

**BINH DUONG WATER – ENVIRONMENT
CORPORATION - JSC**

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

No: 09/CBTT-ĐK/2024

Thu Dau Mot, March 23, 2024

**DISCLOSURE OF INFORMATION
ON THE STATE SECURITIES COMMISSION'S PORTAL AND
HOCHIMINH STOCK EXCHANGE'S PORTAL**

To:

- The State Securities Commission.
- HCM Stock Exchange.

- Name of organization: **BINH DUONG WATER – ENVIRONMENT CORPORATION - JSC**
- Stock code: **BWE**
- Add: No.11, Ngo Van Tri Str., Phu Loi Ward, Thu Dau Mot City, Binh Duong Province
- Tel: (+84) 2743824245 Fax: (+84) 2743897722
- Submitted by: *Mrs Duong Anh Thu*
Position: Head of Supervisory Board

Information disclosure type : Periodic Irregular 24 hours On demand

Content of Information disclosure (*):

+ Disclosure of information: Supplement and complete - Annual General Meeting of Shareholders Documents 2024 - Binh Duong Water – Environment Corporation – JSC.

+ This information was published on the company's website on March 23, 2024, as in the link: <http://www.biwase.com.vn>.

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law./.

- Attached documents/

Documents on disclosed information /

Organization representative

Person authorized to disclose information

(Signature, full name, position, seal)



Duong Anh Thu

**BINH DUONG WATER – ENVIRONMENT CORPORATION –
JSC**



**MATERIALS
ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

2024



Binh Duong, March 25, 2024

DOCUMENT LIST

**ANNUAL GENERAL MEETING OF SHAREHOLDERS
BINH DUONG WATER – ENVIRONMENT CORPORATION – JSC
March 25, 2024 – *Monday***

1. Working regulations of the general meeting of shareholders.
2. Meeting agenda.
3. Rules on voting.
4. Report of the BOD on Governance and the Performance Results of the BOD for 2023, and Development Strategy for 2024.
5. Report on the Evaluation of the Independent BODS' Activities for 2023.
6. Report of the General Director on the Results of Business Operations for 2023 and the Business Plan for 2024.
7. Summary of the Audited Financial Statements for 2023.
8. Report of the Supervisory Board for 2023.
9. Proposal for Profit Distribution and Dividend Payment for 2023.
10. Proposal for Increasing Charter Capital through Dividend Payment in Shares for 2023.
11. Proposal for Profit Distribution and Dividend Payment Plan for 2024.
12. Proposal to transitioning 3 Branches of Biwase into One Member Co Ltd., with 100% Equity Contribution from Biwase.
13. Approval of the Internal Governance Regulations Supplementing the Regulations for Online General Meetings.
14. Proposal for the Compensation Plan for the BOD, Supervisory Board, and Secretary Board for 2024.
15. Proposal for Selecting the Auditor for the Financial Statements of 2024.



Thu Dau Mot, March 2, 2024

WORKING REGULATIONS
ANNUAL GENERAL MEETING OF SHAREHOLDERS
BINH DUONG WATER – ENVIRONMENT CORPORATION – JSC

- Pursuant to Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
- Pursuant to Charter of Binh Duong Water – Environment Corporation – Jsc.

Binh Duong Water – Environment Corporation - JSC has established the working regulations of the Annual General Meeting of Shareholders 2024 as follow:

Article 1: Conditions for conducting the Meeting

The General Meeting of Shareholders shall be conducted when the number of Shareholders/ Representatives attending the Meeting represents above 50% of the total number of voting shares of the Company of the list of Shareholders was finalized on January 17, 2024 (According to 75/2024-BWE/VSDC-ĐK on January 18, 2024 of the Vietnam Securities Depository on finalizing the list of stock owners to hold the annual shareholders' meeting in 2024).

Article 2: Presiding committee

The Presiding Committee consists 3 members, nominated by the BOD and approved by the General Meeting of Shareholders. The Chairman of the BOD serves as the Chair of the meeting. The Presiding Committee has the following responsibilities:

- Conduct the activities of the Annual General Meeting of Shareholders according to the agenda approved by the General Meeting.
- Instructing shareholders and General Meeting discussion.
- Respond to issues requested by the General Meeting.
- Present drafts and conclude necessary matters for the General Meeting to vote on.
- The Presiding Committee operates based on the principles of centralization, democracy, with decisions made according to the majority of shares held by shareholders.

Article 3: The Secretariat of the Meeting

The Secretariat Team, consisting of two members nominated by the BOD and approved by the GMS, has the following duties:

- Record thoroughly and accurately contents of the Meeting.

- Support the Presiding Committee in announcing draft documents, conclusions, resolutions of the meeting, and any notifications from the Presiding Committee to shareholders as requested.

- Receive registration slips from shareholders.

Article 4: The Shareholder Eligibility Verification Committee

The Shareholder Eligibility Verification Committee, consisting of two members appointed by the Company's BOD, has the following duties:

- Verify the eligibility of shareholders, representatives attending the meeting.

- Report to the meeting on the attendance status of shareholders. If the meeting is attended by shareholders representing more than 50% of the total voting shares, the General Meeting of Shareholders is considered valid and can proceed.

Article 5: Shareholders attending the Meeting

- Shareholders of the Company listed as of January 17, 2024, or their authorized representatives (collectively referred to as shareholders) are entitled to attend the meeting.

- Shareholders attending the Meeting must arrive on time and complete registration with the Organizing Committee.

- Authorized representatives attending the Meeting can't delegate their authority to others.

- During the meeting, shareholders must follow the guidance of the Presiding Committee, behave courteously and respectfully, and avoid disrupting the order. When leaving the meeting room, they must comply with regulations and follow the instructions of the Organizing Committee.

- Shareholders are entitled to vote on all matters within the authority of the meeting as stipulated in the Articles of Association of Binh Duong Water – Environment Corporation – JSC.

- After reviewing reports on the issues to be approved, shareholders will discuss and approve them through voting.

Article 6: Express opinion and discuss at the Meeting

Shareholders must register their speaking points with the Presiding Committee (through the Secretariat). Shareholders should raise their hands to speak or engage in discussion, and may only do so with the Presiding Committee's consent. Statements should be concise, avoid repetition of previously mentioned points, and align with the meeting's agenda.

Article 7: Voting

Each shareholder or representative attending the meeting will be issued one Voting Ballot. Each Voting Ballot corresponds to the number of shares held by the shareholder and any authorized representation (if applicable). This ballot is used for voting on the following items:

- Voting on the Presiding Committee and the Secretariat of the Meeting.

- Voting on the Working Regulations of the Meeting.

- Voting on Reports, Proposals, Minutes, and Resolutions of the Meeting.

- Voting on other matters discussed at the Meeting.

*** Voting Method:**

- The meeting will vote on each issue as directed by the Presiding Committee and according to the sequence in the meeting agenda. Voting will be conducted through a direct vote.

- The Secretariat is responsible for collecting the voting results: Agree, Disagree. The results will be compiled and announced in the minutes of the meeting.

- Issues voted on during the meeting will be approved in accordance with Article 21 of the Company's Articles of Association (version 7) as adopted by the GMS.

Article 8: General Term

Shareholders or their authorized representatives attending the Meeting must strictly adhere to the meeting regulations. Any shareholder violating these regulations will be subject to review and appropriate action by the Presiding Committee, depending on the severity of the violation.

The above regulations constitute the rules for the AGM of Shareholders for 2024 of Binh Duong Water – Environment Corporation - Jsc. These regulations will take effect immediately upon approval by the GMS.

We respectfully submit these regulations for the GMS' consideration and approval./.

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



Nguyen Van Thien

**AGENDA
ANNUAL GENERAL MEETING OF SHAREHOLDERS
BINH DUONG WATER – ENVIRONMENT CORPORATION - JSC**

Time: 08:00, March 25, 2024 - Monday.

Add: No.11, Ngo Van Tri Str, Phu Loi Ward, Thu Dau Mot City, Binh Duong Province.

| No | Content | Time | Executed by |
|-----------|--|--------------|--------------------------------|
| 1 | - Reception and registration of shareholders attending the Meeting. | 08:00-08:30 | Organizing Committee |
| 2 | Opening of the General Shareholders Meeting - Declaration of the purpose for holding the meeting and introduction of the participants. | 08:30-08:45 | Organizing Committee |
| 3 | - Report on the verification of shareholders' eligibility. - Election of the Presiding Committee, the Secretariat, and the Vote Counting Committee. | 08:45-08:55 | Mrs. Duong Anh Thu |
| 4 | - Approval of the working regulations of the General Shareholders Meeting. - Approval of the Agenda of the General Shareholders Meeting. - Approval of the voting rules. | 08:55-09:05 | Mr. Ta Trong Hiep |
| 5 | Report by the Chairman of the BOD on governance and the performance of the Board in 2023, as well as directions for 2024 and beyond. | 09:05-09:20 | Mr. Nguyen Van Thien |
| 6 | Assessment report by the Independent Member of the BOD on the Board's activities in 2023. | 09:20-09:25 | Mr. Ta Trong Hiep |
| 7 | Report by the CEO on the business performance in 2023 and the plan for 2024. | 09:25-09:45 | Mr. Tran Chien Cong |
| 8 | Summary of the audited financial statements for 2023. | 09:45-09:55 | Mrs. Nguyen Thi Mong Thuong |
| 9 | Report by the Supervisory Committee for 2023. | 09:55-10:05 | Mrs. Duong Anh Thu |
| 10 | Shareholders' comments on the reports and responses during the meeting. | 10:05– 10:15 | Chairing Committee |
| | <i>Break</i> | 10:15– 10:30 | |

| No | Content | Time | Executed by |
|----|---|---------------|----------------------|
| 11 | Approval of the proposal for the distribution of profits for 2023. | 10:30 – 10:35 | Mr. Tran Chien Cong |
| 12 | Approval of the proposal for increasing the charter capital through the Issuance of Stock Dividends for 2023. | 10:35 – 10:40 | Mr. Tran Chien Cong |
| 13 | Plan for the distribution of Profit after tax and funds for 2024. | 10:40 – 10:50 | Mr. Nguyen Van Thien |
| 14 | Approval of the proposal to convert three branches of Biwase into one member limited liability companies with 100% of the capital provided by Biwase. | 10:50 – 10:55 | Mr. Nguyen Van Thien |
| 15 | Approval of the Internal Governance Regulations, including the regulations for organizing online GMS. | 10:55 – 11:00 | Mr. Ta Trong Hiep |
| 16 | Approval of the proposal for the compensation plan for the BOD, Supervisory Committee, and Board Secretary for 2024. | 11:00– 11:05 | Mr. Ta Trong Hiep |
| 17 | Approval of the proposal for selecting the audit firm for the financial statements of 2024. | 11:05 – 11:10 | Mr. Tran Chien Cong |
| 18 | Approval of the Minutes of the General Shareholders Meeting. | 11:10 – 11:20 | Secretariat Team |
| 19 | Approval of the Resolution of the General Shareholders Meeting. | 11:20 - 11:25 | Mr. Nguyen Van Thien |
| 20 | Closing of the General Shareholders Meeting. | 11:25 - 11:30 | Organizing Committee |

General Meeting Organizing Committee.



Trương Văn Nghĩa
Trưởng Phòng Nhân Sự Quản Trị

Thu Dau Mot, March 2, 2024

VOTING RULES AT ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Current Charter of Binh Duong Water – Environment Corporation – Joint Stock Company.

I/ Purpose:

To ensure accurate conclusions on the issues raised, discussed, and voted on at the Annual General Meeting of Shareholders for 2024 of Binh Duong Water – Environment Corporation – JSC.

II/ Voting principles:

1. Accurate, legal, and in accordance with the regulations.
2. The number of voting shares is calculated based on the ownership or representation of ownership.
3. Voting results are calculated based on the total number of votes cast by shareholders present at the meeting.

III/ Method of implementation:

1. Shareholders registered in the Company's Shareholder Register at the time of the meeting are entitled to vote.
2. Each representative attending the GMS is given one Voting Ballot. The Voting Ballot contains the following information: Shareholder's name, Shareholder's address, and the number of voting shares.
3. For each issue requiring a vote, the Presiding Committee will solicit shareholder opinions by raising the Voting Ballot according to the following options: Agree, Disagree, or No Opinion.

IV/ Voting results:

1. Voting results are calculated based on the percentage of voting rights of shareholders present in person or through authorized representatives at the meeting. In case of any discrepancy between the direct voting results at the meeting and the voting ballots collected, the direct voting results at the meeting will be used as the official outcome.
2. Issues put to a vote at the Annual General Meeting of Shareholders for 2024 are approved in accordance with the Company's Articles of Association and the Enterprise Law of 2020.

V/ Validity:

The aforementioned voting procedures will take effect immediately upon approval by the Annual General Meeting of Shareholders for 2024.

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



Nguyen Van Thien



BIWASE

BINH DUONG WATER-ENVIRONMENT CORP-JSC

No 11 Ngo Van Tri Street – Phu Loi Ward – Thu Dau Mot City – Binh Duong Province - Viet Nam
Tel: +84 - 274 – 3827789-3825172 Web: biwase.com.vn

No: 06/BWE-HDQT

Binh Duong, March 2, 2024.

BOARD REPORT ABOUT GOVERNANCE & PERFORMANCE IN 2023- MANAGEMENT PLAN, BUSINESS STRATEGIC DEVELOPMENT IN 2024 TERM II (2022-2027)

To: GENERAL MEETING OF SHAREHOLDERS ANNUAL 2024

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Charter of organization and operation of Binh Duong Water-Environment Corporation Joint Stock Company;
- Pursuant to the Resolution of the Company's 2023 Annual General Meeting of Shareholders approved on 31/03/2023;
- Based on the production and business results in 2023 and the audited financial statements in 2023;
- Pursuant to the functions, tasks and powers of the Board of Directors specified in the Charter and Operation Regulation of the Board of Directors of the Company;

The Board of Directors of Binh Duong Water - Environment Corporation Joint Stock Company for the second term was elected by the Annual General Meeting of Shareholders on March 31, 2022, consisting of 7 members. Here, on behalf of the Board of Directors, I would like to report to the 2024 Annual General Meeting of Shareholders on the governance and performance of the Board of Directors in 2023 as well as the company's governance plan and development orientation in 2024 as follows:

I. ABOUT THE COMPANY

1. Name of the public company: BINH DUONG WATER - ENVIRONMENT CORPORATION JSC
2. Abbreviation: **BIWASE**
3. Stock Code: **BWE**

4. Head office address: No. 11 Ngo Van Tri, Phu Loi Ward, Thu Dau Mot City, Binh Duong Province.
5. Phone: +84- 274- 3825172 Fax: +84-274-3 827738
6. Main business operation: Exploitation, treatment and supply of clean water; collection and treatment of wastewater, municipal waste; others business in water, environment services and other services according to the Company's business registration certificate.
7. Charter capital: 1,929.2 billion VND, the number of shares is 192.92 million shares, the par value of one share is 10,000 VND/share.

In which:

- State capital: 375 billion VND, accounting for 19.44% of charter capital.
- Private capital: 1,554.2 billion VND, accounting for 80.56% of charter capital.

8. Organizational and administrative structure of the enterprise: Binh Duong Water - Environment Corporation-Joint Stock Company operates according to the Charter of the Company established and approved by the General Meeting of Shareholders, based on the provisions of the Law on Enterprises, under the management, supervision and administration of the Board of Directors, Supervisory Board and Executive Board of the Company. The company structure organize is designed apparatus to be compact, quality and efficient, ensuring the successful completion of the Company's production and business tasks.

II. BOARD PERFORMANCE REPORTED FOR THE YEAR END 2023

1. Members and structure of the Board of Directors

The Board of Directors (BOD) of Binh Duong Water-Environment Corporation JSC consists of 07 (seven) members as follows:

| No | Full name | Duty | Number of Eligible Shares vote |
|-----------|------------------|------------------------------------|--|
| 1. | Nguyen Van Thien | Chairman of the Board of Directors | Individual ownership: 8,961,590 shares (4.65%) |
| 2. | Tran Chien Cong | Member of the Board of Directors | Individual ownership: 1,590,149CP (0.82%) Representative of state capital: 37,500,000 shares (19.44%) |
| 3. | Duong Hoang Son | Member of the Board of Directors | Individual Ownership: 321,100CP (0.17%) |
| 4. | Nguyen Van Tri | Member of the Board of Directors | Individual Ownership: 0 shares (0%) |

| | | | |
|----|--------------------|----------------------------------|---|
| 5. | Nguyen Thanh Phong | Member of the Board of Directors | Individual Ownership: 0 shares (0%) |
| 6. | Ta Trong Hiep | Independent Members | Individual ownership: 200,000 shares (0.1%) |
| 7. | Pham Thanh Vu | Independent Members | Individual Ownership: 0 (0%) |

(The number of shares is based on the list of shareholders as of January 17, 2024)

2. Activities of the Board of Directors

a. Board Meetings

In 2022, due to the focus on M&A activities of companies in the same industry and increasing investment and expanding existing factories, the number of Board of Directors meetings has increased significantly. During the year, the Board of Directors held 47 meetings. The Board of Directors meetings are attended by the Supervisory Board and the Company's Executive Board. The report records the participation of members of the Board of Directors at Board of Directors meetings in 2023 as follows:

| No | Full Name | Position of the Board of Directors | Number of Meetings | Attendance Rate | Notes |
|----|--------------------|------------------------------------|--------------------|-----------------|-------------------------------------|
| 1. | Nguyen Van Thien | Chairman of the Board of Directors | 47/47 | 100% | |
| 2. | Tran Chien Cong | Chairman | 47/47 | 100% | |
| 3. | Duong Hoang Son | Member | 47/47 | 100% | |
| 4. | Nguyen Van Tri | Member | 46/47 | 97,8% | Authorized for Mr. Nguyen Van Thien |
| 5. | Nguyen Thanh Phong | Member | 47/47 | 96% | |
| 6. | Ta Trong Hiep | Independent Members | 47/47 | 100% | |
| 7. | Pham Thanh Vu | Independent Members | 47/47 | 100% | |

b. Resolutions/Decisions of the Board of Directors in the period

In 2023, the Board of Directors of the Company has issued Resolutions/Decisions on the

following main issues:

| No | Number of Resolutions/Decisions | Date of Signing | Abstract | Adoption Rate |
|----|---------------------------------|-----------------|---|---------------|
| 1. | 37/NQ-HDQT | 06/01/2023 | Approved the 2022 dividend payment in cash, held the 2023 Annual General Meeting of Shareholders. | 100% |
| 2. | 39/BB-HDQT | 06/01/2023 | Agreed on the policy of signing a transaction contract with BIWASE Construction - Electricity Joint Stock Company. | 100% |
| 3. | 39A/BB-HDQT | 06/01/2023 | Approving the plan to use foreign loans No. 01/PA-CPN.MT dated 06/01/2023. | 100% |
| 4. | 40/BB-HDQT | 06/01/2023 | Agreed on the policy of receiving the transfer of land use rights to expand the Chon Thanh raw water pumping station | 100% |
| 5. | 01/NQ-HDQT | 06/02/2023 | Agreed on the investment policy to buy shares of DNP Long An Water Infrastructure Investment Joint Stock Company. | 100% |
| 6. | 02/BB-HDQT | 08/02/2023 | Approved the M&A deal with DNP Water; change the name of the Company, Salary mechanism, bonus of the Board of Directors, Board of Executive. | 100% |
| 7. | 03/NQ-HDQT | 08/02/2023 | Agreed on the investment policy to buy shares of the following companies: DNP Long An, Chau Thanh Investment Company, Can Giuoc Investment Company, Bang Tam Water & Environment Company, DNP Quang Binh. | 100% |
| 8. | 05/BB-HDQT | 22/02/2023 | Assignment of the organization of the 2023 Annual General Meeting of Shareholders, the plan to increase | 100% |

| No | Number of Resolutions/Decisions | Date of Signing | Abstract | Adoption Rate |
|----|---------------------------------|-----------------|---|---------------|
| | | | charter capital 2023 Annual General Meeting of Shareholders, changes in the Supervisory Board, documents of the 2023 Annual General Meeting of Shareholders. | |
| 9. | 06/BB-HDQT | 22/02/2023 | Agree on the policy of receiving the transfer of land use rights from Binh Phuoc Water Supply and Sewerage Joint Stock Company. | 100% |
| 10 | 07/BB-Board of Directors | 28/02/2023 | The preparation reporting for the 2023 Annual General Meeting of Shareholders; the organization of the BIWASE Cup 2023 women's bicycle tournament; processing the proposal No. 13/CNGT of Gia Tan Water Supply Company on 14/02/2023. | 100% |
| 11 | 16/NQ-HDQT | 13/03/2023 | Agreed on the investment policy to buy shares of Long An Water Supply and Sewerage Joint Stock Company. | 100% |
| 12 | 17/BB-HDQT | 23/03/2023 | Reporting results of the XIII International Women's Cycling Championship in 2023; processing the proposal No. 57/CPNTDM-TCKT of Thu Dau Mot Water Joint Stock Company on 20/03/2023. | 100% |
| 13 | 17A/BB-HDQT | 28/03/2023 | Plan to pay dividends in 2023 by shares issuance at the rate of 14%; Authorize the Board of Directors to approve transaction contracts for persons related to the Company. | 100% |
| 14 | 17B/BB-HDQT | 28/03/2023 | Agree on the investment policy to purchase shares according to Notice No. 57/2003/TB-DNPLA dated 24/03/2023 and processing the proposal No. 58/2023/CV-DNPLA on 24/03/2023 of DNP-Long An Water | 100% |

| No | Number of Resolutions/Decisions | Date of Signing | Abstract | Adoption Rate |
|----|---------------------------------|-----------------|--|---------------|
| | | | Infrastructure Investment Joint Stock Company. | |
| 15 | 21/NQ-DHDCĐ | 31/03/2023 | Resolution of the ANNUAL GENERAL MEETING OF SHAREHOLDERS-2023. | 100% |
| 16 | 22/BB-HDQT | 31/03/2023 | Agree on the investment policy of the project <u>to increase clean water to remote areas of Binh Duong province.</u> | 100% |
| 17 | 23/BB-HDQT | 31/03/2023 | Approval for BWE to be granted Utilities and to sign documents & agreements related to Utilities with HSBC (Vietnam) Co., Ltd. | 100% |
| 18 | 23A/BB-HDQT | 31/03/2023 | Agreed on the investment policy to buy BIWELCO and DNW shares. | 100% |
| 19 | 23B/BB-HDQT | 31/03/2023 | Agree on the investment policy to buy shares according to Notice No. 89/TB-CPHA dated 28/03/2023 | 100% |
| 20 | 24A/BB-HDQT | 13/04/2023 | The policy of buying shares to maintain and increase the ownership rate in Gia Tan Company. | 100% |
| 21 | 25/BB-HDQT | 18/04/2023 | QI/2023 result report; rearranging affiliated units, M&A work of the Company. | 100% |
| 22 | 25A/BB-HDQT | 18/04/2023 | Approval to open an account and accept credit limit at The Siam-Commercial Bank Ho Chi Minh City branch. | 100% |
| 23 | 26/NQ-HDQT | 20/04/2023 | Agreed on the policy of buying shares of Thu Thua Investment Joint Stock Company | 100% |
| 24 | 27/BB-HDQT | 21/04/2023 | Collecting opinions on the use of the new seal "Binh Duong Water-Environment Corporation-Joint Stock Company". | 100% |

| No | Number of Resolutions/Decisions | Date of Signing | Abstract | Adoption Rate |
|----|---------------------------------|-----------------|---|---------------|
| 25 | 28/QD-HDQT | 21/04/2023 | Form, quantity and content of the seal of Binh Duong Water-Environment Corporation-Joint Stock Company. | 100% |
| 26 | 28A/BB-HDQT | 21/04/2023 | Credit relations at Vietinbank Binh Duong. | 100% |
| 27 | 29/BB-HDQT | 22/04/2023 | Guarantee policy for the obligations of DNP Long An Water Infrastructure Investment Joint Stock Company. | 100% |
| 28 | 30/NQ-HDQT | 22/04/2023 | Commit to guarantee all debt repayment obligations to DNP Long An Water Infrastructure Investment Joint Stock Company at VietNam Joint Stock Commercial Bank for Industry and Trade - Quang Trung Branch. | 100% |
| 29 | 31/NQ-HDQT | 22/04/2023 | Approval for TDM wastewater treatment branch to sign a guarantee for the contract 54.02.2022. | 100% |
| 30 | 33/NQ-HDQT | 27/04/2023 | BIWASE Corporation continues to inherit the right & obligation loan at VCB Binh Duong. | 100% |
| 31 | 33A/BB-HDQT | 10/05/2023 | Approval for the credit relations at Vietinbank Binh Duong | 100% |
| 32 | 34/BB-HDQT | 29/05/2023 | Established BIWASE Consulting Co., Ltd. (BIWASCON). | 100% |
| 33 | 35/QD-HDQT | 29/05/2023 | Decision to establish BIWASE Consulting Limited Company | 100% |
| 34 | 35A/BB-HDQT | 29/05/2023 | Approval for the BD Provincial Environmental Protection Loan to buy specialized garbage vehicles | 100% |
| 35 | 36/BB-HDQT | 01/06/2023 | Approved the credit line at Military Commercial JS Bank, Binh Duong Branch. | 100% |
| 36 | 37/BB-HDQT | 05/06/2023 | Agree on the policy of carrying out transactions and signing contracts with BIWELCO | 100% |

| No | Number of Resolutions/Decisions | Date of Signing | Abstract | Adoption Rate |
|----|---------------------------------|-----------------|--|---------------|
| 37 | 38/BB-HDQT | 05/06/2023 | Approved the selection of the auditing company for the 2023 semi-annual financial statements (AASC). | 100% |
| 38 | 39/BB-HDQT | 12/06/2023 | Approved the amendment, provisions related to interest rates apply to ADB, JICA loans. | 100% |
| 39 | 39A/BB-HDQT | 12/06/2023 | Approved of the investment for the project increasing of Tan Hiep water plant capacity from 219,500m ³ /day to 370,000m ³ /day. | 100% |
| 40 | 39B/BB-HDQT | 12/06/2023 | Approved the policy of buying land to expand Chon Thanh Water treatment Plant. | 100% |
| 41 | 41/BB-HDQT | 23/06/2023 | Approved the plan of borrowing, issuing guarantees, opening L/Cs, escrowing/pledging BIWASE's assets at VIB Bank. | 100% |
| 42 | 42/BB-HDQT | 23/06/2023 | Approved the medium/long-term foreign loan plan at Standard Chartered Bank, BWE restructuring project. | 100% |
| 43 | 43/BB-HDQT | 23/06/2023 | Adjustment of the borrower's name related to DEG's foreign loan according to Biwase loan contract with DEG. | 100% |
| 44 | 44B/NQ-HDQT | 11/07/2023 | Policy to buy 6 wheel loaders and specialized equipment for XLCT branch (separate BB and NQ). | 100% |
| 45 | 45/BB-HDQT | 11/07/2023 | Report on the results of the first 6 months of 2023 - Plan for the last 6 months of 2023, Report on the results of completing the M&A with DNP Water, canceling the transaction of DNP Quang Binh; increase the capacity of Nhi Thanh water plant. | 100% |
| 46 | 47/NQ-HDQT | 11/07/2023 | Approved the issuance of a BWE credit line at Karsikornbank Public Bank of Thailand. | 100% |
| 47 | 48/BB-HDQT | 28/07/2023 | Approve the production and business results of 6 months of 2023, process | 100% |

| No | Number of Resolutions/Decisions | Date of Signing | Abstract | Adoption Rate |
|----|---------------------------------|-----------------|--|---------------|
| | | | CV 57/CPNTDM-TCKT dated 25/07/2023 of TDM. | |
| 48 | 49A/BB-HDQT | 01/09/2023 | Consider the Company receiving credit from Shinhan Bank VN (SHBVN). | 100% |
| 49 | 50C/NQ-HDQT | 30/08/2023 | Through a loan at VCB Bank, Binh Duong branch. | 100% |
| 50 | 50A/BB-HDQT | 05/09/2023 | Approved the policy of approving the production and business plan foreign loan. | 100% |
| 51 | 50D/BB-HDQT | 05/09/2023 | Agree on the proposals of EIB Binh Duong Bank to extend credit. | 100% |
| 52 | 50B/BB-HDQT | 06/09/2023 | Agreed on the purchase policy to maintain and increase the ownership rate in Thu Thua Investment Company. | 100% |
| 53 | 52/NQ-HDQT | 15/09/2023 | Approved a 5-year \$10 million non-committed term credit issued by the Bank of Hong Kong and Shanghai. / | 100% |
| 54 | 54/BB- HDQT | 22/09/2023 | Approved the project and agreed on the policy of borrowing capital and using assets as collateral at the Binh Duong Investment Fund. | 100% |
| 55 | 55/BB- HDQT | 08/11/2023 | Approved the policy of carrying out transactions, signing a contract with BWELCO Company. | 100% |
| 56 | 57/NQ-HDQT | 20/11/2023 | Through a credit loan with Standard Chartered Bank (Singapore), a loan of 30 million USD. | 100% |
| 57 | 59/NQ-HDQT | 20/11/2023 | Through the investment in special-use vehicles for the process of environmental protection and borrowing capital from the Real Estate Environmental Protection Fund. | 100% |

| No | Number of Resolutions/Decisions | Date of Signing | Abstract | Adoption Rate |
|----|---------------------------------|-----------------|---|---------------|
| 58 | 61/NQ-HDQT | 25/12/2023 | Approved the organization of the 2024 Annual General Meeting of Shareholders. | 100% |
| 59 | 62/NQ-HDQT | 26/12/2023 | Execute transactions, sign contracts with BIWELCO. | 100% |

c. Management and administration of the Board of Directors

– Perform the assigned rights and tasks in accordance with the provisions of the Law on Enterprises, relevant laws, and the Company's Charter.

– The Board of Directors has directed drastically and closely in the implementation of the contents of the Resolution of the 2023 General Meeting of Shareholders. In the face of the general impact of inflation, economic recession globally, and wars in many regions make economic recovery after the Covid-19 pandemic more difficult. Many businesses have to close or cut production, leading to a decrease in water consumption, a decrease in the amount of garbage received... . In order to achieve the goals set by the General Meeting of Shareholders, the Board of Directors and the Board of Directors have made efforts to find opportunities to develop the company, so BIWASE's business results in 2023 will increase compared to 2022. However, due to sharp fluctuations in the exchange rate of USD and other stocks, the company has set aside sufficient provisions to ensure the safety of business capital.

– With the above growth rate plus the water supply companies that BIWASE has invested in, gradually promoting higher business efficiency thanks to good management experience and reducing losses, the future has many opportunities, production and business development is impressive. Some outstanding results achieved in the year are as follows:

- ❖ April 2023: BIWASE completed negotiations to buy shares of water supply companies in Long An, of which 4 companies became subsidiaries of BIWASE, 1 company became an associate company of BIWASE and 1 water supply company in Quang Binh also became an associate company of BIWASE in this M&A deal (*details in the General Report*) Director).
- ❖ May 2023: Con Voi Trading Branch, Con Voi Binh Duong organic fertilizer brand has held a launching ceremony for 7 organic fertilizer products with different packaging, names, and uses suitable for all crops. The product is licensed for circulation nationwide by the Plant Protection Department – Ministry of Agriculture and Rural Development.
- ❖ 06/2023: BIWASE was voted by Forbes magazine into the Top 50 Best Listed Companies in Vietnam 2023 based on its production and business results for many years in a row, honest and timely financial statements, a strong management system

and a sustainable development strategy. This is the 4th consecutive year that BIWASE has been honored by Forbes magazine in this content.

- ❖ July 2023: BIWASE is honored to receive 2 major national awards, including:

Sustainable Green Economy Development Enterprise Award. This is an award in the National Green Economy Building Program in 2023 organized by the Ministry of Industry and Trade, the Ministry of Natural Resources and Environment in collaboration with the Vietnam Economic and Trade Consulting Information Association.

The Typical Excellence Award for the Thuan An City Domestic Wastewater Treatment Plant project and the Excellence Award for the Power Generation Incinerator Architecture project awarded by the Vietnam Urban Development Planning Association (VUPA) in the Third National Urban Planning Contest (VUPA 2022). The award is held every 2 years with the sponsorship of the Ministry of Construction, the Ministry of Natural Resources and Environment, and the Vietnam Confederation of Commerce and Industry (VCCI).

In addition, in July 2023, BIWASE was also honored to be in the Top 10 representing companies in the field of clean water and environmental sanitation in Vietnam to receive the award "Famous Trademark – Vietnam Competitive Trademark 2023" organized by the Vietnam Intellectual Property Association. Particularly, the bottled beverage brand BIWASE – ION GOLD won the Top 50 Famous Brands – Vietnam Competitive Brands in 2023.

Regarding the construction work, in July, the D2400 self-flowing pipeline project implemented by BIWASE Construction and Electricity Joint Stock Company (BIWELCO under BIWASE) was accepted and put into operation. This is the largest self-flowing pipeline in Vietnam to date, belonging to the Bau Bang Regional Water Supply System phase II with a capacity of 300,000m³/day and night to conduct raw water from Phuoc Hoa canal to Chu Van Tho pumping station, length 1,000m.

- ❖ September 2023: The company successfully organized the BIWASE brand identity announcement ceremony and Vietnam Water Week 2023 event.

BIWASE continues to be honored with the "Top 50 Most Effective Business Enterprises in Vietnam 2023" conducted annually by Nhip Cau Tu Magazine in collaboration with Thien Viet Securities Company, with the consultation of leading economic and business experts.

- ❖ November 2023: At the Vietnam M&A Forum 2023 (the 15th) with the theme "Join hands for prosperity" organized by the Ministry of Planning and Investment, Investment Newspaper, BIWASE was honored to receive the Best M&A Companies Award in Vietnam 2023.

In particular, in December 2023: The Company put into operation a waste incineration plant with a capacity of 5MW and an organic fertilizer production line with a capacity of 840 tons/day - Phase 4. The inauguration ceremony will be held in the middle of January 2024.

- Closely inspect the management and administration as well as the implementation of the Resolution of the General Meeting of Shareholders, the compliance with information disclosure as prescribed.
- Strengthen the management and supervision of the Executive Board and the Company's assisting apparatus. Improve the quality of internal control inspection, inspection of the implementation of tasks according to the assignment or decentralization from the Board of Directors.

In addition, the Board of Directors pays close attention to directing and supervising activities such as:

- + Strengthen customer development.
- + Strengthen training, improve management capacity and working skills at new M&A companies.
- + Monitor and manage debts and expenses closely.
- + To invest in improving the level of science and technology applied at the unit.
- + Solutions to apply new technologies, improve labor efficiency and production and business efficiency.
- + Focus on preserving and improving the company's reputation, image and brand.

d. Salary and remuneration of the Board of Directors and Board of Directors in 20223

Salaries, remuneration and operating expenses for the Board of Directors are in accordance with the Resolution of the 2023 Annual General Meeting of Shareholders approved and in accordance with regulations.

Details in the explanation of BIWASE's audited 2023 consolidated financial statements (page 62) have been disclosed and posted on the company's website: www.biwase.com.vn.

e. Supervisory activities of the Board of Directors over the General Director

The Board of Directors' supervision of the General Director shall comply with the provisions of the Law on Enterprises and the Company's Charter, in order to ensure the interests of shareholders and employees. During the year, the General Director has implemented business solutions in accordance with the actual situation and resolutions of the Board of Directors of the company;

The Board of Directors regularly directs and monitors the operation of production and business activities of the General Director, coordinates with the Supervisory Board to supervise the following issues:

+ Implement the Resolution of the Annual General Meeting of Shareholders in 2023 and the targets set out in the production and business plan and the implementation of the Decisions of the Board of Directors issued on the Company's activities.

+ Through meetings of the Board of Directors, the General Director reports on the production and business situation up to the present time as well as the direction of operation and administration in the coming time for the Board of Directors to consider and evaluate the implementation of the production and business plan, economic and financial indicators

for timely direction; The General Director has managed the company's activities quite effectively, promptly meeting the resource requirements for all production and business activities of the Company.

+ Through the Supervisory Board, the Board of Directors has a good management of financial management and cash flow is always stable and healthy, ensuring sustainable development;

+ Compliance with and implementation of the provisions of the Law on Enterprises, the Company's Charter and current legal provisions.

+ Regularly urge and remind the General Director to inspect and supervise the projects that the company is building in order to put them into use on schedule and promote the efficiency of investment capital.

In addition, the Board of Directors pays close attention to directing and supervising activities such as:

- Strengthen customer development and product promotion in all fields: water supply, waste and wastewater; focus on promoting the promotion and marketing of Binh Duong Elephant fertilizer and brick products to customers, especially in the Mekong Delta provinces.
- Promote investment activities in Binh Duong province, develop business networks in BIWASE companies participating in capital contribution and investment such as Gia Tan-Dong Nai; Binh Phuoc, Can Tho, Long An and Quang Binh.
- Strengthen training, improve capacity, supplement management forces, improve working skills and professional skills for employees throughout the Company, contributing to improving labor efficiency in the company, reducing product costs.
- Manage debts and reasonable expenses. Step by step complete financial statements according to IFRS international standards.

In addition to production and business activities, the Board of Directors is also interested in directing the implementation of goodwill activities, demonstrating the role and responsibility of businesses to society and the community. In 2023, the Company has spent VND 2.7 billion on activities such as: sponsoring orphans after the Covid 19 pandemic, the program "Spring for poor patients to stay in hospitals"; giving gifts to the poor in the border areas of Binh Phuoc province to celebrate Tet, supporting victims of Agent Orange, giving breeding cows to poor households to have a livelihood....

3. Evaluation of the performance of the Board of Directors of the Company

With high determination and efforts to complete the targets of the Resolution of the 2023 Annual General Meeting of Shareholders, the Board of Directors always closely follows and directs the Board of Directors to achieve and exceed many of the planned contents. The activities of the Board of Directors are evaluated once every 2 months and on a quarterly basis. The production and business results in 2023 basically meet the targets set out at the 2023 Ordinary General Meeting of Shareholders, specifically as follows:

- + Total revenue: VND 3,978 billion, reaching 100.2% compared to the Resolution of the 2023 General Meeting of Shareholders (VND 3,970 billion), reaching 102% compared to 2022 (VND 3,902 billion);
- + Total cost: 3,312 billion VND
- + Construction disbursed in the year: reaching VND 370 billion
- + Profit after tax: VND 601 billion, reaching 83% with the Resolution of the General Meeting of Shareholders 2023 (VND 720 billion);
- + Water loss rate: 5%
- + Economic targets meet and exceed the Resolution in 2023.
- + Dividends and funds are paid in accordance with the Resolution in 2023 and are used in accordance with regulations and stably.

In general, the Board of Directors has completed important objectives such as: revenue, profit, water loss reduction rate - items that contribute significantly to the development investment fund; investment and development of water supply, wastewater and waste systems; invest in water supply companies in the same industry; capital construction investment projects are implemented on schedule and promoted effectively as soon as they are put into use...., implementing many business measures, marketing customers, increasing revenue of fertilizer products, BIWASE Elephant bricks. The year 2023 has passed with certain difficulties, however, with its efforts, the Board of Directors of the Company has generally completed the main targets compared to the Resolution of the 2023 Annual General Meeting of Shareholders.

4. Regarding financial management

Financial management is always focused on by the Board of Directors. The audit and control of financial expenditures in business activities and construction are regularly strengthened, publicized, transparent, economical, and ensured in accordance with the provisions of law and enterprises listed on the exchange.

5. Report on transactions between BIWASE, its subsidiaries and companies under the control of more than 50% of charter capital with members of the Board of Directors and related persons of such members; transactions between BIWASE and a company in which a member of the Board of Directors is a founding member or managing the enterprise in the last three (03) years prior to the time of transaction

For transaction details, please refer to the 2023 Corporate Governance Report, dated 27/01/2024 in Appendix.4.1 and 4.2, which was published on 27/01/2024 and posted on the company's website: www.biwase.com.vn.

6. Activities of independent members of the Board of Directors and results of evaluation by independent members of the Board of Directors on the activities of the Board of Directors

The evaluation of the BOD's activities in 2023 has been organized and implemented in compliance with BIWASE's Charter, the Regulation on organization and operation of the BOD and current legal regulations, fully implementing the contents of the Resolution of the

General Meeting of Shareholders and the contents approved by the General Meeting of Shareholders.

Please see details at "Independent Board of Directors' TV Evaluation Report on the 2023 activities of the Board of Directors".

III. MANAGEMENT PLAN AND CORPORATE DEVELOPMENT ORIENTATION OF THE BOARD OF DIRECTORS IN 2024

In 2024, the economy is expected to have many positive changes, especially at the end of the year. With high leadership experience and determination, the Board of Directors will continue to promote its management role well in 2023, continue to make efforts to fulfill the responsibilities assigned by the shareholders, which is to ensure that BIWASE always develops in scale, is financially sustainable and towards a green environment. The Board of Directors will continue to set new goals and strategies, have tactics suitable to the actual situation, strive to complete or exceed the planned targets in 2024. Continue to well implement the plan for investment, development, and ensure the supply of clean water in the provinces in which BIWASE participates such as: Dong Nai, Binh Phuoc, Can Tho, Long An, Quang Binh; ensure safe water supply, clean and safe environment for investors, ensure that the level of water loss is maintained or lower than the current level. Some solutions need to focus on directing the implementation as follows:

1. About Corporate Governance

- Improve the responsibilities of the Board of Directors, control the assignment;
- Improve the quality of administration;
- Do a good job of disclosing information as required;
- Good supervision of internal governance;
- Training and selecting qualified cadres to assign jobs in subsidiaries and associated companies.

2. About production and business

- Maintain and strongly develop the BIWASE brand in Binh Duong and BIWASE provinces participating in investment.
- Improve business efficiency in purchased companies and associated companies.
- Direct the Executive Board to set out a production and business plan in 2024 with a number of main targets as follows:
 - *Revenue: VND 4,100 billion (including internal revenue)*
 - *Profit after tax: \geq VND 700 billion.*
 - *Dividend: in cash at the rate of 13% of charter capital.*
 - *Company-wide loss: \leq 5%*
 - *Commercial water \geq 192,700,000m³*
 - *The amount of garbage received and treated: increased by \geq % as in 2023*
 - *Amount of wastewater collected and treated: increased by \geq % as in 2023*

- *Water supply customers: increased to $\geq 23,000$ connections*

For the field of water supply

- Investing in pipelines to bring water to developing remote areas in Binh Duong and provinces with BIWASE's water supply services;
- Organize investment in expanding and increasing the capacity of water plants, ensuring sufficient water supply in all situations in the short-term as well as long-term strategies;
- Continue to complete and submit for approval the clean water price plan;
- Ensure safe water supply services; friendly customer service attitude and flexible form of business to adapt to the current situation.
- To invest in increasing the capacity of Nhi Thanh water plant by 60,000 m³/day, increasing the capacity of Gia Tan by 2025 to reach 40,000-50,000 m³/day.

For the waste sector

- Research and invest in expanding the market in strategic places.
- Research on waste treatment solutions more and more deeply and modernly;
- Continue to study and find output solutions for recycled products, especially Binh Duong Elephant fertilizer, contributing to supporting farmers to produce organic agricultural products according to the government's policy: Clean Agricultural Products. Input products must be effective, ensure the balance of revenues and expenditures and accumulate.
- Invest in a waste incinerator with a capacity of 500 tons/day combined with 12MW power generation.
- Continue to complete and submit for approval the waste price plan.
- Complete the legal documents of the Solid Waste Treatment Complex in Tan Long commune, Phu Giao district, Binh Duong province according to the guidance of departments and branches.

For the wastewater sector

- Continue to implement and strengthen the connection of customers for wastewater.
- Continue to complete and submit for approval the unit price plan for domestic wastewater drainage services.
- Strengthen asset management and maintenance to operate effectively, contributing to the protection of the water environment

3. *Financially*

In order to ensure financial resources to serve the future production and development needs of BIWASE and the need to invest in increasing capacity at subsidiaries, associated companies, and water supply companies in which BIWASE participates in capital contribution, the Board of Directors will prepare a plan to mobilize capital in forms in accordance with current regulations.

4. *About the BIWASE brand*

- Upholding the sense of responsibility in serving so that customers always achieve satisfaction with service quality, ensuring the safety and quality of the products provided, ensuring environmental issues so that the BIWASE brand is always proud of

the technical infrastructure experience capacity of Binh Duong province, so that Binh Duong boldly invites and attracts more investment.

- Ensure that the expenditure is public, transparent, thrifty, and in accordance with the provisions of law and enterprises listed on the exchange. Financial statements are ensured to be prepared according to IFRS international standards to meet the requirements of capital sponsors such as JICA, ADB, WB, DEG..., enhancing the reputation and brand of BIWASE both at home and abroad.

5. *Regarding the quality of human resources*

- Continue to train new members of the Board of Directors (if any), the Supervisory Board, the Company's Board of Directors according to the training programs of the State Securities Commission, VIOD or other training units to improve management knowledge and professional knowledge like advanced countries and according to international standards;
- Strengthen personnel work, improve the quality of human resources, increase business efficiency and inheritance forces;
- Strengthen the application of technology in production and business and sales and customer service services to increase business efficiency;

6. *Regarding the prevention of water loss, technical management of materials, and network design*

- Continue to improve knowledge of water loss prevention with advanced solutions and technologies;
- Maintain water loss rates at current or lower levels;
- Well manage the quality of materials put into use and strictly manage the design and construction so as not to incur additional losses;
- Pay attention to the maintenance and deployment of more electromagnetic meters, remote reading;

7. *Regarding asset management*

- Continue to improve the management of assets, especially submerged assets, organize the management of assets under the wastewater collection and treatment system and water supply network;
- Managing materials and customer information is more scientific and of higher quality.

8. *About the organization of the apparatus*

- Consolidating the management and administration apparatus; improve leadership capacity and expertise for leaders through fostering and training courses at the company and outside the company;
- Focus on fostering personnel, training, coaching and improving skills for the Company's employees; improve labor productivity, increase income for employees;
- Prepare a competent successor team to be able to take on the job when necessary, ensuring that the company's operations are stable throughout.

9. *Regarding the implementation of projects*

- Continue to monitor and organize the implementation of legal documents for the Long Thanh Water Highway project - Dong Nai province;

- Investing capital to serve the development needs of BIWASE companies investing in Dong Nai, Long An, Quang Binh, etc.;
- Implementing water supply projects for Becamex - VSIP industrial parks;
- Bring water to support rural areas where water quality does not meet the standards of the Ministry of Health;
- Continue to invest in shafts and conduits in places where the supply system has not been covered when there is road improvement;
- Correct/ahead of schedule of projects the Company is the Investor;
- There is a strategy to mobilize appropriate capital sources such as: low-condition ODA capital of ADB (without government guarantee), World Bank (WB), Japan International Cooperation Agency (JICA), German financial institution DEG, Investment and Development Fund, Environmental Protection Fund, banks with low lending interest rates and among employees, etc existing shareholders of the Company to implement production and business projects on water supply, waste and financial investment.

10. M&A Activities:

- If there is a good opportunity, in the field of water supply and waste in places with effective potential, within the scope of the capital that the company has, the company will continue to invest in core industries.

The above is the report of the Board of Directors on the governance and operating results of the Board of Directors in 2023 as well as the management plan and corporate development orientation in 2024 of Binh Duong Water and Environment Corporation Joint Stock Company, submitted to the General Meeting of Shareholders for consideration and approval.

Where to receive:

- Ditto;
- Shareholder;
- BOM; Board of Directors, Board of Directors of the Company;
- Document archiving.



**ON BEHALF OF BOD
PRESIDENT**

Nguyen Van Thien

Thu Dau Mot, March 02, 2024

**ASSESSMENT REPORT
OF INDEPENDENT BOARD MEMBERS
ABOUT THE 2023 ACTIVITIES OF THE BOARD OF DIRECTORS**

To: Annual General Meeting of Shareholders for Year 2024

Evaluating the activities of the Company's Board of Directors in 2023, independent members of the Board of Directors made the following general comments:

- The Board of Directors of the Company has worked with a sense of responsibility and transparency in governance, strictly complying with the regulations for listed public companies. Meetings of the Board of Directors have been convened in a timely manner and implemented in accordance with the procedures specified in the Charter and Internal Regulations on Corporate Governance. The content of the meetings is fully and carefully discussed and evaluated by the members of the Board of Directors to come up with orientations and solutions that bring the highest benefits to the Company.
- Issues related to business strategy, market expansion, technology investment and management system building are regularly reviewed and evaluated by the Board of Directors in periodic meetings.
- The decisions of the Board of Directors at meetings are approved by the Board of Directors on the principle of majority, the minutes of the meeting are fully prepared, signed by the members of the Board of Directors attending the meeting.

1. About the organizational structure

- In 2023, the Board of Directors has a total of 07 members, including 02 independent members. All members of the Board of Directors fully participate in meetings and actively participate in planning, compliance control, strategic criticism, and ensure good corporate governance practices.

2. Regarding to the operation, management structure:

- In 2023, the Board of Directors has held meetings, meetings of the Board of Directors have been convened and implemented with a specific schedule, prepared fully documents, complied with the provisions of the Company's Charter and the provisions of law. The content of the meetings was discussed, criticized, fully and carefully evaluated by members of the Board of Directors.
- Issues related to strategy, business plan, finance, corporate culture, and building a management system in the Company are all discussed and controlled closely between the Board of Directors and the Board of Directors.
- Changes in investment plans and new strategies are independently researched, scientifically based and critically reviewed between the Board of Directors and the Board of Directors.

3. Regarding to the results of governance and supervision:

- Overall, the Board of Directors has performed well in implementing the plans, guidelines and strategic orientations set out by the General Meeting of Shareholders.
- The Board of Directors has complied with the regulations on corporate governance, convened periodic and extraordinary meetings to promptly direct and issue decisions in accordance with the actual situation.
- The Board of Directors has properly performed its roles and responsibilities in directing, supporting and supervising the Board of Directors to implement the contents approved by the General Meeting of Shareholders and the Board of Directors, ensuring compliance with the provisions of law, and at the same time harmonizing the interests of the Company and shareholders.
- Members of the Board of Directors hold positions in the Board of Directors and regularly attend periodic and extraordinary meetings of the Board of Directors. Important decisions of the Board of Directors are analyzed, criticized and consulted by members of the Board of Directors / Chairman of the Board of Directors to ensure the interests of the Company.
- Members of the Board of Directors proactively identify the roles and responsibilities of supporting the Board of Directors and share experiences, interact and exchange with the Board of Directors about the Company's management skills.
- The Board of Directors and the Board of Directors work closely together to achieve the targets of the production and business plan set out in 2023, specifically as follows:

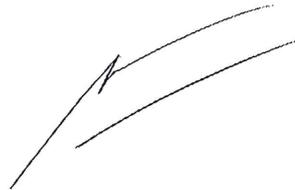
| No | Content | Unit | Actual Year 2023 | Plan Year 2023 | Difference in Year 2023 |
|----|-------------------------|-------------|------------------|----------------|-------------------------|
| 1 | Total Revenue | Billion VND | 3,977 | 3,970 | 100,2% |
| 2 | Total cost | Billion VND | 3,311 | | |
| 3 | Total profit before tax | Billion VND | 666 | | |
| 4 | Profit after tax | Billion VND | 601 | 750 | 91% |
| 5 | Water consumption | m3 | 183,066,221 | 186,000,000 | 98.4% |
| 6 | Water Supply Connection | Connection | 18,977 | 26,000 | 73% |
| 7 | Water Loss Rate | % | 5 | 5 | 100% |
| 8 | Dividends | % | 14 | 14 | 100% |

4. Conclude:

- The Board of Directors has fully performed the function of representing the owners in supervising the Company's operating activities, appropriately orienting and directing in a timely manner to ensure the effective use of resources to achieve the targets assigned by the General Meeting of Shareholders, on the basis of complying with the provisions of law, Charter of the Company.
- In addition to performing the function of managing and supervising the operation of the Board of Directors, the Board of Directors has closely coordinated with the Board of Directors to find solutions to remove difficulties in production and business in 2023.
- In 2023 generally, although affected greatly by the Covid-19 epidemic, with a high responsibility, solidarity, and cooperation in performing tasks honestly and carefully, the Board of Directors has implemented drastic solutions in reducing and directing the Board of Directors to implement the Resolutions of the General Meeting of Shareholders, Resolution of the Board of Directors and the completion of outstanding annual results, ensuring the benefits of the Company and shareholders.

The above is report of the independent management member on the activities of the Board of Directors in 2023, in respectfully submitted to the 2024 Annual General Meeting of Shareholders for approval.

**TM. Independent Member of
the Board of Directors**



Ta Trong Hiep

Thu Dau Mot, March 2, 2024

**REPORT OF THE GENERAL DIRECTOR
SUMMARY OF PRODUCTION AND BUSINESS ACTIVITIES IN 2023
& PLANS FOR 2024**

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE
YEAR 2024**

I. REPORT ON PRODUCTION AND BUSINESS RESULTS IN 2023

1. OVERVIEW

In 2023, BIWASE will focus on expanding the scope of water supply and strengthening customer service, as a result of which the domestic water consumption will grow significantly compared to the previous year, especially focusing on putting the Phase 4 compost plant into operation, increasing the total capacity to 2,520 tons/day and ending landfilling: Officially successfully operated the 5MW incinerator project combined with safe and stable power generation, However, continuing to be affected after the Covid -19 pandemic, the socio-economic development of Binh Duong province in 2023 also faces many difficulties, some businesses have stopped or operated moderately, causing the output of water consumed for production and business, industrial waste to somewhat decrease, the high price inputs of raw materials while the unit price of the supplied products has not been adjusted appropriately and in a timely manner, which has also affected BIWASE's operating results.

With the strength of solidarity of the company's employees, the unity and drastic leadership of the Board of Directors of the company, the company has basically fully met the water demand of the people as well as ensured the collection and treatment of waste and wastewater generated in the province and has strived to implement the assigned plan in 2023 with the results achieved are as follows:

2. PRODUCTION AND BUSINESS RESULTS IN 2023

| No | Content | Unit | Actual Year 2023 | Actual Year 2022 | Compared 2022 (%) | Plan Year 2023 | Compared 2023 (%) |
|----|-------------------|-------------|--------------------|------------------|-------------------|----------------|-------------------|
| 1 | Total Revenue | Billion VND | 3,978 | 3,902 | 102% | 3,970 | 100.2% |
| 2 | Total cost | Billion VND | 3,312 | 3,135 | 106% | | |
| 3 | Profit before tax | Billion VND | 666 | 766 | 87% | | |
| 4 | Profit after tax | Billion VND | 601 | 681 | 88% | 720 | 83% |
| 5 | Water consumption | m3 | 183,066,221 | 181,245,771 | 101% | 186,000,000 | 98.4% |

| | | | | | | | |
|---|-------------------------|------------|---------------|--------|------|--------|------|
| 6 | Water Supply Connection | Connection | 18,997 | 26,521 | 72% | 26,000 | 73% |
| 7 | Water Loss Rate | % | 5 | 5 | 100% | 5 | 100% |
| 8 | Dividends | % | 14 | 13 | 108% | 14 | 100% |

Note: In 2023, the unrecorded revenue of the wastewater sector is VND 46,8 billion, Profit after tax in 2023 decreased by nearly 12% compared to 2022 due to high financial costs (increased interest costs and foreign exchange rate differences).

1. WATER PRODUCTION

- Water production revenue in 2023: **2,307** billion VND reaching 95% of the plan in 2023 (2,419 billion VND), up 1.45% compared to 2022 (2,274 billion VND).
- Produced water: 194,617,067 m³, an increase of 0.4% compared to 2022 (193,850,826 m³), of which internal use water for maintenance, pipeline flushing and industrial hygiene accounted for 1.8% (3,408,408 m³), an increase compared to 2022 due to factories strengthening factory cleaning... The amount of chemicals used such as lime, alum, chlorine, PAC... use in accordance with regulations and standards on drinking water treatment.
- Water consumption: 183,565,921 m³, an increase of 1.28% compared to 2022 (181,245,771 m³), reaching 99% of the plan in 2023 (186,000,000 m³).
- Water loss in 2023: **5%**.
- The average electricity consumption for 1 m³ of producing water is: 0,34 Kw/m³.
- Connecting water supply customers in 2023: **18,997** customers, specifically in the attached appendix.

| No | Water use | In 2022 | | Year 2023 | | Growth Rate (%) |
|------------|---------------------------|--------------------|-------|--------------------|-------|-----------------|
| | | Consumption | Ratio | Consumption | Ratio | |
| 1 | Activities | 84,881,730 | 47% | 90,163,937 | 49% | 6% |
| 2 | Administration and career | 2,471,086 | 1% | 2,588,505 | 2% | 5% |
| 3 | Production | 91,271,625 | 50% | 88,165,216 | 48% | -3% |
| 4 | Business, services | 2,621,330 | 1% | 2,148,563 | 1% | -18% |
| Sum | | 181,245,771 | 100% | 183,066,221 | 100% | 1% |

During the period, the total investment value of shaft pipes and distribution pipes with the company's development investment capital: 91,6 billion VND, the construction works are mainly concentrated in water supply branches such as: Typically: HDPE water supply pipeline D225 D2 street, N28 area A - Becamex Binh Phuoc Industrial Park, Renovation of the ferry to place the raw water pump of Uyen Hung Water Plant, HDPE pipeline D225 on N9, D6 roads, DT 749C Bau Bang Industrial Park, Lai Uyen town, Bau Bang district, HDPE pipeline D160, D225 on N15 road, Bau Bang Expansion Industrial Park - Bau Bang district, HDPE water supply pipeline D225 D2 road, N28 Zone A - Becamex Binh Phuoc Industrial Park...

The number of meters of water supply pipes constructed and implemented in 2023 is increased by **698,575 m**, specifically as follows:

| No | Branch | Sum up | Number of pipelines constructed in the period(m) | | | | Notes |
|--------------|---------------------------------|----------------|--|---|---|-------------------------------------|-------|
| | | | Level 1 Pipe: \geq D600 | Level 2 Pipe: D300 \rightarrow < D600 | Level 3 Pipe: D110 \rightarrow < D300 | Distribution on pipe, shaft: < D110 | |
| 1 | Industrial Complex | 103,717 | - | 9,480 | 62,274 | 31,963 | |
| 2 | Di An Industrial Company | 26,083 | - | 3,744 | 12,735 | 9,604 | |
| 3 | Thu Dau Mot Industrial Center | 73,636 | - | - | 29,604 | 44,032 | |
| 4 | Tan Uyen Industrial Enterprises | 105,308 | - | 12,815 | 63,133 | 29,360 | |
| 5 | Thuan An Industrial Industry | 30,055 | - | 5,642 | 7,738 | 16,675 | |
| 6 | Bau Bang Industrial Park | 206,061 | - | 62,867 | 110,279 | 32,915 | |
| 7 | Chon Thanh Industrial Industry | 120,804 | 4,430 | 42,664 | 54,232 | 19,478 | |
| 8 | Dau Tieng Industrial Industry | 6,897 | - | - | 3,410 | 3,487 | |
| 9 | Phuoc Vinh Industrial Park | 26,014 | - | 11,211 | 12,203 | 2,600 | |
| Total | | 698,575 | 4,430 | 148,423 | 335,608 | 190,114 | |

2. ENVIRONMENTAL SANITATION

* Collection, transportation and disposal of waste:

- Revenue in 2023 of the waste treatment sector: **908 billion VND**, reaching 91% of the assigned plan in 2023 (VND 1,000 billion), decrease 2.7% over the same period in 2022 (VND 933 billion).
- The total number of customers of the Waste Treatment Branch is: **2,781** customers. In which, development in 2023 increased by 182 customers (by December 31, 2022, it was 2,599 customers).
- The volume of waste received in 2023 is 932,006 tons (including leak solid waste) and 5,709 tons of leachate, with an average of 2,553 tons/day received and treated and 15,64 tons/day of leachate. Waste classification accounts for the following proportions:

| No | Ingredient | In 2022 | | Year 2023 | | Growth Rate (%) |
|----|--------------------------------|---------|-------|-----------|-------|-----------------|
| | | Volume | Ratio | Volume | Ratio | |
| 1 | Domestic waste | 863,255 | 90% | 840,238 | 90% | -3% |
| 2 | Non-hazardous industrial waste | 69,326 | 7% | 65,200 | 7% | -6% |

| | | | | | | |
|-------------|-------------------------|----------------|-------------|----------------|-------------|------------|
| 3 | Hazardous sludge | 12,738 | 1% | 9,183 | 1% | -28% |
| 4 | Hazardous liquid waste | 6,746 | 1% | 5,889 | 1% | -13% |
| 5 | Hazardous solid waste | 11,449 | 1% | 10,915 | 1% | -5% |
| 6 | Hazardous medical waste | 1,002 | 0% | 641 | 0% | -36% |
| Plus | | 964,516 | 100% | 932,066 | 100% | -3% |

3. WASTEWATER COLLECTION AND TREATMENT

- Revenue in 2023 of the wastewater treatment sector: 114 billion VND, reaching 73% of the assigned plan in 2023 (VND 157 billion), down 39.6% over the same period in 2022 (189 billion VND), in addition, unrecorded revenue in the wastewater sector reached 46,8 billion VND due pending an operation contract signing with the Wastewater Project Management Board, Binh Duong Provincial People's Committee.

- Up to now, the total amount of wastewater collected and treated at the branches: 19,611,160 m³ with stable wastewater quality after treatment, reaching grade A, QCVN 14:2008/BTNMT. The total number of wastewater connection customers has reached 27,067 customers so far. Details in the attached appendix.

* Summary table of operation of wastewater treatment branches in the period

| No | Branch | Design capacity (m ³ /day) | Amount of treated water in the period (m ³) | Average processing output (m ³ /day) | Planned output in 2023 (m ³ /day) | Achieve SL Plan 2023 (%) | Number of connections (customers) | | Notes Operating Date |
|--------------|-------------|---------------------------------------|---|---|--|--------------------------|-----------------------------------|---------------|----------------------|
| | | | | | | | Increase in the period | Cumulative | |
| 1 | Thu Dau Mot | 17,650 | 6,196,477 | 16,977 | 18,100 | 94% | 346 | 9,093 | 31/05/2013 |
| 2 | Thuan An | 17,000 | 5,558,868 | 15,230 | 14,800 | 103% | 626 | 7,654 | 21/04/2017 |
| 3 | Di An | 20,000 | 4,971,940 | 13,622 | 13,400 | 102% | 1,306 | 7,290 | 30/11/2018 |
| 4 | Tan Uyen | 15,000 | 2,883,875 | 7,901 | 7,100 | 111% | 540 | 3,030 | 01/04/2019 |
| Total | | 69,650 | 19,611,160 | 53,730 | 53,400 | 101% | 2,818 | 27,067 | |

4. CONSTRUCTION WORKS:

The total disbursement value in 2023 has reach 370 billion VND, mainly in projects such as: Improving Biwase's water supply capacity project, Upgrade and renovate Dat Cuoc Pumping Station, Especially, during this year, the company has focused on bringing the compost production plant Phase 4, The capacity of 840 tons/day is put into operation and use, bringing the total capacity of waste treatment into compost up to 2,520 tons/day and ending the form of landfill, In addition, the work and investment in incinerator project, with a capacity of 840 kg/hour, are also self-constructed and completed by the Waste Treatment Branch, Its officially successfully operated the incinerator project combined with safe and stable power generation with a power generation capacity of 5MW, In the

period, the projects were implemented and disbursed on schedule and the works were effective as soon as they were put into use.

5. HUMAN RESOURCES - ADMINISTRATION

Up to now, the Company has a total of 1,071 employees, an increase of 21 people compared to 2022 (1,050 people), Specifically, as follows:

| No | Branch | As at 31/12/2023 | +/- | As at 31/12/2022 | Note |
|--------------|--|---------------------|-----------|---------------------|------|
| 1 | Di An WTP | 115 | -5 | 120 | |
| 2 | Complex WTP | 95 | 1 | 94 | |
| 3 | Thu Dau Mot WTP | 52 | -1 | 53 | |
| 4 | Thuan An WTP | 39 | -1 | 40 | |
| 5 | Tan Uyen WTP | 51 | -4 | 55 | |
| 6 | Chon Thanh WTP | 40 | 1 | 39 | |
| 7 | Bau Bang WTP | 17 | -2 | 19 | |
| 8 | Dau Tieng WTP | 9 | 0 | 9 | |
| 9 | Phuoc Vinh WTP | 5 | -1 | 6 | |
| 10 | Urban Service WTP | 33 | -1 | 34 | |
| 11 | Waste treatment | 322 | -5 | 327 | |
| 12 | Thu Dau Mot WWTP | 52 | -1 | 53 | |
| 13 | Thuan An WWTP | 38 | -1 | 39 | |
| 14 | Di An WWTP | 20 | -2 | 22 | |
| 15 | Tan Uyen WWTP | 20 | -2 | 22 | |
| 16 | Consulting Branch | 17 | 1 | 16 | |
| 17 | Electric & Construction Branch | 1 | -1 | 2 | |
| 18 | Con Voi Branch | 12 | 5 | 7 | |
| 19 | Executive Board | 8 | 2 | 6 | |
| 20 | Human Resources - Administration Department | 44 | 8 | 36 | |
| 21 | Finance and Accounting Department | 23 | 3 | 20 | |
| 22 | Materials Planning Department | 9 | 0 | 9 | |
| 23 | Technical & Customer Service Department | 40 | 25 | 15 | |
| 24 | Water Quality Management Center | 6 | 1 | 5 | |
| 25 | Training Center | 3 | 1 | 2 | |
| Total | | 1,071 | 21 | 1,050 | |

In 2023, in order to meet the expanding and increasing demand in the scale and scope of water supply services in Long An, Quang Binh and BIWASE's capitalized enterprises, BIWASE has focused on receiving new personnel, professional training as well as preparing succession strategies for network management, prevent water loss, effectively operate the water supply system, so the number of personnel for loss prevention and control has increased rapidly, increasing by 25 people compared to the previous year (15

people), Currently, the training is almost complete, and technique staff are being arranged according to the plan.

Thus, up to now, the company has the following affiliated units:

+ **18 affiliated branches**, including:

- ◆ 9 Water Supply Branches: Di An, Thu Dau Mot, Combined Area, Tan Uyen, Thuan An, Bau Bang, Dau Tieng, Phuoc Vinh, Chon Thanh – Binh Phuoc Province.
- ◆ 1 Waste Treatment Branch.
- ◆ 4 wastewater treatment branches: Thu Dau Mot, Thuan An, Di An, Tan Uyen;
- ◆ 1 Water Supply and Sewerage Consulting Branch.
- ◆ 1 Urban service branch.
- ◆ 1 BIWASE M&E Technology Construction Branch.
- ◆ 1 Elephant Trading Branch.

+ **4 professional departments**: Administrative, Finance and accounting, Planning - Materials, Loss Prevention.

+ **2 centers**: BIWASE vocational human resource improvement training and water quality management center.

• **Regarding taking care of employees' welfare:**

Biwase's Board of Directors always creates highly quality and stable income conditions to ensure jobs for employees, thereby improving the lives of employees and working with peace of mind, The average income in 2023 will reach about average 19 million VND/person/month, The average annual income increase reached 5%, In addition, the company also pays great attention to the spiritual life of employees through organizing emulation and sports competitions at the unit.

6. DIVIDENDS PAYMENT

The dividend payment of BWE in 2022 has completed, starting on April 26, 2023 according to the closing list of shareholders on January 31, 2023 with a cash dividend payment of 13% of charter capital (VND 1,929.2 billion), equivalent to 250.796 billion VND (1,300 VND /share).

It is expected that the plan to increase charter capital through the distribution of dividends in 2023 in shares (100%) with a dividend payment of 14% on charter capital with the implementation time completed in the second and third quarters of 2024, Charter capital after capital increase reached 2,199.288 billion VND.

7. BIWASE'S FINANCIAL INVESTMENT,

In 2023, the new establishment of Biwase Consulting 1TV Co., Ltd., Biwase has invested in buying shares in water companies in Long An, Quang Binh, specifically such as:

- The National Competition Commission has notified No, 27/TB-CT dated 14/04/2023 that BIWASE is allowed to carry out economic concentration and transactions for companies that will own more than 50% and become subsidiaries of BIWASE (4 companies).

- Approved by the General Meeting of Shareholders of 2 Listed Companies (*Resolution 01/2023/NQ-DHDCD dated 25/04/2023 Quang Binh Water Supply Joint Stock Company and Resolution 93/NQCN-DHDCDD dated 26/04/2023 Long An Water Supply and Sewerage Joint Stock Company*) approved with the rate of 100% on approving BIWASE to

carry out transactions to receive the transfer of shares ($\geq 25\%$) without having to make a public tender offer as prescribed fix.

- Completed the appraisal certificate No, 65/2023/CT-BWE-KVA dated 29/12/2023 of KVA Auditing and Valuation Co., Ltd, on the valuation of shares in 5 subsidiaries: 1, BIWASE-Long An Water Joint Stock Company (89%); 2. Can Giuoc Urban Works Joint Stock Company (97%); 3. Bang Tam Water and Environment Joint Stock Company (76%); 4. Chau Thanh Urban Works Joint Stock Company (96%); 5. Can Duoc Water and Environment Joint Stock Company with a total valuation of VND 1,587 billion (purchase price: VND 612 billion).

- Recently, BIWASE has completed the procedures for transferring shares, completing the certificate of share ownership for BIWASE as well as completing the nomination of BIWASE staff to participate in the management of these enterprises, including 2 enterprises listed on the UPCOM-HNX stock exchange. In addition, BIWASE Company also carries out procedures for changing the business name for incorporation, Thus, enterprises in the BIWASE system arising from the beginning of 2023 include:

Subsidiaries

- BIWASE - Long An Water Joint Stock Company (95%);
- Can Giuoc Urban Works Joint Stock Company (97%);
- Bang Tam Water and Environment Joint Stock Company (76%);
- Chau Thanh Urban Service Joint Stock Company (96%);

Affiliates

- Long An Water Supply and Sewerage Joint Stock Company (38%) – LAW;
- Quang Binh Water Supply Joint Stock Company (41%) – NQB;
- Thu Thua Urban Works Joint Stock Company (48%);

In order to facilitate corporate governance, BIWASE has also completed legal procedures in receiving, managing, exploiting and using all existing water supply works and continuing to invest in development and expansion of the scope of services to improve the efficiency of water supply activities, participate, operate and directly manage the prevention of water loss as well as plan the future market orientation and potential in Long An, Quang Binh area, contributing to bringing value added to the above enterprises as well as to BIWASE.

Summary table of financial investment value of BIWASE as of 31/12/2023

| No | Content | Value of financial investment (Billion VND) | | | Number of Shares | Capital (Billion VND) | Ratio | Notes, dividends 2023 (%) |
|----|--|---|---------------|--------------------------|------------------|-----------------------|-------|---------------------------|
| | | First issue (1/1/2023) | Arising (+/-) | Final issue (31/12/2023) | | | | |
| | SUBSIDIARIES | | | | | | | |
| 1 | Biwase Consulting Co., Ltd, | | 10 | 10 | 1,000,000 | 10 | 100% | New TL |
| 2 | BIWASE Construction and Electrical Joint Stock Company | 60 | 51 | 111 | 10,400,000 | 200 | 52% | 13% |

| | | | | | | | | |
|-------------------------------|---|--------|--------|--------|------------|---------|--------|-------|
| 3 | Biwase - Long An Water Joint Stock Company | | 794.66 | 794.66 | 60,880,740 | 644 | 94.54% | |
| 4 | Bang Tam Water and Environment Joint Stock Company | | 29.65 | 29.65 | 923,500 | 12 | 76.96% | |
| 5 | Can Giuoc Urban Works Joint Stock Company | | 34.95 | 34.95 | 407,855 | 4,193 | 97.27% | |
| 6 | Chau Thanh Urban Works Joint Stock Company | | 30.71 | 30.71 | 661,400 | 6,885 | 96.06% | 18% |
| AFFILIATES | | | | | | | | |
| 7 | Chanh Phu Hoa Construction Investment Joint Stock Company | 328.70 | 91.35 | 420,05 | 23,832,133 | 543 | 43.89% | 15% |
| 8 | Gia Tan Water Supply Joint Stock Company | 122.69 | 54.46 | 177,15 | 16,005,276 | 477.5 | 33.52% | |
| 9 | Can Tho Water Supply and Sewerage Joint Stock Company (CTW) | 148.74 | | 148,74 | 6,900,000 | 280 | 24.64% | 8% |
| 10 | Can Tho 2 Water Supply Joint Stock Company | 145.60 | | 145,60 | 5,752,584 | 117.733 | 48.86% | 7% |
| 11 | Long An Water Supply and Sewerage Joint Stock Company (LAW) | | 92.97 | 92,97 | 4,643,740 | 122 | 38.06% | 6% |
| 12 | Quang Binh Water Supply Joint Stock Company (NQB) | | 94.77 | 94,77 | 7,065,000 | 172.302 | 41% | 3% |
| 13 | Thu Thua Urban Works Joint Stock Company | | 25.03 | 25,03 | 874,494 | 18.124 | 48.25% | 5% |
| CONTRIBUTING COMPANIES | | | | | | | | |
| 14 | Dong Nai Water Supply Joint Stock Company (DNW) | 351,94 | 9,42 | 361,36 | 22,600,000 | 1,200 | 18.83% | 13% |
| 15 | Thanh Le Import-Export Trading Corporation (TLP) | 18,39 | | 18,39 | 1,200,000 | 2,366 | 0.51% | 6.73% |
| 16 | Industrial Park Development Joint Stock Corporation (SNZ) | 4,92 | | 4,92 | 141,000 | 3,765 | 0.04% | 11% |

| | | | | | | | | |
|--------------|---|-----------------|-----------------|-----------------|--------------------|---------------|----|----|
| 17 | Binh Duong Import Export and Production Corporation (PRT) | 213,76 | | 213,76 | 12,000,000 | 3,000 | 4% | 5% |
| Total | | 1,394.74 | 1,318.97 | 2,713.71 | 175.287.722 | 12.939 | | |

Total dividend value received in 2023 of BIWASE: VND 94.08 billion, including:

| No | Stock | Number of outstanding shares | Number of BWE shares held | BWE own Rate | Dividends received (billion VND) |
|------------|---|------------------------------|---------------------------|--------------|----------------------------------|
| 1 | Chanh Phu Hoa Construction Investment Joint Stock Company | 54,300,000 | 23,832,133 | 43.89% | 27.55 |
| 2 | BIWASE Construction and Electrical Joint Stock Company | 20,000,000 | 10,400,000 | 52.00% | 7.80 |
| 3 | Can Tho Water Supply and Sewerage Joint Stock Company (CTW) | 28,000,000 | 6,900,000 | 24.64% | 5.25 |
| 4 | Can Tho 2 Water Supply Joint Stock Company | 11,773,316 | 5,752,584 | 48.86% | 3.96 |
| 5 | Quang Binh Water Supply Joint Stock Company (NQB) | 17,230,204 | 7,065,000 | 41.00% | 2.11 |
| 6 | Long An LAW Water Supply and Sewerage Joint Stock Company | 12,200,000 | 4,643,740 | 38.06% | 2.81 |
| 7 | Binh Duong Import Export and Production Corporation (PRT) | 300,000,000 | 12,000,000 | 4.00% | 6.00 |
| 8 | Dong Nai Water Supply Joint Stock Company (DNW) | 120,000,000 | 22,600,000 | 18.83% | 38.42 |
| 9 | Industrial Park Development Joint Stock Corporation (SNZ) | 376,500,000 | 141,000 | 0.04% | 0.15 |
| SUM | | 1,060,003,520 | 115,934,457 | | 94.085 |

- In addition to completing the transfer of shares, participating in governance, administration and management at 8 companies, including 5 subsidiaries and 3 associated companies in Long An, Quang Binh area, In order to create conditions and opportunities to develop the scope of serving this market in the coming time and contribute to bringing value added to businesses, BIWASE has focuses on effective management and operation and also participates in investing in increasing capacity and promoting water supply efficiency at a number of water plants such as:

+ Invest in increasing the capacity of Nhi Thanh Water Plant - BIWASE Long An Water Joint Stock Company by about 60,000 m³/day, increasing the total capacity by 120,000 m³/day, The current average actual consumption output is about 59,500 m³/day.

+ To invest in water transmission and distribution pipelines for Quang Phuong, Quang Chau and Quang Phu communes and turn to Canh Duong (the current design capacity of the plant is 15,000 m³/day, the actual consumption capacity is about 5,000 m³/day).

8. REPORT ON THE PROGRESS OF USING CAPITAL FROM THE PUBLIC OFFERING NO. 153/GCN-UBCK DATED 3/8/2020

In 2020, BIWASE Company issued shares to increase 25% of charter capital from 1,500 to 1,875 billion VND according to the public offering certificate No. 153/GCN-UBCK dated 3/8/2020, In which:

- + Total amount according to the capital use plan: 963,942,364,000 VND
- + The accumulated amount of money used on 31/12/2023: 949,321,604,000 VND
- + The amount of money that has not been used up as of 31/12/2023: 14,620,760,000 VND

(Report on the progress of use of attached capital),

The remaining amount of VND 14,620,760,000, equivalent to 5% has not yet been implemented, the value of the contract between BIWASE and BECAMEX IDC Corporation on BIWASE buying land as planning to build BIWASE office building in Binh Duong new city, according to the content of the contract in principle No. 98/HDNT/2019 dated 5/11/2019 signed between BIWASE and BECAMEX IDC on the transfer of land use rights for Lot TM-3A with an area of 9,494 m² in the new urban area, after the payment of 95% of the contract value, BECAMEX IDC Corporation will issue a certificate of land use rights to the name of BIWASE and BIWASE will pay the remaining 5% of the contract (equivalent to 14,620,760,000 VND). However, currently the above land has not been issued a land use right certificate to BIWASE's name, so BIWASE has not paid the remaining amount, BIWASE has also sent and received a written reply from BECAMEX IDC Corporation in Official Letter No. 1225/2023/CVC/IDC-PTTM&DVDT dated 31/10/2023 with the content that the expected time to complete the procedures for granting the land use right certificate at this land lot to BIWASE is in the 1st quarter of 2024.

In addition, the content of this capital use progress report has been audited and disclosed on the web portal of the State Securities Commission, the Ho Chi Minh City Stock Exchange, Ho Chi Minh City and the Company's website: www.biwase.com.vn on March 4, 2024.

PART II

COMMENTING ON THE 2023 RESULTS OF THE IMPLEMENTATION OF TASKS

Because the company's products are mainly public-utility products and services, the results of the implementation of specialized fields of operation are specific, in addition to efforts to complete the financial performance evaluation indicators, it is more important to have environmental efficiency, urban infrastructure contributes to improving the quality of life of people and creating a driving force for development of Binh Duong province.

1. Advantages:

- In 2023, promote customer development, implement the construction of water supply pipelines to rural areas and suburbs of towns under the water supply investment project in remote and remote areas so that people can benefit from the company's clean water source and meet the criteria for clean water supply rate of new cities, In addition,

continue to focus on investing in expanding the scope of water supply in potential areas such as Bau Bang district, Hon Quan district, Chon Thanh in Binh Phuoc province.

- In terms of loss prevention, the result is about 5% and needs to be maintained at a low loss level through investing in more valuable equipment to stabilize the pressure in the network, detect and handle some unreasonable errors on the network.
- Completed the water supply service agreement, completed the adjustment of the master plan of social housing, completed the construction permit of the Phase 4 compost manure factory with a capacity of 840 tons/day, completed the adjustment of the technical budget of the incinerator project, collected gas for power generation, with a capacity of 8,400kg/hour, Completed the water exploitation license to increase the total capacity of Di An WTP to 150,000 m³/day and Tan Hiep WTP to reach 370,000 m³/day.

2. Difficult:

- Prices of raw materials, electricity, oil, chemicals... the use is increasing, while the unit prices of the products provided have not been adjusted appropriately, are still in the process of finalizing, submitting to the Provincial People's Committee for approval the price plan including: unit prices of clean water, waste, wastewater.
- Order and procedures for handling and settling affairs of departments, departments and localities... there are some reservations and stagnation that have affected the progress of implementation and completion of a number of works such as: the water supply planning in the planning of Binh Duong province is behind schedule compared to expected, the planning of 1/500 Tan Hiep WTP, the regulation 06:2022 on fire protection is too strict, ... causing difficulties in meeting the dossiers of investment projects, in addition, the settlement of social housing at An Phu has not been completed, the progress of land recovery of the Tan Long waste treatment project...
- The wastewater collection and treatment contract for the last 6 months of 2023 of 4 drainage plants has not been extended, so the corresponding revenue has not been recorded in this field of about 46.8 billion VND.
- Although efforts have been made to strengthen the development of customer connection, the output of water supplied to households has grown more than the previous year, but in 2023, the general impact after the covid epidemic still continues, the operation of a large number of enterprises in Binh Duong province has also been suspended, production and business have also been disrupted, which has also caused output water consumption for production has also decreased.
- In order for the reception, management and operation of companies in Long An and Quang Binh area to achieve high efficiency, BIWASE needs to make great efforts to meet the requirements of financial resources, administrative personnel, administration, management, as well as construction operation techniques here in order to control costs well, profits and revenue, but it also takes time to promote the desired effect.
- In 2023, to meet the demand for synchronous investment, in parallel with infrastructure works in Binh Duong province, a number of existing water supply pipelines of some BIWASE branches need to be relocated and replaced, which has increased investment costs as follows: Expansion of National Highway 13 (Thuan An Industrial Branch), University Road 402 – Tan Uyen (Di An Industrial Station, TDM), Huynh Van Luy Street – TDM City (TDM Industrial Branch), DT Road 746 – Tan Uyen Town (Tan Uyen Industrial Park): DT 743 Road (Di An Industrial Station).

PART III

PRODUCTION AND BUSINESS PLAN IN 2024

Overcoming all difficulties still affected by the epidemic, each leader, manager, and worker always strives to improve themselves, increase labor productivity next year higher than the previous year, and satisfy customers more and more. From there, some targets set by the company's plan, specifically as follows:

3.1 Proposal targets of the 2024 plan:

- Total revenue: 4,100 billion VND (including internal revenue),
- Profit after tax: ≥ 700 billion, VND
- Water Loss Rate: $\leq 5\%$,
- Expected dividend: in cash $\geq 13\%$ of charter capital
- Commercial water: $\geq 192,700,000 \text{ m}^3$
- The amount of waste received and treated: increased \approx by 3% compared to 2023
- Amount of wastewater collected and treated: up $\approx 11\%$ compared to 2023
- Water supply customers: increased to $\geq 23,000$ connections
- Ensure the implementation of key projects on schedule, Repair, repair and procurement of equipment to ensure production and business plans.

3.2 Propose implementation solutions

1. Water supply sector:

- Continue to invest in the network of transmission and distribution pipes to remote and remote areas, develop customer connection to provide clean water to consumers to maximize the capacity of existing works, focusing on accelerating investment in the expansion of Chon Thanh Water Turbine Station, the capacity will increase by about 30,000 m³/day, expand the water supply network in Bau Bang, Phu Giao, Dau Tieng, Tan Uyen, Chon Thanh - Binh Phuoc.
- Continue to complete, submit and soon approve the clean water price plan.
- Invest in improving facilities, increase the capacity of Nhi Thanh water plant by 60,000 m³/day, increase the capacity of Gia Tan in 2025 to reach 40,000 - 50,000 m³/day.
- Improve efficiency in administration and operation management, consolidate the operating apparatus, develop operational processes and regulations so as to enhance production and business efficiency, reduce costs... at companies in Long An and Quang Binh areas.

2. Waste treatment sector:

- Strengthen the collection and treatment of all received waste, promote the waste treatment capacity of the waste treatment line into organic fertilizer, with a capacity of 840 tons/day in phase 4, incinerator: capacity of 200 tons/day combined with 5MW power generation.
- Investing in incinerators with a capacity of 500 tons/day combined with 12MW power generation.
- To develop and expand the business and strengthen the promotion and marketing of elephant brick and elephant fertilizer products, to invest in the production and consumption system for the development of Terrazzo brick products.
- Continue to complete and submit for approval the waste tipping fee plan.

- Accelerating the progress of compensation, support and site clearance (about 400 hectares) for the construction of Tan Long Commune Solid Waste Treatment Complex, Phu Giao District, Binh Duong Province.

3. Wastewater collection and treatment sector:

- Complete the approval of the plan on treatment tipping fee for domestic wastewater drainage services.
- Strengthen customer connection and improve relevant mechanisms and policies in the field of wastewater treatment.

4. Others sector:

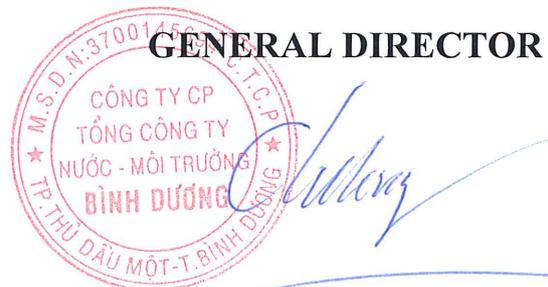
- Efforts to find and mobilize financial resources, especially preferential capital sources with low interest rates to meet the development investment needs of BIWASE.
- Apply scientific and technological achievements, improve production and business efficiency, improve working conditions, reduce water loss, apply informatics to improve the efficiency of management and customer service.
- Continue to raise awareness of employees, improve the capacity to perform tasks, improve the administration, effective operation management, and save costs, Focus on improving the quality of human resources, consolidating the management apparatus, increasing productivity and labor efficiency.
- Continue to promote the implementation of tasks, promote production and business... to complete the plan and resolution set out at the 2024 General Meeting of Shareholders.

The above is the report on production and business performance in 2023 and the direction of business activities in 2024 to be submitted to Biwase Annual General Meeting of Shareholders in 2024 for consideration.

Sincerely, greetings.

Recipient:

- As above
- Board of Directors
- Save



Trần Chiến Công

ADDENDUM

* Connection of water supply customers changed in 2023: **18,997** customers and accumulated to 31/12/2023: **372,177** customers, specifically as follows:

| S T T | BRANCH | CUSTOMERS +/- DURING PERIOD | | | | | CUMULATIVE CUSTOMERS UNTIL 31/12/2023 | | | | |
|-------------|-------------------|-----------------------------|-----------|-------------------|---------------|---------------|---------------------------------------|--------------|-------------------|----------------|----------------|
| | | Business, services | HCSN | Production Export | People employ | PLUS | Business, services | HCSN | Production Export | People employ | PLUS |
| 1 | THU DAU MOT | 27 | 7 | -1 | 4,059 | 4,092 | 761 | 458 | 292 | 78,489 | 80,000 |
| 2 | DI AN | -42 | -2 | -29 | 3,552 | 3,479 | 933 | 500 | 1,323 | 123,624 | 126,380 |
| 3 | COMPLEX | 147 | 28 | 145 | 4,163 | 4,483 | 277 | 258 | 4410 | 64,207 | 69,152 |
| 4 | TAN UYEN | 5 | 5 | 108 | 1,863 | 1,981 | 57 | 152 | 1,129 | 16,582 | 17,920 |
| 5 | OIL VOICE | 1 | 1 | 0 | 300 | 302 | 43 | 61 | 0 | 5,466 | 5,572 |
| 6 | PHUOC VINH | 1 | 4 | 1 | 118 | 124 | 18 | 83 | 4 | 3,737 | 3,842 |
| 7 | BAU BANG | 10 | 23 | *-435 | 1,552 | 1,150 | 21 | 82 | 2,639 | 10,178 | 12,920 |
| 8 | THUAN AN EXPORT | 7 | 23 | -1 | 2,030 | 2,059 | 644 | 251 | 428 | 45,975 | 47,298 |
| 9 | CHON THANH BRANCH | 4 | 10 | 22 | 1,291 | 1,327 | 48 | 72 | 353 | 8,620 | 9,093 |
| | SUM | 160 | 99 | -190 | 18,928 | 18,997 | 2,802 | 1,917 | 10,578 | 356,880 | 372,177 |

Note: * At Bau Bang water supply branch: due to the conversion of the customer's name from the enterprise (Binh Duong Rubber Joint Stock Company, Binh Duong Business Joint Stock Company and PT Duong) to the individual owner of the workers' houses, the purpose of water use should be changed from production to civil,

* Detailed table of consumption and production in 2023, specifically as follows:

| S T T | BRANCH Water supply | Water Consumption (m ³) | Water into the network (m ³) | In which | | Notes | |
|-------------|---------------------|-------------------------------------|--|-----------------------------------|--|------------|---|
| | | | | From Production (m ³) | Country of purchase TDMW (m ³) | | Buy in-house (m ³) |
| 1 | Thu Dau Mot | 19,530,270 | 21,675,826 | 7,232,186 | | 14,443,640 | - KLH: 5,178,526m ³ - Di An: 2,722,403 m ³ - Thuan An: 5,542,711 m ³ |

| | | | | | | | |
|--------------|------------|--------------------|--------------------|--------------------|-------------------|-------------------|--|
| 2 | Di An | 60,812,485 | 93,648,044 | 36,167,664 | 57,480,380 | - | CP TDM: 57,480,380m ³ |
| 3 | Complex | 51,216,809 | 58,942,926 | 58,881,818 | - | 61,108 | - Bau Bang: 61,108 m ³ |
| 4 | Tan Uyen | 11,742,673 | 12,158,237 | 12,158,237 | - | - | |
| 5 | Dau Tieng | 982,943 | 1,000,333 | 1,000,333 | - | - | |
| 6 | Phuoc Vinh | 704,695 | 746,638 | 746,638 | - | - | |
| 7 | Bau Bang | 10,579,032 | 9,223,753 | - | 9,137,940 | 85,813 | - TDM CP : 9,137,940 m ³ - Chon Thanh: 85,813 m ³ |
| 8 | Thuan An | 15,910,783 | 23,688,780 | - | - | 23,688,780 | Area: 23,688,780 m ³ |
| 9 | Chon Thanh | 11,586,531 | 11,811,871 | 11,811,871 | - | - | - |
| Total | | 183,066,221 | 232,896,408 | 127,998,747 | 66,618,320 | 38,279,341 | - |

*** The total number of kilometers of water supply pipelines currently managed and used by the company until 31/12/2023: 6,652,438m,**

| STT | Factory Name | Number of management and exploitation pipelines (m) |
|--------------|---------------------------------|---|
| 1 | Industrial Complex | 1,355,058 |
| 2 | Di An Industrial Company | 1,313,779 |
| 3 | TDM Town | 1,883,445 |
| 4 | Tan Uyen Industrial Enterprises | 497,331 |
| 5 | Thuan An Industrial Industry | 262,272 |
| 6 | Phuoc Vinh Industrial Park | 85,719 |
| 7 | Dau Tieng Industrial Industry | 78,978 |
| 8 | Bau Bang Industrial Park | 605,818 |
| 9 | Chon Thanh Water Supply Branch | 570,038 |
| Total | | 6,652,438m |

*** Total km of existing drainage pipes at wastewater branches: 1,067,6 Km**

Unit: Km

| STT | Branch wastewater | Level 1 pipeline (D400mm-1,200mm) | Grade 2 Pipeline (D200mm-350mm) | Level 3 pipeline (D110mm-160mm) | Pressure Hose | Sum plus |
|--------------|-------------------|-----------------------------------|---------------------------------|---------------------------------|---------------|----------------|
| 1 | Thu Dau Mot | 25 | 81 | 264 | 11 | 381 |
| 2 | Thuan An | 16,4 | 52,9 | 220,7 | | 290 |
| 3 | Tan Uyen | 22,3 | 11,9 | 81,3 | 2,5 | 118 |
| 4 | Di An | 21,7 | 33,7 | 216 | 7,2 | 278,6 |
| Total | | 85,4 | 179,5 | 782 | 20,7 | 1,067,6 |

* Revenue, expenses, and gross profit in 2023 are detailed in the company's main areas of operation, specifically as follows:

| STT | Main areas of activity | Turnover | | Cost | | Gross Profit | | % Profit /DT |
|--------------|------------------------|---------------------|-----------------|---------------------|-----------------|---------------------|-----------------|--------------|
| | | Value (Billion VND) | Percent age (%) | Value (Billion VND) | Percent age (%) | Value (Billion VND) | Percent age (%) | |
| 1 | Water supply | 2,308 | 58% | 1,771 | 53% | 481 | 80% | 21% |
| 2 | Waste Disposal | 908 | 23% | 865 | 26% | 35 | 6% | 4% |
| 3 | Wastewater Treatment | 114 | 3% | 114 | 4% | -0,45 | - | - |
| 4 | Other activities | 647 | 16% | 561 | 17% | 85 | 14% | 13% |
| Total | | 3,977 | 100% | 3,311 | 100% | 600 | 100% | 15% |

The wastewater treatment plant suffered losses due to not accounting for the cost, the corresponding revenue has not been recorded in the last 6 months of 2023, if it is recorded, the profit achieved will be $(46,8 - 32,5 = 14,3$ billion VND), so the profit of the wastewater treatment plant will reach 13,85 billion VND.

* Statistics of some main indicators in 2023 by month,

| Month | Implementation in 2023 by main areas of activity | | | | | Notes |
|-------|--|---------------------------|---|----------------------------------|-------------------------------------|-------|
| | Revenue (billion VND) | ST Benefits (Billion VND) | Clean water consumption (m ³) | Waste Generation Handling (tons) | Wastewater output (m ³) | |
| 1 | 227 | 56 | 14,204,767 | 71,218 | 1,489,018 | |
| 2 | 230 | 44 | 14,403,132 | 71,102 | 1,422,706 | |
| 3 | 304 | 65 | 14,686,487 | 76,851 | 1,623,893 | |
| 4 | 321 | 67 | 16,166,262 | 76,280 | 1,591,946 | |
| 5 | 300 | 68 | 15,481,105 | 80,112 | 1,653,694 | |

| | | | | | | |
|-------------|--------------|------------|--------------------|----------------|-------------------|--|
| 6 | 354 | 32 | 15,689,258 | 82,600 | 1,620,264 | |
| 7 | 255 | 53 | 15,007,015 | 82,372 | 1,686,567 | |
| 8 | 330 | 63 | 15,318,434 | 80,135 | 1,692,925 | |
| 9 | 291 | 44 | 16,137,417 | 75,248 | 1,662,082 | |
| 10 | 333 | 49 | 15,121,134 | 82,141 | 1,730,471 | |
| 11 | 400 | 52 | 15,653,562 | 77,542 | 1,685,770 | |
| 12 | 632 | 8 | 15,697,348 | 76,457 | 1,751,824 | |
| PLUS | 3,977 | 601 | 183,565,921 | 932,058 | 19,611,160 | |

**SUMMARY OF CONSOLIDATED FINANCIAL STATEMENT (AUDITED)
From 1/1/2023 to 31/12/2023**

To: 2024 General Shareholder Meeting

I. BALANCE STATEMENT

| Code | Assets | 31/12/2023 | 01/01/2023 |
|------------|---|---------------------------|--------------------------|
| | | VND | VND |
| 100 | A. Current Assets | 2,705,825,961,123 | 2,786,194,240,014 |
| 110 | I. Cash and cash equivalents | 655,358,928,798 | 275,261,970,068 |
| 120 | II. Short-term investments | 264,713,893,040 | 871,911,342,466 |
| 130 | III. Short-term Receivables | 780,691,722,745 | 912,083,198,836 |
| 140 | IV. Inventories | 923,220,324,371 | 713,823,785,462 |
| 150 | V. Other short-term assets | 81,841,092,169 | 13,113,943,182 |
| 200 | B. NON-CURRENT ASSET | 9,415,894,420,405 | 7,201,097,917,909 |
| 210 | I. Long-term Receivables | 952,023,246,203 | 952,062,290,878 |
| 220 | II. Fixed assets | 4,537,573,373,620 | 3,616,648,154,874 |
| 221 | 1. Tangible fixed assets | 4,432,315,039,276 | 3,512,155,476,057 |
| 227 | 2. Intangible fixed assets | 105,258,334,344 | 104,492,678,817 |
| 240 | IV. Long-term assets in progress | 1,395,492,701,794 | 999,951,284,685 |
| 242 | Construction in progress | 1,395,492,701,794 | 999,951,284,685 |
| 250 | V. Long-term investments | 2,089,234,274,749 | 1,446,730,017,941 |
| 260 | VI. Other long-term assets | 441,570,824,039 | 185,706,169,531 |
| 270 | TOTAL ASSETS | 12,121,720,381,528 | 9,987,292,157,923 |
| 300 | C. LIABILITIES | 7,157,962,992,190 | 5,449,453,701,636 |
| 310 | I. Current liabilities | 2,384,770,328,872 | 1,989,020,330,518 |
| 330 | II. Non-Current liabilities | 4,773,192,663,318 | 3,460,433,371,118 |
| 400 | D. OWNER'S EQUITY | 4,963,757,389,338 | 4,537,838,456,287 |
| 410 | I. Owner's Equity | 4,963,757,389,338 | 4,537,838,456,287 |
| 411 | 1. Contributed capital | 1,929,200,000,000 | 1,929,200,000,000 |
| 412 | 2. Share premium | 621,342,364,000 | 621,342,364,000 |

| | | | |
|------------|-------------------------------------|---------------------------|--------------------------|
| 418 | 3. Development and Investment Funds | 1,135,138,700,481 | 888,750,111,957 |
| 421 | 4. Retained Earnings | 1,018,524,365,687 | 956,656,429,405 |
| 422 | 5. Capital expenditure funds | 97,817,204,031 | 97,817,204,031 |
| 429 | 6. Non-controlling interests | 161,734,755,139 | 44,072,346,894 |
| 440 | TOTAL RESOURCES | 12,121,720,381,528 | 9,987,292,157,923 |

II. INCOME STATEMENT

| Code | Items | 2023 | 2022 | Rate of Increase |
|-----------|--|--------------------------|--------------------------|------------------|
| | | VND | VND | % |
| 1 | Revenue from sales and service provision | 3,525,936,181,744 | 3,483,746,674,741 | 1.21% |
| 2 | <i>Net Revenue from sales of goods and rendering of services</i> | | | |
| 10 | Net revenue from sales and service provision | 3,525,936,181,744 | 3,483,746,674,741 | 1.21% |
| 11 | Cost of goods sold | 1,962,320,990,062 | 2,062,680,280,274 | -4.87% |
| 20 | Gross profit from sales and service provision | 1,563,615,191,682 | 1,421,066,394,467 | 10.03% |
| 21 | Financial income | 126,290,131,217 | 104,210,980,933 | 21.19% |
| 22 | Financial expenses | 394,531,834,851 | 225,660,680,172 | 74.83% |
| 23 | - Including: Interest expenses | 344,396,591,022 | 170,492,600,996 | 102.00% |
| 24 | Share of profit or loss in joint ventures and associates | 43,376,178,662 | 18,153,543,479 | 138.94% |
| 25 | Selling expenses | 370,124,454,272 | 320,162,135,327 | 15.61% |
| 26 | General and administrative expenses | 213,812,575,167 | 181,992,620,764 | 17.48% |
| 30 | Operating profit | 754,812,637,271 | 815,615,482,616 | -7.45% |
| 31 | Other income | 42,670,265,992 | 50,149,673,891 | -14.91% |
| 32 | Other expenses | 35,580,675,160 | 27,597,411,366 | 28.93% |
| 40 | Other profit | 7,089,590,832 | 22,552,262,525 | -68.56% |
| 50 | Total accounting profit before tax | 761,902,228,103 | 838,167,745,141 | -9.10% |
| 51 | Current corporate income tax expense | 71,320,504,438 | 92,568,734,222 | -22.95% |
| 52 | Deferred corporate income tax expense | 8,600,158,501 | (960,659,967) | 995.23% |
| 60 | Profit after corporate income tax | 681,981,565,164 | 746,559,670,886 | -8.65% |

III. FINANCIAL KEY PERFORMANCE INDICATORS

| Note | 2023 | 2022 | Rate of Inc/Dec |
|-------------------------------------|--------------------|-------------------|-----------------|
| Total Assets | 12,121,720,381,528 | 9,987,292,157,923 | 21.37% |
| Short-term assets | 2,705,825,961,123 | 2,786,194,240,014 | -2.88% |
| Liabilities | 7,157,962,992,190 | 5,449,453,701,636 | 31.35% |
| Current liabilities | 2,384,770,328,872 | 1,989,020,330,518 | 19.90% |
| Inventories | 923,220,324,371 | 713,823,785,462 | 29.33% |
| Owner's Equity | 4,963,757,389,338 | 4,537,838,456,287 | 9.39% |
| Sales | 3,525,936,181,744 | 3,483,746,674,741 | 1.21% |
| COGS | 1,962,320,990,062 | 2,062,680,280,274 | -4.87% |
| Operating Income | 754,812,637,271 | 815,615,482,616 | -7.45% |
| Other Income | 7,089,590,832 | 22,552,262,525 | -68.56% |
| Profit before tax | 761,902,228,103 | 838,167,745,141 | -9.10% |
| Profit after tax | 681,981,565,164 | 746,559,670,886 | -8.65% |
| 1. Quick Ratio | | | |
| - Quick Ratio | 1.135 | 1.401 | |
| 2. Capital Indicators | | | |
| - Debt / Total Assets | 0.591 | 0.546 | |
| - Debt / Owner Equity | 1.442 | 1.201 | |
| 3. Operation Indicators | | | |
| -Inventories Turn over | 2.397 | 2.923 | |
| -Sales / Total Assets | 0.291 | 0.349 | |
| 4.Profitabilities Indicators | | | |
| - Return on sales (ROS) | 19.34% | 21.43% | |
| - Return on equity (ROE) | 13.74% | 16.45% | |
| - Profit after tax/ Equity | 35.35% | 38.70% | |
| - Return on Asset (ROA) | 5.63% | 7.48% | |
| - Earning before tax | 21.41% | 23.41% | |

Binh Duong, Date month year 2024

Prepared by



Võ Thanh Nhân

Chief Accounting



Nguyễn Thị Mộng Thương

General Director



Trần Chiến Công



BIWASE

BINH DUONG WATER – ENVIRONMENT CORPORATION - JSC

No 11 Ngo Van Tri – Phu Loi Ward – Thu Dau Mot City – Binh Duong Province

Tel: +84 - 274 – 3827789-3825172

Web: biwase.com.vn

Thu Dau Mot, February 27, 2024

REPORT OF THE SUPERVISORY BOARD

To: The Annual General Meeting of Shareholders in 2024

- Pursuant to the Charter of Binh Duong Water and Environment Corporation - Joint stock company.
- Pursuant to the Regulations on the activities of the Supervisory Board.
- Pursuant to the business performance report, financial statements, and the evaluation report on the management and operations of the Company in 2023.

The Supervisory Board has implemented inspections, supervision, and appraisal of the business performance report, financial supervision report, and evaluation of the Company's management and operations for 2023. The Supervisory Board hereby reports to the 2024 Annual General Meeting of Shareholders as follows:

I. ACTIVITIES OF THE SUPERVISORY BOARD

1.1 Inspection of the operation activities during the Term:

The Supervisory Board was elected by the General Meeting of Shareholders and currently consists of three members:

| No. | Member | Position | Start/End Date | Qualifications |
|------------|---------------------------|-------------------|--------------------------|----------------------------------|
| 1 | Mrs. Duong Anh Thu | Head of the Board | Elected since 22/09/2016 | Bachelor of Economics |
| 2 | Mr. Nguyen Duc Bao | Member | Elected since 20/03/2018 | Master of Finance and Accounting |
| 3 | Mrs. Nguyen Thi Thu Trang | Member | Elected since 31/03/2023 | Bachelor of Economics |

Meetings in 2023:

| No. | Supervisory Board Member | Number of Meetings Attended | Attendance Rate | Voting Rate | Participated and Certified in Training |
|-----|---------------------------|-----------------------------|-----------------|-------------|--|
| 1 | Mrs. Duong Anh Thu | 3/3 | 100% | 100% | x |
| 2 | Mr. Nguyen Duc Bao | 3/3 | 100% | 100% | x |
| 3 | Mrs. Nguyen Thi Thu Trang | 3/3 | 100% | 100% | x |

In 2023, the Supervisory Board performed the following key tasks:

- Inspected, supervised the activities of the Board of Directors (BOD) and the Company's General Director in compliance with the Company's Charter, enterprise operation regulations, resolutions of the General Meeting of Shareholders, and resolutions of the BOD.
- Conducted legal inspections ensuring corporate activities were in accordance with the established regulations and provided legal support to subsidiaries and affiliates to meet legal requirements and enhance effectiveness.
- Checked legal documents to assist the BOD, the General Director, and branches in efficiently performing their duties and striving to meet the targets set for 2023.
- Examined the legality, accuracy, and diligence in accounting organization, verified production and business activity figures, and reviewed quarterly, semi-annual, and annual financial statements to ensure accounting and financial management compliance as well as transparency in related party transactions.
- Monitored the aggregation and balancing of medium- and long-term investment capital of BIWASE to facilitate effective cash flow and financial management by the executive board.
- Organized meetings between the company and investors/shareholders, addressing their concerns regarding BIWASE.
- Participated in managing risks related to business operations, investments, policies, and corporate finances, providing risk warnings to help the executive board mitigate risks and operate more effectively.
- Disclosed information according to public company regulations applicable to large-scale enterprises.
- Attended BOD meetings and other relevant tasks.

1.2 Supervision of the Board of Directors in 2023:

In 2023, the Board of Directors held meetings to disclose information, discuss and make decisions within their authority, primarily regarding business plans, dividend distribution proposals, and decisions on other matters requiring BOD approval as per regulations (details in the BOD Chairman's report).

1.3 Supervisory Board's Plan and Orientation for 2024:

- Continue inspection and supervision duties as per the Enterprise Law and the Company's Charter.
- Update and improve corporate regulations and legal foundations to comply with the Enterprise Law, Securities Law, etc., and enhance legal support to meet the growing operational scale of BIWASE.
- Coordinate with internal audits to enhance inspection and supervision at branches and subsidiaries, contributing to added value and reducing operational risks for the company.
- Monitor the legal and procedural compliance and effectiveness of the company's investment in development and expansion activities within Binh Duong province and other regions such as Binh Phuoc, Can Tho, Dong Nai, Long An, Quang Binh, etc.
- Supervise the legal activities related to information disclosure, ensuring compliance with the requirements for a large-scale public company.
- Oversee the BOD and executive board in executing corporate governance and supporting branches in implementing the 2024 General Meeting of Shareholders' resolutions.

1.4 Salaries, Remuneration, Bonuses, and Other Benefits for Supervisory Board Members:

Members of the Supervisory Board receive salaries, remuneration, bonuses, and other benefits, which are balanced within the targets allocated per regulations and resolutions of the General Shareholder Meeting. Details are provided in the explanatory notes of the 2023 Consolidated Financial Statements (page 62), audited and published on BIWASE's website: www.biwase.com.vn.

The Supervisory Board held three meetings in 2023, mainly to discuss the implementation, assignment of tasks, and report on the results achieved by Supervisory Board members in implementing their duties.

1.5 Transactions with Related Parties:

Details are provided on pages 59-62 of the 2023 Consolidated Financial Statements and in sections V.4.1 and V.4.2 of the 2023 Corporate Governance Report, published on the company's website: www.biwase.com.vn.

II. EVALUATION OF MANAGEMENT AND BUSINESS OPERATIONS IN 2023

2.1 Corporate Governance by the Board of Directors:

The Board of Directors performed its duties in accordance with the BOD's operational regulations. All meetings were conducted as per the Company's Charter. The meeting content and resolutions were relevant to the tasks and authority of the BOD.

During the intervals between regular BOD meetings, when urgent matters within the BOD's authority needed to be resolved, additional meetings were held with full participation from the Supervisory Board.

2.2 Operations of the Executive Board:

The Company's Executive Board fully and promptly executed the resolutions and decisions of the BOD. They proactively planned, managed, and utilized resources, assigning tasks in a timely, reasonable, and effective manner within the management team to direct and operate business activities. They fulfilled obligations to the state and ensured employee policies were implemented. Despite post-pandemic challenges, the Executive Board ensured income growth for employees, motivating long-term commitment to the company.

With the efforts of all staff, the solidarity within the Executive Board, and timely guidance from the BOD, the company gradually overcame difficulties during and after the COVID-19 pandemic to complete business plans as per the BOD's resolutions.

2.3 Evaluation of Cooperation between the Supervisory Board, BOD, Executive Board, and Shareholders:

In 2023, the BOD, Supervisory Board, and Executive Board closely coordinated in managing and operating the company.

All BOD meetings invited the Executive Board and the Supervisory Board to participate, providing input to refine corporate governance mechanisms and policies.

The BOD's resolutions were highly agreed upon and promptly provided to the Supervisory Board and the Executive Board.

The Executive board and Supervisory Board addressed shareholders' and investors' concerns in a timely and satisfactory manner.

III. APPRAISAL OF THE 2023 FINANCIAL STATEMENTS

3.1 Preparation and Audit of Financial Statements:

At the time of supervision, the 2023 Financial Statements of the Company were completed by an independent audit firm (AASC Auditing Firm Co., Ltd.), including: the Report of Business Performance, Balance Sheet, Cash Flow Statement, Report on State Tax Liabilities, and Notes to the 2023 Financial Statements.

Based on the financial statements and related reports, after review, the Supervisory Board concludes:

- Accounting documents are well-organized and adequately maintained, meeting inspection and supervision requirements. The report forms are clear and comply with regulations.
- The Company adheres to current accounting standards and practices, as well as Vietnamese accounting standards, and is preparing to implement financial statements according to international standards.
- The 2023 financial statement figures accurately reflect the financial situation of the Company as of December 31, 2023.
- The Supervisory Board agrees with the 2023 financial statement figures of the Company.

3.2 Comments on 2023 Financial Report Results:

3.2.1 Key Indicators of Business Performance:

Summary of Water Consumption in 2023 by Purpose Compared to 2022:

| No | Used | Water consumption | | | | Increase by 2022 | |
|--------------|--|---------------------------|--------------|---------------------------|--------------|--------------------------|-----------|
| | | 2023 (m ³) | Ratio (%) | 2022 (m ³) | Ratio (%) | +/- (m ³) | % |
| 1 | Household | 89,908,958 | 49% | 84,611,440 | 47% | 5,297,518 | 6% |
| 2 | Production | 88,165,216 | 48% | 91,271,625 | 50% | -3,106,409 | -3% |
| 3 | Others (institution, commercial,...) | 4,992,047 | 3% | 5,362,706 | 3% | -370,659 | -7% |
| Total | | 183,066,221 | 100% | 181,245,771 | 100% | 1,820,450 | 1% |

Continuing to be heavily affected by the COVID-19 pandemic, in 2023 and up to now, the socio-economic development of the province has also faced many difficulties, most industrial production and economic sectors have been negatively affected, businesses operate moderately, Even many businesses are in a situation where they have to dissolve due to no orders, prices of raw materials, input materials, and transportation costs,... the increase has affected the water consumption for production purposes decreased by 3%, the company's business decreased by 7%. However, with this efforts to increase investment in development and new connections, in 2023, domestic water production has grow by 6% and total water consumption in 2023 has increase by 1% compared to 2022.

* Total revenue (consolidated FS), profit before tax and after tax in the company's main business operation in 2023 compared to 2022 are as follows:

| No | Business segment | Revenue (billion VND) | | | | Profit before tax (billion VND) | | | | Profit after tax (billion VND) | | | | % P.a.t/Re 2023 |
|--------------|------------------|--------------------------|--------------|-----------------|-------------|------------------------------------|--------------|-----------------|-------------|-----------------------------------|--------------|-----------------|-------------|--------------------|
| | | 2022 | 2023 | Growth rate (%) | Ratio (%) | 2022 | 2023 | Growth rate (%) | Ratio (%) | 2022 | 2023 | Growth rate (%) | Ratio (%) | |
| 1 | Water supply | 2,159 | 2,321 | 8% | 62% | 643 | 579.1 | -10% | 76% | 581.6 | 516.3 | -11% | 76% | 22% |
| 2 | Waste treatment | 707 | 711 | 1% | 19% | 0,9 | 4.6 | 423% | 1% | 13.1 | 4.3 | -67% | 1% | 1% |
| 3 | Waste water | 151 | 72 | -52% | 2% | 22,7 | -7.8 | -134% | -1% | 18.7 | -5,2 | -128% | -1% | -7% |
| 4 | Others | 639 | 634 | -1% | 17% | 171,5 | 186 | 8% | 24% | 133.1 | 166.5 | 25% | 24% | 26% |
| Total | | 3,656 | 3,738 | 2% | 100% | 838 | 761.9 | -9% | 100% | 746.6 | 681.9 | -9% | 100% | 18% |

Note: The wastewater treatment revenue losses due to unrecord of the corresponding costs and revenues that have not been recorded in the last 6 months of 2023, if it is recorded, the profit achieved will be $(46.8 - 32.5 = 14.3)$ billion VND), so the profit of the wastewater treatment business will reach 9.1 billion VND.

Comment:

As a result, total revenue and income subsidiaries company, according to the consolidated financial statements in 2023 reached 3,738 billion VND, an increase of 2% compared to 2022 (3,656 billion VND), of which the clean water segment accounted for 62%, waste accounted for 19%, With efforts to reduce costs, Cost of goods sold in 2023 decreased by 5% compared to 2022, however due to interest costs increasing by 75% compared to 2022,... Profit after tax in 2023 will only reach 682 billion VND, down from 2022: 9%, of which clean water accounted for 76%, waste accounted for 1%, and other activities accounted for 24%. The company's profit margin after tax/Total revenue in 2023 will reach 18%, of which other activities will reach 26%, water supply will reach 22%.

The reason why the water supply sector operates efficiency is because it is the main field of BIWASE operation, Biwase focuses on investing in expanding and increasing water supply capacity in a timely manner, strengthening the rapid development of water users, meeting water demand as well as reducing the water loss rate to the maximum possible level with the water loss rate in 2023 reaching a stable 5%.

In the waste treatment sector, revenue growth reached 101%, however, profit after tax in 2023 decreased compared to 2022 due to a decrease in industrial waste collection and

treatment services revenue that was the effected of the manufacturing production activities still affected after the epidemic.

Other sectors (including bottled water, stationery, fertilizers, buying and selling supplies, etc.) decreased revenue by 1%, compared to 2022, but profit after tax grew by 125% compared to 2022 and the others revenue/total revenue ratio reached 26%.

Particularly for the wastewater treatment sector, due to the revenue data in 2022 recording the remaining unrecorded amount of 2021, in addition, the income in 2023 is a loss due to not accounting for the cost in the corresponding revenue has not been recorded in the last 6 months of 2023, if it is recorded (46.8 billion VND), the profit will reach 9.1 billion VND, so some relevant implementation targets in 2022 cannot be compared. This unrecorded revenue will be recorded in the financial statements for the first 6 months of 2024.

3.2.2 Dividend payment for the year 2023:

* The payment of dividends in 2022:

- ✓ Approved payment of dividend in advance: 13% of capital (1,300 VND/share: equal to the dividend payment approved at the General Meeting of Shareholders in 2022).
- ✓ Form of dividend payment in 2022: 100% cash.
- ✓ Total dividend payment value in 2022: 250,796 billion VND.
- ✓ Last registration date: 31/01/2023.
- ✓ Payment date from: 26/04/2023.

* The advance payment of dividends in 2023:

- ✓ Dividend Advance Payment: 14% of the capital
- ✓ Form of dividend payment in 2023: paid in 100% shares.
- ✓ Expected completion time: 6/2024.

3.3 Summary of Biwase's Profitability Indicators for the year 2023:

Summary of 2023 Profitability Compared to 2022:

| No | Financial indicator | Unit | Period | | Diff (+/-) |
|-----------|--|------|------------|------------|------------|
| | | | 31/12/2023 | 31/12/2022 | |
| I | Profitability Indicators | | | | |
| 1 | - Total profit after tax /Sales ROS | Time | 0.19 | 0.21 | -0.02 |
| 2 | - Total profit after tax /Equity ROE | Time | 0.14 | 0.16 | -0.03 |
| 3 | - Total profit after tax/Total Asset ROA | Time | 0.06 | 0.07 | -0.02 |
| II | Operating indicators | | | | |
| 10 | - Sales / Total Assets | Time | 0.29 | 0.35 | -0.06 |

| | | | | | |
|----|----------------------------|---------------|-------|-------|-------|
| 11 | - Earnings per share (EPS) | VND/ share | 3,535 | 3,870 | -334 |
| 12 | - P/E ratio | Time | 11.65 | 11.63 | 0.03 |
| 13 | - Operating profit Margin | Time | 0.19 | 0.21 | -0.02 |

Comments:

Although the ROS, ROE, ROA indices achieved in 2023 have decreased compared to 2022, but in general, the whole market plus the instability of the stock market and the foreign exchange market, was fluctuated, the company's operating efficiency is quite high compared to enterprises operating in the same industry as well as some other industries.

3.4 Summary of Biwase's Financial Indicators for the year 2023:

| No | Financial Indicators | Period | | Difference (+/-) |
|-----------|--------------------------|------------|------------|---------------------|
| | | 31/12/2023 | 31/12/2022 | |
| I | Quick ratio | | | |
| 1 | - Current Ratio | 1.14 | 1.40 | -0.26 |
| 2 | - Quick Ratio | 0.72 | 1.04 | -0.32 |
| 3 | - Cash liquidity Ratio | 0.28 | 0.14 | 0.14 |
| II | Capital indicator | | | |
| 4 | - Debt / Total Asset | 0.59 | 0.55 | 0.04 |
| 5 | - Debt / Equity | 1.44 | 1.20 | 0.24 |
| 6 | - Equity / Total Asset | 0.41 | 0.45 | -0.04 |
| 7 | - Debt / EBITDA | 4.35 | 3.56 | 0.79 |

Comment:

Overall, some indicators of BIWASE's debt solvency in 2023 decreased compared to 2022, but its still ensured the ability to pay short-term debts.

+ In 2023, a number of loans for development investment in the water supply sector, and waste sector with capital costs incurred at the time of borrowing are still high, as well as affected by the difference in currency exchange rates for loans and interest rates before general market fluctuations, caused to the company's debt structure ratio in 2023 being basically higher than in 2022 but still within the general allowable limit as well as basically meeting the loan commitments with ADB, JICA and DEG.

IV. COMMENT, EVALUATION, AND RECOMMENDATIONS.

4.1 Comment, evaluation:

- In 2023, Biwase has fully implemented the contents set out by the General Meeting of Shareholders resolution and completed the main plan targets of 2023 (presented in the report of the General Director).

- In order to promote the projects investment efficiency as well as to meet the increasing clean water demand for residential and production in the area, in 2023, the Board of Directors has focused on directing investment in projects to expand the water supply network to remote areas, remote areas of Binh Duong province, ... and implement the waste collection and treatment bidding packages in cities and districts in the province, invest in expanding the scope of services, improving the water supply capacity outside the province such as Binh Phuoc, Dong Nai, Long An, Quang Binh, Vinh Long, Can Tho, but the effect is still slow.

- In addition, Biwase has well complied with the information disclosure in accordance with regulations of listed public companies as well as implemented legal regimes and policies in accordance with regulations in the fields of taxation, budget collection, credit, insurance, etc protection of the environment, labor, wages, financial regimes, accounting, auditing, financial reporting regimes and other reports.

4.2 Recommendation:

- It is necessary to focus on investing in the clean water segment, continue to invest in the network of transmission and distribution pipes to remote areas, develop customer connection to provide clean water to consumers to maximize the capacity of BIWASE's existing projects. In addition, in order to promptly meet the demand for clean water in BIWASE's service areas, it is necessary to focus on accelerating investment in the expansion of Chon Thanh Water Plant, with an additional capacity of about 30,000m³/day, Nhi Thanh Water Plant with an additional capacity of 60,000 m³/day., Gia Tan Water Plant with an additional capacity of about 50,000 m³/day.

- Continue to complete, submit and soon approve the plan on water tariff, waste and wastewater.

- Improve the efficiency in the administration and operation management, consolidate the operating apparatus, develop operational processes and regulations to enhance operational efficiency at BIWASE Company, at subsidiaries and associated companies in Long An and Quang Binh area, Can Tho, Vinh Long, Dong Nai, etc...

- To find and mobilize appropriate financial resources, especially preferential capital sources with low interest rates and appropriate loan conditions, to meet the development investment needs of BIWASE in order to contribute to the efficient use of investment capital as well as the restructuring of a number of more reasonable loans to achieve higher efficiency.

- Strengthen the force and specialization of information and communication work so that it is not only limited to the level of compliance but also needs to better meet the needs of

shareholders, investors, etc. contributing to building an image, developing the brand and increasing the value of BIWASE.

The content report above results of the Supervisory Board approved by the members of the Supervisory Board on the inspection and supervision of the operation situation in 2023 of Binh Duong Water - Environment Corporation - Joint Stock Company submitted at the 2024 Annual General Meeting of Shareholders.

Sincerely,

On behalf of the Supervisory Board

Head of the Supervisory Board

A handwritten signature in blue ink, consisting of a stylized 'D' followed by a horizontal line and a small flourish.

Dương Anh Thu

APPENDIX: BUSINESS PERFORMANCE AND BALANCE SHEET FOR 2023

BUSINESS PERFORMANCE RESULTS FOR 2023

(Summary according to Consolidated Financial Statements)

| Code | INDICATORS | 2023 (Billion VND) | 2022 (Billion VND) | Increase/ Decrease (+/-) | Growth Rate (%) |
|-------------|--|-------------------------------|-------------------------------|---|----------------------------|
| 1 | Revenue from sales and service provision | 3,525.94 | 3,483.75 | 42.19 | 1% |
| 10 | Net revenue from sales and service provision | 3,525.94 | 3,483.75 | 42.19 | 1% |
| 11 | Cost of goods sold | 1,962.32 | 2,062.68 | -100.36 | -5% |
| 20 | Gross profit from sales and service provision | 1,563.62 | 1,421.07 | 142.55 | 10% |
| 21 | Financial income | 126.29 | 104.21 | 22.08 | 21% |
| 22 | Financial expenses | 394.53 | 225.66 | 168.87 | 75% |
| 23 | - Including: Interest expenses | 344.40 | 170.49 | 173.90 | 102% |
| 24 | Share of profit or loss in joint ventures and associates | 43.38 | 18.15 | 25.22 | 139% |
| 25 | Selling expenses | 370.12 | 320.16 | 49.96 | 16% |
| 26 | General and administrative expenses | 213.81 | 181.99 | 31.82 | 17% |
| 30 | Operating profit | 754.81 | 815.62 | -60.80 | -7% |
| 31 | Other income | 42.67 | 50.15 | -7.48 | -15% |
| 32 | Other expenses | 35.58 | 27.55 | 8.03 | 29% |
| 40 | Other profit | 7.09 | 22.55 | -15.46 | -69% |
| 50 | Total accounting profit before tax | 761.90 | 838.17 | -76.27 | -9% |
| 51 | Current corporate income tax expense | 71.32 | 92.57 | -21.25 | -23% |
| 52 | Deferred corporate income tax expense | 8.60 | -0.96 | 9.56 | -995% |
| 60 | Profit after corporate income tax | 681.98 | 746.56 | -64.58 | -9% |

| | | | | | |
|----|---|--------|--------|--------|------|
| 61 | Profit after tax attributable to parent company | 674.46 | 742.84 | -68.38 | -9% |
| 62 | Profit after tax attributable to non-controlling interest | 7.52 | 3.72 | 3.80 | 102% |
| 70 | Basic earnings per share | 2,902 | 3,196 | -294 | -9% |

BALANCE SHEET FOR 2023

(Summary according to Consolidated Financial Statements)

| Code | INDICATORS | 2023 (Billion VND) | 2022 (Billion VND) | Increase/ Decrease (+/-) | Growth Rate (%) |
|------|-------------------------------------|--------------------------|--------------------------|--------------------------------|-----------------------|
| 100 | A. CURRENT ASSETS | 2,705.82 | 2,786.19 | -80.37 | -3% |
| 110 | Cash and cash equivalents | 655.36 | 275.26 | 380.10 | 138% |
| 120 | Short-term financial investments | 264.71 | 871.91 | -607.20 | -70% |
| 130 | Short-term receivables | 780.69 | 912.08 | -131.39 | -14% |
| 140 | Inventories | 923.22 | 713.82 | 209.40 | 29% |
| 150 | Other current assets | 81.84 | 13.11 | 68.73 | 524% |
| 200 | B. NON-CURRENT ASSETS | 9,407.08 | 7,201.10 | 2,205.99 | 31% |
| 210 | I. Long-term receivables | 952.02 | 952.06 | -0.04 | 0% |
| 220 | II. Fixed assets | 4,366.00 | 3,616.65 | 749.35 | 21% |
| 221 | Tangible fixed assets | 4,260.74 | 3,512.16 | 748.58 | 21% |
| 227 | Intangible fixed assets | 105.26 | 104.49 | 0.77 | 1% |
| 240 | III. Work in progress (WIP) | 1,558.26 | 999.95 | 558.31 | 56% |
| 242 | Construction in progress | 1,558.26 | 999.95 | 558.31 | 56% |
| 250 | IV. Long-term financial investments | 2,089.23 | 1,446.73 | 642.50 | 44% |
| 260 | V. Other non-current assets | 441.57 | 185.71 | 255.86 | 138% |
| 270 | TOTAL ASSETS | 12,112.91 | 9,987.29 | 2,125.62 | 21% |
| 300 | C. LIABILITIES | 7,149.15 | 5,449.45 | 1,699.70 | 31% |
| 310 | Current liabilities | 2,375.96 | 1,989.02 | 386.94 | 19% |
| 330 | Non-current liabilities | 4,773.19 | 3,460.43 | 1,312.76 | 38% |
| 400 | D. OWNERS' EQUITY | 4,963.76 | 4,537.84 | 425.92 | 9% |
| 410 | I. Owners' equity | 4,802.02 | 4,493.77 | 308.26 | 7% |
| 411 | Contributed capital | 1,929.20 | 1,929.20 | 0.00 | 0% |
| 412 | Share premium | 621.34 | 621.34 | 0.00 | 0% |

| | | | | | |
|-----|--------------------------------------|-----------|----------|----------|------|
| 418 | Development investment fund | 1,135.14 | 888.75 | 246.39 | 28% |
| 421 | Undistributed profit after tax | 1,018.52 | 956.66 | 61.87 | 6% |
| 422 | Capital construction investment fund | 97.82 | 97.82 | 0.00 | 0% |
| 429 | Non-controlling interest | 161.73 | 44.07 | 117.66 | 267% |
| 440 | TOTAL RESOURCES | 12,112.91 | 9,987.29 | 2,125.62 | 21% |

No: 08 /TTr-HĐQT

Binh Duong, March 2, 2023

PROPOSAL

Re: Approval of share issuance plan for 2023 dividend payment

Dear: Annual General Meeting of Shareholders 2024

- Pursuant to The Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the Socialist Republic of Vietnam;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating the implementation of certain Articles of the Securities Law;
- Pursuant to Circular 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance, providing guidance on certain matters regarding the offering and issuance of securities, public tender offers, share buybacks, registration of public companies, and revocation of public company status;
- Pursuant to the Charter on Organization and Operation of Binh Duong Water – Environment Corporation – Joint Stock Company;

The Board of Directors of Binh Duong Water – Environment Corporation – Joint Stock Company respectfully submits to the General Meeting of Shareholders for Approval of share issuance plan for 2023 dividend payment as follows:

1. Approval of share issuance plan for 2023 dividend payment:

- Name of share : Binh Duong Water – Environment Corporation – Joint Stock Company.
- Type of share : Common stock.
- Stock symbol : BWE.
- Par value of stock : 10.000 VND/share
- Issuance method : Share issuance for 2023 dividend payment
- Charter capital before issuance : 1,929,200,000,000 VND
- Number of shares issued : 192,920,000 shares.
- Number of outstanding shares : 192,920,000 shares.
- Number of each type of preferred shares : None.
- Number of treasury shares : None.
- Number of shares expected to be : **27,008,800** shares.

- Exercise ratio : **100:14** (Shareholders owning 1 share will receive 1 right. For every 100 rights, they will receive 14 new shares. The number of shares to be received will be rounded down to the nearest whole number, **corresponding to an issuance ratio of 14%**)
- Expected issuance period : It is expected that in 2024, after the State Securities Commission issues a written notice to the Company and posts on its website about the receipt of all required documentation for the Company's share issuance for dividend payment.
- Target of issuance : Existing shareholders of the Company who are listed on the shareholder registry on the record date will be entitled to receive the newly issued shares for dividend payment.
- Source of Capital for Implementation : From the undistributed net profit after tax according to the Company's audited financial statements for 2023, ensuring compliance with legal regulations
- Handling Plan of fractional shares (if any) : Shares issued for dividend payment to each shareholder will be rounded down to the nearest whole number. Any fractional shares or resulting odd lots (if any) will be canceled
*Example: Shareholder A owns 601 shares, and the exercise ratio is 100:14. Therefore, Shareholder A will receive $601 * 14 / 100 = 84.14$ shares. According to the rounding principle, Shareholder A will receive 84 new shares. The fractional part of 0.14 shares will be canceled*
- Transfer restrictions : Shares issued for dividend payment to existing shareholders are not subject to transfer restrictions.
Shares under transfer restrictions will still receive shares from the issuance. Treasury shares (if any) are not eligible to exercise the rights.
The right to receive shares issued for dividend payment is non-transferable."
- Purpose of issuance : Share issuance for the 2023 dividend is intended to increase the charter capital to support the Company's production and business activities.

2. Increase in Charter Capital, Amend the Charter, and Update the Business Registration Certificate:

The General Meeting of Shareholders approves the increase in the Company's charter capital to reflect the total value of the actual shares issued according to the aforementioned issuance plan.

Approval of amendments to the Company Charter and the adjustment of the charter capital item on the Business Registration Certificate to reflect the total value of the actual shares issued, following the approval of the issuance results report by the State Securities Commission (SSC).

3. Registration and Listing of Additional Securities:

Approval for the registration of additional securities with the Vietnam Securities Depository (VSD) and the supplementary listing of these securities on the Ho Chi Minh City Stock Exchange (HSX), in compliance with current legal regulations.

4. Approval of authorizing the Company's Board of Directors

The General Meeting of Shareholders authorizes the Board of Directors to proceed tasks related to the issuance of shares for the 2023 dividend as follows:

- Decide on amendments, supplements, and finalizations of the details of the share issuance plan and/or modify or adjust the issuance plan as necessary or as required by competent authorities to ensure the successful completion of the issuance.
- Proceed necessary procedures and tasks in accordance with Business Law, the Company's Charter, Securities Law, and stock market regulations to implement the above issuance plan;
- Select the timing of the issuance, and prepare, finalize, amend, or supplement (if any) the share issuance documentation for submission to the competent authorities;
- Determine the record date for shareholders to exercise their rights, and other relevant timelines for the issuance process, and perform procedures to finalize the shareholder list as required;
- Amend and supplement relevant provisions in the Company Charter to reflect the increased charter capital after the completion of the issuance;
- Approve the increase in charter capital and undertake the necessary legal procedures to update the charter capital in the Business Registration Certificate to match the total par value of the issued shares after the issuance completion.
- Ensure compliance with foreign ownership regulations for the sectors in which the Company is registered;
- Handle all related procedures with the State Securities Commission (SSC), the Vietnam Securities Depository (VSD), the Ho Chi Minh City Stock Exchange (HSX), and other relevant regulatory bodies
- Resolve any other issues arising from the process of issuing shares for dividend payment.

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

Sincerely!

Recipients

- As above;
- Members of BODs
- Board of General Directors
- Members of Supervisory Boards
- Archives of BOD Office

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Nguyen Van Thien

No: 07 /TTr-HDQT

Thu Dau Mot, March 2, 2024

PROPOSAL

After-tax Profit Distribution Plan 2023

DEAR: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024

- Pursuant to the Law on Enterprises passed by the 14th National Assembly of the Socialist Republic of Vietnam during its 9th session on June 17, 2020.
- Pursuant to Resolution No. 21/NQ-ĐHĐCĐ dated March 31, 2023, which was approved at the Annual General Meeting of Shareholders in 2023
- Based on the separate financial statements for the year 2023 of Binh Duong Water and Environment Corporation - Joint Stock Company, audited by AASC Company.
- Based on the consolidated financial statements for the year 2023 of Binh Duong Water and Environment Corporation - Joint Stock Company, audited by AASC Company.

The Board of Directors of Binh Duong Water and Environment Corporation - Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the after-tax profit distribution plan 2023 as follows:

| | | |
|--|---|---------------------|
| 1./ Net profit after corporate income tax on the separate financial statements 2023 | : | 600,584,503,725 VND |
| 2./ Net profit after corporate income tax on the consolidated financial statements 2023 | : | 681,981,565,164 VND |
| 3./ Distributed Net profit after corporate income tax 2023 | : | 600,584,503,725 VND |
| 4./ Stock dividend distribution 2023 (14% of the contributed charter capital) | : | 270,088,000,000 VND |
| 5./ Allocation of funds | : | 312,303,941,938 VND |
| - Development Investment Fund (35% of net profit after tax) | : | 210,204,576,304 VND |
| - Reward and Welfare Fund (14% of net | : | 84,081,830,522 VND |

net profit after tax)

- Reward and Welfare Fund (14% of net : 84,081,830,522 VND
profit after tax)

- Management Bonus Fund (3% of net : 18,017,535,112 VND
profit after tax)

6./ Net profit after corporate income tax for : 18,192,561,787 VND
2023 carried forward to the next year

7./ Remaining undistributed net profit after : 210,600,082,611 đ / 210,600,082,611 VND
tax 2022

8./ Total remaining undistributed profit : 228,792,644,398 VND

Respectfully submitted for the General Meeting of Shareholders' approval.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN



[Handwritten signature]
Nguyen Van Thien

No: 09 /TTr.DHĐCĐ

Thu Dau Mot, March 2, 2023

PROPOSAL

Regarding Profit After Tax and Fund Distribution Plan 2024

Dear: THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises passed by the 14th National Assembly of the Socialist Republic of Vietnam during its 9th session on June 17, 2020.
- Based on the Charter of Binh Duong Water and Environment Corporation – Joint Stock Company;
- Based on the 2024 Production and Business Plan.

The Board of Directors of Binh Duong Water - Environment Corporation – Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval Profit After Tax and Fund Distribution Plan 2024, as detailed below:

I./ Profit After Tax Distribution 2024:

* Projected after-tax profit for 2024: ≥ 700 billion VND:

1. Proposed cash dividend distribution 2024 (100%): with a dividend payout rate of 13% on the contributed charter capital.
2. Allocation of funds :
 - a. Bonus and Welfare Fund : 14% of after-tax profit
 - *Bonus Fund* : 13% of after-tax profit
 - *Welfare Fund* : 1% of after-tax profit
 - b. Management Bonus Fund : 3% of after-tax profit
 - c. Development Investment Fund : $\geq 35\%$ of after-tax profit
3. Remaining undistributed profit will be carried forward to the following year.

II./ Salary Fund for the Board of Directors, Audit Committee, and Executive Board of the Company 2024

1. Employee Salary Fund : 12.5% of revenue.

2. Salary Funds for the Board of Directors, : 0.4% of revenue.
Supervisory Board, and Executive Board

Respectfully submitted for the General Meeting of Shareholders' approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Nguyen Van Thien

No: 13 /TTr-HĐQT

Binh Duong, March 2, 2023

PROPOSAL

Regarding the establishment of new companies based on the restructuring and transformation of the operational forms of several branches of Binh Duong Water – Environment Corporation - Joint Stock Company (Biwase)

Dear: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024

- *Pursuant to The Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the Socialist Republic of Vietnam;*
- *Pursuant to the Charter of Binh Duong Water – Environment Corporation - Joint Stock Company (hereinafter referred to as "**the Company**" or "**Biwase**")*
- *Based on Biwase's business production plan; and*
- *Based on Official Letter No. 1424/2023/CV/IDC-BQLPTV dated December 8, 2023, from the Industrial Investment and Development Corporation, which represents state capital ownership in Biwase*

The Board of Directors of Biwase respectfully requests that shareholders review and approve the following:

Approval of the termination of operations of Biwase's branches after converting these branches into One-Member Limited Liability Companies with 100% capital contribution from Biwase

1. Conversion of branches in this period:

- a) **Conversion: Chon Thanh Water Supply Branch – Binh Duong Water – Environment Corporation - Joint Stock Company**

To: Biwase Binh Phuoc One-Member Limited Liability Company

- b) **Conversion: Urban Services Branch – Binh Duong Water – Environment Corporation - Joint Stock Company**

To: Biwase Service – Trading One-Member Limited Liability Company

- c) **Conversion: Waste Treatment Branch – Binh Duong Water – Environment Corporation - Joint Stock Company**

To: Biwase Waste Treatment Complex One-Member Limited Liability

To: Biwase Waste Treatment Complex One-Member Limited Liability Company

2. Key aspects of converting branches into Limited Liability Companies:

- Business Form: One-Member Limited Liability Company with 100% capital from Biwase
- Charter Capital of the New LLCs: Based on the value of each branch as assessed in Biwase's 2023 financial statements or the first half of 2024 financial statements, whichever is available first.
- Implementation Method: Biwase will hire a consultancy firm to determine the enterprise value and advise on the conversion process in accordance with regulations.
- Labor Utilization Plan: 100% of current employees will be retained, with no surplus staff.
- Completion Timeframe: By the end of 2024

3. Approval of Authorizing the Company's Board of Directors

The General Meeting of Shareholders authorizes the Board of Directors to implement tasks related to the establishment of new entities, restructuring, and converting the operational forms of several Biwase branches as follows:

- Decide on amendments, supplements, finalizations, and detailed regulations to ensure the successful establishment of new companies and the restructuring and conversion of operational forms.
- Proceed the necessary procedures and tasks in accordance with company law to implement the above work;
- Approve the implementation of necessary legal procedures to amend and supplement relevant provisions in the Company's Charter (if applicable).
- Resolve any other issues arising during the process of establishing new entities, restructuring, or converting the operational forms of the aforementioned branches.

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

Recipients

- As above
- Company's shareholders
- Members of BODs, Supervisory Board
- Board of General Directors
- Archives of BODs

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




Nguyen Van Thien

Số: 10 /TTr.HĐQT

Thu Dau Mot, March 2, 2024

PROPOSAL
**Regulations on Organizing the General Meeting of Shareholders Online and
Online - Offline**
(Promulgated accordance with Internal Governance Regulations)

Dear: Annual General Meeting of Shareholders 2024

- Pursuant to the Enterprise Law No. 59/2020/QH14, approved by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020 (hereinafter referred to as the “Enterprise Law 2020”)
- Pursuant to the Securities Law No. 54/2019/QH14, approved by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019 (hereinafter referred to as the “Securities Law 2019”)
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government, detailing the implementation of certain provisions of the Securities Law;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance, providing guidance on certain provisions regarding corporate governance applicable to public companies

To ensure that the operations of Binh Duong Water - Environment Corporation - Joint Stock Company are in compliance with current legal documents, the Board of Directors of Binh Duong Water - Environment Corporation - Joint Stock Company has supplemented the Regulations on Organizing the General Meeting of Shareholders Online and Online – Offline Meetings (issued together with the Company's Internal Governance Regulations).

The Board of Directors of Binh Duong Water - Environment Corporation - Joint Stock Company respectfully submits the draft Regulations on Organizing the General Meeting of Shareholders Online and Online and Online – Offline Meetings for consideration and approval by the 2024 Annual General Meeting of Shareholders as follows:

1. The Regulations consist of 4 Chapters and 17 Articles.
2. Effectiveness of the Regulations: The Regulations shall be implemented and take effect from the date of approval by the 2024 General Meeting of Shareholders.
3. The draft Regulations are attached to the Proposal and are posted on the Company's Website.

Recipients

- As above
- Company's shareholders
- Members of BODs, Supervisory Board
- Board of General Directors
- Archives of BODs

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN



Nguyen Van Thien



BINH DUONG WATER – ENVIRONMENT CORPORATION - JSC

No. 11 Ngo Van Tri, Phu Loi Ward, Thu Dau Mot City, Binh Duong Province

Tel : (+84) 274 3757677 - 3824245 Fax : (+84) 274 3827 738

Email : binhduong@biwase.com.vn - ctyctnbd@hcm.vnn.vn Website : www.biwase.com.vn

REGULATION ON ORGANIZATION OF THE 2024 ONLINE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND COMBINING IN-PERSON WITH ONLINE PARTICIPATION

(Issued in conjunction with the Internal Corporate Governance Regulation, approved by the General Meeting of Shareholders on March 25, 2024.)

- Pursuant to Law on Enterprise No. 59/2020/QH14, passed by the National Assembly;
- Pursuant to Law on Securities No. 54/2019/QH14 passed by the National Assembly;
- Pursuant to Decree No. 155/2020/ND-CP guiding the Law on Securities;
- Pursuant to Circular No. 96/2020/TT-BTC provides guidelines for disclosure information on the securities market;
- Pursuant to the Charter of Binh Duong Water – Environment Corporation - JSC;
- Pursuant to the Internal Corporate Governance Regulations Biwase.

CHAPTER I GENERAL PROVISIONS

Article 1. Governing scope and Applicable Entities

- a) This Regulation applies to the organization, participation, voting and exercise shareholder rights and obligations at the General Meeting of Shareholders of Binh Duong Water – Environment Corporation – Joint Stock Company in the format of online meetings combined with in-person participation.
- b) This Regulation applies to all shareholders of the Company listed in the Shareholder Register as of the final registration date maintained by the VSDCC sent to the Company, as well as to individuals involved in organizing the General Meeting of Shareholders.

Article 2. Definitions

- a) “In-person General Meeting of Shareholders” refers to the annual or extraordinary General Meeting of Shareholders (hereinafter referred to as the GMS) held using the traditional method, where the organizing committee and the shareholders are all present at a location previously notified to the shareholders to conduct the entire meeting agenda.
- b) “Online GMS” refers to annual or extraordinary general meetings of shareholders conducted via the internet, allowing shareholders from various locations to follow the proceedings of the meeting, participate in discussions, and exercise their voting or election rights.

- c) “Hybrid General Meeting of Shareholders” refers to a meeting organized using both in-person and online formats during the same General Meeting of Shareholders, as stipulated in the Company’s Internal Governance Regulations and the Company’s Charter.
- d) “E - Voting” means the Voting conducted by Shareholders participating in an Online General Meeting of Shareholders exercising their voting or election rights through the online voting system specified and announced by the Company.
- e) “Online Voting System” is a system that provides shareholders participating in the virtual General Shareholders' Meeting with tools to exercise their rights related to attending the virtual General Meeting of Shareholders.
- f) “Identification Factors” are the necessary information required to accurately determine whether a shareholder or their authorized representative is entitled to participate in the virtual General Meeting of Shareholders.
- g) “Access Account” includes the access username, password, and/or other authentication means (if any) provided by the Company uniquely to each shareholder.

CHAPTER II ONLINE GENERAL MEETING OF SHAREHOLDERS

Article 3. Summoning and Notification of the Online General Shareholders' Meeting

Based on the actual circumstances, the BOD decides to convene the meeting in the form of an online General Meeting of Shareholders or a hybrid online and in-person General Meeting of Shareholders in accordance with the provisions of this Regulation. In the case of an online meeting format, the BOD is authorized to independently carry out the necessary procedures and tasks to facilitate the online organization.

The summoning and notification of the online General Meeting of Shareholders shall be conducted in accordance with the provisions set forth in the Company's Charter and the internal regulations on corporate governance, just as with an in-person General Meeting of Shareholders.

Article 4. Conditions, procedures for Shareholders to Attend the Online General Meeting of Shareholders and Participate in Electronic Voting

1. Conditions for Participation:

Shareholders listed in the shareholder register (SHR) are entitled to attend the General Meeting of Shareholders, as established by the Company's notice on exercising shareholder rights.

The legal representatives of shareholders, including statutory representatives and authorized representatives, who meet the requirements set forth by law and the Company’s Charter.

2. Technical requirements:

Shareholders/ Legal Representatives attending the online General Meeting of Shareholders must have electronic devices with internet connectivity (e.g., computers,

tablets, mobile phones, or other electronic devices with internet access) and ensure a stable internet connection throughout the duration of the online meeting.

- Shareholders and their legal representatives participating in the online General Meeting of Shareholders must provide accurate email addresses and mobile phone numbers to receive access credentials for the online meeting from the electronic voting system. Shareholders and their legal representatives are responsible for the accuracy of the information provided.

3. Procedure for implementation:

Shareholders and their legal representatives participating in the online General Meeting of Shareholders must access the provided link and log in using the information provided according to Article 5 of these Regulations to join the online meeting and cast electronic votes through the electronic voting system.

Article 5. Provide access accounts and facilitate electronic voting

1. The information regarding the access link to the electronic voting system and the login credentials for participating in the online General Meeting of Shareholders will be provided in the notice or invitation letter for the General Meeting of Shareholders (or through another form of notification as determined by the BOD, depending on the timing of the meeting notice). However, this must comply with the legal requirements and the Company's Charter regarding the notification obligations for the General Meeting of Shareholders).

2. Shareholders or their legal representatives participating in the online General Meeting of Shareholders are responsible for maintaining the confidentiality of the provided access credentials to ensure that only they have the right to perform electronic voting on the electronic voting system. They are fully accountable for the information registered under these credentials.

3. If a shareholder or their legal representative participating in the online General Meeting of Shareholders requests a reissue of access credentials, the organizing committee may notify them through direct means or via email/telephone. The provision of information via email or telephone will be based on the shareholder's information from the list of eligible shareholders provided by the VSDC, as notified by the Company, or the email address of the legal representative at the time of the reissue request. Alternatively, it may be based on the email address of the proxy representative of the shareholder participating in the online General Meeting of Shareholders as indicated in the valid proxy form submitted to the Company.

4. Shareholders or their legal representatives participating in the online General Meeting of Shareholders shall use the access credentials to log into the electronic voting system to attend the online General Meeting of Shareholders and cast their votes electronically according to the agenda of the meeting.

Article 6. Method for Recording Shareholders Attend the Online General Meeting of Shareholders

Shareholders are recorded by the electronic voting system as attending the online

General Meeting of Shareholders when they access the system using the credentials provided according to Article 5 of these Regulations and have completed the 'confirmation of attendance at the online General Meeting of Shareholders in the electronic voting system or through other confirmation methods as specified for each meeting.

The Board of Directors has the authority to issue necessary regulations and guidelines for organizing the online General Meeting of Shareholders and electronic voting, in accordance with the systems provided by the online service provider for conducting the meeting.

Article 7. Regulations on Online Proxies

1. The proxy for attending the online General Meeting of Shareholders shall be carried out in accordance with the Company's Charter, similar to the procedures for proxies for attending in-person General Meeting of Shareholders.
2. Shareholders must comply with providing complete information for proxy arrangements, particularly including the proxy's information: ID card or citizenship number, phone number, contact address, and email address. This information is necessary for issuing access credentials to the proxy.
3. Validity of Proxies: A proxy shall only have legal effect when the following conditions are met:
4. When the shareholder completes all the required information for online proxy registration and finalizes the proxy process on the online voting system.
5. The proxy document must adhere to the requirements of the Company's Charter and civil law regulations.
6. The Company must receive the original proxy document before the start of the meeting.
7. Cancellation of Proxies for Shareholders who have submitted online proxies: Shareholders must send the original document requesting the cancellation of the online proxy to the Company's headquarters before the official start of the meeting. The effective time of the proxy cancellation will be recorded based on the moment the Company receives the original document requesting the cancellation of the online proxy.
8. Any cases of online proxy cancellations that do not comply with the provisions of Clause 4 of this Article will not be recognized and will have no legal effect.

Article 8. E – Voting period

The E - Voting period is specified in the General Meeting of Shareholders regulations and will be conducted according to the announcement from the organizing committee. Shareholders eligible to attend the online General Meeting of Shareholders may access the electronic voting system and cast their votes from the time voting begins as announced until the organizing committee declares the end of the voting period for each agenda item on the day of the meeting, except in cases of system maintenance or other reasons beyond the Company's control. Once the electronic voting period ends, the system will not record any additional votes.

Article 9. Method of Electronic Voting

1. Method of Voting:

Shareholders or their legal representatives participating in the online General Meeting of Shareholders shall exercise their voting rights according to the instructions set forth in the meeting's regulations, as approved by the General Meeting of Shareholders. Shareholders or their legal representatives will choose one of three voting options for each issue presented at the meeting: (i) Approve, (ii) Disapprove, or (iii) Abstain. These options will be available in the voting system. After making their selection, shareholders or their legal representatives must confirm their vote so that the voting system can record the result.

2. Method of E - Voting:

Shareholders or their legal representatives participating in the online General Meeting of Shareholders shall conduct their elections according to the cumulative voting method (either cumulative voting or specifying the number of votes) as stipulated in the Company's Charter and the Law on Enterprise. The election will be conducted according to the Election Regulations approved by the General Meeting of Shareholders. Accordingly, shareholders or their legal representatives attending the online General Meeting of Shareholders will cast their votes by marking the 'Cumulative Voting' box or specifying the number of votes in the 'Number of Votes' box for each candidate on the ballot provided in the electronic voting system. After making their selection, shareholders or their legal representatives must confirm their vote so that the voting system can record the result.

3. Additional Regulations for Conducting Electronic Voting:

If shareholders or their legal representatives do not address all the voting and election issues according to the meeting's agenda, the issues that remain unaddressed will be considered as if the shareholders or their legal representatives chose not to participate in the voting or election of those issues.

In the event that issues arise beyond the agenda sent out, shareholders or their legal representatives may cast additional votes or participate in elections for these new issues. If shareholders or their legal representatives do not vote or participate in the elections for these additional issues, it will be considered as if they chose not to engage in the voting or elections for those new issues.

Shareholders or their legal representatives may change the voting or election results (but cannot annul the results). This includes the voting or election outcomes for additional issues arising outside the agenda of the General Meeting. The online system will only record the vote counting for the final results at the end of each electronic voting session, as stipulated in the General Meeting of Shareholders organizational regulations.

Article 10. Vote Counting Method

1. When shareholders or their legal representatives participate in the General Meeting of Shareholders (GMS) online and cast their votes or elect candidates, the number of votes cast is recorded in the electronic voting system. The electronic voting system counts the number of votes cast for each agenda item and election through the online voting system. The system then compiles these results and sends them to the Vote Counting Committee.

2. The Vote Counting Committee prepares the Vote Counting Minutes based on the

results from the electronic voting system. This includes the results of the votes cast electronically, the results of remote voting through the V-Vote system of the Vietnam Securities Depository and Clearing Corporation (if applicable), and the results of in-person voting at the General Meeting of Shareholders in cases where both physical and online meetings are conducted.

3. The electronic voting results generated by the electronic voting system are the responsibility of the service provider managing the system, ensuring their accuracy based on the service contract for organizing the online General Meeting of Shareholders signed with the Company. If the Company independently develops its own electronic voting system for the online General Meeting of Shareholders, the Company itself is accountable to the General Meeting of Shareholders for the accuracy of the vote counting results generated by its self-developed electronic voting system.

Article 11. Minutes of the Online General Meeting of Shareholders and Resolution of the Online General Meeting of Shareholders

The recording and preparation of the Minutes of the Online General Meeting of Shareholders shall be conducted in the same manner as for an in-person General Meeting of Shareholders, in accordance with the Company's Charter and the Law on Enterprises. The location stated in the minutes of the Online General Meeting of Shareholders is the place where the Chairperson of the Meeting is present to conduct the Meeting. This location must be within the territory of Vietnam.

Article 12. Rights and Obligations of Shareholders When Participating in Online Voting

1. Shareholders participating in the online General Meeting of Shareholders have all the rights and obligations as those attending the in-person General Meeting of Shareholders, as stipulated in the Company's Charter and applicable legal regulations.

2. Shareholders must comply with the guidelines related to the organization of the online General Meeting of Shareholders and electronic voting to ensure that the online meeting is conducted in an orderly, stable, and valid manner.

3. Shareholders and their legal representatives are responsible for keeping their access information confidential to ensure that only authorized representatives can cast votes in the electronic voting system. All voting results of shareholders and their legal representatives participating in the online General Meeting of Shareholders through the electronic voting system will be deemed the final decision of those individuals. Shareholders and their legal representatives participating in the online General Meeting of Shareholders are fully responsible before the law and the Company for the results of their electronic voting conducted on the system, except in cases where the shareholder or their legal representative can prove that there was wrongdoing on the part of the Company or any third party that distorted the shareholder's voting results.

4. Shareholders and their legal representatives participating in the online General Meeting of Shareholders must immediately notify the Company to address any issues upon discovering that their access account has been lost, stolen, compromised, or suspected of

being compromised. They should contact the Company to lock their access account or take necessary preventive measures to avoid unauthorized access. Shareholders and their legal representatives participating in the online General Meeting of Shareholders are responsible for any damages, losses, and other risks that occur before the Company locks the access account, except in cases where the disclosure of information specified in this provision is not due to the fault of the shareholder or their legal representative.

5. In the situation that a shareholder or their legal representative successfully participates in the online General Meeting of Shareholders but cannot attend continuously until the end of the program, they may cast their votes on the items requiring shareholder approval before logging out of the electronic voting system.

Article 13. Discussion at the Online General Meeting of Shareholders

1. Discussions at the online General Meeting of Shareholders are conducted under the direction of the Chairperson and are limited to the issues presented in the agenda approved by the General Meeting of Shareholders.

2. Shareholders participating in the discussion should enter their comments in the corresponding section of the electronic voting system. The electronic voting system will record and forward the shareholders' opinions to the Secretariat of the Meeting.

3. The Secretariat is responsible for compiling shareholders' opinions and submitting them to the Chairperson for consideration and response within the scope of the discussion topics and time allotted for the meeting.

CHAPTER III COMBINED IN-PERSON AND ONLINE GENERAL MEETING OF SHAREHOLDERS

Article 14. Notice of Convocation for the General Meeting of Shareholders

1. Shareholders may attend the General Meeting of Shareholders in person at the location where the meeting is held or participate in the meeting via online conference. Shareholders are only allowed to choose one of the two forms of participation: in-person or online.

2. Registration to attend the General Meeting of Shareholders through this combined method is carried out as follows:

3. For shareholders attending the meeting in person: registration is to be conducted in accordance with the provisions outlined in the Company's internal governance regulations.

4. For shareholders participating in the meeting online: registration is to be conducted in accordance with the provisions outlined in this regulation.

Article 15. Conditions for Execution

1. The General Meeting of Shareholders conducted through this combined method shall proceed when the total number of shareholders or authorized representatives attending in person and online meets the quorum specified in the Company's Charter.

2. The methods for voting, vote counting, announcing the results of the vote counting,

preparing the minutes of the General Meeting of Shareholders, and publishing the resolutions of the General Meeting of Shareholders shall be applied in accordance with the provisions of the Company's Charter and the internal governance regulations.

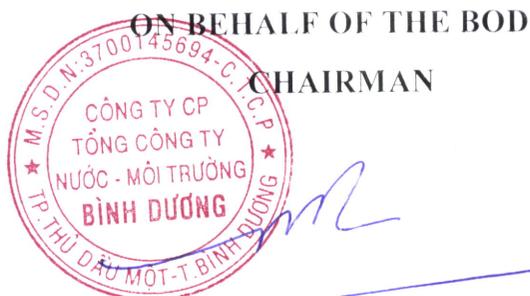
CHAPTER IV OTHER PROVISIONS

Article 16. Other provisions

1. Other related contents not mentioned in this regulation shall be deemed to be implemented in accordance with the provisions of the Company's Charter, the internal governance regulations, and applicable legal regulation.
2. This regulation is an annex attached to the internal governance regulations of the company.

Article 17. Effective Date

1. This regulation consists of 4 Chapters, 17 Articles, and is effective from the date of issuance.
2. Shareholders, their legal representatives, and individuals, organizations, and departments related to the Company's online General Meeting of Shareholders are responsible for complying with this regulation.



NGUYEN VAN THIEN

No: 11 /TTr-DHĐCĐ

Thu Dau Mot, March 2, 2024

PROPOSAL

Regarding Approval of Salaries and Remuneration for the Board of Directors, Supervisory Board, and Secretary 2024.

Dear: THE GENERAL MEETING OF SHAREHOLDERS

- Based on the Charter of Binh Duong Water and Environment Corporation – Joint Stock Company.
- Based on the 2024 Production and Business Plan.
- Based on the remuneration levels of the Board of Directors, Supervisory Board, and Secretary 2023.

The Board of Directors of Binh Duong Water and Environment Corporation – Joint Stock Company respectfully submits to the General Meeting of Shareholders the 2024 salary and remuneration plan for the Board of Directors, Supervisory Board, and Secretary of the Board of Directors, to be implemented in accordance with current regulations, with the specific personnel as follows:

| NO | Description | Quantity |
|-----------|--|-----------------|
| I | Salary | |
| 1 | Chairman of the Board of Directors (full-time) | 01 |
| 2 | Head of the Supervisory Board (full-time) | 01 |
| II | Remuneration | |
| 1 | Non-executive Member of the Board of Directors | 06 |
| 2 | Non-executive Member of the Supervisory Board | 02 |
| 3 | Secretary of the Board of Directors | 01 |

The payment of salaries, remuneration, and operational expenses for the Board of Directors, Supervisory Board, and Secretary of the Board of Directors will be balanced

within the allocations specified by the resolutions of the General Meeting of Shareholders.

Respectfully submitted for the General Meeting of Shareholders' approval.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN



[Handwritten signature]
Nguyen Van Thien

No: 12 /TTr-DHDCĐ

Thu Dau Mot, March 2, 2024

PROPOSAL

Regarding Approval of the Selection of the Auditing Firms for the 2024 Financial Statements.

Dear: THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises passed by the 14th National Assembly of the Socialist Republic of Vietnam during its 9th session on June 17, 2020
- Based on the Charter of Binh Duong Water and Environment Corporation – Joint Stock Company.

The Board of Directors of Binh Duong Water and Environment Corporation – Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the proposal to authorize the Board of Directors of BIWASE to select one of the following three independent auditing firms to audit the company's 2024 financial statements:

1. Deloitte Vietnam Co., Ltd.

Or

2. PwC Vietnam Co., Ltd.

Or

3. AASC Auditing Firm Co., Ltd.

These auditing firms are legally operating in Vietnam and are on the list of auditing firms eligible to provide auditing services for the 2024 financial statements and to provide auditing services for listed companies as per the regulations of the competent authorities.

Respectfully submitted for the General Meeting of Shareholders' approval.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN



Nguyen Van Thien