eligibility Verification Committee</b>, and Ballot Counting Committee is prescribed as follows:</p> <p>a) The Chairman 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 case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the General Meeting by majority principle. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a Chairperson of the General Meeting from among the attendees, and the person with the highest number of votes shall act as the Chairperson of the General Meeting;</p> <p>b) Except for the case prescribed in Point a of this Clause, the person signing the convocation of the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a Chairperson of the General</p>	<p>1. Before opening the meeting, the registration of shareholders attending the General Meeting of Shareholders must be conducted; (none)</p> <p>2. The election of the Chairperson, (none) Secretary, and Vote Counting Committee is regulated as follows:</p> <p>a) The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson for the General Meeting of Shareholders convened by the Board of Directors; in case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority vote; in case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairperson for the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting;</p> <p>b) In other cases, the person who signed the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson for the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting;</p>	<p>Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC to provide detailed regulations on registration for attendance, and to add provisions for cases where shareholders arrive after the opening of the GMS.</p> <p>Supplemented with specific regulations for the Credentials Committee so that STW has a basis for implementation for subsequent GMS.</p>

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	<p>Meeting, and the person with the highest number of votes shall act as the Chairperson of the General Meeting;</p> <p>c) The Chairperson shall appoint one or more persons to act as meeting secretary; <b>the convener of the General Meeting of Shareholders shall appoint one or more persons to act as the Delegate Eligibility Verification Committee to serve the General Meeting;</b></p> <p>d) The General Meeting of Shareholders shall elect one or more persons to the Ballot Counting Committee at the request of the Chairperson of the General Meeting.</p>	<p>c) The Chairperson shall appoint one or more persons as the Secretary of the meeting; (none)</p> <p>d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee at the proposal of the meeting Chairperson;</p>	
	<p>4. The Chairperson of the General Meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.</p> <p><b>a) Arranging seating at the venue of the General Meeting of Shareholders;</b>  <b>b) Ensuring safety for everyone present at the General Meeting venues;</b>  <b>c) Creating conditions for shareholders to attend (or continue to attend) the General Meeting. The convener of the General Meeting of Shareholders has full authority to change the above-mentioned measures and apply all necessary measures. The applied measures may include issuing entry passes or using other forms of selection.</b></p>	<p>4. The Chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees;</p>	<p>Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC to provide detailed regulations on the obligations of the Chairperson so that STW has a basis for implementation for subsequent GMS.</p>
	<p>10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company 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. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</p>	<p>None</p>	<p>Added the form of organizing an online GMS so that STW has a basis for implementation for subsequent GMS and to ensure consistency with the Internal Regulations on Corporate Governance =&gt; To avoid penalties.</p>
23	<p><b>None</b></p>	<p><b>Article 37. Forms of passing resolutions of the General Meeting of Shareholders</b></p>	
		<p>1. The General Meeting of Shareholders passes decisions within its authority by voting at the meeting or by collecting written opinions.</p> <p>2. The Annual General Meeting of Shareholders shall not collect written opinions.</p>	<p>Clause 6, Article 13 provides similar regulations on the forms of attending the GMS.</p>
24	<p><b>Article 21. Conditions for approving Resolution of the General Meeting of Shareholders</b></p>	<p><b>Article 38. Conditions for passing resolutions of the General Meeting of Shareholders</b></p>	
	<p>Note: In the case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be conducted by the cumulative voting method as above or by the voting method (<i>approve, disapprove, no opinion</i>). The approval ratio for</p>	<p>None</p>	<p>Supplemented regarding a simpler election method in cases where the number of candidates is less than the number required to be elected.</p>

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	<p>the voting method shall be implemented in accordance with Clause 2, Article 21 of the Charter of the Company.</p> <p>7. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the order and procedures for convening the General Meeting and approving such resolution violate the provisions of the Law on Enterprises and the Charter of the Company.</p>	None	Supplemented in accordance with the Model Charter of Circular 116/2020/TT-BTC and the provisions of Clause 2, Article 152 of the Law on Enterprises regarding the validity of GMS resolutions.
25	<p><b>Article 22. Authority and procedures for collecting written opinions from shareholders to approve resolutions of the General Meeting of Shareholders</b></p> <p>1. The Board of Directors has the authority to collect opinion of shareholders via writing to approve a resolution of the General Meeting of Shareholders on the following contents:</p> <ul style="list-style-type: none"> <li>a) Amending and supplementing the contents of this Charter;</li> <li>b) Approving/amending and supplementing the Internal Regulations on Corporate Governance; Regulations on Operation of the Board of Directors; Regulations on Operation of the Board of Supervisors;</li> <li>c) Development orientation of the Company;</li> <li>d) Types of shares and total number of shares of each type;</li> <li>đ) Election, dismissal, and removal members of the Board of Directors and the Board of Supervisors;</li> <li>e) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;</li> <li>g) Annual financial statements;</li> <li>h) Reorganization or dissolving the company;</li> <li>i) Change of business lines and fields;</li> <li>k) Change of management organizational structure of the Company;</li> <li>l) Other contents as deemed necessary by the Board of Directors for the benefit of the Company.</li> </ul> <p>3. The opinion collection form must contain the following main contents:</p> <ul style="list-style-type: none"> <li>a) Name, address of the head office, enterprise identification number;</li> <li>b) Purpose of opinion collection;</li> <li>c) Full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, enterprise identification number or legal document number of the organization, and head office address for shareholders who are organizations, or full name, contact address, nationality, and legal document number of the individual for the representative</li> </ul>	<p><b>Article 39. Authority and procedures for collecting written opinions from shareholders to approve resolutions of the General Meeting of Shareholders</b></p> <p>1. The Board of Directors has the right to collect written opinions from shareholders to approve resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the company.</p> <p>3. The written opinion form must contain the following main contents:</p> <ul style="list-style-type: none"> <li>a) Name, address of the head office, and enterprise identification number;</li> <li>b) Purpose of collecting opinions;</li> <li>c) Full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, enterprise identification number or legal document number of the organization, and head office address for shareholders that are organizations; or full name, contact address, nationality, and legal document number of the individual</li> </ul>	<p>Regulated more specifically so that STW has a basis for implementation.</p> <p>Since the STW Charter allows for the collection opinions of shareholders via writing in the case of electing, dismissing, or removing members of the Board of Directors and the Board of Supervisors, this item needs to be added to the opinion ballot so that STW has a basis for implementation.</p>

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	<p>of a shareholder that is an organization; number of shares of each type and number of voting/election rights of the shareholder;</p> <p>d) Issue requiring opinion collection for decision approval;</p> <p>đ) Voting options including approve, disapprove, and no opinion for each issue collected;</p> <p>e) <b>Election options (if any);</b></p> <p>g) Deadline for returning the completed opinion collection form to the Company;</p> <p>h) Full name and signature of the Chairman of the Board of Directors or the person authorized to collect opinion of shareholders.</p>	<p>for the representative of a shareholder that is an organization; number of shares of each type and number of voting rights of the shareholder;</p> <p>d) Matters requiring opinion for approval; dd) Voting options including approval, disapproval, and no opinion; (none)</p> <p>dd) Deadline for sending the answered opinion ballot back to the company;</p> <p>e) Full name and signature of the Chairman of the Board of Directors or the person authorized to collect opinion of shareholders;</p>	
	<p>4. Shareholders may send the completed opinion collection form to the Company by post, fax, or email <b>according to the information registered with the Vietnam Securities Depository and Clearing Corporation</b> in accordance with the following regulations:</p>	<p>4. Shareholders may send their answered opinion ballots to the company in one of the following forms:</p>	<p>When collecting opinions of shareholders via writing, STW must rely on the List of Shareholders provided by VSDC, so the information for sending opinion ballots of shareholders must match the information registered with VSDC so that STW has a basis for recording.</p>
	<p>5. The Board of Directors shall organize the ballot counting and prepare a ballot counting report under the witness of the Board of Supervisors or a shareholder not holding a management position in the Company. The ballot counting report must contain the following main contents:</p> <p>a) Name, address of the head office, enterprise identification number;</p> <p>b) Purpose and contents requiring opinion collection for resolution approval;</p> <p>c) Number of shareholders with the total number of voting/<b>election</b> rights who participated in the vote/<b>election</b>, distinguishing between valid and invalid votes/<b>elections</b> and the method of sending the vote/<b>election</b>, accompanied by an appendix of the list of shareholders participating in the vote/<b>election</b>;</p> <p>d) Total number of votes for approve, disapprove, and no opinion for each issue, <b>and total number of votes for each candidate (if any);</b></p> <p>đ) Issue approved and the corresponding approval voting ratio;</p> <p>e) Full name and signature of the Chairman of the Board of Directors, (deleted) vote counter and vote-counting supervisor.</p>	<p>5. The Board of Directors shall organize the vote counting and prepare the vote-counting minutes under the witness and supervision of the Board of Supervisors or shareholders who do not hold management positions in the company.</p> <p>The vote-counting minutes must contain the following main contents:</p> <p>a) Name, address of the head office, and enterprise identification number;</p> <p>b) Purpose and matters requiring opinion for the approval of the resolution;</p> <p>c) Number of shareholders with the total number of voting ballots that have participated in voting, distinguishing between valid and invalid voting ballots and the method of sending votes, accompanied by an appendix of the list of shareholders participating in the voting;</p> <p>d) Total number of votes for, disapprove, and no opinion for each matter (none);</p> <p>dd) Matters that have been approved and the corresponding approval voting ratio;</p> <p>e) Full name and signature of the Chairman of the Board of Directors, the legal representative of the company, the vote-counting supervisor, and the vote counter.</p>	<p>- Since the STW Charter allows for the collection opinions of shareholders via writing in the case of electing, dismissing, or removing members of the Board of Directors and the Board of Supervisors, this item needs to be added alongside the voting ballot.</p> <p>- Adjusted to be consistent with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Point g, Clause 3, Article 149 of the Law on Enterprises regarding the collection opinions of shareholders via writing.</p>
	<p>6. The ballot counting report and the resolution must be sent to shareholders within fifteen (15) days from the date of completion of ballot counting. <b>The sending of the ballot counting report and the resolution may be replaced by posting them on the website of the Company within 24 hours from the time of completion of ballot counting.</b></p>	<p>6. The vote-counting minutes and the resolution must be sent to shareholders within 15 (fifteen) days from the date of completion of vote counting. In case the company has a website, the sending of the vote-counting minutes and the resolution may be replaced by posting them on the company's website;</p>	<p>Added the disclosure deadline to be consistent with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Point c, Clause 1, Article 11 of Circular 96/2020/TT-BTC regarding the</p>

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			obligation to disclose extraordinary information.
26	<b>Article 23. Resolution and Minutes of the General Meeting of Shareholders</b>	<b>Article 40. Minutes of the General Meeting of Shareholders</b>	
	2. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents: ... h) <b>Summary of votes for each candidate (if any);</b> i) Contents approved and the corresponding approval voting ratio; k) <b>Full name</b> and signature of the chairperson and secretary. <b>In case the chairperson or secretary refuses to sign the Minutes of the General Meeting, such minutes shall be effective if signed by all other members of the Board of Directors attending the General Meeting and contain full contents as prescribed in this Clause. The Minutes of the General Meeting shall clearly state the refusal of the chairperson or secretary to sign the minutes.</b>	1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:...(none) h) Matters that have been approved and the corresponding approval voting ratio; i) Signature of the chairperson and the secretary. (none)	Added to be consistent with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Point i, Clause 1, Article 150 of the Law on Enterprises regarding the Minutes of the General Meeting of Shareholders.
	4. <b>Resolutions</b> , Minutes of the General Meeting of Shareholders, the attached list of shareholders registered to attend the General Meeting, <b>powers of attorney</b> for meeting attendance, all documents attached to the Minutes ( <i>if any</i> ), and relevant documents accompanying the General Meeting invitation must be kept at the Company's headquarters. <b>Resolutions, Minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.</b>	6. The Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the approved resolution, and related documents sent with the meeting invitation notice must be kept at the head office of the company.	Added to be consistent with the Model Charter issued under Circular 116/2020/TT-BTC due to the need to store powers of attorney when checking the validity of voting ballots and the need to comply with the obligation to disclose information regarding the Resolution and Minutes of the General Meeting of Shareholders on the securities market.
27	<b>Article 24. Request for cancellation of the Resolution of the General Meeting of Shareholders</b>	<b>Article 41. Request for cancellation of the resolution of the General Meeting of Shareholders</b>	
	In case a shareholder or group of shareholders requests a Court or Arbitration to cancel a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain in effect until the decision of the Court or Arbitration to cancel the resolution takes effect, except where temporary emergency measures are applied pursuant to the decision of a competent authority.	None	Added to be consistent with the provisions of Clause 3, Article 152 of the Law on Enterprises regarding the effectiveness of the resolution of the General Meeting of Shareholders.
28	<b>None</b>	<b>Article 42. Effectiveness of resolutions of the General Meeting of Shareholders</b>	
		1. A resolution of the General Meeting of Shareholders shall take effect from the date of its approval or from the effective date specified in that resolution.	Articles 21, 23, and 24 have specifically provided for the

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
		<p>2. A resolution of the General Meeting of Shareholders approved by 100% of the total shares with voting rights shall be legal and effective even if the order and procedures for convening the meeting and approving that resolution were not carried out in accordance with regulations.</p> <p>3. In case a shareholder or a group of shareholders requests a Court or Arbitral Tribunal to cancel a resolution of the General Meeting of Shareholders in accordance with Article 41 of this Charter, that resolution shall remain in effect until the Court or Arbitral Tribunal makes a different decision, except in cases where emergency interim measures are applied according to the decision of a competent authority.</p>	effectiveness of the Resolution of the General Meeting of Shareholders.
29	<p><b>Article 25. Candidacy and nomination of members of the Board of Directors</b></p> <p>1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the website of the Company so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors to be disclosed includes:</p> <p>a) Full name, date, month, and year of birth;</p> <p>b) Professional qualifications;</p> <p>c) Work experience;</p> <p>d) Other management positions (<i>including positions on the Board of Directors of other companies</i>);</p> <p>dd) Interests related to the Company and related parties of the Company;</p> <p>e) Other information as required by law (<i>if any</i>).</p> <p>The Company is responsible for disclosing information about companies where the candidate currently holds the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (<i>if any</i>).</p> <p>2. A shareholder or group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Charter of the Company. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. The principles for nomination and candidacy for the Board of Directors are as follows:</p>	<p><b>Article 45. Standards and conditions for members of the Board of Directors</b></p> <p>None</p> <p>2. Principles for nomination and candidacy for the Board of Directors:</p> <p>a) A shareholder or group of shareholders holding from 05% to less than 20% of the total voting shares is entitled to nominate a maximum of one (01) candidate;</p> <p>b) A shareholder or group of shareholders holding from 20% to less than 35% of the total voting shares is entitled to nominate a maximum of two (02) candidates;</p>	<p>Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Clause 1, Article 274 of Decree 155/2020/NĐ-CP regarding the nomination and candidacy of members of the Board of Directors.</p> <p>- The current number of members of the Board of Directors of STW is 05; two groups of major shareholders are entitled to nominate a maximum of 03 persons.</p> <p>- STW has no shareholders owning 5% &lt; ownership ratio &lt; 10%.</p>

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	<p>a) A shareholder or group of shareholders holding <b>from 10%</b> to less than 20% of the total voting shares is entitled to nominate one (01) candidate;</p> <p>b) A shareholder or group of shareholders holding from 20% to less than 35% of the total voting shares is entitled to nominate a maximum of two (02) candidates;</p> <p>c) A shareholder or group of shareholders holding 35% or more of the total voting shares is entitled to nominate a maximum of three (03) candidates.</p>	<p>c) A shareholder or group of shareholders holding 35% or more of the total voting shares is entitled to nominate a maximum of three (03) candidates.</p>	<p>Therefore, STW does not need to supplement the nomination rights for the Board of Directors and Board of Supervisors for this category of shareholders.</p>
	<p>2. The nomination and candidacy of members of the Board of Directors shall be carried out in accordance <b>with the following regulations:</b></p> <ul style="list-style-type: none"> <li>- The written nomination of a candidate must clearly state the name of the shareholder or group of shareholders, the number of each type of share held by the shareholder or group of shareholders at the time of nominating the candidate for the Board of Directors, and information related to the candidate (<i>candidate profile</i>) in accordance with Article 25 of the Charter of the Company.</li> <li>- Nomination of candidates for the General Meeting of Shareholders format:               <ul style="list-style-type: none"> <li>+ In case a shareholder or group of shareholders sends a written request for the nomination of a candidate for the Board of Directors at least fifteen (15) days before the opening of the General Meeting of Shareholders, the Board of Directors is responsible for considering and approving it within five (05) days from the date of receiving the nomination and candidacy request, and disclosing information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders. If there is a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within five (05) days from the date of the Board's decision and must clearly state the reasons for the rejection.</li> <li>+ In case a shareholder or group of shareholders nominates a candidate without ensuring the minimum 15-day period before the opening date of the General Meeting of Shareholders, the Board of Directors shall send a notice regarding the time for reviewing the candidate's profile to the shareholder or group of shareholders within three (03) days from the date of receiving the nomination and candidacy. During the aforementioned review period, the Board of Directors will disclose the candidate's information as soon as the Board of Directors approves the candidate's profile. In case the Board of Directors does not have enough time to review as notified, the Board of Directors will present this nomination and candidacy information at the General Meeting of Shareholders.</li> </ul> </li> <li>- Nomination of candidates for the format of collecting shareholders' opinions in writing:               <ul style="list-style-type: none"> <li>+ The Board of Directors is responsible for disclosing the Regulations on nomination of candidates for the Board of Directors (<i>forms and information related to nomination and candidacy</i>) as soon as the Board of Directors decides to collect opinion of shareholders in writing regarding the election.</li> <li>+ In case a shareholder or group of shareholders sends a written request for the nomination of a candidate for the Board of Directors at least five (05) days</li> </ul> </li> </ul>	<p>4. The election of members of the Board of Directors shall be conducted by the cumulative voting method as prescribed in Clause 3, Article 38 of this Charter.</p>	<p>Specific regulations on the time limit for nomination and candidacy and the method of nomination and candidacy for each form of organization so that STW has a basis for implementation.</p>

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>before the company sends the ballot and accompanying documents to all shareholders with voting rights, the Board of Directors is responsible for considering and approving it within five (05) days from the date of receiving the nomination and candidacy request. If there is a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within five (05) days from the date of the Board's decision and must clearly state the reasons for the rejection.</p> <p>+ In case a shareholder or group of shareholders nominates a candidate without ensuring the minimum five (05) days before the company sends the ballot and accompanying documents to all shareholders with voting rights, the Board of Directors will not accept the nomination request and will report it at the nearest General Meeting of Shareholders <i>(if any)</i>.</p>		
	<p>3. In case the number of candidates for the Board of Directors through nomination and candidacy in accordance with Clause 5, Article 115 of the Law on Enterprises is still insufficient, <b>the incumbent Board of Directors shall nominate additional candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The additional nomination of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.</b></p>	<p>3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize the nomination according to another mechanism under the Election Regulations approved by the General Meeting of Shareholders before proceeding with the nomination.</p>	<p>Adjusted to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Clause 2, Article 274 of Decree 155/2020/NĐ-CP regarding the nomination and candidacy of members of the Board of Directors.</p>
	<p>4. In case the number of candidates nominated additionally by the incumbent Board of Directors pursuant to Clause 3 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficient number of candidates for the Board of Directors no later than five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization of additional nominations by the incumbent Board of Directors for other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.</p>	None	<p>Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Clause 3, Article 274 of Decree 155/2020/NĐ-CP regarding the nomination and candidacy of members of the Board of Directors.</p>
30	<p><b>Article 26. Composition and term of office of members of the Board of Directors</b></p> <p>2. The number of non-executive members of the Board of Directors of a public company must ensure the following requirements:</p> <p>a) There is at least one (01) non-executive member in case the company has from three (03) to five (05) members of the Board of Directors;</p> <p>b) There are at least two (02) non-executive members in case the company has from six (06) to eight (08) members of the Board of Directors;</p> <p>c) There are at least three (03) non-executive members in case the company has from nine (09) to eleven (11) members of the Board of Directors.</p>	<p><b>Article 45. Standards and conditions for members of the Board of Directors</b></p> <p>None</p>	<p>Updated to comply with the provisions of Clause 79, Article 1 of Decree 245/2025/NĐ-CP (amending Clause 2, Article 276 of Decree 155/2020/NĐ-CP regarding the composition of the Board of Directors).</p>



No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>3. Members of the Board of Directors must meet the following standards and conditions:</p> <p>a) Having full civil act capacity, and not being among the subjects prohibited from establishing and managing enterprises as specified in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) Having professional qualifications and experience in business administration or in the field, industry, or business line of the company;</p> <p>c) A member of the Board of Directors of a public company may concurrently serve as a <b>member of the Board of Directors or the Board of Members</b> of at most five (05) other companies.</p>	<p>1. Members of the Board of Directors must meet the following standards and conditions:</p> <p>a) Have full civil act capacity, and are not among the subjects prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) Have professional qualifications and experience in business administration or in the field, industry, or business line of the company, and are not necessarily shareholders of the company;</p> <p>c) A member of the Board of Directors of the company may be a member of the Board of Directors of another company, but a member of the Board of Directors of a public company may simultaneously be a member of the Board of Directors at a maximum of five (05) other companies.</p>	<p>Updated to comply with the provisions of Clause 78, Article 1 of Decree 245/2025/NĐ-CP (amending Clause 3, Article 275 of Decree 155/2020/NĐ-CP regarding the status of members of the Board of Directors).</p>
	<p>6. A member of the Board of Directors shall lose their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.</p> <p>A member of the Board of Directors shall continue to fully exercise their rights and perform their obligations until the dismissal of the member of the Board of Directors is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of a member of the Board of Directors immediately upon the receipt of the Company of notification regarding the following cases:</p> <ul style="list-style-type: none"> <li>- The member of the Board of Directors has limited civil act capacity, has lost civil act capacity, or has difficulty in cognition and behavior control;</li> <li>- The member of the Board of Directors is being prosecuted for criminal liability, is being detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs;</li> <li>- The Board of Directors has a decision approving the receipt of the resignation letter of the member of the Board of Directors in accordance with the following regulations: <ul style="list-style-type: none"> <li>+ To notify the resignation, the resigning member of the Board of Directors must submit a Resignation Letter to the Board of Directors, including the following main contents: <ul style="list-style-type: none"> <li>o Position being resigned from;</li> <li>o Reason for resignation;</li> <li>o Effective date (clearly stating the date of commencement);</li> <li>o Signature and full name (handwritten) of the member of the Board of Directors.</li> </ul> </li> <li>+ The procedure for processing the resignation letter of the member of the Board of Directors prescribed in point a of this clause is as follows:</li> </ul> </li> </ul>	<p>None</p>	<p>Supplement the basis for determining the rights and obligations of a member of the Board of Directors when said member resigns</p>

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	<p>o The Company shall disclose extraordinary information within 24 hours from the time of receiving the resignation letter.</p> <p>o The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting notice to the members of the Board of Directors within seven (07) working days from the date the Company receives the resignation letter and at the latest three (03) working days before the meeting date.</p> <p>o The meeting of the Board of Directors must be held no later than ten (10) working days from the date the Company receives the resignation letter.</p> <p>□ In case the Board of Directors approves the receipt of the resignation letter, the resigning member of the Board of Directors shall continue to exercise their rights and perform their obligations until the decision to dismiss the member of the Board of Directors is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of a member of the Board of Directors.</p> <p>□ In case the Board of Directors does not approve the receipt of the resignation letter, the resigning member of the Board of Directors shall continue to exercise their rights and perform their obligations until the decision to dismiss the member of the Board of Directors is approved by the General Meeting of Shareholders. The Board of Directors must notify the resigning member of the Board of Directors in writing, clearly stating the reasons for refusing to accept the resignation letter, no later than two (02) working days after the date of the decision.</p> <p>o The Resolution of the Board of Directors regarding the acceptance of the resignation letter must be disclosed as extraordinary information within twenty-four (24) hours from the date of the decision.</p> <p>+ The member of the Board of Directors may not withdraw their resignation letter, except in cases where the Board of Directors has decided not to accept the resignation letter.</p>		
31	<b>Article 26. Composition and term of members of the Board of Directors</b>	<b>Article 50. Dismissal, removal, and supplementation of members of the Board of Directors</b>	
	<p>4. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:</p> <p>a) Failing to meet the standards and conditions as prescribed in Clause 3 of this Article;</p> <p>b) Submitting a resignation letter which is then approved;</p> <p>c) Other cases as prescribed by law and this Charter. <b>(deleted)</b></p> <p>5. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:</p> <p>a) Failing to complete assigned tasks and duties;</p> <p>b) Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;</p>	<p>1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:</p> <p>a) They do not meet the standards and conditions as prescribed in Clause 1, Article 45 of this Charter;</p> <p>b) They have submitted a resignation letter and it has been accepted;</p> <p>c) The member of the Board of Directors is a shareholder, but has subsequently transferred all of their shares to another person;</p> <p>dd) The member of the Board of Directors is an authorized representative of a shareholder or a group of shareholders but their authorization has been revoked, or such shareholder or group of shareholders has transferred all of their shares to another person;</p>	<p>- In the case where the member of the Board of Directors is a shareholder/authorized representative of a shareholder, the major shareholder shall have the right to request the Board of Directors to convene the General Meeting of Shareholders to dismiss the member of the Board of Directors and elect a replacement.</p> <p>- In this case, STW needs to consider the timeline for convening the</p>

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	<p>c) Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Charter of the Company;</p> <p>d) Other cases as per the resolution of the General Meeting of Shareholders. <b>(deleted)</b></p>	<p>2. In case the Board of Directors leads the company to incur business losses for a period exceeding half of the term, all members of the Board of Directors for that term shall be dismissed; the General Meeting of Shareholders shall convene a meeting to elect the entire Board of Directors in accordance with general procedures.</p> <p>3. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:</p> <p>a) Failure to complete assigned tasks and duties;</p> <p>b) Failure to participate in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure;</p> <p>c) Repeated or serious violations of the obligations of a member of the Board of Directors as prescribed in the Charter of the Company and relevant laws.</p> <p>d) If a member of the Board of Directors embezzles company assets or intentionally acts contrary to the provisions of law and the Charter of the Company, causing damage to the assets, reputation, or brand of the company, they shall be removed immediately from the time the Board of Directors meets and issues a written conclusion after having gathered sufficient evidence proving the misconduct of that member, without needing to wait for the General Meeting of Shareholders to issue a resolution on removal, unless the General Meeting of Shareholders decides otherwise.</p>	<p>General Meeting of Shareholders from the time of the loss-making business results; for example, after the audited financial statements for the 3rd consecutive year show losses, this content shall be included in the Annual General Meeting of Shareholders for voting. However, this is also considered a case where the Board of Directors fails to complete assigned tasks and duties. In this case, the Board of Supervisors has the responsibility to notify the Board of Directors and has the right to request the convening of the General Meeting of Shareholders to remove the member of the Board of Directors and elect a replacement. =&gt; The principle is that when it is necessary to dismiss or remove the Board of Directors, there only needs to be a reasonable justification that complies with legal regulations and is approved by the General Meeting of Shareholders.</p>
32	<p><b>Article 27. Rights and obligations of the Board of Directors</b></p> <p>2. The rights and obligations of the Board of Directors are prescribed by law, the Charter of the Company, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:</p> <p>...</p> <p>e) Deciding on investment plans and investment projects <b>with a value of less than 35% of the total asset value recorded in the Company's most recent audited Financial Statements;</b></p> <p>h) Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions <b>with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions falling under the decision-making 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;</b></p> <p>i) Electing, dismissing, and removing the <b>Chairman of the Board of Directors and Vice Chairmans (if any);</b> appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other</p>	<p><b>Article 43. Board of Directors</b></p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>...</p> <p>e) Decide on the company's investment plans and investment projects, except for investment projects under the authority of the General Meeting of Shareholders;</p> <p>h) Approve purchase, sale, borrowing, lending contracts, and other contracts and transactions, except for contracts and transactions under the authority of the General Meeting of Shareholders;</p> <p>i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts with, or terminate contracts with the General Director, Deputy General Directors, Chief Accountant of the</p>	<p>Adjusted the wording to align with the Model Charter issued under Circular 116/2020/TT-BTC for simplicity and clarity.</p>

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	key managers as prescribed by the Charter of the Company <b>at the proposal of the Chairman of the Board of Directors; (deleted)</b> deciding on the salary, remuneration, bonuses, and other benefits of <b>such managers at the proposal of the Chairman of the Board of Directors</b> ; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of such persons; <b>appointing and dismissing</b> commercial representatives and the Company's lawyers, and deciding on <b>their salary, remuneration, bonuses, and other benefits</b> .	company, and other managers; the Board of Directors may dismiss or remove any individual from any management position when it deems necessary for the interests of the company; decide on the salary, remuneration, bonuses, and other benefits of those appointed or contracted by the Board of Directors; appoint an authorized representative to participate in the Board of Members or the General Meeting of Shareholders in other companies and decide on the remuneration and other benefits of such persons; appoint or remove the company's commercial representatives or lawyers, and decide on their remuneration and other benefits;	
	q) Deciding on the issuance of the Regulations on Operation of the Board of Directors and Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; and the Company's Information Disclosure Regulations;	None	Adjusted to comply with the Model Charter issued under Circular 116/2020/TT-BTC
	r) Organizing training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other managers of the Company;	None	Updated to comply with the provisions of Point a, Clause 81, Article 1 of Decree 245/2025/NĐ-CP (amending and supplementing Clause 8, Article 278 of Decree 155/2020/NĐ-CP regarding the responsibilities and obligations of the Board of Directors)
	s) Executing dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders;	None	Updated to comply with the provisions of Point b, Clause 81, Article 1 of Decree 245/2025/NĐ-CP (amending and supplementing Clause 10, Article 278 of Decree 155/2020/NĐ-CP regarding the responsibilities and obligations of the Board of Directors)
	t) Requesting the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. The requested managers must provide information and documents promptly, fully, and accurately as requested by members of the Board of Directors. The sequence and procedures for requesting and providing information are specifically prescribed in the Internal Regulations on Corporate Governance.	None	Added to comply with the provisions of Article 159 of the Law on Enterprises regarding the right of the Board of Directors to be provided with information
	3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.	None	Added to comply with the provisions of Article 280 of Decree 155/2020/NĐ-CP regarding the report on the activities of the Board of Directors at the Annual General Meeting of Shareholders

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33	<b>Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors</b>	<b>Article 51. Remuneration, salary, and other benefits of members of the Board of Directors</b>	
	2. Members of the Board of Directors are entitled to remuneration and bonuses. <b>Remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus.</b> The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.	a) Members of the Board of Directors are entitled to work remuneration and bonuses. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting;	Adjusted to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Point a, Clause 2, Article 163 of the Law on Enterprises regarding salary, remuneration, bonuses, and other benefits of members of the Board of Directors, the Director, and the General Director
	4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.	None	Adjusted to comply with the Model Charter issued under Circular 116/2020/TT-BTC
	5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses <b>that they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.</b>	b) Members of the Board of Directors are entitled to reimbursement for accommodation, travel, and other reasonable expenses when performing assigned tasks. (None)	Added to comply with the Model Charter issued under Circular 116/2020/TT-BTC to provide additional grounds for determining whether such expenses are appropriate for STW to reimburse
	6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for liabilities of members of the Board of Directors related to violations of the law and the Charter of the Company.	None	Adjusted to comply with the Model Charter issued under Circular 116/2020/TT-BTC due to the addition of a mechanism for members of the Board of Directors to purchase liability insurance Professional liability insurance compensates the insured for litigation costs and damages payable to third parties during the insurance period specified in the contract related to actual or alleged violations due to professional errors;
34	<b>Article 29. Chairman of the Board of Directors</b>	<b>Article 46. Chairman of the Board of Directors</b>	
	1. The Chairman and Vice Chairmen of the Board of Directors (if any) shall be elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors. <b>(deleted)</b> <b>2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.</b>	1. The Board of Directors shall elect one member of the Board of Directors as the Chairman of the Board of Directors based on the principle of a majority of members approve. The Chairman of the Board of Directors must be a person who has previously held a management position in an enterprise (member of the Board of Directors, Chairman of the Board of Directors, General Director, Deputy General Director, Chief Accountant),	- According to the provisions of Clause 12, Article 157 of the Law on Enterprises: "Unless the Charter of the Company provides for a higher ratio, resolutions and decisions of the Board of Directors are passed if

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		unless the General Meeting of Shareholders decides otherwise. The Chairman of the Board of Directors of a public company shall not concurrently hold the title of General Director of the company.	approved by a majority of the members present at the meeting" => Any content under the authority of the Board of Directors must be passed according to the majority principle - According to the provisions of Clause 2, Article 156 of the Law on Enterprises: "The Chairman of the Board of Directors of a public company and a joint-stock company specified in Point b, Clause 1, Article 88 of this Law shall not concurrently hold the position of Director or General Director." => The Chairman of the Board of Directors is strictly prohibited from concurrently holding the position of General Director
	4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or the dismissal or removal.	None	Added to comply with the Model Charter issued under Circular 116/2020/TT-BTC to provide a basis for electing the Chairman of the Board of Directors to ensure the convening of the Board of Directors and other tasks of the Chairman of the Board of Directors
	5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member of the Board of Directors in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized party <b>or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, flees from their place of residence, is restricted or loses their civil act capacity, has difficulty in perception or controlling their behavior, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs</b> , the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.	3. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they shall authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized party, the remaining members shall elect one among the members to temporarily serve as the Chairman of the Board of Directors based on the principle of a majority of the remaining members approve until a new decision is made by the Board of Directors.	Adjusted to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Clause 4, Article 156 of the Law on Enterprises regarding the Chairman of the Board of Directors to provide a basis for implementation when the Chairman of the Board of Directors is unable to perform their duties for the above reasons but has not authorized another person
35	<b>Article 30. Meetings of the Board of Directors</b> 2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings. <b>(deleted)</b>	<b>Article 47. Meetings of the Board of Directors</b> 2. The Board of Directors may hold periodic or extraordinary meetings. The Board of Directors shall meet at the company's headquarters or elsewhere.	Clause 2, Article 157 of the Law on Enterprises, there is no limitation on

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			the venue for holding Board of Directors meetings (only limited for General Meeting of Shareholders meetings)
	<p>5. The Chairman of the Board of Directors must <b>send a meeting invitation notice</b> to the members of the Board of Directors within seven (07) working days from the date the Company receives the request specified in Clause 3 of this Article <b>and at least three (03) working days before the meeting date. The meeting of the Board of Directors must be held no later than ten (10) working days from the date the Company receives the request.</b> In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors, <b>with the convening procedure being similar to that of the Chairman of the Board of Directors convening upon request.</b></p>	<p>5. The Chairman of the Board of Directors must convene a Board of Directors meeting within 07 (seven) working days from the date of receiving the request as prescribed in Clause 4 of this Article. (none) In case the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors must be responsible for any damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the Board of Directors meeting (none).</p>	<p>- The term "convene" can be understood in several different ways: "date of issuing the meeting notice" or "date of holding the meeting" =&gt; Clearly defining "convene" as "date of sending the meeting notice/determining the meeting date" can provide the Company with a basis for implementation to avoid disputes and complaints regarding the failure to convene the General Meeting of Shareholders on time  - 07 working days to send the meeting notice + 03 working days to hold the meeting  - Supplement a mechanism for the requester to convene the meeting when necessary</p>
	<p>6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation notice at least three (03) working days before the meeting date (<b>deleted</b>). The invitation letter to the meeting must specify the time and location of the meeting, <b>the form of the meeting</b>, the program, and the contents to be discussed and decided. The invitation letter to the meeting must be accompanied by documents used at the meeting and the voting ballots of the members.  The invitation letter to the meeting for the Board of Directors may be sent via paper, telephone, fax, <b>electronic means</b>, or other methods as prescribed by the Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.</p>	<p>6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at least 03 (three) working days before the meeting date unless the Charter of the Company provides otherwise. The meeting notice must specify the time and venue of the meeting, (none) the agenda, and the matters to be discussed and decided. Accompanying the meeting notice must be the documents used at the meeting and the voting ballots of the members.  The notice of the Board of Directors meeting may be sent by invitation letter, telephone, post, fax, email, or other means, but must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.</p>	<p>- This is currently in the Charter of the Company  - Add more forms of meetings  - "invitation letter" = "post" =&gt; omit for better clarity</p>
	<p>8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. In case the meeting convened in accordance with this Article does not have enough members to attend as prescribed, the Chairman of the Board of Directors must send <b>a second meeting invitation notice</b> to the members of the Board of Directors within seven (07) days from the intended date of the first meeting <b>and at least three (03) working days before the meeting date. The meeting of the Board of Directors must be held no later than ten (10) days from the intended date</b></p>	<p>8. A Board of Directors meeting shall be conducted when at least three-quarters (from 75%) of the total number of members attend. In case the meeting convened as prescribed in this Clause does not have enough members to attend as prescribed, it shall be convened for the second time within 07 (seven) days from the intended date of the first meeting (none). In this case, the meeting shall be conducted if more than half (more than 50%) of the total number of members of the Board of Directors attend.</p>	<p>- The term "convene" can be understood in several different ways: "date of issuing the meeting notice" or "date of holding the meeting" =&gt; Clearly defining "convene" as "date of sending the meeting notice/determining the meeting date" can provide the Company with a basis for implementation to avoid disputes</p>

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	<b>of the first meeting.</b> In this case, the meeting shall be conducted if more than 1/2 of the total number of members of the Board of Directors attend.		and complaints regarding the failure to convene the General Meeting of Shareholders on time - Supplement the time limit for convening the meeting to have a basis for implementation, avoiding prolonged cases
	<b>9. The Board of Directors adopts resolutions and decisions by voting at the meeting, collecting opinions in writing, or by other forms as prescribed by the Charter of the Company. Each member of the Board of Directors has one vote.</b> A member of the Board of Directors is considered to be present and voting at the meeting in the following cases: a) Attending and voting directly at the meeting; b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article; c) Attending and voting via online conference, <b>electronic voting, or other electronic forms;</b> d) Sending a voting ballot to the meeting via mail, fax, or email; <b>d) Sending a voting ballot by other means as prescribed by law (if any).</b>	9. (none) A member of the Board of Directors is considered to be attending and voting at the meeting in the following cases: a) Attending and voting directly at the meeting; b) Authorizing another person to attend the meeting as prescribed in Clause 11 of this Article. c) Attending and voting via online conference or other similar forms; d) Sending voting ballots to the meeting via mail, fax, or email; dd) (none).	Adjusted to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Clause 9, Article 157 of the Law on Enterprises regarding Board of Directors meetings
	12. Resolutions and decisions of the Board of Directors are adopted if approved by the majority of the members attending the meeting ( <i>more than 50%</i> ); in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. <b>Note: A member of the Board of Directors may not vote on transactions that bring benefits to that member or their related parties in accordance with the Law on Enterprises and Article 43 of the Charter of the Company.</b>	12. A resolution or decision of the Board of Directors is adopted if it is approved by the majority of the members attending the meeting; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. (none)	Adjusted to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Clause 4, Article 291 of Decree 155/2020/NĐ-CP regarding the duty of honesty and avoidance of conflicts of interest of enterprise managers
36	<b>Article 31. Sub-committees under the Board of Directors</b> 1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of two (02) people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only effective when a majority of its members attend and vote approve 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	None	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC to have a basis for implementation when STW needs to add Board of Directors sub-committees



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	legal regulations, the Charter of the Company, and the Internal Regulations on Corporate Governance.		
37	<b>None</b>	<b>Article 49. Right of members of the Board of Directors to be provided with information</b>	
		1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the company to provide information and documents regarding the financial situation and business operations of the company and units within the company. 2. The requested manager must provide the information and documents requested by the member of the Board of Directors in a timely, complete, and accurate manner. The order and procedures for requesting and providing information shall be prescribed by the Board of Directors.	Point q, Clause 2, Article 27 already contains provisions on this content
38	<b>Article 32. Person in charge of corporate governance</b> 1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support corporate governance work. The person in charge of corporate governance may concurrently serve as the Secretary of the Company <b>in accordance with Clause 5, Article 156 of the Law on Enterprises.</b>	<b>Article 56. Person in charge of corporate governance</b> 1. The Board of Directors must appoint at least 01 (one) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Secretary of the Company.	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC to include additional provisions on the obligations of the person in charge of corporate governance concurrently serving as Secretary of the Company
39	<b>Article 33. Organization of the management apparatus</b> The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has a General Director, Deputy General Directors, and a Chief Accountant appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned titles must be approved by a resolution or decision of the Board of Directors.	<b>None</b>	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC
40	<b>Article 34. Executive</b> 1. Executives include the General Director, Deputy General Directors, Chief Accountant, and other titles appointed by the Board of Directors; 2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other corporate executives with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors. Corporate executives shall be responsible for assisting the Company in achieving the objectives set out in its operations and organization. 3. Corporate executives shall be paid salaries, bonuses, and other benefits as decided by the Board of Directors. 4. The salaries of corporate executives shall be included in the business expenses of the Company in accordance with the law on corporate income tax,	<b>None</b>	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC

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	presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.		
41	<b>Article 35. Appointment, dismissal, rights, and obligations of the General Director</b>	<b>Article 52. General Director</b>	
	3. ... Standards and conditions for the General Director: ... <b>d) Not be a person with family relations to corporate managers, supervisors of the company and the parent company, representatives of State capital, or representatives of enterprise capital at the company and the parent company.</b>	2. ... Conditions and standards for the General Director: ... (none)	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Point b, Clause 4, Article 162 of the Law on Enterprises regarding the Director and General Director of a company
	4. The General Director has the following rights and obligations: a) Decide on matters related to the daily business operations of the Company <b>that do not fall under the authority of the Board of Directors and the Chairman of the Board of Directors;</b>	3. The General Director has the following rights and obligations: a) Decide on matters related to the daily business operations of the company without requiring a decision from the Board of Directors;	Adjusted the wording because the general principle is that the BOD issues a policy resolution and appoints the General Director to implement it based on that resolution
	b) Organize the implementation of resolutions and decisions of the Board of Directors <b>and the Chairman of the Board of Directors;</b>	b) Organize the implementation of resolutions of the Board of Directors;	Normally, the Chairman of the Board of Directors does not have the authority to issue resolutions or decisions However, there are cases where the Chairman of the Board of Directors is authorized to perform tasks, and there is also a mechanism for the General Director to implement them
	d) Decide on salaries, bonuses, and other benefits for employees in the Company, <b>except for management titles under the authority of the Board of Directors and the Chairman of the Board of Directors;</b>	e) Decide on salaries and other benefits for employees in the company, including managers under the appointment authority of the General Director;	Wording made easy to understand and fully inclusive of all cases
	e) Recruit, transfer, dismiss, reward, and discipline employees, except for management titles under the authority of the Board of Directors and the Chairman of the Board of Directors;	dd) Appoint, dismiss, and remove other management positions in the company, except for positions under the authority of the Board of Directors, after the specific personnel plan has been approved by the Board of Directors; g) Labor recruitment;	Synthesize 02 similar contents into 01 complete content
	h) The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers, and must report to these levels when requested.	None	Supplemented to comply with the provisions of Clause 2, Article 162 of the Law on Enterprises regarding the Director and General Director of a company
	k) Other rights and obligations as prescribed by law, the Charter, Internal Regulations on Corporate Governance, and by Resolutions and Decisions of the Board of Directors, the General Meeting of Shareholders, <b>Decisions of the Chairman of the Board of Directors, and the labor contract signed with the Company.</b>	j) Other rights and obligations as prescribed by law, the Charter of the Company, and resolutions of the Board of Directors and the General Meeting of Shareholders (none).	Supplemented to comply with the provisions of Clause 4, Article 162 of the Law on Enterprises regarding the Director and General Director of a company

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	(deleted)	5. The salary and other benefits of the General Director shall be decided by the Board of Directors.	Point i, Clause 2, Article 27 already contains provisions regarding the authority of the BOD over the salary of the General Director
42	None	<b>Article 53. Deputy General Director</b> 1. The Company has from 01 (one) to 03 (three) Deputy General Directors, except in special cases decided by the Board of Directors. The Deputy General Director assists the General Director in managing the company in specific fields of work according to the assignment and authorization of the General Director. The Deputy General Director is accountable to the General Director, the Board of Directors, and the law for the performance of assigned and authorized tasks. The Deputy General Director is selected and proposed by the Chairman of the Board of Directors for the Board of Directors to appoint after consulting the General Director. 2. The Deputy General Director may sign on behalf of the General Director for documents under the authority of the General Director within the scope and field of regular work assigned by the General Director, and for documents in other fields of work if authorized by the General Director in writing at the time of signing.	There are already provisions regarding Enterprise managers
43	None	<b>Article 54. Chief Accountant</b> The Chief Accountant is selected and appointed by the Board of Directors.	There are already provisions regarding Enterprise managers
44	<b>Article 36. Secretary of the Company</b> When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Secretary of the Company for the term of the Board of Directors. <b>The Board of Directors may remove the Secretary of the Company when necessary, provided it is not contrary to current labor laws.</b>	<b>Article 55. Secretary of the Company</b> 1. The Board of Directors may decide to appoint one (or more) person(s) as Secretary of the Company for the term of the Board of Directors. (supplemented)	The Secretary is also an employee of the Company, so the appointment and dismissal must be carried out in accordance with labor law
45	None	<b>Article 57. Other managers</b> Based on the requirements of production and business tasks and the organizational structure of the company's management apparatus at each time, the General Director shall develop a specific personnel plan to submit to the Board of Directors for approval and decision.	There are already provisions regarding Enterprise managers
46	<b>Article 37. Candidacy and nomination of members of the Board of Supervisors</b>	<b>Article 59. Standards and conditions for Supervisors</b>	

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	<p><b>1. The nomination and candidacy of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter.</b></p> <p>Principles for nomination and candidacy to the Board of Supervisors:</p> <p>a) A shareholder or group of shareholders holding from 10% to less than 35% of the total voting shares may nominate a maximum of 01 (one) candidate;</p> <p>b) A shareholder or group of shareholders holding from 35% to less than 50% of the total voting shares may nominate a maximum of 02 (two) candidates;</p> <p>c) A shareholder or group of shareholders holding from 50% of the total voting shares may nominate a maximum of 03 (three) candidates.</p> <p><b>The nomination and candidacy of members of the Board of Supervisors shall be conducted in a manner similar to the provisions of Clause 1, Article 25 of this Charter.</b></p> <p>2. In case the number of candidates for the Board of Supervisors through nomination and candidacy under Clause 5, Article 115 of the Law on Enterprises is insufficient, <b>the incumbent Board of Supervisors may nominate additional candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.</b></p> <p>3. In case the number of candidates nominated by the incumbent Board of Supervisors under Clause 2 of this Article is still insufficient, <b>the Board of Supervisors shall announce the information regarding the insufficient number of candidates for the Board of Supervisors no later than five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization of additional nominations by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.</b></p>	<p>2. (none)</p> <p>Principles for nomination and candidacy for the Board of Supervisors:</p> <p>a) A shareholder or group of shareholders holding from 05% to less than 35% of the total voting shares may nominate a maximum of 01 (one) candidate;</p> <p>b) A shareholder or group of shareholders holding from 35% to less than 50% of the total voting shares may nominate a maximum of 02 (two) candidates;</p> <p>c) A shareholder or group of shareholders holding from 50% of the total voting shares may nominate a maximum of 03 (three) candidates. (none)</p> <p>3. In the event that the number of candidates for the Board of Supervisors through nomination and candidacy is still insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to another mechanism as per the Election Regulations approved by the General Meeting of Shareholders prior to the nomination process. (none)</p>	<p>Similar to the nomination and candidacy of members of the Board of Directors</p>
47	<p><b>Article 38. Composition of the Board of Supervisors</b></p> <p>2. Members of the Board of Supervisors must meet the following standards and conditions:</p> <p>a) Having full civil act capacity, and not being among the subjects specified in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) Having been trained in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the Company;</p>	<p><b>Article 59. Standards and conditions for Supervisors</b></p> <p>1. A Supervisor must meet the following standards and conditions:</p> <p>a) Have full civil act capacity and are not prohibited from establishing and managing enterprises under the Law on Enterprises;</p> <p>b) Are not employees working in the accounting or finance department of the company;</p> <p>c) Are not simultaneously members of the Board of Directors, the General Director, or Deputy General Directors of the company;</p> <p>d) Are not the spouse, biological father, adoptive father, biological mother,</p>	<p>- The definition of 'family member' is provided in Clause 22, Article 4 of the Law on Enterprises: 'Family members include: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-</p>

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	<p>c) Not being a <b>person with family relations</b> with members of the Board of Directors, the Director or General Director, <b>and other managers</b>;</p> <p>d) Not being a manager of the company; not necessarily being a shareholder or employee of the company, unless otherwise provided by the Charter of the Company;</p> <p>đ) Not working in the accounting or finance department of the Company;</p> <p>e) Not being a member or employee of an independent audit firm performing audits of the financial statements of the Company <b>in the three (03) preceding consecutive years;</b></p> <p><b>(deleted)</b></p> <p><b>g) Other standards and conditions as prescribed by other relevant laws and the Charter of the Company.</b></p>	<p>adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling of members of the Board of Directors, the General Director, or Deputy General Directors of the company;</p> <p>dd) Are not members or employees of the independent audit firm currently performing the audit of the company's financial statements;</p> <p>e) When the company lists its shares on the Stock Exchange, it must comply with the standards prescribed by the law on securities.</p> <p>(none)</p>	<p>law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, and siblings of the spouse.' =&gt; Change the wording to be complete and cover all cases</p> <p>- 'Enterprise manager' also includes other titles appointed by the GMS or the BOD pursuant to Point f, Clause 1, Article 1 of the Charter</p> <p>- Adjusted to comply with the provisions of Point b, Clause 1, Article 286 of Decree 155/2020/NĐ-CP regarding standards for members of the Board of Supervisors</p> <p>- Standards for members of the Board of Supervisors at listed companies are the same as those at public companies</p>
48	<p><b>Article 38. Composition of the Board of Supervisors</b></p> <p>3. A member of the Board of Supervisors shall be dismissed in the following cases:</p> <p>a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;</p> <p>b) Having submitted a resignation letter which has been accepted; <b>(deleted)</b></p> <p>c) Other cases as prescribed by law and this Charter.</p> <p>4. A member of the Board of Supervisors shall be removed in the following cases:</p> <p>a) Failing to complete assigned tasks and duties;</p> <p>b) Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;</p> <p>c) Violating the obligations of a member of the Board of Supervisors multiple times or seriously violating such obligations as prescribed by the Law on Enterprises and the Charter of the Company;</p> <p><b>d) Other cases as per the resolution of the General Meeting of Shareholders.</b></p> <p>5. A member of the Board of Supervisors shall continue to fully exercise their rights and perform their obligations until the General Meeting of Shareholders approves their dismissal, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration as a member of the Board of Supervisors immediately upon the Company's receipt of notification regarding the following cases:</p>	<p><b>Article 65. Dismissal and removal of Supervisors</b></p> <p>1. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:</p> <p>a) No longer meeting the standards and conditions to be a Supervisor as prescribed in Article 59 of this Charter;</p> <p>b) Submitting a resignation letter and having it accepted;</p> <p><b>c) The Supervisor is an authorized representative of a shareholder but has had their authorization withdrawn or the represented shareholder has transferred all shares to another person;</b></p> <p>2. The General Meeting of Shareholders shall remove a Supervisor in the following cases:</p> <p>a) Failure to complete assigned tasks or duties;</p> <p>b) Failure to perform their rights and obligations for 06 (six) consecutive months, except in cases of force majeure;</p> <p>c) Repeated or serious violations of the obligations of a Supervisor as prescribed in the Charter of the Company and relevant laws.</p> <p><b>(none)</b></p> <p>None</p>	<p>Similar to the dismissal of members of the Board of Directors</p> <p>Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC, as the GMS has full authority to decide on important matters of the Company</p> <p>Supplemented the basis for determining the rights and obligations of a member of the Board of Supervisors when they resign</p>

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	<ul style="list-style-type: none"> <li>- The member of the Board of Supervisors has restricted civil act capacity, has lost civil act capacity, or has difficulties in cognition or behavior control;</li> <li>- The member of the Board of Supervisors is being prosecuted for criminal liability, is being temporarily detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation facility or compulsory education facility, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs;</li> <li>- The Board of Supervisors has a decision approving the resignation letter of the member of the Board of Supervisors, implemented in a manner similar to the provisions of Clause 6, Article 26 of this Charter.</li> </ul>		
49	<b>Article 39. Head of the Board of Supervisors</b> 1. 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 based on the majority principle. The Board of Supervisors must have more than half of its members residing permanently in Vietnam. <b>The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the Company (deleted).</b>	<b>Article 58. Board of Supervisors</b> 2. The Board of Supervisors shall elect 01 (one) person from among them as the Head of the Board of Supervisors based on the majority principle. The Board of Supervisors must have more than half of its members residing permanently in Vietnam. <b>The Head of the Board of Supervisors must have graduated with a university degree or higher in finance-accounting and must work full-time at the company.</b>	Easier to find candidates
50	<b>Article 39. Head of the Board of Supervisors</b> 2. Rights and obligations of the Head of the Board of Supervisors: a) Developing the work program and plan of the Board of Supervisors; b) Preparing the agenda, content, and documents for meetings; convening and chairing meetings of the Board of Supervisors; <b>(deleted)</b> c) Chairing meetings of the General Meeting of Shareholders convened by the Board of Supervisors; <b>(deleted)</b> <b>d) Requesting the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;</b> <b>d) Preparing and signing reports of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.</b>	<b>Article 60. Head of the Board of Supervisors</b> 1. The Head of the Board of Supervisors has the following rights and obligations: a) Develop the program and activity plan of the Board of Supervisors; b) Prepare the program, content, and documents for meetings; convene and chair meetings of the Board of Supervisors; <b>c) Assign tasks to each Supervisor;</b> d) Chair the General Meeting of Shareholders convened by the Board of Supervisors; <b>dd) Sign documents of the Board of Supervisors;</b> <b>e) Other rights and obligations as prescribed by law and the Charter of the Company. (none)</b>	- The Board of Supervisors is not required to assign specific tasks among its members; however, if the Charter contains such a provision, the Board of Supervisors must organize meetings to assign tasks for each year/term to comply with regulations, thereby increasing the risk of being petitioned by shareholders for failing to fully perform their duties. - The Board of Supervisors typically has 02 documents: meeting minutes (which must be signed by all members) and reports (as regulated below).
51	<b>Article 40. Rights and obligations of the Board of Supervisors</b> Rights and obligations as prescribed in Article 170 of the Law on Enterprises	<b>Article 61. Rights and obligations of the Board of Supervisors</b> 1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and administration of the company. 2. Inspect the reasonableness, legality, truthfulness, and level of prudence in the management and administration of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial statement preparation. 3. Appraise the completeness, legality, and truthfulness of the business performance reports, annual and 06 (six)-month financial statements of the	Cite regulations concisely => if Article 170 of the Law on Enterprises is amended, there is no need to amend the Charter.

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		<p>company, and the report evaluating the management work of the Board of Directors, and submit the appraisal report at the annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions that require approval from the Board of Directors or the General Meeting of Shareholders.</p> <p>4. Review, inspect, and evaluate the effectiveness and efficiency of the company's internal control, internal audit, risk management, and early warning systems.</p> <p>5. Examine accounting books, accounting records, and other documents of the company, and the management and administration of the company's activities when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 9 of this Charter.</p> <p>6. Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 9 of this Charter, the Board of Supervisors shall conduct an inspection within 07 (seven) working days from the date of receiving the request. Within 15 (fifteen) days from the date of completing the inspection, the Board of Supervisors must submit an explanatory report on the matters requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as prescribed in this Clause must not hinder the normal operation of the Board of Directors or cause disruption to the administration of the company's business activities.</p> <p>7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure, supervision, and administration of the company's business activities.</p> <p>8. Upon discovering that a member of the Board of Directors or the General Director has violated their obligations and responsibilities as an enterprise manager as prescribed by law and the Charter of the Company, the Board of Supervisors must immediately notify the Board of Directors in writing, requesting the violating person to cease the violation and take measures to remedy the consequences.</p> <p>9. Have the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the company.</p> <p>10. Have the right to use independent consultants and the company's internal audit department to perform assigned tasks.</p> <p>11. The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.</p>	





No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<p>12. The Board of Supervisors has the following responsibilities:</p> <p>a) Strictly complying with the law, the Charter of the Company, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations;</p> <p>b) Exercising assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the company;</p> <p>c) Being loyal to the interests of the company and shareholders; not using information, know-how, business opportunities of the company, or their position, title, and assets of the company for personal gain or to serve the interests of other organizations or individuals;</p> <p>d) Other obligations as prescribed by law. <b>(deleted)</b></p> <p>6. In case of detecting violations of the law or the Charter of the Company by other members of the Board of Supervisors, a member of the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to terminate the violation and take measures to remedy the consequences.</p>	<p>1. Strictly comply with the law, the Charter of the Company, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.</p> <p>2. Perform assigned rights and obligations honestly, prudently, and in the best manner to ensure the maximum legitimate interests of the company.</p> <p>3. Be loyal to the interests of the company and shareholders; not use information, trade secrets, business opportunities of the company, position, or authority, or use the company's assets for personal gain or to serve the interests of other organizations or individuals.</p> <p>4. Other obligations as prescribed by law.</p> <p><b>5. In case of violating the provisions of Clauses 1, 2, 3, and 4 of this Article, causing damage to the company or others, the Supervisor must be personally or jointly liable to compensate for such damage. All income and other benefits obtained by the Supervisor due to the violation must be returned to the company.</b></p> <p>6. In case of discovering that a Supervisor has committed a violation in the performance of assigned rights and obligations, it must be notified in writing to the Board of Supervisors; requesting the violating person to cease the violation and remedy the consequences.</p>	
53	<p><b>Article 41. Meetings of the Board of Supervisors</b></p> <p>1. The Board of Supervisors must meet at least 02 times per year, with at least 2/3 of the members of the Board of Supervisors in attendance. The minutes of the Board of Supervisors meeting shall be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each member of the Board of Supervisors.</p> <p>2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the accepted audit firm to attend and answer issues that need clarification.</p>	None	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Article 289 of Decree 155/2020/NĐ-CP regarding Meetings of the Board of Supervisors
54	None	<p><b>Article 62. Right of the Board of Supervisors to be provided with information</b></p> <p>1. Documents and information must be sent to the Supervisor at the same time and in the same manner as for members of the Board of Directors, including:</p> <p>a) Meeting notices, ballots for members of the Board of Directors, and accompanying documents;</p> <p>b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;</p> <p>c) Reports of the General Director submitted to the Board of Directors or other documents issued by the company.</p> <p>2. A Supervisor has the right to access records and documents of the company kept at the headquarters, branches, and other locations; and has</p>	<p>Clause 11, Article 61 of the Charter already contains provisions regarding the Board of Supervisors's right to access documents.</p>

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
		the right to enter the workplaces of the company's managers and employees during working hours. 3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the company at the request of a Supervisor or the Board of Supervisors.	
55	<b>Article 46. Employees and trade union</b>	<b>None</b>	
56	<b>Article 47. Profit distribution</b> 2. The Board of Directors may decide to pay interim dividends upon authorization by the General Meeting of Shareholders if it deems such payment consistent with the profitability of the Company.	<b>Article 73. Profit distribution</b> None	Added a basis for implementation in the event that STW expects to have profits in the coming year and will pay interim dividends during the year upon authorization by the GMS instead of waiting for the Annual GMS.
57	<b>Article 48. Bank accounts</b> 1. The Company shall open accounts at Vietnamese banks <b>or at branches of foreign banks permitted to operate in Vietnam.</b> 2. Subject to prior approval by the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law. 3. The Company may conduct payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.	<b>Article 74. Bank accounts</b> The Company shall open one or more payment accounts at Vietnamese banks or <b>foreign banks to conduct financial transactions through the company's accounts in accordance with the provisions of current law.</b>	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC for more complete wording.
58	<b>Article 49. Financial year</b> The financial year of the Company begins on the first day of January each year and ends on the 31st day of December. <b>The first financial year begins on the date of issuance of the Business Registration Certificate and ends on the 31st day of December of the year in which that Business Registration Certificate is issued.</b>	<b>Article 75. Financial year</b> The company's financial year begins on 01/01 and ends on 31/12 each year. <b>(none)</b>	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC.
59	<b>Article 50. Accounting system</b> 3. The Company uses the Vietnamese Dong as the accounting currency. <b>In cases where the Company has economic transactions primarily in a foreign currency, it may select that foreign currency as its accounting currency, take responsibility for such selection before the law, and notify the direct tax authority.</b>	<b>Article 76. Accounting system</b> 3. The Company uses the Vietnamese Dong (or a freely convertible foreign currency in cases approved by competent state authorities) as the accounting currency. <b>(none)</b>	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC.
60	<b>Article 51. Annual financial statements</b> 1. The Company must prepare annual financial statements, and the annual financial statements must be audited <b>in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state agency.</b>	<b>Article 77. Annual, six-month and quarterly financial reports</b> 1. The Company must prepare annual financial statements. The company's annual financial statements must be audited <b>in accordance with the provisions of Article 79 of this Charter, approved by the General Meeting of Shareholders, and submitted to the competent tax</b>	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC to add a basis for determining the value of transactions in foreign currency.

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
		<b>authority, the State Securities Commission, and the business registration authority in accordance with the provisions of law.</b>	
<b>61</b>	<b>Article 54. Seal of the Company</b> 1. The seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions. 2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices <i>(if any)</i> . 3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.	<b>None</b>	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC and the provisions of Article 42 of the Law on Enterprises regarding the Company seal.
<b>62</b>	<b>Article 55. Dissolution of the Company</b> 1. The Company may be dissolved in the following cases: a) Pursuant to a resolution or decision of the General Meeting of Shareholders; b) The Company no longer has the minimum number of members <b>or shareholders</b> as prescribed by this Law for a period of six (06) consecutive months without carrying out procedures for business type conversion; c) The Business Registration Certificate is revoked, except where the Law on Tax Administration provides otherwise; d) Other cases as prescribed by law. <b>2. The dissolution of the Company before the deadline shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.</b> 3. The Company may only be dissolved when it ensures the payment of all debts and other property obligations and is not currently involved in a dispute at a Court or arbitration body. The relevant managers and the company specified in Point c, Clause 1 of this Article shall be jointly liable for the enterprise's debts.	<b>Article 81. Dissolution of the company</b> 1. The Company shall be dissolved in the following cases: a) Pursuant to a decision of the General Meeting of Shareholders; b) The Company no longer has the minimum number of members <b>(none)</b> as prescribed by the Law on Enterprises for a period of 06 (six) consecutive months without completing procedures for changing the type of enterprise; c) The Company's Enterprise Registration Certificate is revoked or pursuant to a Court decision. <b>(none)</b> 2. The Company may only be dissolved when it ensures the payment of all debts and other property obligations and is not currently involved in a dispute at a Court or arbitration body. The relevant managers and the company specified in Point c, Clause 1 of this Article shall be jointly liable for the enterprise's debts.	- Adjusted in accordance with the provisions of Point c, Clause 1, Article 207 of the Law on Enterprises, as amended by Clause 23, Article 1 of the 2025 Law amending the Law on Enterprises - Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC to add authority for deciding on dissolution.
<b>63</b>	<b>Article 56. Liquidation</b> 1. Within <b>five (05) working days</b> from the date of the decision on the dissolution of the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be prioritized by the Company for payment before other debts of the Company. 2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the date of establishment and the date of commencement of operations. <b>From that moment, the Liquidation</b>	<b>Article 82. Liquidation</b> 1. Within <b>06 (six) months</b> from the date of the decision to dissolve the company, the Board of Directors must establish a Liquidation Committee consisting of 05 (five) members, including: 03 (three) members appointed by the General Meeting of Shareholders and 02 (two) members appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the company's employees or independent experts. All costs related to the liquidation shall be prioritized by the company for payment before other debts of the company. 2. The Liquidation Committee is responsible for reporting to the business registration authority in accordance with the provisions of law. <b>The Liquidation Committee shall represent the company in performing all tasks related to the liquidation of the company.</b>	Adjusted to comply with the provisions of Clause 3, Article 208 of the Law on Enterprises: "Within 07 working days from the date of adoption, the resolution or decision on dissolution and the meeting minutes must be sent to the business registration authority, the tax authority, and the employees in the enterprise."

No.	AMENDED CHARTER	CURRENT CHARTER	BASIS
	<b>Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.</b>		
64	<b>Article 57. Resolve internal disputes</b> 3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Court costs shall be made according to the Court's judgment.	<b>Article 85. Resolve internal disputes</b> None	Supplemented to comply with the Model Charter issued under Circular 116/2020/TT-BTC to avoid cases where parties request STW to pay these costs when the dispute does not arise from/relate to the Company.

\*\*\*\*\*

*Can Tho, March 27, 2026*

No: 13/TTr-BKS

## **PROPOSAL**

### **Regarding the selection of an audit firm for the Financial Statements of 2026**

To: 2026 Annual General Meeting of Shareholders

*Pursuant to the Law on Enterprises dated June 17, 2020; the Law amending and supplementing a number of articles of the Law on Enterprises dated June 17, 2025;*

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Minutes No. 09/BB-HĐQT dated March 25, 2026, regarding the meeting of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

*Pursuant to Minutes No. 07/BB-BKS dated March 27, 2026, regarding the meeting of the Board of Supervisors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

To ensure that the operations of Soc Trang Water Supply Joint Stock Company (the Company) comply with legal regulations, the Board of Supervisors (BOS) hereby submits to the General Meeting of Shareholders (GMS) for approval the selection of an independent audit firm to audit the Financial Statements (FS) for the 2026 fiscal year of the Company, as follows:

#### **1. Criteria for selecting an independent audit firm**

The independent audit firm selected to audit the Financial Statements for the 2026 fiscal year of the Company must fully meet the following conditions:

- Is an independent audit firm with the function of auditing the Financial Statements of large-scale public joint stock companies and companies listed on the stock exchange in accordance with the law;
- Has no conflict of interest when auditing the Financial Statements of the Company;
- Has reasonable audit fees that are appropriate for the content, scope, and schedule of the audit as required by the Company.

#### **2. Proposal of the Board of Supervisors**

Based on the criteria for selecting an independent audit firm in Section 1, the BOS proposes to select A&C Auditing and Consulting Co., Ltd. as the service provider to audit the Company's FS for the 2026 fiscal year.

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

***Recipients:***

*- As above;*

*- Archived: Office, Office of the General Meeting of Shareholders.*

**ON BEHALF OF BOARD OF SUPERVISORS**

**Nguyen Hoai Bao Khanh**

SOC TRANG WATER SUPPLY  
JOINT STOCK COMPANY  
**BOARD OF DIRECTORS**



No: 16/TTr-HĐQT

**SOCIALIST REPUBLIC OF VIETNAM**  
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*Can Tho, March 26, 2026*

**PROPOSAL**

**Regarding the dismissal of members of Board of Directors for the 2024-2029 term**

To: 2026 Annual General Meeting of Shareholders

*Pursuant to the Law on Enterprises dated June 17, 2020; the Law amending and supplementing a number of articles of the Law on Enterprises dated June 17, 2025;*

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Resolution No. 01/2024/NQ-GMS dated May 16, 2024, of the 2024 Extraordinary General Meeting of Shareholders (second session) of Soc Trang Water Supply Joint Stock Company;*

*Pursuant to Minutes No. 09/BB-BOD dated March 25, 2026, regarding the meeting of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

The Board of Directors (BOD) reports the following to the General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company:

**1. Dismissal of Mr. Nguyen Trong Kien from the position of member of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term, effective from the date of approval by the General Meeting of Shareholders.**

- Reason: Violation of Point a, Clause 2, Article 160 of the Law on Enterprises 2020 and Point b, Clause 3, Article 50 of the Charter of the Company: *“Failure to participate in the activities of the Board of Directors for 06 consecutive months”*.

**2. Dismissal of Mr. Duong Ngo Hiep from the position of member of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term, effective from the date of approval by the General Meeting of Shareholders.**

- Reason: Violation of Point a, Clause 2, Article 160 of the Law on Enterprises 2020 and Point b, Clause 3, Article 50 of the Charter of the Company: *“Failure to participate in the activities of the Board of Directors for 06 consecutive months”*.

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

Sincerely./.

***Recipients:***

- *As above;*
- *Archived: Office, Office of the General Meeting of Shareholders.*

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Tran Anh Hoa**



*Can Tho, May 28, 2026*



## **PROPOSAL**

### **Regarding the supplementary election of members to the Board of Directors for the 2024-2029 term**

To: The 2026 Annual General Meeting of Shareholders.

*Pursuant to the 2020 Law on Enterprises; the Law Amending and Supplementing a Number of Articles of the Law on Enterprises dated June 17, 2025;*

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Proposal No. 22/TTr-HĐQT dated May 22, 2026, of the Board of Directors regarding the election of additional members to the Board of Directors for the 2024-2029 term of Soc Trang Water Supply Joint Stock Company;*

*Pursuant to the Vote Counting Minutes dated May 28, 2026, of the General Meeting of Shareholders regarding the addition of candidates to the list of candidates for the supplementary election of members to the Board of Directors for the 2024-2029 term*

*To ensure the number of Board members as required by regulations, we hereby submit to the General Meeting of Shareholders for approval the supplementary election of members to the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term, as follows:*

**1. Number of additional Members of the Board of Directors to be elected: 02 (two)**

**2. List of candidates participating in the election for members of the Board of Directors of the Company for the 2024-2029 term, nominated/candidated by shareholders/groups of shareholders eligible at the time of review and appraisal of the dossiers:**

a) Nomination letter from the representatives of State capital based on the written consensus of the shareholder, the People's Committee of Soc Trang Province (now the People's Committee of Can Tho City), holding 7,772,935 shares, corresponding to 49% of the total voting shares, for the candidate:

- Full name: **Tran Thanh Nhan**

Gender: Male

- Date of birth: 03/01/1976

- ID Card No.: 094076003699 issued by the Police Department for Administrative Management of Social Order on 10/5/2021

- Permanent address: 233 Truong Cong Dinh, Phu Loi Ward, Can Tho City

- Professional qualifications: Bachelor of Informatics, Intermediate degree in Water Supply and Drainage, Intermediate degree in Business Accounting.

*(Attached: Nomination letter and curriculum vitae)*

b) Nomination letter from shareholder Nghiem Thi Le Hang holding 2.617.152 shares, corresponding to 16,498% of the total voting shares, for the candidate:

- Full name: **Duong Ngo Hiep**

Gender: Male

- Date of birth: 13/7/1977

- ID Card No.: 024077015939 issued by the Police Department for Administrative Management of Social Order on 25/6/2021

- Permanent address: Ngoc Thien Ward, Bac Ninh Province

- Professional qualifications: Master of Hydraulic Engineering

*(Attached: Nomination letter and curriculum vitae)*

c) Nomination letter from shareholder VBIC Vietnam Joint Stock Company, owning 3.803.213 shares, equivalent to 23,975% of the total voting shares, for the candidate:

- Full name: **Nguyen Quang Mai**

Gender: Male

- Date of birth: July 19, 1977

- ID Card No.: 024077000325 issued by the Police Department for Administrative Management of Social Order on July 10, 2021

- Permanent address: No. 848 La Thanh Street, Giang Vo, Hanoi

- Professional qualifications: Master of Engineering.

*(Nomination letter and curriculum vitae attached)*

d) Nomination letter from the group of shareholders Nguyen Minh Phuong and Le Quang Hai, owning 1.037.301 shares, equivalent to 6,549% of the total voting shares, for the candidate:

- Full name: **Vu Tien Bo**

Gender: Male

- Date of birth: October 27, 1981

- ID Card No.: 036081000213 issued by the Police Department for Administrative Management of Social Order on August 16, 2021

- Permanent address: LK1-31 An Hung New Urban Area, Duong Noi Ward, Hanoi

- Professional qualifications: Bachelor of Finance and Accounting.

*(Nomination letter and curriculum vitae attached)*

We hereby submit to the General Meeting of Shareholders for consideration and decision.

Sincerely!

***Recipients:***

- As stated above;
- Archived: Office,  
Documents of  
General Meeting  
of Shareholders.

**ON BEHALF OF THE PRESIDIUM  
CHAIRPERSON**

**Tran Anh Hoa**



**SOCIALIST REPUBLIC OF VIETNAM**

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**NOMINATION RECOMMENDATION PAPER  
FOR MEMBER OF THE BOARD OF DIRECTORS FOR THE 2024 – 2029 TERM**

*(Applicable to shareholders)*

To: Soc Trang Water Supply Joint Stock Company

- Name of shareholder: People's Committee of Soc Trang Province (now the People's Committee of Can Tho City)

- Number of shares owned: **7.772.935** shares

- Corresponding to the total par value: Seventy-seven billion seven hundred twenty-nine million three hundred fifty thousand VND.

- Representatives of the State capital contribution in the Company include:

1. Mr. Tran Anh Hoa Citizen Identity Card No.: 082072011833

Being the representative for 3.886.468 shares owned by the People's Committee of Soc Trang Province (*equivalent to 24,50% of the charter capital*) in Soc Trang Water Supply Joint Stock Company, and concurrently in general charge of the State capital contribution in the enterprise.

2. Mr. Ong Hai Phuoc Citizen Identity Card No.: 094065004197

Being the representative for 3.886.467 shares owned by the People's Committee of Soc Trang Province (*equivalent to 24,50% of the charter capital*) in Soc Trang Water Supply Joint Stock Company.

*Pursuant to Official Dispatch No. 2369/UBND-KT dated May 12, 2026 of the People's Committee of Can Tho City, regarding opinions on voting contents at the 2026 Annual General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company.*

We hereby unanimously request Soc Trang Water Supply Joint Stock Company to allow us to nominate:

- Mr.: Tran Thanh Nhan

- Citizen Identity Card/ID Card/Passport No.: 094076003699

- Issued by: Police Department for Administrative Management of Social Order

- Date of issue: May 10, 2021

- Permanent address: No. 233 Truong Cong Dinh, Phu Loi Ward, Can Tho City

- Education level: 12/12 Major: Bachelor of Information Technology;  
Intermediate Degree in Water Supply and Drainage;  
Intermediate Degree in Corporate Accounting.

- Currently owning: 43,900 shares

- Corresponding to the total par value: Four hundred thirty-nine million VND

As a candidate for the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024 – 2029 term

Thank you very much!

*Attached documents:*

- Copy of Citizen Identity Card/ID Card/Passport.

- Curriculum vitae of the candidate.

- Qualifications and certificates of education level and professional qualifications (*if any*).

*Can Tho, May 20, 2026*

Nominator

*(Signed)*

**Ong Hai Phuoc**

**Tran Anh Hoa**



# SOCIALIST REPUBLIC OF VIETNAM

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## CURRICULUM VITAE

1/ Full name:	<b>Tran Thanh Nhan</b>
2/ Gender:	Male
3/ Date of birth:	03/01/1976
4/ Place of birth:	Phu Loi Ward, Can Tho City
5/ ID Card/Citizen ID/Passport:	No.: 094076003699 – Date of issue: 10/05/2021
6/ Nationality:	Vietnam
7/ Ethnicity:	Kinh
8/ Permanent residence address:	No. 233 Truong Cong Dinh Street, Phu Loi Ward, Can Tho City
9/ Company phone number: Mobile phone number:	(0292) 3.820.943 <b>0913.10.94.95</b>
10/ Email address:	<b>nhan.stwaco@gmail.com</b>
11/ Professional qualifications:	Bachelor of Information Technology; Intermediate degree in Water Supply and Drainage; Intermediate degree in Corporate Accounting
12/ Work experience: + <i>From 09/2000 to 01/2004:</i>  + <i>From 02/2004 to 12/2009:</i>  + <i>From 01/2010 to 01/2011:</i>  + <i>From 02/2011 to 12/2017:</i>  + <i>From 01/2018 to 08/2023:</i>  + <i>From 09/2023 to 01/2025:</i>	Employee of the Organization and Administration Department of Soc Trang Water Supply Company  Deputy Head of the Organization and Administration Department of Soc Trang Water Supply Company  Acting Head of the Organization and Administration Department of Soc Trang One Member Limited Liability Water Supply Company  Head of the Organization and Administration Department of Soc Trang One Member Limited Liability Water Supply Company  Head of the Organization and Administration Department of Soc Trang Water Supply Joint Stock Company  Deputy Head of the Supervisory Board, Head of the Organization and Administration Department of Soc Trang Water Supply Joint Stock Company  Head of the Organization and Administration Department

+ <i>From 02/2025 to 03/2025:</i>	of Soc Trang Water Supply Joint Stock Company
+ <i>From 04/2025 to present:</i>	Deputy General Director of Soc Trang Water Supply Joint Stock Company
13/ Current positions held:	Deputy General Director of Soc Trang Water Supply Joint Stock Company
14/ Total shares held (as of 4/5/2026) 51.832 shares, accounting for 0,3267% of charter capital, in which:	
+ Representing capital of the trade union of Soc Trang Water Supply Joint Stock Company under Decision No. 01/QĐCĐCS dated 13 January 2025 of the grassroots trade union of Soc Trang Water Supply Joint Stock Company:	<i>7.932 shares, accounting for 0,05% of charter capital</i>
+ Personally owned:	<i>43.900 shares, accounting for 0,2767% of charter capital</i>
15/ Holding commitments (if any)	
16/ Related parties holding shares of the Company:	<i>None</i>
17/ Related interests regarding the Company:	<i>None</i>
18/ Conflicting interests with the Company:	<i>None</i>

I hereby certify that the above information is completely true and accurate; I take full responsibility before the law for any inaccuracies.

*Can Tho, May 13, 2026*

**Declarant**

*(Signed)*

**Tran Thanh Nhan**



**SOCIALIST REPUBLIC OF VIETNAM**

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**NOMINATION FORM**

**MEMBER OF THE BOARD OF DIRECTORS FOR THE 2024 – 2029 TERM**

To: Soc Trang Water Supply Joint Stock Company

- Full name of shareholder: Nghiem Thi Le Hang
- ID Card: 019197010040 issued by Police Department for Administrative Management of Social Order on 08/8/2022
- Number of shares owned: 2.617.152 shares
- Corresponding total value according to par value: 26.171.520.000 (VND)

**I hereby request Soc Trang Water Supply Joint Stock Company to allow me to nominate:**

Mr.: Duong Ngo Hiep

ID Card: 024077015939 issued by Police Department for Administrative Management of Social Order on 25/6/2021

Permanent address: Ngoc Thien Ward, Bac Ninh Province

Educational level: Master Major: Hydraulic Engineering

Currently owning: 0 (shares)

Corresponding total value according to par value: 0 (VND)

**As a candidate for the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024 – 2029 term.**

Sincerely!

*Attached documents:*

- Copy of ID Card.
- Curriculum vitae of the candidate.
- Certificates of educational and professional qualifications (if any).

Thai Nguyen, May 18, 2026

**Nominator**

*(Signed)*

**Nghiem Thi Le Hang**





# SOCIALIST REPUBLIC OF VIETNAM

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## CURRICULUM VITAE

1/ Full name:	<b>Duong Ngo Hiep</b>
2/ Gender:	Male
3/ Date of birth:	13/7/1977
4/ Place of birth:	Ngoc Thien Commune, Bac Ninh Province
5/ ID Card/Citizen ID/Passport:  024077015939	date of issue: 25/6/2021
6/ Nationality:	Vietnam
7/ Ethnicity:	Kinh
8/ Permanent residence address:	Ngoc Thien Ward, Bac Ninh Province
9/ Company phone number:	
10/ Email address:	<u><a href="mailto:duongngohiep@gmail.com">duongngohiep@gmail.com</a></u>
11/ Professional qualifications:	Master's degree in Irrigation Engineering
12/ Work experience:  - 2003 - 2009:  - 2010 - 2012:  - 2013 – 2024:  - 2024 - present	Officer, Vietnam Academy for Water Resources; Head of Department, General Department of Southeast Asia; Director, Tan A Development Joint Stock Company; Chairman of the Board of Directors, Ngoc Soc Trang Water Supply Joint Stock Company; and Head of QLDT Department, Ha Nam Water Supply Joint Stock Company.
	Chairman of the Board of Directors of Soc Trang

13/ Current positions held:	Water Supply Joint Stock Company; Head of General Department, Ha Nam Water Supply Joint Stock Company.
14/ Total shares held (as of 18/5/2026)) 2.617.152 shares, accounting for 16,5 % of charter capital, in which:	
+ Representing capital of Nghiem Thi Le Hang:	<i>2.617.152 shares, accounting for 16,5 % of charter capital</i>
+ Personally owned:	<i>0 shares, accounting for 0% of charter capital</i>
15/ Holding commitments (if any)	
16/ Related parties holding shares of the Company:	<i>..... – Relationship: .....; holding: ..... shares, accounting for ..... of charter capital</i>
17/ Related interests regarding the Company:	
18/ Conflicting interests with the Company:	

I hereby certify that the above information is completely true and accurate; I take full responsibility before the law for any inaccuracies.

*Bac Ninh, May 18, 2026*

**Declarant**

*(Signed)*

**Duong Ngo Hiep**



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**NOMINATION RECOMMENDATION PAPER  
FOR MEMBER OF THE BOARD OF DIRECTORS FOR THE 2024 – 2029 TERM**

To: Soc Trang Water Supply Joint Stock Company

- Name of shareholder: VBIC Joint Stock Company
- Business Registration Certificate No.: 0108307727
- Issued by Hanoi Department of Planning and Investment on 30/8/2023
- Legal representative: Nguyen Quang Mai
- Number of shares owned: 3.803.213 shares
- Corresponding to the total par value: 38.032.130.000 VND.

We hereby unanimously request Soc Trang Water Supply Joint Stock Company to allow us to nominate:

- Mr.: Nguyen Quang Mai
- Citizen Identity Card/ID Card/Passport No.: 024077000325
- Issued by: Police Department for Administrative Management of Social Order
- Date of issue: 10/7/2021
- Permanent address: No. 848 La Thanh Street, Giang Vo District, Hanoi.
- Education level: Master of Engineering

Specialization: Water Resource Planning and Management      Major: Bachelor of Information Technology; Intermediate Degree in Water Supply and Drainage;

- Currently owning: 160.000 shares
- Corresponding to the total par value: 1.600.000.000 VND

As a candidate for the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024 – 2029 term

Thank you very much!

*Attached documents:*

- Copy of Citizen Identity Card/ID Card/Passport.
- Curriculum vitae of the candidate.
- Qualifications and certificates of education level and professional qualifications.

*Ha Noi, May 22, 2026*

**Nominator**

*(Signed and sealed)*

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Nguyen Quang Mai**

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**CURRICULUM VITAE**

*For candidates for the Board of Directors of Soc Trang Water Supply Joint Stock  
Company - Term 2024-2029*



1/ Full name:	Nguyen Quang Mai
2/ Gender:	Male
3/ Date of birth:	19/7/1977
4/ Place of birth:	Ngoc Thien commune, Bac Ninh province
5/ ID Card/Citizen ID/Passport: 024077000325	Date of issue: 10/7/2021
6/ Nationality:	Vietnam
7/ Ethnicity:	Kinh
8/ Permanent residence address:	848 La Thanh Street, Giang Vo District, Hanoi
9/ Phone number:	0913067266
10/ Email address:	quangmai77@gmail.com
11/ Professional qualifications:	Master of Engineering

12/ Work experience:

<i>Period</i>	<i>Organization</i>	<i>Position</i>
2000 – 2009	Institute of Water Resources Science	Researcher, Team Leader
2009 – 2021	Dong A International Group Joint Stock Company	Chairman of the Board of Directors and General Director

2021 – Present	Dong A International Group Joint Stock Company	General Director
2015 – Present	Thai Nguyen Clean Water Joint Stock Company	Chairman of the Board of Directors
2017 – 2018	Ngo Vietnam Investment and Development Joint Stock Company	Member of the Board of Directors
2018 – Present	Ngo Vietnam Investment and Development Joint Stock Company	Chairman of the Board of Directors
2017 – 2023	Soc Trang Water Supply Joint Stock Company	Member of the Board of Directors
2023 – 2024	Soc Trang Water Supply Joint Stock Company	Chairman of the Board of Directors
2020 – 2025	Soc Trang Water Joint Stock Company	Member of the Board of Directors
2018 – Present	VBIC Vietnam Joint Stock Company	Chairman of the Board of Directors
2019 – Present	Doinco Vietnam Joint Stock Company	Chairman of the Board of Directors

13/ Current positions held:	<ul style="list-style-type: none"> <li>- General Director of Dong A International Group Joint Stock Company;</li> <li>- Chairman of the Board of Directors of the following companies: Thai Nguyen Clean Water Joint Stock Company, Vietnam Corn Investment &amp; Development Joint Stock Company, VBIC Vietnam Joint Stock Company, Doinco Vietnam Joint Stock Company.</li> </ul>
14/ Total shares held (as of 18/5/2026) 160.000 shares, accounting for 01% of charter capital, in which:	
+ Representing capital of the trade union of	0 shares, accounting for 0% of charter capital

Nghiem Thi Le Hang:	
+ Personally owned:	160.000 shares, accounting for 01% of charter capital
15/ Holding commitments (if any)	
16/ Related parties holding shares of the Company:	VBIC Joint Stock Company; Relation: The manager of organization holds 3,803,213 shares, representing 23.98% of the charter capital.
17/ Related interests regarding the Company:	
18/ Conflicting interests with the Company:	

I hereby certify that the above information is completely true and accurate; I take full responsibility before the law for any inaccuracies.

*Ha Noi, May 10, 2026*

**Declarant**

*(Signed)*

**Nguyen Quang Mai**



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**NOMINATION RECOMMENDATION PAPER  
FOR MEMBER OF THE BOARD OF DIRECTORS FOR THE 2024 – 2029 TERM**

To: Soc Trang Water Supply Joint Stock Company

- Name of the representative of group of shareholders: Nguyen Minh Phuong
- ID Card No.: 0108307727
- Issued by Ministry of Public Security
- Date of issue: 29/10/2024
- (List of shareholders attached)
- Number of shares owned: 1.037.301 shares
- Corresponding to the total par value: 10.373.010.000 VND.

**We hereby unanimously request Soc Trang Water Supply Joint Stock Company to allow us to nominate:**

- Mr.: Vu Tien Bo
- ID Card No.: 036081000213
- Issued by: Police Department for Administrative Management of Social Order
- Date of issue: 16/08/2021
- Permanent address: LK1-31 An Hung New Urban Area, Duong Noi Ward, Hanoi City.
- Education level: Bachelor      Major: Finance and Accounting
- Currently owning: 2.000 shares
- Corresponding to the total par value: 20.000.000 VND

As a candidate for the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024 – 2029 term

Thank you very much!

*Attached documents:*

- Copy of Citizen Identity Card/ID Card/Passport.
- Curriculum vitae of the candidate.
- Qualifications and certificates of education level and professional qualifications.

*Ha Noi, May 15, 2026*

**Representative of group of shareholders**

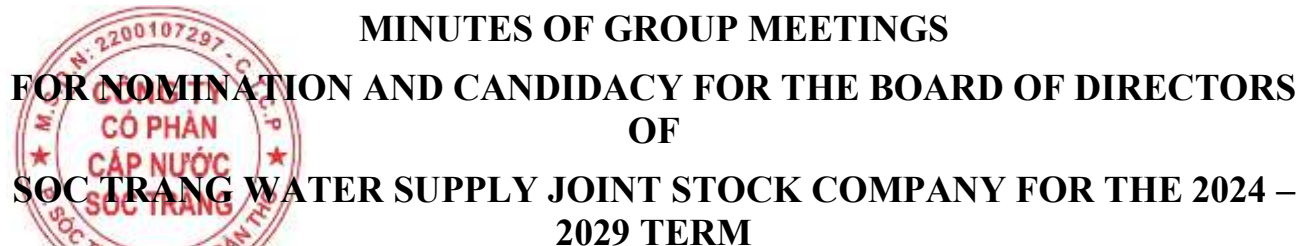
*(Signed)*

**Nguyen Minh Phuong**

**LIST OF GROUP OF SHAREHOLDERS**  
**ATTACHED TO THE NOMINATION FORM OF**  
**THE GROUP OF SHAREHOLDERS**

<b>No.</b>	<b>Full name</b>	<b>ID Card</b>	<b>Permanent address</b>	<b>Number of shares owned</b>	<b>Signature of shareholder</b>
1	Nguyen Minh Phuong	ID Card No. 001084010700 issued by Ministry of Public Security on 29/10/2024	Dai Thanh Commune, Hanoi City	637.301	<i>(signed)</i>
2	Le Quang Hai	ID Card No. 024093018049 issued by Police Department for Administrative Management of Social Order on 08/7/2022	Duong Noi Ward, Hanoi City	400.000	<i>(signed)</i>
<b>Total</b>				<b>1.037.301</b>	





**MINUTES OF GROUP MEETINGS**

**FOR NOMINATION AND CANDIDACY FOR THE BOARD OF DIRECTORS**

**OF**

**SOC TRANG WATER SUPPLY JOINT STOCK COMPANY FOR THE 2024 –**

**2029 TERM**

- Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved on 16/5/2024;.
- Pursuant to the Regulations on the nomination of members to the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024 – 2029 term.

Today, on 15/5/2026, at Ha Noi, we, the shareholders of Soc Trang Water Supply Joint Stock Company, collectively holding 1.037.301 shares (*in words: One million, thirty-seven thousand, three hundred and one shares*) shares), accounting for 6,52 % of the voting shares of the Company, and listed in the table below:

No.	Full name	ID Card	Permanent address	Number of shares owned	Signature of shareholder
1	Nguyen Minh Phuong	ID Card No. 001084010700 issued by Ministry of Public Security on 29/10/2024	Dai Thanh Commune, Hanoi City	637.301	(signed)
2	Le Quang Hai	ID Card No. 024093018049 issued by Police Department for Administrative Management of Social Order on 08/7/2022	Duong Noi Ward, Hanoi City	400.000	(signed)
Total				1.037.301	

*We unanimously agree to appoint:*

Name of the representative of group of shareholders: Nguyen Minh Phuong

ID Card No.: 0108307727

Issued by Ministry of Public Security

Date of issue: 29/10/2024

Permanent address: Dai Thanh Commune, Hanoi City

As the representative of the group to perform nomination procedures in accordance with the Regulations on nominations for the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024 – 2029 term

**And unanimously agree to nominate the following candidates for the Board of Directors:**

Mr.: Vu Tien Bo

ID Card No.: 036081000213

Issued by: Police Department for Administrative Management of Social Order

Date of issue: 16/08/2021

Permanent address: LK1-31 An Hung New Urban Area, Duong Noi Ward, Hanoi City.

Education level: Bachelor          Major: Finance and Accounting

Currently owning: 2.000 shares

Corresponding to the total par value: 20.000.000 VND

This minute was made at 9:30, on 15/5/2026 at Ha Noi.

*Ha Noi, May 15, 2026*

**Reprentative of group of  
shareholders**

*(Signed)*

**Nguyen Minh Phuong**

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**CURRICULUM VITAE**

*For candidates for the Board of Directors of Soc Trang Water Supply Joint Stock Company - Term 2024-2029*

1/ Full name:	Vu Tien Bo
2/ Gender:	Male
3/ Date of birth:	27/10/1981
4/ Place of birth:	Nam Truc commune, Ninh Binh province
5/ ID Card/Citizen ID/Passport: 036081000213	Date of issue: 16/08/2021
6/ Nationality:	Vietnam
7/ Ethnicity:	Kinh
8/ Permanent residence address:	LK1-31 An Hung New Urban Area, Duong Noi Ward, Hanoi City
9/ Phone number:	0928388488
10/ Email address:	<a href="mailto:tienbo1981@gmail.com">tienbo1981@gmail.com</a>
11/ Professional qualifications:	Bachelor of Finance and Accounting

12/ Work experience:

Work Period	Entity	Position
2004 – 2007	Finance and Accounting Department, Song Da 11 Joint Stock Company	General Journal Accountant
2004 – 2007	Finance and Accounting Department, Song Da Electrical Testing Center	General Accountant
2007 – 2008	Electrical Testing Center – Song Da Electrical Engineering Joint Stock	Chief Accountant

	Company	
2008 – 2010	Construction Enterprise No. 1 – Song Da Electrical Engineering Joint Stock Company	Chief Accountant
2008 – 2010	SOMEKO Technology Engineering One Member Limited Liability Company – Song Da Corporation	Chief Accountant
2010 – 2011	Hoa Binh Hydropower Plant – Vietnam Electricity	General Accountant
2011 – 2014	Management Board of Cuu Long Ecological Urban Area and Services Project – Hoa Binh Petroleum Construction Joint Stock Company	Chief Accountant
2014 – 2015	Song Da Electrical Engineering Joint Stock Company	Head of Board of Supervisors
2014 – 2015	Mechanical Construction and Development Consulting Joint Stock Company (Coma.eng)	Chief Accountant
2015 – 2020	Thai Nguyen Clean Water Joint Stock Company	Head of Board of Supervisors
2015 – 2020	Dong A International Group Joint Stock Company	Chief Financial Officer

13/ Current positions held:	Chairman of the Board of Directors and General Director of Dong A Hanoi International Joint Stock Company
14/ Total shares held (as of 18/5/2026) 2.000 shares, accounting for 0,013% of charter capital, in which:	
+ Representing capital of the trade union of Nghiem Thi Le Hang:	0 shares, accounting for 0,0% of charter capital
+ Personally owned:	2.000 shares, accounting for 0,013% of charter capital
15/ Holding commitments (if any)	
16/ Related parties holding shares	.....; Relation: .....; holds ..... shares, representing ..... of

of the Company:	the charter capital.
17/ Related interests regarding the Company:	
18/ Conflicting interests with the Company:	

I hereby certify that the above information is completely true and accurate; I take full responsibility before the law for any inaccuracies.

*Ha Noi, May 15, 2026*

**Declarant**

*(Signed)*

**Vu Tien Bo**

Can Tho, May 04, 2026

No: 22/TTr-HĐQT



**PROPOSAL**

**Regarding the approval of the Internal Regulations on Corporate Governance  
Soc Trang Water Supply Joint Stock Company**

To: 2026 Annual General Meeting of Shareholders

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

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

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

*Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles 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;*

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

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Minutes No. 09/BB-HĐQT dated March 25, 2026, regarding the meeting of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

*In order to ensure that corporate management is increasingly rigorous and in compliance with legal regulations and guiding documents, the Board of Directors of Soc Trang Water Supply Joint Stock Company hereby submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the Internal Regulations on Corporate Governance of Soc Trang Water Supply Joint Stock Company (draft Regulations attached).*

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

Sincerely./.

**Recipients:**

- As above;
- Archived: Office, Office of the General Meeting of Shareholders.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Tran Anh Hoa**

*Can Tho, May 28, 2026*



**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
SOC TRANG WATER SUPPLY JOINT STOCK COMPANY**

*Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments and supplements;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements;*

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

*Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under 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 the Company of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on 28/5/2026;*

*Pursuant to Resolution No. 02/NQ-GMS dated 28/5/2026 of the General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company.*

The Board of Directors hereby issues the Internal Regulations on Corporate Governance of Soc Trang Water Supply Joint Stock Company (*the Company*), covering the following contents:

**Chapter I  
GENERAL PROVISIONS**

**Article 1. Scope and subjects of application, and Interpretation of terms**

**1. Scope of application**

The Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, and the General Director; and other activities as prescribed by the Charter of the Company and other applicable provisions of law.

**2. Subjects of application**

These Regulations apply to members of the Board of Directors, the Board of Supervisors, the General Director, and related persons mentioned in these Regulations.

**3. Interpretation of terms and abbreviations**

*a) Charter capital* means the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and as prescribed in Article 6 of the Charter of the Company;

*b) Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 approved by

the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

c) *Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d) *Date of establishment* means the date the Company was first granted the Enterprise Registration Certificate (or Business Registration Certificate and equivalent valid documents);

dd) *Executive* means the General Director, Deputy General Director, Chief Accountant, and other titles appointed by the Board of Directors;

e) *Manager* means a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;

g) *Related person* means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;

h) *Shareholder* means an individual or organization owning at least one share of the joint stock company;

i) *Major shareholder* means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

k) *Member of the Board of Supervisors* means a Supervisor;

l) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries;

m) *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, or Chief Accountant as prescribed by the Charter of the Company;

n) *Shareholder/Delegate Eligibility Verification Committee* means the body responsible for determining the conditions for conducting the General Meeting of Shareholders as prescribed by law and the Charter of the Company;

o) *Company* means Soc Trang Water Supply Joint Stock Company;

p) *BOD* means the Board of Directors;

q) *Self-nomination* means candidacy;

r) *BOS* means the Board of Supervisors;

s) *VSDC* means the Vietnam Securities Depository and Clearing Corporation;

t) *Delegate* means a Shareholder or an authorized representative (a person authorized by a shareholder);

u) *Person in charge of corporate governance* means the person with the responsibilities and rights prescribed in Article 281 of Decree 155/2020/NĐ-CP;

v) *Online General Meeting* means a form of organizing a General Meeting of Shareholders using electronic means to transmit images and sound via the internet, allowing shareholders at different locations to monitor the proceedings of the General Meeting, discuss, and vote on meeting issues;

x) *Electronic voting* means the act of a shareholder casting their vote through the Electronic Voting System as prescribed in these Regulations;

y) *Username and password* include the login name (username) and password (password) uniquely issued by the Company to each shareholder.

z) *Contact address* means the registered head office address for organizations; or the permanent residence, workplace, or other address of an individual that such person has registered with the enterprise to serve as their contact address;

w) *Trade secret and Business secret* mean information regarding detailed business plans by product and customer; records and detailed information regarding the list of customers and suppliers; information for which Soc Trang Water Supply Joint Stock



Company has committed to confidentiality with customers; inventory levels, costs, and profits; production processes; information technology solutions; information regarding research and product development activities; and management and business software.

## **Chapter II**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTION BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS (OFFLINE, ONLINE, OFFLINE COMBINED ONLINE)**

##### **Section 1. General provisions**

##### **Article 2. Roles, rights, and obligations of the General Meeting of Shareholders**

The roles, rights, and obligations of the General Meeting of Shareholders are prescribed in Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and Articles 14 and 15 of the Charter of the Company.

##### **Section 2. Procedures for the General Meeting of Shareholders to approve Resolutions by voting at the General Meeting of Shareholders**

##### **Article 3. Authority to convene the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall hold an annual meeting once (01) per year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the location where the Chairperson attends the General Meeting and must be within the territory of Vietnam;

2. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year;

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 Company;
- b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the number required by law;
- c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 9 of the Charter of the Company; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the General Meeting, and must bear the sufficient signatures of the relevant shareholders, or the request document may be prepared in multiple copies and compiled with sufficient signatures of the relevant shareholders;

d) At the request of the Board of Supervisors;

dd) Other cases as prescribed by law and the Charter of the Company.

4. The Board of Directors must determine the opening date of the General Meeting of Shareholders within sixty (60) days from the date the number of remaining Board members falls below the threshold prescribed in point b, or from the date of receiving the request prescribed in points c and d of Clause 3 of this Article. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and the members of the Board of Directors shall be held accountable before the law and must compensate for any damages incurred by the Company;

5. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 3 of this Article, then within the next thirty (30) days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with the Charter of the Company. If the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors shall be held accountable before the law and must compensate for any damages incurred by the Company;

6. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Clause 5 of this Article, the shareholder or group of shareholders as stipulated in Clause 2, Article 12 of the Charter of the Company shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with 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 General Meeting, and issuing decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses;

7. Procedures for organizing the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

#### **Article 4. Personnel of the General Meeting of Shareholders**

##### **1. Chairperson and Presidium**

a) The Chairman 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 unable to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the General Meeting by majority principle. In the event that no one can be elected as the Chairperson, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a Chairperson from among those present at the General Meeting, and the person with the highest number of votes shall act as the Chairperson of the General Meeting;

b) Except for the case specified in Point a of this Clause, the person who signed the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a Chairperson of the General Meeting, and the person with the highest number of votes shall act as the Chairperson of the General Meeting;

c) The Chairperson has the right to take necessary measures to conduct the General Meeting in a reasonable and orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of those present at the General Meeting;

d) The Chairperson of the General Meeting of Shareholders has the following rights:

- To require all attendees to undergo inspection or other lawful and reasonable security measures;

- To request competent authorities to maintain order at the General Meeting; to expel from the General Meeting of Shareholders those who do not comply with the Chairperson's authority to preside, intentionally disrupt order, hinder the normal progress of the General Meeting, or do not comply with security inspection requirements.

đ) The Chairperson has the right to postpone the General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than three (03)

working days from the intended opening date and may only postpone the General Meeting or change the General Meeting venue in the following cases:

- The General Meeting venue does not have enough convenient seats for all attendees;

- Communication facilities at the General Meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

- There are attendees who obstruct or disrupt order, posing a risk that the General Meeting will not be conducted in a fair and lawful manner.

- e) Other rights and obligations of the Chairperson as prescribed by current law;

- g) The Presidium consists of at least 01 person, including 01 Chairperson and other members (*if any*);

- h. Duties of the Presidium:

- To conduct the activities of the General Meeting of Shareholders of the Company according to the expected agenda of the Board of Directors that has been approved by the General Meeting of Shareholders;

- To guide delegates and the General Meeting in discussing the contents included in the agenda;

- To present drafts and conclude necessary issues for the General Meeting to vote on;

- To respond to issues requested by the General Meeting;

- To resolve issues arising during the course of the General Meeting.

- i) Working principles of the Presidium: The Presidium works on the principle of collectivity, democratic centralism, and decision-making by majority.

## 2. Secretary of the General Meeting

- a) The Chairperson shall appoint one or more persons to act as the secretary of the General Meeting;

- b) Duties of the Secretary of the General Meeting:

- To record the content of the General Meeting fully and truthfully;

- To receive registration forms for comments from shareholders/delegates;

- To prepare the draft Minutes and Resolution of the General Meeting of Shareholders;

- To assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notifying shareholders in accordance with the law and the Charter of the Company;

- Other duties as requested by the Chairperson.

## 3. Ballot Counting Committee

- a) The General Meeting of Shareholders shall elect one or more persons to the Ballot Counting Committee at the proposal of the Chairperson of the General Meeting;

- b) Duties of the Ballot Counting Committee:

- To disseminate the principles, rules, and instructions on how to vote;

- To count and record ballots, prepare the ballot counting minutes, and announce the results; to transfer the minutes to the Chairperson for approval of the voting results;

- To promptly notify the secretary of the voting results;

- To review and report to the General Meeting on cases of violation of voting rules or complaints regarding voting results.

## 4. Committee for Verification of Shareholder/Delegate Eligibility

- a) The person convening the General Meeting of Shareholders as prescribed in Article 140 of the Law on Enterprises shall appoint one (01) or more persons to serve

on the Committee for Verification of Shareholder/Delegate Eligibility to serve the General Meeting. The Committee for Verification of Shareholder/Delegate Eligibility of the General Meeting consists of at least two (02) persons, including one (01) Head of the Committee and at least one (01) member.

b) Duties of the Committee for Verification of Shareholder/Delegate Eligibility:

- To verify the eligibility and status of shareholders and shareholder representatives attending the General Meeting;

- The Head of the Committee for Verification of Shareholder/Delegate Eligibility shall report to the General Meeting of Shareholders on the status of shareholders attending the General Meeting. If the General Meeting has a sufficient number of shareholders and authorized representatives with the right to attend representing over 50% of the total voting shares, the General Meeting of Shareholders of the Company shall be held and conducted;

- To participate in counting votes on other contents before the establishment of the Ballot Counting Committee (assisting in concurrent ballot counting).

#### **Article 5. Preparation of the list of shareholders entitled to attend the General Meeting**

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the share register of the Company. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the invitation to the General Meeting of Shareholders;

2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal identification number of the individual for individual shareholders; the name, enterprise code or legal identification number of the organization, and head office address for institutional shareholders; the number of shares of each type, and the number and date of shareholder registration of each shareholder;

3. Shareholders have the right to inspect, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; and to request the correction of incorrect information or the addition of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The manager of the Company must provide information in the share register in a timely manner, and correct or supplement incorrect information at the request of the shareholder; and shall be responsible for compensating for damages arising from the failure to provide or the untimely or inaccurate provision of information in the share register as requested. The order and procedures for requesting the provision of information in the share register shall be carried out in accordance with the provisions of the Charter of the Company.

#### **Article 6. Notification of the closing of the list of shareholders entitled to attend the General Meeting of Shareholders**

The Company must notify the closing of the list of shareholders entitled to attend the General Meeting of Shareholders, and simultaneously disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the registration closing date.

#### **Article 7. Notification of convening the General Meeting of Shareholders**

1. The person convening the General Meeting of Shareholders must send a invitation letter to all shareholders on the list of shareholders entitled to attend the General Meeting no later than twenty-one (21) days before the opening date of the General Meeting. The invitation letter must include the name, head office address, enterprise code; the name

and contact address of the shareholder, the time and venue of the General Meeting, and other requirements for attendees;

2. The notice shall be sent by a secure method to the shareholder's contact address; and simultaneously posted on the Website of the Company and published in a central or local daily newspaper, when deemed necessary;

3. The invitation letter must be sent with the following documents attached:

a) The agenda of the General Meeting, documents used in the General Meeting, and draft resolutions for each issue in the agenda of the General Meeting;

b) Voting ballots;

c) Form for appointing an authorized representative to attend the General Meeting.

4. In case the Company has a website, the sending of meeting documents along with the invitation letter as prescribed in Clause 3 of this Article may be replaced by posting them on the Website of the Company. In this case, the invitation letter must clearly state the location and procedures for downloading the documents, and the Company must send the meeting documents to the shareholder if the shareholder requests.

#### **Article 8. Agenda and content of the General Meeting of Shareholders**

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the General Meeting.

2. Shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter of the Company have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than five (05) working days before the opening date, unless the Charter of the Company provides for a different deadline. The proposal must clearly state the name of the shareholder, the quantity of each type of share held by the shareholder, and the issue proposed for inclusion in the agenda of the General Meeting.

3. In case the person convening the General Meeting of Shareholders refuses the proposal specified in Clause 2 of this Article, they must provide a written response stating the reasons no later than two (02) working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls under one of the following cases:

a) The proposal was not submitted in accordance with the provisions of Clause 2 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as per Clause 2, Article 12 of the Charter of the Company;

c) The proposed issue does not fall under the decision-making authority of the General Meeting of Shareholders;

d) Other cases as prescribed by the Charter of the Company.

4. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 2 of this Article in the draft agenda and content of the General Meeting, except for the cases specified in Clause 3 of this Article; the proposal is officially added to the agenda and content of the General Meeting if approved by the General Meeting of Shareholders.

#### **Article 9. Procedures for authorization to attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of corporate shareholders may attend the General Meeting in person, authorize one or more other individuals or organizations

in writing to attend, or attend through one of the forms prescribed in Article 16 of the Charter of the Company.

2. Authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders must be made in writing. The power of attorney shall be established in accordance with civil law and must contain the following essential contents:

a) Name and shareholder code; legal identification document number for individual shareholders; name, enterprise code, or legal identification document number for corporate shareholders, and head office address;

b) Number of authorized shares and the proportion of authorized shares corresponding to each authorized representative;

c) Full name, permanent address, nationality, and legal identification document number of the authorized representative who is an individual; name, enterprise code, or legal identification document number for corporate authorized representatives, and head office address;

d) Content and scope of authorization;

dd) Corresponding term of authorization for each authorized representative;

e) Signature, full name (*handwritten*), and seal (*if an organization*) of the authorizing party and the authorized party. Individuals or organizations authorized to attend the General Meeting of Shareholders must present the power of attorney when registering to attend before entering the General Meeting room.

3. The vote/ballot of an authorized party attending the General Meeting within the scope of authorization remains valid even if one of the following cases occurs:

- The authorizing party has died, has limited civil act capacity, or has lost civil act capacity;

- The authorizing party has revoked the authorization;

- The authorizing party has revoked the authority of the person performing the authorization.

This provision does not apply in cases where the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the General Meeting is reconvened.

## **Article 10. Procedures for registration to attend the General Meeting of Shareholders**

1. Procedures for registration to attend the General Meeting of Shareholders before the opening date of the General Meeting:

a) The procedures for registration to attend the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form to attend the General Meeting to the Company.

b) Shareholders choose the form of registration to attend the General Meeting of Shareholders according to the method stated in the notice, including:

- Attending and voting/electing directly at the General Meeting;

- Authorizing another representative to attend and vote/elect at the General Meeting and complying with the provisions of Article 9 of these Regulations (*in case more than one representative is appointed, the specific number of shares and the number of votes/ballots authorized to each representative must be specified*).

- Attending and voting/electing via online conference, electronic voting, or other electronic forms;

- Sending votes/ballots to the General Meeting via mail, fax, or email;

- Other forms of registration to attend the General Meeting of Shareholders in accordance with the law.

- The Company must make maximum efforts to apply modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders in the best way, including guiding shareholders to vote via online General Meeting of Shareholders, electronic voting, or other electronic forms in accordance with Article 144 of the Law on Enterprises and the Charter of the Company.

2. The Board of Directors shall decide on the specific registration method, ensuring the greatest convenience for shareholders in registering to attend, and notify shareholders when issuing the General Meeting convocation notice.

#### **Article 11. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents at least 51% of the total voting shares.

2. In case the first meeting does not meet the conditions for conduct 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 shall be conducted when the number of shareholders attending represents at least 33% of the total voting shares.

3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting shall be sent within thirty (30) days from the intended date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders attending.

4. Only the General Meeting of Shareholders has the right to decide to change the agenda of the General Meeting attached to the invitation letter notice in accordance with Article 7 of these Regulations.

#### **Article 12. Forms of approving resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders approves decisions within its authority through voting at the General Meeting or by collecting written opinions.

a) The General Meeting of Shareholders approves resolutions within its authority through voting at the General Meeting:

- Offline;
- Online;
- Offline combined with online.

b) The General Meeting of Shareholders approves resolutions within its authority by collecting written opinions (as prescribed in Part II of this Chapter)

- Sending opinion ballots via mail, fax, or email;
- Sending opinion ballots via electronic voting;
- Sending opinion ballots via mail, fax, or email combined with electronic voting.

2. The Annual General Meeting of Shareholders shall not collect written opinions.

#### **Article 13. Contents approved at the General Meeting of Shareholders**

1. Approving the development orientation of the Company;
2. Considering and handling violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
3. The annual business plan of the Company;
4. The audited annual financial statements;

5. The report of Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;

6. The report of Board of Supervisors on the business results and the performance of the Company, the Board of Directors and the General Director;

7. The self-assessment report on the performance of the Board of Supervisors and its members;

8. Deciding on the classes of shares and the total number of shares of each class authorized to be offered, and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment; deciding on the annual dividend rate for each class of shares.

9. Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;

10. Deciding on investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;

11. Deciding on amendments and supplements to the Charter of the Company;

12. Approving the annual financial statements;

13. Deciding on the repurchase of more than 10% of the total sold shares of each class;

14. Considering and handling violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;

15. Deciding on the reorganization or dissolution of the Company and appointing a liquidator;

16. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

17. Approving, supplementing, and adjusting the Internal Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors, and the Regulations on Operation of the Board of Supervisors.

18. Approve the list of approved auditing firms; decide on the approved auditing firm to perform the inspection of the operations of the Company, and dismiss an approved auditor when deemed necessary;

19. The number of members of the Board of Directors and the Board of Supervisors;

20. Division, separation, consolidation, merger, or conversion of the Company;

21. The Company enters into contracts or transactions with the subjects specified 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 Company as recorded in the most recent financial statement;

22. Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

23. Other contents as prescribed by law and the Charter of the Company.

#### **Article 14. Conditions for the approval of General Meeting of Shareholders resolutions**

1. A resolution on the following contents shall be approved if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the General Meeting:

a) Types of shares and total number of shares of each type;

b) Changes in business lines and fields;

c) Changes in the management organizational structure of the Company;



d) Investment projects or sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statement of the Company;

dd) Reorganization or dissolution of the Company.

2. Remaining resolutions shall be approved when approved by shareholders owning 51% or more of the total voting shares of all shareholders attending and voting at the General Meeting, except for cases specified in Clause 1 and Clause 3 of this Article.

3. Voting for members of the Board of Directors and the Board of Supervisors must be conducted by the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Board of Supervisors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Charter of the Company is reached. In case two (02) or more candidates receive the same number of votes for the final member position of the Board of Directors or the Board of Supervisors, a re-vote shall be conducted among the candidates with the same number of votes or selection shall be made according to the criteria specified in the Election Regulations.

Note: In the case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be conducted by the cumulative voting method as above or by the voting method (approve, disapprove, abstention). The voting ratio for approval by the voting method shall be implemented in accordance with Clause 2, Article 21 of the Charter of the Company.

4. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the order and procedures for convening the General Meeting and approving such resolution violate the provisions of the Law on Enterprises and the Charter of the Company.

#### **Article 15. Announcement of ballot counting results**

1. The Ballot Counting Committee is responsible for checking, summarizing, and reporting the results of the vote count for each issue to the Chairperson. The ballot counting results shall be announced by the Chairperson/Ballot Counting Committee immediately before the closing of the General Meeting.

2. The Ballot Counting Committee shall sign the minutes. The ballots must be sealed and kept at the Company. The Ballot Counting Committee is responsible for the accuracy and honesty of the ballot counting results.

#### **Article 16. Procedure for objecting to resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the ballot counting results of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 9 of the Charter of the Company have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the

Law on Enterprises and the Charter of the Company, except for the case where the resolution of the General Meeting of Shareholders is approved by 100% of the total voting shares, which is legal and effective even if the order and procedures for convening the General Meeting and approving such resolution were not carried out in accordance with regulations.

2. The content of the resolution violates the law or the Charter of the Company.

**Article 17. Preparation of minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must include the following main contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the General Meeting;
- d) Full name of the Chairperson and Secretary;
- dd) Summary of the General Meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the agenda of the General Meeting;
- e) Number of shareholders and total voting shares of shareholders attending the General Meeting, appendix of the list of registered shareholders, and representatives of shareholders attending the General Meeting with the corresponding number of shares and voting rights;
- g) Total voting shares for each voted issue, clearly stating the voting method, total number of valid and invalid ballots, votes approve, votes disapprove, and abstentions; the corresponding ratio to the total voting shares of shareholders attending and voting at the General Meeting;
- h) Summary of votes for each candidate (*if any*);
- i) Issues that have been approved and the corresponding voting ratio for approval;
- j) Full name and signature of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign the minutes of the General Meeting, such minutes shall be effective if signed by all other members of the Board of Directors attending the General Meeting and contain full content as prescribed in this Clause. The minutes of the General Meeting shall clearly state the refusal of the Chairperson or Secretary to sign the minutes.

In case the Chairperson or Secretary refuses to sign the minutes of the General Meeting, such minutes shall be effective if signed by all other members of the Board of Directors attending the General Meeting and contain full content as prescribed in this Clause. The minutes of the General Meeting shall clearly state the refusal of the Chairperson or Secretary to sign the minutes.

In case the Chairperson or Secretary refuses to sign the minutes of the General Meeting, such minutes shall be effective if signed by all other members of the Board of Directors attending the General Meeting and contain full content as prescribed in this Clause. The minutes of the General Meeting shall clearly state the refusal of the Chairperson or Secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the General Meeting;

3. The Chairperson and Secretary of the General Meeting or other persons signing the minutes of the General Meeting shall be jointly responsible for the honesty and accuracy of the content of the minutes;

4. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall apply;

5. The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the date of the General Meeting's conclusion;

sending the ballot counting minutes may be replaced by posting them on the Website of the Company;

6. The resolution, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the General Meeting, written authorization to attend the General Meeting, approved resolutions, and related documents sent with the invitation letter must be kept at the head office of the Company.

The resolution, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

#### **Article 18. Disclosure of resolutions of the General Meeting of Shareholders**

The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of approval; in case the Company has a website, sending the resolution may be replaced by posting it on the website of the Company.

#### **Section 2. Specific regulations for each form of voting at the General Meeting**

##### ***Section 2.1. Specific regulations for the form of voting at an offline meeting***

#### **Article 19. Procedure for registering to attend the offline General Meeting of Shareholders**

Before opening the General Meeting, the Company must conduct shareholder registration procedures and must continue to register until all shareholders entitled to attend the General Meeting have registered, in the following order:

a) When conducting shareholder registration, delegates sign to confirm their attendance at the GMS, after which the Company issues each delegate a voting/ballot/election card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting/election rights of that shareholder are recorded.

b) The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting approve, disapprove, or no opinion. The ballot counting results are announced by the Chairperson/Ballot Counting Committee immediately before the closing of the General Meeting. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairperson. The number of members of the Ballot Counting Committee is decided by the General Meeting of Shareholders based on the proposal of the General Meeting Chairperson;

c) Shareholders, authorized representatives of institutional shareholders, or authorized parties arriving after the General Meeting has opened have the right to register immediately and subsequently have the right to participate and vote/elect at the General Meeting immediately after registration. The Chairperson is not responsible for stopping the General Meeting to allow late-arriving shareholders to register, and the validity of contents already voted/elected upon previously remains unchanged.

#### **Article 20. Voting to approve contents at the offline General Meeting of Shareholders**

##### **1. General principles**

a) All contents in the agenda of the General Meeting and content of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders;

b) Voting cards, Voting ballots, and Election ballots are printed by the Company, stamped with the seal of the Company, and sent directly to delegates at the General Meeting (enclosed with the General Meeting of Shareholders attendance document package). Each delegate is issued a Voting card/Voting ballot/Election ballot. The Voting card/Voting

ballot/Election ballot clearly states the code, full name, number of shares owned, and authorized voting shares of delegate.

## 2. Regulations on the validity of voting ballots and election ballots

### a) Voting card

- Valid voting card: A card according to the pre-printed template issued by the Organizing Committee, stamped with the Company's seal, without erasures, scraping, tearing, etc., and containing no content other than what is prescribed for this card.

- Invalid voting card: Content does not comply with the regulations for a valid voting card.

### b) Voting ballot

- Valid voting ballot: A ballot according to the pre-printed template issued by the Organizing Committee, stamped with the Company's seal, without erasures, scraping, tearing, etc., and containing no content other than what is prescribed for this ballot. In case of offline voting/remote voting (via mail, fax, email, or other means as prescribed in the Charter), it must be signed and clearly state the full name (*handwritten*) of the attending delegate and be sent to the Ballot Counting Committee before the time of ballot counting. On the voting ballot, the voting content is valid when the delegate marks one (01) of the three (03) voting squares.

- Invalid voting ballot: Content does not comply with the regulations for a valid voting ballot.

### c) Election ballot

- Valid election ballot: A ballot according to the pre-printed template issued by the Organizing Committee, stamped with the Company's seal, without erasures, scraping, tearing, etc., and containing no content other than what is prescribed for this ballot. In case of offline voting/remote voting (via mail, fax, email, or other means as prescribed in the Charter), it must be signed and clearly state the full name (*handwritten*) of the attending delegate and be sent to the Ballot Counting Committee before the time of ballot counting.

- Invalid election ballot:

- Content does not comply with the regulations for a valid election ballot;
- The number of candidates the delegate votes for is greater than the number of candidates to be elected;
- The ballot has a total number of votes for candidates of the shareholder or representative greater than the total number of votes permitted;
- Other regulations as prescribed by the Election Regulations of the General Meeting of Shareholders and the Charter of the Company.

## **Article 21. Voting procedures at the offline General Meeting of Shareholders**

### 1. General principles

- The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted by raising cards, offline voting, electronic voting, or other electronic forms;

- Delegates cast their votes to Approve, Disapprove, or No opinion on a matter brought to a vote at the General Meeting by raising their Voting card or filling in the options on the Voting ballot.

### 2. Forms of voting

#### a) Voting by Voting card

- When voting by raising the Voting card, the front of the Voting card must be raised and directed towards the Presidium.

- If a delegate does not raise the Voting card during all three (03) times of voting

(Approve, Disapprove, or No opinion) on a matter, it shall be considered as voting to Approve that matter.

- If a delegate raises the Voting card more than one (01) time when voting (Approve, Disapprove, or No opinion) on a matter, it shall be considered an Invalid vote.

- In the form of voting by raising the Voting card, members of the Delegate Eligibility Verification Committee/Ballot Counting Committee mark the delegate code and the corresponding number of voting shares for each delegate (Approve, Disapprove, No opinion, and Invalid).

b) Voting by Voting ballot

- When voting is conducted by offline ballot: for each content, the delegate selects one (01) of the three (03) options “**Approve**”, “**Disapprove**”, “**No opinion**” pre-printed on the Voting ballot by marking an “X” or “P” in the chosen box and sending the Voting ballot to the Ballot Counting Committee before the time of ballot counting. The Voting ballot must be signed and clearly state the full name (*handwritten*) of the delegate.

- When voting is conducted by electronic ballot or other electronic form: For each content, the delegate selects one (01) of the three (03) options “**Approve**”, “**Disapprove**”, “**No opinion**” brought to a vote at the General Meeting, which have been set up in the electronic voting system. Then, the delegate confirms the vote so that the electronic voting system records the result.

## **Article 22. Procedures for election at the offline General Meeting of Shareholders**

### 1. General principles

- Comply strictly with the provisions of the law and the Charter of the Company;
- The election is conducted by offline ballot, electronic ballot, or other electronic form.
- Members of the Ballot Counting Committee must not be named in the list of nominations or self-nominations for the Board of Directors and the Board of Supervisors.

### 2. Election voting forms

#### a) Election by cumulative voting

- Each delegate has a total number of voting shares corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;
- Attending delegates have the right to accumulate all their total voting shares for one or more candidates;

- In case of changing candidates on the day of the General Meeting, the Ballot Counting Committee is responsible for re-issuing new election ballots and collecting old ones (*if any*) before the time of ballot counting;

- In case of a mistaken selection, the delegate shall contact the Ballot Counting Committee to be re-issued a new election ballot and must submit the old ballot;

- How to fill out the election ballot: Each delegate is issued election ballots. The procedures for filling out the election ballot is specifically guided in the Election Regulations approved at the General Meeting of Shareholders;

#### - Principles of election:

- The elected person is determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.

- In case two (02) or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes, or a selection will be made based on the criteria specified in the

election regulations approved at the General Meeting of Shareholders or the Charter of the Company.

b) Election by voting method: Implemented according to the provisions of Point b, Clause 2, Article 20 of these Regulations.

### **Article 23. Procedures for ballot countings at the offline General Meeting of Shareholders**

The procedures for ballot counting is conducted as follows:

- Aggregate voting cards/ballots (according to the voting method) for each voting matter, the total number of valid, invalid, approved, disapproved, and no opinioned votes; and the corresponding percentage of the total voting shares of shareholders attending and voting at the General Meeting as prescribed by the Charter of the Company;

- Aggregate election ballots according to the cumulative voting method, the total number of valid and invalid ballots, the number of votes for each candidate, and other contents as prescribed by the Charter of the Company.

### ***Section 2.2. Specific regulations on voting forms at online meetings***

### **Article 24. Procedures for registering to attend the online General Meeting of Shareholders**

The procedure for registering to attend the online General Meeting of Shareholders before the opening date of the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including:

#### **1. Conditions for participation**

- Being named in the list of shareholders entitled to attend the General Meeting of Shareholders prepared according to the Company's notice of rights execution;

- Authorized representatives eligible to attend according to the provisions of the law and the Charter of the Company.

#### **2. Technical requirements: Delegates need an electronic device connected to the internet (*smartphone, tablet, computer, or other electronic device capable of connecting to the internet...*)**

#### **3. Procedures for recording delegates attending the online General Meeting of Shareholders: A delegate is recorded by the electronic voting system as attending the online General Meeting of Shareholders when the delegate accesses the system using the access information provided in accordance with Article 24 of these Regulations and has confirmed their attendance at the online General Meeting of Shareholders on the electronic voting system.**

### **Article 25. Providing login information and performing electronic voting**

#### **1. Information on the access link to the electronic voting system, username, access password, and other identification factors (*if any*) to attend the online General Meeting of Shareholders will be provided in the invitation letter/notice (*or the form of notification of login information prescribed by the Board of Directors*). Delegates are responsible for keeping their username, password, and other provided identification factors confidential to ensure that only the delegate has the right to vote on the electronic voting system and shall be fully responsible for the information registered.**

#### **2. When a Delegate requests to be re-provided with login information, the Organizing Committee of the General Meeting may notify them via: in person, by mail, email, telephone, or other methods as prescribed by the Board of Directors. The provision of login information is based on shareholder data from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the notification of the right to attend the General Meeting of Shareholders of the Company.**

3. The Delegate uses their username, access password, or other identification factors (*if any*) to access the electronic voting system to confirm their attendance at the online General Meeting of Shareholders and perform electronic voting according to the agenda of the online General Meeting of Shareholders.

**Article 26. Authorization for representatives to attend the online General Meeting of Shareholders**

When performing online authorization, the shareholder shall follow the provisions in Clause 2, Article 9 of these Regulations, noting the following:

- Shareholders must ensure they provide full information to perform online authorization, especially the information of the authorized party, including: telephone number, fax number, email address, or other contact addresses as per the Charter of the Company. This serves as the basis for issuing the username, access password, and other identification factors (*if any*) to the authorized party;

- The power of attorney to attend the online General Meeting of Shareholders must contain the full signatures and clearly written names (*handwritten*) and be stamped (if the party is an organization) by both the authorizing party and the authorized party. The original power of attorney must be sent before the official opening of the General Meeting. In cases where a shareholder has not yet attended the General Meeting and has performed online authorization, the authorization shall be valid once the Company receives the original power of attorney until the closing of the General Meeting;

- A shareholder who has already attended the General Meeting may not authorize another person to attend the General Meeting;

- Cancellation of authorization for shareholders who have authorized online: the shareholder shall send an official written request to cancel the online authorization to the Company before the official opening of the General Meeting. In cases where the authorized party has already attended the General Meeting, the effective time of the cancellation shall be calculated from the time the Company receives the official written request to cancel the online authorization; the validity of contents already voted/elected upon prior to that time shall remain unchanged.

**Article 27. Discussion at the online General Meeting of Shareholders**

1. Principles

- Discussion shall only be conducted within the specified time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders;

- Only Delegates may participate in the discussion;

- Delegates with comments shall register the discussion content in the form specified in the working regulations of the General Meeting;

- The Secretariat shall organize the Delegates' questions and forward them to the Chairperson.

2. Responding to Delegates' comments

- Based on the discussion content of the Delegates, the Chairperson or a member designated by the Chairperson shall respond to the Delegates' comments;

- In cases where, due to time constraints, questions have not been answered directly at the General Meeting, the Company shall respond via other methods.

**Article 28. Procedures for approving Resolutions at the online General Meeting of Shareholders**

The General Meeting of Shareholders shall approve Resolutions within its authority by electronic voting.

**Article 29. Procedures for electronic voting**

1. Procedures for voting on resolutions

- The Delegate selects one (01) of three (03) voting options: **“Approve”**, **“Disapprove”**, or **“No opinion”** for each issue put to a vote at the General Meeting as set up in the electronic voting system;

- Thereafter, the Delegate proceeds to confirm the vote so that the electronic voting system records the result.

2. Procedures for voting for elections

- Election by cumulative voting: If the Charter of the Company does not provide otherwise, voting to elect members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting. Accordingly, the Delegate performs the election according to the instructions in the Online Election Regulations approved at the General Meeting of Shareholders. Thereafter, the Delegate proceeds to confirm the election so that the electronic voting system records the result.

- Election by voting method (*if any*): Conducted according to the provisions on voting on resolutions stated in Clause 1 of this Article.

3. Other provisions when performing electronic voting

- In cases where a Delegate does not complete all voting and election issues according to the agenda of the General Meeting, the issues not yet voted or elected upon shall be considered as the Delegate not having cast a vote or election for those issues.

- In cases where issues arise outside the sent agenda of the General Meeting, the Delegate may vote or elect additionally. If the Delegate does not vote or elect on the arising issues, it shall be considered as the Delegate not having cast a vote or election for those arising issues.

- The Delegate may change the voting or election result (but cannot cancel the voting or election result); this includes the results of voting or elections for issues arising outside the Agenda of the General Meeting. The online system only records the ballot counting for the final voting or election result at the time the electronic voting ends for each ballot counting phase as specified in the General Meeting's working regulations.

- In the case of cumulative voting, an invalid ballot is one where the total number of votes for candidates is greater than the total number of votes of the Delegate as calculated at the time of election ballot counting, or other provisions as per the instructions of the Online Election Regulations approved by the General Meeting of Shareholders.

- The electronic voting time is specifically provided for in the General Meeting's working regulations. During this time, the Delegate may access the electronic voting system and vote twenty-four (24) hours a day and seven (07) days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the end of the voting time, the system shall not record any further electronic voting results from the Delegate.

**Article 30. Procedures for online ballot counting**

When a Delegate performs voting/election, the number of votes is recorded on the electronic voting system. Based on the results of the electronic voting, the Ballot Counting Committee shall summarize the voting/election results according to the following principles:

- Summarize the voting/election ballots (by voting method) for each issue, the total number of valid and invalid ballots, the number of **“Approve”**, **“Disapprove”**, and **“No opinion”** votes; and the corresponding percentage of the total voting shares of shareholders attending and voting at the General Meeting as prescribed in the Charter of the Company;

- Summarize the election ballots by cumulative voting method, the total number of



valid and invalid ballots, the number of votes for each candidate, and other contents as prescribed in the Charter of the Company.

**Article 31. Preparation of minutes for the online General Meeting of Shareholders**

- Conducted according to the provisions in Article 16 of these Regulations.
- The venue of the General Meeting recorded in the minutes of the online General Meeting of Shareholders is the location where the Chairperson of the General Meeting is present to conduct the General Meeting. This location must be within the territory of Vietnam.
- The procedures for approving the minutes of the General Meeting of Shareholders is specifically provided for in the Company's working regulations at the General Meeting of Shareholders.

***Section 2.3. Specific provisions on the voting method at hybrid meetings (offline combined with online)***

**Article 32. Procedures for registering to attend the hybrid General Meeting of Shareholders**

Conducted according to the provisions in Clause 1, Article 9 and Article 24 of these Regulations.

**Article 33. Authorization for representatives to attend the hybrid General Meeting of Shareholders**

Conducted according to the provisions in Clause 2, Article 9 and Article 26 of these Regulations.

**Article 34. Procedures for approving resolutions at the hybrid General Meeting of Shareholders**

Conducted according to the provisions in Article 12 and Article 28 of these Regulations.

**Article 35. Procedures for voting at the hybrid General Meeting of Shareholders**

Conducted according to the provisions in Article 21, Article 22, and Article 29 of these Regulations.

**Article 36. Procedures for ballot counting at the hybrid General Meeting of Shareholders**

Conducted according to the provisions in Article 23 and Article 30 of these Regulations.

**Article 37. Preparation of minutes at the hybrid General Meeting of Shareholders**

Conducted according to the provisions in Article 17 and Article 31 of these Regulations.

**II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTION IN THE FORM OF COLLECTING WRITTEN OPINIONS**

**Article 38. Cases where written ballots are permitted or not permitted**

1. The General Meeting of Shareholders approves decisions within its authority by voting at the General Meeting or by written ballot on the following issues:

- a) Amending and supplementing the contents of this Charter;
- b) Approving/amending and supplementing the Internal Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors; the Regulations on Operation of the Board of Supervisors;
- c) Development orientation of the Company;

- d) Types of shares and the total number of shares of each type;
- đ) Electing, dismissing, and removing members of the Board of Directors and the Board of Supervisors;
- e) Investment projects or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
- g) Approving the annual financial statements;
- h) Reorganize or dissolve the company;
- i) Change business lines and fields of operation;
- k) Change the management organizational structure of the Company;
- l) Other contents that the Board of Directors deems necessary for the benefit of the Company, except for cases stipulated in Clause 2 of this Article.

2. The Annual General Meeting of Shareholders shall not be conducted by way of written opinion collection.

**Article 39. Procedures for the General Meeting of Shareholders to approve a Resolution by way of written opinion collection.**

The authority and procedure for collecting written opinions from shareholders to approve a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Company must disclose information regarding the preparation of the list of shareholders to be sent opinion ballots at least ten (10) days before the record date. The preparation of the list of shareholders to be sent opinion ballots shall be carried out in accordance with the provisions of Clause 1 and Clause 2, Article 4 of these Regulations.

2. The Board of Directors shall prepare the opinion ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the opinion ballot. The requirements and methods for sending the opinion ballot and accompanying documents shall be implemented in accordance with the provisions of Article 6 of these Regulations;

3. The opinion ballot must contain the following essential information:

- a) Name, head office address, and enterprise identification number;
- b) Purpose of the opinion collection;
- c) Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise identification number or legal document number of the organization, head office address for institutional shareholders, or the full name, contact address, nationality, and legal document number of the individual representing the institutional shareholder; the number of shares of each type and the number of voting/election ballots of the shareholder;
- d) Contents requiring opinion for approval;
- đ) Voting options including approve, disapprove, and no opinion for each matter requiring opinion;
- e) Election options (*if any*);
- f) Deadline for returning the completed opinion ballot to the Company;
- g) Full name and signature of the Chairman of the Board of Directors or the person authorized to collect shareholder opinions;

4. Shareholders may send their completed opinion ballots to the Company in one of the following forms:

- a) Shareholders send the completed opinion ballot to the Company by mail, fax, or email:

- The completed opinion ballot must bear the full signature, full name (*handwritten*), and seal (*if an organization*) of the representative;

- In case of sending by mail, the opinion ballot sent to the Company must be enclosed in a sealed envelope, and no one is authorized to open it before the ballot counting. In case of sending by fax or email, the opinion ballot sent to the Company must be kept confidential until the time of ballot counting;

- Opinion ballots sent to the Company after the deadline specified in the ballot content, or those that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Opinion ballots that are not returned are considered as not participating in the vote.

- b) Shareholders send the opinion ballot via electronic voting

- \* Provision of access account

- Access account information shall be notified by the Company to the representative along with the Shareholder Opinion Ballot via registered mail.

- When a representative requests to be re-provided with access information, the Company may notify them via: offline, mail, email, telephone, or other methods prescribed by the Board of Directors. The provision of access information is based on the information from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the Company's notice of exercising the right to collect shareholder opinions in writing.

- \* Execution of electronic voting

- Implementation principles:*

- The representative can only vote on the electronic voting system from the time of receiving the Shareholder Opinion Ballot until the deadline for returning the ballot as notified by the Company;

- During the voting period notified by the Company, the representative can access the electronic voting system and vote twenty-four (24) hours a day and seven (07) days a week, except in cases of system maintenance or other reasons beyond the Company's control;

- During the voting period notified by the Company, the representative can change their voting decision on the electronic voting system. Upon the conclusion of the voting period notified by the Company, the representative cannot change their voting result, and this final result will be counted and disclosed by the Company.

- Implementation method:*

- The representative uses the access account provided by the Company to log in directly to the electronic voting system to view information related to the voting session posted on the system and make voting/election decisions for each matter requiring shareholder opinion.

- c) Shareholders send the completed opinion ballot to the Company by mail, fax, or email combined with electronic voting.

Implemented in accordance with the provisions of Point a and Point b, Clause 3 of this Article;

5. The Board of Directors shall organize the ballot counting and prepare a ballot counting minutes under the witness and supervision of the Board of Supervisors or a shareholder who does not hold a management position in the Company.

The ballot counting minutes must contain the following essential information:

- a) Name, head office address, and enterprise identification number;

- b) Purpose and contents requiring opinion for resolution approval;

c) Number of shareholders with the total number of voting/election ballots that participated in the vote, distinguishing between valid and invalid voting/election ballots and the procedures for sending the voting/election ballot, accompanied by an appendix of the list of shareholders participating in the vote;

d) Total number of votes for, disapprove, and abstentions for each matter, and the total number of votes for each candidate (*if any*);

đ) Contents that have been approved and the corresponding approval voting ratio;

e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the ballot counting supervisor.

Members of the Board of Directors, the vote counter, and the ballot counting supervisor shall be jointly liable for the honesty and accuracy of the ballot counting minutes; and jointly liable for damages arising from decisions approved due to dishonest or inaccurate ballot counting;

6. The ballot counting minutes and the resolution must be sent to shareholders within fifteen (15) days from the date of completion of the ballot counting. In case the Company has a website, the sending of the ballot counting minutes and the resolution may be replaced by posting them on the Website of the Company;

7. The completed opinion ballots, ballot counting minutes, approved resolutions, and related documents sent with the opinion ballots shall be kept at the head office of the Company;

8. A resolution approved by way of written shareholder opinion collection has the same validity as a resolution approved at a General Meeting of Shareholders;

9. Request to cancel a decision of the General Meeting of Shareholders approved by way of written opinion collection:

Within ninety (90) days from the date of receiving the resolution or the minutes of the results of the General Meeting of Shareholders' opinion collection, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the General Meeting of Shareholders' resolution in the following cases:

a) The order, procedures for convening the General Meeting, and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Charter of the Company, except for cases stipulated in Clause 3, Article 21 of the Charter of the Company;

b) The content of the resolution violates the law or the Charter of the Company.

### **Chapter III BOARD OF DIRECTORS**

#### **Section 1. General provisions**

#### **Article 40. Roles, rights, and obligations of the Board of Directors, responsibilities of members of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations under the authority of the General Meeting of Shareholders.

2. In addition to fully complying with the responsibilities and obligations as prescribed by the Law on Enterprises and the Charter of the Company, the Board of Directors has the following rights and obligations:

a) Be accountable to shareholders for the operations of the Company;

b) Treat all shareholders equally and respect the interests of persons with interests

related to the company;

c) Ensure the operations of the Company comply with the provisions of the law, the Charter, and the company's internal regulations;

d) Develop the Regulations on Operation of the Board of Directors to submit to the General Meeting of Shareholders for approval and publish on the website of the Company;

đ) Supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of company assets and abuse of transactions with related parties;

e. Develop the Internal Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval in accordance with the provisions of Article 270 of 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;

g. Appoint the Person in charge of corporate governance;

h. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the company;

i. Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with current laws;

k. Report on the corporate governance situation at the annual General Meeting of Shareholders and disclose information in the Annual Report of the Company in accordance with securities laws on information disclosure;

l. Other rights and obligations as prescribed by the Charter of the Company and the Internal Regulations on Corporate Governance.

#### **Article 41. Rights, obligations, and responsibilities of members of the Board of Directors**

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, the Charter of the Company, and the Internal Regulations on Corporate Governance, including the right to be provided with information and documents regarding the financial situation and business operations of the company and its units. The procedure for providing information is as prescribed in the Appendix to these Regulations. The person provided with information is responsible for keeping the provided information confidential and using it for the intended purpose for the assigned work.

2. Members of the Board of Directors have obligations as prescribed by the Charter of the Company and the following obligations:

a) Perform their duties honestly and carefully for the best interests of the shareholders and the company;

b) Attend all meetings of the Board of Directors and express opinions on the issues discussed;

c) Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, affiliated companies, and other organizations;

d) Report to the Board of Directors at the nearest meeting on transactions between the company, its subsidiaries, companies controlled by the public company with 50% or more of charter capital, and members of the Board of Directors and their related persons; and transactions between the company and companies in which a member of the Board of Directors is a founding member or a manager of the enterprise within the three (03) years immediately preceding the transaction;

đ) Disclose information when executing transactions involving company shares in

accordance with the law.

## **Section 2. Nomination, candidacy, election, dismissal, removal, change, and supplementation of members of the Board of Directors**

### **Article 42. Number, term, and structure of members of the Board of Directors**

1. The Board of Directors has five (05) members.
2. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
3. In case all members of the Board of Directors end their term at the same time, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
4. The structure of the Board of Directors is as follows:
  - a) The number of non-executive members of the Board of Directors of a public company must ensure the following regulations:
    - There is at least one (01) non-executive member in case the company has from three (03) to five (05) members of the Board of Directors;
    - There are at least two (02) non-executive members in case the company has from six (06) to eight (08) members of the Board of Directors;
    - There are at least three (03) non-executive members in case the company has from nine (09) to eleven (11) members of the Board of Directors.
  - b) A member of the Board of Directors no longer holds the status of a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
  - c) A member of the Board of Directors shall continue to perform full rights and obligations until the General Meeting of Shareholders approves the dismissal of the member of the Board of Directors, except for the right to attend and vote at Meetings of the Board of Directors and the right to receive remuneration of the member of the Board of Directors as soon as the Company receives notification of the following cases:
    - The member of the Board of Directors has limited civil act capacity, has lost civil act capacity, or has difficulty in perception and controlling their behavior;
    - The member of the Board of Directors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs;
    - The Board of Directors has issued a decision approving the resignation of the member of the Board of Directors in accordance with Clause 6, Article 26 of the Charter of the Company;
  - d) The appointment of a member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market;
  - đ) A member of the Board of Directors does not necessarily have to be a shareholder of the Company

### **Article 43. Standards and conditions for members of the Board of Directors**

A member of the Board of Directors must meet the following standards and conditions:

1. Have full civil act capacity and not be among the subjects prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
2. Have professional qualifications and experience in business administration or in the

company's business field, industry, or profession;

3. A member of the Board of Directors of a public company may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of five other companies

**Article 44. Nomination and candidacy for the Board of Directors**

1. The Board of Directors notifies shareholders of the expected number of members to be elected and supplemented to the Board of Directors; at the same time, it notifies the conditions and standards that must be met for the positions to be elected so that shareholders can nominate or stand for election.

2. The principles for nomination and candidacy for the Board of Directors are as follows:

a) Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate;

b) Shareholders or groups of shareholders holding from 20% to less than 35% of the total voting shares are entitled to nominate a maximum of two (02) candidates;

c) Shareholders or groups of shareholders holding 35% or more of the total voting shares are entitled to nominate a maximum of three (03) candidates.

3. The nomination and candidacy of members of the Board of Directors shall be carried out in accordance with Clause 2, Article 25 of the Charter of the Company.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient, the incumbent Board of Directors may nominate additional candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. In case the number of candidates nominated by the incumbent Board of Directors according to Clause 2 of this Article is still not sufficient, the Board of Directors shall disclose information that the number of candidates for the Board of Directors is insufficient at least five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization of additional nominations by the incumbent Board of Directors for other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

**Article 45. Procedures for electing members of the Board of Directors**

The election of members of the Board of Directors is carried out using the cumulative voting method prescribed in Clause 3, Article 14 of these Regulations.

**Article 46. Cases of dismissal, removal, change, and supplementation of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Does not meet the standards and conditions prescribed in Clause 3 of this Article;

b) Has submitted a resignation letter and it has been accepted;

c) Other cases as prescribed by law and the Charter of the Company.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a) Fails to complete assigned tasks or duties;
- b) Fails to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Repeatedly violates or seriously violates the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Charter of the Company;
- d) Other cases as decided by the General Meeting of Shareholders.

3. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third ( $1/3$ ) compared to the number prescribed in the Charter of the Company. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third ( $1/3$ );
- b) In other cases, at the nearest meeting, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or removed.

**Article 47. Notification of election, dismissal, and removal of members of the Board of Directors**

The election, appointment, dismissal, and removal of members of the Board of Directors of the Company must be notified in accordance with the law and the Charter of the Company.

**Article 48. Procedures for introducing candidates for members of the Board of Directors**

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Website of the Company so that shareholders can research the candidates before voting.

2. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors to be disclosed includes at least the following contents:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- c) Other management positions (including positions on the Board of Directors of other companies);
- d) Interests related to the Company and the Company's related persons (*if any*);
- đ) Full name of the shareholder or group of shareholders nominating that candidate (*if any*).

**Article 49. Election, removal, and dismissal of the Chairman of the Board of Directors**

1. The Chairperson and Vice-Chairpersons of the Board of Directors (*if any*) shall be elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:



- a) To prepare the program and activity plan of the Board of Directors;
- b) To prepare the program, content, and documents for meetings; to convene, preside over, and act as chair of meetings of the Board of Directors;
- c) To organize the approval of resolutions and decisions of the Board of Directors;
- d) To supervise the organization and implementation of resolutions and decisions of the Board of Directors;
- đ) To act as chair of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In the event that the Chairman of the Board of Directors submits their resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the dismissal or removal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized party, or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, absconds from their place of residence, is restricted or loses their capacity for civil acts, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

### **Section 3. Remuneration and other benefits of members of the Board of Directors**

#### **Article 50. Remuneration, salary, and other benefits of members of the Board of Directors**

The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency. Remuneration, bonuses, and other benefits of members of the Board of Directors are paid according to the following regulations:

1. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of the member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level for the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting;

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting;

4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum per task, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors;

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of

the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors;

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of members of the Board of Directors related to violations of the law and the Charter of the Company.

#### **Section 4. Sequence and procedures for organizing meetings of the Board of Directors**

##### **Article 51. Minimum number of meetings per month/quarter/year**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors for the term. This meeting shall be convened and presided over by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one (01) member with the same highest number of votes or highest percentage of votes, the members shall elect one (01) person among them to convene the meeting of the Board of Directors based on the majority principle. If the member with the highest number of votes or highest percentage of votes does not convene the first meeting within the time specified above, the remaining members shall appoint one member based on the majority principle to convene the meeting to elect the Chairman of the Board of Directors.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

##### **Article 52. Cases requiring the convening of extraordinary meetings of the Board of Directors**

1. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in any of the following cases:

- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least five (05) other managers;
- c) At the request of at least two (02) members of the Board of Directors;
- d) At the request of the independent auditor currently auditing the financial statements of the Company.

The request must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request specified in Clause 1 of this Article and at the latest three (03) working days before the meeting date. The meeting of the Board of Directors must be held no later than ten (10) working days from the date the Company receives the request. In the event that the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors must be responsible for damages incurred by the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

##### **Article 53. Notification of Meetings of the Board of Directors and the right of Board of Supervisors members to attend Meetings of the Board of Directors**

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a invitation letter at least three (03) working days before the meeting date, unless the Charter of the Company provides otherwise. The invitation letter must specify the time and location of the meeting, the program, and the issues to be discussed and decided. Attached to the invitation letter must be the documents used at the meeting and the voting ballots for members. The invitation

letter for the Board of Directors may be sent by invitation letter, telephone, post, fax, email, or other means, provided that it is ensured to reach the contact address of each member of the Board of Directors registered with the Company.

2. The Chairman of the Board of Directors or the person convening the meeting shall send the invitation letter and attached documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

**Article 54. Conditions for organizing meetings of the Board of Directors**

A meeting of the Board of Directors shall be conducted when three-quarters (3/4) or more of the total number of members are present. In the event that a meeting convened in accordance with Article 51 and Article 52 of these Regulations does not have enough members present as prescribed, 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 shall be conducted if more than one-half (1/2) of the total number of members of the Board of Directors are present.

**Article 55. Voting methods**

1. The Board of Directors approves resolutions and decisions by voting at the meeting, by collecting written opinions, or by other forms as prescribed by the Charter of the Company. Each member of the Board of Directors has one vote. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend the meeting in accordance with Article 57 of these Regulations.
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email.
- đ) Sending a voting ballot by other means as prescribed by law (*if any*).

2. In case of sending a vote by mail, the vote must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one hour before the opening of the meeting. The vote shall only be opened in the presence of all attendees.

**Article 56. Procedures for approving resolutions of the Board of Directors**

1. The Board of Directors shall approve resolutions and decisions by voting at a meeting, obtaining written opinions, via email, or other forms chosen by the Board of Directors. Each member of the Board of Directors has one vote.

In case the Board of Directors approves a resolution or decision by obtaining written opinions, via email, or other forms, it is permitted to utilize the Company's Ballot Counting Committee to prepare minutes summarizing the voting opinions for each issue requiring a vote.

2. In case a resolution or decision approved by the Board of Directors is contrary to the provisions of the law, the resolution of the General Meeting of Shareholders, or the Charter of the Company, causing damage to the Company, the members who voted approve of such resolution or decision shall be jointly and personally liable for it and must compensate the Company for the damage; members who voted disapprove the aforementioned resolution or decision shall be exempt from liability. In this case, shareholders of the Company have the right to request a Court to suspend the implementation or cancel the aforementioned resolution or decision.

3. A resolution or decision of the Board of Directors is approved if it is approved by

a majority of the members attending the meeting (more than 50%); in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. Note: A member of the Board of Directors may not vote on transactions that bring benefits to that member or their related persons in accordance with the Law on Enterprises and Article 43 of the Charter of the Company.

**Article 57. Authorization for others to attend meetings by members of the Board of Directors**

Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote at a meeting if approved by a majority of the members of the Board of Directors.

**Article 58. Preparation of minutes of meetings of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following main contents:

- a) Name, head office address, and enterprise identification number;
- b) Purpose, agenda, and content of the meeting;
- c) Time and location of the meeting;
- d) Full name of each member attending the meeting or the person authorized to attend, and the procedures for attendance; full names of members not attending and the reasons;
- dd) Issues discussed and voted upon at the meeting;
- e) Summary of opinions expressed by each member attending the meeting in the order of the meeting's proceedings;
- g) Voting results, clearly stating members who voted approve, disapprove, and no opinion;
- h) Issues approved and the corresponding voting ratio;
- i) Full name and signature of the chairperson and the minute preparer, except in cases specified in Article 59 of these Regulations.

2. The chairperson, the minute preparer, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the meeting minutes.

3. Minutes of Meetings of the Board of Directors and documents used in the meeting must be kept at the head office of the Company.

4. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.

**Article 59. In case the Chairperson and/or Secretary refuses to sign the minutes of the Board of Directors meeting**

In case the Chairperson or the minute preparer refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the minutes contain full content as prescribed in points a, b, c, d, dd, e, g, and h of Clause 1, Article 58 of these Regulations, the minutes shall still be valid.

**Article 60. Notification of resolutions and decisions of the Board of Directors**

The disclosure of resolutions and decisions of the Board of Directors shall be carried out in accordance with the provisions of the law, the Charter of the Company, and relevant legal documents.

**Section 5. Sub-committees under the Board of Directors**

**Article 61. Sub-committees under the Board of Directors**

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, human resources, salary, bonuses, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors and must have at least two (02) people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote approve at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must comply with current legal regulations and the provisions of the Charter of the Company and the Internal Regulations on Corporate Governance.

## **Section 6. Selection, appointment, and dismissal of the Person in charge of corporate governance**

### **Article 62. Standards for the Person in charge of corporate governance**

The Person in charge of corporate governance may not simultaneously work for an approved auditing firm that is currently auditing the financial statements of the Company.

### **Article 63. Appointment of the Person in charge of corporate governance**

The Board of Directors must appoint at least one (01) Person in charge of corporate governance to support corporate governance work at the enterprise. The Person in charge of corporate governance may concurrently serve as the Company Secretary.

### **Article 64. Cases for dismissal of the Person in charge of corporate governance**

The Board of Directors may dismiss the Person in charge of corporate governance when necessary, provided it is not contrary to current labor laws.

### **Article 65. Notification of appointment and dismissal of the Person in charge of corporate governance**

The appointment and dismissal of the Person in charge of corporate governance must be notified in accordance with the provisions of the law and the Charter of the Company.

### **Article 66. Rights and obligations of the Person in charge of corporate governance**

1. The Person in charge of corporate governance has the following rights and obligations:

a) To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related contents between the Company and shareholders;

b) To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c) To provide advice on meeting procedures;

d) Attend meetings;

dd) To advise on procedures for drafting resolutions of the Board of Directors in accordance with legal provisions;

e) To provide financial information, minutes of Meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Board of Supervisors;

g) To supervise and report to the Board of Directors on the Company's information disclosure activities;

h) To act as the contact point with related parties;

i) To maintain confidentiality of information in accordance with the provisions of the law and the Charter of the Company;

j) Other rights and obligations as prescribed by law and the Charter of the Company.

2. The salary and other benefits of the Person in charge of corporate governance shall be decided by the Board of Directors.

## **Chapter IV**

### **BOARD OF SUPERVISORS**

#### **Section 1. General provisions**

##### **Article 67. Roles, rights, and obligations of the Board of Supervisors**

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved auditing firms to audit the financial statements of the Company; to decide on the approved auditing firm to inspect the operations of the Company, and to remove the approved auditor when deemed necessary.

2. To be responsible to shareholders for its supervisory activities.

3. To supervise the Company's financial situation and the compliance with the law in the operations of members 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. In case of detecting violations of the law or the Charter of the Company by members of the Board of Directors, the General Director, or other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and have solutions to remedy the consequences.

6. To develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. To have the right to access records and documents of the Company kept at the head office, branches, and other locations related to the performance of assigned tasks of members of the Board of Supervisors if approved by the Board of Supervisors, provided that such information does not fall within the scope of the company's trade secrets. The person provided with information is responsible for maintaining the confidentiality of the provided information and using it for the correct assigned work; to have the right to visit the workplace of the Company's managers and employees during working hours. The provision of information shall follow the process detailed in the Appendix to these Regulations.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company. The sequence and procedures for requesting and providing information are specified in the Appendix to these Regulations and the Regulations on Operation of the Board of Supervisors.

8. Upon discovering that a member of the Board of Directors or the General

Director has violated the obligations and responsibilities of a Company manager as prescribed by law and the Charter of the Company, they must immediately notify the Board of Directors in writing, requesting the violating person to cease the violation and implement solutions to remedy the consequences.

9. Have the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. The Board of Supervisors is responsible for receiving requests for inspection of books and records from common shareholders as prescribed in Clause 1, Article 45 of the Charter of the Company and for executing the requests for information provision to the Board of Directors, the General Director, or other managers. The procedure for requesting information is specified in the Appendix to these Regulations. The person receiving the information is responsible for maintaining the confidentiality of the information provided and using it for the intended purpose for which they were assigned.

11. Perform other rights and obligations as prescribed by law, the Charter of the Company, and resolutions of the General Meeting of Shareholders.

#### **Article 68. Responsibilities of members of the Board of Supervisors**

1. Comply with the law, the Charter of the Company, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.

2. Exercise assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum lawful interests of the Company.

3. Be loyal to the interests of the Company and shareholders; do not use information, know-how, business opportunities of the Company, status, position, or assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Other obligations as prescribed by law.

5. In case of violation of the provisions in Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or others, the member of the Board of Supervisors must bear personal or joint responsibility for compensating for such damage. All income and other benefits that the Supervisor has obtained due to the violation must be returned to the Company.

6. In case of discovering that a member of the Board of Supervisors has committed a violation in the exercise of assigned rights and obligations, they must notify the Board of Supervisors in writing; request the violating person to cease the violation and remedy the consequences.

### **Section 2. Term, number, composition, and structure of members of the Board of Supervisors**

#### **Article 69. Term, number, composition, and structure of members of the Board of Supervisors**

1. The Company's Board of Supervisors has three (03) members. The term of a Supervisor shall not exceed five (05) years and they may be re-elected for an unlimited number of terms.

2. The Board of Supervisors shall elect one (01) person among them as the Head of the Board of Supervisors based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

3. In case the term of Supervisors ends at the same time but new Supervisors

have not yet been elected, the Supervisors whose term has expired shall continue to exercise their rights and obligations until new Supervisors are elected and take office.

**Article 70. Standards and conditions for members of the Board of Supervisors**

Members of the Board of Supervisors must meet the following standards and conditions:

1. Have full civil act capacity and are not among the subjects prescribed in Clause 2, Article 17 of the Law on Enterprises;
2. Have been trained in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise;
3. Are not family members of members of the Board of Directors, the Director, or the General Director and other managers;
4. Are not company managers; it is not required to be a shareholder or employee of the company, unless the Charter of the Company provides otherwise;
5. Do not work in the accounting or finance department of the Company;
6. Are not members or employees of an independent auditing firm that has audited the financial statements of the Company in the three (03) preceding consecutive years;
7. Other standards and conditions as prescribed by other relevant laws and the Charter of the Company.

**Article 71. Nomination and candidacy of members of the Board of Supervisors**

1. Principles for nomination and candidacy to the Board of Supervisors
  - a) Shareholders or groups of shareholders holding from 10% to less than 35% of the total voting shares may nominate a maximum of one (01) candidate;
  - b) Shareholders or groups of shareholders holding from 35% to less than 50% of the total voting shares may nominate a maximum of two (02) candidates;
  - c) Shareholders or groups of shareholders holding from 50% of the total voting shares may nominate a maximum of three (03) candidates.

The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy according to Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates as prescribed in the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Supervisors according to Clause 2 of this Article is still insufficient, the Board of Supervisors shall announce information regarding the insufficient number of candidates for the Board of Supervisors no later than five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates as prescribed in the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization for other shareholders to nominate additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

**Article 72. Procedures for electing members of the Board of Supervisors**



The election of members of the Board of Directors shall be carried out using the cumulative voting method prescribed in Clause 3, Article 14 of these Regulations.

**Article 73. Cases for dismissal and removal of members of the Board of Supervisors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Having submitted a resignation letter which has been accepted;
- c) Other cases as prescribed by law or the Charter of the Company.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:

- a) Failing to complete assigned tasks and duties;
- b) Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Charter of the Company;
- d) Other cases as per the resolution of the General Meeting of Shareholders.

3. A member of the Board of Supervisors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves their dismissal, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration as a member of the Board of Supervisors immediately upon the Company's receipt of notification regarding the following cases:

- The member of the Board of Supervisors has their civil act capacity restricted, is incapacitated, or has difficulty in cognition or behavior control;
- The member of the Board of Supervisors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs;
- The Board of Supervisors has a decision approving the receipt of the resignation letter of the member of the Board of Supervisors, carried out similarly to the provisions in Clause 6, Article 26 of the Charter of the Company.

**Article 74. Notification of election, dismissal, and removal of members of the Board of Supervisors**

The election, appointment, dismissal, and removal of members of the Company's Board of Supervisors must be notified in accordance with the law and the Charter of the Company.

**Article 75. Salary and other benefits of members of the Board of Supervisors**

Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented according to the following provisions:

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, 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 food, accommodation, travel, and the use of independent consulting

services. The total amount of this remuneration and these expenses shall not exceed the total 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. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be recorded as a separate item in the Company's annual financial statements.

## **Chapter V GENERAL DIRECTOR**

### **Section 1. General provisions**

#### **Article 76. Roles, responsibilities, rights, and obligations of the General Director**

1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

2. The General Director has the following rights and obligations:

a) Decide on contents related to the daily business operations of the Company that do not fall under the authority of the Board of Directors and the Chairman of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors;

c) Organize the implementation of the Company's business plans and investment schemes;

d) Propose the organizational structure and internal management regulations of the Company;

dd) Decide on salaries, bonuses, and other benefits for employees in the Company, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors;

e) Recruit, transfer, terminate, reward, and discipline employees, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors;

g) Propose plans for dividend payments or handling of business losses;

h) The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and rights, and must report to these bodies when requested;

i) Propose personnel for the Board of Directors to consider appointing to senior management positions of the Company, including: Deputy General Director, Chief Accountant, Director of subsidiaries, heads of branches, Heads of representative offices, authorized representatives for the Company's capital investment in other enterprises, and the Company's legal counsel;

k) Other rights and obligations as prescribed by law, the Charter of the Company, Internal Regulations on Corporate Governance, and according to Resolutions and Decisions of the Board of Directors, the General Meeting of Shareholders, Decisions of the Chairman of the Board of Directors, and the labor contract signed with the Company.

3. The General Director must manage the daily business operations of the Company in accordance with the provisions of the law, the Charter of the Company, the labor contract

signed with the Company, and resolutions of the Board of Directors. In case of managing in contravention of these provisions and causing damage to the Company, the General Director shall be responsible before the law and must compensate the Company for the damage.

## **Section 2. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director**

### **Article 77. Term, standards, and conditions of the General Director**

1. The term of the General Director shall not exceed five (05) years and they may be re-appointed for an unlimited number of terms.

2. The General Director must meet the following standards and conditions:

- a) Have full civil act capacity and not be among the subjects prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b) Have a good understanding of the law and hold a university degree or higher;
- c) Have professional qualifications and experience in corporate management and administration; not be the Chairman of the Board of Directors, General Director, Deputy General Director, or Chief Accountant of enterprises that have incurred losses for three (03) consecutive years prior to the time of appointment, or of enterprises that have gone bankrupt within the five (05) years immediately preceding the time of appointment;
- d) Must not be a related person of the enterprise managers, members of the Board of Supervisors of the company and the parent company, the representative of State capital, or the representative of enterprise capital at the company and the parent company.

### **Article 78. Candidacy and nomination of the General Director**

Members of the Board of General Directors and members of the Board of Directors have the right to stand for election or nominate candidates for the position of General Director in accordance with the standards and conditions prescribed in Article 76 of these Regulations and submit them to the Board of Directors for consideration when the Company has a need to find a General Director.

### **Article 79. Appointment, dismissal, signing of labor contracts, and termination of labor contracts with the General Director**

The Board of Directors shall appoint, dismiss, sign contracts, and terminate contracts for the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting approve.

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of the labor contract as prescribed in Point i, Clause 2, Article 27 and Article 35 of the Charter of the Company.

### **Article 80. Notification of appointment, dismissal, signing of contracts, and termination of contracts for the General Director**

The appointment, dismissal, and removal of the Company's General Director must be notified in accordance with the provisions of the law and the Charter of the Company.

### **Article 81. Salary and other benefits of the General Director**

The salary and other benefits of the General Director shall be decided by the Board of Directors.

The salary of the executive shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

## **Chapter VI**

## **OTHER ACTIVITIES**

### **Section 1. Coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director**

#### **Article 82. Procedures, sequence of convening, invitation letter, recording of minutes, and notification of meeting results between the Board of Directors, the Board of Supervisors, and the General Director**

Implemented in accordance with the provisions of Section 4, Chapter III of these Regulations.

#### **Article 83. Notification of resolutions and decisions of the Board of Directors to the Board of Supervisors and the General Director**

Resolutions and decisions of the Board of Directors, after being issued, must be sent to the Board of Supervisors and the General Director at the same time and in the same manner as for members of the Board of Directors.

#### **Article 84. Cases where the General Director and the Board of Supervisors request to convene a meeting of the Board of Directors and contents requiring the opinion of the Board of Directors**

Implemented in accordance with the provisions of Article 52 of these Regulations and the Charter of the Company.

#### **Article 85. Reports of the General Director to the Board of Directors on the performance of assigned tasks and rights**

1. Report in writing to the Board of Directors quarterly and annually on the operational situation and the financial statements of the Company.

The content of the report includes business results, business plans for the next period (finance, human resources, other activities), and proposals and recommendations for approval by the Board of Directors (*if any*);

2. Summary report or conclusions of the General Director in the monthly briefing meeting on the operational, financial, and organizational situation in the Company;

3. In addition, the General Director must report on an ad-hoc basis at the request of the Board of Directors.

The implementation of the above reports must be made in writing;

4. The General Director's reports must be honest and accurate, and the General Director shall be responsible to the Board of Directors and before the law for the contents of the reports.

#### **Article 86. Review of the implementation of resolutions and other contents delegated by the Board of Directors to the General Director**

The General Director is responsible for the implementation of resolutions of the Board of Directors and contents delegated by the Board of Directors, and is also responsible for reporting on the contents that have been implemented or not yet implemented, as well as the results of the implementation when requested by the Board of Directors.

#### **Article 87. Coordination of control, management, and supervision activities between members of the Board of Directors, members of the Board of Supervisors, and the General Director according to the specific tasks of the aforementioned members**

1. Coordination of activities between the Board of Supervisors and the Board of Directors

The Board of Supervisors has the role of supervising, coordinating, advising, and providing full, timely, and accurate information. Specifically as follows:

a) Regularly notify the Board of Directors of operational results, and consult the Board of Directors before submitting reports, conclusions, and recommendations to the

General Meeting of Shareholders;

b) In meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend and answer contents that need clarification;

c) Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Board of Directors to provide additional basis for the Board of Directors in the management of the Company. Depending on the level and results of the above inspection, the Board of Supervisors needs to discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinion in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

d) In case the Board of Supervisors discovers acts of violation of the law or the Charter of the Company by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the person committing the violation to terminate the violation and have solutions to remedy the consequences;

dd) The Supervisor has the obligation to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies controlled by the Company with over 50% of charter capital, and the entity itself or its related persons. For recommendations regarding the Company's operational and financial situation, the Board of Supervisors must submit a written document along with relevant materials at least fifteen (15) days prior to the intended date of receiving a response;

e) Contents of recommendations to the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days;

g) The Board of Directors shall create favorable conditions for the Board of Supervisors to exercise its rights and obligations.

2. Coordination of activities between the Board of Supervisors and the General Director

The Board of Supervisors has the function of inspection and supervision.

a) In meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved auditing firm) to attend and address issues that need clarification for the Supervisors;

b) Periodic and ad-hoc inspections by the Board of Supervisors must result in a written conclusion (no later than fifteen (15) days from the date of completion) sent to the General Director to provide a basis for assisting the General Director in managing the Company. Depending on the level and results of the aforementioned inspection, the Board of Supervisors must discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the right to reserve opinions is granted, which shall be recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

c) The Supervisor has the right to request the General Director to facilitate access to records and documents related to the Company's business operations (excluding information classified as the company's business secrets) at the head office or the location

where records are stored, for the purpose of performing the assigned tasks of the Board of Supervisors member if approved by the Board of Supervisors. The procedure for requesting information is specified in the Appendix of these Regulations. The person provided with information is responsible for maintaining the confidentiality of the information provided and using it for the intended purpose of the assigned work.

d) Regarding information and documents on the management, administration of business operations, and business performance reports, financial reports, the written request for provision from the Board of Supervisors must be sent to the Company at least forty-eight (48) working hours prior to the intended time of receiving a response. The Board of Supervisors must not use the company's undisclosed information or disclose it to others to perform related transactions;

dd) Recommendations regarding measures to amend, supplement, or improve the organizational structure, supervision, and administration of the company's business operations from the Board of Supervisors must be sent to the General Director at least seven (07) working days prior to the intended date of receiving a response;

e) The General Director shall create favorable conditions for the Board of Supervisors to exercise its rights and obligations.

### 3. Coordination of activities between the General Director and the Board of Directors

The General Director is the person who represents the administration of the operations of the Company, ensuring that the Company operates continuously and effectively.

a) When recommending plans for organizational structure or internal management regulations of the company, the General Director shall send them to the Board of Directors as soon as possible but no less than seven (07) days before the date such content needs to be decided;

b) The General Director shall report annually to the Board of Directors on contents related to employees and enterprise managers;

c) The General Director shall report annually to the Board of Directors on contents related to the Company's relations with trade union organizations in accordance with best management standards, practices, and policies, as well as practices and policies prescribed in this Charter, the Company's regulations, and current legal provisions;

d) The General Director has the obligation to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies controlled by the Company with over 50% of charter capital, and the entity itself or its related persons in accordance with the law;

dd) Other contents requiring opinions as prescribed in Clause 2, Article 84 of these Regulations must be sent to the Board of Directors at least seven (07) working days prior to the intended date of receiving a response from the Board of Directors.

## **Section 2. Regulations on annual assessment of reward and disciplinary activities for members of the Board of Directors, members of the Board of Supervisors, the General Director, the Person in charge of corporate governance, the Secretary, and other managers**

### **Article 88. Assessment of task completion level**

1. The Board of Directors is responsible for developing performance evaluation standards for all subjects, including members of the Board of Directors, the General Director, and other managers;

2. Performance evaluation standards must harmonize the interests of enterprise

managers with the long-term interests of the Company and shareholders. Financial and non-financial indicators used in the assessment shall be carefully considered by the Board of Directors and decided upon from time to time. In particular, non-financial indicators may include: interests of stakeholders, operational efficiency, achievements, and improvements made...;

3. Annually, based on assigned functions, duties, and established evaluation standards/achieved results, the Board of Directors shall organize the performance evaluation of members of the Board of Directors;

4. The performance evaluation of Supervisors shall be organized and implemented according to the method mentioned in the organizational and operational structure of the Board of Supervisors;

5. The performance evaluation of other managers shall be carried out according to internal regulations or may be based on the self-assessment of these managers.

#### **Article 89. Rewards**

1. The Board of Directors is responsible for developing reward policies. Rewards shall be granted based on the performance evaluation results at Article 88 of these Regulations;

2. Forms of rewards: in cash, in shares (issuing shares under an employee stock ownership plan), or other forms developed by the Board of Directors or the Remuneration Committee. Forms of rewards shall be planned by the General Director and submitted to the Board of Directors for approval; in cases exceeding their authority, they shall be submitted to the General Meeting of Shareholders for approval;

3. The reward regime for members of the Board of Directors and Supervisors shall be decided by the General Meeting of Shareholders.

#### **Article 90. Handling violations of corporate governance**

1. The Board of Directors is responsible for developing disciplinary forms based on the nature and severity of the violation. The highest form of discipline must be removal or dismissal;

2. Members of the Board of Directors, Supervisors, and enterprise managers who fail to complete their tasks as required with honesty, diligence, and prudence shall be personally liable for the damages they cause;

3. Members of the Board of Directors, Supervisors, and enterprise managers who, while performing their duties, commit acts violating legal provisions or the Company's regulations shall be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the Charter of the Company. In case of causing damage to the interests of the Company, shareholders, or other persons, they shall be liable for compensation in accordance with the law.

### **Chapter VII IMPLEMENTATION**

#### **Article 91. Amendment and supplementation of the Regulations**

1. The amendment and supplementation of these Regulations must be considered and decided by the General Meeting of Shareholders;

2. In case there are legal provisions related to the operations of the Company not yet mentioned in these Regulations or the Charter of the Company, those legal provisions shall automatically apply and govern the operations of the Company.

#### **Article 92. Effective date**

1. The Internal Regulations on Corporate Governance of Soc Trang Water Supply Joint Stock Company consist of 92 articles and shall take effect from the date of approval by the General Meeting of Shareholders on 28/5/2026;
2. These Regulations are the sole and official regulations of the company;
3. Copies or extracts of the Corporate Governance Regulations must be signed by the Chairman of the Board of Directors ./

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRPERSON**

**Tran Anh Hoa**



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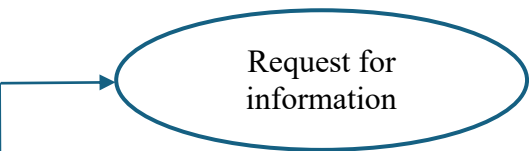

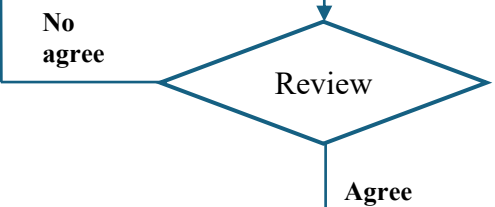

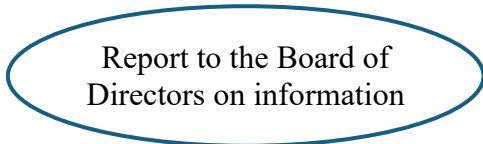
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## PROCESS OR INFORMATION PROVIDING

Order of execution	Flowchart	Executor	Instructions/Forms
Step 1		<ul style="list-style-type: none"> <li>- Shareholder or group of shareholders(1)</li> <li>- Board of Supervisors(2)</li> <li>- Member of the Board of Directors(3)</li> <li>- Member of the Board of Supervisors(4)</li> <li>- Executive(5)</li> </ul>	<ul style="list-style-type: none"> <li>- Request information disclosure in writing (Form 01).</li> <li>- In case an authorized representative of a shareholder or group of shareholders requests information, the original or a notarized copy of the power of attorney must be attached in accordance with the law.</li> </ul>
Step 2		Company	
Step 3		Board of Directors	<ul style="list-style-type: none"> <li>- Maximum review time of 10 working days from the date of receiving the information request.</li> <li>- Maximum response time for refusing an information request is 02 working days from the date the Board of Directors decides to refuse the request.</li> </ul>
Step 4		Manager	<ul style="list-style-type: none"> <li>- The time for the manager to provide information will be specifically stated in the response document of the Board of Directors.</li> <li>- Provide information at the headquarters/representative office/branch of the Company.</li> <li>- Costs incurred from copying documents (if any) resulting from the information provision shall be paid by the requester.</li> </ul>
Step 5		Manager	

(1) Shareholder or group of shareholders: in accordance with Article 12, Article 45 of the Charter of the Company.

(2) Board of Supervisors: in accordance with Article 40 of the Charter of the Company.

(3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive: in accordance with Article 45 of the Charter of the Company.

**FORM 01**  
**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**DOCUMENT RECOMMENDATION**  
**FOR INFORMATION PROVIDE**

**To: Soc Trang Water Supply Joint Stock Company**

**I. INFORMATION OF THE REQUESTER:**

1. Proposer: .....

Legal representative (For institutional shareholders): .....

2. Subject requesting information:

☐ Shareholder/group of shareholders

☐ Board of Supervisors

☐ Member of the Board of Directors

☐ Member of the Board of Supervisors

☐ Executive

3. Contact address/Headquarters: .....

4. Nationality: .....

5. ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: .....Place of issue: .....

6. Contact phone number: ..... Email: .....

7. Number of shares owned/represented: ..... shares, as of .....

**II. CONTENT OF INFORMATION REQUEST:**

Purpose of information request: .....

.....  
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.....

By this document, I/We request the Company to provide the following information: .....

.....  
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.....  
.....

*(1) Shareholder or group of shareholders: in accordance with Article 12, Article 45 of the Charter of the Company.*

*(2) Board of Supervisors: in accordance with Article 40 of the Charter of the Company.*

*(3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive: in accordance with Article 45 of the Charter of the Company.*

.....  
.....  
I/We commit to the following:

- Keep the information provided by the Company confidential in accordance with the Charter of the Company and the law;
- Only use the provided information for the intended purpose of the assigned work/to protect my/our legitimate rights and interests;
- Do not disseminate, copy, or send the information provided by the Company to other organizations or individuals in accordance with the law;
- Fully pay any costs incurred from copying documents (if any) resulting from this information request;
- Take full responsibility before the law in case the information is used for the wrong purpose.

Sincerely!

....., ..... 2026

**PERSON REQUESTED TO PROVIDE INFORMATION**

*(Sign, seal, and write full name)*

*(1) Shareholder or group of shareholders: in accordance with Article 12, Article 45 of the Charter of the Company.  
(2) Board of Supervisors: in accordance with Article 40 of the Charter of the Company.  
(3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive: in accordance with Article 45 of the Charter of the Company.*

**MEETINGS MINUTES OF GROUP**  
**ATTACHMENT TO THE REQUEST FOR INFORMATION DISCLOSURE**

Today, on ...../...../20..., at ....., we, the shareholders of Soc Trang Water Supply Joint Stock Company, collectively holding ..... shares, accounting for .....% of the Company's voting shares, and listed below, hereby agree to appoint:

No.	Name of shareholder	ID Card/Citizen ID/Passport/Business Registration Certificate	Contact address	Number of shares owned	Shareholder signature/ Signature, stamp if institutional
1					
2					
...					
<b>Total</b>					

**We agree to nominate:**

- Full Name:
- ID Card/Citizen ID/Passport/Business Registration Certificate No.:

Date of issue:

Place of issue:

**As the group representative to perform the procedures for requesting information at the Company ....., with the specific content as follows:**

Purpose of information request: .....

.....  
.....  
.....

By this document, We request the Company to provide the following information:

.....  
.....  
.....

We commit to the following:

- Keep the information provided by the Company confidential in accordance with the Charter of the Company and the law;
- Only use the provided information to protect our legitimate rights and interests;
- Do not disseminate, copy, or send the information provided by the Company to other organizations or individuals in accordance with the law;
- Fully pay any costs incurred from copying documents (if any) resulting from this information request;
- Take full responsibility before the law in case the information is used for the wrong purpose.

Sincerely!

....., ..... 2026

**GROUP REPRESENTATIVE**

*(Sign, seal, and write full name)*

*(1) Shareholder or group of shareholders: in accordance with Article 12, Article 45 of the Charter of the Company.*

*(2) Board of Supervisors: in accordance with Article 40 of the Charter of the Company.*

*(3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive: in accordance with Article 45 of the Charter of the Company.*



SOC TRANG WATER SUPPLY  
JOINT STOCK COMPANY  
**BOARD OF DIRECTORS**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

*Can Tho, May 04, 2026*

No: 23/TTr-HĐQT



**PROPOSAL**  
**Regarding the approval of the Regulations on Operation of the Board of Directors**  
**Soc Trang Water Supply Joint Stock Company**

To: The 2026 Annual General Meeting of Shareholders

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

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

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

*Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles 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;*

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

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on May 16, 2024;*

*Pursuant to Minutes No. 09/BB-HĐQT dated March 25, 2026, regarding the meeting of the Board of Directors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

In order to ensure that corporate management is increasingly rigorous and in compliance with legal regulations and guiding documents, the Board of Directors of Soc Trang Water Supply Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the Regulations on Operation of the Board of Directors of Soc Trang Water Supply Joint Stock Company (*draft Regulations attached*).

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

Sincerely./.

**Recipients:**

- As above;
- Archived: Office, Office of the General Meeting of Shareholders.

**ON BEHALF OF BOARD OF  
DIRECTORS  
CHAIRMAN**

**Tran Anh Hoa**



*Can Tho, May 28, 2026*

**REGULATIONS  
ON THE OPERATION OF THE BOARD OF DIRECTORS  
SOC TRANG WATER SUPPLY JOINT STOCK COMPANY**

*Pursuant to the Law on Securities No. 24/2019/QH14 dated November 26, 2019;  
Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and  
documents amending, supplementing, and guiding its implementation;*

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

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the  
Minister of Finance guiding a number of articles on corporate governance applicable to  
public companies under 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 the Company of Soc Trang Water Supply Joint Stock  
Company approved by the General Meeting of Shareholders on May 28, 2026;*

*Pursuant to Resolution No. 02/NQ-GMS dated May 28, 2026 of the General  
Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company.*

The Board of Directors hereby issues the Regulations on Operation of the Board of Directors of Soc Trang Water Supply Joint Stock Company, including the following contents:

**Chapter I  
GENERAL PROVISIONS**

**Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulations on Operation of the Board of Directors stipulate the organizational structure, personnel, operating principles, rights, and obligations of the Board of Directors and members of the Board of Directors to ensure operation in accordance with the Law on Enterprises, the Charter of the Company, and other relevant provisions of law.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and relevant individuals and professional departments under Soc Trang Water Supply Joint Stock Company.

**Article 2. Operating principles of the Board of Directors**

1. The Board of Directors works on the principle of collective decision-making. Members of the Board of Directors are personally responsible for their assigned tasks and are jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors assigns the General Director the responsibility of organizing and managing the implementation of the resolutions and decisions of the Board of Directors.

**Chapter II  
MEMBERS OF THE BOARD OF DIRECTORS**

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

1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Charter of the Company, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors have obligations as prescribed in the Charter of the Company and the following obligations:

a) To perform their duties honestly and cautiously in the best interests of the shareholders and the Company;

b) To attend all meetings of the Board of Directors and provide opinions on issues discussed;

c) To report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associate companies, and other organizations;

d) To report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies controlled by the Company with 50% or more of charter capital, and the member of the Board of Directors and their related persons; and transactions between the Company and companies where the member of the Board of Directors is a founding member or an enterprise manager within the 03 years prior to the transaction;

dd) To disclose information when conducting transactions involving the Company's shares in accordance with the provisions of law;

e) To provide full, timely, and accurate information about themselves and their related persons in case of new appointment, reappointment, change of information, or upon request for the Company to report to regulatory authorities as prescribed.

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

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.

2. Managers who receive such requests must provide information and documents in a timely, full, and accurate manner as requested by the member of the Board of Directors. The order and procedures for requesting and providing information shall be prescribed by the Charter of the Company.

#### **Article 5. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors is five (05) persons.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms.

3. In the event that the terms of all members of the Board of Directors expire simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.

4. The number of non-executive members of the Board of Directors of a public company must ensure the following requirements:

a) At least one (01) non-executive member if the company has from three (03) to five (05) members on the Board of Directors;

b) At least two (02) non-executive members if the company has from six (06) to eight (08) members on the Board of Directors;

c) At least three (03) non-executive members if the company has from nine (09) to eleven (11) members on the Board of Directors.

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

A member of the Board of Directors must meet the following standards and conditions:

a) Have full civil act capacity, and not be among the subjects prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Have professional qualifications and experience in business administration or in the Company's business lines or sectors;

c) A member of the Board of Directors of one (01) public company may simultaneously serve as a member of the Board of Directors or the Board of Members at a maximum of five (05) other companies.

#### **Article 7. Chairman of the Board of Directors**

1. The Chairman and Vice Chairmen of the Board of Directors (*if any*) shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently serve as the General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) To prepare the program and activity plan of the Board of Directors;

b) To prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c) To organize the approval of resolutions and decisions of the Board of Directors;

d) To supervise the organization and implementation of resolutions and decisions of the Board of Directors;

dd) To chair meetings of the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the date of dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member of the Board of Directors to exercise the rights and obligations of the Chairman. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, escapes from their place of residence, has limited or lost civil act capacity, has difficulty in perception or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one of them to serve as the Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary for the term of the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that it does not violate current labor laws. The Company Secretary has the following rights and obligations:

a) To assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;

b) To assist members of the Board of Directors in exercising their assigned rights and obligations;

c) To assist the Board of Directors in applying and implementing corporate governance principles;

d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; and in complying with obligations regarding information provision, information disclosure, and administrative procedures;

dd) Other rights and obligations as prescribed in the Charter of the Company and internal regulations.

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

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failing to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;

b) Submitting a resignation letter and having it accepted;

c) Other cases as prescribed by law or the Charter of the Company.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

a) Failure to complete assigned tasks or duties;

b) Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;

c) Repeated or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Charter of the Company;

d) Other cases as determined by a resolution of the General Meeting of Shareholders.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Charter of the Company. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than 1/3;

b) Except for the case prescribed in point a of this clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or removed at the nearest meeting.

**Article 9. Procedures for electing, dismissing, and removing members of the Board of Directors**

1. A shareholder or a group of shareholders holding 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Charter of the Company. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors.

The principles for nomination and candidacy for the Board of Directors are as follows:

a) A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate;

b) A shareholder or a group of shareholders holding from 20% to less than 35% of the total voting shares is entitled to nominate a maximum of two (02) candidates;

c) A shareholder or a group of shareholders holding 35% or more of the total voting shares is entitled to nominate a maximum of three (03) candidates.

The nomination and candidacy of members of the Board of Directors shall be conducted according to the following regulations:

- The nomination document for a candidate must clearly state the name of the shareholder or group of shareholders, the quantity of each type of share held by the shareholder or group of shareholders at the time of nomination for the Board of Directors, and information related to the candidate (profile of candidate) as prescribed in Article 25 of the Charter of the Company.

- Nomination of candidates for a General Meeting of Shareholders:

- + In case a shareholder or group of shareholders sends a written proposal for the nomination of a candidate for the Board of Directors at least fifteen (15) days before the opening of the General Meeting of Shareholders, the Board of Directors is responsible for reviewing and approving it within five (05) days from the date of receiving the nomination proposal and disclosing information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders. If the Board of Directors decides to reject a candidate, it must notify the nominating shareholder or group of shareholders in writing within five (05) days from the date of the Board's decision and clearly state the reasons for the rejection;

- + In case a shareholder or group of shareholders submits a nomination that does not meet the minimum fifteen (15) days before the opening date of the General Meeting of Shareholders, the Board of Directors shall send a notice regarding the time for reviewing the profile of candidate to the shareholder or group of shareholders within three (03) days from the date of receiving the nomination. During the aforementioned review period, the Board of Directors will disclose the candidate's information as soon as the Board of Directors approves the profile of candidate. In case the Board of Directors does not have enough time to review as notified, the Board of Directors will present this nomination information at the General Meeting of Shareholders.

- Nomination of candidates for the form of collecting opinion of shareholders in writing :

- + The Board of Directors is responsible for disclosing the Regulations on nomination of candidates for the Board of Directors (forms and information related to the nomination and candidacy) as soon as the Board of Directors decides to collect opinion of shareholders in writing regarding the election;

- + In case a shareholder or group of shareholders sends a written proposal for the nomination of a candidate for the Board of Directors at least five (05) days before the company sends the voting ballots and accompanying documents to all shareholders with voting rights, the Board of Directors is responsible for reviewing and approving it within five (05) days from the date of receiving the nomination proposal. If the Board of Directors decides to reject a candidate, it must notify the nominating shareholder or group of shareholders in writing within five (05) days from the date of the Board's decision and clearly state the reasons for the rejection;

- + In case a shareholder or group of shareholders submits a nomination that does not meet the minimum five (05) days before the company sends the voting ballots and accompanying documents to all shareholders with voting rights, the Board of Directors will not accept the nomination proposal and will report it at the nearest General Meeting of Shareholders (*if any*).

2. In case the number of candidates for the Board of Directors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is still

insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The nomination 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 as prescribed by law.

3. In case the number of candidates nominated by the incumbent Board of Directors pursuant to Clause 3 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficient number of candidates for the Board of Directors no later than five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization of additional nominations 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 as prescribed by law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Charter of the Company.

5. Voting to elect members of the Board of Directors must be conducted using the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to aggregate all or part of their total votes for one (01) or more candidates. The elected members of the Board of Directors are determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Charter of the Company is reached. In case two (02) or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or a selection will be made based on the criteria prescribed in the election regulations.

In the case of electing members of the Board of Directors, if the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted using the cumulative voting method as above or by the voting method (in favor, against, abstention). The voting ratio for approval shall be implemented in accordance with Clause 2, Article 21 of the Charter of the Company.

6. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders based on the principle of voting.

#### **Article 10. Notice of election, dismissal, and removal of members of the Board of Directors**

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company 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, month, and year of birth;
- b) Professional qualifications;

- c) Work experience;
- d) Other management positions (*including positions on the Board of Directors of other companies*);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information as prescribed by law (*if any*);

The Company is responsible for disclosing information about the companies where the candidate currently holds the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (*if any*).

2. The notification of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations guiding the disclosure of information for public companies on the stock market.

### **Chapter III** **BOARD OF DIRECTORS**

#### **Article 11. Rights and obligations of the Board of Directors**

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

2. The rights and obligations of the Board of Directors are prescribed by law, the Charter of the Company, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide on the strategy, medium-term development plans, and annual business plans of the Company;
- b) Propose the 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 scope of the number of shares authorized to be offered of each class; decide on raising additional capital in other forms;
- d) Decide on the selling price of the shares and bonds of the Company;
- dd) Decide on the share buyback in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) Decide on investment plans and investment projects with an investment value of less than 35% of the total asset value recorded in the most recent audited financial statements of the Company;
- g) Decide on solutions for market development, marketing, and technology;
- 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 statements of the Company, except for contracts and transactions falling under the decision-making 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 Chairman of the Board of Directors and Vice Chairmen (*if any*); appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other important managers as prescribed by the Charter of the Company upon the proposal of the Chairman of the Board of Directors; decide on the salaries, remuneration, bonuses, and other benefits of such managers upon the proposal of the Chairman of the Board of Directors; 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 of such persons; appoint or dismiss



commercial representatives and the lawyers of the Company, and decide on their salaries, remuneration, bonuses, and other benefits;

k) Supervise and direct the General Director and other managers in the daily business operation of the of the Company;

l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices, and on capital contribution or purchase of shares in other enterprises;

m) Approve the program and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to pass resolutions;

n) Submit the annual audited financial statements to the General Meeting of Shareholders;

o) Propose the dividend payout ratio; decide on the time limit and procedures for dividend payment or for handling losses incurred during business operations;

p) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the issuance of the Regulations on Operation of the Board of Directors and Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; and the Regulations on Information Disclosure of the Company;

r) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of corporate governance, and other managers of the Company;

s) Execute dividend payments to shareholders in accordance with the law after they have been approved by the Annual General Meeting of Shareholders;

t) Require the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. The requested managers must provide information and documents promptly, fully, and accurately as required by members of the Board of Directors. The order and procedures for requesting and providing information are specified in the Internal Regulations on Corporate Governance;

u) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Charter of the Company.

3. The Board of Directors must report to the General Meeting of Shareholders on the operating results of the Board of Directors in accordance with Article 280 of 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.

4. The Board of Directors passes resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Charter of the Company. Each member of the Board of Directors has one vote.

5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, or the Charter of the Company, causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and personally liable for such resolution or decision and must compensate the Company for the damage; members who opposed the passing of the aforementioned resolution or decision shall be exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation of or cancel the aforementioned resolution or decision.

**Article 12. Duties and rights of the Board of Directors in approving and signing contracts and transactions**

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements, or another smaller ratio or value as prescribed in the Charter of the Company, between the Company and one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related persons of these subjects;
- Shareholders, authorized representatives of shareholders owning over 10% of the total common shares of the Company and their related persons;
- Enterprises related to the subjects prescribed in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Company signing the contract or transaction must notify members of the Board of Directors and members of the Board of Supervisors of the related subjects regarding such contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Charter of the Company provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

### **Article 13. Responsibility of the Board of Directors in convening an extraordinary General Meeting of Shareholders**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must have sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collected with sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- dd) Other cases as prescribed by law and this Charter.

2. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must determine the opening date of the General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is as prescribed in Point b, Clause 1 of this Article, or from the date of receiving the request as prescribed in Point c and Point d, Clause 1 of this Article. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall be responsible before the law and must compensate for any damage arising to the Company.

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article, then within the next thirty (30) days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed,

the Board of Supervisors shall be responsible before the law and compensate for any damage arising to the Company.

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 2 of this Article, the shareholder or group of shareholders as prescribed in Point c, Clause 1 of this Article has the right to request the representative of the Company to convene the General Meeting of Shareholders as prescribed by 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 and 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 Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

3. The person convening the General Meeting of Shareholders must carry out the procedures to organize the meeting as prescribed in Clause 5, Article 140 of the Law on Enterprises, specifically as follows:

- a) Prepare a list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints related to the list of shareholders;
- c) Prepare the agenda and content of the meeting;
- d) Prepare documents for the meeting;
- dd) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting; a list and detailed information of candidates in case of electing members of the Board of Directors or members of the Board of Supervisors;
- e) Determine the time and location of the meeting;
- g) Send meeting invitations to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h) Other tasks to serve the meeting.

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

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of three (03) people, including members of the Board of Directors and external members (*non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors*). The operation of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are only effective when the majority of members attend and vote for approval 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, the Charter of the Company, and internal regulations on corporate governance.

### **Chapter IV**

#### **BOARD OF DIRECTORS MEETING**

#### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there

is more than one (01) member with the same highest number of votes or highest percentage of votes, the members shall elect by majority principle to choose one (01) person among them to convene the meeting of the Board of Directors.

In case the member with the highest number of votes or the highest percentage of votes does not convene the first meeting within the aforementioned time limit, the remaining members shall appoint one (01) member by majority principle to convene the first meeting of the Board of Directors to elect the Chairman of the Board of Directors.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon the request of the Board of Supervisors;
- b) Upon the request of the General Director or at least five (05) other enterprise managers;
- c) Upon the request of at least two (02) members of the Board of Directors;
- d) Upon the request of the independent auditor currently auditing the Company's Financial Statements;
- dd) Other cases when deemed necessary.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must send a meeting invitation to members of the Board of Directors within seven (07) working days from the date the Company receives the request specified in Clause 3 of this Article and at least three (03) working days before the meeting date. The meeting of the Board of Directors must be held within no more than ten (10) working days from the date the Company receives the request. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors, with the convening procedure being similar to that of the Chairman of the Board of Directors convening upon request.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation at least three (03) working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the form of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the voting ballot of member.

The meeting invitation for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to members of the Board of Supervisors as they do for members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when 3/4 of the total number of members or more are present. In case the meeting convened according to this Article does not have enough members present as prescribed, the Chairman of the Board

of Directors must send a second meeting invitation to members of the Board of Directors within seven (07) days from the intended date of the first meeting and at least three (03) working days before the meeting date. The meeting of the Board of Directors must be held within no more than ten (10) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than 1/2 of the total number of members of the Board of Directors are present.

9. The Board of Directors adopts resolutions and decisions by voting at the meeting, by written ballot, or by other forms prescribed by the Charter of the Company. Each member of the Board of Directors has one vote. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- dd) Sending a voting ballot by other means as prescribed by law (*if any*).

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are adopted if approved by the majority of members present (*over 50%*); in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. Note: A member of the Board of Directors may not vote on transactions that bring benefits to that member or their related persons in accordance with the Law on Enterprises and Article 43 of the Charter of the Company.

#### **Article 16. Minutes of meetings of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, containing the following main contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full name of each member attending or person authorized to attend and the method of attendance; full names of members not attending and the reasons;
- dd) Issues discussed and voted on at the meeting;
- e) Summary of opinions of each attending member in the order of the meeting's proceedings;
- g) Voting results, clearly stating members who voted for, against, and abstained;
- h) Issues adopted and the corresponding adoption voting ratio;
- i) Full name and signature of the Chairman and the minutes taker, except for the case prescribed in Clause 2 of this Article.

2. In case the Chairman or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors present agree to adopt the meeting

minutes and sign them, and the minutes contain full contents as prescribed in points a, b, c, d, dd, e, g, and h of Clause 1 of this Article, the minutes shall still be effective. The meeting minutes shall clearly state the refusal of the Chairman or the minutes taker to sign. The Chairman and the minutes taker shall be personally responsible for damages occurring to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Charter of the Company, and relevant laws.

3. The Chairman, the minutes taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the meeting minutes of the Board of Directors.

4. Meeting minutes of the Board of Directors and documents used in the meeting must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case there is a difference in content between the Vietnamese and foreign language versions of the minutes, the content in the Vietnamese version shall prevail.

6. Resolutions and decisions of the Board of Directors or other documents submitted to the Board of Directors may be voted on through various forms such as written documents, emails, or other forms selected by the Board of Directors as appropriate. Within three (03) working days, members of the Board of Directors must provide their voting opinions; if the specified time limit expires and a member of the Board of Directors has not responded, it shall be considered that they have no opinion.

## **Chapter V**

### **REPORTING, PUBLICITY AND TRANSPARENCY**

#### **Article 17. Submission of annual reports**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) Report on the business results of the Company;
- b) Financial statements;
- c) Report on the assessment of the management and administration of the Company;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified in points a, b, and c of Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least thirty (30) days before the opening date of the annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the head office of the Company at least ten (10) days before the opening date of the annual General Meeting of Shareholders. Shareholders who have owned shares of the Company continuously for at least one (01) year have the right to personally or together with a lawyer, accountant, or auditor holding a practicing certificate, directly examine the reports specified in this Article.

#### **Article 18. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company 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 based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of members of the Board of Directors related to violations of the law and the Charter of the Company.

#### **Article 19. Disclosure of related interests**

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

a) Name, enterprise identification number, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of owning such capital contributions or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

3. Any member of the Board of Directors who, in their own name or on behalf of others, performs work in any form within the scope of the Company's business must explain the nature and content of that work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company

### **Chapter VI**

#### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

##### **Article 20. Relationships between members of the Board of Directors**

1. The relationship between members of the Board of Directors is a cooperative relationship; members of the Board of Directors are responsible for informing each other about relevant issues during the process of handling assigned tasks.

2. In the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to fields under the charge of other members of the Board of Directors. In case there are still differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and

decision according to their authority, or organize a meeting or collect opinions from members of the Board of Directors in accordance with the law, the Charter of the Company, and these Regulations.

3. In case of re-assignment among members of the Board of Directors, the members of the Board of Directors must hand over relevant work, files, and documents. This handover must be recorded in writing and reported to the Chairman of the Board of Directors regarding such handover.

**Article 21. Relationship with the Board of Executives**

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

**Article 22. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, while closely coordinating and supporting each other in the process of performing their duties.

2. Upon receiving inspection minutes or summary reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely corrections.

**Chapter VII  
IMPLEMENTATIONS**

**Article 23. Effectiveness**

1. In case there is a conflict between these Regulations, the Charter of the Company, and relevant legal documents related to the operations of the Board of Directors in a mutually exclusive manner, the provisions of the Charter of the Company and legal documents shall be selected for application.

2. The Regulations on Operation of the Board of Directors of Soc Trang Water Supply Joint Stock Company consist of 07 chapters, 23 articles, and take effect from May 28, 2026.

3. The Regulations on Operation of the Board of Directors of Soc Trang Water Supply Joint Stock Company previously issued shall expire from the date these Regulations take effect./.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Tran Anh Hoa**



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Can Tho, March 27, 2026

No: 14/TTr-BKS



**PROPOSAL**

**Regarding the approval of the Operating Regulations of the Board of Supervisors (2024-2029 Term)**  
**Soc Trang Water Supply Joint Stock Company**

To: The 2026 Annual General Meeting of Shareholders

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

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

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

*Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles 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;*

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

*Pursuant to the Charter of Soc Trang Water Supply Joint Stock Company;*

*Pursuant to Minutes No. 07/BB-BKS dated March 27, 2026, regarding the meeting of the Board of Supervisors of Soc Trang Water Supply Joint Stock Company for the 2024-2029 term.*

In order to ensure consistency between the Regulations on Operation of Board of Supervisors and the Charter of the Company, and to ensure corporate management is increasingly rigorous and in compliance with legal regulations and guiding documents, the Board of Supervisors of Soc Trang Water Supply Joint Stock Company hereby submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the Regulations on Operation of Board of Supervisors of Soc Trang Water Supply Joint Stock Company (*draft Regulations attached*).

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

Sincerely./.

**Recipients:**

- As above;
- Archived: Office, Office of the General Meeting of Shareholders.

**ON BEHALF OF BOARD OF SUPERVISORS**  
**HEAD OF BOARD**

**Nguyen Hoai Bao Khanh**

*Can Tho, May 28, 2026*



**REGULATIONS  
ON OPERATION OF THE BOARD OF SUPERVISORS  
SOC TRANG WATER SUPPLY JOINT STOCK COMPANY**

*Pursuant to the Law on Securities No. 24/2019/QH14 dated November 26, 2019;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing, and implementing documents;*

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

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under 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 Soc Trang Water Supply Joint Stock Company approved by the General Meeting of Shareholders on 28/5/2026;*

*Pursuant to Resolution No. 02/NQ-GMS dated 28/5/2026 of the General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company.*

The Board of Supervisors of Soc Trang Water Supply Joint Stock Company hereby issues these Operating Regulations, including the following contents:

**Chapter I**

**GENERAL PROVISIONS**

**Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulations on Operation of the Board of Supervisors stipulate the organizational structure, personnel, standards, conditions, rights, and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Charter of the Company, and other relevant regulations.

2. Subjects of application: The Regulations on Operation of the Board of Supervisors apply to the Board of Supervisors, members of the Board of Supervisors, and relevant individuals and professional departments under Soc Trang Water Supply Joint Stock Company.

**Article 2. Operating principles of the Board of Supervisors**

1. The Board of Supervisors works on a collective basis. Members of the Board of Supervisors are personally responsible for their assigned tasks and are collectively responsible to the General Meeting of Shareholders and before the law for the work and decisions of the Board of Supervisors.

2. The Board of Supervisors is permitted to use the seal of Soc Trang Water Supply Joint Stock Company when issuing documents and reports of the Board of Supervisors.

## **Chapter II**

### **MEMBER OF THE BOARD OF SUPERVISORS**

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

1. Comply strictly with the law, the Charter of the Company, resolutions of the General Meeting of Shareholders, and professional ethics in the performance of assigned rights and obligations.

2. Perform assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company.

3. Be loyal to the interests of the Company and shareholders; do not abuse their position, title, or use information, trade secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Provide full, timely, and accurate information about themselves and their related persons in case of new appointment, reappointment, change of information, or upon request for the Company to report to regulatory authorities as prescribed.

5. Other obligations as prescribed by the Law on Enterprises and the Charter of the Company.

6. In case of violating the provisions of Clauses 1, 2, 3, 4, and 5 of this Article, causing damage to the Company or others, the member of the Board of Supervisors must be personally or jointly liable to compensate for such damage. Income and other benefits obtained by the member of the Board of Supervisors due to the violation must be returned to the Company.

7. In case of discovering that a member of the Board of Supervisors has committed a violation in the performance of assigned rights and obligations, it must be notified in writing to the Board of Supervisors, requesting the person committing the violation to cease the violation and remedy the consequences.

#### **Article 4. Composition and term of members of the Board of Supervisors**

1. The Board of Supervisors has three (03) members; the term of the Board of Supervisors is no more than five (05) years and members may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors are not required to be shareholders of the Company.

3. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam.

4. In case the term of members of the Board of Supervisors ends at the same time and new members have not yet been elected, the incumbent members of the Board of Supervisors shall continue to perform their rights and obligations until new members are elected and take office.

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

1. Members of the Board of Supervisors must meet the following standards and conditions:

- a) Have full civil act capacity and are not among the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Have been trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities;
- c) Are not related persons of members of the Board of Directors, the General Director, or other managers;
- d) Are not managers of the Company; are not necessarily shareholders or employees of the Company, unless otherwise provided by the Charter of the Company;
- đ) Are not employees working in the accounting or finance department of the Company;
- e) Are not members or employees of an independent auditing organization that has audited the financial statements of the Company in the three (03) preceding years;
- g) Other standards and conditions as prescribed by other relevant laws and the Charter of the Company.

2. In addition to the standards and conditions specified in Clause 1 of this Article, members of the Board of Supervisors of a public company as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises must not be related persons of the enterprise managers of the Company and the parent company; capital representatives of the capital, or representatives of state capital at the parent company and at the Company.

#### **Article 6. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Company.

2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; election, dismissal, and removal are based on the majority principle. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) Develop the program and activity plan of the Board of Supervisors;
- b) Prepare the agenda, content, and documents for meetings; convene and chair meetings of the Board of Supervisors;
- c) Chair meetings of the General Meeting of Shareholders convened by the Board of Supervisors;
- d) Request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;
- đ) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

3. In case the Head of the Board of Supervisors is absent or unable to perform their duties, they shall authorize in writing another member to perform the rights and

obligations of the Head of the Board of Supervisors. In case there is no authorized person, the remaining members shall elect one among them to temporarily act as the Head of the Board of Supervisors based on the majority principle.

4. The Head of the Board of Supervisors may be removed by the decision of the Board of Supervisors.

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

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Supervisors in accordance with the Law on Enterprises and the Charter of the Company. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Supervisors.

The principles for nomination and candidacy for the Board of Supervisors are as follows:

a) Shareholders or groups of shareholders holding from 10% to less than 35% of the total voting shares have the right to nominate a maximum of one (01) candidate;

b) Shareholders or groups of shareholders holding from 35% to less than 50% of the total voting shares have the right to nominate a maximum of two (02) candidates;

c) Shareholders or groups of shareholders holding from 50% or more of the total voting shares have the right to nominate a maximum of three (03) candidates.

The nomination of persons to the Board of Supervisors is carried out as follows:

a) Ordinary shareholders forming a group to nominate persons to the Board of Supervisors must notify the shareholders attending the meeting about the grouping before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Supervisors, shareholders or groups of shareholders specified in this Clause have the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Supervisors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

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

3. In case the number of candidates nominated by the incumbent Board of Supervisors pursuant to Clause 2 of this Article is still insufficient, the Board of Supervisors shall disclose information regarding the insufficient number of candidates for the Board of Supervisors no later than five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors . The organization of additional nominations by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

#### **Article 8. Procedures for election, dismissal, and removal of members of the Board of Supervisors**

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

2. The election of members of the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Supervisors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Charter of the Company is reached. In case two (02) or more candidates receive the same number of votes for the final member of the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made based on the criteria of the election regulations or the Charter of the Company.

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

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors of their duty in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 5 of these Regulations;
- b) Having submitted a resignation letter which has been accepted;
- c) Other cases as prescribed by law and the Charter of the Company.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:

- a) Failing to complete assigned tasks and duties;
- b) Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of a Supervisor as prescribed in the Charter of the Company and relevant laws;
- d) Other cases as per the resolution of the General Meeting of Shareholders.

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

1. In case candidates for the Board of Supervisors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Supervisors. Information related to candidates for the Board of Supervisors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions;
- đ) Interests related to the Company and the related parties of the Company;
- e) Other information (if any) as prescribed in the Charter of the Company;
- g) The Company is responsible for disclosing information about companies where the candidate currently holds management positions and the candidate's interests related to the Company (if any).

2. Notification of the results of the election, dismissal, and removal of members of the Board of Supervisors shall be carried out in accordance with regulations guiding information disclosure.

**Chapter III  
BOARD OF SUPERVISORS**

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

In addition to the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Board of Supervisors has the following rights and obligations:

1. Propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to audit the financial statements of the Company; decide on the approved auditing organization to inspect the operations of the Company, and dismiss the approved auditor when deemed necessary.

2. Be responsible to shareholders for its supervisory activities.

3. Supervise the financial situation of the Company and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

4. Ensure coordination with the Board of Directors, the General Director, and shareholders.

5. Inspect specific issues related to the management and operation of the Company at the request of shareholders.

6. Require the Board of Directors to convene an extraordinary General Meeting of Shareholders.

7. Replace the Board of Directors to convene the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the



General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.

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

9. In case of discovering acts of violation of the law or the Charter of the Company by members of the Board of Directors, members of the Board of Supervisors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and implement solutions to remedy the consequences.

10. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

11. Witness the Board of Directors organizing the vote counting and preparing the vote counting minutes if requested by the Board of Directors in the case of collecting shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders.

12. The Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairperson for the meeting in case the Chairperson is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.

13. Report to the General Meeting of Shareholders in accordance with Article 290 of 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.

14. Other rights and obligations as prescribed by law and the Charter of the Company.

15. The Board of Supervisors has the following responsibilities:

a) Comply strictly with the law, the Charter of the Company, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations;

b) Exercise assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company;

c) Be loyal to the interests of the Company and shareholders; not use information, trade secrets, business opportunities of the Company, position, title, or assets of the Company for personal gain or to serve the interests of other organizations or individuals;

d) Other obligations as prescribed by law.

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

1. Documents and information must be sent to the Supervisor at the same time and in the same manner as to members of the Board of Directors, including:

a) Invitations to the meetings, ballots for collecting opinions of members of the Board of Directors, and accompanying documents;

b) Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors;

c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.

2. Have the right to access the records and documents of the Company kept at the head office, branches, and other locations related to the performance of assigned tasks of members of the Board of Supervisors if approved by the Board of Supervisors, provided that such information does not fall within the scope of the Company's trade secrets. The person provided with information is responsible for keeping the provided information confidential and using it for the correct purpose for the assigned work; have the right to visit the workplace of the managers and employees of the Company during working hours. The provision of information shall follow the process specified in detail in the Internal Regulations on Corporate Governance.

3. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company. The order and procedures for requesting and providing information are specified in detail in the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Supervisors .

### **Article 13. Responsibility of the Board of Supervisors in convening an extraordinary General Meeting of Shareholders**

1. The Board of Supervisors is responsible for replacing the Board of Directors to convene the General Meeting of Shareholders within 30 (thirty) days in case the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:

a) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the number of members prescribed by law;

b) At the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;

c) When there is a request to convene an extraordinary General Meeting of Shareholders from the Board of Supervisors but the Board of Directors fails to do so.

2. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate for damages incurred by the Company.

3. Expenses for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

## **Chapter IV**

### **MEETING OF BOARD OF SUPERVISORS**

#### **Article 14. Meetings of the Board of Supervisors**

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

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to matters requiring clarification.

### **Article 15. Meeting minutes of the Board of Supervisors**

1. Meeting minutes of the Board of Supervisors shall be prepared in a detailed and clear manner.

2. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes.

3. Meeting minutes of the Board of Supervisors must be archived to determine the responsibilities of each member of the Board of Supervisors.

## **Chapter V**

### **REPORTING AND PUBLICATION OF BENEFITS**

### **Article 16. Submission of annual reports**

The reports of the Board of Supervisors at the Annual General Meeting of Shareholders include the following contents:

1. Report on the business results and the performance of the Company of the Board of Directors and the General Director to be submitted to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.

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

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

4. Summary of the Board of Supervisors's meetings and the conclusions and recommendations of the Board of Supervisors; results of monitoring the operational and financial situation of the Company.

5. Assessment report on transactions between the Company, its subsidiaries, and other companies over which the Company holds 50% or more of the charter capital with members of the Board of Directors, the General Director, and their related persons; transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager within the three (03) years immediately preceding the time of the transaction.

6. Monitoring results regarding the Board of Directors, the General Director, and other business executives.

7. Results of the assessment of the coordination between the Board of Supervisors, the Board of Directors, the General Director, and shareholders.

8. Proposals and recommendations to the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the financial statements of the Company; approved auditing organizations to inspect the activities of the Company when deemed necessary.

### **Article 17. Salary and other benefits**

Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors are paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are reimbursed for reasonable food, accommodation, travel, and independent consulting service expenses. The total amount of this remuneration and these expenses shall not exceed the total 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. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the laws on corporate income tax and other relevant legal regulations, and must be recorded as a separate item in the annual financial statements of the Company.

#### **Article 18. Disclosure of related interests**

1. Members of the Board of Supervisors of the Company must declare their related interests to the Company, including:

a) Name, enterprise identification number, head office address, and business lines of the enterprises they own or in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprises owned, co-owned, or solely owned by their related persons (biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, husband, wife, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, biological younger sibling, brother-in-law, younger brother-in-law, sister-in-law, younger sister-in-law of that individual) with over 10% of the charter capital;

2. The declaration as prescribed in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Supervisors and their related persons may only use information obtained through their positions to serve the interests of the Company.

4. Members of the Board of Supervisors have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies over which the Company holds 50% or more of the charter capital with members of the Board of Supervisors or their related persons in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities laws on information disclosure.

5. Members of the Board of Supervisors and their related persons must not use or disclose internal information to others to perform related transactions.

### **Chapter VI**

#### **RELATIONSHIPS OF THE BOARD OF SUPERVISORS**

#### **Article 19. Relationship between members of the Board of Supervisors**

1. Members of the Board of Supervisors have an independent relationship, not dependent on one another, but coordinate and collaborate in common work to ensure the proper fulfillment of the responsibilities, rights, and duties of the Board of

Supervisors in accordance with the law and the Charter of the Company.

2. The Head of the Board of Supervisors is the coordinator of the common work of the Board of Supervisors but does not have the right to dominate the members of the Board of Supervisors.

**Article 20. Relationship with the Board of Executives**

The Board of Supervisors has an independent relationship with the Board of Executives of the Company and is the unit that performs the function of supervising the activities of the Board of Executives.

**Article 21. Relationship with the Board of Directors**

The Board of Supervisors has an independent relationship with the Board of Directors of the Company and is the unit that performs the function of supervising the activities of the Board of Directors.

**Chapter VII  
IMPLEMENTATION**

**Article 22. Effectiveness**

1. In case of any conflict between these Regulations, the Charter of the Company, and relevant legal documents related to the activities of the Board of Directors that are mutually exclusive, the provisions of the Charter of the Company and legal documents shall be selected for application.

2. The Regulations on Operation of the Board of Supervisors of Soc Trang Water Supply Joint Stock Company consist of 07 chapters, 22 articles, and take effect from the date of approval by the General Meeting of Shareholders on May 28, 2026.

3. The previously issued Operating Regulations of the Board of Directors of Soc Trang Water Supply Joint Stock Company shall expire from the effective date of these Regulations./.

**ON BEHALF OF BOARD OF SUPERVISORS  
HEAD OF THE BOARD OF SUPERVISORS**

**Nguyen Hoai Bao Khanh**

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**SOC TRANG WATER SUPPLY  
JOINT STOCK COMPANY**

**SOCIAL REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

*Can Tho, May 28, 2026*

**REGULATIONS FOR NOMINATION, CANDIDATION, AND ELECTION  
BOARD OF DIRECTORS TERM 2024 - 2029  
SOC TRANG WATER SUPPLY JOINT STOCK COMPANY**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing, and guiding documents;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its subordinate legal documents, amending, supplementing, and guiding documents;*
- *Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities, approved on December 31, 2020, and its amending, supplementing, and guiding documents;*
- *Charter of Organization and Operation of Soc Trang Water Supply Joint Stock Company;*
- *Internal Regulation on Corporate Governance of Soc Trang Water Supply Joint Stock Company.*

The Ballot Counting Committee of the General Meeting hereby announces the Regulation on nomination, candidacy, and election of the Board of Directors at the 2026 Annual General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company as follows:

**I. Explanation of terms/abbreviations:**

- The Company : Soc Trang Water Supply Joint Stock Company
- BOD : Board of Directors
- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Delegate : Shareholder, representative (*authorized person*)

**II. Chairperson of the General Meeting:**

The Chairperson of the General Meeting is responsible for presiding over the election, with specific duties as follows:

- Introduce the list of nominations and candidacies for the Board of Directors;
- Supervise voting and vote counting;
- Resolve complaints regarding the election (*if any*)

**III. Regulation on nomination and candidacy for the Board of Directors:**

- Number of additional Board of Directors members to be elected: 02 persons
- Term: 2024 - 2029
- Maximum number of candidates for the Board of Directors: Unlimited

**1. Right to nominate and self-nominate for the Board of Directors: (*Article 45 of the Charter of the Company*)**

Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors.

Principles for nomination and candidacy for the Board of Directors:

- a) A shareholder or group of shareholders holding from 05% to less than 20% of the total voting shares has the right to nominate a maximum of 01 (one) candidate;
- b) A shareholder or group of shareholders holding from 20% to less than 35% of the total voting shares has the right to nominate a maximum of 02 (two) candidates;
- c) A shareholder or group of shareholders holding 35% or more of the total voting shares has the right to nominate a maximum of 03 (three) candidates.

The nominated candidate must meet all the standards stated in section 2 below.

In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Charter of the Company, Internal Regulation on Corporate Governance, and the Regulation on Operation of the Board of Directors.

**2. Standards for candidates for the Board of Directors:** *Candidates for the Board of Directors must fully meet the following standards and conditions (pursuant to Article 155 of the Law on Enterprises 59/2020/QH14, Article 275 of Decree 155/2020/ND-CP, as amended and supplemented by Decree 245/2025/ND-CP)*

- Have full civil act capacity, and are not among the subjects prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises 59/2020/QH14;
- Have professional qualifications and experience in business administration or in the field, industry, or business line of the company, and are not necessarily shareholders of the company;
- A member of the Board of Directors of a public company may only simultaneously serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

**IV. Election principles:**

- Compliance with the provisions of the law and the Charter of the Company.
- Voting rights are calculated based on the number of shares owned or represented. Election results are calculated based on the voting shares of the shareholders attending the General Meeting.
- For each election, a shareholder representative shall only use one ballot corresponding to the number of shares owned or represented.
- The Ballot Counting Committee is nominated by the Chairperson and approved by the General Meeting. Members of the Ballot Counting Committee must not be named in the list of nominations and candidacies for the Board of Directors.

**V. Election method** *(Pursuant to Clause 3, Article 148 of the Law on Enterprises 2020)*

- Implementation of the cumulative voting method: whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors.
- Attending delegates have the right to aggregate their total votes for one or more candidates.
- Delegates shall register to attend at the General Meeting location specified in the General Meeting Invitation sent to all shareholders named in the list of shareholders closed on May 04, 2026. After registering with the General Meeting Organizing Committee, delegates will be provided with an account and password to log in and conduct the election at the General Meeting via electronic voting at the link: [www.ezgsm.fpts.com.vn](http://www.ezgsm.fpts.com.vn).
- If a delegate encounters difficulties during the login and voting process, the Organizing Committee will provide technical support and guidance. Delegates should carefully check their information and are responsible for their voting choices .



- Delegates shall cast their votes during the electronic voting period as specifically stipulated in the Regulations on Organization.

- In case of an erroneous selection: The delegate shall access the electronic voting system and re-conduct their election (*Note: Delegates shall cast their votes during the electronic voting period as specifically stipulated in the Regulations on Organization*).

## **VI. Ballot**

Content of the Ballot:

- Delegates shall cast their votes during the electronic voting period.

- In case shareholders vote by entering the number of votes, an invalid ballot is a ballot in which the total number of votes cast for the candidates exceeds the total number of votes permitted to be cast, as determined at the time of vote counting.

## **VII. Conducting the election**

How to fill out the Ballot:

- Delegates shall vote for a maximum number of candidates equal to the number of members to be elected;

- If casting all votes for one candidate or dividing all votes equally among candidates, the delegate shall mark the “**Cumulative/Equal Voting**” box for the corresponding candidates.

- If casting an unequal number of votes for each candidate, the delegate shall clearly write the number of votes in the “**Number of Votes**” box for the corresponding candidates.

### **\* Note:**

+ In case a delegate both marks the “**Cumulative/Equal Voting**” box and writes a quantity in the “**Number of Votes**” box, the result shall be taken based on the quantity in the “**Number of Votes**” box.

+ In case of errors, shareholders may change their election results (*but cannot cancel the election results*); this includes the results of supplementary elections for issues arising outside the General Meeting agenda. The online system only records the vote count for the final election result at the time the electronic voting period ends for each vote counting round as stipulated in the General Meeting's Regulations on Organization.

+ After the voting ends, the system will automatically record the end of the vote count.

+ The Ballot Counting Committee is responsible for preparing the vote counting minutes, announcing the results, and, together with the Chairperson, resolving any inquiries or complaints from shareholders (*if any*).

## **VIII. Principles for selecting candidates:**

- The elected person is determined based on the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.

- In the event that 02 (*two*) or more candidates receive the same number of votes for the final position, a re-election shall be conducted among the candidates with the equal number of votes.

- If the results of the first election do not yield the required number of members, the election shall continue until the required number of members is reached.

## **IX. Dossier for nomination and candidacy for the Board of Directors:**

The dossier for nomination and candidacy for the Board of Directors includes:

- Application for nomination/candidacy for the Board of Directors (*as per the template*).

- Curriculum Vitae (*as per the template*).

- Copies of the following documents: ID card/Passport.

- Certificates of educational and professional qualifications (*if any*).

The person nominating for the Board of Directors must be responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the content in their dossier.

To facilitate the organization of the General Meeting, candidates are requested to send their dossiers before **15h00 on 22/05/2026**.

**Soc Trang Water Supply Joint Stock Company**

- Address: No. 16 Nguyen Chi Thanh, Soc Trang Ward, Can Tho City

- Phone: Mr. Đặng Trí Dũng - Head of Secretariat - Mobile: 0913.890.029

The above is the entire regulation on nomination, candidacy, and election to the Board of Directors at the 2026 Annual General Meeting of Shareholders of Soc Trang Water Supply Joint Stock Company, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

This regulation takes effect immediately after being approved by the General Meeting of Shareholders./.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRPERSON**

**Tran Anh Hoa**