

SOCIALIST REPUBLIC OF VIETNAM
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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

BEN TRE WATER SUPPLY AND SEWERAGE
JOINT STOCK COMPANY



(Issued together with the Resolution of the 2026 Annual General Meeting of Shareholders of Ben Tre Water Supply and Sewerage Joint Stock Company)

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Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These Regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the sequence and procedures for convening the General Meeting of Shareholders; the nomination, self-nomination, election, relief of duty, and removal of members of the Board of Directors, the Board of Supervisors, and the General Director; and other activities in accordance with the Company Charter and other current provisions of the Law.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Board of Supervisors, the General Director, and related persons mentioned in these Regulations.

Article 2. Explanation of terms and abbreviations

1. *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and as stipulated in Article 6 of the Company Charter;

2. *Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

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

4. *Establishment date* is the date the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);

5. *Business Manager* is the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors;

6. *Enterprise Manager* is a manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;

7. *Related person* is an individual or organization as stipulated in Clause 46, Article 4 of the Law on Securities;

8. *Shareholder* is an individual or organization owning at least one share of the Joint Stock Company;

9. *Major shareholder* is a shareholder as stipulated in Clause 18, Article 4 of the Law on Securities;

10. *Member of the Board of Supervisors* is a Supervisor

11. *Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries.

12. *Non-executive member of the BOD* is a member of the BOD who is not the General Director, Deputy General Director, Chief Accountant, or other executive as stipulated by the Company Charter.

13. *Shareholder/delegate eligibility verification committee* is the department responsible for determining the conditions for conducting the General Meeting of Shareholders in accordance with the Law and the Company Charter.

14. *Company* is Ben Tre Water Supply and Sewerage Joint Stock Company

15. *BOD* is the Board of Directors

16. *Self-nomination* is nominating oneself

17. *BOS* is the Board of Supervisors

18. *VSDC* is the Vietnam Securities Depository and Clearing Corporation

19. *Delegate* is a Shareholder or an authorized representative (a person authorized by a shareholder)

20. *Person in charge of corporate governance* is the person with the responsibilities and powers stipulated in Article 281 of Decree 155/2020/NĐ-CP.

21. *Online meeting* is a form of organizing the General Meeting of Shareholders using electronic means to transmit images and sound via the internet, allowing shareholders at different locations to monitor the proceedings of the meeting, discuss, and vote on meeting issues.

22. *Electronic voting* is the act of a shareholder voting through the Electronic Voting System as stipulated in these Regulations.

23. *Username and password* include the username and password information uniquely issued by the Company to each shareholder.

24. *Contact address* is the registered head office address for organizations; or the permanent residence, workplace, or other address of an individual registered with the enterprise as their contact address.

25. *Trade secret* is information regarding inventory quantities, costs and profits, finance, and technological solutions and business techniques.

26. *Business secret* is information obtained from financial and intellectual investment activities that has not been disclosed and is capable of being used in business.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS (IN-PERSON, ONLINE, HYBRID)

Section 1

GENERAL PROVISIONS

Article 3. Roles, rights, and obligations of the General Meeting of Shareholders

The roles, rights, and obligations of the General Meeting of Shareholders are stipulated in accordance with Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and Articles 14 and 15 of the Company Charter.

Article 4. Authority to convene the General Meeting of Shareholders

(Pursuant to the provisions of Article 140 of the Law on Enterprises and Article 14 of the Company Charter)

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the interests of the Company;

b. The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as stipulated by the Law;

c. At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of this Law; The request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must bear the signatures of all relevant shareholders, or the written request may be made in multiple counterparts which together gather sufficient signatures of the relevant shareholders;;

d. At the request of the Board of Supervisors;

e. Other cases as stipulated by the Law and the Company Charter.

2. The BOD shall determine the opening date of the General Meeting of Shareholders within sixty (60) days from the date the number of remaining BOD members or Supervisors is as stipulated in Point b, Clause 3, Article 14 of the Company Charter, or from the date of receiving the request stipulated in Point c and Point d, Clause 3, Article 14 of the Company Charter;

3. In the event that the BOD fails to convene the General Meeting of Shareholders as stipulated in Point a, Clause 4, Article 14 of the Company Charter, then within the next thirty (30) days, the Board of Supervisors shall replace the BOD to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises;

4. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated in Point b, Clause 4, Article 14 of the Company Charter, the shareholder or group of shareholders stipulated in Point c, Clause 3, Article 14 of the Company Charter shall have the right to request the Company's representative to convene the General Meeting of Shareholders as stipulated by the Law on Enterprises.

5. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting the meeting, and passing decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by

shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

6. Procedures for organizing the General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Law on Enterprises.

Article 5. Personnel of the General Meeting of Shareholders

(Pursuant to the provisions of Article 146 of the Law on Enterprises and Clause 2, Article 20 of the Company Charter)

1. Chairperson and Presidium:

a. The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority principle. In the event that a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairperson of the meeting from among those present, and the person with the highest number of votes shall act as the chairperson of the meeting;

b. Except for the case stipulated in Point a of this Clause, the person who signed the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson of the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting;

c. The Chairperson has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of those present.

d. The chairperson of the General Meeting of Shareholders has the following rights:

- To require all attendees to submit to security checks or other lawful and reasonable security measures;

- Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the

Chairperson's right to preside, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security check requirements.

e. The Chairperson has the right to postpone the General Meeting of Shareholders that has reached the required quorum for no more than 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

- The meeting venue does not have enough comfortable seating for all attendees;
- Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and legally.

f. Other rights and obligations of the Chairperson as prescribed by current law.

g. The Presidium consists of at least 01 person, including 01 Chairperson and other members.

h. Duties of the Presidium:

- Preside over the activities of the Company's General Meeting of Shareholders according to the agenda proposed by the BOD and approved by the General Meeting of Shareholders;

- Guide delegates and the General Meeting in discussing the contents included in the agenda;

- Present drafts and conclude on necessary issues for the General Meeting to vote on;

- Respond to issues requested by the General Meeting;

- Resolve issues arising during the course of the General Meeting.

i. Working principles of the Presidium: The Presidium works on the principle of collective leadership, democratic centralism, and decision-making by majority.

2. Meeting Secretary:

a. The Chairperson appoints one or more persons to act as meeting secretary;

b. Duties of the Meeting Secretary:

- Record the contents of the General Meeting fully and truthfully;
- Receive registration forms for comments from shareholders/delegates;
- Prepare the Minutes of the meeting and draft the Resolution of the General Meeting of Shareholders;
- Assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notifying Shareholders in accordance with the provisions of the law and the Company Charter;
- Other duties as requested by the Chairperson.

3. Vote Counting Committee:

a. The General Meeting of Shareholders elects one or more persons to the vote counting committee at the proposal of the meeting Chairperson;

b. Duties of the Vote Counting Committee:

- Disseminate principles, rules, and instructions on voting procedures.
- Count and record voting ballots, prepare the vote counting minutes, announce the results; transfer the minutes to the Chairperson for approval of the voting results.
- Promptly notify the secretary of the voting results.
- Review and report to the General Meeting on cases of violation of voting rules or complaints regarding voting results.

4. Shareholder/Delegate Eligibility Verification Committee:

a. The person convening the General Meeting of Shareholders as prescribed in Article 140 of the Law on Enterprises shall appoint one or more persons to the Shareholder/Delegate Eligibility Verification Committee to serve the meeting. The General Meeting's Eligibility Verification Committee consists of at least 02 people, including 01 Head of the Committee and several members.

b. Duties of the Shareholder/Delegate Eligibility Verification Committee:

- Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.

- The Head of the Eligibility Verification Committee reports to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives representing over 50% of the total voting shares, the Company's General Meeting of Shareholders shall be held.

- Participate in counting votes on other matters before the Vote Counting Committee is established.

Article 6. Prepare the list of shareholders eligible to attend the meeting and notify the closing of the list of shareholders eligible to attend the General Meeting of Shareholders

(Pursuant to the provisions of Point a, Clause 2, Article 18 of the Company Charter; Regulations on exercising rights of VSDC)

1. The Company must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the record date.

2. The Company shall perform procedures for preparing the list of shareholders and related procedures in accordance with the Regulations on exercising rights of the Vietnam Securities Depository and Clearing Corporation (VSDC) or other provisions of law (applied when the Company has not registered securities at VSDC).

Article 7. Notice of convocation of the General Meeting of Shareholders

(Pursuant to the provisions of Article 143 of the Law on Enterprises No. 59/2020/QH14)

1. The person convening the General Meeting of Shareholders must send a meeting invitation notice to all shareholders on the list of shareholders eligible to attend the meeting no later than 21 days before the opening date. The meeting invitation must include the name, address of the head office, enterprise code; name, contact address of the shareholder, time, location of the meeting, and other requirements for attendees.

2. The meeting invitation notice shall be sent by a method that ensures it reaches the shareholder's contact address and is posted on the company's website.

3. The meeting invitation notice must be sent with the following documents:

a. Meeting agenda, documents used in the meeting, and draft resolutions for each issue in the agenda;

b. Voting ballot/election ballot. Note: In case of inviting to the General Meeting of Shareholders via online form, the Voting/election ballot does not need to be sent with the meeting invitation notice.

4. In case the company has a website, the sending of meeting documents accompanying the meeting invitation notice as prescribed in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the meeting invitation notice must clearly state the location and method for downloading the documents.

Article 8. Agenda and content of the General Meeting of Shareholders

(Pursuant to the provisions of Article 142 of the Law on Enterprises and Article 18 of the Company Charter)

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting in accordance with Article 18 of the Company Charter.

2. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Company Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 05 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, contact address, nationality, number of Citizen Identity Card, People's Identity Card, Passport, or other legal personal identification for individual shareholders; name, enterprise code or decision on establishment number, head office address for institutional shareholders; the number and type of shares held by that shareholder, and the issue proposed to be included in the agenda.

3. In case the person convening the General Meeting of Shareholders refuses the proposal prescribed in Clause 2 of this Article, they must respond in writing and clearly state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders. In case the person convening the General Meeting of Shareholders or the proposer requests to discuss, the two parties must discuss before the convener responds in writing regarding the refusal. The person

convening the General Meeting of Shareholders may only refuse the proposal if it falls into one of the following cases:

a. The proposal was not sent in accordance with the provisions of Clause 2 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold enough from 5% of ordinary shares or more as prescribed in Clause 2, Article 12 of the Company Charter;

c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law and the Company Charter.

4. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 2 of this Article into the expected agenda and content of the meeting, except for the cases prescribed in Clause 3 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 9. Methods of registration and authorization to attend the General Meeting of Shareholders

(Pursuant to the provisions of Article 144 of the Law on Enterprises; Article 16, Clause 1, 2, 5, Article 20 of the Company Charter)

1. Methods of registration to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders:

a. The method of registration to attend the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form to attend the General Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.

b. Shareholders choose the method of registration to attend the General Meeting of Shareholders according to the method stated in the notice, including:

- Attend and vote/elect directly at the meeting;
- Authorize another representative to attend and vote/elect at the meeting and comply with the provisions of Clause 2 of this Article (in case more than one

representative is appointed, the specific number of shares and number of votes/ballots authorized for each representative must be determined).

- Attend and vote/elect via online conference, electronic voting, or other electronic forms;

- Send voting ballots/election ballots to the meeting via mail, fax, or email;

- Other forms of registration to attend the General Meeting of Shareholders in accordance with the provisions of the Law.

- The Company shall make its best efforts to apply modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders in the best possible manner, including providing guidance to shareholders on voting through online General Meeting of Shareholders, electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Company Charter.

2. Regulations on authorization to attend the meeting:

- a. Shareholders and authorized representatives of shareholders shall perform authorization in accordance with Article 16 of the Company Charter;

- b. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the law on civil matters and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

- c. The voting ballot/election ballot of the authorized person attending the meeting within the scope of authorization shall remain valid when one of the following cases occurs:

- The authorizer has died, has limited civil act capacity, or has lost civil act capacity;

- The authorizer has revoked the appointment of authorization;

- The authorizer has revoked the authority of the person performing the authorization.

This clause shall not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 10. Conditions for conducting the General Meeting of Shareholders

(Pursuant to the provisions of Article 19 of the Company Charter)

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total voting shares.

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

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

Article 11. Forms of passing resolutions of the General Meeting of Shareholders

(Pursuant to the provisions of Article 147 of the Law on Enterprises No. 59/2020/QH14; Article 22 of the Company Charter)

1. The General Meeting of Shareholders shall pass resolutions under its authority by voting at the meeting:

- a. In-person meeting
- b. Online conference
- c. Hybrid in-person and online conference

2. The General Meeting of Shareholders shall pass resolutions under its authority by collecting written opinions (as prescribed in Part II – This Chapter):

- a. Sending ballots by mail, fax, or email
- b. Sending ballots by electronic voting
- c. Sending ballots by mail, fax, or email combined with electronic voting

Article 12. Matters to be approved at the General Meeting of Shareholders

(Pursuant to the provisions of Article 147 and Article 167 of the Law on Enterprises; Article 15 of the Company Charter)

1. Approving the Company's development orientation;
2. Reviewing and handling violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
3. Approving the list of approved auditing firms; deciding on the approved auditing firm to perform the inspection of the Company's operations; removing the approved auditor when deemed necessary;
4. The Company's annual business plan;
5. The audited annual financial statements;
6. The report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;
7. The report of the Board of Supervisors on the Company's business results and the performance results of the Board of Directors and the General Director;
8. The self-assessment report on the performance results of the Board of Supervisors and its members;
9. Dividend rate for each share of each type;
10. Number of members of the Board of Directors and the Board of Supervisors;
11. Electing, relieving of duty, and removing members of the Board of Directors and members of the Board of Supervisors;
12. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
13. Amending and supplementing the Company Charter;

14. Types of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;

15. Splitting, separating, consolidating, merging, or converting the Company;

16. Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;

17. Deciding on the investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;

18. Deciding on the repurchase of more than 10% of the total sold shares of each type;

19. The Company entering into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;

20. Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

21. Approving, supplementing, and amending the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors, and the Regulations on Operation of the Board of Supervisors;

22. Other matters as prescribed by law and the Company Charter.

Article 13. Conditions for passing resolutions

(Pursuant to the provisions of Article 21 of the Company Charter)

1. A resolution on the following content shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a. Types of shares and the total number of shares of each type;
- b. Changing the business lines and fields;
- c. Changing the company's organizational management structure;

d. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statements;

e. Reorganizing or dissolving the company;

f. Extending the company's operation term;

2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

In case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be conducted by the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (approve, disapprove, no opinion). The voting ratio for approval under the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be legal and effective even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 14. Notification of vote counting results

The vote counting committee shall check, summarize, and report the counting results of each issue to the Chairperson. The vote counting results shall be announced by the Chairperson/vote counting committee immediately before the closing of the meeting.

Article 15. Methods for objecting to decisions of the General Meeting of Shareholders

(Pursuant to the provisions of Article 132, Article 151 of the Law on Enterprises)

1. Shareholders who have voted against a resolution on the reorganization of the company or the change of shareholders' rights and obligations as prescribed in

the Company Charter shall have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters specified in this Clause.

2. The company shall repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at the market price or a price calculated according to the principles prescribed in the Company Charter within 90 days from the date of receiving the request. In case an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be the final decision.

3. Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of this Law shall have the right to request the Court or Arbitration to consider and cancel the resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

a. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of this Law and the Company Charter, except for the case specified in Clause 2, Article 152 of this Law;

b. The content of the resolution violates the law or the Company Charter.

Article 16. Preparation of the Minutes of the General Meeting of Shareholders

(Pursuant to the provisions of Article 23 of the Company Charter)

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following principal contents:

a. Name, address of the head office, and enterprise identification number;

- b. Time and location of the General Meeting of Shareholders;
 - c. Meeting agenda and content;
 - d. Full name of the Chairperson and the secretary;
 - e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue on the meeting agenda;
 - f. Number of shareholders and total number of voting shares of shareholders attending the meeting, an appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;
 - g. Total number of votes for each voting issue, clearly specifying the voting method, total number of valid, invalid, affirmative, negative, and abstention votes; the corresponding percentage of the total number of votes of shareholders attending the meeting; the corresponding percentage of the total number of votes of shareholders attending and voting;
 - h. Summary of the number of votes for each candidate (if any);
 - i. Issues that have been approved and the corresponding percentage of affirmative votes;
 - j. Full name and signature of the Chairperson and the secretary. In case the Chairperson or secretary refuses to sign the meeting minutes, such minutes shall be effective if they are signed by all other members of the Board of Directors attending the meeting and contain full information as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or secretary to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.

Article 17. Disclosure of the Resolution and Minutes of the General Meeting of Shareholders

(Pursuant to the provisions of Article 23 of the Company Charter)

1. The Resolution, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the written authorization for meeting attendance, all documents attached to the Minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the head office of the Company.

2. The Resolution, Minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

Section 2

SPECIFIC PROVISIONS FOR EACH VOTING METHOD AT THE MEETING

Section 2.1

SPECIFIC PROVISIONS FOR THE VOTING METHOD AT THE IN-PERSON MEETING

Article 18. Procedures for registration to attend the in-person General Meeting of Shareholders

Before the opening of the meeting, the Company must conduct shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting have registered, following the sequence below:

a. Upon conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/voting ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by affirmative, negative, and abstention votes. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect persons responsible for counting or supervising the vote counting as proposed by the Chairperson. The number of

members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b. Shareholders or authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened shall have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of issues already voted/elected upon previously shall remain unchanged.

Article 19. Voting for approval of issues at the in-person General Meeting of Shareholders

(Pursuant to the provisions of the Working Regulations; Election Regulations at the General Meeting of Shareholders)

1. General principles:

a. All issues in the agenda and meeting content of the General Meeting must be discussed and voted upon publicly by the General Meeting of Shareholders.

b. Voting cards, Voting ballots, and Election ballots shall be printed, stamped with the Company's seal, and sent directly to delegates at the meeting (enclosed with the set of documents for attending the General Meeting of Shareholders). Each delegate shall be issued a Voting card, a Voting ballot, and an Election ballot. The Voting card, Voting ballot, and Election ballot shall clearly state the delegate's code, full name, number of shares owned, and authorized voting shares of that delegate.

2. Regulations on the validity of voting ballots and election ballots

a. Voting card:

- **Valid voting card:** is a card according to the pre-printed template issued by the Organizing Committee, bearing the Company's seal, without erasures, scraping, or tearing, and containing no content other than what is prescribed for this card.

- **Invalid voting card:** Content does not comply with the regulations for a valid voting card.

b. Voting ballot

- **Valid voting ballot:** is a ballot according to the pre-printed template issued by the Organizing Committee, bearing the Company's seal, without erasures, scraping, or tearing, and containing no content other than what is prescribed for this ballot. In case of in-person voting/remote voting (via mail, fax, email, or other means as prescribed in the Company Charter), it must be signed and clearly state the full name (handwritten) of the attending delegate and be sent to the Vote Counting Committee before the time of vote counting. On the voting ballot, the voting content is valid when the delegate marks one (01) of the three (03) voting squares.

- **Invalid voting ballot:** Content does not comply with the regulations for a valid voting ballot.

c. Election ballot

- **Valid election ballot:** is an election ballot according to the pre-printed template issued by the Organizing Committee, without erasures, scraping, or writing any content other than what is prescribed for the election ballot. In case of in-person voting/remote voting (via mail, fax, email, or other means as prescribed in the Company Charter), it must be signed and clearly state the full name (handwritten) of the attending delegate and be sent to the Vote Counting Committee before the time of vote counting.

- **Invalid election ballot:**

- Content does not comply with the regulations for a valid election ballot
- The number of candidates the delegate votes for is greater than the number of candidates required to be elected;
- The ballot has a total number of votes for the candidates of the shareholder or representative greater than the total number of votes permitted to be cast;
- Other regulations as prescribed by the Election Regulations of the General Meeting of Shareholders and the Company Charter.

Article 20. Voting methods for resolutions at the in-person General Meeting of Shareholders

(Pursuant to the provisions of the Working Regulations at the General Meeting of Shareholders)

1. General principles:

- The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by raising cards, in-person voting, electronic voting, or other electronic forms.

- Delegates shall vote to Affirm, Negate, or Abstain on an issue put to a vote at the Meeting by raising their Voting card or filling in the selection options on the Voting ballot.

2. Voting methods

a. Voting by voting card: When voting by raising the Voting card, the front of the Voting card must be raised facing the Chairperson's podium. In case a delegate does not raise the Voting card during all three times of voting For, Against, or Abstain on an issue, it shall be deemed to have voted For that issue. In case a delegate raises the Voting card more than one (01) time when voting For, Against, or Abstain on an issue, it shall be considered an invalid vote. Under the voting method of raising the Voting card, a member of the Delegate Qualification Verification Committee/Vote Counting Committee shall mark the delegate code and the corresponding number of votes of each delegate for For, Against, Abstain, and Invalid.

b. Voting by voting ballot:

- When voting is conducted by in-person voting: for each content, the delegate shall choose one of the three options “For”, “Against”, “Abstain” pre-printed on the Voting ballot by marking an “X” or “√” in the chosen box. After completing all contents requiring voting at the Meeting, the delegate shall send the Voting ballot to the Vote Counting Committee before the time of vote counting according to the instructions of the Vote Counting Committee. The Voting ballot must be signed and clearly state the full name (handwritten) of the delegate.

- When voting is conducted by electronic voting or other electronic forms: for each content, the delegate shall choose one of the three options “For”, “Against”, “Abstain” put to a vote at the Meeting as set up in the electronic voting system. Thereafter, the delegate shall confirm the vote for the electronic voting system to record the result.

Article 21. Voting methods for elections at the in-person General Meeting of Shareholders

(Pursuant to the provisions of the Election Regulations at the General Meeting of Shareholders)

1. General principles

- Compliance with the provisions of the Law and the Company Charter;
- Voting shall be conducted by direct ballot, electronic ballot, or other electronic means.
- Members of the vote-counting committee shall not be included in the list of nominees or self-nominees for the BOD and the Board of Supervisors.

2. Methods of voting for elections

a. Election by cumulative voting

- Accordingly, each delegate has a total number of voting shares corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;
- Attending delegates have the right to aggregate their total voting shares for one or more candidates;
- In case of changing candidates on the day of the meeting, the delegate may contact the vote-counting committee to request a new election ballot and must return the old ballot (before casting it into the ballot box);
- In case of a mistake in selection, the delegate shall contact the vote-counting committee to be issued a new ballot and must return the old ballot;
- How to mark the election ballot: Each delegate shall be issued ballots. The method of marking the ballot is specifically guided in the Election Regulations approved at the General Meeting of Shareholders;
- Principles of election:
 - The elected person is determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.

- In case two (02) or more candidates receive the same number of votes for the last member position, a re-election shall be conducted among the candidates with the same number of votes.

- If the results of the first election do not reach the required number, the election shall continue until the required number of members is elected.

b. Election by voting method: Conducted in accordance with the provisions of Point b, Clause 2, Article 20 of these Regulations.

Article 22. Vote counting procedures at the in-person General Meeting of Shareholders

(Pursuant to the provisions of the Working Regulations at the General Meeting of Shareholders)

The vote counting method is conducted by aggregating the ballots/voting cards of For, Against, and Abstain.

For sensitive issues and if shareholders so request, the Company must appoint an independent organization to perform the collection and counting of votes.

Section 2.2

SPECIFIC REGULATIONS ON VOTING METHODS AT ONLINE MEETINGS

Article 23. Registration procedures for attending the online General Meeting of Shareholders

The procedures for registering to attend the online General Meeting of Shareholders before the opening date of the GMS meeting are clearly stipulated in the GMS meeting notice, including:

1. Conditions for participation:

- Being named in the list of shareholders (LOS) eligible to attend the GMS, prepared according to the Company's notice of rights execution.

- Authorized representatives who are eligible to attend in accordance with the law and the Company Charter.

2. Technical requirements: Delegates must have electronic devices connected to the internet (e.g., computers, tablets, mobile phones, or other electronic devices with internet connection...).

3. Method of recording delegates attending the online GMS: A delegate is recorded by the electronic voting system as attending the online GMS when that delegate accesses the system using the access information provided in accordance with Article 24 of these Regulations and has confirmed their attendance at the online GMS on the electronic voting system.

Article 24. Providing login information and performing electronic voting

1. Information regarding the link to the electronic voting system, username, password, and other identification factors (if any) to attend the online GMS shall be provided in the meeting invitation notice (or the form of login information notification prescribed by the Board of Directors). The delegate is responsible for keeping the username, password, and other provided identification factors confidential to ensure that only the delegate has the right to vote on the electronic voting system and shall be fully responsible for this registered information.

2. When a delegate requests to be re-issued login information, the Meeting Organizing Committee may notify them via: in-person, mail, email, telephone, or other forms prescribed by the Board of Directors. The provision of login information is based on shareholder information from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation according to the Company's notice of rights to attend the GMS.

3. The delegate uses the username, password, or other identification factors (if any) to access the electronic voting system to confirm attendance at the online GMS and perform electronic voting according to the content of the online GMS meeting agenda.

Article 25. Authorization for representatives to attend the online General Meeting of Shareholders

1. Shareholders shall perform authorization in accordance with the provisions of Clause 2, Article 9 of these Regulations.

2. Some regulations to note when performing online authorization:

- Shareholders need to ensure they provide full information to perform online authorization, especially providing information of the authorized party: phone number, contact address, and email address. This is the basis for issuing the username, password, and other identification factors (if any) to the authorized party.

- Validity of online authorization: the authorization is only legally valid when the following conditions are met:

- When the shareholder fills in all information according to the online authorization form and completes the online authorization.

- The power of attorney to attend the online GMS must have full signatures, clearly written names (handwritten), and stamps (if an organization) of both the authorizing party and the authorized party.

- The original power of attorney must be sent before the official opening of the meeting. In case a shareholder has not yet attended the meeting and has performed online authorization, the authorization is valid once the Company receives the original power of attorney until the closing of the GMS.

- Cancellation of authorization for shareholders who have authorized online: the shareholder shall send an official written request to cancel the online authorization to the company before the official opening of the meeting. In case the authorized party has already attended the GMS, the time when the cancellation of authorization is recorded as valid is calculated based on the time the Company receives the official written request to cancel the online authorization; the validity of the contents already voted/elected before that time remains unchanged.

Article 26. Discussion at the online General Meeting of Shareholders

1. Principles:

- Discussion shall only be conducted within the prescribed time and within the scope of issues presented in the GMS meeting agenda;

- Only delegates are allowed to participate in the discussion;

- Delegates with opinions shall register the discussion content in the form specifically prescribed in the meeting's working regulations;

- The Secretariat shall arrange the delegates' discussion contents in the order of registration and submit them to the Chairperson.

2. Answering delegates' opinions:

- Based on the delegate's discussion content, the Chairperson or a member designated by the Chairperson shall answer the delegate's opinions;

- In case of time constraints, questions not answered directly at the GMS shall be answered by the Company later through other forms.

Article 27. Form of passing Resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders passes Resolutions under its authority by electronic voting.

Article 28. Online voting procedures

1. Voting method:

- The delegate selects one of the three voting options “For”, “Against”, or “Abstain” for each issue brought to a vote at the Meeting as set up on the electronic voting system.

- Thereafter, the delegate proceeds to confirm the vote so that the electronic voting system records the result.

2. Election voting procedures:

- Election by cumulative voting: If the Company Charter does not provide otherwise, the voting for members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting. Accordingly, the delegate performs the election according to the instructions in the Online Election Regulations approved at the General Meeting of Shareholders. Thereafter, the delegate proceeds to confirm the election so that the electronic voting system records the result.

- Election by voting method (if any): Conducted in accordance with the voting provisions stated in Clause 1 of this Article.

3. Some other regulations when performing electronic voting:

- In case a delegate does not complete the voting or election for all issues in the meeting agenda, the issues not yet voted or elected shall be considered as the delegate not having cast a vote or election for those issues.

- In case issues arise outside the sent meeting agenda, the delegate may vote or elect additionally. If the delegate does not perform voting or election for the arising issues, it shall be considered that the delegate did not cast a vote or election for those arising issues.

- The delegate may change the voting or election result (but cannot cancel the voting or election result); including the results of voting or election for additional issues arising outside the meeting agenda. The online system only records the vote count for the final voting or election result at the time of closing the electronic voting for each vote-counting round as prescribed in the meeting's working regulations.

- In the event that a Delegate casts a cumulative vote: An invalid ballot is one where the total number of votes cast for candidates differs (is greater or less) than the total number of votes of the Delegate as calculated at the time of vote counting.

- The electronic voting period is specified in the meeting working regulations. Delegates may access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the conclusion of the voting period, the system shall not record any further electronic voting results from the Delegate.

Article 29. Procedures for online vote counting

When a Delegate casts a vote/election ballot, the number of votes and ballots are recorded on the system based on the principle of the number of votes for, votes against, and abstains.

Article 30. Preparation of minutes for the online General Meeting of Shareholders

- Executed in accordance with the provisions of Article 16 of these Regulations.

- The venue for the meeting recorded in the minutes of the online General Meeting of Shareholders shall be the location where the Chairperson of the

meeting is present to preside over the meeting. This location must be within the territory of Vietnam.

- The form of approval for the minutes of the General Meeting of Shareholders is specified in the Company's working regulations for the General Meeting of Shareholders session.

Section 2.3

SPECIFIC PROVISIONS ON VOTING METHODS AT HYBRID IN-PERSON AND ONLINE MEETINGS

Article 31. Procedures for registration to attend the hybrid in-person and online General Meeting of Shareholders

Executed in accordance with the provisions of Clause 1, Article 9 and Article 23 of these Regulations.

Article 32. Authorization of representatives to attend the hybrid in-person and online General Meeting of Shareholders

Executed in accordance with the provisions of Clause 2, Article 9 and Article 25 of these Regulations.

Article 33. Form of resolution approval at the hybrid in-person and online General Meeting of Shareholders

Executed in accordance with the provisions of Article 11 and Article 27 of these Regulations.

Article 34. Voting procedures at the hybrid in-person and online General Meeting of Shareholders

Executed in accordance with the provisions of Article 20, Article 21, and Article 28 of these Regulations.

Article 35. Vote counting procedures at the hybrid in-person and online General Meeting of Shareholders

Executed in accordance with the provisions of Article 22 and Article 29 of these Regulations.

Article 36. Preparation of meeting minutes at the hybrid in-person and online General Meeting of Shareholders

Executed in accordance with the provisions of Article 16 and Article 30 of these Regulations.

II. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTIONS BY WRITTEN OPINION COLLECTION

Article 37. Cases where shareholder opinions may be collected in writing

(Pursuant to the provisions of Article 22 of the Company Charter)

The following matters may be approved by collecting shareholder opinions in writing:

- a. Amending and supplementing the contents of the Company Charter;
- b. Approving, supplementing, or adjusting the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
- c. The Company's development orientation;
- d. Types of shares and the total number of shares of each type;
- e. Electing, relieving of duty, or removing members of the Board of Directors and the Board of Supervisors;
- f. Investment projects or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- g. Approving annual financial statements;
- h. Reorganization or dissolution of the Company.
- i. Changing business lines and sectors;
- j. Changing the Company's management organizational structure;
- k. Other matters as deemed necessary by the Board of Directors for the benefit of the Company.

Article 38. Cases where written opinion collection is not permitted

The Board of Directors may collect shareholder opinions in writing in all cases when deemed necessary, except for the organization of the Annual General Meeting of Shareholders.

Article 39. Sequence and procedures for the General Meeting of Shareholders to approve resolutions by written opinion collection

(Pursuant to the provisions of Point a, Clause 2, Article 18; Article 22, 24 of the Company Charter)

1. The Company shall disclose information regarding the preparation of the list of shareholders to be sent ballots for opinion collection at least ten (10) days prior to the record date.

2. The Board of Directors shall prepare the ballot for opinion collection, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot. The requirements and methods for sending the ballot and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of the Company Charter.

3. Regulations on the Ballot for opinion collection

a. The ballot for opinion collection must contain the following essential information:

- Name, address of the head office, and enterprise identification number;
- Purpose of the opinion collection;
- Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise identification number or legal document number of the organization, and head office address for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual representative for institutional shareholders; the number of shares of each type and the number of votes/election ballots of the shareholder;
- Matters requiring opinion collection for decision approval;
- Voting options including For, Against, and Abstain for each matter subject to opinion collection;
- Election options (if any);
- Deadline for returning the completed ballot to the Company;
- Full name and signature of the Chairperson of the Board of Directors.

b. Shareholders may send their completed ballots to the Company by mail, fax, or email in accordance with the following regulations:

- In the case of sending by mail, the completed ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one shall have the right to open it before the vote counting;

- In the case of sending by fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting;

- Ballots sent to the Company after the deadline specified in the ballot, or those that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Ballots not returned are considered as not participating in the vote.

4. Methods for sending written shareholder opinion ballots

a. Shareholders send their completed ballots to the Company by mail, fax, or email:

- The completed ballot must contain the full signature, full name (handwritten), and seal (if an organization) of the Delegate.

- In the case of sending by mail, the ballot sent to the Company must be enclosed in a sealed envelope, and no one shall have the right to open it before the vote counting. In the case of sending by fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting.

- Ballots sent to the Company after the deadline specified in the ballot, or those that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Ballots not returned are considered as not participating in the vote.

b. Shareholders sending opinion ballots via electronic voting

i. Provision of access accounts

- Access account information shall be notified by the Company to the Delegate along with the Shareholder Opinion Ballot via registered mail.

- When a Delegate requests to be re-provided with access information, the Company may notify them via the following methods: in-person, by mail, email, telephone, or other methods as prescribed by the Board of Directors. The provision of access information shall be based on information from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the Company's notice of exercising the right to collect shareholder opinions in writing.

ii. Execution of electronic voting

- Principles of execution

- A Delegate may only cast their vote on the electronic voting system from the time they receive the Shareholder Opinion Ballot until the deadline for returning the ballot as notified by the Company.

- During the voting period notified by the Company, a Delegate may access the electronic voting system and cast their vote 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control.

- During the voting period notified by the Company, a Delegate may change their voting decision on the electronic voting system. Upon the conclusion of the voting period notified by the Company, a Delegate shall not be permitted to change their voting results, and these final results shall be counted and disclosed by the Company.

- Implementation methods

- A Delegate uses the access account provided by the Company to log in directly to the electronic voting system to view information related to the voting session posted on the system and to cast their vote on each matter requiring shareholder opinion.

- Shareholders send their completed ballots to the Company by mail, fax, or email, combined with sending ballots via electronic voting.

Executed in accordance with the provisions of Point a, b of Clause 3 of this Article.

5. Vote counting and preparation of the Vote Counting Minutes:

The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following key contents:

- Name, address of the head office, and enterprise identification number;
- Purpose and matters requiring opinions to be passed by resolution;
- Number of shareholders with the total number of voting/election ballots that have participated in the voting/election, distinguishing between the number of valid voting/election ballots and invalid voting/election ballots, and the method of sending voting/election ballots, accompanied by an appendix of the list of shareholders participating in the voting/election;
- Total number of votes for, against, and abstentions for each matter, and the total number of votes for each candidate (if any);
- Matters that have been passed and the corresponding approval voting ratio;
- Full name and signature of the Chairperson of the Board of Directors, the vote counters, and the vote counting supervisors.
- Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. Resolution and Vote counting minutes:

a. The vote counting minutes and the resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the vote counting minutes and the resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of the vote counting.

b. A resolution passed by way of collecting shareholders' written opinions shall have the same validity as a resolution passed at a General Meeting of Shareholders.

7. Document storage: The answered opinion collection ballots, the vote counting minutes, the passed resolution, and related documents sent with the opinion collection ballots must all be kept at the Company's head office.

8. Request to cancel a Decision of the General Meeting of Shareholders passed by way of written opinion collection: Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

a. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 21 of the Company Charter.

b. The content of the resolution violates the law or the Company Charter.

Chapter III

BOARD OF DIRECTORS

Section 1

GENERAL PROVISIONS

Article 40. Role, Rights, and Obligations of the BOD

(Pursuant to the provisions of Article 278, 297 of Decree No. 155/2020/ND-CP)

The BOD shall fully comply with the responsibilities and obligations as prescribed by the Law on Enterprises and the Company Charter; in addition, the BOD has the following responsibilities and obligations:

1. To be responsible to shareholders for the company's operations;

2. To treat all shareholders equally and respect the interests of persons with interests related to the company;

3. To ensure that the company's operations comply with the provisions of the law, the Charter, and the company's internal regulations;

4. To develop the Operating Regulations of the Board of Directors to submit to the General Meeting of Shareholders for approval and publish on the company's website;

5. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of company assets and abuse of transactions with related parties;

6. To develop Internal Regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

7. To appoint a person in charge of corporate governance;

8. To organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of Corporate Governance, and other managers of the company;

9. To report on the activities of the BOD at the General Meeting of Shareholders in accordance with the provisions of current law.

10. To report on the corporate governance situation at the Annual General Meeting of Shareholders and disclose information in the company's Annual Report in accordance with the provisions of securities law on information disclosure.

11. Other rights and obligations as prescribed by the Company Charter and the Internal Regulations on corporate governance.

Article 41. Rights, obligations, and responsibilities of members of the BOD

(Pursuant to the provisions of Article 277 of Decree No. 155/2020/NĐ-CP)

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, the Company Charter, and the Internal Regulations on corporate governance, including the right to be provided with

information and documents on the financial situation and business operations of the company and of units within the company. The procedure for providing information shall be in accordance with the Appendix to these Regulations. Persons provided with information shall be responsible for keeping the provided information confidential and using it for the correct purposes for the assigned work.

2. Members of the Board of Directors have obligations as prescribed by the Company Charter and the following obligations:

a. To perform their duties honestly and carefully for the best interests of the shareholders and the company;

b. To attend all meetings of the Board of Directors and provide opinions on matters brought up for discussion;

c. To report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associate companies, and other organizations;

d. To report to the Board of Directors at the nearest meeting on transactions between the company, subsidiaries, companies controlled by the public company with 50% or more of the charter capital, and members of the Board of Directors and their related persons; and transactions between the company and companies in which a member of the Board of Directors is a founding member or a business manager within the 03 years immediately preceding the time of the transaction;

e. To perform information disclosure when trading company shares in accordance with the provisions of the law.

Section 2

REGULATIONS ON NOMINATION, CANDIDACY, ELECTION, RELIEF OF DUTY, AND REMOVAL OF MEMBERS OF THE BOD

Article 42. Number, term, and structure of members of the Board of Directors (BOD)

(Pursuant to the provisions of Article 26 of the Company Charter)

1. The number of members of the Board of Directors is 05 persons.

2. The term of a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. In case all members

of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the BOD members is as follows:

a. The structure of the company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

b. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in case they are relieved of duty, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

c. Members of the Board of Directors shall still perform their full rights and obligations until the General Meeting of Shareholders approves the relief of duty of the Member of the Board of Directors, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of the member of the Board of Directors as soon as the Company receives notice of the following cases:

- The member of the Board of Directors has limited civil act capacity, has lost civil act capacity, or has difficulties in perception or controlling their behavior.

- The member of the Board of Directors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain work.

- The Board of Directors shall have a decision to approve the receipt of the resignation letter of a Member of the Board of Directors in accordance with Article 9 of the Operating Regulations of the Board of Directors.

d. The appointment of a member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

e. A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

Article 43. Standards and conditions for Members of the BOD

(Pursuant to the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises, Article 275 of Decree No. 155/2020/NĐ-CP)

1. Members of the Board of Directors must meet the standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director of a public company.

3. A member of the Board of Directors of a public company may only concurrently be a member of the Board of Directors at a maximum of 05 other companies.

Article 44. Nomination and candidacy of members of the Board of Directors

(Pursuant to the provisions of Article 274 of Decree No. 155/2020/NĐ-CP; Clause 1, 2, 3, Article 25 of the Company Charter)

1. A shareholder or a group of shareholders holding 5% or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total shares with voting rights shall have the right to nominate one (01) candidate; from 10% to less than 30% shall have the right to nominate a maximum of two (02) candidates; from 30% to less than 40% shall have the right to nominate a maximum of three (03) candidates; from 40% to less than 50% shall have the right to nominate a maximum of four (04) candidates; and from 50% or more shall have the right to nominate the full number of candidates. The written nomination for candidates shall clearly state the name of the shareholder or group of shareholders, the quantity of each type of share held by the shareholder or group of shareholders

at the time of nominating candidates for the Board of Directors, and information related to the candidates (candidate profile) as prescribed in Article 25 of the Company Charter.

Nomination of candidates for the form of General Meeting of Shareholders:

- In case a shareholder or group of shareholders sends a written request for the nomination of candidates for the Board of Directors at least 15 (fifteen) days before the opening of the General Meeting of Shareholders, the Board of Directors shall be responsible for reviewing and approving it within 5 (five) days from the date of receiving the nomination and candidacy request, and shall disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders. If there is a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within 5 (five) days from the date of the Board's decision and must clearly state the reasons for the rejection.

- In case a shareholder or group of shareholders submits a nomination that does not meet the minimum 15-day requirement before the opening of the General Meeting of Shareholders, the Board of Directors shall send a notice regarding the review period for the candidate's profile to the shareholder or group of shareholders within 3 (three) days from the date of receiving the nomination and candidacy. During the aforementioned review period, the Board of Directors shall disclose the candidate's information as soon as the Board of Directors approves the candidate's profile. In case the Board of Directors does not have sufficient time for review as notified, the Board of Directors shall present this nomination and candidacy information at the General Meeting of Shareholders.

Nomination of candidates for the form of collecting shareholders' opinions in writing:

- The Board of Directors shall be responsible for disclosing the Regulations on nominating candidates for the Board of Directors (forms and information related to nomination and candidacy) as soon as the Board of Directors decides to collect shareholders' opinions in writing regarding the election.

- In case a shareholder or group of shareholders sends a written request for the nomination of candidates for the Board of Directors 5 (five) days before the Company must send the opinion collection ballots and accompanying documents

to all shareholders with voting rights, the Board of Directors shall be responsible for reviewing and approving it within 5 (five) days from the date of receiving the nomination and candidacy request. If there is a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within 5 (five) days from the date of the Board's decision and must clearly state the reasons for the rejection.

- In case a shareholder or group of shareholders submits a nomination that does not meet the minimum 5 (five) days before the Company must send the opinion collection ballots and accompanying documents to all shareholders with voting rights, the Board of Directors shall not accept the nomination request and shall report it at the nearest General Meeting of Shareholders (if any).

2. In case the number of candidates for the Board of Directors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the Board of Directors shall disclose information regarding the insufficiency of the number of candidates for the Board of Directors no later than 5 (five) days before the opening date of the GMS. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. In case the number of candidates nominated additionally by the incumbent Board of Directors pursuant to Clause 2 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficiency of the number of candidates for the Board of Directors no later than 5 (five) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The organization by the incumbent Board of Directors for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Article 45. Method of electing members of the Board of Directors

(Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises, and Clause 2, Article 21 of the Company Charter)

1. Voting for members of the Board of Directors must be carried out using the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Directors shall be determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case 2 or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made based on criteria prescribed in the election regulations or the Company Charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be carried out using the cumulative voting method prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (approve, disapprove, no opinion). The voting approval ratio for the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 46. Cases of relief of duty, removal, replacement, and supplementation of members of the Board of Directors

(Pursuant to Article 160 of the Law on Enterprises)

1. The General Meeting of Shareholders shall relieve a member of the Board of Directors of their duty in the following cases:

- a. Does not have sufficient standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b. Has submitted a resignation letter and it has been accepted;
- c. Other cases as prescribed in the Company Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

a. Has not participated in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b. Other cases as prescribed in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; or relieve or remove a member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a. The number of members of the Board of Directors is reduced by more than one-third ($1/3$) compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b. Except for the case prescribed in Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been relieved of duty or removed at the nearest meeting.

Article 47. Notice of election, relief of duty, and removal of members of the Board of Directors

After a decision is made to elect, relieve of duty, or remove a member of the Board of Directors, the Company shall be responsible for disclosing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with the sequence and regulations of the current Law.

Article 48. Method of introducing candidates for members of the Board of Directors

In case candidates for the Board of Directors have been identified in accordance with Clause 1, Article 44 of these Regulations, the company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the company's website so that shareholders can learn about these candidates before voting. Candidates for the

Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully, and in the best interest of the company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including positions on the Board of Directors of other companies);
- e. Interests related to the company and related parties of the company;
- f. Other information (if any) as prescribed in the Company Charter.

The company shall be responsible for disclosing information about companies where the candidate currently holds the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

Article 49. Election, removal, and relief of duty of the Chairperson of the Board of Directors

(Pursuant to the provisions of Article 29 of the Company Charter)

1. The Chairperson of the Board of Directors shall be elected, relieved of duty, and removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairperson of the Board of Directors shall have the following rights and obligations:

- a. Prepare the program and activity plan of the Board of Directors;
- b. Prepare the program, content, and documents for meetings; convene, preside over, and act as the chair of Board of Directors meetings;

c. Organize the approval of resolutions and decisions of the Board of Directors;

d. Supervise the implementation of resolutions and decisions of the Board of Directors;

e. Act as the chair of the General Meeting of Shareholders;

f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In the event that the Chairperson of the Board of Directors submits a resignation letter or is relieved of duty or removed, the Board of Directors shall elect a replacement within [10 days] from the date of receiving the resignation letter or the relief of duty or removal.

5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they shall authorize in writing another member to perform the rights and obligations of the Chairperson of the Board of Directors. In the event that there is no authorized person, or the Chairperson of the Board of Directors is deceased, missing, in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, has fled their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among themselves to hold the position of Chairperson of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is issued by the Board of Directors.

Section 3

REMUNERATION, SALARY, BONUSES, AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS

Article 50. Remuneration, bonuses, and other benefits of members of the Board of Directors

(Pursuant to the provisions of Article 28 of the Company Charter)

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of the member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration level for each member based on the principle of consensus. The total remuneration and bonus amount for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

Section 4
REGULATIONS ON ORDER AND PROCEDURES
FOR ORGANIZING BOARD OF DIRECTORS MEETINGS

Article 51. Minimum number of meetings per month/quarter/year

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date the election of that Board of Directors concludes. This meeting shall be convened and presided over by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with the same highest number of votes or highest percentage of votes, the members shall elect one person among them to convene the Board of Directors meeting based on the principle of majority.

2. The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings.

Article 52. Cases requiring the convening of an extraordinary Board of Directors meeting

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

1. The Chairperson of the Board of Directors shall convene a Board of Directors meeting in the following cases:

- a. Upon the request of the Board of Supervisors;
- b. Upon the request of the General Director or at least 05 other managers;
- c. Upon the request of at least 02 members of the Board of Directors;
- d. Other cases as prescribed by the Company Charter.

2. The request prescribed in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

3. The Chairperson of the Board of Directors shall send a meeting invitation notice to members of the Board of Directors within 07 working days from the date of receiving the request prescribed in Clause 3 of this Article and at the latest 05 working days before the meeting date. The Board of Directors meeting must be held no later than 12 working days from the date the Company receives the

request. In the event that the Board of Directors meeting is not convened as requested, the Chairperson of the Board of Directors shall be responsible for damages occurring to the Company; the requester has the right to replace the Chairperson of the Board of Directors to convene the Board of Directors meeting, with the convening procedure being similar to that of the Chairperson of the Board of Directors convening upon request.

Article 53. Board of Directors meeting notice and the right of Board of Supervisors members to attend Board of Directors meetings

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

1. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting shall send the meeting invitation notice at the latest 05 working days before the meeting date. The meeting invitation notice must specifically specify the time and location of the meeting, the form of the meeting, the program, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting ballots of the members.

2. The Board of Directors meeting invitation notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

3. The Chairperson of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors as they do for members of the Board of Directors.

4. Members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

Article 54. Conditions for organizing Board of Directors meetings

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

A Board of Directors meeting shall be conducted when 3/4 of the total number of members or more are present. In the event that a meeting convened in accordance with this Article does not have enough members present as prescribed,

the Chairperson of the Board of Directors shall send a second meeting invitation notice to members of the Board of Directors within 07 days from the intended date of the first meeting and at the latest 05 working days before the meeting date. The second Board of Directors meeting must be held no later than 12 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

Article 55. Voting methods

(Pursuant to Article 30 of the Company Charter)

1. The Board of Directors approves resolutions and decisions by voting at meetings, collecting opinions in writing, or other forms as prescribed by the Company Charter. Each member of the Board of Directors has one vote. A member of the Board of Directors is considered to be present and voting at a meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote in accordance with Article 57 of these Regulations;
- c. Attending and voting via online conference, electronic voting, or other electronic forms;
- d. Sending voting ballots to the meeting via mail, fax, or email;
- e. Sending voting ballots by other means as prescribed by law (if any).

2. In the event of sending voting ballots to the meeting via mail, the voting ballot must be placed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at the latest 01 hour before the opening. The voting ballot shall only be opened in the presence of all meeting attendees.

3. Voting:

- a. Except for the provisions in Point b, Clause 3 of this Article, each member of the Board of Directors or a person authorized in accordance with Clause 1 of this Article who is directly present in their personal capacity at the Board of Directors meeting has one (01) vote;

b. A member of the Board of Directors shall not vote on transactions yielding benefits to that member or their related persons in accordance with the Law on Enterprises and Article 42 of the Company Charter;

c. Supervisors have the right to attend Board of Directors meetings, have the right to discuss but not to vote.

4. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when approving matters under the authority of the Board of Directors as stipulated in Clause 2, Article 27 of the Company Charter.

A resolution via written opinion shall be passed on the basis of the approving opinions of the majority of the Board of Directors members with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

5. Meetings of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:

a. Hear each other member of the Board of Directors participating in the meeting speak;

b. Speak to all other attending members simultaneously. Discussions between members may be conducted directly via telephone or other means of communication, or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be deemed 'present' at that meeting. The location of a meeting organized under this provision shall be the location where the majority of the members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions passed during a meeting conducted via telephone that is organized and held in a lawful manner shall be effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

6. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall serve as authentic evidence of the work conducted during the meeting unless there

is an objection to the content of the minutes within ten (10) days from the date of dispatch. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the chairperson and the minute-taker.

Article 56. Procedures for passing resolutions of the Board of Directors

(Pursuant to Article 30 of the Company Charter)

Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members attending the meeting; in the event of a tie, the final decision shall belong to the side with the vote of the Chairperson of the Board of Directors.

A member of the Board of Directors shall not vote on any transaction that yields benefits to that member or their related persons in accordance with the Law on Enterprises and Article 42 of the Company Charter.

Article 57. Authorization of other persons to attend meetings by members of the Board of Directors

(Pursuant to Article 30 of the Company Charter)

Members must attend all meetings of the Board of Directors. A member may authorize another member of the Board of Directors or another person (who is not a member of the Board of Directors, if approved by a majority of the members of the Board of Directors) to attend and vote.

Article 58. Preparation of minutes of the Board of Directors meeting

(Pursuant to the provisions of Article 158 of the Law on Enterprises)

Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:

- a. Name, address of the head office, and enterprise identification number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and contents of the meeting;

d. Full name of each member attending the meeting or the authorized representative, and the method of attendance; full names of members not attending and the reasons;

e. Matters discussed and voted upon at the meeting;

f. Summary of the opinions of each member attending the meeting in the order of the meeting's proceedings;

g. Voting results, clearly stating the members who voted in favor, against, and those who abstained;

h. Matters passed and the corresponding voting ratio for approval;

i. Full name and signature of the chairperson and the minute-taker, except in cases stipulated in Article 59 of these Regulations.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the company's head office.

Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.

The chairperson, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of the Board of Directors meeting.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the company's head office.

Article 59. In case the chairperson and/or secretary refuses to sign the minutes of the Board of Directors meeting

(Pursuant to the provisions of Article 158 of the Law on Enterprises)

In case the chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors attending the meeting and contain full details as stipulated in points a, b, c, d, dd, e, g, and h of Article 58 of these Regulations, such minutes shall be effective.

Article 60. Notification of resolutions and decisions of the Board of Directors

After issuing a Resolution/Decision of the Board of Directors, the Company is responsible for disclosing information internally and to relevant authorities, in

the mass media, and on the Company's website in accordance with the sequence and regulations currently in effect.

Section 5

SUBCOMMITTEES UNDER THE BOARD OF DIRECTORS

Article 61. Subcommittees under the Board of Directors

(Pursuant to Article 31 of the Company Charter)

1. When deemed necessary, the Board of Directors may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors and shall consist of at least 02 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee is only effective when approved by a majority of members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations, the Company Charter, and the Internal Regulations on Corporate Governance.

Section 6

SELECTION, APPOINTMENT, RELIEF OF DUTY CORPORATE GOVERNANCE OFFICER AND COMPANY SECRETARY

Article 62. Standards for the Corporate Governance Officer

(Pursuant to Clause 2, Article 32 of the Company Charter)

The Corporate Governance Officer shall not concurrently work for an approved auditing organization that is currently auditing the Company's financial statements.

Article 63. Appointment of the Corporate Governance Officer and Company Secretary

(Pursuant to Clause 1, Article 32 of the Company Charter)

1. The Board of Directors of the Company must appoint at least 01 Corporate Governance Officer to support corporate governance at the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that it is not contrary to current labor laws.

Article 64. Cases for relief of duty of the Corporate Governance Officer and Company Secretary

1. The Board of Directors may remove/relieve the Corporate Governance Officer and Company Secretary of their duties when necessary, provided that it is not contrary to current labor laws.

2. The Corporate Governance Officer may be removed by a resolution of the General Meeting of Shareholders.

Article 65. Notification of appointment and relief of duty of the Corporate Governance Officer and Company Secretary

After the decision to appoint or relieve the Corporate Governance Officer and Company Secretary of their duties is made, the Company is responsible for disclosing information internally and to relevant authorities, in the mass media, and on the Company's website in accordance with the sequence and regulations of current law.

Article 66. Rights and Obligations of the Corporate Governance Officer and Company Secretary

(Pursuant to Clause 3, Article 32 of the Company Charter)

1. The Corporate Governance Officer has the following rights and obligations:

a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;

b. Preparing for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c. Advising on meeting procedures;

d. Attending meetings;

e. Advising on procedures for drafting resolutions of the Board of Directors in accordance with the provisions of the law;

f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;

g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;

h. Serving as the contact point with related parties;

i. Maintaining confidentiality of information in accordance with the provisions of the law and the Company Charter;

j. Other rights and obligations as prescribed by law.

2. The Company Secretary has the following rights and obligations:

a. Support the organization of the General Meeting of Shareholders and Board of Directors meetings; record meeting minutes;

b. Support members of the Board of Directors in exercising their assigned rights and obligations;

c. Support the Board of Directors in applying and implementing the Company's corporate governance principles;

d. Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensure compliance with obligations regarding information provision, information disclosure, and administrative procedures. Maintain confidentiality of information in accordance with the provisions of the law and the Company Charter;

e. Other rights and obligations as prescribed by law.

3. The person in charge of corporate governance and the Company Secretary shall be entitled to remuneration and bonuses. The total amount of remuneration and bonuses for the person in charge of corporate governance and the Company Secretary shall be decided by the General Meeting of Shareholders at the annual meeting. Remuneration for the person in charge of corporate governance and the Company Secretary shall be included in the Company's business expenses in accordance with the law on corporate income tax and must be reported to the General Meeting of Shareholders at the annual meeting.

Chapter IV

BOARD OF SUPERVISORS

Section 1

GENERAL PROVISIONS

Article 67. Role, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors

(Pursuant to Article 287 and Article 288 of Decree No. 155/2020/ND-CP)

1. Members of the Board of Supervisors shall have the rights as prescribed by the Law on Enterprises, relevant laws, the Company Charter, and the Operational Regulations of the Board of Supervisors, including the right to access information and documents related to the Company's operational status. Members of the Board of Directors, the General Director, and other managers of the enterprise are responsible for providing information in a timely and complete manner at the request of members of the Board of Supervisors.

2. Members of the Board of Supervisors are responsible for complying with the provisions of the law, the Company Charter, the Operational Regulations of the Board of Supervisors, and professional ethics in exercising their assigned rights and obligations.

3. The Board of Supervisors shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:

a. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations accepted to audit the Company's financial statements; decide on the audit organization accepted to inspect the Company's operations, and remove the accepted auditor when deemed necessary.

b. Be accountable to shareholders for their supervisory activities.

c. Supervise the Company's financial status and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

d. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

e. In case of discovering acts of violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take measures to remedy the consequences.

f. Develop the Operational Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

g. Report to the General Meeting of Shareholders in accordance with the provisions of Article 290 of Decree 155/2020/NĐ-CP.

4. The Board of Supervisors is responsible for receiving requests for inspection of books and records from common shareholders as stipulated in Clause 1, Article 45 of the Company Charter and for fulfilling these requests for information provision from the Board of Directors, the General Director, or other managers. The procedure for requesting information provision is stipulated in the Appendix to these Regulations. The person provided with information is responsible for maintaining the confidentiality of the provided information and using it for the correct purposes for the assigned work.

Section 2

REGULATIONS ON TERM, QUANTITY, COMPOSITION STRUCTURE OF MEMBERS OF THE BOARD OF SUPERVISORS

Article 68. Quantity, term, composition, and structure of members of the Board of Supervisors

(Pursuant to the provisions of Article 168 of the Law on Enterprises, Clause 1, Article 37 of the Company Charter)

1. The number of members of the Company's Board of Supervisors is 03.
2. The term of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
3. Members of the Board of Supervisors are not required to be shareholders of the Company.
4. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Supervisors; the election, relief of duty, and removal shall be conducted according to the majority principle. The rights and obligations of the Head of the Board of Supervisors shall be stipulated by the Company Charter. More than half of the Supervisors of the Board of Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities, unless the Company Charter provides for other higher standards.
5. In case the term of all Supervisors ends at the same time and the new Supervisors have not yet been elected, the outgoing Supervisors shall continue to exercise their rights and obligations until the new Supervisors are elected and assume their duties.

Article 69. Standards and conditions for members of the Board of Supervisors

(Pursuant to the provisions of Article 169 of the Law on Enterprises, Clause 2, Article 37 of the Company Charter)

1. Supervisors must meet the following standards and conditions:
 - a. Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b. Trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major suitable for the enterprise's business activities;

c. Not being a person with a family relationship with members of the Board of Directors, the General Director, or other managers;

d. Not being a manager of the company; not necessarily being a shareholder or employee of the company;

e. Not being a person working in the accounting or finance department of the Company;

f. Not being a member or employee of an independent audit firm that has audited the company's financial statements in the 03 preceding consecutive years.

g. Other standards and conditions as prescribed by other relevant laws.

2. In addition to the standards and conditions stipulated in Clause 1 of this Article, the Company's Supervisors must ensure they meet all conditions stipulated in Clause 2, Article 169 of the Law on Enterprises.

3. The Head of the Board of Supervisors must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities.

Article 70. Nomination and candidacy of members of the Board of Supervisors

(Pursuant to the provisions of Article 285 of Decree No. 155/2020/NĐ-CP; Article 36 of the Company Charter)

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of the Company Charter. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares has the right to nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% or more may nominate the full number of candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy as stipulated in Clause 5, Article 115 of the Law on Enterprises is not sufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the Company Charter, Internal

Regulations on Corporate Governance, and the Operational Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Supervisors according to Clause 2 of this Article is still not sufficient, the Board of Supervisors shall disclose information regarding the insufficiency of candidates for the Board of Supervisors no later than five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the Company Charter, Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Supervisors. The organization of additional nominations by the incumbent Board of Supervisors for other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 71. Method of electing members of the Board of Supervisors

(Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 21 of the Company Charter)

1. The voting for members of the Board of Supervisors must be carried out using the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Supervisors shall be determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the final member of the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made according to the criteria stipulated in the election regulations, the Operational Regulations of the Board of Supervisors, or the Company Charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be carried out using the cumulative voting method as stipulated in Clause 3, Article 148 of the Law on Enterprises or by the voting method (in favor, against, abstain). The voting ratio for approval via the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 72. Cases for relief of duty and removal of members of the Board of Supervisors

(Pursuant to the provisions of Article 174 of the Law on Enterprises)

1. The General Meeting of Shareholders shall relieve a member of the Board of Supervisors of their duty in the following cases:

a. No longer meets the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;

b. Has submitted a resignation letter which has been accepted;

c. Other cases as prescribed by the Company Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:

a. Failing to complete assigned tasks and duties;

b. Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

c. Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;

d. Other cases as per the resolution of the General Meeting of Shareholders.

3. A member of the Board of Supervisors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves their relief of duty, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration as a member of the Board of Supervisors immediately upon the Company's receipt of notification regarding the following cases:

- The member of the Board of Supervisors has limited civil act capacity, has

lost civil act capacity, or has difficulty in cognition or behavior control.

- The member of the Board of Supervisors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs.

- The Board of Supervisors has a decision approving the acceptance of the resignation letter of the member of the Board of Supervisors, implemented similarly to the provisions in Article 9 of the Operational Regulations of the Board of Directors.

Article 73. Notification of the election, relief of duty, and removal of members of the Board of Supervisors

After a decision on the election, relief of duty, or removal of a Supervisor is made, the Company is responsible for disclosing information internally within the Company, to relevant authorities, and on mass media and the Company's website in accordance with the procedures and provisions of current law.

Article 74. Remuneration and other benefits of members of the Board of Supervisors

(Pursuant to the provisions of Article 172 of the Law on Enterprises)

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors;

2. Members of the Board of Supervisors shall be reimbursed for reasonable food, accommodation, travel, and independent consulting service expenses. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

3. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on

corporate income tax and other relevant legal provisions, and must be recorded as a separate item in the Company's annual financial statements.

Chapter V

GENERAL DIRECTOR

Article 75. Role, responsibilities, rights, and obligations of the General Director

(Pursuant to Clauses 2, 4, Article 35 of the Company Charter)

1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

2. The General Director has the following rights and obligations:

a. Deciding on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b. Organizing the implementation of resolutions and decisions of the Board of Directors;

c. Organizing the implementation of the Company's business plans and investment schemes;

d. Proposing the organizational structure and internal management regulations of the Company;

e. Appointing, relieving of duty, and removing management positions in the Company, except for positions under the authority of the Board of Directors;

f. Deciding on salary and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g. Recruiting employees;

h. Proposing plans for dividend payment or handling of business losses;

i. Other rights and obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.

Article 76. Term, standards, and conditions of the General Director

(Pursuant to the provisions of Clause 5, Article 162 of the Law on Enterprises; Clause 3, Article 35 of the Company Charter)

The term of the General Director shall not exceed 05 years and they may be reappointed for an unlimited number of terms. The General Director must meet the following standards and conditions:

- a. Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Not being a person with family relations to the managers of the enterprise, the Supervisor of the company and the parent company; the representative of state capital, or the representative of enterprise capital at the company and the parent company;
- c. Possessing professional qualifications and experience in corporate business management.

Article 77. Candidacy and nomination of the General Director

The Board of General Directors and members of the Board of Directors have the right to nominate candidates for the position of General Director in accordance with the standards and conditions prescribed in Article 76 of these Regulations and submit them to the Board of Directors for consideration when the Company has a need to find a General Director.

Article 78. Appointment, relief of duty, signing of contracts, and termination of contracts for the General Director

(Pursuant to Clause 1, Clause 5, Article 35 of the Company Charter)

The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to act as the General Director.

The Board of Directors may relieve the General Director of their duty when a majority of the voting members of the Board of Directors attending the meeting approve, and appoint a new General Director as a replacement.

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of employment contracts as prescribed in Point i, Clause 2, Article 27 and Article 35 of the Company Charter.

Article 79. Notification of the appointment, relief of duty, signing of contracts, and termination of contracts for the General Director

After a decision on the election, relief of duty, or removal of the General Director is made, the Company is responsible for disclosing information internally within the Company, to relevant authorities, and on mass media and the Company's website in accordance with the procedures and provisions of current law.

Article 80. Remuneration and other benefits of the General Director

(Pursuant to Clause 2, Clause 4, Article 34 of the Company Charter)

1. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

2. The salary of the executive shall be included in the Company's business expenses in accordance with the law on corporate income tax, recorded as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Chapter VI

OTHER ACTIVITIES

Section 1

REGULATIONS ON COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR

Article 81. Procedures and sequence for convening, notifying, recording minutes, and announcing the results of meetings between the Board of Directors, the Board of Supervisors, and the General Director

The procedures and sequence for convening, notifying, recording minutes, and announcing the results of meetings between the Board of Directors, the Board of Supervisors, and the General Director shall be carried out in accordance with the procedures and sequence for convening Board of Directors meetings as prescribed in Section 4, Chapter 3 of these Regulations.

Article 82. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors

(Pursuant to the provisions of Clause 1, Article 171 of the Law on Enterprises)

Resolutions/Decisions and minutes of Board of Directors meetings, after being issued, must be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors.

Article 83. Notification of Resolutions/Decisions of the Board of Directors to the General Director

Resolutions/Decisions of the Board of Directors (with contents related to the responsibilities, powers, and obligations of the General Director), after being issued, must be sent to the General Director at the same time and in the same manner as for members of the Board of Directors.

Article 84. Cases in which the Board of Supervisors and the General Director request to convene a meeting of the Board of Directors and issues requiring the opinion of the Board of Directors

(Pursuant to the provisions of Point h, Clause 3, Article 162 of the Law on Enterprises, Article 288 of Decree No. 155/2020/NĐ-CP, Clause 4, Article 35, and Article 39 of the Company Charter)

1. Cases of requesting to convene a meeting of the Board of Directors

a. The Board of Supervisors may request to convene a meeting of the Board of Directors in the following cases:

- When there is a request from a shareholder/group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

- When it is determined that the Supervisor's right to access information and documents related to the company's operational status is not being fully exercised in accordance with current law and the Company Charter;

- When detecting acts of violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other enterprise managers after having notified the Board of Directors in writing in accordance with Clause 5, Article 39 of the Company Charter, but the person committing the

violation has not ceased the violation or has not provided solutions to remedy the consequences;

b. The General Director may request to convene a meeting of the Board of Directors in the following cases:

- When it is determined that the rights of the General Director as prescribed in Article 35 of the Company Charter are not being exercised;

- Upon discovering acts of violation of the law or the Company Charter by other business executives after having notified the BOD in writing, but the violating person has not ceased the violation or provided solutions to remedy the consequences;

2. Matters requiring the BOD's opinion:

a. Proposing to the BOD regarding the organizational structure and internal management regulations of the Company;

b. Proposing measures to improve the Company's operations and management;

c. The General Director shall prepare a plan for the Board of Directors to approve matters related to the recruitment, dismissal, salary, social insurance, benefits, rewards, and discipline of employees and business executives.

d. The General Director shall prepare a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with best management standards, practices, and policies, as well as practices and policies stipulated in the Company Charter, the Company's regulations, and current applicable law.

e. Seeking the BOD's opinion on the audited Financial Statements (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year, which must be submitted for the BOD's approval;

f. Proposing plans for dividend payments or handling business losses;

g. Seeking the BOD's approval for the detailed business plan for the next fiscal year;

h. Other matters when deemed in the interest of the Company.

Article 85. The General Director's report to the BOD on the performance of assigned duties and powers

(Pursuant to the provisions in Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4 Article 35 of the Company Charter)

1. Reporting on the implementation status of resolutions of the BOD and the GMS, and the Company's business and investment plans already approved by the BOD and the GMS;
2. Periodically reporting on a quarterly and annual basis on the financial situation and the Company's production and business performance;
3. Reporting on improvements to organizational structure, policies, and management;
4. Reporting annually on the implementation of obligations toward the environment, the community, and employees;
5. Reporting on the implementation status of other matters authorized by the BOD and the GMS;
6. Reporting on other matters as requested by the BOD.

Article 86. Reviewing the implementation of resolutions and other matters authorized by the BOD to the General Director

Based on the General Director's report on the performance of assigned duties and powers as stipulated in Article 75 of these Regulations, the BOD shall review the results of the implementation of resolutions and other matters authorized by the BOD to the General Director.

Article 87. Matters the General Director must report, provide information on, and the method of notification to the BOD and the BOS

(Pursuant to the provisions in Clause 3 Article 291 of Decree No. 155/2020/NĐ-CP, Article 35, Clause 3 Article 42, and Article 44 of the Company Charter)

1. Matters the General Director must report, provide information on, and the method of notification to the BOD.
2. Matters according to Article 84 of these Regulations;

3. The General Director has the obligation to notify the BOD of transactions between the Company, its subsidiaries, or other companies controlled by the Company with 50% or more of the charter capital, with that same entity or with persons related to that entity in accordance with the law.

4. Other matters requiring the BOD's opinion or report must be sent at least seven (07) working days in advance, and the BOD shall respond within seven (07) working days.

5. Specifically, in the case of approving contracts or transactions as stipulated in Clause 1 Article 167 of the Law on Enterprises and having a value smaller than 35% of the total value of the enterprise's assets recorded in the most recent financial statement, or another smaller ratio or value as stipulated in the Company Charter, the company representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisor regarding the related parties of that contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Company Charter stipulates a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

6. Matters the General Director must report, provide information on, and the method of notification to the BOS.

a. The General Director's report submitted to the BOD or other documents issued by the company shall be sent to the Supervisors at the same time and in the same manner as for members of the BOD.

b. The General Director and other business executives must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the company upon the request of the Supervisor or the Board of Supervisors, except for information related to the Company's trade secrets.

c. The method of notification to the BOS shall be carried out in the same manner as for the Board of Directors.

Article 88. Coordinating control, management, and supervision activities among members of the BOD, Supervisors, and the General Director according to the specific duties of the aforementioned members

1. Coordination of activities between the BOS and the BOD:

The BOS plays a role in supervision, coordination, consultation, and providing full, timely, and accurate information. Specifically as follows:

a. Regularly notifying the BOD of operational results and consulting the BOD before submitting reports, conclusions, and recommendations to the GMS;

b. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters that need clarification;

c. Periodic and ad-hoc inspections by the BOS must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the BOD to provide additional basis for the BOD in managing the Company. Depending on the level and results of the aforementioned inspection, the BOS shall discuss and reach a consensus with the BOD and the General Director before reporting to the GMS. In case of disagreement, the right to reserve opinions to be recorded in the minutes is granted, and the Head of the BOS is responsible for reporting to the nearest GMS;

d. In the event that the Board of Supervisors discovers acts of violation of the law or the Company Charter by members of the BOD, the Board of Supervisors shall notify the BOD in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and provide solutions to remedy the consequences;

e. The Supervisor has the obligation to notify the BOD of transactions between the Company, its subsidiaries, or other companies controlled by the Company with 50% or more of the charter capital, with that same entity or with persons related to that entity in accordance with the law;

f. For recommendations related to the Company's operational and financial situation, the BOS must send a document along with related materials at least fifteen (15) days prior to the intended date of receiving a response;

g. Matters recommended to the BOD must be sent at least seven (07) working days in advance, and the BOD shall respond within seven (07) working days;

h. The BOD shall create favorable conditions for the BOS to exercise its rights and obligations.

2. Coordination of activities between the BOS and the General Director:

The BOS has the function of inspection and supervision.

a. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved auditing organization) to attend and answer matters that need clarification regarding issues of concern to the Supervisors;

b. Periodic and ad-hoc inspections by the BOS must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director to provide additional basis for the General Director in managing the Company. Depending on the level and results of the aforementioned inspection, the BOS shall discuss and reach a consensus with the General Director before reporting to the GMS. In case of disagreement, the right to reserve opinions to be recorded in the minutes is granted, and the Head of the BOS is responsible for reporting to the nearest GMS;

c. The Supervisor has the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the Head Office or the place where records are stored, for the purpose of performing the assigned duties of the member of the Board of Supervisors if approved by the Board of Supervisors. The procedure for requesting information is stipulated in the Appendix to these Regulations. The person provided with information is responsible for maintaining the confidentiality of the information provided and using it for the assigned work for the intended purpose;

d. Regarding information and documents on management, business administration, business performance reports, and financial statements, the BOS's written request for provision must be sent to the Company at least forty-eight (48) working hours prior to the intended time of receiving a response. The BOS shall not use information that has not been permitted for disclosure by the company or disclose it to others to conduct related transactions;

e. Matters recommended regarding measures to amend, supplement, or improve the organizational structure, management, supervision, and administration of the company's business operations by the BOS must be sent to the General Director at least seven (07) working days prior to the intended date of receiving a response;

f. The General Director shall create favorable conditions for the BOS to exercise its rights and obligations.

3. Coordination of activities between the General Director and the BOD: The General Director is the person who, on behalf of the Company, manages the Company's operations, ensuring that the Company operates continuously and effectively.

a. When proposing organizational structure plans or internal management regulations of the Company, the General Director shall submit them to the BOD as soon as possible, but no later than seven (07) days before the date such content needs to be decided.

b. The General Director shall prepare plans for the BOD to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline for employees and managers.

c. The General Director shall prepare plans for the BOD to approve matters related to the Company's relations with trade unions in accordance with best management standards, practices, and policies, as well as the practices and policies stipulated in the Company Charter, the Company's regulations, and current applicable law.

d. The General Director is obligated to notify the BOD of transactions between the Company, its subsidiaries, or other companies controlled by the Company with 50% or more of the charter capital, with the entities themselves or with related persons of those entities in accordance with the law.

e. Other contents requiring consultation as stipulated in Clause 2, Article 84 of these Regulations must be sent to the BOD at least seven (07) working days prior to the date the BOD's response is expected.

Section 2

REGULATIONS ON ANNUAL PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER BUSINESS MANAGERS

Article 89. Regulations on the performance evaluation of members of the BOD, Supervisors, the General Director, and other executives

1. The BOD is responsible for developing performance evaluation criteria for all members of the BOD, the General Director, and other executives.

2. Performance evaluation criteria must harmonize the interests of Business Managers with the long-term interests of the Company and shareholders. Financial and non-financial indicators used in evaluations shall be carefully considered and decided by the BOD from time to time. In particular, non-financial indicators may include: interests of stakeholders, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on assigned functions and duties and established evaluation criteria/achieved results, the BOD shall organize the performance evaluation of BOD members.

4. The performance evaluation of Supervisors shall be organized and implemented according to the methods mentioned in the organizational and operational structure of the BOS.

5. The performance evaluation of other executives shall be carried out in accordance with internal regulations or may be based on the self-evaluation reports of these executives.

Article 90. Rewards

1. The BOD or the Remuneration Committee (if any) is responsible for developing reward policies. Rewards shall be granted based on the performance evaluation results under Article 89 of these Regulations.

2. Forms of rewards: in cash, in shares (issuing shares under an employee stock option plan), or other forms developed by the BOD or the Remuneration Committee. The General Director shall prepare plans for these reward forms and

submit them to the BOD for approval; in cases exceeding their authority, they shall be submitted to the GMS for approval.

3. The reward scheme for members of the BOD and Supervisors shall be decided by the GMS.

4. For Business Managers: the source of reward funds shall be deducted from the Company's Reward and Welfare Fund and other legal sources. The reward level shall be based on actual annual business results; the General Director shall propose it to the BOD for approval, and in cases exceeding their authority, it shall be submitted to the GMS for approval.

Article 91. Discipline

1. The BOD is responsible for developing disciplinary measures based on the nature and severity of the violation. The highest form of discipline shall be removal or dismissal.

2. Members of the BOD, Supervisors, and Business Managers who fail to fulfill their duties with honesty, diligence, and prudence shall be held personally liable for damages caused by them.

3. Members of the BOD, Supervisors, and Business Managers who, while performing their duties, commit acts in violation of the law or the Company's regulations shall be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the Company Charter. In case of causing damage to the interests of the Company, shareholders, or others, they shall be liable for compensation in accordance with the law.

Chapter VII

AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS

Article 92. Supplementing and amending the Corporate Governance Regulations

1. The supplementation or amendment of these Regulations must be considered and decided by the Company's GMS.

2. In the event that legal provisions related to the Company's operations are not mentioned in these Regulations, or in the event that new legal provisions differ

from the terms in these Regulations, such legal provisions shall automatically apply and govern the Company's operations.

Chapter VIII

EFFECTIVE DATE

Article 93. Effective date

1. These Regulations consist of 08 Chapters and 93 Articles, unanimously approved by the GMS of Ben Tre Water Supply Joint Stock Company on June 26, 2026, and the full text of these regulations is hereby accepted as effective.
2. These Regulations are the sole and official regulations of the Company.
3. Copies or extracts of the Corporate Governance Regulations must be signed by the Chairperson of the BOD.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

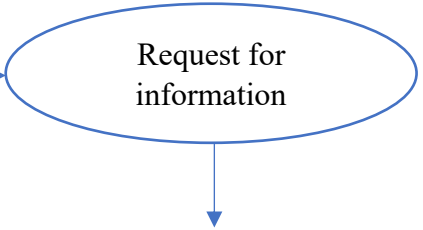
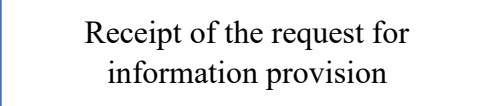
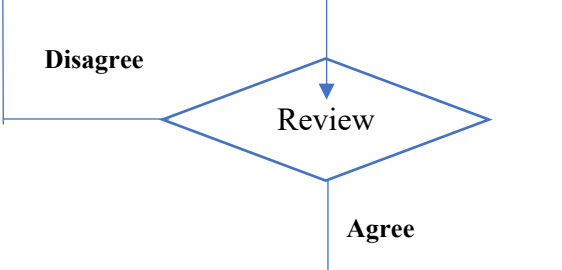
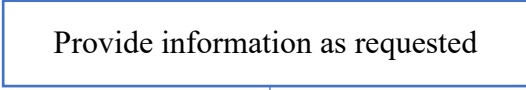
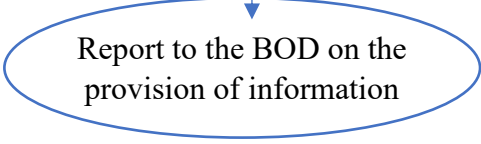
CHAIRPERSON



TRAN HUNG

INFORMATION PROVISION PROCEDURE

- (1) Shareholder or group of shareholders: in accordance with Article 12 and Article 44 of the Company's Charter.*
- (2) Board of Supervisors: in accordance with Article 39 of the Company's Charter.*
- (3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive Officer: in accordance with Article 44 of the Company's Charter.*

Step	Flowchart	Person in charge	Guidelines / Forms
Step 1		<ul style="list-style-type: none"> - Shareholder or group of shareholders⁽¹⁾ - Board of Supervisors⁽²⁾ - Member of the Board of Directors⁽³⁾ - Member of the Board of Supervisors⁽⁴⁾ - Executive officer⁽⁵⁾ 	<ul style="list-style-type: none"> - Request for information provision in writing (Form 01). - In case the authorized representative of a shareholder or group of shareholders requests information provision, the request must be accompanied by the original or notarized copy of the power of attorney in accordance with the provisions of Law.
Step 2		Company	
Step 3		Board of Directors	<ul style="list-style-type: none"> - The review period shall be a maximum of 10 working days from the date of receipt of the request for information provision. - The response period for disagreeing with the request for information provision shall be a maximum of 02 working days from the date the BOD decides to refuse the provision of information.
Step 4		Manager	<ul style="list-style-type: none"> - The period for the manager to provide information shall be a maximum of 7 working days from the date the BOD agrees to provide the information. - Information shall be provided at the Company's head office/representative office/branch. - Any costs arising from certified copying of documents, if any, in connection with the provision of information shall be borne by the requester of the information.
Step 5		Manager	

FORM 01
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

WRITTEN REQUEST FOR INFORMATION PROVISION

To: Ben Tre Water Supply and Sewerage Joint Stock Company

I. INFORMATION OF THE PERSON REQUESTING INFORMATION PROVISION:

- 1. Requesting person:.....
 Legal representative (*For institutional shareholders*):.....
- 2. Subject requesting information provision:
 - Shareholder / group of shareholders
 - Board of Supervisors
 - Member of the Board of Directors
 - Member of the Board of Supervisors
 - Executive Officer
- 3. Contact address/Head office:
- 4. Nationality:
- 5. Citizen ID Card/ID Card passport /Enterprise Registration Certificate No.:
- Date of issue:..... Place of issue:
- 6. Telephone:.....Email:
- 7. Number of shares owned/represented:..... shares, as of

II. CONTENT OF THE REQUEST FOR INFORMATION PROVISION:

Purpose of the request for information provision:

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By this document, I/We request the Company to provide the following information

:.....
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.....

(1) Shareholder or group of shareholders: in accordance with Article 12 and Article 44 of the Company's Charter.
(2) Board of Supervisors: in accordance with Article 39 of the Company's Charter.
(3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive Officer: in accordance with Article 44 of the Company's Charter.

.....
.....

I/We undertake the following commitments:

- To keep confidential the information provided by the Company in accordance with the Company's Charter and the law;
- To use the provided information only for the proper purpose of performing assigned work / protecting my/our lawful rights and interests;
- Not to disseminate, copy, or send the information provided by the Company to other organizations or individuals, in accordance with the provisions of law;
- To fully pay all costs arising from certified copying of documents, if any, in connection with this provision of information;
- To take full responsibility before the law in case of using the information for improper purposes.

Sincerely thank you!

.....,, 20..

**PERSON REQUESTING INFORMATION
PROVISION**

(Signature, seal and full name)

**GROUP MEETING MINUTES
ATTACHED TO THE WRITTEN REQUEST FOR INFORMATION
PROVISION**

Today, on/...../20...., at, We, the shareholders of Ben Tre Water Supply and Sewerage Joint Stock Company, collectively holding shares, representing% of the total voting shares of the Company, whose names are listed below:

No.	Shareholder's name	ID Card/ Passport/ BRC No.	Contact Address	Number of Shares Owned	Shareholder's Signature/ Signature and Seal (for institutional entities)
1					
2					
...					
Total					

We hereby unanimously appoint:

- Full Name:
- ID Card/Passport/BRC No.:
- Date of issue:..... Place of issue:

To act as the group representative to execute procedures for requesting the provision of information from Ben Tre Water Supply and Sewerage Joint Stock Company, with the specific details as follows:

Purpose of the request for information provision:

.....

.....

By this document, we request the Company to provide the following information:

.....

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.....

We hereby commit to the following:

- Maintain the confidentiality of the information provided by the Company in accordance with the Company's Charter and the law;
 - Solely utilize the provided information to protect our legitimate rights and interests;
 - Not disseminate, copy, or forward the information provided by the Company to other organizations or individuals in accordance with the law;
 - Fully pay all costs incurred from photocopying documents (if any) arising from this provision of information;
 - Bear full legal responsibility in the event that the information is used for wrongful purposes.
- (1) Shareholder or group of shareholders: in accordance with Article 12 and Article 44 of the Company's Charter.*
- (2) Board of Supervisors: in accordance with Article 39 of the Company's Charter.*
- (3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive Officer: in accordance with Article 44 of the Company's Charter.*

Thank you respectfully!

.....,, 20..
**THE NOMINATED GROUP
REPRESENTATIVE**
(Signature, seal, and full name)

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**OPERATING REGULATIONS
OF THE BOARD OF DIRECTORS**

**BEN TRE WATER SUPPLY AND SEWERAGE
JOINT STOCK COMPANY**



(Issued together with the Resolution of the 2026 Annual General Meeting of Shareholders of Ben Tre Water Supply and Sewerage Joint Stock Company)

Vinh Long, June 26, 2026

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Chapter I GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope: The Operating Regulations of the Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and its members in order to operate in accordance with the Law on Enterprises, the Company Charter, the Internal Regulations on Corporate Governance, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and related persons mentioned in these Regulations.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors shall work on a collective basis. Members of the Board of Directors shall be individually responsible for their assigned tasks and collectively responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors shall assign the General Director the responsibility to organize and execute the resolutions and decisions of the Board of Directors.

Article 3. Definitions and Terms

1. In these Regulations, the following terms shall be understood as follows:

a) *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with Article 6 of the Charter of Ben Tre Water Supply and Sewerage Joint Stock Company;

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

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

d) *Enterprise manager* is a person who manages the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management positions appointed by the General Meeting of Shareholders or the Board of Directors;

e) *Related person* is an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;

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

g) *Member of the Board of Supervisors* is a Supervisor;

h) *Non-executive member of the Board of Directors* is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as prescribed by the Company Charter.

i) *Trade secret* is information regarding inventory levels, cost and profit, finance, and technological solutions and business techniques.

j) *Business secret* is information obtained from financial and intellectual investment activities that has not been disclosed and is capable of being used in business.

2. In these Regulations, references to one or more other provisions or documents shall include any amendments, supplements, or replacements thereof.

3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and shall not affect the content of these Regulations.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and Obligations of Members of the Board of Directors

1. Members of the Board of Directors shall have full rights and responsibilities in accordance with the Law on Enterprises, the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its units.

2. Members of the Board of Directors shall have obligations in accordance with the Law on Enterprises, the Company Charter, and the following obligations:

a) To perform their duties honestly and carefully for the best interests of the shareholders and the Company;

b) To attend all meetings of the Board of Directors and provide opinions on matters discussed;

c) To report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associate companies, and other organizations;

d) To report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, other companies over which the Company holds control of 50% or more of the charter capital, and the member of the Board of Directors and their related persons; and transactions between the Company and companies in which the member of the Board of Directors is a founding member or an enterprise manager within the 03 years immediately preceding the transaction;

đ) To disclose information when conducting transactions involving Company shares in accordance with the law.

Article 5. Right of Board Members to be Provided with Information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers within the Company to provide information and documents regarding the financial status and business operations of the Company and its units, provided that such information relates to the assigned tasks of the Board member and is approved by the Board of Directors, and provided that such information does not fall within the scope of the Company's trade secrets. The person receiving such information shall be responsible for maintaining the confidentiality of the provided information and using it for the intended purpose of their assigned work.

2. The requested enterprise manager shall provide information and documents promptly, fully, and accurately as requested by the member of the Board of Directors. The sequence and procedures for requesting and providing information shall be detailed in the Internal Regulations on Corporate Governance.

Article 6. Number, Term, and Structure of the Board of Directors

1. The number of members of the Board of Directors shall be 05.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

3. In the event that the terms of all members of the Board of Directors expire simultaneously, such members shall continue to serve as members of the Board of Directors until new members are elected to replace and take over the work.

4. Structure of the Board of Directors:

The structure of the Company's Board of Directors must ensure that at least 1/3 of the total number of Board members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions within the Company to ensure the independence of the Board of Directors.

Article 7. Standards and Conditions for Members of the Board of Directors

Members of the Board of Directors must meet the following standards and conditions:

a) Not fall into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in the Company's business lines and industries, and are not required to be shareholders of the Company;

c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company;

d) For state-owned enterprises as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors shall not be persons with family relationships with the General Director and other managers of the Company, or with the managers or persons authorized to appoint managers of the parent company.

Article 8. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors shall not concurrently serve as the General Director.

3. The Chairperson of the Board of Directors shall have the following rights and obligations:

a) To develop the operating programs and plans of the Board of Directors;

b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c) To organize the approval of resolutions and decisions of the Board of Directors;

d) To supervise the implementation of the resolutions and decisions of the Board of Directors;

dd) To chair meetings of the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In the event that the Chairperson of the Board of Directors submits their resignation or is dismissed or removed, the Board of Directors shall elect a replacement within 10 days from the date of receiving the resignation letter or the date of dismissal or removal.

5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they shall authorize in writing another member of the Board of Directors to exercise the rights and perform the obligations of the Chairperson of the Board of Directors in accordance with the principles stipulated in the Company Charter. In the event that there is no authorized person, or the Chairperson of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification facility or compulsory education facility, absconds from their place of residence, has their civil act capacity limited or lost, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among themselves to hold the position of Chairperson of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal is not contrary to current labor laws. The Company Secretary shall have the following rights and obligations:

a) To assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;

b) To assist members of the Board of Directors in exercising their assigned rights and obligations;

c) To assist the Board of Directors in applying and implementing corporate governance principles;

d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; to ensure compliance with

obligations regarding information provision, information disclosure, and administrative procedures;

dd) Other rights and obligations as prescribed in the Company Charter and Internal Regulations on Corporate Governance.

Article 9. Removal, dismissal, replacement, and supplementation of members of the Board of Directors

1. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

a) They do not meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;

b) They have submitted a resignation letter and it has been accepted;

c) Other cases as prescribed by the Law on Enterprises and the Company Charter.

2. A member of the Board of Directors shall continue to fully exercise their rights and perform their obligations until the General Meeting of Shareholders approves their removal, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration, which shall cease immediately upon the Company receiving notification of the following cases:

- The member of the Board of Directors has their civil act capacity limited, loses their civil act capacity, or has difficulty in cognition or behavior control.
- The member of the Board of Directors is being prosecuted for criminal liability, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification facility or compulsory education facility, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs.
- The Board of Directors has issued a decision to accept the resignation letter of the member of the Board of Directors in accordance with Clause 3 of this Article.

3. In the event that a member of the Board of Directors submits a resignation letter, the specific sequence and procedures for acceptance shall be as follows:

a) To notify of their resignation, the resigning member of the Board of Directors must submit a Resignation Letter to the Board of Directors, which includes the following key contents:

- The position being resigned from;
- Reason for resignation;
- Effective date (clearly stating the start date);
- Signature and full name (handwritten) of the member of the Board of Directors.

b) The process for handling the resignation letter of a member of the Board of Directors as prescribed in Point a of this Clause shall be as follows:

- The Company shall disclose extraordinary information within 24 hours from the time of receiving the resignation letter.
- The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send a notice of the meeting to members of the Board of Directors within 07 (seven) working days from the date the Company receives the resignation letter and no later than 03 (three) working days before the meeting date.
- The Board of Directors meeting must be held no later than 10 (ten) working days from the date the Company receives the resignation letter.
 - + In the event that the Board of Directors approves the acceptance of the resignation letter, the resigning member of the Board of Directors shall continue to exercise their rights and perform their obligations until the General Meeting of Shareholders approves the decision to remove the member of the Board of Directors, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration.
 - + In the event that the Board of Directors does not approve the acceptance of the resignation letter, the resigning member of the Board of Directors shall continue to exercise their rights and perform their obligations until the General Meeting of Shareholders approves the decision to remove the member of the Board of Directors. The Board of Directors must notify the resigning member of the Board of Directors in writing, clearly stating the reasons for refusing to accept the resignation letter, no later than 02 (two) working days after the date of the decision.
- The Resolution of the Board of Directors regarding the acceptance of the resignation letter must be disclosed as extraordinary information within 24 hours from the time of the decision.

c) A member of the Board of Directors may not withdraw their resignation letter, except in cases where the Board of Directors has decided not to accept the resignation letter.

4. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failure to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Other cases as prescribed in the Company Charter.

5. When deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors; or remove or dismiss a member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.

6. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) Except for the case prescribed in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been removed or dismissed at the nearest meeting.

Article 10. Methods of election, removal, and dismissal of members of the Board of Directors

1. A shareholder or a group of shareholders holding 5% or more of the total common shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. The nomination of persons to the Board of Directors shall be carried out as follows:

a) Common shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders. A shareholder or a group of shareholders holding from 5% to less than 10% of the total voting shares shall have the right to nominate one (01) candidate; from 10% to less than 30% shall have the right to nominate a maximum of two (02) candidates; from 30% to less than 40% shall have the right to nominate a

maximum of three (03) candidates; from 40% to less than 50% shall have the right to nominate a maximum of four (04) candidates; and 50% or more shall have the right to nominate the full number of candidates. The nomination and self-nomination of members of the Board of Directors are detailed in Clause 1, Article 44 of the Internal Regulations on Corporate Governance.

b) Based on the number of members of the Board of Directors prescribed in Clause 1, Article 26 of the Company Charter and Clause 1, Article 6 of these Regulations, the shareholder or group of shareholders prescribed in Point a, Clause 1 of this Article shall have the right to nominate one or more persons as candidates for the Board of Directors as decided by the General Meeting of Shareholders.

3. In the event that the number of candidates for the Board of Directors through nomination and self-nomination as prescribed in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. In the event that the number of candidates nominated by the incumbent Board of Directors pursuant to Clause 3 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficiency of the number of candidates for the Board of Directors no later than five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The organization of additional nominations by the incumbent Board of Directors for other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. The voting for election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Directors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the

highest number of votes until the number of members specified in the Company Charter is reached. In the event that two or more candidates receive the same number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates with the same number of votes, or selection shall be made according to the criteria of the election regulations or the Company Charter.

6. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by a voting method (in favor, against, abstention). The passing rate for the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

7. The removal or dismissal of members of the Board of Directors by the General Meeting of Shareholders shall be conducted by a voting method (in favor, against, abstention). The passing rate for the voting method is prescribed in Clause 2, Article 21 of the Company Charter.

Article 11. Notification of election, removal, and dismissal of members of the Board of Directors

1. In the event that candidates for the Board of Directors have been identified in accordance with Clause 1, Article 44 of the Internal Regulations on Corporate Governance, the Company shall disclose information related to the candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may research these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- đ) Interests related to the Company and the Company's related persons;
- e) Other information (if any) as prescribed in the Company Charter;

g) The Company shall be responsible for disclosing information regarding the companies where the candidate currently holds the position of member of the Board of Directors, other management positions, and the candidate's interests related to the Company (if any).

2. The notification of the results of the election, removal, and dismissal of members of the Board of Directors shall be carried out in accordance with the regulations guiding information disclosure.

Chapter III **BOARD OF DIRECTORS**

Article 12. Rights and obligations of the Board of Directors

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

2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Deciding on the strategy, medium-term development plans, and annual business plans of the Company;

b) Recommending the classes of shares and the total number of shares of each class authorized to be offered;

c) Deciding on the sale of unsold shares within the scope of the number of shares of each class authorized to be offered; deciding on raising additional capital in other forms;

d) Deciding on the selling price of the Company's shares and bonds;

đ) Deciding on the share buyback in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) Deciding on investment plans and investment projects within its authority and limits as prescribed by law;

g) Deciding on solutions for market development, marketing, and technology;

h) Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, unless the Company Charter provides for a different ratio or value, and except for contracts and transactions under the decision-making authority of the General Meeting of

Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Electing, removing, and dismissing the Chairperson of the Board of Directors; appointing, removing, signing contracts with, and terminating contracts with the General Director and other key managers as prescribed by the Company Charter; deciding on the salaries, remuneration, bonuses, and other benefits of such managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of such persons;

k) Supervising and directing the General Director and other managers in the daily business operations of the Company;

l) Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of subsidiaries, branches, and representative offices, and on capital contributions and the purchase of shares in other enterprises;

m) Approving the program and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting written opinions for the General Meeting of Shareholders to pass resolutions;

n) Submitting the audited annual financial statements to the General Meeting of Shareholders;

o) Recommending the dividend payout level; deciding on the time limit and procedures for dividend payment or handling losses incurred during business operations;

p) Recommending the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;

q) Deciding on the issuance of the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; and the Company's Information Disclosure Regulations;

r) Requesting the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial status and business operations of the Company and its units.

s) The requested managers shall provide information and documents in a timely, complete, and accurate manner as requested by members of the Board of

Directors. The order and procedures for requesting and providing information are specifically prescribed in the Internal Regulations on Corporate Governance.

t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, the Company Charter, and the Internal Regulations on Corporate Governance.

3. The Board of Directors shall report to the General Meeting of Shareholders on the results of the Board's activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

4. The Board of Directors shall pass resolutions and decisions by voting at meetings, by soliciting written opinions, or by other forms as prescribed by the Company Charter. Each member of the Board of Directors has one vote.

5. In the event that a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolutions of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and personally liable for such resolution or decision and shall compensate the Company for the damage; members who opposed the aforementioned resolution or decision shall be exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation of or cancel the aforementioned resolution or decision.

Article 13. Duties and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statement, or another lower ratio or value as prescribed in the Company Charter, between the Company and one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related persons of these subjects;

- Shareholders and authorized representatives of shareholders owning more than 10% of the total common shares of the Company and their related persons;

- Enterprises related to the subjects prescribed in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts and transactions for borrowing, lending, or selling assets with a value less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statement between the Company and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder.

3. The representative of the Company signing the contract or transaction shall notify the members of the Board of Directors and members of the Board of Supervisors of the related parties involved in such contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Company Charter provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction shall not have the right to vote.

Article 14. Responsibility of the Board of Directors in convening extraordinary General Meetings of Shareholders

1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

a) The Board of Directors deems it necessary for the interests of the Company;

b) The remaining number of members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by law;

c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must bear the full signatures of the relevant shareholders, or the written request may be prepared in multiple copies and compiled with sufficient signatures of the relevant shareholders;

d) At the request of the Board of Supervisors;

d) Other cases as prescribed by law and the Company Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors shall determine the opening date of the General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Company Charter, or

from the date of receiving the request as stipulated in Point c and Point d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders shall perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders, unless the Company Charter provides for a shorter period. The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

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

đ) Determine the time and venue for the meeting;

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

g) Other tasks serving the meeting.

Article 15. Sub-committees assisting the Board of Directors.

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall consist of at least 02 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The activities of the sub-committee shall comply with the regulations of the Board of Directors. A resolution of the sub-committee shall only be effective when approved by a majority of members attending and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, shall be in accordance with current legal regulations and the provisions of the Company Charter and Internal Regulations on Corporate Governance.

Chapter IV
BOARD OF DIRECTORS MEETINGS

Article 16. Board of Directors meeting

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the same highest number of votes or percentage of votes, the members shall elect by majority rule to select 01 person among them to convene the Board of Directors meeting.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene a Board of Directors meeting in the following cases:

- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases as prescribed by the Company Charter.

4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairperson of the Board of Directors shall send the meeting invitation notice to members of the Board of Directors within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article and no later than 05 working days prior to the meeting date. The Board of Directors' meeting must be held no later than 12 working days from the date the Company receives the request. In the event that the Board of Directors meeting is not convened as requested, the Chairperson of the Board of Directors shall be responsible for any damages caused to the Company; the requester has the right to replace the Chairperson of the Board of Directors to convene the Board of Directors meeting.

6. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting shall send the meeting invitation notice no later than 05 working days before the meeting date, unless the Company Charter provides otherwise. The meeting invitation notice must specify the time and venue of the

meeting, the form of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the member's voting ballot.

The Board of Directors meeting invitation notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairperson of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

8. A Board of Directors meeting shall be conducted when 3/4 or more of the total number of members are in attendance. In the event that a meeting convened in accordance with this Clause does not have enough members in attendance as prescribed, the Chairperson of the Board of Directors shall send a second meeting invitation notice to members of the Board of Directors within 07 days from the intended date of the first meeting and no later than 05 working days before the meeting date. The second Board of Directors meeting shall be held no later than 12 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via virtual meeting, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- d) Sending a voting ballot by other means as prescribed in the Company Charter.

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of

the Board of Directors no later than 01 hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all meeting attendees.

11. Members shall attend all Board of Directors meetings in full. A member may authorize another member of the Board of Directors or another person (who is not a member of the Board of Directors if approved by a majority of the Board of Directors members) to attend and vote.

12. Voting

a) Except as provided in Point b, Clause 11, Article 16 of these Regulations, each member of the Board of Directors or an authorized person in accordance with Clause 9 of this Article who is personally present at the Board of Directors meeting shall have one (01) vote; Resolutions and decisions of the Board of Directors shall be passed if approved by a majority (more than 1/2) of the members in attendance; in the event of a tie, the final decision shall belong to the side with the opinion of the Chairperson of the Board of Directors.

b) A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their related persons in accordance with the Law on Enterprises and Article 42 of the Company Charter;

c) A supervisor has the right to attend the Board of Directors meeting, has the right to discuss but not to vote.

13. The Board of Directors has the right to solicit the opinions of Board members in writing to pass a Resolution of the Board of Directors when approving matters under the authority of the Board of Directors as per Clause 2, Article 27 of the Company Charter. Each member of the Board of Directors has one vote.

A resolution in the form of written opinion solicitation shall be passed based on the approval of a majority of the Board of Directors members with voting rights. This resolution shall have the same effect and validity as a resolution passed at a meeting.

13. A Board of Directors meeting may be held in the form of a virtual meeting between members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting is able to:

a) Hear each other member of the Board of Directors participating in the meeting speak during the meeting;

b) Speak with all other attending members simultaneously. Discussion among members may be conducted directly via telephone or other means of

communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered 'present' at that meeting. The location of the meeting held in accordance with this provision shall be the location where the majority of the members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

c) Decisions adopted in a meeting via telephone that is organized and conducted in a lawful manner shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors who attended this meeting.

14. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall serve as authentic evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the chairperson and the minute-taker.

Article 17. Minutes of the Board of Directors Meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following principal contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full name of each member attending the meeting or the authorized representative attending the meeting and the method of attendance; full names of members not attending and the reasons therefor;
- dd) Issues discussed and voted upon at the meeting;
- e) Summary of the opinions of each attending member in the order of the meeting's proceedings;
- g) Voting results, clearly stating the members who voted in favor, against, and those who abstained;
- h) Issues that have been passed and the corresponding voting ratios;

i) Full name and signature of the chairperson and the minute-taker, except in the case specified in Clause 2 of this Article.

2. In case the chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors who attended the meeting and contain full information as prescribed in points a, b, c, d, dd, e, g, and h of Clause 1 of this Article, such minutes shall be effective.

3. The chairperson, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

4. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of Annual Reports

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report evaluating the management and administration of the Company;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified in points a, b, and c of Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days prior to the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the Company's head office at least 21 days prior to the opening date of the Annual General Meeting of Shareholders. Shareholders who have held shares of the Company continuously for at least 01 year have the right to personally, or together with a lawyer, accountant, or auditor holding a practicing certificate, directly examine the reports specified in this Article.

Article 19. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the tasks of the Board member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a Board member may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include coverage for the liabilities of Board members related to violations of the law and the Company Charter.

Article 20. Disclosure of Related Interests

In case the Company Charter does not have stricter provisions, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following regulations:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a) Name, enterprise identification number, address of the head office, and business lines of the enterprises in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b) Name, enterprise identification number, address of the head office, and business lines of the enterprises in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors acting on their own behalf or on behalf of others to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform it when approved by a majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship between Members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative relationship; members of the Board of Directors have the responsibility to inform each other about related issues during the process of handling assigned tasks.

2. During the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to areas under the charge of other Board members. In case there are still differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairperson of the Board of Directors for consideration and decision according to their authority, or organize a meeting or solicit opinions from the members of the Board of Directors in accordance with the law, the Company Charter, and these Regulations.

3. In case of reallocation of tasks among members of the Board of Directors, the members of the Board of Directors must hand over the work, files, and related documents. This handover must be made in writing and reported to the Chairperson of the Board of Directors regarding such handover.

Article 22. Relationship with the Board of Management

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of these resolutions.

Article 23. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, while simultaneously coordinating closely and supporting each other in the process of performing their duties.

2. Upon receiving inspection minutes or summary reports from the Board of Supervisors, the Board of Directors has the responsibility to study and direct relevant departments to develop plans and implement timely corrective measures.

Chapter VII IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

The Operating Regulations of the Board of Directors of Ben Tre Water Supply and Sewerage Joint Stock Company consist of 7 Chapters, 24 Articles, and shall be effective from June 26, 2026.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRPERSON**



TRAN HUNG

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

OPERATING REGULATIONS
OF THE BOARD OF SUPERVISORS

BEN TRE WATER SUPPLY AND SEWERAGE
JOINT STOCK COMPANY



(Issued together with the Resolution of the 2026 Annual General Meeting of Shareholders of Ben Tre Water Supply and Sewerage Joint Stock Company)

Vinh Long, June 26, 2026

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Chapter I

GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope: The Operating Regulations of the Board of Supervisors stipulate the organizational structure, personnel, standards, conditions, rights, and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Company Charter, the Internal Regulations on Corporate Governance, and other relevant regulations.

2. Subjects of application: The Operating Regulations of the Board of Supervisors apply to the Board of Supervisors and its members.

Article 2. Operating Principles of the Board of Supervisors

The Board of Supervisors works on a collective basis. Members of the Board of Supervisors are individually responsible for their assigned tasks and are collectively responsible to the General Meeting of Shareholders and before the law for the work and decisions of the Board of Supervisors.

Article 3. Definitions and Terms

1. In these Regulations, the following terms are understood as follows:

a) *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and in accordance with Article 6 of the Charter of Ben Tre Water Supply and Sewerage Joint Stock Company;

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

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

d) *Corporate executives* include the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors;

e) *Corporate managers* are managers of the Company, including the Chair of the Board of Directors, members of the Board of Directors, the General Director,

and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;

f) Related person is an individual or organization as stipulated in Clause 46, Article 4 of the Law on Securities;

g) Shareholder is an individual or organization owning at least one share of the Joint Stock Company;

h) Member of the Board of Supervisors is a Supervisor;

i) Trade secret refers to information regarding inventory levels, costs and profits, finance, and technological and business technical solutions;

j) Business secret refers to information obtained from financial and intellectual investment activities that has not been disclosed and is capable of being used in business.

2. In these Regulations, references to one or more regulations or other documents shall include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

Chapter II

MEMBERS OF THE BOARD OF SUPERVISORS

Article 4. Rights, Obligations, and Responsibilities of Board of Supervisors Members

1. Comply with the law, the Company Charter, resolutions of the General Meeting of Shareholders, and professional ethics in the performance of assigned rights and obligations.

2. Exercise assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company.

3. To be loyal to the interests of the Company and its shareholders; not to abuse their position or authority, and not to use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Other obligations as prescribed by the Law on Enterprises and the Company Charter; including the right to access information and documents related to the Company's operational status. Members of the Board of Directors, the General Director, and other corporate executives are responsible for providing information in a timely and complete manner upon the request of a member of the Board of Supervisors.

5. In case of violation of the provisions in Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or others, the member of the Board of Supervisors shall be personally or jointly liable to compensate for such damage. Income and other benefits obtained by the member of the Board of Supervisors due to the violation shall be returned to the Company.

6. In case a member of the Board of Supervisors is found to have committed a violation in the performance of assigned rights and obligations, they shall notify the Board of Supervisors in writing, requesting the person committing the violation to cease the violation and remedy the consequences.

Article 5. Term and Number of Board of Supervisors Members

1. The number of members of the Company's Board of Supervisors is 03. The term of a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. A member of the Board of Supervisors is not required to be a shareholder of the Company.

3. More than half of the members of the Board of Supervisors shall be permanent residents in Vietnam.

4. In case the term of members of the Board of Supervisors ends at the same time but new members have not yet been elected, the members whose term has expired shall continue to perform their rights and obligations until new members are elected and take office.

Article 6. Standards and Conditions for Board of Supervisors Members

1. Members of the Board of Supervisors must meet the following standards and conditions:

a) Not fall into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Have been trained in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities;

c) Not be a family member of any member of the Board of Directors, the General Director, or other managers;

d) Shall not be a manager of the Company, and is not required to be a shareholder or employee of the Company;

đ) Shall not work in the accounting or finance department of the Company;

e) Shall not be a member or employee of an independent audit firm that has audited the Company's financial statements in the 03 preceding years.

2. In addition to the standards and conditions specified in Clause 1 of this Article, members of the Board of Supervisors must ensure they meet all conditions as prescribed in Clause 2, Article 169 of the Law on Enterprises.

Article 7. Head of the Board of Supervisors

1. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be based on the majority principle.

3. The rights and obligations of the Head of the Board of Supervisors shall be stipulated by the Company Charter.

Article 8. Candidacy and Nomination of Board of Supervisors Members

1. A shareholder or group of shareholders holding 5% or more of the total common shares has the right to nominate candidates to the Board of Supervisors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares has the right to nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% may nominate the full number of candidates. The nomination and candidacy of Board of Supervisors members are detailed in Clause 1, Article 70 of the Internal Regulations on Corporate Governance.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy under Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Supervisors under Clause 2 of this Article is still insufficient, the Board of Supervisors shall disclose information regarding the insufficient number of candidates at least five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The organization of additional nominations by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 9. Method of Election, Dismissal, and Removal of Board of Supervisors Members

1. The election, dismissal, and removal of Board of Supervisors members fall under the authority of the General Meeting of Shareholders.

2. The voting to elect members of the Board of Supervisors must be conducted using the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected Supervisors are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the final member of the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or

selection shall be made based on criteria specified in the election regulations or the Company Charter.

3. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be conducted via cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises or via a voting method (approve, disapprove, no opinion). The approval ratio for the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 10. Cases for dismissal and removal of members of the Board of Supervisors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:

a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as stipulated in Article 169 of the Law on Enterprises;

b) Submitting a resignation letter which is then accepted;

c) Other cases as stipulated by law and the Company Charter.

2. A member of the Board of Supervisors shall continue to perform their full rights and obligations until the General Meeting of Shareholders approves the dismissal of such member, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration as a member of the Board of Supervisors immediately upon the Company's receipt of notification regarding the following cases:

- The member of the Board of Supervisors is restricted in civil act capacity, has lost civil act capacity, or has difficulty in perception and control of their behavior.
- The member of the Board of Supervisors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs.
- The Board of Supervisors has a decision approving the receipt of the

resignation letter of a member of the Board of Supervisors, implemented similarly to the provisions in Article 9 of the Operating Regulations of the Board of Directors.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:

a) Failing to complete assigned tasks and duties;

b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as stipulated by the Law on Enterprises and the Company Charter;

d) Other cases as per the resolution of the General Meeting of Shareholders.

Article 11. Notification of election, dismissal, and removal of members of the Board of Supervisors

1. In the event that candidates for the Board of Supervisors have been identified in accordance with Clause 1, Article 70 of the Internal Regulations on Corporate Governance, the Company shall disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may research these candidates before voting. Candidates for the Board of Supervisors shall provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and shall commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Supervisors. Information related to candidates for the Board of Supervisors to be disclosed includes:

a) Full name, date, month, and year of birth;

b) Professional qualifications;

c) Work history;

d) Other management positions held;

đ) Related interests in the Company and related parties of the Company;

e) Other information (if any) as stipulated in the Company Charter;

g) The Company shall be responsible for disclosing information regarding companies where the candidate currently holds management positions and the candidate's related interests in the Company (if any).

2. The notification of the results of the election, dismissal, and removal of members of the Board of Supervisors shall be carried out in accordance with the guidelines on information disclosure.

Chapter III

BOARD OF SUPERVISORS

Article 12. Rights, obligations, and responsibilities of the Board of Supervisors

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and administration of the Company.

2. Inspect the reasonableness, legality, truthfulness, and level of caution in the management and administration of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial statement preparation.

3. Appraise the completeness, legality, and truthfulness of the business performance reports, annual financial statements of the Company, and reports evaluating the management work of the Board of Directors, and submit the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Company.

5. Upon the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completing the inspection, the Board of Supervisors shall report on the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request. The

inspection by the Board of Supervisors as stipulated in this clause shall not hinder the normal operations of the Board of Directors or disrupt the administration of the Company's business activities.

6. The Board of Supervisors shall be responsible for receiving requests for access to books and records from common shareholders as stipulated in Clause 1, Article 45 of the Company Charter and shall fulfill requests for information provision from the Board of Directors, the General Director, or other managers. The procedure for requesting information is stipulated in the Internal Regulations on Corporate Governance. The person provided with the information shall be responsible for keeping the information confidential and using it for the correct purpose for which it was assigned.

7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure of management, supervision, and administration of the Company's business activities.

8. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, the Board of Supervisors shall immediately notify the Board of Directors in writing, requiring the violating party to cease the violation and implement solutions to remedy the consequences.

9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. Utilize independent consultants and the Company's internal audit department to perform assigned tasks.

11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. Inspect specific issues related to the management and administration of the Company's activities at the request of shareholders.

13. Require the Board of Directors to convene an extraordinary General Meeting of Shareholders.

14. Replace the Board of Directors to convene the General Meeting of Shareholders within 30 days in the event that the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises.

15. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

16. Review, extract, and copy part or all of the content of the declared List of related persons and related interests as stipulated in Clause 1 and Clause 2, Article 164 of the Law on Enterprises. The procedure for requesting information is stipulated in the Internal Regulations on Corporate Governance.

17. Propose and recommend that the General Meeting of Shareholders approve the list of audit organizations accepted to audit the Company's Financial Statements; and audit organizations accepted to inspect the Company's activities when deemed necessary.

18. Be responsible to shareholders for its supervisory activities.

19. Supervise the Company's financial situation and the compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities.

20. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

21. In the event of discovering acts of violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other corporate executives, the Board of Supervisors shall notify the Board of Directors in writing within 48 hours, requiring the violating party to cease the violation and implement solutions to remedy the consequences.

22. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

23. Witness the Board of Directors organizing the vote counting and preparing the vote counting minutes if requested by the Board of Directors in the case of collecting shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders.

24. The Head of the Board of Supervisors shall preside over the election of a meeting chairperson by the General Meeting of Shareholders in cases where the Chairman is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person with the highest number of votes shall preside over the meeting.

25. Perform other rights and obligations as stipulated by the Law on Enterprises, the Company Charter, and Resolutions of the General Meeting of Shareholders.

Article 13. Right of the Board of Supervisors to be provided with information

1. Documents and information shall be sent to members of the Board of Supervisors at the same time and in the same manner as for members of the Board of Directors, including:

a) Meeting invitations, opinion collection ballots for members of the Board of Directors, and accompanying documents;

b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;

c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.

2. Members of the Board of Supervisors have the right to access records and documents of the Company kept at the head office, branches, and other locations related to the performance of their assigned tasks if approved by the Board of Supervisors, provided that such information is not within the scope of the Company's business secrets. The person provided with the information is responsible for keeping the provided information confidential and using it for the correct purpose for the assigned work; they have the right to access the workplaces of the Company's managers and employees during working hours. The procedure for requesting information is stipulated in the Internal Regulations on Corporate Governance.

3. The Board of Directors, members of the Board of Directors, the General Director, and other managers shall provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company at the request of a member of the Board of Supervisors or the

Board of Supervisors. The sequence and procedures for requesting and providing information are stipulated in the Internal Regulations on Corporate Governance.

Article 14. Responsibility of the Board of Supervisors in convening an extraordinary General Meeting of Shareholders

1. The Board of Supervisors is responsible for replacing the Board of Directors to convene a General Meeting of Shareholders within 30 days in the event that the Board of Directors fails to convene a General Meeting of Shareholders in the following cases:

a) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the number required by law;

b) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises;

c) When there is a request to convene an extraordinary General Meeting of Shareholders from the Board of Supervisors but the Board of Directors fails to do so, unless the Company Charter provides otherwise.

2. In the event that the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed, the Board of Supervisors shall compensate the Company for any damages incurred.

3. Expenses for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV

BOARD OF SUPERVISORS MEETINGS

Article 15. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least two (02) times per year, and the number of members attending the meeting shall be at least two-thirds (2/3) of the members of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer issues that need clarification.

Article 16. Minutes of the Board of Supervisors meeting

The minutes of the Board of Supervisors meeting shall be prepared in a detailed and clear manner. The minute-taker and the members of the Board of Supervisors attending the meeting shall sign the meeting minutes. The meeting minutes of the Board of Supervisors shall be kept to determine the responsibility of each member of the Board of Supervisors.

Chapter V**REPORTING AND DISCLOSURE OF INTERESTS****Article 17. Submission of annual reports**

The reports of the Board of Supervisors at the annual General Meeting of Shareholders include the following contents:

1. Report on the business results of the Company and on the performance of the Board of Directors and the General Director to be submitted to the General Meeting of Shareholders for approval at the annual General Meeting of Shareholders.
2. Self-assessment report on the performance of the Board of Supervisors and its members.
3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors.
4. Summary of the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors; results of the supervision of the Company's operational and financial situation.
5. Assessment report on transactions between the Company, its subsidiaries, and other companies controlled by the Company with over fifty percent (50%) or more of the charter capital with members of the Board of Directors, the General Director, and their related persons; transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager within the 03 most recent years prior to the time of the transaction.

6. Results of supervision over the Board of Directors, the General Director, and other corporate executives.

7. Results of the assessment of the coordination between the Board of Supervisors and the Board of Directors, the General Director, and shareholders.

8. Proposals and recommendations to the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; auditing organizations approved to inspect the Company's activities when deemed necessary.

Article 18. Salary and other benefits

The salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of this remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the laws on corporate income tax, other relevant legal regulations, and must be recorded as a separate item in the Company's annual financial statements.

Article 19. Disclosure of related interests

1. Members of the Board of Supervisors of the Company must declare to the Company their related interests, including:

a) Name, enterprise identification number, head office address, and business lines of the enterprise in which they own or hold capital contributions or shares; the ratio and time of owning or holding such capital contributions or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons own, jointly own, or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration as prescribed in Clause 1 of this Article shall be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Supervisors and their related persons shall only use information obtained through their positions to serve the interests of the Company.

4. Members of the Board of Supervisors have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies controlled by the Company with over fifty percent (50%) or more of the charter capital with the member of the Board of Supervisors or their related persons in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information about these resolutions in accordance with the securities laws on information disclosure.

5. Members of the Board of Supervisors and their related persons shall not use or disclose to others internal information to carry out related transactions.

Chapter VI

RELATIONSHIP OF THE BOARD OF SUPERVISORS

Article 20. Relationship between members of the Board of Supervisors

The members of the Board of Supervisors have an independent relationship, not dependent on each other, but have coordination and collaboration in common work to ensure the effective performance of the responsibilities, rights, and duties

of the Board of Supervisors in accordance with the law and the Company Charter. The Head of the Board of Supervisors is the coordinator of the common work of the Board of Supervisors but does not have the right to dominate the members of the Board of Supervisors.

Article 21. Relationship with the executive board

The Board of Supervisors has an independent relationship with the Company's executive board and is the unit that performs the function of supervising the activities of the executive board.

Article 22. Relationship with the Board of Directors

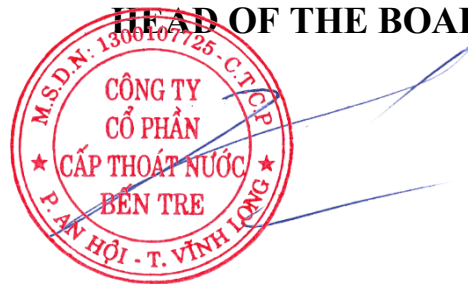
The Board of Supervisors has an independent relationship with the Company's Board of Directors and is the unit that performs the function of supervising the activities of the Board of Directors.

**Chapter VII
IMPLEMENTATION PROVISIONS**

Article 23. Effectiveness

The Operation Regulation of the Board of Supervisors of Ben Tre Water Supply and Sewerage Joint Stock Company consists of 7 chapters, 23 articles, and takes effect from June 26, 2026.

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



TRAN HUNG